



VISIONS AHEAD

Hanny Holdings Limited 錦興集團有限公司

(Incorporated in Bermuda with limited liability) (於百慕達註冊成立之有限公司)

(Stock Code 股份代號: 275)

2010/2011

ANNUAL REPORT 年報

Corporate Information

公司資料

BOARD OF DIRECTORS

Executive Directors

Dr. Yap, Allan (*Chairman*)
Mr. Chan Kwok Chuen, Augustine (*Managing Director*)
Mr. Heung Pik Lun, Edmond

Independent Non-Executive Directors

Mr. Kwok Ka Lap, Alva
Mr. Poon Kwok Hing, Albert
Mr. Sin Chi Fai

AUDIT COMMITTEE

Mr. Poon Kwok Hing, Albert (*Chairman*)
Mr. Kwok Ka Lap, Alva
Mr. Sin Chi Fai

REMUNERATION COMMITTEE

Mr. Kwok Ka Lap, Alva (*Chairman*)
Mr. Chan Kwok Chuen, Augustine
Mr. Poon Kwok Hing, Albert

COMPANY SECRETARY

Ms. Wong Nam, Marian

AUDITOR

Deloitte Touche Tohmatsu

PRINCIPAL BANKERS

Bank of China (Hong Kong) Limited
CITIC Bank International Limited
Hang Seng Bank Limited
Wing Hang Bank, Limited

PRINCIPAL REGISTRAR

HSBC Securities Services (Bermuda) Limited
6 Front Street
Hamilton HM 11
Bermuda

BRANCH REGISTRAR

Tricor Secretaries Limited
26th Floor, Tesbury Centre
28 Queen's Road East, Wanchai
Hong Kong

REGISTERED OFFICE

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

PRINCIPAL OFFICE

8th Floor, Paul Y. Centre
51 Hung To Road
Kwun Tong, Kowloon
Hong Kong

STOCK CODE

275

WEBSITE

www.hanny.com

董事會

執行董事

Yap, Allan 博士 (*主席*)
陳國銓先生 (*董事總經理*)
向碧倫先生

獨立非執行董事

郭嘉立先生
潘國興先生
冼志輝先生

審核委員會

潘國興先生 (*主席*)
郭嘉立先生
冼志輝先生

薪酬委員會

郭嘉立先生 (*主席*)
陳國銓先生
潘國興先生

公司秘書

王嵐小姐

核數師

德勤•關黃陳方會計師行

主要往來銀行

中國銀行(香港)有限公司
中信銀行國際有限公司
恒生銀行有限公司
永亨銀行有限公司

主要過戶登記處

HSBC Securities Services (Bermuda) Limited
6 Front Street
Hamilton HM 11
Bermuda

過戶登記分處

卓佳秘書商務有限公司
香港
灣仔皇后大道東28號
金鐘匯中心26樓

註冊辦事處

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

主要辦事處

香港
九龍觀塘
鴻圖道51號
保華企業中心8樓

股份代號

275

公司網址

www.hanny.com

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Chairman's Statement

主席報告書

I have pleasure to present the 2010/2011 annual report of Hanny Holdings Limited (the "Company") and its subsidiaries (the "Group").

Business and Operations Review

Property development and trading

The Group is focusing on its commercial property development, which consists of serviced apartments and modern shopping mall in the city centre of Guangzhou, and is seeking for investors who shifted their interests away from residential property market due to the new restrictions on buying second homes imposed by local governments.

On 15 June 2011, the Group entered into a framework agreement and conditionally agreed to dispose 49% equity interest in the commercial property development project. The purchaser is a local commercial and retail property developer with extensive experience in the Guangzhou property market. The Group believes the introduction of strategic partner would be beneficial to the construction and development of the project, and the financial position of the Group would be strengthened by the net consideration proceeds in conjunction with the development plan of the Group's existing property projects. The Group also believes the tremendous potential of the project would deliver attractive returns in the near future, both in terms of capital gain and future recurring income from the leasing of commercial units and property sales.

The Group will continue to seek attractive property projects in surrounding cities and may expand to other mainland major cities in the future.

River sand mining

During the year under review, this segment continued to record a satisfactory EBITDA. However, this segment recorded a loss after taking into account of depreciation of the sand mining vessels. Despite of the keen competition of the sand mining business, the Group will continue to work on all measures towards improving the efficiency of this operation.

本人欣然提呈錦興集團有限公司(「本公司」)及其附屬公司(「本集團」)之二零一零／二零一一年年報。

業務及經營回顧

物業發展及買賣

本集團現時專注發展其於廣州市中心之商用物業發展項目(包括服務式住宅及現代化購物中心),並正積極物色因地方政府施加購買第二套房新限制而將意向轉離住宅物業市場之投資者。

於二零一一年六月十五日,本集團訂立一項框架協議,有條件同意出售上述商用物業發展項目之49%股權。買方為當地一名商用及零售物業發展商,於廣州物業市場方面擁有豐富經驗。本集團相信,引入策略性夥伴將有利該項目之興建及發展,而本集團在現有物業項目之發展計劃情況下之財務狀況亦可因相關之代價所得款項淨額而加強。此外,本集團亦相信該項目潛力龐大,於不久將來能提供可觀回報,不論是資本收益,或是商用單位租賃及物業銷售之未來經常性收入。

本集團將繼續於鄰近城市物色具吸引力之物業項目,並可能於未來擴展至其他內地重要城市。

江河採砂

於回顧年度內,此分類繼續錄得令人滿意的未計利息、稅項、折舊及攤銷前利潤。然而,經計及採砂船之折舊後,此分類卻錄得虧損。儘管採砂業務之競爭激烈,惟本集團將繼續採取各項措施,務求提升此業務之效益。

Water supply for industrial use

During the year under review, the revenue and earnings derived from the industrial water supply segment were satisfactory. The result is achieved by the efforts in negotiating with existing customers to raise selling prices and implementing effective costs controls successfully. In addition, the Group is working on negotiating with the existing suppliers to maintain the existing cost of raw water. Given the strong demand of industrial water from the energy and heavy industries, the Group expects that the industrial water supply business will continue to grow in the future.

Outlook

The property market in China is in stable and healthy expansion under a series of property market-cooling measures issued by the Chinese government. The Group is of the view that property has become a pillar industry in China and it is expected such demand will continue to grow in medium and long term. Under the current economic situation, the Group is optimistic about the development of the Chinese property market, and will continue cautiously to identify any lucrative investment opportunities of property development project in China, aiming at maximizing the shareholder's value.

Appreciation

I would like to take this opportunity to express my gratitude to my fellow board members, the management and employees for their hard work and contribution to the Group in the past year.

Dr. Yap, Allan
Chairman

Hong Kong, 29 June 2011

工業供水

工業供水分類之收入及盈利於回顧年度內令人滿意。得此成績乃源於本集團致力與現有客戶磋商提高銷售價格，並成功推行有效成本控制措施。此外，本集團目前與現有供應商進行磋商，以維持現時所供應水源之成本。鑑於能源及重工業行業對工業用水之需求強勁，本集團預計工業供水業務將於日後持續增長。

展望

於中國政府推行一系列物業市場冷卻措施後，中國物業市場現正穩定健康發展。本集團認為，物業行業已成為中國一大重點產業，預期需求將於中長期繼續增長。按現時經濟狀況，本集團對中國物業市場之發展感到樂觀，並將繼續在中國審慎物色利潤豐厚之物業發展項目投資機會，冀能擴大股東價值。

鳴謝

本人謹藉此機會，向董事會成員、管理層和僱員在過去一年為本集團付出之努力和貢獻，致以衷心謝意。

主席
Yap, Allan 博士

香港，二零一一年六月二十九日

Management Discussion and Analysis

管理層討論及分析

Results and financial review

Results

For the year ended 31 March 2011, the Group's audited consolidated profit before non-controlling interests was HK\$92.9 million (2010: HK\$200.2 million), which mainly comprised of revenue from water supply business of HK\$23.2 million (2010: HK\$21.7 million), revenue from sand mining business of HK\$22.9 million (2010: HK\$52.8 million), cost of sales of HK\$41.2 million (2010: HK\$65.3 million), other income, gains and losses of HK\$69.0 million (2010: HK\$114.9 million), administrative expenses of HK\$79.9 million (2010: HK\$52.5 million), finance costs of HK\$54.4 million (2010: HK\$59.7 million), decrease in fair value of conversion options embedded in convertible notes of HK\$0.9 million (2010: increase of HK\$0.7 million), net loss on investments held for trading of HK\$0.3 million (2010: gain of HK\$2.2 million), increase in fair value of investment properties of HK\$47.5 million (2010: HK\$63.0 million), loss on repurchase of convertible loan notes of HK\$12.7 million (2010: Nil), loss on maturity of convertible notes of HK\$87.8 million (2010: HK\$0.1 million), gain on disposal of available-for-sale investments of HK\$140.4 million (2010: HK\$63.0 million), share of results of associates of HK\$72.0 million (2010: HK\$74.3 million) and income tax expense of HK\$5.0 million (2010: tax credit of HK\$9.8 million).

業績及財務回顧

業績

截至二零一一年三月三十一日止年度，本集團之經審核綜合未計非控股權益前溢利為92,900,000港元（二零一零年：200,200,000港元），主要包括供水業務收入23,200,000港元（二零一零年：21,700,000港元）、採砂業務收入22,900,000港元（二零一零年：52,800,000港元）、銷售成本41,200,000港元（二零一零年：65,300,000港元）、其他收入、收益及虧損69,000,000港元（二零一零年：114,900,000港元）、行政開支79,900,000港元（二零一零年：52,500,000港元）、財務費用54,400,000港元（二零一零年：59,700,000港元）、可兌換票據之兌換權公平值減少900,000港元（二零一零年：增加700,000港元）、持作買賣投資虧損淨額300,000港元（二零一零年：收益2,200,000港元）、投資物業公平值增加47,500,000港元（二零一零年：63,000,000港元）、購回可換股貸款票據之虧損12,700,000港元（二零一零年：零）、可兌換票據到期之虧損87,800,000港元（二零一零年：100,000港元）、出售可供銷售投資收益140,400,000港元（二零一零年：63,000,000港元）、應佔聯營公司業績72,000,000港元（二零一零年：74,300,000港元）及所得稅開支5,000,000港元（二零一零年：稅項抵免9,800,000港元）。

While there were impairment loss on intangible assets of HK\$19.5 million, impairment loss on property, plant and equipment of HK\$28.9 million, gain on disposal of subsidiaries of HK\$2.0 million, gain on disposal of interest in an associate of HK\$21.7 million for the year ended 31 March 2010, there were no such items for the year ended 31 March 2011. After take into account share of results by non-controlling interests, the audited profit for the year attributable to the equity holders was HK\$81.9 million (2010: HK\$188.7 million) and the basic earnings per share was HK\$0.99 (2010: HK\$3.60).

Segment Results

For trading of securities, segment turnover amounted to HK\$45.7 million, increasing by HK\$39.4 million (625.4%) in 2010 and segment result recorded profit of HK\$0.5 million, decreasing by HK\$2.3 million (82.1%) from the segment profit of HK\$2.8 million in 2010.

For property development and trading segment, there was no trading activity during both years.

For sand mining segment, segment revenue amounted to HK\$22.9 million, decreasing by HK\$29.9 million (56.6%) in 2010. Segment result recorded loss of HK\$5.9 million, which is HK\$51.7 million less than the segment loss of HK\$57.6 million in 2010.

For water factory segment, segment revenue amounted to HK\$23.2 million, increasing by HK\$1.5 million (6.9%) in 2010 and segment result recorded HK\$7.1 million, increasing by HK\$2.2 million from the segment profit of HK\$4.9 million in 2010.

截至二零一零年三月三十一日止年度，本集團錄得無形資產減值虧損19,500,000港元、物業、機器及設備減值虧損28,900,000港元、出售附屬公司之收益2,000,000港元以及出售一間聯營公司權益之收益21,700,000港元，而截至二零一一年三月三十一日止年度並無該等項目。經計及非控股權益應佔業績後，權益持有人應佔之本年度經審核溢利為81,900,000港元（二零一零年：188,700,000港元），每股基本盈利為0.99港元（二零一零年：3.60港元）。

分類業績

證券買賣業務分類營業額為45,700,000港元，較二零一零年增長39,400,000港元（625.4%），而分類業績則錄得溢利500,000港元，較二零一零年之分類溢利2,800,000港元減少2,300,000港元（82.1%）。

物業發展及買賣業務分類於兩個年度並無開展買賣業務。

採砂業務分類收入為22,900,000港元，較二零一零年減少29,900,000港元（56.6%）。分類業績錄得虧損5,900,000港元，較二零一零年之分類虧損57,600,000港元減少51,700,000港元。

供水業務分類收入為23,200,000港元，較二零一零年增加1,500,000港元（6.9%），而分類業績則錄得7,100,000港元，較二零一零年之分類溢利4,900,000港元增加2,200,000港元。

Management Discussion and Analysis

管理層討論及分析

The profit of the Group decreased significantly from HK\$200.2 million for the year ended 31 March 2010 to HK\$92.9 million for the year ended 31 March 2011. This was mainly due to the net effect of decrease in other income, gains and losses of HK\$45.8 million, decrease in gain on fair value of investment properties of HK\$15.5 million, increase in administrative expenses of HK\$27.5 million, increase in loss on maturity of convertible notes of HK\$87.8 million, increase in loss on repurchase of convertible loan notes of HK\$12.7 million, increase in gain on disposal of available-for-sale investments of HK\$77.4 million, decrease in gain on disposal of interest in an associate of HK\$21.7 million, decrease in impairment loss on intangible assets and property, plant and equipment of HK\$48.4 million and increase of tax expenses HK\$14.8 million from tax credit.

Liquidity

Bank and cash balances at 31 March 2011 decreased to HK\$443.8 million (31 March 2010: HK\$741.0 million), accounting for 16.5% (31 March 2010: 28.9%) of the net tangible asset value of the Group. Such decrease was mainly due to contribution to the property development project in the People's Republic of China ("PRC") and the current ratio of the Group at 31 March 2011 was 1.98 (31 March 2010: 3.88 restated).

本集團之溢利由截至二零一零年三月三十一日止年度之200,200,000港元大幅減少至截至二零一一年三月三十一日止年度之92,900,000港元。此乃主要由於下列項目之淨影響所致：其他收入、收益及虧損減少45,800,000港元、投資物業公平值收益減少15,500,000港元、行政開支增加27,500,000港元、可兌換票據到期之虧損增加87,800,000港元、購回可換股貸款票據之虧損增加12,700,000港元、出售可供銷售投資收益增加77,400,000港元、出售一間聯營公司權益之收益減少21,700,000港元、無形資產以及物業、機器及設備減值虧損減少48,400,000港元，以及稅項從抵免增加為支出14,800,000港元。

流動資金

於二零一一年三月三十一日之銀行及現金結餘減少至443,800,000港元（二零一零年三月三十一日：741,000,000港元），佔本集團有形資產淨值之16.5%（二零一零年三月三十一日：28.9%）。有關減少主要是由於向中華人民共和國（「中國」）物業發展項目出資所致，而本集團於二零一一年三月三十一日之流動比率為1.98（二零一零年三月三十一日：3.88（經重列））。

Financial Review

The current assets of the Group at 31 March 2011 decreased HK\$177.7 million (6.0%) to HK\$2,808.0 million (31 March 2010: HK\$2,985.7 million). Such decrease was mainly attributable to the decrease in convertible notes receivable of HK\$531.0 million and bank balances and cash of HK\$297.3 million. Such decrease outweighed the increases in properties held for sale of HK\$18.8 million, properties under development for sale of HK\$237.7 million, trade and other receivables and prepayments of HK\$179.7 million and assets classified as held for sale of HK\$206.2 million at 31 March 2011 as compared to 31 March 2010.

Properties under development for sale was acquired through the acquisition of 60% interest and further acquisition of 40% interest in Best Smooth International Limited ("Best Smooth") in December 2009 and September 2010 respectively. The amount of HK\$1,464.1 million (31 March 2010: HK\$1,226.5 million) represented land use rights for a piece of land located in Guangzhou, PRC and development costs incurred to date on incomplete properties erected on it.

Convertible notes receivables decreased by HK\$531.0 million from HK\$531.0 million at 31 March 2010 to HK\$Nil at 31 March 2011, since all the convertible notes receivables classified under current assets at 31 March 2010 have matured during the year ended 31 March 2011.

Trade and other receivables and prepayments increased from HK\$84.3 million at 31 March 2010 to HK\$264.1 million at 31 March 2011. The significant increase was mainly attributable to the prepayment for construction costs of the properties development project in the PRC. The number of days for debtors turnover recorded as 33 days for the year ended 31 March 2011 while compare to 19 days for the year ended 31 March 2010.

財務回顧

本集團於二零一一年三月三十一日之流動資產減少177,700,000港元(6.0%)至2,808,000,000港元(二零一零年三月三十一日:2,985,700,000港元)。流動資產減少主要源自應收可兌換票據減少531,000,000港元以及銀行結餘及現金減少297,300,000港元。此等減幅與二零一零年三月三十一日比較,超逾於二零一一年三月三十一日之持作銷售物業增加18,800,000港元、待售發展中物業增加237,700,000港元、貿易及其他應收款項及預付款項增加179,700,000港元以及分類為持作銷售之資產增加206,200,000港元。

待售發展中物業乃透過於二零零九年十二月收購百順國際有限公司(「百順」)之60%權益及於二零一零年九月進一步收購其40%權益購入。金額1,464,100,000港元(二零一零年三月三十一日:1,226,500,000港元)指位於中國廣州一幅地塊之土地使用權及迄今就其上未落成物業產生之發展成本。

由於所有於二零一零年三月三十一日分類為流動資產之應收可兌換票據已於截至二零一一年三月三十一日止年度到期,故應收可兌換票據由二零一零年三月三十一日之531,000,000港元減少531,000,000港元至二零一一年三月三十一日之零港元。

貿易及其他應收款項及預付款項由二零一零年三月三十一日之84,300,000港元增加至二零一一年三月三十一日之264,100,000港元。有關款項大幅增加主要是由於預付中國物業發展項目之建築成本所致。截至二零一一年三月三十一日止年度,應收賬款流轉期為33日,而於截至二零一零年三月三十一日止年度為19日。

Management Discussion and Analysis

管理層討論及分析

Trade and other payables and accruals increased from HK\$303.8 million at 31 March 2010 to HK\$425.3 million at 31 March 2011. The significant increase of HK\$121.5 million was mainly attributable to the payables for additions to properties development project in the PRC. The number of days for creditors turnover increased from 117 days in last year to 165 days in current year.

At 31 March 2011, total borrowings of the Group amounted to HK\$640.8 million (31 March 2010: HK\$812.5 million) which included bank and other borrowings and convertible notes payables of HK\$273.5 million and HK\$367.3 million respectively (31 March 2010: HK\$138.5 million and HK\$674.0 million respectively). The decrease in total borrowings was due to repurchase of convertible notes payable in an aggregate principal amount of HK\$342.2 million by issuing 684.4 million shares in November 2010. During the year ended 31 March 2011, coupon interest paid for the convertible loan notes was HK\$14.2 million and interest accrued under effective interest rate was HK\$37.1 million.

Pledge of assets

At 31 March 2011, certain assets of the Group amounting to HK\$430.1 million (31 March 2010: HK\$305.4 million) were pledged to banks and financial institutions for loan facilities granted to the Group.

Gearing ratio

The gearing ratio (borrowings/shareholders' funds) at 31 March 2011 decreased to 24.3% (31 March 2010: 32.8%) owing to the decrease of convertible notes payable.

貿易及其他應付款項及應計費用由二零一零年三月三十一日之303,800,000港元增加至二零一一年三月三十一日之425,300,000港元。有關款項及費用大幅增加121,500,000港元主要是由於添置中國物業發展項目之應付款項所致。應付賬款流轉期由去年之117日延長至本年度之165日。

於二零一一年三月三十一日，本集團借款總額為640,800,000港元（二零一零年三月三十一日：812,500,000港元），其中包括銀行及其他借款273,500,000港元（二零一零年三月三十一日：138,500,000港元）以及應付可兌換票據367,300,000港元（二零一零年三月三十一日：674,000,000港元）。借款總額減少由於二零一零年十一月發行684,400,000股股份，以購回本金總額為342,200,000港元之應付可兌換票據所致。於截至二零一一年三月三十一日止年度，已支付可換股貸款票據之票息為14,200,000港元，按實際利率計算之應付利息為37,100,000港元。

資產抵押

於二零一一年三月三十一日，本集團將430,100,000港元（二零一零年三月三十一日：305,400,000港元）之若干資產抵押予銀行及金融機構，以取得授予本集團之貸款信貸。

負債資本比率

由於應付可兌換票據減少，二零一一年三月三十一日之負債資本比率（借款／股東資金）減少至24.3%（二零一零年三月三十一日：32.8%）。

Exchange rate and interest rate risks exposure

Most of the Group's business transactions, assets and liabilities are denominated in Hong Kong Dollars and Renminbi. The Group will consider entering into hedging contracts to eliminate any exposures to downside risks, whenever the Group and the concerned foreign subsidiaries think fit. At the balance sheet date, the Group did not enter into any interest rate speculative and hedging contracts.

Contingent liabilities

As at 31 March 2011, a corporate guarantee to the extent of HK\$75.0 million (31 March 2010: HK\$75.0 million) was given by the Group to a bank in respect of banking facilities granted to an associate. The banking facilities of approximately HK\$31.9 million was utilised by the associate as at 31 March 2011 (31 March 2010: HK\$1.0 million).

Acquisition of subsidiaries and joint venture

In last year, the Group acquired 60% of the issued share capital of Best Smooth and 60% of the outstanding shareholder's loan owed by Best Smooth to the vendor. On 25 May 2010, the Group entered into a conditional sale and purchase agreement to acquire the remaining 40% of the issued share capital and 3% in a non-wholly owned subsidiary of Best Smooth, together with its outstanding shareholder's loan at a total consideration of HK\$470 million. Best Smooth is an investment holding company and its subsidiaries are engaged in the holding of property development project in the PRC. The further acquisition was completed on 3 September 2010.

On 29 September 2010, an agreement was entered into between Vigorous World Limited, an indirect wholly-owned subsidiary of the Company, ITC Properties Holdings Group Limited, ITC Properties Group Limited and the Company in relation to the acquisition of 50% interest in ITC Properties (China) Limited at a consideration of HK\$480 million. The principal assets of ITC Properties (China) Limited and its subsidiaries are a parcel of land located in Yuexiu District in Guangzhou, the PRC. Such land is adjacent to the property development project held by Best Smooth. The acquisition was not yet completed as of the date of this report.

匯率及利率風險

本集團大部分業務交易、資產及負債均以港元及人民幣計值。本集團將於其本身及有關海外附屬公司認為有需要時，考慮訂立對沖合約以對銷任何不利風險。於結算日，本集團並無訂立任何利率投機及對沖合約。

或然負債

於二零一一年三月三十一日，本集團就聯營公司所獲授銀行信貸而向銀行作出公司擔保75,000,000港元（二零一零年三月三十一日：75,000,000港元）。於二零一一年三月三十一日，銀行信貸約31,900,000港元由聯營公司動用（二零一零年三月三十一日：1,000,000港元）。

收購附屬公司及合營公司

去年，本集團收購百順已發行股本之60%及百順結欠賣方之未償還股東貸款之60%。於二零一零年五月二十五日，本集團訂立有條件買賣協議，以收購餘下已發行股本之40%及百順一間非全資附屬公司之3%權益，連同其未償還股東貸款之40%，總代價為470,000,000港元。百順為一間投資控股公司，其附屬公司之業務為於中國持有物業發展項目。進一步收購已於二零一零年九月三日完成。

於二零一零年九月二十九日，本公司之間接全資附屬公司Vigorous World Limited、ITC Properties Holdings Group Limited、德祥地產集團有限公司及本公司就以代價480,000,000港元收購ITC Properties (China) Limited之50%權益訂立協議。ITC Properties (China) Limited及其附屬公司之主要資產為位於中國廣州市越秀區之地塊。該地塊毗鄰百順持有之物業發展項目。收購事項於本報告日期尚未完成。

Management Discussion and Analysis

管理層討論及分析

Events after the reporting period

The Group has the following significant events subsequent to the end of the reporting period:

- (i) On 27 January 2011, the Company entered into a placing agreement with a placing agent whereby the placing agent agreed to procure placees, on a best effort basis, for the placing of convertible notes up to an aggregate principal amount of HK\$300,000,000, at a placing price of being 100% of the principal amount of the placing convertible notes. The placing agreement is valid from 27 January 2011 to 19 June 2011.

The conversion price shall be HK\$0.70 per conversion share, subject to anti-dilutive adjustment. Pursuant to an announcement made by the Company on 17 June 2011, the period of the placing agreement was further extended from 19 June 2011 to 19 September 2011.

- (ii) On 31 January 2011, the Company proposed to raise gross proceeds of not less than approximately HK\$299.0 million and not more than approximately HK\$304.5 million before expenses, by way of rights issue. Pursuant to the rights issue, the Company shall allot and issue not less than 996,716,728 rights shares and not more than 1,015,136,184 rights shares at a subscription price of HK\$0.30 per rights share, on the basis of eight rights shares for every one share.

On 6 April 2011, 481 valid acceptances in respect of a total of 821,656,257 right shares provisionally allotted under the rights issue have been received, representing approximately 82.44% of the total number of right shares available under the right issues and 328 valid applications for a total of 3,068,271,482 excess rights shares have been received, representing approximately 307.84% of the total number of rights shares available under the rights issue.

申報期後事項

本集團於申報期末後進行以下重大事項：

- (i) 於二零一一年一月二十七日，本公司與配售代理訂立配售協議，據此，配售代理同意就按配售價（即配售可兌換票據本金額之100%）配售總本金額最高300,000,000港元之可兌換票據按盡其所能基準安排承配人。配售協議之有效期為二零一一年一月二十七日至二零一一年六月十九日。

兌換價為每股轉換股份0.70港元（可作反攤薄調整）。根據本公司於二零一一年六月十七日作出之公佈，配售協議之有效期已進一步由二零一一年六月十九日延長至二零一一年九月十九日。

- (ii) 於二零一一年一月三十一日，本公司建議以供股方式籌集所得款項總額不少於約299,000,000港元但不多於約304,500,000港元（扣除費用前）。根據供股，本公司將按每持有一股股份獲發八股供股股份之基準，按認購價每股供股股份0.30港元配發及發行不少於996,716,728股供股股份但不多於1,015,136,184股供股股份。

於二零一一年四月六日，接獲481份涉及合共821,656,257股根據供股暫定配發之供股股份之有效接納，相當於根據供股可供配發之供股股份總數約82.44%，以及接獲328份合共3,068,271,482股額外供股股份之有效申請，相當於根據供股可供配發之供股股份總數約307.84%。

A total of 996,716,728 new shares were issued on 13 April 2011. The conversion price of the outstanding 2011 convertible bonds was adjusted from HK\$158.34 per share to HK\$31.48 per adjusted share with effect from 13 April 2011 as a result of the rights issue.

- (iii) In May 2011, an indirect wholly-owned subsidiary of the Company, Loyal Concept Limited, accepted the offer made by ITC Properties to repurchase the 1% ITC Properties convertible note in the outstanding principal amount of HK\$270,000,000 due on 15 June 2011 by way of issue of new convertible notes. On 25 May 2011, new convertible notes in principal amount of HK\$297,000,000 at the initial conversion price of HK\$2.20 per conversion share were issued to Loyal Concept Limited.
- (iv) Pursuant to the Company's announcement made on 27 June 2011, the Group entered into a conditional framework agreement and two supplemental agreements to dispose 49% equity interest in China Good Investments Limited, a wholly-owned subsidiary of Ally Fortune Investments Limited, an indirect wholly-owned subsidiary of the Company at a total consideration of RMB622,383,080 (equivalent to approximately HK\$746,860,000). The transaction has not yet completed at the date of this annual report.

Employees and remuneration policies

At 31 March 2011, there were approximately 103 staff members (31 March 2010: 92) employed by the Group. The remuneration policies are formulated on the basis of performance of individual employees and the prevailing salaries' trends in the various regions. They are subject to be reviewed every year. The Group also provided employee training programs, a mandatory provident fund scheme, medical insurance and discretionary bonuses. Share options are to be awarded to employees on a merit basis. No share options were granted during the year.

於二零一一年四月十三日發行合共996,716,728股新股份。未行使之二零一一年可換股債券之兌換價由二零一一年四月十三日起，因供股而由每股股份158.34港元調整為每股經調整股份31.48港元。

- (iii) 於二零一一年五月，本公司之間接全資附屬公司Loyal Concept Limited接納德祥地產作出之要約，以發行新可兌換票據之方式購回未償還本金額為270,000,000港元於二零一一年六月十五日到期之1%德祥地產可兌換票據。於二零一一年五月二十五日，本金額為297,000,000港元之新可兌換票據按最初換股價每股換股股份2.20港元發行予Loyal Concept Limited。
- (iv) 根據本公司於二零一一年六月二十七日作出之公佈，本集團訂立有條件框架協議及兩份補充協議，以出售聯祥投資有限公司（本公司之間接全資附屬公司）之全資附屬公司中廣投資有限公司之49%股本權益，總代價為人民幣622,383,080元（相等於約746,860,000港元）。是項交易於本年報日期尚未完成。

僱員及薪酬政策

於二零一一年三月三十一日，本集團僱用約103名僱員（二零一零年三月三十一日：92名）。本集團之薪酬政策乃根據個別僱員之表現及不同地區當時之薪酬趨勢而制定。本集團會每年檢討薪酬政策。本集團亦提供培訓計劃、強制性公積金計劃、醫療保險及酌情花紅予僱員。表現優異之僱員會獲得購股權獎勵。年內並無授出購股權。

Directors Profile

董事簡歷

Executive Directors

Dr. YAP, Allan, aged 55, joined the Company in 1995 and was appointed as the Managing Director in November 2000. In September 2008, Dr. Yap was elected as the Chairman of the Company. He obtained the Honorary degree of Doctor of Laws and has over 29 years' experience in finance, investment and banking. Dr. Yap is the chairman and chief executive officer of China Enterprises Limited, a company whose shares are traded on the OTC Securities Market in the United States of America, as well as Burcon NutraScience Corporation, a company whose shares are listed on the Toronto Stock Exchange in Canada and the Frankfurt Stock Exchange in Germany. Dr. Yap is the executive chairman of PSC Corporation Ltd, Intraco Limited and Tat Seng Packaging Group Ltd., all of which are companies whose shares are listed on the Singapore Exchange Limited.

On 25 May 2011, Dr. Yap retired as an executive director of Rosedale Hotel Holdings Limited, a company whose shares are listed on the main board of The Stock Exchange of Hong Kong Limited (the "Stock Exchange"). On 10 June 2011, Dr. Yap was appointed as an alternate director of Television Broadcasts Limited, a company whose shares are listed on the main board of the Stock Exchange. On 13 June 2011, Dr. Yap resigned as an executive director of See Corporation Limited, a company whose shares are listed on the main board of the Stock Exchange.

Mr. CHAN Kwok Chuen, Augustine, aged 52, joined the Company in September 2008. He was elected as the Managing Director in January 2009. Mr. Chan is a director of various subsidiaries of the Company. He holds a diploma in arts and has over 28 years' experience in trading business in the PRC. Mr. Chan is currently an executive director of ITC Corporation Limited, a company whose shares are listed on the main board of the Stock Exchange.

Mr. HEUNG Pik Lun, Edmond, aged 49, joined the Group in December 2010 as a director of Hanny Development (China) Company Limited, an indirect wholly-owned subsidiary of the Company and was subsequently appointed as an Executive Director in February 2011. Mr. Heung is responsible for strategic planning and developing property development business of the Group.

執行董事

YAP, Allan 博士，55歲，於一九九五年加入本公司，並於二零零零年十一月獲委任為董事總經理。Yap博士於二零零八年九月獲推選為本公司主席。彼持有法律榮譽博士學位，並於金融、投資及銀行業務方面積逾二十九年經驗。Yap博士為 China Enterprises Limited（其股份於美國櫃檯市場買賣）及 Burcon NutraScience Corporation（其股份於加拿大 Toronto Stock Exchange 及德國法蘭克福證券交易所上市）之主席兼行政總裁。Yap博士為 PSC Corporation Ltd、Intraco Limited 及 Tat Seng Packaging Group Ltd. 之執行主席，該等公司之股份均於新加坡證券交易所有限公司上市。

於二零一一年五月二十五日，Yap博士退任珀麗酒店控股有限公司（其股份於香港聯合交易所有限公司（「聯交所」）主板上市）之執行董事。於二零一一年六月十日，Yap博士獲委任為電視廣播有限公司之替任董事，該公司之股份於聯交所主板上市。於二零一一年六月十三日，Yap博士辭任漢傳媒集團有限公司（其股份於聯交所主板上市）之執行董事。

陳國銓 先生，52歲，於二零零八年九月加入本公司，彼於二零零九年一月獲推選為董事總經理。陳先生為本公司多間附屬公司之董事。彼持有文學文憑，並於中國貿易業務方面積逾二十八年經驗。陳先生現為德祥企業集團有限公司（其股份於聯交所主板上市）之執行董事。

向碧倫 先生，49歲，於二零一零年十二月加入本集團，任本公司一間全資附屬公司—錦興發展（中國）有限公司之董事，並於二零一一年二月獲委任為執行董事，負責本集團房地產發展業務之策略性計劃及發展。

Mr. Heung has started developing real estate projects in China since 1992 and has maintained a strong business network. Possessing in-depth knowledge in the South China market, Mr. Heung has participated over a hundred real estate development projects. Prior to China property development market, Mr. Heung also has decades of property development experience in Canada and South East Asia.

Mr. Heung is a holder of a bachelor's degree of Arts from Windsor University, Canada. He is currently an independent non-executive director of See Corporation Limited, a company whose shares are listed on the main board of the Stock Exchange.

Independent Non-Executive Directors

Mr. KWOK Ka Lap, Alva, aged 63, has been an Independent Non-Executive Director since July 2003. He was a marketing manager in an international company engaging in the design of business administration system. Mr. Kwok has been in the insurance and investments business for over 29 years, principally in the senior managerial position leading a sizable sales team. Mr. Kwok is an independent non-executive director of ITC Properties Group Limited and Rosedale Hotel Holdings Limited, companies whose shares are listed on the main board of the Stock Exchange.

Mr. POON Kwok Hing, Albert, aged 50, has been an Independent Non-Executive Director since February 2007. Mr. Poon graduated from the University of Bath, United Kingdom with a Master of Science degree in Business Administration. He is also a member of the Hong Kong Institute of Certified Public Accountants and a member of the CPA Australia. Mr. Poon is currently an independent non-executive director of Rosedale Hotel Holdings Limited, a company whose shares are listed on the main board of the Stock Exchange.

向先生自一九九二年開始籌劃國內房地產項目，彼於國內人脈廣博，對國內市場特別是華南地區深切了解，曾參與國內超過100個土地發展項目。另外，在進入國內房地產市場前，向先生亦於加拿大及東南亞區的房地產發展業擁有多多年經驗。

向先生於加拿大溫莎大學持有文學士學位，現亦為漢傳媒集團有限公司（其股份於聯交所主板上市）之獨立非執行董事。

獨立非執行董事

郭嘉立先生，63歲，自二零零三年七月起出任獨立非執行董事。彼曾為一間從事工商行政系統設計之跨國公司之市場經理。郭先生在保險及投資業務方面積逾二十九年經驗，主要擔任高級管理人員，管轄具規模之營業隊伍。郭先生現為德祥地產集團有限公司及珀麗酒店控股有限公司之獨立非執行董事，該等公司之股份於聯交所主板上市。

潘國興先生，50歲，自二零零七年二月起出任獨立非執行董事。潘先生畢業於英國 University of Bath，並取得工商管理碩士學位。彼亦為香港會計師公會及澳洲會計師公會之會員。潘先生現為珀麗酒店控股有限公司（其股份於聯交所主板上市）之獨立非執行董事。

Directors Profile

董事簡歷

Mr. SIN Chi Fai, aged 51, has been an Independent Non-Executive Director since January 2008. Mr. Sin is a director and a shareholder of a Singapore company engaged in the distribution of data storage media and computer related products in Asian countries. He obtained a diploma in Banking from The Hong Kong Polytechnic (now known as The Hong Kong Polytechnic University). He has over 15 years of experience in banking field and has 15 years' sales and marketing experience in information technology industries. He is currently an independent non-executive director of Rosedale Hotel Holdings Limited, a company whose shares are listed on the main board of the Stock Exchange and an independent non-executive director of China Enterprises Limited, a company whose shares are traded on the OTC Securities Market in the United States of America.

冼志輝先生，51歲，自二零零八年一月起出任獨立非執行董事。冼先生為一間新加坡公司之董事及股東，該公司從事分銷數據儲存媒體和電腦相關產品至亞洲國家。彼於香港理工學院（現稱香港理工大學）獲得銀行系文憑。彼於銀行業積逾十五年經驗，並於資訊科技行業擁有十五年銷售及推廣經驗。彼現為珀麗酒店控股有限公司（其股份於聯交所主板上市）之獨立非執行董事及China Enterprises Limited（其股份於美國櫃檯市場買賣）之獨立非執行董事。

Corporate Governance Report

企業管治報告

Hanny Holdings Limited (the “Company”) is committed to ensuring good standards of corporate governance in order to protect and enhance the interests of shareholders. This report discloses how the Company has applied the principles of the Code on Corporate Governance Practices (the “CG Code”) as set out in Appendix 14 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”).

Corporate Governance Practices

The Company has complied with the code provisions of the CG Code throughout the year ended 31 March 2011, except that, with respect to code provision A.4.1, non-executive directors should be appointed for a specific term, subject to re-election. The independent non-executive directors of the Company are not appointed for a specific term but are subject to retirement by rotation at the Company’s annual general meetings in accordance with the Bye-Laws of the Company. As at each annual general meeting one-third of the directors of the Company (the “Directors”) (or such number as nearest to but not less than one-third) must retire by rotation, each of the Directors is effectively appointed for a term of approximately three years.

The Board

Composition of the Board

The board of Directors (the “Board”) represents shareholders of the Company in managing the Company’s affairs. The Board currently comprises of six members, including three executive directors, Dr. Yap, Allan (Chairman), Mr. Chan Kwok Chuen, Augustine (Managing Director), and Mr. Heung Pik Lun, Edmond and three independent non-executive directors, Mr. Kwok Ka Lap, Alva, Mr. Poon Kwok Hing, Albert and Mr. Sin Chi Fai. Biographical details of the Directors and the relevant relationships among them, if any, are set out in the “Directors Profile” on pages 12 to 14 of the annual report.

錦興集團有限公司(「本公司」)致力確保良好水平之企業管治，以保障及提升股東之利益。本報告披露本公司如何應用香港聯合交易所有限公司證券上市規則(「上市規則」)附錄十四所載企業管治常規守則(「企業管治守則」)之有關原則。

企業管治常規

本公司於截至二零一一年三月三十一日止整個年度內已遵守企業管治守則之守則條文，惟守則條文第A.4.1條—非執行董事應有指定任期，並須接受重新選舉則除外。本公司獨立非執行董事並無指定任期，惟須根據本公司之公司細則於本公司股東週年大會上輪值告退。於每年之股東週年大會上，本公司三分之一之董事(「董事」)(或最接近但不少於三分之一之人數)須輪值告退，因此各董事之實際任期約為三年。

董事會

董事會之組成

董事會(「董事會」)代表本公司股東管理本公司事務。董事會現時由六名成員組成，包括三名執行董事Yap, Allan博士(主席)、陳國銓先生(董事總經理)及向碧倫先生，以及三名獨立非執行董事郭嘉立先生、潘國興先生及冼志輝先生。董事之履歷詳情及彼等間之相關關係(如有)載於第12至14頁之「董事簡歷」內。

Corporate Governance Report

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The Board includes a balanced composition of executive directors and independent non-executive directors and possesses a wide spectrum of relevant skills and experience. One of the independent non-executive directors has the professional accounting qualifications as required under the Listing Rules. The Company has received confirmation from each independent non-executive director about his independence pursuant to Rule 3.13 of the Listing Rules. The Company continues to consider all independent non-executive directors to be independent.

The Board meets regularly throughout the year and on other occasions as and when required. Members of the Board are advised to inform the Company Secretary if they wish to include matters in the agenda before the relevant regular Board meeting. All Board members are kept informed of material changes about the businesses of the Company and its subsidiaries (the "Group") and have full access to the Company Secretary with a view to ensuring the Board procedures are followed.

During the year ended 31 March 2011, twenty one meetings were held by the Board. Individual attendances of each Board member at these meetings is shown below:

董事會包括執行董事及獨立非執行董事之平衡組合，並擁有廣泛之相關技能及經驗。其中一名獨立非執行董事具有上市規則規定之專業會計資格。本公司已接獲各獨立非執行董事根據上市規則第3.13條所作出有關其獨立性之確認。本公司繼續認為所有獨立非執行董事均為獨立。

董事會於整個年度內定期以及在其他有需要之情況下會晤。董事會成員如欲將任何事宜載入會議議程中，應於有關常規董事會會議前通知公司秘書。所有董事會成員均獲知會本公司及其附屬公司（「本集團」）業務之重大變動，並可充分接觸公司秘書，藉以確保遵循董事會程序。

於截至二零一一年三月三十一日止年度內，董事會已舉行二十一次會議。各董事會成員個別出席該等會議之情況載列如下：

Directors	董事	Board Meetings attended/held 已出席／已舉行之 董事會會議次數
<i>Executive Directors</i>	<i>執行董事</i>	
Dr. Yap, Allan	Yap, Allan 博士	21/21
Mr. Chan Kwok Chuen, Augustine	陳國銓先生	21/21
Mr. Heung Pik Lun, Edmond (Note)	向碧倫先生 (附註)	3/3
<i>Independent Non-Executive Directors</i>	<i>獨立非執行董事</i>	
Mr. Kwok Ka Lap, Alva	郭嘉立先生	20/21
Mr. Poon Kwok Hing, Albert	潘國興先生	21/21
Mr. Sin Chi Fai	冼志輝先生	20/21

Note:

Mr. Heung Pik Lun, Edmond is appointed as an executive director with effect from 10 February 2011.

附註:

向碧倫先生由二零一一年二月十日起獲委任為執行董事。

The Board represents the highest level of authority in the governance structure of the Company. Its principal functions are to formulate corporate strategy and direction with the objective of enhancing shareholders value, to consider the Company's major corporate matters, to monitor and control the operating and financial performance of the Group. The Board has established three committees with specific responsibilities to manage and oversee particular aspects of the Company's affairs. Each committee is appointed with written terms of reference and is accountable to the full Board. Day-to-day management of the Group's business is delegated to the Executive Committee. The delegation of responsibilities and authority is reviewed regularly to ensure that the appropriate reporting systems are in place. The Board has reserved for its decision and consideration matters covering corporate strategy, dividend policy, major acquisitions, disposals and capital transactions, annual and interim results, changes of members of the Board and its committees, and other significant operational and financial matters. A written procedure has been agreed for Directors to seek independent professional advice at the Company's expense upon their request.

The Company has arranged for Directors' and Officers' Liability Insurance to indemnify its Directors and management staff against potential liabilities incurred by them in discharging their duties. The insurance coverage for the Directors and management staff is reviewed on an annual basis.

Chairman and Managing Director

The Company fully recognizes that the respective role of the Chairman and the Managing Director should be distinct and separated. The Chairman is responsible for leadership of the Board while the Managing Director is responsible for managing the business of the Group and leading the management team to implement strategies and objectives formulated by the Board. A clear division of responsibilities at the Board level has been maintained to entail a balance of power and authority.

董事會為本公司管治架構中之最高權力機構，其主要職能為制定企業策略及方向以提升股東價值、審議本公司主要企業事宜以及監控本集團營運及財務表現。董事會已設立三個委員會並具有特定職責，以管理及監督本公司事務之特定範疇。各委員會之任命均訂有書面職權範圍並向全體董事負責。本集團業務之日常管理由執行委員會負責。委派之職責及授予之職權將定期進行檢討，以確保適當之報告體系就位。董事會有權決定及考慮涉及企業策略、股息政策、重大收購、出售及資本交易、年度及中期業績、董事會及其委員會成員之變更之事宜以及其他重大營運及財務事宜。一項書面程序已協定，以便在董事提出尋求獨立專業意見之要求時，由本公司承擔有關費用。

本公司已為董事及管理層人員安排董事及管理層人員責任保險，以賠償彼等因履行各自之職責而引起之潛在責任。董事及管理層人員之承保範圍會於每年進行檢討。

主席及董事總經理

本公司深知主席及董事總經理各自之角色應為不同及分開。主席負責領導董事會，而董事總經理則負責管理本集團業務，並帶領管理團隊履行由董事會制訂之策略及目標。董事會之責任已明確劃分，以達致權力及職權之平衡。

Corporate Governance Report

企業管治報告

Appointment and Re-election of Directors

The Company has not established a nomination committee. The Board as a whole is responsible for considering and approving the appointment of new directors in accordance with the Bye-Laws of the Company. Any new director so appointed shall hold office until the next following annual general meeting for re-election by the shareholders of the Company. In addition, one-third of the Directors are required to retire from office by rotation at each annual general meeting, and each retiring director is eligible for re-election by shareholders.

An induction program on the latest information of the Group will be arranged for any new director. A comprehensive orientation package detailing the responsibilities and duties of being a director and the requirements under the applicable rules and regulations of the Company will also be provided.

Board Committees

The Board has established committees to assist in carrying out its responsibilities. Three committees have been appointed, including the Executive Committee, the Remuneration Committee and the Audit Committee. The committees oversee particular aspects of the Company's affairs and report regularly to the Board.

Executive Committee

The Executive Committee comprises all executive directors, currently Dr. Yap, Allan, Mr. Chan Kwok Chuen, Augustine and Mr. Heung Pik Lun, Edmond. The Executive Committee meets as and when required to oversee the day-to-day management and operation of the Group's business.

委任及重選董事

本公司並無設立提名委員會。按照本公司之公司細則，董事會整體負責考慮及批准委任新董事。任何新委任之董事之任期將僅至下一屆股東週年大會時便屆滿，並由本公司股東進行重選。此外，三分之一之董事須於各股東週年大會上輪值告退，而各退任董事均符合資格由股東重選。

有關本集團最新資料之就任計劃會安排予任何新董事，而詳述董事之責任與職責以及本公司適用之規則及規例項下規定之全面履新資料亦將提供予董事。

董事委員會

董事會已設立多個委員會，以協助履行其職責。三個委員會已獲委派，包括執行委員會、薪酬委員會及審核委員會。該等委員會監督本公司事務之特定範疇及定期向董事會報告。

執行委員會

執行委員會現時由全體執行董事組成，現時為Yap, Allan博士、陳國銓先生及向碧倫先生。執行委員會於有需要時會面，以監督本集團業務之日常管理及營運。

Remuneration Committee

The Remuneration Committee comprises of two independent non-executive directors and one executive director. The current members of the Remuneration Committee are Mr. Kwok Ka Lap, Alva (who acts as chairman of the committee), Mr. Poon Kwok Hing, Albert and Mr. Chan Kwok Chuen, Augustine. The Remuneration Committee is responsible for making recommendations to the Board on management succession planning for senior management of the Group; formulate and review remuneration policy and packages of all directors and senior management; and review and approve compensation packages, roles and responsibilities of employees of the Group. The terms of reference of the Remuneration Committee are posted on the Company's website.

The remuneration package of Directors is based on their individual performance, salaries paid by comparable companies, time commitment and responsibilities and employment conditions elsewhere in the Group. The Remuneration Committee will consult the Chairman and the Managing Director about their proposals relating to the remuneration of other executive directors and have access to professional advice if considered necessary.

The Remuneration Committee met once during the year ended 31 March 2011 to discuss remuneration related matters and review the remuneration policy of the Group. Individual attendance of each Remuneration Committee member at the meeting is shown below:

Remuneration Committee Member

Mr. Kwok Ka Lap, Alva
Mr. Poon Kwok Hing, Albert
Mr. Chan Kwok Chuen, Augustine

薪酬委員會成員

郭嘉立先生
潘國興先生
陳國銓先生

薪酬委員會

薪酬委員會由兩名獨立非執行董事及一名執行董事組成。薪酬委員會成員現時包括郭嘉立先生（擔任委員會主席）、潘國興先生及陳國銓先生。薪酬委員會負責就本集團高級管理人員之繼任計劃向董事會作出推薦意見；制定及檢討所有董事及高級管理人員之薪酬政策及待遇；以及檢討及批准本集團僱員之薪酬待遇、職責及責任。薪酬委員會之職權範圍已載於本公司網站內。

董事之薪酬待遇乃取決於個人表現、可比較公司所支付之薪金、付出之時間及職責以及本集團其他部門之聘用情況。薪酬委員會將諮詢主席及董事總經理就彼等對其他執行董事薪酬之意見，並可在有需要時徵詢專業意見。

薪酬委員會於截至二零一一年三月三十一日止年度內會晤一次，以討論有關薪酬之事宜及檢討本集團之薪酬政策。各薪酬委員會成員個別出席該會議之情況載列如下：

Remuneration Committee Meeting attended/held 已出席／已舉行之 薪酬委員會會議次數

1/1
1/1
1/1

Corporate Governance Report

企業管治報告

Audit Committee

Major roles and functions of the Audit Committee are as follows:

- (a) To consider the appointment, re-appointment and removal of the auditor, and to approve the remuneration and the terms of engagement of the auditor, and any questions of resignation or dismissal of the auditor of the Company;
- (b) To review and monitor the independence and objectivity of the auditor and effectiveness of the audit process and discuss with the auditor the nature and scope of the audit and reporting obligations;
- (c) To review annual report and accounts, half-year report before submission to the Board;
- (d) To review the financial controls, internal controls and risk management system of the Group and make recommendations to the Board; and
- (e) To review the auditor's management letter and material queries raised by the auditor to management in respect of accounting records, financial accounts or systems of control and management's response.

The Audit Committee comprises of three independent non-executive directors. The current members of the Audit Committee are Mr. Poon Kwok Hing, Albert (who acts as Chairman of the committee), Mr. Kwok Ka Lap, Alva and Mr. Sin Chi Fai. All Audit Committee members have appropriate qualifications and experience to properly discharge its roles and responsibilities.

審核委員會

審核委員會之主要角色及職能如下：

- (a) 考慮委任、重新委任及罷免核數師、批准核數師之薪酬及聘用條款以及本公司核數師辭任或離任之任何問題；
- (b) 檢討及監察核數師是否獨立客觀及核數程序是否有效，並與核數師討論審核性質及範圍以及有關報告責任；
- (c) 在向董事會呈交年度報告及賬目、半年度報告之前審閱該等賬目；
- (d) 檢討本集團之財務監控、內部監控及風險管理系統，並向董事會作出推薦意見；及
- (e) 審閱核數師之管理函件及核數師就有關會計紀錄、財務賬目或監控系統及管理層回應事宜而向管理層提出之重大問題。

審核委員會由三名獨立非執行董事組成。審核委員會成員現時包括潘國興先生（擔任委員會主席）、郭嘉立先生及冼志輝先生。所有審核委員會成員均擁有可適當地履行其角色及職能之適當資格及經驗。

During the year ended 31 March 2011, the Audit Committee held two meetings to review with the management and the auditor the audited financial statements for the year ended 31 March 2010 and the unaudited interim financial statements for the six months ended 30 September 2010, with recommendations to the Board for approval; to review the effectiveness of internal control system; and to approve the audit and non-audit services provided by the auditor for the year ended 31 March 2011. The terms of reference of the Audit Committee are posted on the Company's website. Individual attendances of each Audit Committee member at these meetings is shown below:

於截至二零一一年三月三十一日止年度內，審核委員會舉行兩次會議，與管理層及核數師審閱截至二零一零年三月三十一日止年度之經審核財務報表及截至二零一零年九月三十日止六個月之未經審核中期財務報表，並提供推薦意見予董事會審批；檢討內部監控系統之有效性；以及批准截至二零一一年三月三十一日止年度由核數師提供之審核及非審核服務。審核委員會之職權範圍已載於本公司網站內。各審核委員會成員個別出席該等會議之情況載列如下：

Audit Committee Member	審核委員會成員	Audit Committee Meetings attended/held 已出席／已舉行之 審核委員會會議
Mr. Poon Kwok Hing, Albert	潘國興先生	2/2
Mr. Kwok Ka Lap, Alva	郭嘉立先生	2/2
Mr. Sin Chi Fai	冼志輝先生	2/2

Auditor's Remuneration

For the year ended 31 March 2011, the amount paid to Deloitte Touche Tohmatsu, the auditor of the Company in respect of the audit and non-audit services provided are as follows:

核數師酬金

截至二零一一年三月三十一日止年度，就本公司核數師德勤•關黃陳方會計師行已提供之審核及非審核服務而支付之金額如下：

Type of services	服務類型	Amount 金額 (HK\$'000) (千港元)
Audit	審核	3,316
Non-audit services	非審核服務	
Taxation	稅項	162
Other services	其他服務	4,935
Total:	合計：	8,413

Corporate Governance Report

企業管治報告

Compliance with the Model Code for Securities Transactions by Directors

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers set out in Appendix 10 of the Listing Rules as its own code of conduct regarding directors' securities transactions (the "Model Code"). Having made specific enquiry by the Company, all Directors have confirmed the compliance with the required standard set out in the Model Code throughout the year ended 31 March 2011.

Directors' and Auditor's Responsibilities for the Financial Statements

The Directors are responsible for the preparation of financial statements to give a true and fair view of the state of affairs of the Group and of the results and cash flow for the period concerned. In preparing the financial statements for the year ended 31 March 2011, the Directors have selected suitable accounting policies and, apart from the new and revised accounting policies as disclosed in the notes to the consolidated financial statements, applied them consistently with previously financial periods. The Directors have made judgements and estimates that are prudent, fair and reasonable and the financial statements are prepared on a going concern basis.

The reporting responsibilities of the auditor are set out in the "Independent Auditor's Report" on pages 34 to 35.

遵守董事進行證券交易的標準守則

本公司已採納上市規則附錄十所載之上市發行人董事進行證券交易的標準守則（「標準守則」），作為其董事進行證券交易之操守準則。本公司在作出特定查詢後，所有董事均確認於截至二零一一年三月三十一日止整個年度內一直遵守標準守則所規定之標準。

董事及核數師就財務報表所承擔之責任

董事負責編製真實及公平反映本集團財務狀況以及於有關期間業績與現金流量之財務報表。在編製截至二零一一年三月三十一日止年度之財務報表時，董事已選擇適當會計政策，並由過往財政期間起貫徹應用該等會計政策，惟綜合財務報表附註所披露之新訂及經修訂會計政策除外。董事已作出審慎、公平及合理之判斷及估計，並按持續基準編製財務報表。

核數師之報告責任載於第34至35頁之「獨立核數師報告」內。

Internal Controls

The Board has overall responsibility for maintaining a sound and effective system of internal control and for reviewing its effectiveness, particularly in respect of the controls on financial, operational, compliance and risk management, to achieve the Company's business strategies and the Group's business operations. The Board has adopted an internal control policy, which has been developed with a primary objective of providing general guidance and recommendations on a basic framework of internal control and risk management. The aim of the Group's internal control policy is to provide reasonable, but not absolute, assurance against material misstatement or loss rather than to eliminate risks of failure in operational systems and achievement of the objectives of the Group.

Management has conducted reviews during the year on the effectiveness of the internal control system covering material controls in financial, operational and compliance areas, various functions for risks management as well as physical and information systems security. The Audit Committee has been reported twice during the year, in conjunction with key findings identified by the external auditor.

The Company has engaged an independent consultant to perform internal controls design assessment of certain systems and to prepare a report (the "Internal Controls Review Report") to enable the management of the Company to evaluate and provide reasonable assurance on the effectiveness and efficiency of operations, providing reliable financial reporting, complying with applicable laws and regulations and, where appropriate, carry out the recommended controls procedures of the Internal Controls Review Report. The Audit Committee has reviewed the Internal Controls Review Report.

內部監控

董事會整體負責維持穩健及有效之內部監控制度並檢討其效能，特別是有關財務、營運、合規及風險管理之監控，致令本公司之業務策略及本集團之業務營運均取得成功。董事會已採納內部監控政策，旨在就內部監控及風險管理基本架構提供一般指引及推薦意見。本集團之內部監控政策旨在就並無重大錯誤陳述或損失提供合理（惟並非絕對）之保證，而非消除營運系統及達致本集團目標過程中之疏忽風險。

於年內，管理層檢討內部監控制度之有效性，包括重大之財務、運作及合規監控、風險管理多項工作以及實際及資訊系統保安。於年內，審核委員會兩度獲外聘核數師匯報主要發現。

本公司已委聘一獨立顧問對若干系統進行內部監控設計檢討，以及編製檢討報告（「內部監控檢討報告」），以便本公司管理層評估及合理地保證營運之有效性及其效能、提供可靠之財務報告，以及遵守適用之法例及規例，並在適當情況下執行內部監控檢討報告之建議監控程序。審核委員會已審閱內部監控檢討報告。

Corporate Governance Report

企業管治報告

Communication with Shareholders

The Company is committed to ensure on-going dialogue with shareholders and provide shareholders with information necessary to evaluate the performance of the Company. The primary communication channel includes the publication of interim and annual reports, annual general meeting and other general meetings, and the Company's website.

The Company has maintained a website at <http://www.hanny.com> which enables shareholders, investors and the general public to have an open access to the information of the Company. Financial information and all corporate communications of the Company are made available on the Company's website which is updated regularly.

與股東溝通

本公司致力確保與股東維持持續對話，以向股東提供必需資料以評估本公司之表現。主要交流渠道包括刊發中期及年度報告、舉行股東週年大會及其他股東大會，以及瀏覽本公司網站。

本公司亦設有網站，網址為 <http://www.hanny.com>，提供公開渠道以供股東、投資者及公眾人士取得本公司資料。本公司財務資料及所有公司通訊已上載至本公司網站，並會定期更新。

Report of the Directors

董事會報告

The directors of the Company (the “Directors”) are pleased to present to the shareholders their report and the audited financial statements of the Company and its subsidiaries (the “Group”) for the year ended 31 March 2011.

Principal Activities

The Company is an investment holding company and the Group is principally engaged in trading of securities, holding of sand mining vessels, industrial water supply business, property development and trading and other strategic investments including an associated company whose shares are traded on the OTC Securities Market in the United States of America and convertible notes issued by companies whose shares are listed on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”).

The activities of the principal subsidiaries and associates of the Company are set out in notes 52 and 22 respectively to the consolidated financial statements.

Results

Details of the results of the Group for the year are set out in the consolidated statement of comprehensive income on pages 36 to 37.

Dividend

The Board has recommended a final dividend of HK2 cents per share subject to approval of shareholders at the forthcoming annual general meeting (“AGM”). The proposed final dividend will be payable on or about 19 September 2011 to the shareholders whose names appear on the register of members on 5 September 2011.

Property, Plant and Equipment

Details of movements in the property, plant and equipment of the Group during the year are set out in note 17 to the consolidated financial statements.

本公司董事（「董事」）欣然向各股東提呈董事會報告及本公司和其附屬公司（「本集團」）截至二零一一年三月三十一日止年度之經審核財務報表。

主要業務

本公司為一間投資控股公司，而本集團主要從事證券買賣、擁有採砂船隻、工業供水業務、物業發展及買賣以及其他策略性投資，包括股份於美國櫃檯市場買賣之一間聯營公司及股份於香港聯合交易所有限公司（「聯交所」）上市之公司所發行之可兌換票據。

本公司主要附屬公司及聯營公司之業務分別載於綜合財務報表附註第52及22項。

業績

本集團於本年度之業績詳情載於第36至37頁之綜合全面收益表內。

股息

董事會已建議派付末期股息每股2港仙，惟須待股東於應屆股東週年大會（「股東週年大會」）上批准。建議之末期股息將於二零一一年九月十九日或前後派付予於二零一一年九月五日名列股東名冊之股東。

物業、機器及設備

本集團於年內之物業、機器及設備變動詳情載於綜合財務報表附註第17項。

Report of the Directors

董事會報告

Investment Properties

Details of the valuation of the investment properties of the Group during the year are set out in note 18 to the consolidated financial statements.

Share Capital

Details of movements in the share capital of the Company during the year are set out in note 36 to the consolidated financial statements.

Directors

The Directors during the year and up to the date of this report are:

Executive Directors:

Dr. Yap, Allan (*Chairman*)

Mr. Chan Kwok Chuen, Augustine (*Managing Director*)

Mr. Heung Pik Lun, Edmond

(appointed on 10 February 2011)

Independent Non-Executive Directors:

Mr. Kwok Ka Lap, Alva

Mr. Poon Kwok Hing, Albert

Mr. Sin Chi Fai

In accordance with bye-laws 87(2) and 87(3) of the Company's Bye-laws, Mr. Chan Kwok Chuen, Augustine and Mr. Kwok Ka Lap, Alva will retire from office by rotation at the AGM and will be eligible for re-election at the AGM.

Mr. Heung Pik Lun, Edmond who was appointed during the period from the last annual general meeting to the date of this report will hold office until the AGM in accordance with bye-laws 86(2) of the Company's Bye-laws and will be eligible for re-election at the AGM.

None of the Directors eligible for re-election at the AGM has a service contract with the Group which is not determinable by the Group within one year without payment of compensation, other than statutory compensation.

投資物業

本集團於年內之投資物業估值詳情載於綜合財務報表附註第18項。

股本

本公司於年內之股本變動詳情載於綜合財務報表附註第36項。

董事

於年內及截至本報告日期，各董事為：

執行董事：

Yap, Allan博士(主席)

陳國銓先生(董事總經理)

向碧倫先生

(於二零一一年二月十日獲委任)

獨立非執行董事：

郭嘉立先生

潘國興先生

冼志輝先生

按本公司之公司細則第87(2)及87(3)條規定，陳國銓先生及郭嘉立先生將於股東週年大會上輪值退任，並符合資格於股東週年大會上膺選連任。

向碧倫先生乃於上屆股東週年大會至本報告日期期間獲委任，按本公司之公司細則第86(2)條規定，其任期將至股東週年大會為止，並符合資格於股東週年大會上膺選連任。

符合資格於股東週年大會上膺選連任之董事概無與本集團訂立本集團不可於一年內在不予賠償(法定賠償除外)之情況下終止之服務合約。

Interests of Directors

As at 31 March 2011, the interests and short positions of the Directors in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO")) which (a) were recorded in the register required to be kept under Section 352 of the SFO, or (b) were notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") as set out in Appendix 10 of the Rules Governing the Listing of Securities on the Stock Exchange (the "Listing Rules") were as follows:

Name	Capacity	Number of shares held (long position)	Approximate % of the issued share capital of the Company
姓名	身份	所持股份數目 (好倉)	(Note) 佔本公司已發行股本概約百分比 (附註)
Dr. Yap, Allan Yap, Allan博士	Beneficial Owner 實益擁有人	330,756,364	29.49%

Note: The percentage of shareholding in the Company was calculated on the assumption that the rights issue as announced by the Company on 31 January 2011 was completed.

Save as disclosed above, as at 31 March 2011, none of the directors and chief executive of the Company had any interests or short positions in the shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which were required (a) to be recorded in the register required to be kept under Section 352 of the SFO; or (b) to be notified to the Company and the Stock Exchange pursuant to the Model Code.

Share Option Scheme

Details of the share option scheme of the Company are set out in note 46 to the consolidated financial statements.

董事之權益

於二零一一年三月三十一日，董事於本公司或其任何相聯法團（定義見證券及期貨條例（「證券及期貨條例」）第XV部）之股份、相關股份及債券中擁有以下權益及淡倉，而該等權益及淡倉(a)已記錄於根據證券及期貨條例第352條規定存置之登記冊內；或(b)根據聯交所證券上市規則（「上市規則」）附錄十所載上市發行人董事進行證券交易的標準守則（「標準守則」）已知會本公司及聯交所：

Name	Capacity	Number of shares held (long position)	Approximate % of the issued share capital of the Company
姓名	身份	所持股份數目 (好倉)	(Note) 佔本公司已發行股本概約百分比 (附註)
Dr. Yap, Allan Yap, Allan博士	Beneficial Owner 實益擁有人	330,756,364	29.49%

附註： 本公司之股權百分比乃基於本公司於二零一一年一月三十一日宣佈之供股已經完成之假設計算。

除上文所披露者外，於二零一一年三月三十一日，概無本公司董事及主要行政人員於本公司或其任何相聯法團（定義見證券及期貨條例第XV部）之股份、相關股份或債券中擁有權益或淡倉，而(a)須記錄於根據證券及期貨條例第352條規定存置之登記冊內；或(b)根據標準守則須知會本公司及聯交所。

購股權計劃

本公司購股權計劃之詳情載於綜合財務報表附註第46項。

Report of the Directors

董事會報告

Arrangements to Purchase Shares or Debentures

Save as disclosed herein, at no time during the year was the Company or any of its subsidiaries a party to any arrangements to enable the Directors to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate.

Directors' Interests in Competing Business

As at 31 March 2011, none of the Directors or their respective associates had an interest in any business apart from the Group's business, which competes or is likely to compete, either directly or indirectly, with the Group's business that need to be disclosed pursuant to Rule 8.10 of the Listing Rules.

Directors' Interests in Contracts of Significance

No contracts of significance to which the Company or any of its subsidiaries was a party and in which a Director had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year.

購買股份或債券之安排

除本文所披露者外，本公司或其任何附屬公司於年內任何時間概無訂立任何安排，致使董事可藉購入本公司或任何其他法人團體之股份或債券而獲益。

董事於競爭業務之權益

於二零一一年三月三十一日，概無董事或彼等各自之聯繫人士於本集團業務以外擁有與本集團業務直接或間接競爭或可能競爭之任何業務之權益而需根據上市規則第8.10條作出披露。

董事於重大合約之權益

於本年度終或年內任何時間，本公司或其任何附屬公司並無訂立任何重大合約，而董事亦無直接或間接持有該等重大合約之重大權益。

Interests of Substantial Shareholders

As at 31 March 2011, the persons, other than a Director, who had interests or short positions in the shares or underlying shares of the Company as recorded in the register required to be kept under Section 336 of the SFO were as follows:

主要股東之權益

於二零一一年三月三十一日，下列人士（除董事以外）於本公司股份或相關股份中擁有權益或淡倉，而該等權益或淡倉已記錄於根據證券及期貨條例第336條規定存置之登記冊內：

Name	Capacity	Number of shares held (long position) (Note 1)	Approximate % of the issued share capital of the Company (Note 2)
名稱	身份	所持股份數目 (好倉) (附註1)	佔本公司 已發行股本 概約百分比 (附註2)
Chu Yuet Wah 李月華	Interest of controlled corporation 受控公司之權益	691,599,965	61.67%
Active Dynamic Limited	Interest of controlled corporation 受控公司之權益	691,599,965	61.67%
Kingston Capital Asia Limited	Interest of controlled corporation 受控公司之權益	691,599,965	61.67%
Galaxy Sky Investments Limited	Interest of controlled corporation 受控公司之權益	691,599,965	61.67%
Kingston Securities Limited 金利豐證券有限公司	Beneficial Owner 實益擁有人	691,599,965	61.67%

Notes:

- Out of these interests, 691,599,960 shares were the rights shares which Kingston Securities Limited agreed to underwrite as the underwriter of the rights issue as announced by the Company on 31 January 2011. Kingston Securities Limited is wholly-owned by Galaxy Sky Investments Limited which in turn is wholly-owned by Kingston Capital Asia Limited. Active Dynamic Limited is the controlling shareholder of Kingston Capital Asia Limited and is wholly-owned by Ms. Chu Yuet Wah.
- The percentage of shareholding in the Company was calculated on the assumption that the rights issue was completed.

附註：

- 該等權益中，691,599,960股股份為金利豐證券有限公司作為本公司於二零一一年一月三十一日宣佈之供股之包銷商同意包銷之供股股份。金利豐證券有限公司由Galaxy Sky Investments Limited全資擁有，而Galaxy Sky Investments Limited全資擁有。Active Dynamic Limited為Kingston Capital Asia Limited之控股股東，並由李月華女士全資擁有。
- 本公司之股權百分比乃基於供股已經完成之假設計算。

Report of the Directors

董事會報告

Save as disclosed above, as at 31 March 2011, the Company had not been notified of any other interests or short positions in the shares or underlying shares of the Company which were required to be recorded in the register kept under Section 336 of the SFO.

Connected Transactions

The details of the connected transactions of the Company during the year and up to the date of this report were as follow:

- (1) Bonusgo Enterprises Limited, an indirect wholly-owned subsidiary of the Company, entered into two sale and purchase agreements with Ms. Wang, Victoria Y S (the "Vendor") on 25 May 2010 to acquire (i) 40% equity interest in Best Smooth International Limited ("Best Smooth") at an aggregate cash consideration of HK\$434,000,000 and (ii) 3% equity interest in Ally Fortune Investments Limited at a cash consideration of HK\$36,000,000 respectively.

As the Vendor was a substantial shareholder of Best Smooth, a subsidiary of the Company, the Vendor was a connected person of the Company pursuant to the Listing Rules. Accordingly, the acquisitions constituted connected transactions under the Listing Rules.

The acquisitions were approved by the independent shareholders of the Company at the special general meeting held on 27 August 2010.

- (2) On 16 July 2010, the Board announced that the Company would make an offer (the "Repurchase Offer") to repurchase the 2% convertible bonds due 2011 at their face value and to be satisfied by the issue of new shares of the Company at HK\$0.5 per share.

除上文所披露者外，於二零一一年三月三十一日，本公司概無獲任何人士知會於本公司股份或相關股份中擁有任何其他權益或淡倉而須記錄於根據證券及期貨條例第336條規定存置之登記冊內。

關連交易

本公司於年內及截至本報告日期進行之關連交易詳情如下：

- (1) 本公司之間接全資附屬公司Bonusgo Enterprises Limited於二零一零年五月二十五日與Wang, Victoria Y S女士（「賣方」）訂立兩項買賣協議，分別收購(i)百順國際有限公司（「百順」）之40%股本權益，總現金代價為434,000,000港元；及(ii)聯祥投資有限公司之3%股本權益，現金代價為36,000,000港元。

由於賣方為本公司附屬公司百順之主要股東，故根據上市規則，賣方為本公司之關連人士。因此，根據上市規則，收購事項構成關連交易。

收購事項已於二零一零年八月二十七日舉行之股東特別大會上獲本公司之獨立股東批准。

- (2) 於二零一零年七月十六日，董事會宣佈本公司將提出建議按面值購回於二零一一年到期之2厘可換股債券（「購回建議」），購回代價透過按每股0.5港元發行本公司新股份清償。

Famex Investment Limited and Hollyfield Group Limited (collectively "ITC Bondholders"), indirect wholly-owned subsidiaries of ITC Corporation Limited ("ITC"), were the bondholders who accepted the Repurchase Offer. As ITC was the controlling shareholder of the Company and was a connected person of the Company pursuant to the Listing Rules, the issue of shares to ITC Bondholders pursuant to the Repurchase Offer constituted a connected transaction under the Listing Rules.

The Repurchase Offer was approved by the independent shareholders of the Company at the special general meeting held on 15 September 2010.

- (3) Loyal Concept Limited, an indirect wholly-owned subsidiary of the Company, entered into a sale and purchase agreement with Selective Choice Investments Limited, an indirect wholly-owned subsidiary of ITC, on 27 September 2010 to dispose 76,402,763 shares in ITC Properties Group Limited at a consideration of approximately HK\$175.7 million.

ITC was the controlling shareholder of the Company and was a connected person of the Company pursuant to the Listing Rules. Accordingly, the disposal of shares constituted a connected transaction for the Company.

The disposal of shares was approved by the independent shareholders of the Company at the special general meeting held on 22 November 2010.

德祥企業集團有限公司(「德祥」)之間接全資附屬公司其威投資有限公司及 Hollyfield Group Limited (統稱「德祥債券持有人」)為接納購回建議之債券持有人。由於德祥為本公司之控股股東，並且根據上市規則為本公司之關連人士，因此，按照購回建議向德祥債券持有人發行股份構成上市規則項下之關連交易。

購回建議已於二零一零年九月十五日舉行之股東特別大會上獲本公司之獨立股東批准。

- (3) 本公司之間接全資附屬公司 Loyal Concept Limited 於二零一零年九月二十七日與德祥之間接全資附屬公司 Selective Choice Investments Limited 訂立買賣協議，出售德祥地產集團有限公司 76,402,763 股股份，代價約為 175,700,000 港元。

由於德祥為本公司之控股股東，根據上市規則為本公司之關連人士，因此，出售股份構成本公司之關連交易。

出售股份已於二零一零年十一月二十二日舉行之股東特別大會上獲本公司之獨立股東批准。

Report of the Directors

董事會報告

Major Customers and Suppliers

For the year ended 31 March 2011

- (i) the Group's largest customer and the five largest customers accounted for approximately 35.7% and 75.0% respectively of the Group's total turnover;
- (ii) the Group's largest supplier and five largest suppliers accounted for approximately 12.3% and 41.7% respectively of the Group's total purchases.

So far as the Directors are aware, none of the Directors, their associates or shareholders who owned more than 5% of the Company's share capital had any interests in the five largest customers or suppliers of the Group.

Purchase, Sale or Redemption of the Company's Listed Securities

During the year ended 31 March 2011, neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company's listed securities.

Pre-emptive Rights

There are no provisions for pre-emptive rights under the Company's Bye-laws or the laws in Bermuda, which would oblige the Company to offer new shares on a pro-rata basis to existing shareholders.

Sufficiency of Public Float

Based on information that is publicly available to the Company and within the knowledge of the Directors, the Company has maintained sufficient public float as required under the Listing Rules.

主要客戶及供應商

截至二零一一年三月三十一日止年度

- (i) 本集團最大客戶及五大客戶分別佔本集團總營業額約35.7%及75.0%；
- (ii) 本集團最大供應商及五大供應商分別佔本集團總採購額約12.3%及41.7%。

就董事所知，概無董事、彼等之聯繫人士或擁有本公司股本5%以上之股東於本集團五大客戶或供應商擁有任何權益。

購買、出售或贖回本公司之上市證券

於截至二零一一年三月三十一日止年度內，本公司或其任何附屬公司概無購買、出售或贖回任何本公司之上市證券。

優先購買權

本公司之公司細則或百慕達法例並無任何有關優先購買權之條文規定本公司須按比例向現有股東提呈發售新股份。

公眾持股量之充足性

根據本公司可公開查閱之資料及就董事所知悉，本公司按上市規則所規定維持充足公眾持股量。

Events after the Reporting Period

Details of the significant events after the reporting period are set out in note 51 to the consolidated financial statements.

Group Financial Summary

A summary of the consolidated results and of the assets and liabilities of the Group for the last five financial years is set out on page 180.

Corporate Governance

Information on Corporate Governance Practices adopted by the Company is set out in the Corporate Governance Report on pages 15 to 24.

Auditor

A resolution will be proposed at the AGM to re-appoint Deloitte Touche Tohmatsu as auditor of the Company.

On behalf of the Board

Dr. Yap, Allan
Chairman

Hong Kong, 29 June 2011

申報期後事項

有關於申報期後之重大事項之詳情載於綜合財務報表附註第51項。

集團財務概要

本集團過去五個財政年度之綜合業績及資產與負債之概要載於第180頁。

企業管治

本公司採納之企業管治常規之資料載於第15至第24頁之企業管治報告內。

核數師

董事會將於股東週年大會上提呈重聘德勤•關黃陳方會計師行為本公司核數師之決議案。

代表董事會

主席
Yap, Allan 博士

香港，二零一一年六月二十九日

Independent Auditor's Report

獨立核數師報告

Deloitte. 德勤

TO THE MEMBERS OF HANNY HOLDINGS LIMITED

錦興集團有限公司

(incorporated in Bermuda with limited liability)

We have audited the consolidated financial statements of Hanny Holdings Limited (the "Company") and its subsidiaries (collectively referred to as the "Group") set out on pages 36 to 179, which comprise the consolidated statement of financial position as at 31 March 2011, and the consolidated statement of comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, and a summary of significant accounting policies and other explanatory information.

Directors' Responsibility for the Consolidated Financial Statements

The directors of the Company are responsible for the preparation of consolidated financial statements that give a true and fair view in accordance with Hong Kong Financial Reporting Standards issued by the Hong Kong Institute of Certified Public Accountants and the disclosure requirements of the Hong Kong Companies Ordinance, and for such internal control as the directors determine is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

致錦興集團有限公司

(於百慕達註冊成立之有限公司)

股東

吾等已審核錦興集團有限公司(「貴公司」)及其附屬公司(統稱「貴集團」)載於第36至179頁的綜合財務報表,此綜合財務報表包括於二零一一年三月三十一日的綜合財務狀況表及截至該日止年度的綜合全面收益表、綜合股東權益變動表和綜合現金流量表,以及主要會計政策概要及其他解釋資料。

董事就綜合財務報表須承擔的責任

貴公司董事須負責根據香港會計師公會頒佈的香港財務報告準則及香港公司條例的披露規定編製真實與公平的綜合財務報表,以及董事認為就編製綜合財務報表而言屬必須的內部監控,以使綜合財務報表不存在由於欺詐或錯誤而導致的重大錯誤陳述。

Auditor's Responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audit and to report our opinion solely to you, as a body, in accordance with Section 90 of the Bermuda Companies Act, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report. We conducted our audit in accordance with Hong Kong Standards on Auditing issued by the Hong Kong Institute of Certified Public Accountants. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation of the consolidated financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by the directors, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the consolidated financial statements give a true and fair view of the state of affairs of the Group as at 31 March 2011 and of the Group's profit and cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards and have been properly prepared in accordance with the disclosure requirements of the Hong Kong Companies Ordinance.

Deloitte Touche Tohmatsu
Certified Public Accountants
Hong Kong
29 June 2011

核數師的責任

吾等的責任乃根據審核工作就該等綜合財務報表發表意見，並按照百慕達公司法第90條規定，僅向整體股東報告，除此以外別無其他目的。吾等概不就本報告內容對任何其他人士負上或承擔責任。吾等已根據香港會計師公會頒佈的香港審計準則進行審核工作。該等準則要求吾等遵守道德規範，並規劃及執行審核工作，以合理確定綜合財務報表是否無任何重大錯誤陳述。

審核工作包括執程序以獲取有關綜合財務報表所載數額及披露資料的審核憑證。所選定的程序取決於核數師的判斷，包括評估由於欺詐或錯誤而導致綜合財務報表存有重大錯誤陳述的風險。在評估該等風險時，核數師考慮與該公司編製真實與公平的綜合財務報表相關的內部監控，以設計在有關情況下屬適當的審核程序，但並非旨在對公司內部監控的效能發表意見。審核工作亦包括評價董事所採用的會計政策是否適當及所作出的會計估計是否合理，以及評價綜合財務報表的整體呈列方式。

吾等相信所獲得的審核憑證可充分及適當地為吾等的審核意見提供基礎。

意見

吾等認為，綜合財務報表已根據香港財務報告準則真實與公平地反映貴集團於二零一一年三月三十一日的財務狀況及截至該日止年度的溢利及現金流量，並已按照香港公司條例的披露規定妥善編製。

德勤•關黃陳方會計師行
執業會計師
香港
二零一一年六月二十九日

Consolidated Statement of Comprehensive Income

綜合全面收益表

For the year ended 31 March 2011 截至二零一一年三月三十一日止年度

		NOTES 附註	2011 二零一一年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元
Turnover	營業額			
– gross proceeds	– 所得款項總額	7	91,827	80,793
Revenue from water supply business	供水業務收入		23,222	21,682
Revenue from sand mining business	採砂業務收入		22,911	52,848
Cost of sales	銷售成本		(41,161)	(65,323)
Gross profit	毛利		4,972	9,207
Other income, gains and losses	其他收入、收益及虧損	9	68,969	114,843
Administrative expenses	行政開支		(79,918)	(52,450)
Finance costs	財務費用	10	(54,420)	(59,721)
Change in fair value of conversion options embedded in convertible notes	可兌換票據之兌換權之 公平值變動	25	(894)	736
Net (loss) gain on investments held for trading	持作買賣投資(虧損) 收益淨額		(331)	2,167
Change in fair value of investment properties	投資物業之公平值變動	18	47,519	63,000
Impairment loss on intangible assets	無形資產減值虧損	20	–	(19,475)
Impairment loss on property, plant and equipment	物業、機器及設備 減值虧損	17	–	(28,892)
Loss on maturity of convertible notes	可兌換票據到期之虧損	24	(87,820)	(32)
Gain on disposal of available-for-sale investments	出售可供銷售投資之 收益	23	140,435	62,984
Gain on disposal of subsidiaries	出售附屬公司之收益	42	–	2,029
Gain on disposal of interest in an associate	出售一間聯營公司 權益之收益	11(b)	–	21,742
Loss on repurchase of convertible loan notes	購回可換股貸款票據之 虧損	38	(12,695)	–
Share of results of associates	應佔聯營公司業績		72,026	74,259
Profit before income tax	除所得稅前溢利		97,843	190,397
Income tax (expense) credit	所得稅(支出)抵免	12	(4,991)	9,846
Profit for the year	年內溢利	13	92,852	200,243

		NOTES 附註	2011 二零一一年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元
Other comprehensive (expense) income	其他全面(開支)收入			
Exchange differences arising on translation of foreign operations	換算海外業務所產生之匯兌差額		54,739	25,895
Share of other comprehensive expense of associates	應佔聯營公司其他全面開支		(797)	(11,142)
Fair value change on available-for-sale investments	可供銷售投資之公平值變動		(17,287)	243,565
Reclassify to profit or loss	重新分類至損益			
– On maturity of convertible notes	– 可兌換票據到期時		87,820	32
– On disposal of available-for-sale investments	– 出售可供銷售投資時		(140,435)	(62,984)
– On disposal of an associate	– 出售一間聯營公司時		–	(21,742)
Other comprehensive (expense) income for the year	年內其他全面(開支)收入		(15,960)	173,624
Total comprehensive income for the year	年內全面收入總額		76,892	373,867
Profit for the year attributable to:	以下人士應佔年內溢利:			
Owners of the Company	本公司擁有人		81,865	188,731
Non-controlling interests	非控股權益		10,987	11,512
			92,852	200,243
Total comprehensive income attributable to:	以下人士應佔全面收入總額:			
Owners of the Company	本公司擁有人		60,688	354,943
Non-controlling interests	非控股權益		16,204	18,924
			76,892	373,867
Earnings per share	每股盈利	16		
– Basic and diluted	– 基本及攤薄		HK\$0.99 港元	HK\$3.60 港元

Consolidated Statement of Financial Position

綜合財務狀況表

At 31 March 2011 於二零一一年三月三十一日

			As at 31.3.2011 於二零一一年 三月三十一日 HK\$'000 千港元	As at 31.3.2010 於二零一零年 三月三十一日 HK\$'000 千港元 (restated) (經重列)	As at 1.4.2009 於二零零九年 四月一日 HK\$'000 千港元 (restated) (經重列)
		NOTES 附註			
NON-CURRENT ASSETS	非流動資產				
Property, plant and equipment	物業、機器及設備	17	111,052	116,126	159,846
Investment properties	投資物業	18	–	221,000	158,000
Prepaid lease payments	預付租賃付款	19	6,922	7,219	7,732
Intangible assets	無形資產	20	54,062	58,332	83,734
Goodwill	商譽	21	6,869	6,869	6,869
Interests in associates	聯營公司權益	22	336,884	256,098	146,127
Available-for-sale investments	可供銷售投資	23	252,401	366,620	385,132
Convertible notes receivable	應收可兌換票據	24	291,487	266,880	726,384
Conversion options embedded in convertible notes	可兌換票據之 兌換權	25	–	814	62
Deposit for acquisition of interest in a jointly controlled entity	收購一間共同控制 實體權益之訂金	26	350,000	–	–
Club debentures	會所債券		3,920	3,920	3,920
Deferred tax assets	遞延稅項資產	39	1,395	1,395	1,395
			1,414,992	1,305,273	1,679,201
CURRENT ASSETS	流動資產				
Prepaid lease payments	預付租賃付款	19	589	566	562
Inventories, at cost	存貨(按成本)		748	288	553
Properties held for sale	持作銷售物業		232,231	213,436	212,945
Properties under development for sale	待售發展中物業	27	1,464,124	1,226,470	–
Trade and other receivables and prepayments	貿易及其他應收款項 及預付款項	28	264,066	84,342	315,193
Investments held for trading	持作買賣投資	29	5,375	262	3,865
Convertible notes receivable	應收可兌換票據	24	–	530,970	95,690
Conversion options embedded in convertible notes	可兌換票據之 兌換權	25	–	80	96
Convertible notes designated at fair value through profit or loss	指定按公平值列賬 並計入損益之 可兌換票據		–	–	5,182
Short-term loans receivable	應收短期貸款	30	5,000	1,000	103,552
Amounts due from related companies	應收關連公司款項	31	–	993	277,250
Loans to associates	給予聯營公司貸款	32	109,124	109,433	106,855
Tax recoverable	可退回稅項		–	31	–
Bank balances and cash	銀行結餘及現金	33	443,763	741,035	706,981
			2,525,020	2,908,906	1,828,724
Assets classified as held for sale	分類為持作銷售之 資產	11(a)	283,000	76,800	111,013
			2,808,020	2,985,706	1,939,737

			As at 31.3.2011 於二零一一年 三月三十一日 HK\$'000 千港元	As at 31.3.2010 於二零一零年 三月三十一日 HK\$'000 千港元 (restated) (經重列)	As at 1.4.2009 於二零零九年 四月一日 HK\$'000 千港元 (restated) (經重列)
	<i>NOTES</i> 附註				
CURRENT LIABILITIES	流動負債				
Trade and other payables and accruals	貿易及其他應付款項及應計費用	34	425,311	303,816	66,710
Amounts due to associates	應付聯營公司款項	32	1,437	1,437	-
Amounts due to related companies	應付關連公司款項	31	-	107,245	143,811
Deposits received in advance	預收訂金	41	313,016	173,970	-
Tax payable	應付稅項		40,698	45,308	68,696
Borrowings – due within one year	借款 – 一年內到期	35	273,468	138,563	175,313
Convertible loan notes	可換股貸款票據	38	367,341	-	-
Bank overdrafts	銀行透支		-	-	24,068
			1,421,271	770,339	478,598
NET CURRENT ASSETS	流動資產淨值		1,386,749	2,215,367	1,461,139
TOTAL ASSETS LESS CURRENT LIABILITIES	資產總值減流動負債		2,801,741	3,520,640	3,140,340
CAPITAL AND RESERVES	資本及儲備				
Share capital	股本	36	1,246	5,614	4,010
Share premium and reserves	股份溢價及儲備		2,632,908	2,469,747	2,000,525
Equity attributable to owners of the Company	本公司擁有人應佔權益		2,634,154	2,475,361	2,004,535
Non-controlling interests	非控股權益		120,269	154,951	437,963
TOTAL EQUITY	權益總額		2,754,423	2,630,312	2,442,498
NON-CURRENT LIABILITIES	非流動負債				
Convertible loan notes	可換股貸款票據	38	-	673,963	650,872
Deferred tax liabilities	遞延稅項負債	39	47,318	41,724	46,970
Amount due to a non-controlling shareholder	應付一名非控股股東款項	31	-	174,641	-
			47,318	890,328	697,842
			2,801,741	3,520,640	3,140,340

The consolidated financial statements on pages 36 to 179 were approved and authorized for issue by the Board of Directors on 29 June 2011 and are signed on its behalf by:

Dr. Yap, Allan
Yap, Allan 博士
CHAIRMAN
主席

Mr. Chan Kwok Chuen, Augustine
陳國銓先生
MANAGING DIRECTOR
董事總經理

董事會已於二零一一年六月二十九日批准及授權刊發第36至179頁之綜合財務報表，由以下人士代表簽署：

Consolidated Statement of Changes in Equity

綜合股東權益變動表

For the year ended 31 March 2011 截至二零一一年三月三十一日止年度

		Attributable to equity holders of the Company 本公司權益持有人應佔												
		Share capital	Share premium	Convertible loan notes reserve	Contributed surplus	Currency translation reserve	Capital redemption reserve	Investment revaluation reserves	Other reserves	Warrant reserve	Retained profits (accumulated losses)	Total	Non-controlling interests	Total equity
		股本	股份溢價	可換股貸款票據儲備	實繳盈餘	兌換儲備	資本贖回儲備	投資重估儲備	其他儲備	認股權證儲備	保留溢利(累計虧損)	合計	非控股權益	股本總額
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
					(note a) (附註a)				(note b) (附註b)					
At 1 April 2009	於二零零九年四月一日	4,010	853,866	54,585	1,497,328	59,486	592	(66,737)	(5,663)	4,853	(397,785)	2,004,535	437,963	2,442,498
Exchange differences arising on translation	換算產生之匯兌差額	-	-	-	-	18,483	-	-	-	-	-	18,483	7,412	25,895
Realized on disposal of an associate	出售一間聯營公司時實現	-	-	-	-	(27,405)	-	-	5,663	-	-	(21,742)	-	(21,742)
Other comprehensive income of associates	聯營公司之其他全面收入	-	-	-	-	-	-	-	(11,142)	-	-	(11,142)	-	(11,142)
Fair value change on available-for-sale investments	可供銷售投資之公平值變動	-	-	-	-	-	-	243,565	-	-	-	243,565	-	243,565
Release upon maturity of convertible notes	可兌換票據到期時解除	-	-	-	-	-	-	32	-	-	-	32	-	32
Disposal of available-for-sale investments	出售可供銷售投資	-	-	-	-	-	-	(62,984)	-	-	-	(62,984)	-	(62,984)
Profit for the year	年內溢利	-	-	-	-	-	-	-	-	-	188,731	188,731	11,512	200,243
Total comprehensive income (expense) for the year	年內全面收入(開支)總額	-	-	-	-	(8,922)	-	180,613	(5,479)	-	188,731	354,943	18,924	373,867
Placement of shares	配售股份	1,200	92,400	-	-	-	-	-	-	-	-	93,600	-	93,600
Exercise of warrants	行使認股權證	404	27,500	-	-	-	-	-	-	(2,445)	-	25,459	-	25,459
Transaction cost related to placement of shares	與配售股份相關之交易成本	-	(3,176)	-	-	-	-	-	-	-	-	(3,176)	-	(3,176)
Capital contribution from a non-controlling shareholder	一名非控股股東注資	-	-	-	-	-	-	-	-	-	-	-	28,008	28,008
Arising on acquisition of subsidiaries	收購附屬公司時產生	-	-	-	-	-	-	-	-	-	-	-	12,727	12,727
Disposal of subsidiaries	出售附屬公司	-	-	-	-	-	-	-	-	-	-	-	(4,273)	(4,273)
Dividends paid to non-controlling interests	已付非控股權益股息	-	-	-	-	-	-	-	-	-	-	-	(338,398)	(338,398)
At 31 March 2010	於二零一零年三月三十一日	5,614	970,590	54,585	1,497,328	50,564	592	113,876	(11,142)	2,408	(209,054)	2,475,361	154,951	2,630,312
Exchange differences arising on translation	換算產生之匯兌差額	-	-	-	-	49,522	-	-	-	-	-	49,522	5,217	54,739
Other comprehensive income of associates	聯營公司之其他全面收入	-	-	-	-	-	-	-	(797)	-	-	(797)	-	(797)
Fair value change on available-for-sale investments	可供銷售投資之公平值變動	-	-	-	-	-	-	(17,287)	-	-	-	(17,287)	-	(17,287)
Release upon maturity of convertible notes	可兌換票據到期時解除	-	-	-	-	-	-	87,820	-	-	-	87,820	-	87,820
Disposal of available-for-sale investments	出售可供銷售投資	-	-	-	-	-	-	(140,435)	-	-	-	(140,435)	-	(140,435)
Profit for the year	年內溢利	-	-	-	-	-	-	-	-	-	81,865	81,865	10,987	92,852
Total comprehensive income (expense) for the year	年內全面收入(開支)總額	-	-	-	-	49,522	-	(69,902)	(797)	-	81,865	60,688	16,204	76,892
Issue of shares for repurchase of convertible loan notes	購回可換股貸款票據時發行股份	6,845	335,379	(26,434)	-	-	-	-	-	-	26,434	342,224	-	342,224
Transaction cost related to issue of shares	與發行股份相關之交易成本	-	(1,047)	-	-	-	-	-	-	-	-	(1,047)	-	(1,047)
Capital consolidation and reduction	合併及削減股本	(11,213)	-	-	11,213	-	-	-	-	-	-	-	-	-
Exercise of warrants	行使認股權證	-	8	-	-	-	-	-	-	(1)	-	7	-	7
Expiry of warrants	認股權證到期	-	-	-	-	-	-	-	-	(2,407)	2,407	-	-	-
Acquisition of additional interest in a subsidiary	增購一間附屬公司之權益	-	-	-	-	-	-	-	(251,561)	-	-	(251,561)	(32,245)	(283,806)
Transfer of interests in an associate between subsidiaries	於附屬公司間轉讓聯營公司權益	-	-	-	-	-	-	-	16,904	-	-	16,904	(16,904)	-
Dividend recognized as distribution	已確認為分派之股息	-	-	-	-	-	-	-	-	-	(8,422)	(8,422)	-	(8,422)
Dividends paid to non-controlling interests	已付非控股權益股息	-	-	-	-	-	-	-	-	-	-	-	(1,737)	(1,737)
At 31 March 2011	於二零一一年三月三十一日	1,246	1,304,930	28,151	1,508,541	100,086	592	43,974	(246,596)	-	(106,770)	2,634,154	120,269	2,754,423

Notes:

- (a) The contributed surplus of the Company at the end of reporting period represented:
- (i) the credit arising from the transfer of the share premium account of the Company as at 20 February 1998 and 19 February 2003 to the contributed surplus account of the Company;
 - (ii) the credit arising from the reduction of the nominal value of the shares of the Company in 1999, 2003, 2009 and 2011; and
 - (iii) a balance as reduced by amounts transferred to the deficit account to eliminate the deficit of the Group as at 31 January 2000, 31 January 2001, 20 March 2003 and 31 March 2005.
- (b) The other reserves of the Company at the end of reporting period represented:
- (i) the difference between the consideration paid for the acquisition of additional equity interests in Best Smooth International Limited and its subsidiaries and the carrying amount of non-controlling interests acquired amounting to HK\$251,561,000. Details of these are set out in note 40.
 - (ii) the share of net asset value of an associate transferred from a non-wholly owned subsidiary to another wholly owned subsidiary upon transfer of interest in associate between subsidiaries.

附註：

- (a) 本公司於申報期末之實繳盈餘指：
- (i) 本公司於一九九八年二月二十日及二零零三年二月十九日將股份溢價賬轉撥至本公司之實繳盈餘賬所產生之進賬；
 - (ii) 於一九九九年、二零零三年、二零零九年及二零一一年削減本公司股份面值所產生之進賬；及
 - (iii) 扣除轉撥至虧絀賬以抵銷本集團於二零零零年一月三十一日、二零零一年一月三十一日、二零零三年三月二十日及二零零五年三月三十一日之金額後結餘。
- (b) 本公司於申報期末之其他儲備指：
- (i) 就收購百順國際有限公司及其附屬公司額外股權已付代價與已收購非控股權益賬面值之差額251,561,000港元。有關詳情載於附註40。
 - (ii) 於附屬公司間轉撥聯營公司權益時由一間非全資附屬公司轉撥至另一間全資附屬公司之應佔一間聯營公司資產淨值。

Consolidated Statement of Cash Flows

綜合現金流量表

For the year ended 31 March 2011 截至二零一一年三月三十一日止年度

		NOTE 附註	2011 二零一一年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元
OPERATING ACTIVITIES	經營業務			
Profit before income tax	除所得稅前溢利		97,843	190,397
Adjustments for:	就下列各項作出之調整：			
Interest income	利息收入		(52,575)	(100,544)
Finance costs	財務費用		54,420	59,721
Change in fair value of conversion options embedded in convertible notes	可兌換票據之兌換權之公平值變動		894	(736)
Net loss (gain) on investments held for trading	持作買賣投資虧損 (收益)淨額		331	(2,167)
Change in fair value of investment properties	投資物業之公平值變動		(47,519)	(63,000)
Impairment loss on intangible assets	無形資產減值虧損		-	19,475
Impairment loss on property, plant and equipment	物業、機器及設備減值虧損		-	28,892
Loss on maturity of convertible notes	可兌換票據到期之虧損		87,820	32
Gain on disposal of available-for-sale investments	出售可供銷售投資之收益		(140,435)	(62,984)
Gain on disposal of subsidiaries	出售附屬公司之收益	42	-	(2,029)
Gain on disposal of interest in an associate	出售一間聯營公司權益之收益		-	(21,742)
Share of results of associates	應佔聯營公司業績		(72,026)	(74,259)
Allowance for other receivables	其他應收款項準備		245	425
Amortization of intangible assets	無形資產攤銷		4,270	5,927
Depreciation of property, plant and equipment	物業、機器及設備折舊		12,875	17,881
Release of prepaid lease payment	預付租賃付款撥回		577	564
Gain on disposal of property, plant and equipment	出售物業、機器及設備之收益		(519)	-
Loss on repurchase of convertible loan notes	購回可換股貸款票據之虧損		12,695	-

		2011 二零一一年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元
	<i>NOTE</i> 附註		
Operating cash flows before movements in working capital	未計營運資金變動之經營現金流量	(41,104)	(4,147)
(Increase) decrease in inventories	存貨(增加)減少	(460)	265
Increase in properties held for sale	持作銷售物業增加	(16,062)	-
Increase in properties under development for sale	待售發展中物業增加	(203,198)	(9,209)
(Increase) decrease in trade and other receivables and prepayments	貿易及其他應收款項及預付款項(增加)減少	(152,874)	35,492
(Increase) decrease in investments held for trading	持作買賣投資(增加)減少	(5,444)	5,770
Increase in trade and other payables and accruals	貿易及其他應付款項及應計費用增加	70,528	20,093
Cash from operations	經營業務產生之現金	(348,614)	48,264
Hong Kong Profits Tax paid	已付香港利得稅	(4,006)	(1,538)
NET CASH (USED IN) FROM OPERATING ACTIVITIES	經營業務(動用)產生之現金淨額	(352,620)	46,726

Consolidated Statement of Cash Flows

綜合現金流量表

For the year ended 31 March 2011 截至二零一一年三月三十一日止年度

		NOTE 附註	2011 二零一一年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元
INVESTING ACTIVITIES	投資業務			
Repayment from related companies	關連公司還款		–	302,003
Proceeds from disposal of available-for-sale investments	出售可供銷售投資所得款項		133,085	103,407
Proceeds from disposal of an associate	出售一間聯營公司所得款項		–	111,013
Repayment of short-term loans receivable	償還應收短期貸款		1,000	103,552
Proceeds from redemption of convertible notes	贖回可兌換票據所得款項		550,000	100,000
Interest received	收訖利息		8,845	32,045
Disposal of subsidiaries (net of cash and cash equivalent disposed of)	出售附屬公司(扣除出售之現金及現金等值項目)	42	–	11,101
Proceeds from redemption of convertible notes designated at fair value through profit or loss	贖回指定按公平值列賬並計入損益之可兌換票據所得款項		–	5,000
Repayment from associates	聯營公司還款		441	2,685
Advance of short-term loans receivable	墊付應收短期貸款		(5,000)	(1,000)
Purchase of property, plant and equipment	購買物業、機器及設備		(4,284)	(2,112)
Advance to associates	向聯營公司墊款		(39)	(5,170)
Advance to related companies	向關連公司墊款		–	(31,507)
Additions to investment properties	添置投資物業		(14,481)	–
Acquisition of an associate	收購一間聯營公司		–	(45,000)
Acquisition of assets through acquisition of subsidiaries (net of cash and cash equivalents acquired)	透過收購附屬公司收購資產(扣除已收購之現金及現金等值項目)	40	–	(179,473)
Proceeds from disposal of property, plant and equipment	出售物業、機器及設備所得款項		973	–
Deposits received for disposal of investment properties	出售投資物業之已收訂金		132,450	–
Deposit paid for acquisition of interest in a jointly controlled entity	收購一間共同控制實體之已付訂金		(350,000)	–
NET CASH FROM INVESTING ACTIVITIES	投資業務產生之現金淨額		452,990	506,544

		NOTE 附註	2011 二零一一年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元
FINANCING ACTIVITIES	融資業務			
Repayments of borrowings	償還借款		(13,562)	(450,999)
Repayments to related companies	向關連公司還款		-	(63,323)
Repayment to associate	向聯營公司還款		(10,000)	-
Interest paid	已付利息		(23,974)	(38,916)
Share issue expenses	股份發行開支		(1,047)	(3,176)
Advance from associates	聯營公司墊款		10,000	1,437
Proceeds from exercise of warrants	行使認股權證所得款項		7	25,459
Contribution from a non-controlling shareholder	一名非控股股東注資		-	28,008
Advance from related companies	關連公司墊款		15,000	32,335
Borrowings raised	新增借款		80,000	80,000
Proceeds from issue of shares	股份發行所得款項		-	93,600
Acquisition of additional interest in subsidiaries	增購附屬公司之權益	40	(470,000)	-
Dividend paid	已付股息		(8,422)	-
Dividend paid to non-controlling interests	已付非控股權益股息		(1,737)	(338,398)
Advance from a non-controlling shareholder	一名非控股股東墊款		11,553	122,580
NET CASH USED IN FINANCING ACTIVITIES	融資業務動用之現金淨額		(412,182)	(511,393)
NET (DECREASE) INCREASE IN CASH AND CASH EQUIVALENTS	現金及現金等值項目 (減少) 增加淨額		(311,812)	41,877
CASH AND CASH EQUIVALENTS AT BEGINNING OF THE YEAR	年初之現金及現金等值項目		741,035	682,913
EFFECT OF FOREIGN EXCHANGE RATE CHANGES	匯率變動之影響		14,540	16,245
CASH AND CASH EQUIVALENTS AT END OF THE YEAR, represented by bank balances and cash	年末之現金及現金等值項目, 指銀行結餘及現金		443,763	741,035

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 March 2011 截至二零一一年三月三十一日止年度

1. General

The Company was incorporated in Bermuda on 3 September 1991 as an exempted company with limited liability under the Companies Act 1981 of Bermuda (as amended) and its shares and warrants are listed on The Stock Exchange of Hong Kong Limited (the "Stock Exchange"). The address of the registered office of the Company is Clarendon House, 2 Church Street, Hamilton HM 11, Bermuda and the address of the principal place of business of the Company is 8th Floor, Paul Y. Centre, 51 Hung To Road, Kwun Tong, Kowloon, Hong Kong.

The consolidated financial statements are presented in Hong Kong dollars, which is also the functional currency of the Company.

2. Application of New and Revised Hong Kong Financial Reporting Standards ("HKFRSs")

In the current year, the Company and its subsidiaries (the "Group") have applied the following new and revised Standards and Interpretations issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA").

HKFRS 2 (Amendments)	Group Cash-settled Share-based Payment Transactions
HKFRS 3 (as revised in 2008)	Business Combinations
HKAS 27 (as revised in 2008)	Consolidated and Separate Financial Statements
HKAS 32 (Amendments)	Classification of Rights Issues
HKAS 39 (Amendments)	Eligible Hedged Items
HKFRSs (Amendments)	Improvements to HKFRSs issued in 2009

1. 一般事項

本公司於一九九一年九月三日在百慕達根據百慕達一九八一年公司法（經修訂）以獲豁免有限公司形式註冊成立，其股份及認股權證於香港聯合交易所有限公司（「聯交所」）上市。本公司註冊辦事處之地址為Clarendon House, 2 Church Street, Hamilton HM 11, Bermuda，而本公司主要營業地點之地址為香港九龍觀塘鴻圖道51號保華企業中心8樓。

綜合財務報表以港元呈列，而港元亦為本公司之功能貨幣。

2. 應用新訂及經修訂之香港財務報告準則（「香港財務報告準則」）

於本年度，本公司及其附屬公司（「本集團」）已應用下列由香港會計師公會（「香港會計師公會」）頒佈之新訂及經修訂準則及詮釋。

香港財務報告準則第2號（修訂本）	集團以現金結算以股代款之交易
香港財務報告準則第3號（二零零八年經修訂）	業務合併
香港會計準則第27號（二零零八年經修訂）	綜合及獨立財務報表
香港會計準則第32號（修訂本）	供股之分類
香港會計準則第39號（修訂本）	合資格對沖項目
香港財務報告準則（修訂本）	於二零零九年頒佈之香港財務報告準則之改進

2. Application of New and Revised Hong Kong Financial Reporting Standards (“HKFRSs”) (Continued)

HKFRSs (Amendments)	Amendments to HKFRS 5 as part of Improvements to HKFRSs issued in 2008
HK(IFRIC) – Int 17	Distributions of Non-cash Assets to Owners
HK – Int 5	Presentation of Financial Statements – Classification by the Borrower of a Term Loan that Contains a Repayment on Demand Clause

Except as described below, the application of the new and revised Standards and Interpretations in the current year has had no material effect on the consolidated financial statements.

HKFRS 3 (as revised in 2008) Business Combinations

The Group applies HKFRS 3 (as revised in 2008) prospectively to business combinations of which the acquisition date is on or after 1 April 2010.

As there was no transaction during the current year in which HKFRS 3 (as revised in 2008) are applicable, the application of HKFRS 3 (as revised in 2008), and the consequential amendments to other HKFRSs except for HKAS 27 (as revised in 2008) had no effect on the consolidated financial statements of the Group for the current or prior accounting periods. Results of the Group in future periods may be affected by future transactions for which HKFRS 3 (as revised in 2008), and the consequential amendments to the other HKFRSs are applicable.

2. 應用新訂及經修訂之香港財務報告準則（「香港財務報告準則」）（續）

香港財務報告準則（修訂本）	香港財務報告準則第5號之修訂本，作為於二零零八年頒佈之香港財務報告準則之改進之一部分
香港（國際財務報告詮釋委員會）— 詮釋第17號	向擁有人分派非現金資產
香港— 詮釋第5號	財務報表之呈列— 借入人對包含應要求償還條文之有期貨款分類

除下文所述外，於本年度應用此等新訂及經修訂準則及詮釋對綜合財務報表並無重大影響。

香港財務報告準則第3號（二零零八年經修訂）「業務合併」

本集團對收購日期為二零一零年四月一日或之後之業務合併應用香港財務報告準則第3號（二零零八年經修訂）。

由於本年度並無任何香港財務報告準則第3號（二零零八年經修訂）適用之交易，故應用香港財務報告準則第3號（二零零八年經修訂）及其他香港財務報告準則之相應修訂（香港會計準則第27號（二零零八年經修訂）除外）對本集團本會計期間或過往會計期間之綜合財務報表並無影響。香港財務報告準則第3號（二零零八年經修訂）及其他香港財務報告準則之相應修訂適用之未來交易可能影響本集團未來期間之業績。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 March 2011 截至二零一一年三月三十一日止年度

2. Application of New and Revised Hong Kong Financial Reporting Standards ("HKFRSs") (Continued)

HKAS 27 (as revised in 2008) Consolidated and Separate Financial Statements

The application of HKAS 27 (as revised in 2008) has resulted in changes in the Group's accounting policies regarding increases or decreases in ownership interests in subsidiaries of the Group.

In prior years, in the absence of specific requirements in HKFRSs, increases in interests in existing subsidiaries were treated in the same manner as the acquisition of subsidiaries, with goodwill or a bargain purchase gain being recognized, when appropriate, or the relevant assets being adjusted (where the subsidiary is not a business); for decreases in interests in existing subsidiaries that did not involve a loss of control, the difference between the consideration received and the adjustment to the non-controlling interests was recognized in profit or loss. Under HKAS 27 (as revised in 2008), all such increases or decreases are dealt with in equity, with no impact on goodwill or profit or loss.

When control of a subsidiary is lost as a result of a transaction, event or other circumstance, the revised Standard requires the Group to derecognize all assets, liabilities and non-controlling interests at their carrying amounts. Any retained interest in the former subsidiary is recognized at its fair value at the date control is lost. A gain or loss on loss of control is recognised in profit or loss as the difference between the proceeds, if any, and those adjustments.

These changes have been applied prospectively from 1 April 2010 in accordance with the relevant transitional provisions.

2. 應用新訂及經修訂之香港財務報告準則（「香港財務報告準則」）（續）

香港會計準則第27號（二零零八年經修訂）「綜合及獨立財務報表」

應用香港會計準則第27號（二零零八年經修訂）導致本集團有關於本集團附屬公司之擁有權權益增加或減少之會計政策有變。

於過往年度，由於香港財務報告準則並無特定規定，故於現有附屬公司之權益增加會以與收購附屬公司相同之方式處理，而商譽或優惠購買收益會按適用情況確認，或調整相關資產（如該附屬公司並非一項業務）；至於並不涉及喪失控制權之現有附屬公司權益減少，已收代價與對非控股權益之調整之差額會於損益確認。根據香港會計準則第27號（二零零八年經修訂），所有該等權益增加或減少會於權益內處理，並不影響商譽或損益。

倘因交易、事件或其他情況而導致喪失附屬公司之控制權，則經修訂準則規定本集團不再按賬面值確認所有資產、負債及非控股權益。於前附屬公司之任何保留權益於喪失控制權當日按其公平值確認。喪失控制權之盈虧按所得款項（如有）與該等調整兩者之間之差額於損益確認。

此等變動已按照相關過渡條文由二零一零年四月一日起以未來適用基準應用。

2. Application of New and Revised Hong Kong Financial Reporting Standards (“HKFRSs”) (Continued)

HKAS 27 (as revised in 2008) Consolidated and Separate Financial Statements (Continued)

In respect of the acquisition of additional interests in Best Smooth International Limited and its subsidiaries during the year, the impact of the change in policy has been that the difference of HK\$251,561,000 between the consideration paid and the carrying amount of the non-controlling interest has been recognized directly in equity.

The effects of the above change in accounting policy on the financial position of the Group for current year by line items are as follows:

		HK\$'000 千港元
Decrease in properties under development for sale	待售發展中物業減少	251,561
Decrease in other reserves	其他儲備減少	251,561
		—

Amendments to HKAS 17 Leases

As part of Improvements to HKFRSs issued in 2009, HKAS 17 Leases has been amended in relation to the classification of leasehold land. Before the amendments to HKAS 17, the Group was required to classify leasehold land as operating leases and to present leasehold land as prepaid lease payments in the consolidated statement of financial position. The amendments to HKAS 17 have removed such a requirement. The amendments require that the classification of leasehold land should be based on the general principles set out in HKAS 17, that is, whether or not substantially all the risks and rewards incidental to ownership of a leased asset have been transferred to the lessee.

2. 應用新訂及經修訂之香港財務報告準則（「香港財務報告準則」）（續）

香港會計準則第27號（二零零八年經修訂）「綜合及獨立財務報表」（續）

就年內增購百順國際有限公司及其附屬公司之權益而言，政策變動所造成之影響為已付代價與非控股權益賬面值之差額251,561,000港元於權益直接確認。

就會計項目而言，上述會計政策變動對本集團本年度財務狀況之影響如下：

香港會計準則第17號「租約」之修訂本

作為於二零零九年頒佈之香港財務報告準則之改進之一部分，香港會計準則第17號「租約」中有關租賃土地之分類已作出修訂。於修訂香港會計準則第17號前，本集團須將租賃土地分類為經營租約，並於綜合財務狀況表呈列為預付租賃付款。香港會計準則第17號之修訂本免除有關規定。該等修訂本規定租賃土地應按香港會計準則第17號所載之一般原則分類，即視乎租賃資產擁有權所附絕大部分風險與回報是否轉歸承租人所有。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 March 2011 截至二零一一年三月三十一日止年度

2. Application of New and Revised Hong Kong Financial Reporting Standards ("HKFRSs") (Continued)

Amendments to HKAS 17 Leases (Continued)

In accordance with the transitional provisions set out in the amendments to HKAS 17, the Group reassessed the classification of unexpired leasehold land as at 1 April 2010 based on information that existed at the inception of the leases. The application of the amendments to HKAS 17 has had no material impact on the consolidated financial statements.

Amendments to HKAS 7 Statement of Cash Flows

As a part of the consequential amendments of HKAS 27, HKAS 7 specifies that the cash flows arising from changes in ownership interest in a subsidiary that do not result in a loss of control should be classified as financing activities in the consolidated statement of cash flows. Accordingly, the cash consideration paid of HK\$470,000,000 of acquisition of additional interest in subsidiaries has been classified as cash flows used in financing activities.

Amendments to HKFRS 5 Non-current Assets Held for Sale and Discontinued Operations (as part of Improvements to HKFRSs issued in 2009)

The amendments to HKFRS 5 clarifies the disclosures required in respect of non-current assets (or disposal groups) classified as held for sale or discontinued operations. It states that disclosure requirements of other HKFRSs do not apply to non-current assets (or disposal groups) classified as held for sale or discontinued operations unless those HKFRSs specific disclosure requirement in respect of such assets (or disposal groups) or disclosures relate to the measurement of an individual assets or assets as part of a disposal group which follow other HKFRSs and the information is not disclosed elsewhere in the consolidated financial statements.

2. 應用新訂及經修訂之香港財務報告準則（「香港財務報告準則」）（續）

香港會計準則第17號「租約」之修訂本（續）

根據香港會計準則第17號之修訂本所載之過渡條文，本集團按有關租約開始時存在之資料，重新評估於二零一零年四月一日尚未屆滿之租賃土地分類。應用香港會計準則第17號之修訂本對綜合財務報表並無重大影響。

香港會計準則第7號「現金流量表」之修訂本

作為香港會計準則第27號之相應修訂之一部分，香港會計準則第7號訂明，倘附屬公司擁有權益變動並未導致失去控制權，則所產生之現金流量應於綜合現金流量表內列作融資業務。因此，就增購附屬公司權益支付之現金代價470,000,000港元已分類為融資業務所用現金流量。

香港財務報告準則第5號「持作銷售之非流動資產及非持續業務」之修訂本（作為於二零零九年頒佈之香港財務報告準則之改進之一部分）

香港財務報告準則第5號之修訂本闡明就被分類為持作銷售之非流動資產（或出售組別）或非持續業務須作出之披露事項。該項修訂本指出其他香港財務報告準則之披露規定並不適用於被分類為持作銷售之非流動資產（或出售組別）或非持續業務，除非該等香港財務報告準則就該等資產（或出售組別）有具體之披露規定；或披露事項與遵循其他香港財務報告準則之計量（關於個別資產或作為出售組別一部分之資產）有關且該等資料並未於綜合財務報表其他章節披露，則作別論。

2. Application of New and Revised Hong Kong Financial Reporting Standards (“HKFRSs”) (Continued)

Hong Kong Interpretation 5 Presentation of Financial Statements – Classification by the Borrower of a Term Loan that Contains a Repayment on Demand Clause

Hong Kong Interpretation 5 *Presentation of Financial Statements – Classification by the Borrower of a Term Loan that Contains a Repayment on Demand Clause* (“HK Int 5”) clarifies that term loans that include a clause that gives the lender the unconditional right to call the loans at any time (“repayment on demand clause”) should be classified by the borrower as current liabilities. The Group has applied HK Int 5 for the first time in the current year. Hong Kong Interpretation 5 requires retrospective application. In order to comply with the requirements set out in HK Int 5, the Group has changed its accounting policy on classification of term loans with a repayment on demand clause. In the past, the classification of such term loans were determined based on the agreed scheduled repayment dates set out in the loan agreements. Under HK Int 5, term loans with a repayment on demand clause are classified as current liabilities.

As a result, bank loans that contain a repayment on demand clause with the aggregate carrying amounts of HK\$95,313,000 and HK\$113,563,000 have been reclassified from non-current liabilities to current liabilities as at 31 March 2010 and 1 April 2009 respectively. As at 31 March 2011, bank loans (that are repayable more than one year after the end of the reporting period but contain a repayment on demand clause) with the aggregate carrying amount of HK\$76,563,000 have been classified as current liabilities. Such change in accounting policy has had no impact on the reported profit or loss for the current and prior years.

Such term loans have been presented in the earliest time band in the maturity analysis for financial liabilities (see note 6 for details).

2. 應用新訂及經修訂之香港財務報告準則（「香港財務報告準則」）（續）

香港詮釋第5號「財務報表之呈列－借款人對包含應要求償還條文之有期貨款分類」

香港詮釋第5號「財務報表之呈列－借款人對包含應要求償還條文之有期貨款分類」（「香港詮釋第5號」）澄清，有期貨款如包含賦予貸款人無條件權利隨時催還貸款之條文（「應要求償還條文」），則借款人應當將之分類為流動負債。本集團已於本年度首次應用香港詮釋第5號。香港詮釋第5號規定追溯應用。為符合香港詮釋第5號所載規定，本集團已改變其有關對包含應要求償還條文之有期貨款分類之會計政策。過往該等有期貨款分類乃根據貸款協議所載協定預訂還款日期釐定。根據香港詮釋第5號，包含應要求償還條文之有期貨款分類為流動負債。

因此，於二零一零年三月三十一日及二零零九年四月一日總賬面值分別為95,313,000港元及113,563,000港元包含應要求償還條文之銀行貸款已由非流動負債重新分類為流動負債。於二零一一年三月三十一日，總賬面值為76,563,000港元之銀行貸款（須於申報期末後一年以上償還但包含應要求償還條文）已分類為流動負債。該會計政策變動對本年度及過往年度之申報盈虧並無影響。

該等有期貨款乃按財務負債到期分析中之最早到期時間呈列（詳情見附註6）。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 March 2011 截至二零一一年三月三十一日止年度

2. Application of New and Revised Hong Kong Financial Reporting Standards ("HKFRSs") (Continued)

Hong Kong Interpretation 5 Presentation of Financial Statements – Classification by the Borrower of a Term Loan that Contains a Repayment on Demand Clause (Continued)

The effects of the above changes in accounting policies on the financial positions of the Group as at 1 April 2009 and 31 March 2010 are as follows:

2. 應用新訂及經修訂之香港財務報告準則（「香港財務報告準則」）（續）

香港詮釋第5號「財務報表之呈列－借款人對包含應要求償還條文之有期貸款分類」（續）

上述會計政策變動對本集團於二零零九年四月一日及二零一零年三月三十一日之財務狀況之影響如下：

		As at 1.4.2009 於二零零九年 四月一日 (originally stated) (原呈列) HK\$'000 千港元		Adjustments 調整 HK\$'000 千港元	As at 1.4.2009 於二零零九年 四月一日 (restated) (經重列) HK\$'000 千港元		As at 31.3.2010 於二零一零年 三月三十一日 (originally stated) (原呈列) HK\$'000 千港元		Adjustments 調整 HK\$'000 千港元	As at 31.3.2010 於二零一零年 三月三十一日 (restated) (經重列) HK\$'000 千港元	
Borrowings	借款										
– due within one year	– 一年內到期	61,750	113,563		175,313	43,250	95,313		138,563		
Borrowings	借款										
– due after one year	– 一年後到期	113,563	(113,563)		–	95,313	(95,313)		–		
		175,313	–		175,313	138,563	–		138,563		

2. Application of New and Revised Hong Kong Financial Reporting Standards (“HKFRSs”) (Continued)

The Group has not early applied the following new and revised Standards and Interpretations that have been issued but are not yet effective:

HKFRSs (Amendments)	Improvements to HKFRSs issued in 2010 ¹
HKFRS 7 (Amendments)	Disclosures – Transfers of Financial Assets ³
HKFRS 9	Financial Instruments ⁴
HKFRS 10	Consolidated Financial Statements ⁴
HKFRS 11	Joint Arrangements ⁴
HKFRS 12	Disclosure of Interests in Other Entities ⁴
HKFRS 13	Fair Value Measurement ⁴
HKAS 12 (Amendments)	Deferred Tax: Recovery of Underlying Assets ⁵
HKAS 24 (as revised in 2009)	Related Party Disclosures ⁶
HKAS 27 (Revised 2011)	Separate Financial Statements ⁴
HKAS 28 (Revised 2011)	Investments in Associates and Joint Ventures ⁴
HK(IFRIC) – Int 14 (Amendments)	Prepayments of a Minimum Funding Requirement ⁶
HK(IFRIC) – Int 19	Extinguishing Financial Liabilities with Equity Instruments ²

2. 應用新訂及經修訂之香港財務報告準則（「香港財務報告準則」）（續）

本集團並無提前應用下列已頒佈但尚未生效之新訂及經修訂準則及詮釋：

香港財務報告準則（修訂本）	於二零一零年頒佈之香港財務報告準則之改進 ¹
香港財務報告準則第7號（修訂本）	披露－轉讓財務資產 ³
香港財務報告準則第9號	財務工具 ⁴
香港財務報告準則第10號	綜合財務報表 ⁴
香港財務報告準則第11號	聯合安排 ⁴
香港財務報告準則第12號	其他實體權益之披露 ⁴
香港財務報告準則第13號	公平值計量 ⁴
香港會計準則第12號（修訂本）	遞延稅項：收回相關資產 ⁵
香港會計準則第24號（二零零九年經修訂）	關連人士披露事項 ⁶
香港會計準則第27號（二零一一年經修訂）	獨立財務報表 ⁴
香港會計準則第28號（二零一一年經修訂）	於聯營公司及合營企業之投資 ⁴
香港（國際財務報告詮釋委員會）－詮釋第14號（修訂本）	最低資本規定之預付款項 ⁶
香港（國際財務報告詮釋委員會）－詮釋第19號	以股本工具抵銷財務負債 ²

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For the year ended 31 March 2011 截至二零一一年三月三十一日止年度

2. Application of New and Revised Hong Kong Financial Reporting Standards ("HKFRSs") (Continued)

- ¹ Effective for annual periods beginning on or after 1 July 2010 or 1 January 2011, as appropriate.
- ² Effective for annual periods beginning on or after 1 July 2010.
- ³ Effective for annual periods beginning on or after 1 July 2011.
- ⁴ Effective for annual periods beginning on or after 1 January 2013.
- ⁵ Effective for annual periods beginning on or after 1 January 2012.
- ⁶ Effective for annual periods beginning on or after 1 January 2011.

HKFRS 9 Financial Instruments (as issued in November 2009) introduces new requirements for the classification and measurement of financial assets. HKFRS 9 Financial Instruments (as revised in November 2010) adds requirements for financial liabilities and for derecognition.

- Under HKFRS 9, all recognized financial assets that are within the scope of HKAS 39 Financial Instruments: Recognition and Measurement are subsequently measured at either amortized cost or fair value. Specifically, debt investments that are held within a business model whose objective is to collect the contractual cash flows, and that have contractual cash flows that are solely payments of principal and interest on the principal outstanding are generally measured at amortized cost at the end of subsequent accounting periods. All other debt investments and equity investments are measured at their fair values at the end of subsequent accounting periods.

2. 應用新訂及經修訂之香港財務報告準則（「香港財務報告準則」）（續）

- ¹ 於二零一零年七月一日或二零一一年一月一日（如適用）或之後開始之年度期間生效。
- ² 於二零一零年七月一日或之後開始之年度期間生效。
- ³ 於二零一一年七月一日或之後開始之年度期間生效。
- ⁴ 於二零一三年一月一日或之後開始之年度期間生效。
- ⁵ 於二零一二年一月一日或之後開始之年度期間生效。
- ⁶ 於二零一一年一月一日或之後開始之年度期間生效。

香港財務報告準則第9號「財務工具」（於二零零九年十一月頒佈）引進財務資產分類及計量之新規定。香港財務報告準則第9號「財務工具」（二零一零年十一月經修訂）增加財務負債及終止確認之規定。

- 根據香港財務報告準則第9號，屬於香港會計準則第39號「財務工具：確認及計量」範圍內之所有已確認財務資產往後須按攤銷成本或公平值計量。尤其是，以旨在收取合約現金流量之業務模式持有之債務投資，及合約現金流量僅為支付未償還本金及利息之債務投資一般於往後會計期末按攤銷成本計量。所有其他債務投資及股本投資於往後會計期末按公平值計量。

2. Application of New and Revised Hong Kong Financial Reporting Standards (“HKFRSs”) (Continued)

- In relation to financial liabilities, the significant change relates to financial liabilities that are designated as at fair value through profit or loss. Specifically, under HKFRS 9, for financial liabilities that are designated as at fair value through profit or loss, the amount of change in the fair value of the financial liability that is attributable to changes in the credit risk of that liability is presented in other comprehensive income, unless the presentation of the effects of changes in the liability’s credit risk in other comprehensive income would create or enlarge an accounting mismatch in profit or loss. Changes in fair value attributable to a financial liability’s credit risk are not subsequently reclassified to profit or loss. Previously, under HKAS 39, the entire amount of the change in the fair value of the financial liability designated as at fair value through profit or loss was presented in profit or loss.

HKFRS 9 is effective for annual periods beginning on or after 1 January 2013, with earlier application permitted.

The directors anticipate that HKFRS 9 that will be adopted in the Group’s consolidated financial statements for financial year ending 31 March 2014 and that the application of the new Standard will affect the classification and measurement of the Group’s available-for-sale investment but not the Group’s financial liabilities at amortized cost.

2. 應用新訂及經修訂之香港財務報告準則（「香港財務報告準則」）（續）

- 就財務負債而言，主要變動乃與指定按公平值列賬並計入損益之財務負債有關。尤其是，根據香港財務報告準則第9號，就指定按公平值列賬並計入損益之財務負債而言，因財務負債信貸風險有變而導致其公平值變動之金額乃於其他全面收入呈列，除非於其他全面收入呈列該負債信貸風險變動之影響會產生或增加損益之會計錯配，則作別論。財務負債信貸風險引致之公平值變動其後不會於損益重新分類。之前，根據香港會計準則第39號，指定按公平值列賬並計入損益之財務負債之公平值變動金額全部於損益中呈列。

香港財務報告準則第9號於二零一三年一月一日或之後開始之年度期間生效，准予提前應用。

董事預期，香港財務報告準則第9號將於本集團截至二零一四年三月三十一日止財政年度之綜合財務報表內採納，而應用此新訂準則影響本集團可供銷售投資之分類及計量，惟不影響本集團按攤銷成本列賬之財務負債之分類及計量。

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2. Application of New and Revised Hong Kong Financial Reporting Standards ("HKFRSs") (Continued)

HK(IFRIC)-Int 19 provides guidance regarding the accounting for the extinguishment of a financial liability by the issue of equity instruments. Under HK(IFRIC) – Int 19, equity instruments issued under such arrangements will be measured at their fair value, and any difference between the carrying amount of the financial liability extinguished and the fair value of equity instruments issued will be recognized in profit or loss.

Other than as stated above, the directors of the Company are in the process of assessing the impact of the new and revised HKFRSs.

3. Significant Accounting Policies

The consolidated financial statements have been prepared in accordance with Hong Kong Financial Reporting Standards issued by the HKICPA. In addition, the consolidated financial statements include applicable disclosures required by the Rules Governing the Listing of Securities on the Stock Exchange and by the Hong Kong Companies Ordinance.

The consolidated financial statements have been prepared on the historical cost basis except for the investment properties and certain financial instruments that are measured at fair values, as explained in the accounting policies set out below. Historical cost is generally based on the fair value of the consideration given in exchange for goods.

2. 應用新訂及經修訂之香港財務報告準則（「香港財務報告準則」）（續）

香港（國際財務報告詮釋委員會）－詮釋第19號提供有關透過發行股本工具抵銷財務負債之會計處理指引。根據香港（國際財務報告詮釋委員會）－詮釋第19號，根據有關安排發行之股本工具將按其公平值計量，而所抵銷財務負債之賬面值與所發行股本工具之公平值之差額將於損益中確認。

除上述者外，本公司董事現正評估新訂及經修訂香港財務報告準則之影響。

3. 重大會計政策

綜合財務報表遵從香港會計師公會頒佈之香港財務報告準則編製。此外，為符合聯交所證券上市規則及香港公司條例之規定，綜合財務報表包括了適用之披露事項。

綜合財務報表乃按歷史成本法編製，惟投資物業及若干財務工具則按公平值計量（如下文所載之會計政策所闡釋）。歷史成本一般以就交換貨品而給予之代價之公平值為基礎。

3. Significant Accounting Policies (Continued)

Basis of consolidation

The consolidated financial statements incorporate the financial statements of the Company and entities controlled by the Company (its subsidiaries). Control is achieved where the Company has the power to govern the financial and operating policies of an entity so as to obtain benefits from its activities.

The results of subsidiaries acquired or disposed of during the year are included in the consolidated statement of comprehensive income from the effective date of acquisition and up to the effective date of disposal, as appropriate.

Where necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies into line with those used by other members of the Group.

All intra-group transactions, balances, income and expenses are eliminated in full on consolidation.

Non-controlling interests in subsidiaries are presented separately from the Group's equity therein.

Allocation of total comprehensive income to non-controlling interests

Total comprehensive income and expense of a subsidiary is attributed to the owners of the Company and to the non-controlling interests even if this results in the non-controlling interests having a deficit balance.

3. 重大會計政策 (續)

綜合基準

綜合財務報表包括本公司及受其控制公司(即附屬公司)之財務報表。當本公司有權管治一間公司之財務及經營策略以自其業務獲利時,本公司即取得控制權。

於本年度所收購或出售附屬公司之業績乃自收購生效日期起及截至出售生效日期止(視情況而定)於綜合全面收益表入賬。

如有需要,本集團會對附屬公司之財務報表作出調整,使其會計政策符合本集團其他成員公司之政策。

集團間所有交易、結存、收入及開支均於綜合賬目時全數對銷。

於附屬公司之非控股權益與本集團於當中之權益分開呈列。

將全面收入總額分配至非控股權益

附屬公司之全面收入及開支總額由本公司擁有人及非控股權益分佔,即使此舉導致非控股權益出現虧絀結餘。

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綜合財務報表附註

For the year ended 31 March 2011 截至二零一一年三月三十一日止年度

3. Significant Accounting Policies (Continued)

Basis of consolidation (Continued)

Changes in the Group's ownership interests in existing subsidiaries

Changes in the Group's ownership interests in existing subsidiaries on or after 1 April 2010

Changes in the Group's ownership interests in subsidiaries that do not result in the Group losing control over the subsidiaries are accounted for as equity transactions. The carrying amounts of the Group's interests and the non-controlling interests are adjusted to reflect the changes in their relative interests in the subsidiaries. Any difference between the amount by which the non-controlling interests are adjusted and the fair value of the consideration paid or received is recognized directly in equity and attributed to owners of the Company.

Changes in the Group's ownership interests in existing subsidiaries prior to 1 April 2010

Increases in interests in existing subsidiaries were treated in the same manner as the acquisition of subsidiaries, with goodwill or a bargain purchase gain being recognized where appropriate. For decreases in interests in subsidiaries, regardless of whether the disposals would result in the Group losing control over the subsidiaries, the difference between the consideration received and the adjustment to the non-controlling interests was recognized in profit or loss.

3. 重大會計政策 (續)

綜合基準 (續)

本集團於現時附屬公司之擁有權權益之變動

於二零一零年四月一日或之後於現時附屬公司之擁有權權益之變動

倘本集團於附屬公司之擁有權權益之變動並無導致本集團失去附屬公司之控制權，有關變動會入賬列作權益交易。本集團之權益與非控股權益之賬面值會就其兩者於附屬公司之權益變動而作出調整。非控股權益之調整金額與已付或已收代價公平值之差額直接於權益確認，並由本公司擁有人應佔。

於二零一零年四月一日前於現時附屬公司之擁有權權益之變動

於現有附屬公司之權益增加以與收購附屬公司相同之方式處理，即確認商譽或議價收益（如適用）。就於附屬公司之權益減少（不論出售會否導致本集團失去對附屬公司之控制權）而言，已收代價與對非控股權益之調整兩者之差額於損益中確認。

3. Significant Accounting Policies (Continued)

Goodwill

Goodwill arising on an acquisition of a business is carried at cost less any accumulated impairment losses, if any, and is presented separately in the consolidated statement of financial position.

For the purposes of impairment testing, goodwill is allocated to each of the cash-generating units, or groups of cash-generating units, that are expected to benefit from the synergies of the combination.

A cash-generating unit to which goodwill has been allocated is tested for impairment annually, or more frequently whenever there is an indication that the unit may be impaired. For goodwill arising on an acquisition in a reporting period, the cash-generating unit to which goodwill has been allocated is tested for impairment before the end of that reporting period. If the recoverable amount of the cash-generating unit is less than the carrying amount of the unit, the impairment loss is allocated to reduce the carrying amount of any goodwill allocated to the unit first, and then to the other assets of the unit pro rata on the basis of the carrying amount of each asset in the unit. Any impairment loss for goodwill is recognized directly in profit or loss in the consolidated statement of comprehensive income. An impairment loss for goodwill is not reversed in subsequent periods.

On disposal of the relevant cash-generating unit, the attributable amount of goodwill is included in the determination of the amount of profit or loss on disposal.

3. 重大會計政策 (續)

商譽

收購業務時產生之商譽按成本減任何累計減值虧損(如有)列賬,並於綜合財務狀況表內分開呈列。

為進行減值測試,本集團將商譽分配至預期可從收購產生之協同效益中獲益之各現金產生單位或現金產生單位組別。

獲分配商譽之現金產生單位每年作減值測試,並於有跡象顯示有關單位可能減值時更頻繁地作減值測試。倘於某一申報期進行收購而產生商譽,則會於該申報期末前對獲分配商譽之現金產生單位進行減值測試。倘現金產生單位之可收回金額低於該單位之賬面值,則首先會將減值虧損分配作扣減該單位所獲分配之商譽之賬面值,其後再根據該單位內每項資產之賬面值按比例分配至該單位內其他資產。任何商譽減值虧損直接在綜合全面收益表中之損益確認。商譽減值虧損不會於往後期間撥回。

其後出售相關現金產生單位時,計算出售損益金額時會計入應佔商譽金額。

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3. Significant Accounting Policies (Continued)

Interests in associates

An associate is an entity over which the investor has significant influence and that is neither a subsidiary nor an interest in a joint venture. Significant influence is the power to participate in the financial and operating policy decisions of the investee but is not control or joint control over those policies.

The results and assets and liabilities of associates are incorporated in these consolidated financial statements using the equity method of accounting. Under the equity method, investments in associates are initially recognised in the consolidated statement of financial position at cost as adjusted for post-acquisition changes in the Group's share of the net assets of the associates, less any identified impairment loss. When the Group's share of losses of an associate equals or exceeds its interest in that associate (which includes any long-term interests that, in substance, form part of the Group's net investment in the associate), the Group discontinues recognizing its share of further losses. Additional losses are recognized only to the extent that the Group has incurred legal or constructive obligations or made payments on behalf of that associate.

Any excess of the cost of acquisition over the Group's share of the net fair value of the identifiable assets, liabilities and contingent liabilities of the associate recognized at the date of acquisition is recognized as goodwill, which is included within the carrying amount of the investment.

Any excess of the Group's share of the net fair value of the identifiable assets, liabilities and contingent liabilities over the cost of acquisition, after reassessment, is recognized immediately in profit or loss.

3. 重大會計政策 (續)

聯營公司權益

聯營公司為投資者對其有重大影響力之公司，但並非附屬公司或合營企業權益。重大影響力指參與接受投資公司財務及經營策略決策之權力，但並非控制或共同控制該等策略。

聯營公司之業績與資產及負債按會計權益法計入綜合財務報表。根據權益法，於聯營公司之投資首次按成本（會按收購後本集團應佔聯營公司資產淨值變動調整）減任何已識別減值虧損於綜合財務狀況表確認。倘本集團應佔聯營公司虧損等於或超過所持該聯營公司權益（包括任何實質上屬於本集團於聯營公司投資淨額一部分之長期權益），則本集團會終止確認額外應佔虧損。僅當本集團已承擔法定或推定責任或代表該聯營公司作出付款時，方會確認額外虧損。

任何收購成本超逾本集團於收購日期確認聯營公司之可識別資產、負債及或然負債中所佔公平淨值，均確認為商譽（包括於投資之賬面值）。

倘於重新評估後，本集團所佔可識別資產、負債及或然負債公平淨值超逾收購成本，則有關差額即時在損益中確認。

3. Significant Accounting Policies (Continued)

Interests in associates (Continued)

The requirements of HKAS 39 are applied to determine whether it is necessary to recognize any impairment loss with respect to the Group's investment in an associate. When necessary, the entire carrying amount of the investment (including goodwill) is tested for impairment in accordance with HKAS 36 Impairment of assets as a single asset by comparing its recoverable amount (higher of value in use and fair value less costs to sell) with its carrying amount. Any impairment loss recognized forms part of the carrying amount of the investment. Any reversal of that impairment loss is recognized in accordance with HKAS 36 to the extent that the recoverable amount of the investment subsequently increases.

When a group entity transacts with its associate, profits and losses resulting from the transactions with the associate are recognized in the Group's consolidated financial statements only to the extent of interests in the associate that are not related to the Group.

Non-current assets held for sale

Non-current assets and disposal groups are classified as held for sale if their carrying amount will be recovered principally through a sale transaction rather than through continuing use. This condition is regarded as met only when the sale is highly probable and the non-current asset (or disposal group) is available for immediate sale in its present condition. Management must be committed to the sale, which should be expected to qualify for recognition as a completed sale within one year from the date of classification.

Non-current assets (and disposal groups) classified as held for sale are measured at the lower of their previous carrying amount and fair value less costs to sell.

3. 重大會計政策 (續)

聯營公司權益 (續)

本集團會應用香港會計準則第39號之規定，以釐定是否有必要確認有關本集團於聯營公司之投資之任何減值虧損。於有需要時，投資之賬面總值（包括商譽）會按照香港會計準則第36號「資產減值」，透過比較投資可收回金額（使用價值與公平值減出售成本兩者之較高者）與賬面值，作為單一資產進行減值測試。任何已確認之減值虧損組成投資之賬面值一部分。減值虧損任何撥回按照香港會計準則第36號以投資可收回金額於其後之增加為限確認。

倘集團公司與其聯營公司進行交易，則與該聯營公司進行交易所引致之損益會於本集團之綜合財務報表確認，惟僅以與本集團無關之聯營公司權益為限。

持作出售之非流動資產

倘非流動資產及出售組別之賬面值主要通過銷售交易（而非通過持續使用）收回，則其將劃分為持作銷售項目。僅於出售機會相當高及非流動資產（或出售組別）可於現況下即時出售時，本條件方被視為達成。管理層必須承諾出售，即預期應由分類日期起計一年內符合資格獲確認為已完成之銷售。

劃分為持作銷售項目之非流動資產（及出售組別）按過往賬面值與公平值減銷售成本兩者間之較低者計量。

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3. Significant Accounting Policies (Continued)

Revenue recognition

Revenue is measured at the fair value of the consideration received or receivable and represents amounts receivable for goods sold and services provided in the normal course of business, net of discounts and sales related taxes.

Revenue from sales of goods is recognized when goods are delivered and title has passed.

Management service income is recognized when services are provided.

Rental income, including rentals invoiced in advance from properties let under operating leases, is recognized on a straight line basis over the term of the relevant lease.

Interest income from a financial asset is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts the estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount on initial recognition.

Dividend income from investments is recognized when the shareholders' rights to receive payment have been established.

3. 重大會計政策 (續)

收入確認

收入按已收或應收代價之公平值計量，即於日常業務過程中所出售商品及提供服務之應收金額，並扣除折扣及銷售相關稅項。

出售貨品之收入於貨品付運及所有權轉移後確認。

管理服務之收入於提供服務時確認。

租金收入（包括根據經營租約出租物業而須先發出發票之租金）於相關租約之租期內以直線法確認。

財務資產之利息收入按時間基準以尚未償還之本金額及適用之實際利率計算，有關利率為於財務資產之估計可用年期內用以準確地貼現估計未來現金收款至該資產於首次確認時之賬面淨值之利率。

來自投資之股息收入於股東有權收取款項時確認。

3. Significant Accounting Policies (Continued)

Property, plant and equipment

Property, plant and equipment including buildings held for use in the production or supply of goods or services, or for administrative purposes are stated at cost less subsequent accumulated depreciation and accumulated impairment losses.

Depreciation is provided to write off the cost of items of property, plant and equipment over their estimated useful lives and after taking into account of their estimated residual value, using the straight-line method.

An item of property, plant and equipment is derecognized upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the item) is included in profit or loss in the period in which the item is derecognized.

3. 重大會計政策 (續)

物業、機器及設備

物業、機器及設備，包括持作供生產或供應貨品或服務使用或作行政用途之樓宇，按成本減其後累計折舊及累計減值虧損入賬。

物業、機器及設備項目之折舊撥備乃根據其估計可用年期，按直線法撇銷其成本並經計及估計剩餘價值計算。

物業、機器及設備項目於出售或預期繼續使用有關資產不會產生未來經濟利益時終止確認。終止確認資產時所產生之任何收益或虧損（按出售所得款項淨額與項目賬面值之差額計算）於項目終止確認之期間計入損益。

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3. Significant Accounting Policies (Continued)

Investment properties

Investment properties are properties held to earn rentals and/or for capital appreciation.

On initial recognition, investment properties are measured at cost, including any directly attributable expenditure. Subsequent to initial recognition, investment properties are measured at their fair values using the fair value model. Gains or losses arising from changes in the fair value of investment property are included in profit or loss for the period in which they arise.

An investment property is derecognized upon disposal or when the investment property is permanently withdrawn from use and no future economic benefits are expected from its disposals. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the profit or loss in the period in which the item is derecognized.

Leasing

Leases are classified as finance leases whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee. All other leases are classified as operating leases.

The Group as lessor

Rental income from operating leases is recognized in profit or loss on a straight-line basis over the term of the relevant lease.

3. 重大會計政策 (續)

投資物業

投資物業乃持作賺取租金及／或資本增值之物業。

於首次確認時，投資物業按成本計算，當中包括任何直接應佔開支。於首次確認後，投資物業使用公平值模式按公平值計算。投資物業公平值之變動所產生之收益或虧損將計入產生期間之損益內。

投資物業於出售、永久停用或預期出售不會帶來未來經濟利益時終止確認。終止確認資產所產生之任何收益或虧損（按出售所得款項淨額與資產賬面值之差額計算）於項目終止確認之期間計入損益。

租賃

凡根據租約條款，擁有權之絕大部分風險與回報轉歸承租人所有之租約，均列作融資租約。所有其他租約皆列作經營租約。

本集團為出租人

經營租約之租金收入於有關租期內按直線法在損益確認。

3. Significant Accounting Policies (Continued)

Leasing (Continued)

The Group as lessee

Operating lease payments are recognized as an expense on a straight-line basis over the lease term. Benefits received and receivable as an incentive to enter into an operating lease are recognized as a reduction of rental expense over the lease term on a straight-line basis.

Leasehold land and building

When a lease includes both land and building elements, the Group assesses the classification of each element as a finance or an operating lease separately based on the assessment as to whether substantially all the risks and rewards incidental to ownership of each element have been transferred to the Group. Specifically, the minimum lease payments (including any lump-sum upfront payments) are allocated between the land and the building elements in proportion to the relative fair values of the leasehold interests in the land element and building element of the lease at the inception of the lease.

To the extent the allocation of the lease payments can be made reliably, interest in leasehold land that is accounted for as an operating lease is presented as "prepaid lease payments" in the consolidated statement of financial position and is amortized over the lease term on a straight-line basis.

3. 重大會計政策 (續)

租賃 (續)

本集團為承租人

經營租賃付款以直線法按租期確認為開支。作為訂立經營租約之獎勵之已收及應收利益以直線法按租期確認為租金費用之減少。

租賃土地及樓宇

倘租約包括土地及樓宇部分，則本集團評估各部分擁有權相關之絕大部分風險與回報是否已轉移至本集團，將各部分劃分為融資租賃或經營租賃。特別是，最低租金付款（包括任何一次過預付款）按於租期開始時租約中土地部分與樓宇部分於租賃權益之相對公平值之比例分配至土地與樓宇部分。

倘若租賃付款能可靠地分配，則入賬列作經營租賃之租賃土地權益會於綜合財務狀況表呈列為「預付租賃付款」，並以直線法按有關租期攤銷。

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3. Significant Accounting Policies (Continued)

Foreign currencies

In preparing the financial statements of each individual group entity, transactions in currencies other than the functional currency of that entity (foreign currencies) are recorded in the respective functional currency (i.e. the currency of the primary economic environment in which the entity operates) at the rates of exchanges prevailing on the dates of the transactions. At the end of the reporting period, monetary items denominated in foreign currencies are retranslated at the rates prevailing at that date. Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing on the date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

Exchange differences arising on the settlement of monetary items, and on the retranslation of monetary items, are recognized in profit or loss in the period in which they arise, except for exchange differences arising on a monetary item that forms part of the Company's net investment in a foreign operation, in which case, such exchange differences are recognized in other comprehensive income in the consolidated financial statements and will be reclassified from equity to profit or loss on disposal of the foreign operation. Exchange differences arising on the retranslation of non-monetary items carried at fair value are included in profit or loss for the period except for differences arising on the retranslation of non-monetary items in respect of which gains and losses are recognized directly in other comprehensive income, in which cases, the exchange differences are also recognized directly in other comprehensive income.

3. 重大會計政策 (續)

外幣

於編製各個別集團實體之財務報表時，以該實體之功能貨幣以外之貨幣（外幣）進行之交易乃按於交易日期之匯率換算為其功能貨幣（即該實體經營所在之主要經濟環境之貨幣）。於申報期末，以外幣定值之貨幣項目乃按該日之匯率重新換算。按公平值入賬及以外幣定值之非貨幣項目乃按公平值釐定當日之匯率重新換算。按外幣過往成本計量之非貨幣項目毋須重新換算。

於結算及重新換算貨幣項目時產生之匯兌差額於其產生之期間於損益確認，惟構成本公司海外業務淨投資一部分之貨幣項目所產生之匯兌差額，會在綜合財務報表之其他全面收益中確認，並在出售海外業務時由權益重新分類至損益。重新換算非貨幣項目所產生之匯兌差額按公平值計入期間之損益，惟重新換算有關盈虧直接在其他全面收益確認之非貨幣項目所產生之匯兌差額除外，在該情況下匯兌差額亦直接在其他全面收益確認。

3. Significant Accounting Policies (Continued)

Foreign currencies (Continued)

For the purposes of presenting the consolidated financial statements, the assets and liabilities of the Group's foreign operations are translated into the presentation currency of the Group (i.e. Hong Kong dollars) at the rate of exchange prevailing at the end of the reporting period, and their income and expenses are translated at the average exchange rates for the year, unless exchange rates fluctuate significantly during the period, in which case, the exchange rates prevailing at the dates of transactions are used. Exchange differences arising, if any, are recognized in other comprehensive income and accumulated in equity (the translation reserve).

Goodwill and fair value adjustments on identifiable assets acquired arising on an acquisition of a foreign operation on or after 1 January 2005 are treated as assets and liabilities of that foreign operation and retranslated at the rate of exchange prevailing at the end of the reporting period. Exchange differences arising are recognized in the translation reserve.

Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets until such time as the assets are substantially ready for their intended use or sale. Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalization.

All other borrowing costs are recognized in profit or loss in the period in which they are incurred.

3. 重大會計政策 (續)

外幣 (續)

就綜合財務報表之呈列而言，本集團海外業務之資產與負債乃按申報期末之匯率換算為本集團之列賬貨幣（即港元），而其收入及支出乃按該年度之平均匯率換算，惟倘匯率於該期間內大幅波動則除外，在該情況下採用交易日之匯率換算。所產生之匯兌差額（如有）乃於其他全面收益確認並於權益（兌換儲備）內累計。

於二零零五年一月一日或以後因收購海外業務所產生之被收購可識別資產之商譽及公平值調整乃視作該海外業務之資產及負債，及按申報期末之適用匯率重新換算。所產生之匯兌差額於兌換儲備確認。

借款成本

收購、建造或生產合資格資產（指須經長時間方能準備就緒以供擬定用途或銷售之資產）直接應佔之借款成本乃計入該等資產之成本，直至該等資產已大致上準備就緒以供擬定用途或銷售為止。暫時投資特定借款有待應用於合資格資產前所得之投資收入，從合資格資本化之借款成本中扣除。

所有其他借款成本於所產生期間於損益確認。

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綜合財務報表附註

For the year ended 31 March 2011 截至二零一一年三月三十一日止年度

3. Significant Accounting Policies (Continued)

Retirement benefit costs

Payments to state-managed retirement benefit schemes and Mandatory Provident Fund Scheme are charged as an expense when employees have rendered service entitling them to the contributions.

Taxation

Income tax expense represents the sum of the tax currently payable and deferred tax.

The tax currently payable is based on taxable profit for the year. Taxable profit differs from profit as reported in the consolidated statement of comprehensive income because it excludes items of income or expense that are taxable or deductible in other years and it further excludes items that are never taxable or deductible. The Group's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax is recognized on temporary differences between the carrying amounts of assets and liabilities in the consolidated financial statements and the corresponding tax base used in the computation of taxable profit. Deferred tax liabilities are generally recognized for all taxable temporary differences. Deferred tax assets are generally recognized for all deductible temporary difference to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilized. Such assets and liabilities are not recognized if the temporary difference arises from goodwill or from the initial recognition (other than in a business combination) of other assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

3. 重大會計政策 (續)

退休福利成本

國家管理之退休福利計劃及強積金計劃之付款於僱員提供服務而合資格享有供款時列作開支扣除。

稅項

所得稅支出指即期應付稅項及遞延稅項之總和。

即期應付稅項按年內應課稅溢利計算。應課稅溢利與綜合全面收益表中所報之溢利不同，此乃由於前者不包括在其他年度應課稅或可扣減之收入或開支，並且不包括毋須課稅或不可扣稅之項目。本集團即期稅項負債乃按照申報期末已頒佈或實質上已頒佈之稅率計算。

遞延稅項乃就綜合財務報表中資產及負債賬面值與計算應課稅溢利相應稅基之臨時差額確認。遞延稅項負債通常會就所有應課稅臨時差額確認，而遞延稅項資產一般於將有應課稅溢利可以可扣稅臨時差額抵銷時確認所有可扣稅臨時差額。若於一項交易中，因商譽或首次確認其他資產及負債（業務合併除外）而引致之臨時差額既不影響應課稅溢利亦不影響會計溢利，則不會確認該等資產及負債。

3. Significant Accounting Policies (Continued)

Taxation (Continued)

Deferred tax liabilities are recognized for taxable temporary differences associated with investments in subsidiaries and associates, except where the Group is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future. Deferred tax assets arising from deductible temporary differences associated with such investments and interests are only recognized to the extent that it is probable that there will be sufficient taxable profits against which to utilize the benefits of the temporary differences and they are expected to reverse in the foreseeable future.

The carrying amount of deferred tax assets is reviewed at the end of the reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset is realized, based on tax rate (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Group expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities. Deferred tax is recognized in profit or loss, except when it relates to items that are recognized in other comprehensive income or directly in equity, in which case the deferred tax is also recognized in other comprehensive income or directly in equity respectively.

3. 重大會計政策 (續)

稅項 (續)

遞延稅項負債乃按因於附屬公司及聯營公司投資而引致之應課稅臨時差額而確認，惟本集團可控制臨時差額撥回及臨時差額有可能未必於可見將來撥回之情況除外。與該等投資及權益有關之可扣減臨時差額而產生之遞延稅項資產，僅在可能產生足夠應課稅溢利以動用臨時差額利益並預期可在可見將來撥回時確認。

遞延稅項資產之賬面值於申報期末檢討，並在不再可能有足夠應課稅溢利撥回全部或部分資產價值時調減。

遞延稅項資產及負債乃根據於申報期末已執行或大致上執行之稅率（及稅法），按預期於負債清償或資產變現期間適用之稅率計算。

遞延稅項負債及資產之計量反映按照本集團所預期方式於申報期末收回或結算其資產及負債賬面值之稅務後果。遞延稅項於損益中確認，惟與於其他全面收益或直接在股本權益中確認之項目有關之遞延稅項除外，在此情況下遞延稅項亦會分別於其他全面收益或直接在股本權益中確認。

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綜合財務報表附註

For the year ended 31 March 2011 截至二零一一年三月三十一日止年度

3. Significant Accounting Policies (Continued)

Intangible assets

Intangible assets acquired in a business combination

Intangible assets acquired in a business combination are recognized separately from goodwill and are initially recognized at their fair value at the acquisition date (which is regarded as their cost).

Subsequent to initial recognition, intangible assets with finite useful lives are carried at costs less accumulated amortization and any accumulated impairment losses. Amortization for intangible assets with finite useful lives is provided on a straight-line basis over their estimated useful lives. Alternatively, intangible assets with indefinite useful lives are carried at cost less any subsequent accumulated impairment losses (see the accounting policy in respect of impairment losses on tangible and intangible assets below).

Gains or losses arising from derecognition of an intangible asset are measured at the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the profit or loss in the period when the asset is derecognized.

Properties held for sale

Properties held for sale are stated at the lower of cost or net realizable value. Cost comprises all costs of purchase and other direct cost to acquire the properties. Net realizable value is calculated at the actual or estimated selling price less related costs of marketing and selling.

3. 重大會計政策 (續)

無形資產

於業務合併所收購之無形資產

於業務合併所收購之無形資產會與商譽分開確認，並首次按收購當日之公平值（被視為成本）確認。

於首次確認後，具有有限使用年期之無形資產乃按成本減累計攤銷及任何累計減值虧損列賬。具有有限使用年期之無形資產以直線法按其估計可使用年期計提攤銷。另一方面，具有無限使用年期之無形資產按成本減任何其後累計減值虧損列賬（請參閱下文有關有形及無形資產之減值虧損之會計政策）。

因終止確認無形資產而產生之收益或虧損乃按出售所得款項淨額與有關資產賬面值間之差額計量，並在該資產終止確認期間於損益中確認。

持作銷售物業

持作銷售物業按成本或可變現淨值兩者之較低者入賬。成本包括收購物業之所有購買成本及其他直接成本。可變現淨值按實際或估計售價減營銷和銷售之相關成本計算。

3. Significant Accounting Policies (Continued)

Properties under development for sale

Properties under development which are developed for future sale in ordinary course of business are stated as the lower of cost and net realizable value. Cost comprises land and related development costs directly attributable to the properties under development for sale. Net realizable value is determined by reference to professional valuations or directors estimates based on prevailing market conditions.

Inventories

Inventories are stated at the lower of cost and net realizable value. Cost is calculated using the weighted average method.

Financial instruments

Financial assets and financial liabilities are recognized in the consolidated statement of financial position when a group entity becomes a party to the contractual provisions of the instrument.

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognized immediately in profit or loss.

3. 重大會計政策 (續)

待售發展中物業

在建以供日後於日常業務過程中銷售之發展中物業按成本及可變現淨值兩者之較低者入賬。成本包括待售發展中物業直接應佔之土地及相關發展成本。可變現淨值乃參考專業估值或董事按現行市況作出之估計而釐定。

存貨

存貨以成本及可變現淨值兩者中之較低者列賬。成本乃按加權平均法計算。

財務工具

倘集團實體成為工具合約條文之訂約方，則於綜合財務狀況表確認財務資產及財務負債。

財務資產及財務負債首次按公平值計算。收購或發行財務資產及財務負債（按公平值列賬並計入損益之財務資產及財務負債除外）直接應佔之交易成本於首次確認時計入或從財務資產或財務負債之公平值扣除（視情況而定）。收購按公平值列賬並計入損益之財務資產或財務負債之直接應佔交易成本即時於損益確認。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 March 2011 截至二零一一年三月三十一日止年度

3. Significant Accounting Policies (Continued)

Financial instruments (Continued)

Financial assets

The Group's financial assets are classified into one of the three categories, including financial assets at fair value through profit or loss, loans and receivables and available-for-sale financial assets. All regular way purchases or sales of financial assets are recognized and derecognized on a trade date basis. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the marketplace.

Effective interest method

The effective interest method is a method of calculating the amortized cost of a financial asset and of allocating interest income over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts (including all fees paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial asset, or, where appropriate, a shorter period to the net carrying amount on initial recognition.

Income is recognized on an effective interest basis for debt instruments.

3. 重大會計政策 (續)

財務工具 (續)

財務資產

本集團之財務資產分為三個類別，包括按公平值列賬並計入損益之財務資產、貸款及應收款項以及可供銷售之財務資產。所有財務資產常規買賣按交易日基準確認及終止確認。財務資產常規買賣指須根據有關市場規例或慣例設定之時限內交付資產之財務資產買賣。

實際利率法

實際利率法是用以計算財務資產之攤銷成本和有關期間分配利息收入之方法。實際利率為於財務資產之預期年期或（如適用）較短年期內，用以準確地貼現估計未來現金收款（包括所有構成實際利率一部分之已付或已收費用、交易成本及其他溢價或折讓）至於首次確認時之賬面淨值之利率。

就債務工具而言，收入按實際利率基準確認。

3. Significant Accounting Policies (Continued)

Financial instruments (Continued)

Financial assets (Continued)

Financial assets at fair value through profit or loss

Financial assets at fair value through profit or loss has two subcategories, including financial assets held for trading and those designated at fair value through profit or loss on initial recognition.

A financial asset is classified as held for trading if:

- it has been acquired principally for the purpose of selling in the near future; or
- it is a part of an identified portfolio of financial instruments that the Group manages together and has a recent actual pattern of short-term profit-taking; or
- it is a derivative that is not designated and effective as a hedging instrument.

3. 重大會計政策 (續)

財務工具 (續)

財務資產 (續)

按公平值列賬並計入損益之財務資產

按公平值列賬並計入損益之財務資產包括兩個分類，即持作買賣財務資產及於首次確認時指定按公平值列賬並計入損益之財務資產。

倘若出現下列情況，則財務資產分類為持作買賣：

- 購入之主要目的為於不久將來出售；或
- 其為本集團聯合管理之財務工具之已識別組合之一部分，並擁有短期獲利之最近實際模式；或
- 其為不指定及實際作為對沖工具之衍生工具。

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3. Significant Accounting Policies (Continued)

Financial instruments (Continued)

Financial assets (Continued)

Financial assets at fair value through profit or loss (Continued)

A financial asset other than a financial asset held for trading may be designated at fair value through profit or loss upon initial recognition if:

- such designation eliminates or significantly reduces a measurement or recognition inconsistency that would otherwise arise; or
- the financial asset forms part of a group of financial assets or financial liabilities or both, which is managed and its performance is evaluated on a fair value basis, in accordance with the Group's documented risk management or investment strategy, and information about the grouping is provided internally on that basis; or
- it forms parts of a contract containing one or more embedded derivatives, and HKAS 39 permits the entire combined contract (asset or liability) to be designated as at fair value through profit or loss.

Financial assets at fair value through profit or loss are measured at fair value, with changes in fair value arising from measurement recognized directly in profit or loss in the period in which they arise. The net gain or loss recognized in profit or loss excludes any dividend or interest earned on the financial assets.

3. 重大會計政策 (續)

財務工具 (續)

財務資產 (續)

按公平值列賬並計入損益之財務資產 (續)

在下述情況下，持作買賣之財務資產以外之財務資產可在首次確認時指定按公平值列賬並計入損益：

- 該等指定消除或大幅減少可能出現之計量或確認之不一致情況；或
- 財務資產屬於一組財務資產或財務負債或兩者之部分，按照本集團既定風險管理或投資策略管理，並按公平值衡量表現，而有關分組資料亦按該基準於內部提供；或
- 屬於包含一個或多個附帶衍生工具之合約，而香港會計準則第39號容許整份合併合約（資產或負債）指定按公平值列賬並計入損益。

按公平值列賬並計入損益之財務資產按公平值計量，而計量所產生之公平值變動則於產生之期間內直接於損益確認。於損益確認之收益或虧損淨額不包括財務資產賺取之任何股息或利息。

3. Significant Accounting Policies (Continued)

Financial instruments (Continued)

Financial assets (Continued)

Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. Subsequent to initial recognition, loans and receivables (including trade and other receivables, convertible notes receivable, short-term loans receivable, loans to associates, amounts due from related companies and bank balances) are carried at amortized cost using the effective interest method, less any identified impairment losses (see accounting policy on impairment loss on financial assets below).

Available-for-sale financial assets

Available-for-sale financial assets are non-derivatives that are either designated or not classified as financial assets at fair value through profit or loss, loans and receivables or held-to-maturity investments.

Available-for-sale financial assets are measured at fair value at the end of the reporting period. Changes in fair value are recognized in other comprehensive income and accumulated in investment revaluation reserve, until the financial asset is disposed of or is determined to be impaired, at which time, the cumulative gain or loss previously accumulated in the investment revaluation reserve is reclassified to profit or loss (see accounting policy on impairment loss on financial assets below).

3. 重大會計政策 (續)

財務工具 (續)

財務資產 (續)

貸款及應收款項

貸款及應收款項為有固定或可確定付款而並無活躍市場報價之非衍生財務資產。於首次確認後，貸款及應收款項（包括貿易及其他應收款項、應收可兌換票據、應收短期貸款、給予聯營公司貸款、應收關連公司款項及銀行結餘）按攤銷成本以實際利率法減去任何已識別減值虧損入賬（請參閱下文有關財務資產減值虧損之會計政策）。

可供銷售之財務資產

可供銷售之財務資產為指定或不獲劃分為按公平值列賬並計入損益之財務資產、貸款及應收款項或持至到期投資之非衍生工具。

可供銷售之財務資產於申報期末按公平值計量。公平值之變動於其他全面收益中確認，並於投資重估儲備累積，直至財務資產出售或確定出現減值為止，在該情況下，先前在投資重估儲備確認之累計收益或虧損重新分類至損益（請參閱下文有關財務資產減值虧損之會計政策）。

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綜合財務報表附註

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3. Significant Accounting Policies (Continued)

Financial instruments (Continued)

Financial assets (Continued)

Available-for-sale financial assets (Continued)

For available-for-sale equity investments that do not have a quoted market price in an active market and whose fair value cannot be reliably measured, they are measured at cost less any identified impairment losses at the end of each reporting period (see accounting policy on impairment loss on financial assets below).

Impairment of financial assets

Financial assets, other than those at fair value through profit or loss, are assessed for indicators of impairment at the end of the reporting period. Financial assets are impaired where there is objective evidence that, as a result of one or more events that occurred after the initial recognition of the financial asset, the estimated future cash flows of the financial assets have been affected.

For an available-for-sale equity investment, a significant or prolonged decline in the fair value of that investment below its cost is considered to be objective evidence of impairment.

3. 重大會計政策 (續)

財務工具 (續)

財務資產 (續)

可供銷售之財務資產 (續)

至於在活躍市場並無市場報價及其公平值無法可靠地計量之可供銷售股本投資，則於各申報期末按成本扣除已識別減值虧損計量（請參閱下文有關財務資產減值虧損之會計政策）。

財務資產減值

除按公平值列賬並計入損益者外，財務資產於申報期末評估是否有減值跡象。倘有客觀證據證明首次確認財務資產後發生之一項或多項事件令財務資產之估計未來現金流量受到影響，則財務資產屬已減值。

就可供銷售股本投資而言，倘該項投資之公平值大幅或長期下跌至低於其成本，則被視為減值之客觀證據。

3. Significant Accounting Policies (Continued)

Financial instruments (Continued)

Financial assets (Continued)

Impairment of financial assets (Continued)

For all other financial assets, objective evidence of impairment could include:

- significant financial difficulty of the issuer or counterparty; or
- breach of contract, such as default or delinquency in interest or principal payments; or
- it becoming probable that the borrower will enter bankruptcy or financial re-organization; or
- the disappearance of an active market for that financial asset because of financial difficulties.

For certain categories of financial asset, such as trade and other receivables, assets that are assessed not to be impaired individually are subsequently assessed for impairment on a collective basis. Objective evidence of impairment for a portfolio of receivables could include the Group's past experience of collecting payments, an increase in the number of delayed payments in the portfolio past the average credit period of one to two months, observable changes in national or local economic conditions that correlate with default on receivables.

3. 重大會計政策 (續)

財務工具 (續)

財務資產 (續)

財務資產減值 (續)

就所有其他財務資產而言，減值之客觀證據可包括：

- 發行人或對手方遇到嚴重財政困難；或
- 違反合約，如逾期或拖欠利息或本金還款；或
- 借款人有可能破產或進行財務重組；或
- 該項財務資產之活躍市場因遇到財政困難而消失。

就若干財務資產類別，例如貿易及其他應收款項而言，被評估為非個別減值之資產，乃於其後按整體基準進行減值評估。應收款項組合之客觀減值證據可包括本集團之過往收款經驗、組合內延遲還款至超逾一至兩個月之平均信貸期之次數增加，以及與應收款項逾期有關之全國或地方經濟狀況明顯改變。

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3. Significant Accounting Policies (Continued)

Financial instruments (Continued)

Financial assets (Continued)

Impairment of financial assets (Continued)

For financial assets carried at amortized cost, an impairment loss is recognized in profit or loss when there is objective evidence that the asset is impaired, and is measured as the difference between the asset's carrying amount and the present value of the estimated future cash flows discounted at the original effective interest rate.

For financial assets carried at cost, the amount of the impairment loss is measured as the difference between the asset's carrying amount and the present value of the estimated future cash flows discounted at the current market rate of return for a similar financial asset. Such impairment loss will not be reversed in subsequent periods.

The carrying amount of the financial asset is reduced by the impairment loss directly for all financial assets with the exception of trade and other receivables and short term loans receivable, where the carrying amount is reduced through the use of an allowance account. Changes in the carrying amount of the allowance account are recognized in profit or loss. When a receivable is considered uncollectible, it is written off against the allowance account. Subsequent recoveries of amounts previously written off are credited to profit or loss.

3. 重大會計政策 (續)

財務工具 (續)

財務資產 (續)

財務資產減值 (續)

就按攤銷成本列賬之財務資產而言，減值虧損乃於有客觀證據證明資產出現減值時於損益確認，並按該資產之賬面值與按原先實際利率貼現之估計未來現金流量之現值間之差額計量。

就按成本列賬之財務資產而言，減值虧損金額按資產賬面值與同類財務資產按現行市場回報率貼現之估計未來現金流量現值間之差額計量。該項減值虧損不會於往後期間撥回。

就所有財務資產而言，財務資產之賬面值直接按減值虧損減少，惟貿易及其他應收款項以及短期應收貸款除外，其賬面值乃透過使用撥備賬而減少。撥備賬之賬面值變動於損益確認。倘應收款項被視為無法收回，則與撥備賬撇銷。其後收回過往撇銷之款項計入損益。

3. Significant Accounting Policies (Continued)

Financial instruments (Continued)

Financial assets (Continued)

Impairment of financial assets (Continued)

For financial assets measured at amortized cost, if, in a subsequent period, the amount of impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment losses was recognized, the previously recognized impairment loss is reversed through profit or loss to the extent that the carrying amount of the asset at the date the impairment is reversed does not exceed what the amortized cost would have been had the impairment not been recognized.

Impairment losses on available-for-sale equity investments will not be reversed in profit or loss in subsequent periods. Any increase in fair value subsequent to impairment loss is recognized directly in other comprehensive income and accumulated in investment revaluation reserve. For available-for-sale debt investments, impairment losses are subsequently reversed if an increase in the fair value of the investment can be objectively related to an event occurring after the recognition of the impairment loss.

3. 重大會計政策 (續)

財務工具 (續)

財務資產 (續)

財務資產減值 (續)

就按攤銷成本計量之財務資產而言，倘於往後期間，減值虧損金額減少，而該減少可客觀地與確認減值虧損後發生之事件有關，則先前確認之減值虧損透過損益撥回，惟該資產於撥回減值日期之賬面值不得超過在並無確認減值之情況下應有之攤銷成本。

可供銷售股本投資之減值虧損不會在往後期間在損益回撥。計提減值虧損後之任何公平值增加乃在其他全面收益內直接確認，並於投資重估儲備內累積。就可供銷售債務投資而言，倘投資公平值之增加能客觀地與在確認減值虧損後發生之事件相關，則在其後撥回減值虧損。

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3. Significant Accounting Policies (Continued)

Financial instruments (Continued)

Financial liabilities and equity instruments

Financial liabilities and equity instruments issued by a group entity are classified according to the substance of the contractual arrangements entered into and the definitions of a financial liability and an equity instrument.

An equity instrument is any contract that evidences a residual interest in the assets of the group after deducting all of its liabilities.

Effective interest method

The effective interest method is a method of calculating the amortized cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments through the expected life of the financial liability, or, where appropriate, a shorter period.

Interest expense is recognized on an effective interest basis.

Other financial liabilities

Other financial liabilities including trade and other payables, amounts due to associates, amounts due to related companies, amount due to a non-controlling shareholder, borrowings and bank overdrafts are subsequently measured at amortized cost, using the effective interest method.

3. 重大會計政策 (續)

財務工具 (續)

財務負債及股本工具

集團實體發行之財務負債及股本工具根據所訂立合約安排之內容以及財務負債及股本工具之定義分類。

股本工具乃證明於集團資產經扣除一切負債後之剩餘權益之任何合約。

實際利率法

實際利率法是用以計算財務負債之攤銷成本和在有關期間分配利息開支之方法。實際利率是在財務負債之預期年期或(如適用)較短年期內,準確地貼現估計未來現金付款之利率。

利息開支按實際利率基準確認。

其他財務負債

其他財務負債包括貿易及其他應付款項、應付聯營公司款項、應付關連公司款項、應付一名非控股股東款項、借款及銀行透支,其後利用實際利率法按攤銷成本計量。

3. Significant Accounting Policies (Continued)

Financial instruments (Continued)

Financial liabilities and equity instruments (Continued)

Convertible loan notes

Convertible loan notes issued by the Company that contain both the liability and conversion option components are classified separately into respective items on initial recognition. Conversion option that will be settled by the exchange of a fixed amount of cash or another financial asset for a fixed number of the Company's own equity instruments is classified as an equity instrument.

On initial recognition, the fair value of the liability component is determined using the prevailing market interest of similar non-convertible debts. The difference between the gross proceeds of the issue of the convertible loan notes and the fair value assigned to the liability component, representing the conversion option for the holder to convert the loan notes into equity, is included in equity (convertible loan notes reserve).

In subsequent periods, the liability component of the convertible loan notes is carried at amortized cost using the effective interest method. The equity component, representing the option to convert the liability component into ordinary shares of the Company, will remain in convertible loan notes reserve until the embedded option is exercised (in which case the balance stated in convertible loan notes reserve will be transferred to share premium). Where the option remains unexercised at the expiry date, the balance stated in convertible loan notes reserve will be released to the retained profits/accumulated losses. No gain or loss is recognized in profit or loss upon conversion or expiration of the option.

3. 重大會計政策 (續)

財務工具 (續)

財務負債及股本工具 (續)

可換股貸款票據

本公司發行之可換股貸款票據包含負債及兌換權部分，並於首次確認時分開歸類於各自之項目。兌換權以固定金額之現金或其他財務資產兌換為本公司本身固定數目之股本工具結算，分類為股本工具。

於首次確認時，負債部分之公平值乃按類似非可換股債務之現行市場息率釐定。發行可換股貸款票據所得款項總額與歸入負債部分之公平值之差額（即持有人將貸款票據兌換為股本權益之兌換權）計入權益（可換股貸款票據儲備）。

於其後期間，可換股貸款票據之負債部分採用實際利率法以攤銷成本入賬。權益部分（即將負債部分兌換為本公司普通股之期權）將保留於可換股貸款票據儲備內，直至附帶期權行使為止（屆時於可換股貸款票據儲備呈列之結存將轉撥至股份溢價）。倘該期權於到期日仍未獲行使，則於可換股貸款票據儲備呈列之結存將撥入保留溢利／累計虧損。期權於兌換或失效時之收益或虧損不會於損益內確認。

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3. Significant Accounting Policies (Continued)

Financial instruments (Continued)

Financial liabilities and equity instruments (Continued)

Convertible loan notes (Continued)

Transaction costs that relate to the issue of the convertible loan notes are allocated to the liability and equity components in proportion to the allocation of the gross proceeds. Transaction costs relating to the equity component are charged directly to equity. Transaction costs relating to the liability component are included in the carrying amount of the liability portion and amortized over the period of the convertible loan notes using the effective interest method.

Equity instruments

Equity instruments issued by the Company are recorded at the proceeds received, net of direct issue costs.

Warrants

Warrants issued by the Company that will be settled by the exchange of a fixed amount of cash for a fixed number of the Company's own equity instruments are classified as an equity instrument.

For warrants issued to subscribers of the Company's shares, the fair value of warrants on the date of issue is recognized in equity (warrant reserve). The warrant reserve will be transferred to share capital and share premium upon exercise of the warrants. Where the warrants remain unexercised at the expiry date, the amount previously recognized in warrant reserve will be transferred to the retained profits/accumulated losses.

3. 重大會計政策 (續)

財務工具 (續)

財務負債及股本工具 (續)

可換股貸款票據 (續)

有關發行可換股貸款票據之交易成本乃按所得款項總額之分配比例，分配至負債及權益部分。有關權益部分之交易成本直接於權益支銷。有關負債部分之交易成本則列入負債部分之賬面值內，並於可換股貸款票據年內按實際利率法攤銷。

股本工具

本公司發行之股本工具按已收所得款項減直接發行成本入賬。

認股權證

本公司發行之認股權證（將以固定金額之現金交換本公司本身固定數目之股本工具結算）分類為股本工具。

對於已發行予本公司股份之認購人之認股權證而言，認股權證於發行日期之公平值於權益（認股權證儲備）確認。認股權證儲備將於認股權證獲行使時轉撥至股本及股份溢價。倘認股權證於到期日仍未獲行使，之前已於認股權證儲備確認之金額將轉撥至保留溢利／累計虧損。

3. Significant Accounting Policies (Continued)

Financial instruments (Continued)

Derivative financial instruments

Derivatives are initially recognized at fair value at the date a derivative contract is entered into and are subsequently remeasured to their fair value at the end of the reporting period. The resulting gain or loss from fair value changes is recognized in profit or loss.

Derivatives embedded in non-derivative host contracts are treated as separate derivatives when their risks and characteristics are not closely related to those of the host contracts and the host contracts are not measured at fair value with changes in fair value recognized in profit or loss.

Financial guarantee contracts

A financial guarantee contract is a contract that requires the issuer to make specified payments to reimburse the holder for a loss it incurs because a specified debtor fails to make payment when due in accordance with the original or modified terms of a debt instrument. A financial guarantee contract issued by the Group and not designated as at fair value through profit or loss is recognized initially at its fair value less transaction costs that are directly attributable to the issue of the financial guarantee contract. Subsequent to initial recognition, the Group measures the financial guarantee contract at the higher of: (i) the amount determined in accordance with HKAS 37 Provisions, Contingent Liabilities and Contingent Assets; and (ii) the amount initially recognized less, when appropriate, cumulative amortization recognized in accordance with HKAS 18 Revenue.

3. 重大會計政策 (續)

財務工具 (續)

衍生財務工具

衍生工具初步按於訂立衍生工具合約之日之公平值確認，其後於申報期末按公平值重新計量。公平值變動產生之收益或虧損於損益確認。

倘非衍生工具主合約附帶之衍生工具之風險及特徵與其主合約無緊密關連，而主合約不會按公平值計量，該等衍生工具將作為個別之衍生工具處理，而其公平值變動則於損益確認。

財務擔保合約

財務擔保合約乃合約發行者根據某項債務工具原有或經修改之條款，因某特定債務人於到期日未能償還款項而須支付特定款項以補償合約持有者招致之損失之合約。由本集團發行而非指定按公平值列賬並計入損益之財務擔保合約，於首次確認時以其公平值減發行財務擔保合約直接應佔之交易成本列賬。於首次確認後，本集團以下列較高者計量財務擔保合約：(i)根據香港會計準則第37號「撥備、或然負債及或然資產」釐定之金額；及(ii)根據香港會計準則第18號「收入」首次確認之金額減去（如適用）已確認之累計攤銷。

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3. Significant Accounting Policies (Continued)

Financial instruments (Continued)

Derecognition

Financial assets are derecognized when the rights to receive cash flows from the assets expire or, the financial assets are transferred and the Group has transferred substantially all the risks and rewards of ownership of the financial assets.

On derecognition of a financial asset, the difference between the asset's carrying amount and the sum of the consideration received and receivable and the cumulative gain or loss that had been recognized in other comprehensive income and accumulated in equity is recognized in profit or loss.

Financial liabilities are derecognized when the obligation specified in the relevant contract is discharged, cancelled or expires. The difference between the carrying amount of the financial liability derecognized and the consideration paid and payable is recognized in profit or loss.

3. 重大會計政策 (續)

財務工具 (續)

終止確認

當收取資產現金流量之權利屆滿，或財務資產已被轉讓而本集團已轉讓該項財務資產擁有權之絕大部分風險及回報時，會終止確認有關財務資產。

於終止確認財務資產時，該項資產賬面值與已收及應收代價及於其他全面收益中確認及於權益累計之累計收益或虧損之總和之差額會於損益確認。

當有關合約所訂明責任獲解除、註銷或屆滿時，會終止確認財務負債。終止確認之財務負債賬面值與已付及應付代價之差額會於損益確認。

3. Significant Accounting Policies (Continued)

Impairment losses on tangible and intangible assets other than goodwill (see the accounting policy in respect of goodwill above)

At the end of the reporting period, the Group reviews the carrying amounts of its tangible and intangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss, if any. In addition, intangible assets with indefinite useful lives and intangible assets not yet available for use are tested for impairment annually, and whenever there is an indication that they may be impaired. If the recoverable amount of an asset is estimated to be less than its carrying amount, the carrying amount of the asset is reduced to its recoverable amount. An impairment loss is recognized as an expense immediately.

Where an impairment loss subsequently reverses, the carrying amount of the asset is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognized for the asset in prior years. A reversal of an impairment loss is recognized as income immediately.

3. 重大會計政策 (續)

有形及無形資產(商譽除外)減值虧損(請參閱上文有關商譽之會計政策)

於申報期末，本集團檢討其有形及無形資產之賬面值，以確定有否跡象顯示該等資產出現減值虧損。倘存在有關跡象，則估算資產之可收回金額以釐定減值虧損(如有)之程度。此外，擁有無限可使用年期之無形資產及未可供使用之無形資產每年及當有跡象顯示可能減值時，進行減值測試。倘某項資產之可收回金額估計低於其賬面值，該資產之賬面值將減至其可收回金額。減值虧損即時確認為開支。

倘減值虧損其後撥回，則資產賬面值將增至其經修訂之估計可收回金額，惟已增加之賬面值不得超出假設過往年度並無就資產確認任何減值虧損而釐定之賬面值。減值虧損撥回會即時確認為收入。

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4. Key Sources of Estimation Uncertainty

The following are the key assumptions concerning the future, and other key sources of estimation uncertainty at the end of reporting period, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year.

Estimated impairment loss on convertible notes receivable

In determining whether there is objective evidence of impairment of the Group's convertible notes receivable, the Group takes into consideration of its estimation of future cash flows. The amount of the impairment loss for convertible notes receivable is measured as the difference between carrying amount of the convertible notes receivables and the present value of estimated future cash flows discounted at its original effective interest rate (i.e. the effective interest rate computed at initial recognition). Where the actual future cash flows are less than expected, a material impairment loss may arise. As at 31 March 2011, the carrying amount of convertible notes receivable is HK\$291,487,000 (2010: HK\$797,850,000).

Estimated impairment of intangible assets

Determining whether intangible assets is impaired requires an estimation of the value in use of the cash-generating units to which intangible assets has been allocated. The value in use calculation requires the entity to estimate the future cash flows expected to arise from the cash-generating unit and a suitable discount rate in order to calculate present value. Where the actual future cash flows are less than expected, a material impairment loss may arise. The management performed an impairment assessment on intangible assets and no impairment loss was recognized in the consolidated financial statement (2010: HK\$19,475,000). As at 31 March 2011, the carrying amount of intangible assets (net of accumulated impairment losses) is HK\$54,062,000 (2010: HK\$58,332,000).

4. 主要不確定估計來源

下列為有關日後主要假設及於申報期末其他主要不確定估計來源，而該等假設及不確定估計存在使下一個財政年度之資產及負債賬面值作出重大調整之重大風險。

應收可兌換票據之估計減值虧損

在釐定是否有客觀證據顯示本集團之應收可兌換票據出現減值時，本集團會考慮其對未來現金流量之估計。應收可兌換票據之減值虧損金額乃按應收可兌換票據之賬面值與估計未來現金流量按其初始實際利率（即於首次確認時計算所得之實際利率）貼現後之現值兩者間之差額計量。倘實際未來現金流量低於預期，則可能會出現重大減值虧損。於二零一一年三月三十一日，應收可兌換票據之賬面值為291,487,000港元（二零一零年：797,850,000港元）。

無形資產估計減值

釐定無形資產是否減值須對獲分派無形資產之現金產生單位之使用價值作出估計。使用價值計算要求有關實體估計預期產生自現金產生單位之未來現金流量及適當貼現率以計算現值。倘實際未來現金流量低於預期，則可能會出現重大減值虧損。管理層已對無形資產進行減值評估，並無於綜合財務報表確認減值虧損（二零一零年：19,475,000港元）。於二零一一年三月三十一日，無形資產之賬面值（扣除累計減值虧損）為54,062,000港元（二零一零年：58,332,000港元）。

4. Key Sources of Estimation Uncertainty (Continued)

Estimated impairment of property, plant and equipment

Determining whether property, plant and equipment are impaired requires an estimation of the value in use of the cash-generating units to which property, plant and equipment have been allocated. The value in use calculation requires the Group to estimate the future cash flows expected to arise from the cash-generating units and a suitable discount rate in order to calculate the present value. Where the actual future cash flows are less than expected, a material impairment loss may arise. The management performed an impairment assessment on property, plant and equipment and no impairment loss was recognized in respect of the year ended 31 March 2011 (2010: HK\$28,892,000). As at 31 March 2011, the carrying amount of property, plant and equipment are HK\$111,052,000 (2010: HK\$116,126,000).

Estimated write down on properties under development for sale and properties held for sale

Management regularly reviews the recoverability of the Group's properties under development for sale and properties held for sale with reference to the current market environment whenever events or changes in circumstances indicate that the carrying amount of the assets exceeds its recoverable amount. Appropriate write down for properties under development and properties held for sale is made if the net realizable value is lower than its carrying amount. As at 31 March 2011, the aggregate carrying amount of properties under development for sale and properties held for sale is approximately HK\$1,696,355,000 (2010: HK\$1,439,906,000).

4. 主要不確定估計來源 (續)

物業、機器及設備估計減值

釐定物業、機器及設備是否減值須對獲分派物業、機器及設備之現金產生單位之使用價值作出估計。使用價值計算要求本集團估計預期產生自現金產生單位之未來現金流量及適當貼現率以計算現值。倘實際未來現金流量低於預期，則可能會出現重大減值虧損。管理層已對物業、機器及設備進行減值評估，並無就截至二零一一年三月三十一日止年度確認減值虧損（二零一零年：28,892,000港元）。於二零一一年三月三十一日，物業、機器及設備之賬面值為111,052,000港元（二零一零年：116,126,000港元）。

待售發展中物業及持作銷售物業估計撇減

倘發生任何事件或情況有變，顯示資產之賬面值超出其可收回數額時，管理層會定期參考現行市場環境，檢討本集團待售發展中物業及持作銷售物業之可收回程度。倘可變現淨值低於其賬面值，則會就發展中物業及持作銷售物業計提適當撇減。於二零一一年三月三十一日，待售發展中物業及持作銷售物業之總賬面值約為1,696,355,000港元（二零一零年：1,439,906,000港元）。

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5. Capital Risk Management

The Group manages its capital to ensure that entities in the Group will be able to continue as a going concern while maximizing the return to shareholders through the optimization of the debt and equity balance. The Group's overall strategy remains unchanged from prior year.

The capital structure of the Group consists of debt, which includes the borrowings and convertible loan notes which are disclosed in notes 35 and 38 respectively, and equity attributable to owners of the Company, comprising issued share capital and various reserves.

The directors of the Company review the capital structure on a regular basis. As part of this review, the directors consider the cost of capital and the risks associated with each class of capital. Based on recommendations of the directors, the Group will balance its overall capital structure through the payment of dividends, new share issues, new borrowings raised and repayment of borrowings.

5. 資本風險管理

本集團之資本管理為確保本集團內各實體可以持續方式經營，同時透過適當平衡負債與權益結構為股東帶來最大回報。本集團之整體策略與去年維持不變。

本集團之資本架構包括債務（包括分別於附註35及38披露之借款及可換股貸款票據）及本公司擁有人應佔權益（包括已發行股本及各項儲備）。

本公司董事定期檢討資本架構。作為該檢討一部分，董事考慮資本成本與各類資本之相關風險。根據董事建議，本集團將透過派發股息、發行新股、新增借款及償還借款，以平衡其整體資本架構。

6. Financial Instruments

6a. Categories of financial instruments

		2011 二零一一年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元
Financial assets	財務資產		
<i>Fair value through profit or loss</i>	<i>按公平值列賬並計入損益</i>		
– Investments held for trading	– 持作買賣投資	5,375	262
– Conversion options embedded in convertible notes	– 可兌換票據兌換權	–	894
		5,375	1,156
<i>Available-for-sale financial assets</i>	<i>可供銷售財務資產</i>	252,401	443,420
<i>Loans and receivables</i>	<i>貸款及應收款項</i>		
Convertible notes receivable	應收可兌換票據	291,487	797,850
Trade and other receivables	貿易及其他應收款項	27,744	18,517
Short-term loans receivable	應收短期貸款	5,000	1,000
Amounts due from related companies	應收關連公司款項	–	993
Loans to associates	給予聯營公司貸款	109,124	109,433
Bank balances and cash	銀行結餘及現金	443,763	741,035
		877,118	1,668,828
Total	總計	1,134,894	2,113,404
Financial liabilities at amortized cost	按攤銷成本列賬之財務負債		
Trade and other payables	貿易及其他應付款項	404,654	286,773
Amounts due to associates	應付聯營公司款項	1,437	1,437
Amounts due to related companies	應付關連公司款項	–	107,245
Amount due to a non-controlling shareholder	應付一名非控股股東款項	–	174,641
Borrowings	借款	273,468	138,563
Convertible loan notes	可換股貸款票據	367,341	673,963
		1,046,900	1,382,622

6. 財務工具

6a. 財務工具類別

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綜合財務報表附註

For the year ended 31 March 2011 截至二零一一年三月三十一日止年度

6. Financial Instruments (Continued)

6b. Financial risk management objectives and policies

The Group's major financial instruments are set out in note 6(a) above and details of these financial instruments are disclosed in respective notes. The risks associated with these financial instruments and the policies on how to mitigate these risks are set out below. The management manages and monitors these exposures to ensure appropriate measures are implemented on a timely and effective manner.

(i) Credit risk management

As at 31 March 2011, the Group's maximum exposure to credit risk which will cause a financial loss to the Group due to failure to discharge an obligation by the counterparties and the financial guarantees issued by the Group arising from:

- the carrying amount of the respective recognized financial assets as stated in the consolidated statement of financial position; and
- the amount of contingent liabilities in relation to financial guarantee issued by the Group as disclosed in note 44.

6. 財務工具 (續)

6b. 財務風險管理目標及政策

本集團之主要財務工具載列於上文附註6(a)，該等財務工具詳情亦於各附註披露。下文載列與該等財務工具有關之風險及減低該等風險之政策。管理層管理並監控該等風險，以確保及時和有效地採取適當之措施。

(i) 信貸風險管理

於二零一一年三月三十一日，本集團因對手方未能履行責任及本集團提供財務擔保而引致財務虧損之最大信貸風險來自：

- 綜合財務狀況表所載各項已確認財務資產之賬面值；及
- 附註44所披露有關本集團提供財務擔保之或然負債金額。

6. Financial Instruments (Continued)

6b. Financial risk management objectives and policies (Continued)

(i) Credit risk management (Continued)

In order to minimize the credit risk, the management of the Group has delegated a team responsible for determination of credit limits, credit approvals and other monitoring procedures to ensure that follow-up action is taken to recover overdue debts. In addition, the Group reviews the recoverable amount of each individual debt at the end of the reporting period to ensure that adequate impairment losses are made for irrecoverable amounts. In this regard, the directors of the Company consider that the Group's credit risk is significantly reduced.

The credit risk on liquid funds is limited because the counterparties are banks and other financial institutions with good reputation.

In addition, the credit risk on corporate guarantee given to its associate is limited because the management will regularly review their financial performance.

6. 財務工具 (續)

6b. 財務風險管理目標及政策 (續)

(i) 信貸風險管理 (續)

為降低信貸風險，本集團管理層已委派一組人員負責制訂信貸限額、信貸審批及其他監控措施，以確保採取跟進措施收回逾期未付之債項。此外，本集團於申報期末評估每項個別債項之可收回金額，以確保已就不可收回金額作出足夠之減值虧損。就此，本公司董事認為本集團之信貸風險已大幅降低。

由於對手方均為具有良好信譽之銀行及其他金融機構，故此流動資金之信貸風險有限。

此外，由於管理層將定期檢討本集團聯營公司之財務表現，故此有關本集團向其聯營公司提供公司擔保之信貸風險有限。

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綜合財務報表附註

For the year ended 31 March 2011 截至二零一一年三月三十一日止年度

6. Financial Instruments (Continued)

6b. Financial risk management objectives and policies (Continued)

(i) Credit risk management (Continued)

Included in loans to associates is a loan to an associate China Enterprises Limited ("CEL") amounting to HK\$107,219,000 as at 31 March 2011 (2010: HK\$107,477,000), which expose the Group to concentration of credit risk on the counterparty. The Group assesses the credit risk of the loan by reviewing and monitoring the financial performance of CEL. Since CEL has been profitable with positive net asset value, the management consider the default risk on the receivables is not significant. At the end of the reporting period, the Group also assesses the financial position and performance of the issuer of the convertible notes of carrying amount HK\$291,487,000 (2010: HK\$797,850,000) and in view of sufficient net asset of the issuer and satisfactory result, the management consider the default risk on the convertible note receivable is not significant. Other than that, the Group has no other significant concentration of credit risk.

6. 財務工具 (續)

6b. 財務風險管理目標及政策 (續)

(i) 信貸風險管理 (續)

於二零一一年三月三十一日，給予聯營公司貸款包括給予聯營公司China Enterprises Limited (「CEL」)之貸款107,219,000港元(二零一零年：107,477,000港元)，故本集團面臨對該對手方之集中信貸風險。本集團透過檢討及監控CEL之財務表現評估貸款之信貸風險。由於CEL一直錄得溢利並擁有正資產淨值，故管理層認為未能收回應收款項之風險並不重大。於申報期末，本集團亦評估賬面值291,487,000港元(二零一一年：797,850,000港元)可兌換票據發行人之財務狀況及表現，並鑑於發行人有足夠資產淨值及業績理想，故管理層認為未能收回應收可兌換票據之風險並不重大。除此之外，本集團並無其他重大集中信貸風險。

6. Financial Instruments (Continued)

6b. Financial risk management objectives and policies (Continued)

(ii) Market risk

(i) Interest rate risk

The Group's fair value interest rate risk primarily relate to debt components of convertible notes included in convertible notes receivable and convertible loan notes liabilities issued by the Company as set out in notes 24 and 38 respectively.

The Group's cash flow interest rate risk primarily relate to variable-rate short-term loans receivable, amounts due from (to) related companies, loans to associates, variable-rate other payables and borrowings as set out in notes 30, 31, 32, 34 and 35 respectively.

The Group maintains a mixture of variable rate and fixed rate borrowings. The Group currently does not have an interest rate hedging policy. However, management monitor interest rate change exposure and will consider hedging significant interest rate exposure should the need arise.

6. 財務工具 (續)

6b. 財務風險管理目標及政策 (續)

(ii) 市場風險

(i) 利率風險

本集團之公平值利率風險主要關於分別載列於附註24及38之可兌換票據之債務部分(計入應收可兌換票據)及本公司發行之可換股貸款票據負債。

本集團之現金流量利率風險主要關於分別載列於附註30、31、32、34及35之應收浮息短期貸款、應收(應付)關連公司款項、給予聯營公司貸款、其他浮息應付款項及借款。

本集團維持浮息及定息借款之組合。本集團目前並無利率對沖政策。然而，管理層監控利率變動風險，並會考慮於必要時對沖重大利率風險。

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6. Financial Instruments (Continued)

6b. Financial risk management objectives and policies (Continued)

(ii) Market risk (Continued)

(i) Interest rate risk (Continued)

The Group's exposures to interest rates on financial liabilities are detailed in the liquidity risk management section of this note. The Group's cash flow interest rate risk is mainly concentrated on the fluctuation of Hong Kong Inter-Bank Offer Rate and the prime lending rate arising from the Group's Hong Kong dollar denominated borrowings.

Sensitivity analysis

Regarding the cash flow interest rate risk, the sensitivity analysis below have been determined based on the exposure to interest rates for non-derivative instruments at the end of the reporting period. For variable-rate short-term loans receivable, amounts due from related companies, loans to associates, variable-rate other payables, borrowings and amounts due to related companies, the analysis is prepared assuming the amount of the relevant asset and liability outstanding at the end of the reporting period was outstanding for the whole year. A 50 basis point increase or decrease represents management's assessment of the reasonably possible change in interest rates.

6. 財務工具 (續)

6b. 財務風險管理目標及政策 (續)

(ii) 市場風險 (續)

(i) 利率風險 (續)

本集團有關財務負債之利率風險於本附註之流動資金風險管理一節詳述。本集團之現金流量利率風險主要集中於源自其港元計值借款之香港銀行同業拆息率及最優惠借貸利率之波動。

敏感度分析

就現金流量利率風險而言，下文敏感度分析乃根據於申報期末所承受之非衍生工具利率風險而釐定。就應收浮息短期貸款、應收關連公司款項、給予聯營公司貸款、其他浮息應付款項、借款及應付關連公司款項而言，分析乃假設於申報期末之相關資產及未償還負債金額為於整個年度內存在及未償還而作出。增加或減少50個基點代表管理層對利率之合理潛在變動而作出之評估。

6. Financial Instruments (Continued)

6b. Financial risk management objectives and policies (Continued)

(ii) Market risk (Continued)

(i) Interest rate risk (Continued)

Sensitivity analysis (Continued)

If interest rates had been 50 basis points higher/lower and all other variables were held constant, the Group's post-tax profit for the year ended 31 March 2011 would increase/decrease by HK\$483,000 (2010: HK\$1,808,000).

(ii) Price risk on listed securities under available-for-sale investments and investments held for trading

The Group is primarily exposed to equity price risk through its investments in listed equity securities included in available-for-sale investments and investments held for trading. The management manages this exposure by maintaining a portfolio of investments with different risks. The Group's equity price risk is mainly concentrated on equity instruments quoted in the Stock Exchange.

6. 財務工具 (續)

6b. 財務風險管理目標及政策 (續)

(ii) 市場風險 (續)

(i) 利率風險 (續)

敏感度分析 (續)

倘利率增加／減少50個基點，而所有其他變數維持不變，本集團截至二零一一年三月三十一日止年度之除稅後溢利將增加／減少483,000港元（二零一零年：1,808,000港元）。

(ii) 可供銷售投資及持作買賣投資下之上市證券價格風險

本集團主要於計入可供銷售投資及持作買賣投資之上市股本證券之投資面對股本價格風險。管理層透過維持不同風險投資之組合管理該風險。本集團之股本價格風險主要集中於在聯交所報價之股本工具。

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6. Financial Instruments (Continued)

6b. Financial risk management objectives and policies (Continued)

(ii) Market risk (Continued)

(ii) Price risk on listed securities under available-for-sale investments and investments held for trading (Continued)

Sensitivity analysis

The sensitivity analyses below have been determined based on the exposure to equity price risks of listed securities included in available-for-sale investments and investments held for trading at the reporting date.

If the share prices of the respective equity investments had been 5% (2010: 5%) higher/lower and all other variables were held constant, the Group's:

- post-tax profit for the year would increase/decrease by HK\$269,000 (2010: HK\$13,000) as a result of the changes in fair value of investments held for trading; and
- investment revaluation reserves would increase/decrease by HK\$3,661,000 (2010: HK\$13,534,000) for the Group as a result of the changes in fair value of available-for-sale investments.

6. 財務工具 (續)

6b. 財務風險管理目標及政策 (續)

(ii) 市場風險 (續)

(ii) 可供銷售投資及持作買賣投資下之上市證券價格風險 (續)

敏感度分析

下文敏感度分析乃根據於申報日期計入可供銷售投資及持作買賣投資之上市證券面對之股本價格風險而釐定。

倘有關股本投資之價格上升/下跌5% (二零一零年: 5%)，而所有其他變數維持不變，本集團之：

- 本年度除稅後溢利將增加/減少269,000港元 (二零一零年: 13,000港元)，由於持作買賣投資公平值變動所致；及
- 本集團之投資重估儲備將增加/減少3,661,000港元 (二零一零年: 13,534,000港元)，由於可供銷售投資公平值變動所致。

6. Financial Instruments (Continued)

6b. Financial risk management objectives and policies (Continued)

(ii) Market risk (Continued)

(iii) Price risk on conversion option embedded in convertible notes

The Group is required to estimate the fair value of the conversion options embedded in the convertible notes at the end of the reporting period with changes in fair value to be recognized in profit or loss as long as the convertible notes are outstanding. The fair value adjustment will be affected either positively or negatively, amongst others, by the changes in share price and its volatility of the convertible notes issuers.

Sensitivity analysis

The sensitivity analyses below have been determined based on the exposure to the change of share price and its volatility of the convertible notes issuers at the reporting date.

If the share prices of those convertible notes issuers had been 5% (2010: 5%) higher/lower and all other variables were held constant, the Group's post-tax profit for the year would not be affected (2010: increase/decrease by HK\$214,000), as a result of changes in fair value of conversion options embedded in the convertible notes.

6. 財務工具 (續)

6b. 財務風險管理目標及政策 (續)

(ii) 市場風險 (續)

(iii) 可兌換票據之兌換權之價格風險

只要可兌換票據尚未兌換，本集團須於申報期末估計可兌換票據之兌換權之公平值，並於損益確認公平值變動。公平值調整將受（其中包括）可兌換票據發行人之股價變動及其波幅之正面或負面影響。

敏感度分析

下文敏感度分析乃根據可兌換票據發行人於申報日期面對之股價變動及其波幅而釐定。

倘該等可兌換票據發行人之股價上升/下跌5%（二零一零年：5%），而所有其他變數維持不變，本集團之本年度除稅後溢利將不受影響（二零一零年：增加/減少214,000港元），由於可兌換票據之兌換權之公平值變動所致。

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6. Financial Instruments (Continued)

6b. Financial risk management objectives and policies (Continued)

(ii) Market risk (Continued)

(iii) Price risk on conversion option embedded in convertible notes (Continued)

Sensitivity analysis (Continued)

If the volatility of share prices of those convertible notes issuers had been 5% (2010: 5%) higher/lower and all other variables were held constant, the Group's post-tax profit for the year would not be affected (2010: increase/decrease by HK\$324,000), as a result of changes in fair value of conversion options embedded in the convertible notes.

In management's opinion, the sensitivity analyses are unrepresentative of the inherent market risk as the pricing model used in the fair value valuation of the conversion options embedded in the convertible notes and involves multiple variables and certain variables are interdependent.

6. 財務工具 (續)

6b. 財務風險管理目標及政策 (續)

(ii) 市場風險 (續)

(iii) 可兌換票據之兌換權之價格風險 (續)

敏感度分析 (續)

倘該等可兌換票據發行人之股價波幅上升／下跌5% (二零一零年: 5%)，而所有其他變數維持不變，本集團之本年度除稅後溢利將不受影響 (二零一零年: 增加／減少324,000港元)，由於可兌換票據兌換權之公平值變動所致。

管理層認為，由於可兌換票據之兌換權之公平值估值所用之定價模式涉及多項變數，而若干變數為相互依賴，故敏感度分析不能反應固有之市場風險。

6. Financial Instruments (Continued)

6b. Financial risk management objectives and policies (Continued)

(iii) Liquidity risk

In the management of the liquidity risk, the Group monitors and maintains a level of cash and cash equivalents deemed adequate by the management to finance the Group's operations and mitigate the effects of fluctuations in cash flows. The management monitors the utilization of the borrowings and ensures compliance with loan covenants.

The following table details the Group's remaining contractual maturity for its non-derivative financial liabilities. The table has been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Group can be required to pay. Specifically, bank loans with a repayment on demand clause are included in the earliest time band regardless of the probability of the banks choosing to exercise their rights. The maturity dates for other non-derivative financial liabilities are based on the agreed repayment dates. The table includes both interest and principal cash flows. To the extent that interest flows are floating rate, the undiscounted amount is derived from interest rate at the end of reporting period.

6. 財務工具 (續)

6b. 財務風險管理目標及政策 (續)

(iii) 流動資金風險

在管理流動資金風險時，本集團監控及保持被管理層認為屬於足夠之現金及現金等值項目，以就本集團之業務營運提供資金並減輕現金流量波動之影響。管理層監控借款之使用狀況及確保遵守貸款契約。

下表載列本集團非衍生財務負債之餘下合約到期日。下表乃基於本集團於須償還財務負債之最早日期之未貼現現金流量編製而成。尤其是包含應要求償還條文之銀行貸款計入最早還款期間，而不論銀行選擇行使其權利之可能性。其他非衍生財務負債之到期日按協定之還款日期為依據。下表包括利息及本金之現金流量。倘利息流量按浮息計算，則以申報期末之利率計算未貼現金額。

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綜合財務報表附註

For the year ended 31 March 2011 截至二零一一年三月三十一日止年度

6. Financial Instruments (Continued)

6b. Financial risk management objectives and policies
(Continued)

(iii) Liquidity risk (Continued)

Liquidity tables

	Contractual weighted average interest rate	Less than 3 months or on demand	3 months to 1 year	1-5 years	Over 5 years	Total undiscounted cash flows	Carrying amount at
							31.3.2011
	合約加權平均利率	少於三個月或於要求時	三個月至一年	一年至五年	五年以上	未貼現現金流量總額	於二零一一年三月三十一日之賬面值
	%	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元
2011							
Non-derivative financial liabilities							
Trade and other payables							
- Interest bearing	5.94	123,061	-	-	-	123,061	123,061
- Non-interest bearing	-	281,593	-	-	-	281,593	281,593
Amounts due to associates	-	1,437	-	-	-	1,437	1,437
Borrowings	3.27	274,245	-	-	-	274,245	273,468
Convertible loan notes	2.00	367,341	-	-	-	367,341	367,341
Financial guarantee contracts	-	75,000	-	-	-	75,000	-
		1,122,677	-	-	-	1,122,677	1,046,900

6. 財務工具 (續)

6b. 財務風險管理目標及政策
(續)

(iii) 流動資金風險 (續)

流動資金表

6. Financial Instruments (Continued)

6b. Financial risk management objectives and policies (Continued)

(iii) Liquidity risk (Continued)

Liquidity tables (Continued)

	Contractual weighted average interest rate	Less than 3 months or on demand	3 months to 1 year	1-5 years	Over 5 years	Total undiscounted cash flows	Carrying amount at 31.3.2010
	合約加權平均利率 %	少於三個月或於要求時	三個月至一年	一年至五年	五年以上	未貼現現金流量總額	於二零一零年三月三十一日之賬面值
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
2010							
Non-derivative financial liabilities							
Trade and other payables							
– Interest bearing	5.94	191,565	–	–	–	191,565	191,565
– Non-interest bearing	–	95,208	–	–	–	95,208	95,208
Amounts due to related companies							
– Interest bearing	7.00	88,468	–	–	–	88,468	88,468
– Non-interest bearing	–	18,777	–	–	–	18,777	18,777
Amounts due to associates	–	1,437	–	–	–	1,437	1,437
Amounts due to a non-controlling shareholder	–	–	–	227,279	–	227,279	174,641
Borrowings	2.12	138,643	–	–	–	138,643	138,563
Convertible loan notes	2.00	–	14,134	720,833	–	734,967	673,963
Financial guarantee contracts	–	75,000	–	–	–	75,000	–
		609,098	14,134	948,112	–	1,571,344	1,382,622

6. 財務工具 (續)

6b. 財務風險管理目標及政策 (續)

(iii) 流動資金風險 (續)

流動資金表 (續)

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 March 2011 截至二零一一年三月三十一日止年度

6. Financial Instruments (Continued)

6b. Financial risk management objectives and policies (Continued)

(iii) Liquidity risk (Continued)

Bank loans with a repayment on demand clause are included in the "less than 3 months or on demand" time band in the above maturity analysis. Taking into account the Group's financial position, the directors do not believe that it is probable that the banks will exercise their discretionary rights to demand immediate repayment. The directors believe that such bank loans will be repaid within 3 months of amount HK\$9,375,000 (2010: HK\$2,188,000), after 3 months but within 1 year of amount HK\$14,062,000 (2010: HK\$9,062,000), after 1 year but within 5 years of amount HK\$76,563,000 (2010: HK\$76,563,000) and after 5 years of HK\$Nil (2010: HK\$18,750,00) after the reporting date in accordance with the scheduled repayment dates set out in the loan agreements. At that time, the aggregate principal and interest cash outflows will amount to HK\$102,355,000.

The undiscounted cash flows on financial guarantee contracts have been categorized into time bands based on the earliest date the bank borrowings obtained by an associate are due for repayment in accordance with loan repayment schedule agreed with respective lenders.

6. 財務工具 (續)

6b. 財務風險管理目標及政策 (續)

(iii) 流動資金風險 (續)

包含應要求償還條文之銀行貸款於上述到期分析中計入「少於三個月或於要求時」之時間範圍。經考慮本集團之財務狀況，董事不認為銀行將可能行使其要求即時還款之酌情權。董事相信，根據貸款協議所載之既定還款期，於申報日期後，該等銀行貸款有9,375,000港元（二零一零年：2,188,000港元）於三個月內償還，14,062,000港元（二零一零年：9,062,000港元）於三個月後但一年內償還，76,563,000港元（二零一零年：76,563,000港元）於一年後但五年內償還，以及零港元（二零一零年：18,750,000港元）於五年後償還。當時，本金及利息現金流出總額將為102,355,000港元。

財務擔保合約之未貼現現金流量根據聯營公司取得之銀行借款根據與有關貸款人協定之貸款還款時間表到期償還之最早日期分為不同時限組別。

6. Financial Instruments (Continued)

6b. Financial risk management objectives and policies (Continued)

(iii) Liquidity risk (Continued)

The amounts included above for financial guarantee contracts are the maximum amounts the Group could be required to settle under the arrangement for the full guaranteed amount if that amount is claimed by the counterparty to the guarantee. Based on expectations at the end of the reporting period, the Group considers that it is more likely than not that no amount will be payable under the arrangement. However, this estimate is subject to change depending on the probability of the counterparty claiming under the guarantee which is a function of the likelihood that the financial receivables held by the counterparty which are guaranteed suffer credit losses.

The amounts included above for variable interest rate instruments for non-derivative financial liabilities is subject to change if changes in variable interest rates differ to those estimates of interest rates determined at the end of the reporting period.

6c. Fair value

The fair value of financial assets and financial liabilities are determined as follows:

- the fair value of financial assets with standard terms and conditions and traded on active liquid markets are determined with reference to quoted market bid prices; and

6. 財務工具 (續)

6b. 財務風險管理目標及政策 (續)

(iii) 流動資金風險 (續)

上述財務擔保合約金額包括倘擔保對手方就全數擔保金額提出申索，則本集團根據有關安排可被要求清償之最高金額。根據於申報期末之預期，本集團認為較可能毋須根據有關安排支付任何金額。然而，此預期可能改變，視乎對手方根據擔保提出申索之可能性，而此可能性則須視乎對手方持有並受擔保之財務應收款項承受信貸虧損之可能性而定。

倘浮動利率之變動有別於於申報期末釐定之利率估計變動，則上述非衍生財務負債浮息工具之金額可能改變。

6c. 公平值

財務資產與財務負債之公平值按以下方式釐定：

- 訂有標準條款及條件並在活躍流通市場買賣之財務資產之公平值乃參考所報市場競價而釐定；及

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綜合財務報表附註

For the year ended 31 March 2011 截至二零一一年三月三十一日止年度

6. Financial Instruments (Continued)

6c. Fair value (Continued)

- the fair value of other financial assets and financial liabilities (including derivative instruments) are determined in accordance with generally accepted pricing models based on discounted cash flow analysis. For an option-based derivative, the fair value is estimated using option pricing model.

The directors consider that the carrying amounts of financial assets and financial liabilities recorded at amortized cost in the consolidated financial statements approximate their fair values.

Fair value measurements recognized in the consolidated statement of financial position

The following table provides an analysis of financial instruments that are measured subsequent to initial recognition at fair value, grouped into Levels 1 to 3 based on the degree to which the fair value is observable.

- Level 1 fair value measurements are those derived from quoted prices (unadjusted) in active market for identical assets or liabilities.
- Level 2 fair value measurements are those derived from inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).
- Level 3 fair value measurements are those derived from valuation techniques that include inputs for the asset or liability that are not based on observable market data (unobservable inputs).

6. 財務工具 (續)

6c. 公平值 (續)

- 其他財務資產與財務負債 (包括衍生工具) 之公平值根據一般公認定價模式以貼現現金流量分析釐定。以期權為基礎之衍生工具之公平值則使用期權定價模式估計。

董事認為綜合財務報表內按攤銷成本列賬之財務資產及財務負債賬面值與其公平值相若。

於綜合財務狀況表確認之公平值計量

下表提供於首次確認後以公平值計量之財務工具分析，其按可觀察公平值程度分為一至三級。

- 第一級公平值計量乃自相同資產或負債於活躍市場中所報未調整價格得出。
- 第二級公平值計量乃除第一級計入之報價外，自資產或負債可直接 (即價格) 或間接 (自價格衍生) 觀察之輸入數據得出。
- 第三級公平值計量乃以使用計入並非根據可觀察市場數據之資產或負債之輸入數據 (無法觀察輸入數據) 之估值方法得出。

6. Financial Instruments (Continued)

6c. Fair value (Continued)

Fair value measurements recognized in the consolidated statement of financial position (Continued)

		2011 二零一一年			
		Level 1 第一級 HK\$'000 千港元	Level 2 第二級 HK\$'000 千港元	Level 3 第三級 HK\$'000 千港元	Total 總額 HK\$'000 千港元
Financial assets	財務資產				
<i>Fair value through profit or loss</i>	<i>按公平值列賬並計入損益</i>				
– Investments held for trading	– 持作買賣投資	5,375	–	–	5,375
<i>Available-for-sale financial assets</i>	<i>可供銷售財務資產</i>	73,224	–	–	73,224
Total	總額	78,599	–	–	78,599

		2010 二零一零年			
		Level 1 第一級 HK\$'000 千港元	Level 2 第二級 HK\$'000 千港元	Level 3 第三級 HK\$'000 千港元	Total 總額 HK\$'000 千港元
Financial assets	財務資產				
<i>Fair value through profit or loss</i>	<i>按公平值列賬並計入損益</i>				
– Investments held for trading	– 持作買賣投資	262	–	–	262
– Conversion options embedded in convertible notes	– 可兌換票據之兌換權	–	–	894	894
<i>Available-for-sale financial assets</i>	<i>可供銷售財務資產</i>	267,065	–	–	267,065
Total	總額	267,327	–	894	268,221

There were no transfers between Level 1 and 2 in the current year.

6. 財務工具 (續)

6c. 公平值 (續)

於綜合財務狀況表確認之公平值計量 (續)

於本年度，第一級與第二級之間並無轉撥。

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6. Financial Instruments (Continued)

6c. Fair value (Continued)

Fair value measurements recognized in the consolidated statement of financial position (Continued)

Reconciliation of Level 3 fair value measurements of financial assets

6. 財務工具 (續)

6c. 公平值 (續)

於綜合財務狀況表確認之公平值計量 (續)

財務資產之第三級公平值計量對賬

		Conversion options embedded in convertible notes 可兌換票據之兌換權 HK\$'000 千港元
At 1 April 2010	於二零一零年四月一日	894
Total gains or losses recognised	已確認收益或虧損總額	(894)
At 31 March 2011	於二零一一年三月三十一日	—

7. Gross Proceeds

Gross proceeds comprise gross proceeds from disposal of investments held for trading, sale of river sand and provision of water supply. An analysis of the Group's gross proceeds for the year is as follows:

7. 所得款項總額

所得款項總額由來自出售持作買賣投資、銷售河砂及提供供水服務之所得款項總額組成。本集團之本年度所得款項總額分析如下：

		2011 二零一一年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元
Sales proceeds on trading of securities	證券買賣之銷售所得款項	45,694	6,263
Sale of river sand	銷售河砂	22,911	52,848
Water supply	供水	23,222	21,682
		91,827	80,793

8. Segment Information

HKFRS 8 requires operating segments to be identified on the basis of internal reports about components of the Group that are regularly reviewed by the chief operating decision maker (i.e. the executive directors) in order to allocate resources to segments and to assess their performance.

Information reported to the chief operating decision maker for the purposes of resource allocation and performance assessment focuses on the types of goods delivered or services provided which is consistent with the Group's basis of organization.

Segment revenue and results

The Group's reportable and operating segment are as follows:

Trading of securities	–	Trading of investments held for trading
Property development and trading	–	Development and sale of properties
Sand mining	–	Sale of river sand
Water supply	–	Provision of water supply

8. 分類資料

香港財務報告準則第8號規定，以主要營運決策者（即執行董事）就分配資源至各分類及評估分類表現所定期審閱有關本集團各組成部分之內部報告作為識別經營分類之基準。

就資源分配及表現評估向主要營運決策者呈報之資料主要有關已交付貨品或已提供服務之類型，與本集團之組織基準一致。

分類收入及業績

本集團之可呈報及經營分類如下：

證券買賣	–	買賣持作買賣投資
物業發展	–	物業發展及銷售及買賣
採砂	–	銷售河砂
供水	–	提供供水服務

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綜合財務報表附註

For the year ended 31 March 2011 截至二零一一年三月三十一日止年度

8. Segment Information (Continued)

Segment revenue and results (Continued)

An analysis of the Group's operating segment information by reportable and operating segment is as follows:

8. 分類資料 (續)

分類收入及業績 (續)

按可呈報及經營分類劃分之本集團經營分類資料之分析如下：

		Trading of securities 證券買賣 HK\$'000 千港元	Property development and trading 物業發展及買賣 HK\$'000 千港元	Sand mining 採砂 HK\$'000 千港元	Water supply 供水 HK\$'000 千港元	Consolidated 綜合 HK\$'000 千港元
<i>For the year ended 31 March 2011</i>	<i>截至二零一一年三月三十一日止年度</i>					
GROSS PROCEEDS	所得款項總額	45,694	-	22,911	23,222	91,827
REVENUE	收入					
Segment revenue	分類收入	-	-	22,911	23,222	46,133
SEGMENT PROFIT (LOSS)	分類溢利 (虧損)	533	(8,970)	(5,946)	7,076	(7,307)
Interest income	利息收入					52,575
Unallocated corporate income	未分配企業收入					2,463
Unallocated corporate expenses	未分配企業支出					(54,039)
Finance costs	財務費用					(54,420)
Change in fair value of conversion options embedded in convertible notes	可兌換票據之兌換權之公平值變動					(894)
Loss on maturity of convertible notes	可兌換票據到期之虧損					(87,820)
Change in fair value of investment properties	投資物業之公平值變動					47,519
Gain on disposal of available-for-sale investments	出售可供銷售投資之收益					140,435
Loss on repurchase of convertible loan notes	購回可換股貸款票據之虧損					(12,695)
Share of results of associates	應佔聯營公司業績					72,026
Profit before income tax	除所得稅前溢利					97,843

8. Segment Information (Continued)

8. 分類資料 (續)

Segment revenue and results (Continued)

分類收入及業績 (續)

		Trading of securities 證券買賣 HK\$'000 千港元	Property development and trading 物業發展 及買賣 HK\$'000 千港元	Sand mining 採砂 HK\$'000 千港元	Water supply 供水 HK\$'000 千港元	Consolidated 綜合 HK\$'000 千港元
<i>For the year ended 31 March 2010</i>	<i>截至二零一零年 三月三十一日止年度</i>					
GROSS PROCEEDS	所得款項總額	6,263	–	52,848	21,682	80,793
REVENUE	收入					
Segment revenue	分類收入	–	–	52,848	21,682	74,530
SEGMENT PROFIT (LOSS)	分類溢利 (虧損)	2,767	(528)	(57,643)	4,856	(50,548)
Interest income	利息收入					100,544
Unallocated corporate income	未分配企業收入					2,231
Unallocated corporate expenses	未分配企業支出					(26,827)
Finance costs	財務費用					(59,721)
Change in fair value of conversion options embedded in convertible notes	可兌換票據之兌換權之 公平值變動					736
Change in fair value of investment properties	投資物業之公平值變動					63,000
Loss on maturity of convertible notes	可兌換票據到期之虧損					(32)
Gain on disposal of available-for-sale investments	出售可供銷售投資之收益					62,984
Gain on disposal of subsidiaries	出售附屬公司之收益					2,029
Gain on disposal of an associate	出售一間聯營公司之收益					21,742
Share of results of associates	應佔聯營公司業績					74,259
Profit before income tax	除所得稅前溢利					190,397

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8. Segment Information (Continued)

Segment revenue and results (Continued)

The accounting policies of the reportable and operating segments are the same as the Group's accounting policies described in note 3. Segment profit (loss) represents profit (loss) incurred by each segment without allocation of unallocated corporate income, interest income, unallocated corporate expenses, finance costs, change in fair value of conversion options embedded in convertible notes, change in fair value of investment properties, gain on disposal of available-for-sale investments, gain on disposal of subsidiaries, gain on disposal of an associate and share of results of associates. This is the measure reported to the chief operating decision maker (i.e. executive directors) for the purpose of resource allocation and assessment of segment performance.

8. 分類資料(續)

分類收入及業績(續)

可呈報及經營分類之會計政策與附註3所述本集團之會計政策相同。分類溢利(虧損)指各分類所產生之溢利(虧損),並無分配未分配企業收入、利息收入、未分配企業支出、財務費用、可兌換票據兌換權之公平值變動、投資物業之公平值變動、出售可供銷售投資之收益、出售附屬公司之收益、出售一間聯營公司之收益及應佔聯營公司業績。此乃就資源分配及分類表現評估向主要營運決策者(即執行董事)呈報之計量方式。

8. Segment Information (Continued)

Segment assets and liabilities

8. 分類資料 (續)

分類資產及負債

		Trading of securities 證券買賣 HK\$'000 千港元	Property development and trading 物業發展 及買賣 HK\$'000 千港元	Sand mining 採砂 HK\$'000 千港元	Water supply 供水 HK\$'000 千港元	Consolidated 綜合 HK\$'000 千港元
<i>At 31 March 2011</i>	於二零一一年三月三十一日					
ASSETS	資產					
Segment assets	分類資產	24,213	1,931,109	50,006	154,012	2,159,340
Interests in associates	聯營公司權益					336,884
Convertible notes receivable	應收可兌換票據					291,487
Available-for-sale investments	可供銷售投資					252,401
Investment properties	投資物業					283,000
Loans to associates	給予聯營公司貸款					109,124
Deposit for acquisition of interest in a jointly controlled entity	收購一間共同控制實體權益之 訂金					350,000
Short-term loans receivable	應收短期貸款					5,000
Bank balances and cash	銀行結餘及現金					411,652
Other unallocated assets	其他未分配資產					24,124
Consolidated assets	綜合資產					4,223,012
LIABILITIES	負債					
Segment liabilities	分類負債	38,685	522,007	18,636	4,124	583,452
Borrowings	借款					273,468
Convertible loan notes	可換股貸款票據					367,341
Deferred tax liabilities	遞延稅項負債					47,318
Deposits received in advance	預收訂金					132,450
Other unallocated liabilities	其他未分配負債					64,560
Consolidated liabilities	綜合負債					1,468,589

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For the year ended 31 March 2011 截至二零一一年三月三十一日止年度

8. Segment Information (Continued)

8. 分類資料 (續)

Segment assets and liabilities (Continued)

分類資產及負債 (續)

		Trading of securities 證券買賣 HK\$'000 千港元	Property development and trading 物業發展 及買賣 HK\$'000 千港元	Sand mining 採砂 HK\$'000 千港元	Water supply 供水 HK\$'000 千港元	Consolidated 綜合 HK\$'000 千港元
At 31 March 2010	於二零一零年三月三十一日					
ASSETS	資產					
Segment assets	分類資產	11,238	1,503,618	57,066	154,589	1,726,511
Interests in associates	聯營公司權益					256,098
Convertible notes receivable	應收可兌換票據					797,850
Available-for-sale investments	可供銷售投資					443,420
Investment properties	投資物業					221,000
Loans to associates	給予聯營公司貸款					109,433
Short-term loans receivable	應收短期貸款					1,000
Amounts due from related companies	應收關連公司款項					993
Bank balances and cash	銀行結餘及現金					716,337
Other unallocated assets	其他未分配資產					18,337
Consolidated assets	綜合資產					4,290,979
LIABILITIES	負債					
Segment liabilities	分類負債	9,688	625,616	13,703	2,988	651,995
Borrowings	借款					138,563
Convertible loan notes	可換股貸款票據					673,963
Deferred tax liabilities	遞延稅項負債					41,724
Amounts due to related companies	應付關連公司款項					107,245
Other unallocated liabilities	其他未分配負債					47,177
Consolidated liabilities	綜合負債					1,660,667

8. Segment Information (Continued)

Segment assets and liabilities (Continued)

For the purposes of monitoring segment performances and allocating resources between segments:

- assets are allocated to reportable and operating segments other than certain property, plant and equipment, interests in associates, convertible notes receivable, available-for-sale investments, investment properties, loans to associates, short-term loans receivable, amounts due from related companies, conversion options embedded in convertible notes, club debentures, deferred tax assets, certain other receivables and prepayments, certain bank balances and cash and tax recoverable; and
- liabilities are allocated to reportable and operating segments other than unallocated other payables and accruals, borrowings, convertible loan notes, amounts due to related companies, tax payable and deferred tax liabilities.

8. 分類資料 (續)

分類資產及負債 (續)

就監控分類表現及於分類間分配資源而言：

- 除若干物業、機器及設備、聯營公司權益、應收可兌換票據、可供銷售投資、投資物業、給予聯營公司貸款、應收短期貸款、應收關連公司款項、可兌換票據之兌換權、會所債券、遞延稅項資產、若干其他應收款項及預付款項、若干銀行結餘及現金以及可收回稅項外，資產已分配至可呈報及經營分類；及
- 除未分配其他應付款項及應計費用、借款、可換股貸款票據、應付關連公司款項、應付稅項及遞延稅項負債外，負債已分配至可呈報及經營分類。

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8. Segment Information (Continued)

8. 分類資料(續)

Other segment information

其他分類資料

		Trading of securities 證券買賣 HK\$'000 千港元	Property development and trading 物業發展及買賣 HK\$'000 千港元	Sand mining 採砂 HK\$'000 千港元	Water supply 供水 HK\$'000 千港元	Corporate 企業 HK\$'000 千港元	Consolidated 綜合 HK\$'000 千港元
<i>For the year ended 31 March 2011</i>	<i>截至二零一一年三月三十一日止年度</i>						
Amounts included in the measure of segment profit (loss) and segment assets	計量分類溢利(虧損)及分類資產所計算之金額						
Additions to property, plant and equipment	添置物業、機器及設備	-	1,596	119	5	2,564	4,284
Release of prepaid lease payments	預付租賃付款撥回	-	-	-	577	-	577
Amortization of intangible assets	無形資產攤銷	-	-	1,657	2,613	-	4,270
Depreciation	折舊	-	163	6,855	5,051	806	12,875
Allowance for other receivables	其他應收款項撥備	-	-	-	-	245	245

		Trading of securities 證券買賣 HK\$'000 千港元	Property development and trading 物業發展及買賣 HK\$'000 千港元	Sand mining 採砂 HK\$'000 千港元	Water supply 供水 HK\$'000 千港元	Corporate 企業 HK\$'000 千港元	Consolidated 綜合 HK\$'000 千港元
<i>For the year ended 31 March 2010</i>	<i>截至二零一零年三月三十一日止年度</i>						
Amounts included in the measure of segment profit (loss) and segment assets	計量分類溢利(虧損)及分類資產所計算之金額						
Additions to property, plant and equipment	添置物業、機器及設備	-	-	1,304	756	52	2,112
Release of prepaid lease payments	預付租賃付款撥回	-	-	-	564	-	564
Amortization of intangible assets	無形資產攤銷	-	-	3,314	2,613	-	5,927
Depreciation	折舊	-	-	11,903	4,855	1,123	17,881
Allowance for other receivables	其他應收款項撥備	-	-	-	-	425	425
Impairment loss on intangible assets	無形資產減值虧損	-	-	19,475	-	-	19,475
Impairment loss on property, plant and equipment	物業、機器及設備減值虧損	-	-	28,892	-	-	28,892

8. Segment Information (Continued)

Geographical Information

The Group's revenue from external customers based on the location of customers and information about its non-current assets by geographical location of the assets are detailed below:

		Revenue from external customers		Non current assets	
		來自外部客戶之收入		非流動資產	
		2011	2010	2011	2010
		二零一一年	二零一零年	二零一一年	二零一零年
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元
Hong Kong	香港	-	-	702,592	446,999
The People's Republic of China ("PRC")	中華人民共和國 (「中國」)	46,133	74,530	167,117	222,565
		46,133	74,530	869,709	669,564

Note: Non-current assets excluded financial instruments and deferred tax assets.

Information about major customers

For the year ended 31 March 2011, there was one (2010: one) customer who accounted for over 10% of total revenue with revenue of HK\$16,456,000 (2010: HK\$16,772,000) related to the water supply segment.

For the year ended 31 March 2011, there was no customer (2010: three) who accounted for over 10% total revenue (2010: HK\$15,143,000, HK\$12,926,000 and HK\$10,198,000 respectively) related to the sand mining segment.

8. 分類資料 (續)

地域資料

按客戶所在地劃分本集團來自外部客戶之收入，以及按資產所在地劃分之非流動資產資料詳述如下：

		Revenue from external customers		Non current assets	
		來自外部客戶之收入		非流動資產	
		2011	2010	2011	2010
		二零一一年	二零一零年	二零一一年	二零一零年
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元
Hong Kong	香港	-	-	702,592	446,999
The People's Republic of China ("PRC")	中華人民共和國 (「中國」)	46,133	74,530	167,117	222,565
		46,133	74,530	869,709	669,564

附註：非流動資產不包括財務工具及遞延稅項資產。

有關主要客戶之資料

於截至二零一一年三月三十一日止年度，供水分類一名（二零一零年：一名）客戶佔總收入逾10%，有關收入為16,456,000港元（二零一零年：16,772,000港元）。

於截至二零一一年三月三十一日止年度，採砂分類並無（二零一零年：三名）客戶佔總收入逾10%（二零一零年：有關收入分別為15,143,000港元、12,926,000港元及10,198,000港元）。

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9. Other Income, Gains and Losses

9. 其他收入、收益及虧損

		2011 二零一一年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元
Interest income on bank deposits, loans and receivables	銀行存款、貸款及應收款項之利息收入		
– Interest on bank deposits	– 銀行存款利息	5,784	4,727
– Imputed interest on convertible notes receivable	– 應收可兌換票據估算利息	46,336	80,477
– Interest on short-term loans receivable	– 應收短期貸款利息	362	5,037
– Interest on loans to associates	– 給予聯營公司貸款利息	93	93
– Interest on amounts due from related companies	– 應收關連公司款項利息	–	9,768
		52,575	100,102
Interest income on convertible notes designated at fair value through profit or loss	指定按公平值列賬並計入損益之可兌換票據之利息收入	–	442
Gain on disposal of property, plant and equipment	出售物業、機器及設備收益	519	–
Exchange gain	匯兌收益	–	3,338
Rental income	租金收入	9,004	5,013
Management fee income	管理費收入	600	600
Others	其他	6,271	5,348
		68,969	114,843

10. Finance Costs

10. 財務費用

		2011 二零一一年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元
Interest on borrowings wholly repayable within five years:	須於五年內悉數償還之借款利息：		
– Bank borrowings	– 銀行借款	1,792	1,546
– Other borrowings	– 其他借款	8,015	15,291
Interest on bank borrowings not wholly repayable within five years	毋須於五年內悉數償還之銀行借款利息	–	1,177
Interest on other payables (note 34(a))	其他應付款項之利息 (附註34(a))	7,539	2,630
Imputed interest on convertible loan notes	可換股貸款票據之估算利息	37,074	37,224
Imputed interest on amount due to a non-controlling shareholder	應付一名非控股股東款項之估算利息	–	1,853
		54,420	59,721

11.(a) Assets Classified as Held for Sale

31 March 2011

On 16 November 2010, the Group entered into a conditional sale and purchase agreement with an independent third party to dispose of the Group's investment properties at a cash consideration of HK\$283,000,000. The fair value of the investment properties as at 31 March 2011 is HK\$283,000,000 with a gain on fair value change of approximately HK\$47,519,000 (2010: HK\$63,000,000) recognized in profit or loss during the year. The fair value of the Group's investment properties at 31 March 2011 have been arrived at on the basis of a valuation carried out by an independent valuer by reference to recent market prices for similar properties in the same locations and conditions. As at 31 March 2011, a total of HK\$132,450,000 deposits were received in relation to the disposal of investment properties.

11. (a) 分類為持作銷售之資產

二零一一年三月三十一日

於二零一零年十一月十六日，本集團與一名獨立第三方訂立一項有條件買賣協議，以出售本集團之投資物業，現金代價為283,000,000港元。該等投資物業於二零一一年三月三十一日之公平值為283,000,000港元，公平值變動收益約47,519,000港元（二零一零年：63,000,000港元）已於年內在損益確認。本集團投資物業於二零一一年三月三十一日之公平值以獨立估值師經參考地點及狀況相同之相類物業近期市價釐定。於二零一一年三月三十一日，已就出售投資物業收取合共132,450,000港元訂金。

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11.(a) Assets Classified as Held for Sale (Continued)

31 March 2011 (Continued)

The investment properties were reclassified to assets held for sale and presented separately in the consolidated statement of financial position as at 31 March 2011.

31 March 2010

In December 2009, the Group entered into a conditional sale and purchase agreement to dispose of the unlisted securities with carrying amount of HK\$76,800,000 representing its cost at the date of the agreement, at a cash consideration of HK\$76,800,000. Accordingly, the carrying amount was reclassified from available-for-sale investments to assets classified as held for sale.

The unlisted securities assets represented 8% interest in Newskill Investments Limited ("Newskill"), which is an investment company with its subsidiaries holding a property development project on a land situated in the PRC.

11. (a) 分類為持作銷售之資產 (續)

二零一一年三月三十一日
(續)

於二零一一年三月三十一日，該等投資物業已重新分類為持作銷售之資產，並於綜合財務狀況表獨立呈列。

二零一零年三月三十一日

於二零零九年十二月，本集團訂立一項有條件買賣協議，以出售賬面值為76,800,000港元（即其於協議日期之成本值）之非上市證券，現金代價為76,800,000港元。因此，該賬面值已由可供銷售投資重新分類作為分類為持作銷售之資產。

該等非上市證券資產乃 Newskill Investments Limited（「Newskill」）之8%權益。Newskill為一間投資公司，其附屬公司持有位於中國一幅土地上之一項物業發展項目。

11.(a) Assets Classified as Held for Sale (Continued)

31 March 2010 (Continued)

During the year ended 31 March 2011, the Group entered into a conditional agreement to acquire 50% interest in ITC Properties (China) Limited ("ITCP (China)"), which is intended to be the holding company of Newskill. ITCP (China) and its wholly owned subsidiary is required to acquire 8% interest in Newskill from the Group and 92% equity interest from a third party before the Group proceeds to acquire 50% interest in ITCP (China), details of which are set out in note 26. As the transaction to dispose 8% interest in Newskill became part of the condition for the acquisition of 50% interest in ITCP (China), it is no longer recovered through sales. Accordingly, the Group ceased to classify the carrying amount of HK\$76,800,000 as assets held for sale and reclassified it back to available-for-sale investments.

11.(b) Gain on Disposal of Interest in an Associate

On 8 April 2009, the Company entered into a conditional sale and purchase agreement to dispose of its 24.3% interest in PSC Corporation Ltd ("PSCL"), an associate of the Group, whose shares are listed on the Singapore Exchange Securities Trading Limited, at a cash consideration of SGD21,189,783 (equivalent to approximately HK\$111,013,000). The interest in PSCL was reclassified to assets held for sale for the year end 31 March 2009 accordingly.

11. (a) 分類為持作銷售之資產 (續)

二零一零年三月三十一日
(續)

於截至二零一一年三月三十一日止年度，本集團訂立一項有條件協議，以收購ITC Properties (China) Limited (「ITCP (China)」，擬作為Newskill之控股公司)之50%權益。ITCP (China)及其全資附屬公司須於本集團收購ITCP (China)之50%權益前，向本集團收購Newskill之8%權益及向第三方收購92%股權，有關詳情載於附註26。由於出售Newskill之8%權益之交易成為收購ITCP (China)之50%權益之部分條件，故不再透過出售而收回。因此，本集團終止將賬面值76,800,000港元分類為持作銷售之資產，並將其分類重新調回至可供銷售投資。

11. (b) 出售一間聯營公司權益之收益

於二零零九年四月八日，本公司訂立一項有條件買賣協議，以出售普威集團有限公司(「普威」，本集團之聯營公司，其股份於新加坡股票證券交易所有限公司上市)之24.3%權益，現金代價為21,189,783新加坡元(相等於約111,013,000港元)。截至二零零九年三月三十一日止年度，普威之權益已相應重新分類為持作銷售之資產。

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11.(b) Gain on Disposal of Interest in an Associate (Continued)

The disposal of 24.3% interest in PSCL was completed on 4 May 2009 and a gain on disposal of an associate of HK\$21,742,000 was recognized in profit or loss for the year ended 31 March 2010. The gain mainly represents the reclassification of the cumulative exchange differences from currency translation reserve and the Group's share of fair value gain on available-for-sale investments upon disposal of 24.3% interest in PSCL.

11. (b) 出售一間聯營公司權益之收益 (續)

出售普威之24.3%權益已於二零零九年五月四日完成，並於截至二零一零年三月三十一日止年度之損益確認出售一間聯營公司之21,742,000港元收益。該項收益主要指於出售普威之24.3%權益後將匯兌儲備之累積匯兌差額重新分類及本集團應佔可供銷售投資公平值收益。

12. Income Tax Expense (Credit)

12. 所得稅支出 (抵免)

		2011 二零一一年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元
The charge (credit) comprises:	支出 (抵免) 包括:		
Profits tax:	利得稅:		
Hong Kong Profits Tax	香港利得稅		
– Current year	– 本年度	87	–
– Underprovision in prior year	– 過往年度撥備不足	2,006	–
Overseas	海外		
– Current year	– 本年度	1,810	1,326
– Overprovision in prior year	– 過往年度超額撥備	(4,525)	(5,967)
		(622)	(4,641)
Deferred tax (note 39)	遞延稅項 (附註39)		
– Current year	– 本年度	5,613	(5,205)
		4,991	(9,846)

Hong Kong Profits Tax is calculated at 16.5% of the estimated assessable profit for both years.

兩個年度之香港利得稅均就估計應課稅溢利按16.5%計算。

12. Income Tax Expense (Credit) (Continued)

Under the Law of the People's Republic of China on Enterprise Income Tax (the "EIT Law") and Implementation Regulation of the EIT Law, the tax rate of the PRC subsidiaries is 25% from 1 January 2008 onwards.

Income tax arising in other jurisdictions is calculated at the rates prevailing in the relevant jurisdictions.

The income tax credit for the year can be reconciled to the profit before income tax per the consolidated statement of comprehensive income as follows:

12. 所得稅支出（抵免）（續）

根據中華人民共和國企業所得稅法（「企業所得稅法」）及企業所得稅法之實施條例，由二零零八年一月一日起，中國附屬公司之稅率為25%。

在其他司法權區產生之所得稅按有關司法權區之現行稅率計算。

本年度所得稅抵免與綜合全面收益表內除所得稅前溢利之對賬如下：

		2011 二零一一年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元
Profit before income tax	除所得稅前溢利	97,843	190,397
Tax at applicable tax rate of 16.5%	按適用稅率16.5% 計算之稅項	16,144	31,416
Tax effect of share of results of associates	應佔聯營公司業績之 稅務影響	(11,884)	(12,253)
Tax effect of income not taxable for tax purposes	毋須繳稅收入之 稅務影響	(11,312)	(15,786)
Tax effect of expenses not deductible for tax purposes	不能扣稅開支之 稅務影響	10,302	6,142
Overprovision in respect of prior years	以往年度超額撥備	(2,519)	(5,967)
Tax effect of tax losses not recognized	未確認稅項虧損之稅務影響	6,129	3,827
Utilization of tax losses previously not recognized	動用之前未確認之稅項虧損	-	(13,770)
Effect of different tax rates of subsidiaries operating in other jurisdictions	於其他司法權區經營之附屬 公司之不同稅率之影響	(1,869)	(3,455)
Income tax expense (credit) for the year	本年度所得稅開支（抵免）	4,991	(9,846)

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For the year ended 31 March 2011 截至二零一一年三月三十一日止年度

13. Profit for the Year

13. 年內溢利

		2011 二零一一年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元
Profit for the year has been arrived at after charging (crediting):	年內溢利乃於扣除(計入)下列各項後達致:		
Staff costs (including directors' emoluments):	員工成本(包括董事酬金):		
Salaries and other benefits	薪金及其他福利	31,397	17,835
Retirement benefits scheme contributions	退休福利計劃供款	211	441
		31,608	18,276
Release of prepaid lease payments	預付租賃付款撥回	577	564
Amortization of intangible assets (included in administrative expenses)	無形資產攤銷 (已計入行政開支)	4,270	5,927
Depreciation of property, plant and equipment	物業、機器及設備折舊	12,875	17,881
Allowance for other receivables	其他應收款項撥備	245	425
Auditor's remuneration	核數師酬金	3,267	3,428
Gain on disposal of property, plant and equipment	出售物業、機器及設備之 收益	(519)	-
Exchange gain	匯兌收益	-	(3,338)

14. Directors' and Employees' Remuneration

(a) Directors' remuneration

The emoluments paid or payable to each of the 6 (2010: 5) directors were as follows:

		2011 二零一一年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元
Yap, Allan	Yap, Allan		
Fees	袍金	-	100
Other emoluments:	其他酬金：		
Salaries and other benefits	薪金及其他福利	8,000	2,400
Retirement benefits scheme contributions	退休福利計劃供款	12	12
		8,012	2,512
Chan Kwok Chuen, Augustine	陳國銓		
Fees	袍金	120	120
Other emoluments:	其他酬金：		
Salaries and other benefits	薪金及其他福利	500	-
Retirement benefits scheme contributions	退休福利計劃供款	-	-
		620	120
Heung Pik Lun, Edmond (appointed on 10 February 2011)	向碧倫 (於二零一一年二月十日獲委任)		
Fees	袍金	-	N/A不適用
Other emoluments:	其他酬金：		
Salaries and other benefits	薪金及其他福利	656	N/A不適用
Retirement benefits scheme contributions	退休福利計劃供款	-	N/A不適用
		656	N/A不適用

14. 董事及僱員薪酬

(a) 董事薪酬

已付或應付予6名董事(二零一零年: 5名)各自之酬金如下:

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14. Directors' and Employees' Remuneration (Continued)

14. 董事及僱員薪酬 (續)

(a) Directors' remuneration (Continued)

(a) 董事薪酬 (續)

		2011 二零一一年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元
Kwok Ka Lap, Alva	郭嘉立		
Fees	袍金	48	48
Other emoluments:	其他酬金：		
Salaries and other benefits	薪金及其他福利	-	-
Retirement benefits scheme contributions	退休福利計劃供款	-	-
		48	48
Sin Chi Fai	冼志輝		
Fees	袍金	60	54
Other emoluments:	其他酬金：		
Salaries and other benefits	薪金及其他福利	-	-
Retirement benefits scheme contributions	退休福利計劃供款	-	-
		60	54

14. Directors' and Employees' Remuneration (Continued)

(a) Directors' remuneration (Continued)

		2011 二零一一年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元
Poon Kwok Hing, Albert	潘國興		
Fees	袍金	50	50
Other emoluments:	其他酬金：		
Salaries and other benefits	薪金及其他福利	-	-
Retirement benefits scheme contributions	退休福利計劃供款	-	-
		50	50
Total	合計		
Directors' fees	董事袍金	278	372
Other emoluments:	其他酬金：		
Salaries and other benefits	薪金及其他福利	9,156	2,400
Retirement benefits scheme contributions	退休福利計劃供款	12	12
		9,446	2,784

14. 董事及僱員薪酬 (續)

(a) 董事薪酬 (續)

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For the year ended 31 March 2011 截至二零一一年三月三十一日止年度

14. Directors' and Employees' Remuneration (Continued)

(b) Employees' remuneration

The emoluments of the five highest paid individuals of the Group included one director for the year ended 31 March 2011 (2010: one director), whose emoluments are included in (a) above. The aggregate emoluments of the remaining four individuals are as follows:

		2011 二零一一年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元
Salaries and other benefits	薪金及其他福利	4,167	4,102
Performance related incentive payments	與表現有關之獎金	172	423
Retirement benefit scheme	退休福利計劃	217	205
		4,556	4,730

(b) 僱員薪酬

截至二零一一年三月三十一日止年度，本集團五位最高薪人士包括一名董事（二零一零年：一名），其酬金已呈列於上文(a)。其餘四名人士之酬金總額如下：

		Number of employees 僱員人數	
		2011 二零一一年	2010 二零一零年
HK\$Nil to HK\$1,000,000	零港元至1,000,000港元	2	2
HK\$1,000,001 to HK\$1,500,000	1,000,001港元至 1,500,000港元	1	1
HK\$1,500,001 to HK\$2,000,000	1,500,001港元至 2,000,000港元	-	-
HK\$2,000,001 to HK\$2,500,000	2,000,001港元至 2,500,000港元	1	1
		4	4

No inducement paid or payable to directors to join or upon joining the Group in both years and no directors waived any emoluments in both years.

於該兩個年度，並無已付或應付董事加盟或於加盟本集團時之獎勵，亦無董事放棄該兩個年度之任何酬金。

15.Dividend

The final dividend of HK2 cents in respect of the year ended 31 March 2011 (2010: HK1.5 cents) per share has been proposed by the directors and is subject to approval at the forthcoming annual general meeting.

16.Earnings Per Share

The calculation of the basic and diluted earnings per share attributable to the owners of the Company is based on the following data:

Earnings:

		2011 二零一一年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元
Profit for the year attributable to owners of the Company for the purposes of basic and diluted earnings per share	計算每股基本及攤薄盈利之本公司擁有人應佔年內溢利	81,865	188,731

Number of shares

股份數目

		2011 二零一一年 '000 千股	2010 二零一零年 '000 千股 (Note) (附註)
Weighted average number of ordinary shares for the purposes of basic and diluted earnings per share	計算每股基本及攤薄盈利之普通股加權平均數目	82,397	52,474

15. 股息

董事建議就截至二零一一年三月三十一日止年度派付末期股息每股2港仙(二零一零年:每股1.5港仙),惟須待股東於應屆股東週年大會上批准。

16. 每股盈利

本公司擁有人應佔每股基本及攤薄盈利乃按以下數據計算:

盈利:

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For the year ended 31 March 2011 截至二零一一年三月三十一日止年度

16. Earnings Per Share (Continued)

Note: For the year ended 31 March 2010, the weighted average number of ordinary shares has been adjusted for the effect of share consolidation which occurred during the year ended 31 March 2011.

Diluted earnings per share for the year ended 31 March 2011 and 2010 does not assume the conversion of convertible loan notes and the exercise of the warrants as the exercise price of the convertible loan notes and warrants was higher than the average market price for the year 2011 and 2010.

16. 每股盈利(續)

附註：截至二零一零年三月三十一日止年度，普通股加權平均數目已就於截至二零一一年三月三十一日止年度進行之股份合併之影響而作出調整。

截至二零一一年及二零一零年三月三十一日止年度之每股攤薄盈利並無假設可換股貸款票據獲兌換及認股權證獲行使，原因為可換股貸款票據及認股權證之行使價較二零一一年及二零一零年之平均市價為高。

17. Property, Plant and Equipment

17. 物業、機器及設備

		Buildings	Plant and machinery	Furniture, fixtures and equipment	Motor vehicles	Sand mining vessels	Total
		樓宇 HK\$'000 千港元	機器及機械 HK\$'000 千港元	傢具、裝置 及設備 HK\$'000 千港元	汽車 HK\$'000 千港元	採砂船 HK\$'000 千港元	總額 HK\$'000 千港元
COST							
At 1 April 2009	於二零零九年四月一日	85,251	7,096	5,518	4,954	181,484	284,303
Currency realignment	外幣調整	477	50	1	(46)	1,250	1,732
Additions	添置	208	1,450	60	394	-	2,112
Written off	撇銷	-	-	-	(858)	-	(858)
At 31 March 2010	於二零一零年三月三十一日	85,936	8,596	5,579	4,444	182,734	287,289
Currency realignment	外幣調整	2,841	349	5	458	7,420	11,073
Additions	添置	-	119	1,695	2,470	-	4,284
Disposals	出售	-	-	(3,095)	(2,569)	-	(5,664)
At 31 March 2011	於二零一一年三月三十一日	88,777	9,064	4,184	4,803	190,154	296,982
DEPRECIATION AND IMPAIRMENT							
At 1 April 2009	於二零零九年四月一日	11,432	658	4,200	2,463	105,704	124,457
Currency realignment	外幣調整	59	7	1	(56)	780	791
Provided for the year	本年度撥備	4,128	652	448	811	11,842	17,881
Impairment loss recognized in profit or loss	於損益確認之減值虧損	-	-	-	-	28,892	28,892
Written off	撇銷	-	-	-	(858)	-	(858)
At 31 March 2010	於二零一零年三月三十一日	15,619	1,317	4,649	2,360	147,218	171,163
Currency realignment	外幣調整	479	71	4	427	6,121	7,102
Provided for the year	本年度撥備	4,214	793	294	862	6,712	12,875
Eliminated upon disposals	出售時撇銷	-	-	(3,095)	(2,115)	-	(5,210)
At 31 March 2011	於二零一一年三月三十一日	20,312	2,181	1,852	1,534	160,051	185,930
CARRYING VALUES							
At 31 March 2011	於二零一一年三月三十一日	68,465	6,883	2,332	3,269	30,103	111,052
At 31 March 2010	於二零一零年三月三十一日	70,317	7,279	930	2,084	35,516	116,126

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For the year ended 31 March 2011 截至二零一一年三月三十一日止年度

17. Property, Plant and Equipment (Continued)

The above items of property, plant and equipment are depreciated on straight-line basis at the following rates per annum.

Buildings	Over the period of the leases or 2% – 5%
Plant and machinery	10% – 20%
Furniture, fixtures and equipment	10% – 33%
Motor vehicles	20% – 25%
Sand mining vessels	10%

The Group's buildings are situated on a land in PRC with medium-term leases.

During the year ended 31 March 2010, the directors identified indication of impairment loss for the Group's sand mining vessels due to the downturn in operating economic environment and keen competition in the industry and conducted a review on the recoverable amounts of the sand mining vessel and the related cash-generating unit. Management of the Group identified an impairment loss on the sand mining vessels of HK\$28,892,000 and recognized in profit or loss. Details of impairment testing on sand mining vessels are set out in note 21.

17. 物業、機器及設備 (續)

上述物業、機器及設備項目乃按直線法及以下年率折舊。

樓宇	按租約年期或2% – 5%
機器及機械	10% – 20%
傢具、裝置及 設備	10% – 33%
汽車	20% – 25%
採砂船	10%

本集團之樓宇位於中國一幅中期租約土地。

由於經營經濟環境低迷及行業內競爭劇烈，故董事於截至二零一零年三月三十一日止年度內識別本集團採砂船減值虧損之跡象，並審閱採砂船及相關現金產生單位之可收回金額。本集團管理層識別採砂船之減值虧損28,892,000港元，並於損益內予以確認。有關採砂船之減值測試之詳情載於附註21。

18. Investment Properties

18. 投資物業

		HK\$'000 千港元
FAIR VALUE	公平值	
At 1 April 2009	於二零零九年四月一日	158,000
Increase in fair value recognized in profit or loss	於損益確認之公平值增加	63,000
At 31 March 2010	於二零一零年三月三十一日	221,000
Additions during the year	於年內添置	14,481
Increase in fair value recognized in profit or loss	於損益確認之公平值增加	47,519
Reclassified as assets held for sale (note 11(a))	重新分類為持作銷售之資產 (附註11(a))	(283,000)
At 31 March 2011	於二零一一年三月三十一日	–

18. Investment Properties (Continued)

All of the Group's investment properties held under operating leases to earn rentals or for capital appreciation purposes are measured using fair value model and are classified and accounted for as investment properties.

On 16 November 2010, the Group entered into a conditional sale and purchase agreement with an independent third party to dispose of the Group's investment properties at a cash consideration of HK\$283,000,000. The fair value of the investment properties is HK\$283,000,000 with a gain on fair value change of approximately HK\$47,519,000 (2010: HK\$63,000,000) recognized in profit or loss during the year. As at 31 March 2011, a total of HK\$132,450,000 deposits were received in relation to the disposal of investment properties.

The investment properties were reclassified to assets held for sale and presented separately in the consolidated statement of financial position as at 31 March 2011. The disposal was completed on 13 June 2011.

19. Prepaid Lease Payments

The Group's prepaid lease payments comprise leasehold lands in the PRC held under medium-term land use rights.

		2011 二零一一年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元
Analyzed for reporting purposes as:	就呈報目的而作出分析：		
Non-current asset	非流動資產	6,922	7,219
Current asset	流動資產	589	566
		7,511	7,785

18. 投資物業 (續)

本集團為賺取租金或資本增值而按經營租約持有之所有投資物業按公平值模式計量，並分類及入賬列為投資物業。

於二零一零年十一月十六日，本集團與一名獨立第三方訂立一項有條件買賣協議，以出售本集團之投資物業，現金代價為283,000,000港元。該等投資物業之公平值為283,000,000港元，公平值變動收益約47,519,000港元（二零一零年：63,000,000港元）已於年內在損益確認。於二零一一年三月三十一日，已就出售投資物業收取合共132,450,000港元訂金。

於二零一一年三月三十一日，該等投資物業已重新分類為持作銷售之資產，並於綜合財務狀況表獨立呈列。出售事項已於二零一一年六月十三日完成。

19. 預付租賃付款

本集團之預付租賃付款包括在中國根據中期土地使用權持有之租賃土地。

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20. Intangible Assets

20. 無形資產

		Customer contracts	Operating right to water supply business	Total
		客戶合約	供水業務經營權利	總額
		HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元
COST	成本			
At 1 April 2009, 31 March 2010 and 31 March 2011	於二零零九年四月一日、二零一零年三月三十一日及二零一一年三月三十一日	91,735	13,395	105,130
AMORTIZATION	攤銷			
At 1 April 2009	於二零零九年四月一日	20,658	738	21,396
Charge for the year	年內扣除	5,412	515	5,927
Impairment loss recognized in the year	年內確認減值虧損	19,475	-	19,475
At 31 March 2010	於二零一零年三月三十一日	45,545	1,253	46,798
Charge for the year	年內扣除	3,755	515	4,270
At 31 March 2011	於二零一一年三月三十一日	49,300	1,768	51,068
CARRYING VALUE	賬面值			
At 31 March 2011	於二零一一年三月三十一日	42,435	11,627	54,062
At 31 March 2010	於二零一零年三月三十一日	46,190	12,142	58,332

The above intangible assets was purchased as part of the acquisition of the Regrowth Resources Limited (water supply business) and 東莞市富昌建材貿易有限公司 (sand mining business) during the year ended 31 March 2008.

上述無形資產乃於截至二零零八年三月三十一日止年度內購入，作為收購新生資源有限公司（供水業務）及東莞市富昌建材貿易有限公司（採砂業務）之一部分。

20. Intangible Assets (Continued)

During the year ended 31 March 2010, the Group recognized an impairment loss of HK\$19,475,000 in relation to the customer contracts included in intangible assets arising on acquisition of sand mining business. Details of impairment testing on intangible assets was set out in note 21.

The above intangible assets have finite lives and are amortized on a straight-line basis over the following periods:

Customers contracts	10 – 15 years
Operating right to water supply business	26 years

20. 無形資產 (續)

於截至二零一零年三月三十一日止年度，本集團確認有關客戶合約之減值虧損19,475,000港元，計入收購採砂業務產生之無形資產。無形資產減值測試之詳情載於附註21。

上述無形資產之使用年期有限，於下列期間按直線基準攤銷：

客戶合約	10–15年
供水業務經營權利	26年

21. Goodwill

21. 商譽

		HK\$'000 千港元
COST	成本	
At 1 April 2009, 31 March 2010 and 31 March 2011	於二零零九年四月一日、二零一零 年三月三十一日及二零一一年三 月三十一日	33,145
IMPAIRMENT LOSS	減值虧損	
At 1 April 2009, 31 March 2010 and 31 March 2011	於二零零九年四月一日、二零一零 年三月三十一日及二零一一年三 月三十一日	26,276
CARRYING AMOUNTS	賬面值	
At 31 March 2011	於二零一一年三月三十一日	6,869
At 31 March 2010	於二零一零年三月三十一日	6,869

Particulars regarding impairment testing on goodwill, and intangible assets with finite useful lives, property, plant and equipment with finite useful lives and prepaid lease payment with finite useful lives are set out below:

有關商譽、具有有限使用年期之無形資產、具有有限使用年期之物業、機器及設備以及具有有限使用年期之預付租賃付款之減值測試詳情如下：

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21. Goodwill (Continued)

For the purposes of impairment testing, goodwill have been allocated to three individual cash generating units (CGUs), including water supply business, sand mining business – 東莞市富昌 and sand mining business – 粵東莞工0030及粵東莞浚089, whose operating assets also include intangible assets with finite useful lives (as set out in note 20), property, plant and equipment (as set out in note 17) and prepaid lease payment (as set out in note 19). The carrying amounts of goodwill, intangible assets (net of accumulated impairment losses), property, plant and equipment (net of accumulated depreciation and impairment losses), and prepaid lease payment (net of accumulated depreciation) as at 31 March 2011 and 2010 in these units are as follows:

21. 商譽 (續)

為進行減值測試，商譽已分配至三個獨立現金產生單位（現金產生單位），其中包括供水業務、採砂業務—東莞市富昌及採砂業務—粵東莞工0030及粵東莞浚089，該等業務之經營性資產亦包括具有有限使用年期之無形資產（載於附註20）、物業、機器及設備（載於附註17）及預付租賃付款（載於附註19）。於二零一一年及二零一零年三月三十一日，該等單位之商譽、無形資產（扣除累計減值虧損）、物業、機器及設備（扣除累計折舊及減值虧損）及預付租賃付款（扣除累計折舊）之賬面值如下：

	Prepaid lease payments 預付租賃付款		Property, plant and equipment 物業、機器及設備		Goodwill 商譽		Intangible assets 無形資產		
	2011	2010	2011	2010	2011	2010	2011	2010	
	二零一一年	二零一零年	二零一一年	二零一零年	二零一一年	二零一零年	二零一一年	二零一零年	
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	
	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	
Water supply business	供水業務	7,511	7,785	74,766	77,189	6,869	6,869	36,254	38,867
Sand mining business	採砂業務								
- 東莞市富昌	- 東莞市富昌	-	-	5,280	5,782	-	-	17,808	19,465
Sand mining business	採砂業務								
- 粵東莞工0030及 粵東莞浚089	- 粵東莞工0030及 粵東莞浚089	-	-	26,087	30,974	-	-	-	-
		7,511	7,785	106,133	113,945	6,869	6,869	54,062	58,332

21. Goodwill (Continued)

The basis of the recoverable amounts of above CGUs and their major underlying assumptions are summarized below:

Cash generating unit of water supply business

The recoverable amount of this unit has been determined based on a value in use calculation. For impairment purpose, the calculation uses cash flow projections based on the most recent financial budgets approved by the management for the coming year and extrapolates the cash flows projection for the following 5 years with 3% (2010: 3%) growth rate and for the further 20 years with zero growth rate and discount rate of 17% (2010: 17%). Another key assumptions for the value in use calculations relate to the estimation of cash inflows which include budgeted sales and gross margin, such estimation is based on the unit's past performance and management's expectations for the market development.

During the year ended 31 March 2011, management of the Group determines that there are no impairments of this CGU containing goodwill and intangible assets. The recoverable amount exceeded the carrying amount.

Cash generating unit of sand mining business – 東莞市富昌

The recoverable amount of this unit has been determined based on a value in use calculation. For impairment purpose, the calculation uses cash flow projections based on the most recent financial budgets approved by the management for the coming year and extrapolates the cash flows projection for the following 10 years with zero growth rate (2010: zero) and discount rate of 17% (2010: 17%). Another key assumptions for the value in use calculations relate to the estimation of cash inflows which include budgeted income and gross margin, such estimation is based on the unit's past performance and management's expectations for the market development.

21. 商譽 (續)

上述現金產生單位之可收回金額及其主要相關假設之基準概述如下：

供水業務之現金產生單位

本單位之可收回金額乃根據使用價值計算法釐定。就減值而言，該計算法使用現金流預測，而現金流預測則基於管理層為來年通過之最近期財務預算，並根據3%增長率（二零一零年：3%）推算未來五年以及根據零增長率推算未來二十年之現金流預測，而貼現率為17%（二零一零年：17%）。使用價值計算法之另一主要假設與現金流入之估計有關（包括預算銷售額及毛利率），該等估計乃根據本單位之過往表現及管理層對市場發展之預期而釐定。

於截至二零一一年三月三十一日止年度，本集團管理層釐定本現金產生單位（包括商譽及無形資產）並無出現減值。可收回金額超過賬面值。

採砂業務－東莞市富昌之現金產生單位

本單位之可收回金額乃根據使用價值計算法釐定。就減值而言，該計算法使用現金流預測，而現金流預測則基於管理層為來年通過之最近期財務預算，並根據零增長率（二零一零年：零）推算未來十年之現金流預測，貼現率為17%（二零一零年：17%）。使用價值計算法之另一主要假設與現金流入之估計有關（包括預算收入及毛利率），該等估計乃根據本單位之過往表現及管理層對市場發展之預期而釐定。

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21. Goodwill (Continued)

Cash generating unit of sand mining business – 東莞市富昌 (Continued)

During the year ended 31 March 2010, the Group recognized an impairment loss of HK\$19,475,000 and HK\$4,780,000 in relation to customer contracts included in intangible assets and sand mining vessels included in property, plant and equipment respectively on this CGU.

During the year ended 31 March 2011, management of the Group determines that there are no impairments of this CGU containing goodwill and intangible assets. The recoverable amount exceeded the carrying amount.

Cash generating unit of sand mining business – 粵東莞工0030 及粵東莞浚089

The recoverable amount of this unit has been determined based on a value in use calculation. For impairment purpose, the calculation uses cash flow projections based on the most recent financial budgets approved by the management for the coming year and extrapolates the cash flows projection for the following 10 years with zero growth rate (2010: zero) and discount rate of 17% (2010: 17%). Another key assumptions for the value in use calculations relate to the estimation of cash inflows which include budgeted income and gross margin, such estimation is based on the unit's past performance and management's expectations for the market development.

During the year ended 31 March 2010, the Group recognized an impairment loss of HK\$24,112,000 in relation to the sand mining vessels included in property, plant and equipment of this CGU.

During the year ended 31 March 2011, management of the Group determines that there are no impairments of this CGU containing goodwill and intangible assets. The recoverable amount exceeded the carrying amount.

21. 商譽 (續)

採砂業務—東莞市富昌之現金產生單位 (續)

截至二零一零年三月三十一日止年度，本集團分別就本現金產生單位計入無形資產之客戶合約及計入物業、機器及設備之採砂船確認減值虧損19,475,000港元及4,780,000港元。

於截至二零一一年三月三十一日止年度，本集團管理層釐定本現金產生單位（包括商譽及無形資產）並無出現減值。可收回金額超過賬面值。

採砂業務—粵東莞工0030及粵東莞浚089之現金產生單位

本單位之可收回金額乃根據使用價值計算法釐定。就減值而言，該計算法使用現金流預測，而現金流預測則基於管理層為來年通過之最近期財務預算，並根據零增長率（二零一零年：零）推算未來十年之現金流預測，貼現率為17%（二零一零年：17%）。使用價值計算法之另一主要假設與現金流入之估計有關（包括預算收入及毛利率），該等估計乃根據本單位之過往表現及管理層對市場發展之預期而釐定。

於截至二零一零年三月三十一日止年度，本集團就本現金產生單位計入物業、機器及設備之採砂船確認減值虧損24,112,000港元。

於截至二零一一年三月三十一日止年度，本集團管理層釐定本現金產生單位（包括商譽及無形資產）並無出現減值。可收回金額超過賬面值。

22. Interests in Associates

22. 聯營公司權益

		2011 二零一一年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元
Cost of investment in associates which are:	於下列聯營公司投資之成本：		
– unlisted (note a)	– 非上市 (附註a)	221,117	221,117
Share of post-acquisition profit and other comprehensive income, net of dividends received	應佔收購後溢利及其他全面收入，減已收股息	115,767	34,981
		336,884	256,098

Notes:

- a. (i) The amount as at 31 March 2011 includes 28.95% (2010: 26%) equity interest in CEL. On 7 December 2010, an indirect wholly-owned subsidiary of the Company, Budget Well Limited, entered into the agreement with China Pharmaceutical Industrial Limited ("CPIL"), a 57.26% indirectly-owned subsidiary of the Company, to purchase 6.77% equity interest of CEL held by CPIL at a consideration of HK\$290,000. The transaction was completed on 30 December 2010. The Group's effective equity interest in CEL was increased from 26% to 28.95%.
- (ii) On 31 December 2009, the Group acquired 30% equity interests in Fortune Well Holdings Limited ("Fortune Well") at a cash consideration of HK\$45,000,000.

附註：

- a. (i) 於二零一一年三月三十一日之金額包括於CEL之28.95% (二零一零年：26%)之股權。於二零一零年十二月七日，Budget Well Limited (本公司之間接全資附屬公司)與China Pharmaceutical Industrial Limited (「CPIL」，本公司擁有57.26%權益之間接附屬公司)訂立一項協議，以購入由CPIL持有之CEL之6.77%股權，代價為290,000港元。該交易已於二零一零年十二月三十日完成。本集團於CEL之實際股權由26%增至28.95%。
- (ii) 於二零零九年十二月三十一日，本集團收購Fortune Well Holdings Limited (「Fortune Well」) 30%股權，現金代價為45,000,000港元。

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22. Interests in Associates (Continued)

Notes: (Continued)

- b. Details of the Group's principal associates as at 31 March 2010 and 2011 are as follows:

Name of associate 聯營公司名稱	Place of incorporation/ establishment 註冊成立/成立地點	Place of operation 營運地點	Proportion of equity interest attributable to the Company 本集團應佔股權比例		Principal activities 主要業務
			2011 二零一一年 %	2010 二零一零年 %	
Fortune Well	British Virgin Islands ("BVI") 英屬處女群島 (「英屬處女群島」)	Hong Kong and PRC 香港及中國	30	30	Manufacturing and trading of garments products 成衣製造及買賣業務
CEL	Bermuda 百慕達	Hong Kong and PRC 香港及中國	28.95	26	Investment holding 投資控股

Fortune Well's subsidiaries operate in both Hong Kong and the PRC.

CEL's subsidiaries operate in both Hong Kong and the PRC and its shares are traded on the Over-the-Counter Bulletin Board in the United States of America. The principal activities of CEL are investment holding. The major assets of CEL is the 26% interest in Hangzhou Zhongce Rubber Company Limited, which is engaged in rubber tire manufacturing business in PRC. The financial year end date of CEL is 31 December. The Group's share of net assets and interests of CEL at 31 March 2010 and 31 March 2011 is calculated based on the net assets of CEL as at 31 December 2009 and 31 December 2010, after adjusting for any material transactions up to 31 March 2010 and 31 March 2011.

22. 聯營公司權益 (續)

附註：(續)

- b. 本集團於二零一零年及二零一一年三月三十一日之主要聯營公司之詳情如下：

Fortune Well之附屬公司於香港及中國經營。

CEL之附屬公司於香港及中國經營，其股份在美國場外交易議價板買賣。CEL之主要業務為投資控股。CEL之主要資產為於杭州中策橡膠有限公司(於中國進行橡膠輪胎製造業務)之26%權益。CEL之財政年度截止日期為十二月三十一日。本集團應佔CEL於二零一零年三月三十一日及二零一一年三月三十一日之資產淨值及權益，乃根據CEL於二零零九年十二月三十一日及二零一零年十二月三十一日之資產淨值，經對截至二零一零年三月三十一日及二零一一年三月三十一日之任何重大交易進行調整後計算。

22. Interests in Associates (Continued)

Notes: (Continued)

b. (Continued)

The above tables list the associates of the Group which, in the opinion of the directors, principally affected the results of the Group for the year or formed a substantial portion of the net assets of the Group at the end of the reporting period. To give details of other associates would, in the opinion of the directors, result in particulars of excessive length.

The summarized financial information in respect of the Group's associates under equity method of accounting is set out below:

		2011 二零一一年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元
Total assets	資產總值	1,416,549	1,167,344
Total liabilities	負債總額	(310,429)	(303,556)
Net assets	資產淨值	1,106,120	863,788
Group's share of net assets of associates	本集團應佔聯營公司資產淨值	309,576	228,790

The revenue and profit for the year of the associates that are accounted for in the consolidated statement of comprehensive income using the equity method of accounting are set out below:

		2011 二零一一年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元
Revenue	收入	271,022	26,329
Profit for the year	年內溢利	216,228	285,447
Other comprehensive income	其他全面收入	(3,059)	(11,142)
Group's share of profit and other comprehensive income of associates for the year	本集團應佔聯營公司本年度溢利及其他全面收入	71,229	63,117

22. 聯營公司權益 (續)

附註：(續)

b. (續)

上表列載之本集團聯營公司，乃董事認為主要影響本集團本年度之業績或構成本集團於申報期末資產淨值重大部分之公司。董事認為，詳載其他聯營公司資料會導致篇幅過於冗長。

本集團聯營公司採用權益會計法入賬之財務資料概列如下：

本年度聯營公司採用權益會計法於綜合全面收益表入賬之收入及溢利載列如下：

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22. Interests in Associates (Continued)

Notes: (Continued)

- c. The Group has discontinued recognition of its share of losses of certain associates. The amounts of unrecognized share of those associates, extracted from the relevant audited financial statements of associates, both for the year and cumulatively, are as follows:

		2011 二零一一年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元
Accumulated unrecognized share of losses of associates	應佔聯營公司之累計未確認虧損	(1,317)	(1,215)
Unrecognized share of losses of associates for the year	應佔聯營公司之本年度未確認虧損	(102)	(168)

22. 聯營公司權益 (續)

附註：(續)

- c. 本集團已終止確認應佔若干聯營公司之虧損。以下為應佔該等聯營公司之本年度及累計未確認數額，乃摘錄自相關聯營公司經審核財務報表：

23. Available-for-sale Investments

		2011 二零一一年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元
Listed investments:	上市投資：		
– Equity securities listed in Hong Kong	– 於香港上市之股本證券	73,224	267,065
Unlisted securities:	非上市證券		
– Equity securities	– 股本證券	179,177	99,555
		252,401	366,620
Assets classified as held for sale	分類為持作銷售之資產		
– Unlisted equity securities	– 非上市股本證券	–	76,800

Notes:

- (a) All listed investments are stated at fair value which is determined based on the quoted market bid prices available on the Stock Exchange.

附註：

- (a) 所有上市投資均按根據聯交所提供之所報市場買入價釐定之公平值列賬。

23. Available-for-sale Investments (Continued)

Notes: (Continued)

(a) (Continued)

On 27 September 2010, the Group entered into an agreement to dispose of 76,402,763 ordinary shares in ITC Properties Group Limited ("ITC Properties", a company whose shares are listed on the Stock Exchange and represented all the Group's 13.52% interest in ITC Properties) at a total consideration of HK\$175,726,000. The disposal was completed on 25 November 2010 and resulted in a gain on disposal of available-for-sale investment of HK\$140,405,000.

(b) The unlisted equity securities included equity interest held in companies which were engaged in holding of properties interest located in the PRC with carrying amount of HK\$102,377,000 (2010:HK\$99,555,000). The unlisted equity securities are measured at cost less impairment at the end of the reporting period because the range of reasonable fair value estimates is so significant that the directors of the Company are of the opinion that their fair value cannot be measured reliably.

(c) In December 2009, the Group entered into a conditional sale and purchase agreement to dispose of the unlisted securities with carrying amount of HK\$76,800,000 representing its cost at the date of the agreement, at a cash consideration of HK\$76,800,000. Accordingly, the carrying amount was reclassified from available-for-sale investments to assets classified as held for sale. As explained in note 11(a), the transaction became a condition for the acquisition of 50% interest in ITCP (China) and accordingly, the Group ceased to classify the carrying amount of HK\$76,800,000 as assets held for sale and reclassified it back to available-for-sale investments.

23. 可供銷售投資 (續)

附註：(續)

(a) (續)

於二零一零年九月二十七日，本集團訂立協議，出售德祥地產集團有限公司（「德祥地產」，其股份於聯交所上市）之76,402,763股普通股（相當於本集團於德祥地產之全部13.52%權益），總代價為175,726,000港元。出售事項已於二零一零年十一月二十五日完成，錄得出售可供銷售投資之收益140,405,000港元。

(b) 非上市股本證券包括於數間從事持有位於中國之物業權益之公司所持有之股權，賬面值為102,377,000港元（二零一零年：99,555,000港元）。因合理公平價值估計範圍相當大，而本公司董事認為非上市股本證券之公平值無法可靠計量，故於申報期末按成本減減值計量該等證券。

(c) 於二零零九年十二月，本集團訂立有條件買賣協議，出售賬面值76,800,000港元（相當於協議日期之成本）之非上市證券，現金代價為76,800,000港元。因此，賬面值由可供銷售投資重新歸類為持作銷售資產。如附註11(a)所闡釋，該項交易成為收購ITCP (China)之50%權益之部分條件，因此，本集團終止將賬面值76,800,000港元分類為持作銷售之資產，並將其分類重新調回至可供銷售投資。

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24. Convertible Notes Receivable

The amount represents the debt component of convertible notes receivable which is stated at amortized cost.

Details of the terms and conditions of the convertible notes as at 31 March 2011 and 31 March 2010 are as follows:

Convertible note	Principal amount	Issuer	Coupon interest rate per annum	Maturity date	Redemption amount over the principal
可兌換票據	本金額 HK\$'000 千港元	發行人	票面年利率	到期日	贖回本金額 除以本金額
ITC Properties 2010 (Note) 德祥地產二零一零 (附註)	330,000	ITC Properties 德祥地產	Zero 零	11 August 2010 二零一零年 八月十一日	110%
ITC Properties 2011 德祥地產二零一一	270,000	ITC Properties 德祥地產	1%	15 June 2011 二零一一年 六月十五日	110%
SCL 2010 (Note) 漢傳媒二零一零 (附註)	170,000	See Corporation Limited ("SCL") 漢傳媒集團有限公司 (「漢傳媒」)	Zero 零	9 August 2010 二零一零年 八月九日	110%

At March 2011, convertible notes receivable with aggregate principal amounts of HK\$270,000,000 (2010: HK\$770,000,000) remains outstanding.

Note: During the year ended 31 March 2011, ITC Properties 2010 and SCL 2010 convertible notes receivable (2010: convertible notes issued by SCL with principal amount of HK\$100,000,000) were matured and the total redemption amount of HK\$550,000,000 (2010: HK\$100,000,000) was repaid to the Group. The Group previously treated the debt components of these convertible notes receivables as available-for-sale investments which were measured at fair value with changes in fair value recognized in investment revaluation reserve. During the year ended 31 March 2009, the Group applied HKAS 39 & HKFRS 7 (Amendments) Reclassification of Financial Assets and made a reclassification of the debt components of these convertible notes receivables into loan and receivable. Those changes in fair value previously recognized in investment revaluation reserve was to be amortized to profit and loss over the remaining lives of the financial assets using the effective interest method.

24. 應收可兌換票據

有關金額指應收可兌換票據之債務部分，乃以攤銷成本列賬。

於二零一一年三月三十一日及二零一零年三月三十一日，可兌換票據之條款及條件詳情如下：

於二零一一年三月，本金總額為數270,000,000港元（二零一零年：770,000,000港元）之應收可兌換票據尚未償還。

附註： 於截至二零一一年三月三十一日止年度，德祥地產二零一零及漢傳媒二零一零應收可兌換票據（二零一零年：漢傳媒所發行本金額100,000,000港元之可兌換票據）已到期，而贖回金額合共550,000,000港元（二零一零年：100,000,000港元）已償還予本集團。本集團過往將該等應收可兌換票據之債務部分視作可供銷售投資處理，即按公平值計量並於投資重估儲備確認公平值之變動。於截至二零零九年三月三十一日止年度，本集團應用香港會計準則第39號及香港財務報告準則第7號（修訂本）「將財務資產重新歸類」，並將該等應收可兌換票據之債務部分重新歸類為貸款及應收款項。先前於投資重估儲備確認之公平值變動會利用實際利率法，於財務資產剩餘年期內在損益攤銷。

24. Convertible Notes Receivable (Continued)

Note: (Continued)

Upon maturity of these convertible notes during the year, the amounts in investment revaluation reserve as at 1 April 2010 which relate to the unamortized fair value changes of the convertible notes which matured during the year of HK\$87,820,000 (2010: HK\$32,000 as at 1 April 2009) was charged to profit or loss as loss on maturity of convertible notes during the year ended 31 March 2011.

Regarding ITC Properties 2011 convertible notes receivable with carrying amount of HK\$291,487,000 (2010: HK\$266,880,000), an offer was made during the year by ITC Properties to repurchase them by way of issue of new convertible notes on 25 May 2011 with principal amount of HK\$297,000,000, carrying interest at 3.25% per annum with maturity date of 30 months from date of issue and redeemable at their 105% principal amount.

Following the shareholder meeting on 13 May 2011, the Group accepted the offer by ITC Properties. ITC Properties 2011 convertible notes receivable was reclassified to non-current assets at 31 March 2011.

ITC Properties and SCL are listed on the Stock Exchange. During the year ended 31 March 2010, ITC Properties was a related company of the Group since the substantial shareholder of the Company, ITC Corporation Limited ("ITC Corporation"), had beneficial interest in and significant influence over ITC Properties. After ITC Corporation distributed the Company's shares to its shareholders during the year ended 31 March 2011, ITC Properties ceased to be a related company of the Group.

24. 應收可兌換票據 (續)

附註：(續)

該等可兌換票據於年內到期後，投資重估儲備於二零一零年四月一日之金額（與於年內到期之可兌換票據之未攤銷公平值變動有關）87,820,000港元（二零一零年：於二零零九年四月一日之32,000港元）已於可兌換票據在截至二零一一年三月三十一日止年度到期時於損益中視作虧損扣除。

就賬面值為291,487,000港元（二零一零年：266,880,000港元）之德祥地產二零一一應收可兌換票據而言，德祥地產於年內提出收購建議，透過於二零一一年五月二十五日發行本金額297,000,000港元之新可兌換票據購回上述應收可兌換票據。新可兌換票據按年利率3.25厘計息，到期日為發行日期起計三十個月，屆時可按本金額之105%將之贖回。

於二零一一年五月十三日舉行之股東大會後，本集團接納德祥地產之收購建議。於二零一一年三月三十一日，德祥地產二零一一應收可兌換票據重新歸類為非流動資產。

德祥地產及漢傳媒均於聯交所上市。於截至二零一零年三月三十一日止年度，由於本公司之主要股東德祥企業集團有限公司（「德祥企業」）擁有德祥地產之實益權益並對其具有重大影響力，故德祥地產為本集團之關連公司。於截至二零一一年三月三十一日止年度，在德祥企業向其股東分派本公司之股份後，德祥地產不再為本集團之關連公司。

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25. Conversion Options Embedded in Convertible Notes

25. 可兌換票據之兌換權

		2011 二零一一年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元
The amount was analyzed for reporting purposes as:	就呈報目的而作出分析之金額：		
Non-current asset	非流動資產	–	814
Current asset	流動資產	–	80
		–	894

Conversion options embedded in convertible notes represented the conversion option element of convertible notes subscribed by the Group and are measured at fair value using the Black-Scholes option pricing model, at initial recognition and at the end of the reporting period.

During the year ended 31 March 2011, the Group recognized a decrease in fair value changes of approximately HK\$894,000 (2010: increase in HK\$736,000) in profit or loss.

可兌換票據之兌換權指本集團認購之可兌換票據之兌換權部分，於首次確認時及各申報期末使用柏力克－舒爾斯期權定價模式以公平值計量。

於截至二零一一年三月三十一日止年度，本集團於損益確認約894,000港元之公平值變動減少（二零一零年：736,000港元增加）。

25. Conversion Options Embedded in Convertible Notes (Continued)

Details of the method and assumptions applied for the valuation of the conversion options embedded in convertible note are set out in as follow:

Valuation of conversion option element

Black-Scholes option pricing model is used for valuation for conversion option element of convertible notes. The inputs into the model of each convertible note as at date of subscription and each of the year ended 31 March 2010 and 2011, if applicable, were as follows:

ITC Properties 2010	11 August 2005 (date of subscription) 二零零五年 八月十一日 (認購日期)	31 March 2010 二零一零年 三月三十一日	31 March 2011 二零一一年 三月三十一日
德祥地產二零一零			
Stock price 股價	HK\$0.39港元	HK\$1.94港元	N/A不適用
Conversion price 兌換價	HK\$0.44港元	HK\$5.68港元	N/A不適用
Volatility 波幅	73.57%	65.72%	N/A不適用
Dividend yield 息率	Zero零	Zero零	N/A不適用
Option life 期權年期	5 years年	0.36 year年	N/A不適用
Risk free rate 無風險利率	4%	0.13%	N/A不適用

25. 可兌換票據之兌換權 (續)

可兌換票據之兌換權所採用之估值方法及假設詳情載列如下：

兌換權部分之估值

可兌換票據兌換權部分使用柏力克－舒爾斯期權定價模式估值。於認購日期及截至二零一零年及二零一一年三月三十一日止年度各年(如適用)各可兌換票據計入該模式之數據如下：

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25. Conversion Options Embedded in Convertible Notes (Continued)

25. 可兌換票據之兌換權 (續)

Valuation of conversion option element (Continued)

兌換權部分之估值 (續)

ITC Properties 2011	15 June 2006 (date of subscription) 二零零六年 六月十五日 (認購日期)	31 March 2010 二零一零年 三月三十一日	31 March 2011 二零一一年 三月三十一日
德祥地產二零一一			
Stock price 股價	HK\$0.54港元	HK\$1.94港元	HK\$2.14港元
Conversion price 兌換價	HK\$0.70港元	HK\$9.03港元	HK\$8.904港元
Volatility 波幅	61.62%	70.42%	40.86%
Dividend yield 息率	Zero零	Zero零	Zero零
Option life 期權年期	5 years年	1.21 years年	0.21 year年
Risk free rate 無風險利率	4.62%	0.28%	0.19%
SCL 2010	10 August 2005 (date of subscription) 二零零五年 八月十日 (認購日期)	31 March 2010 二零一零年 三月三十一日	31 March 2011 二零一一年 三月三十一日
漢傳媒二零一零			
Stock price 股價	HK\$0.66港元	HK\$0.28港元	N/A不適用
Conversion price 兌換價	HK\$0.12港元	HK\$5.66港元	N/A不適用
Volatility 波幅	82.58%	142.91%	N/A不適用
Dividend yield 息率	Zero零	Zero零	N/A不適用
Option life 期權年期	5 years年	0.36 year年	N/A不適用
Risk free rate 無風險利率	4%	0.13%	N/A不適用

26. Deposit for Acquisition of Interest in a Jointly Controlled Entity

On 29 September 2010, the Group entered into a conditional agreement with ITC Properties Holdings Group Limited, a direct wholly-owned subsidiary of ITC Properties, for the acquisition of 50% interest in ITCP (China), a wholly-owned subsidiary of ITC Properties Holdings Group Limited and the outstanding shareholders' loan for a total consideration of HK\$480 million ("Acquisition of 50% Interest in ITCP (China)"). Before the completion of the Acquisition of 50% Interest in ITCP (China), ITCP (China) is required to acquire the entire issued share capital of and (if any) the shareholders' loans due by Newskill (see note 11a). The acquisition was not yet completed at the date of this annual report.

27. Properties Under Development for Sale

The properties under development for sale was acquired through the acquisition of 60% interest in Best Smooth International Limited ("Best Smooth") during the year ended 31 March 2010. Details of acquisition are set out in note 40. During the year ended 31 March 2011, the Group further acquired the remaining 40% interest in Best Smooth and 3% interest in a non-wholly owned subsidiary of Best Smooth. The Group's interest in Best Smooth and its subsidiaries was increased to 100% thereafter.

The properties under development for sale represents land use rights for a piece of land located in Guangzhou, PRC and development costs incurred to date. The construction work on the land has not yet been completed and development of the property has been suspended for over 10 years. Upon completion of acquisition of 60% interests and further acquisition of 40% interest in Best Smooth by the Group in December 2009 and September 2010 respectively, the Group commenced to negotiate with various contractors for the design and implementation of the construction work of the properties. The properties under development for sale are not expected to be realized within twelve months after the end of the reporting period.

26. 收購一間共同控制實體權益之訂金

於二零一零年九月二十九日，本集團與德祥地產之直接全資附屬公司ITC Properties Holdings Group Limited訂立一項有條件協議，以收購ITCP (China) (ITC Properties Holdings Group Limited之全資附屬公司)之50%權益及未償還股東貸款，總代價為480,000,000港元（「ITCP (China) 50%權益收購事項」）。於ITCP (China) 50%權益收購事項完成前，ITCP (China)須收購Newskill全部已發行股本及（如有）Newskill應付之股東貸款（見附註11a）。收購事項於本年報日期尚未完成。

27. 待售發展中物業

待售發展中物業乃透過於截至二零一零年三月三十一日止年度收購百順國際有限公司（「百順」）之60%權益而收購。收購事項之詳情載於附註40。於截至二零一一年三月三十一日止年度，本集團進一步收購百順其餘40%權益及百順一間非全資附屬公司之3%權益。其後，本集團於百順及其附屬公司之權益已增至100%。

待售發展中物業指中國廣州一幅土地之土地使用權及截至現時已產生之發展成本。該土地上之建設工程尚未完工，而該物業之發展已擱置超過十年。本集團分別於二零零九年十二月及二零一零年九月完成收購百順60%權益及進一步收購其40%權益後，本集團開始與不同承建商磋商有關物業建設工程之設計及實行。預期待售發展中物業不會於申報期末後十二個月內變現。

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28. Trade and Other Receivables and Prepayments

28. 貿易及其他應收款項及預付款項

		2011 二零一一年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元
Trade receivables	貿易應收款項	1,612	6,691
		1,612	6,691
Prepayment for materials for property construction projects	物業建設項目物料之預付款項	214,842	45,767
Prepaid land appreciation tax	預付土地增值稅	17,045	16,200
Other receivables (net of allowance for doubtful debts)	其他應收款項 (扣除呆賬撥備)	26,047	11,820
Interest receivables	應收利息	85	6
Deposits and prepayments	按金及預付款項	4,435	3,858
		264,066	84,342

The Group allows an average credit period of one to two months to its trade customers. The following is an aged analysis of trade receivable, presented based on invoice date, net of allowance for doubtful debts at the end of each reporting period:

本集團向其貿易客戶提供平均一至兩個月不等之信貸期。於各申報期末，貿易應收款項(按發票日期呈列)扣除呆賬撥備之賬齡分析如下：

		2011 二零一一年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元
0-30 days	0至30日	1,612	5,557
31-60 days	31至60日	-	125
Over 60 days	超過60日	-	1,009
		1,612	6,691

28. Trade and Other Receivables and Prepayments (Continued)

Before accepting any new customer, the Group will assess and understand the potential customer's credit quality and defines its credit limits. Credit limits attributed to each customer are reviewed regularly.

Included in the Group's trade receivable balance are debtors with aggregate carrying amount of HK\$Nil (2010: HK\$1,009,000) which are past due at the reporting date for which the Group has not provided for impairment loss. The Group does not hold any collateral over these balances. The average age of these receivables is one to two months (2010: one to two months).

Ageing of trade receivables which are past due but not impaired

		2011 二零一一年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元
Over 60 days	超過60日	-	1,009

The Group has provided fully for all receivables over one year because management considers those amounts are generally not recoverable.

No allowance for doubtful debts on trade receivables was provided and no movement in the allowance was noted for both years.

28. 貿易及其他應收款項及預付款項 (續)

在接納任何新客戶前，本集團會評估及了解潛在客戶之信貸質素並釐定其信貸限額。每位客戶之信貸限額均會作定期檢討。

本集團之貿易應收款項結餘中賬面總值零港元（二零一零年：1,009,000港元）之應收賬款於申報日期已逾期，而本集團並未就減值虧損計提撥備。本集團並無就該等結餘持有任何抵押品。該等應收款項之平均賬齡為一至兩個月（二零一零年：一至兩個月）。

已逾期但未減值貿易應收款項之賬齡

本集團已就所有逾期超過一年之應收款項全數計提撥備，原因是管理層認為該等款項一般無法收回。

於兩個年度，並無就貿易應收款項呆賬計提撥備，亦無錄得撥備變動。

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28. Trade and Other Receivables and Prepayments (Continued)

Movement in the allowance for doubtful debts on other receivables

		2011 二零一一年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元
Balance at beginning of the year	年初結餘	2,105	9,711
Allowance for other receivables	其他應收款項撥備	245	425
Amounts written as uncollectible	撇銷為不可收回之金額	-	(8,031)
Balance at end of the year	年終結餘	2,350	2,105

The allowance recognized on trade and other receivable is mainly because of those debtors have financial difficulties.

28. 貿易及其他應收款項及預付款項 (續)

其他應收款項呆賬撥備之變動

就貿易及其他應收款項確認之撥備主要是由有財政困難之債務人所致。

29. Investments Held for Trading

Investments held for trading at the end of the reporting period include:

		2011 二零一一年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元
Listed securities:	上市證券:		
- Equity securities listed in Hong Kong	- 於香港上市之股本證券	5,061	-
- Equity securities listed elsewhere	- 於其他地方上市之股本證券	314	262
		5,375	262

29. 持作買賣投資

於申報期末，持作買賣投資包括：

30. Short-term Loans Receivable

		2011 二零一一年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元
Loans receivable	應收貸款	10,898	6,898
Less: Allowance for doubtful debt	減：呆賬撥備	(5,898)	(5,898)
		5,000	1,000

As at 31 March 2011, the net amount of loan receivable is secured by unlisted securities of the borrower.

As at 31 March 2010, the net amount of loan receivable is unsecured.

The loans receivable carry interest at Hong Kong Prime Rate and are repayable on demand.

There was no movement for the allowance for doubtful debts on loans receivable for both years.

31. Amount(s) due from (to) related Companies/A Non-Controlling Shareholder

(i) Amounts due from (to) related companies

As at 31 March 2010, the amounts due from related companies, being subsidiaries of the substantial shareholder of the Company, were unsecured, interest-free and repayable on demand or expected to be recovered within one year.

30. 應收短期貸款

於二零一一年三月三十一日，應收貸款淨額以借款人之非上市證券作抵押。

於二零一零年三月三十一日，應收貸款淨額為無抵押。

應收貸款按香港最優惠利率計息，並須應要求償還。

於兩個年度，應收貸款呆賬撥備並無變動。

31. 應收（應付）關連公司／一名非控股股東款項

(i) 應收（應付）關連公司款項

於二零一零年三月三十一日，應收關連公司（為本公司主要股東之附屬公司）款項為無抵押及免息，並須應要求償還或預期於一年內收回。

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31. Amount(s) due from (to) related Companies/A Non-Controlling Shareholder (Continued)

(i) Amounts due from (to) related companies (Continued)

As at 31 March 2010, amounts due to related companies of HK\$88,468,000 were interest-bearing at Hong Kong Prime Rate plus 2%. The remaining balances were interest free. All amounts were unsecured and repayable on demand.

The balances of amounts due from (to) related companies as at 31 March 2011 were reclassified to other receivables or other payables/borrowings upon those companies ceased to be the Group's related parties as ITC Corporation ceased to be a substantial shareholder of the Company upon distribution of the Company's shares to its shareholders as explained in note 24 to the consolidated financial statements.

(ii) Amount due to a non-controlling shareholder

As at 31 March 2010, the balance represented the shareholder loan owed by Best Smooth to the non-controlling shareholder.

During the year ended 31 March 2011, the Group further acquired the remaining 40% interest in Best Smooth and 3% in a non-wholly owned subsidiary of Best Smooth, together with the entire shareholder loan due to the non-controlling shareholder with carrying amount of HK\$186,194,000 being assigned by the vendor of Best Smooth to the Group at the completion date at a total consideration of HK\$470,000,000, which is determined by reference to the market value of the property development project held by Best Smooth.

31. 應收(應付)關連公司／一名非控股股東款項(續)

(i) 應收(應付)關連公司款項(續)

於二零一零年三月三十一日，應付關連公司款項中有88,468,000港元按香港最優惠利率加2%計息，餘額則不計息。所有款項均無抵押，並須應要求償還。

於二零一一年三月三十一日，應收(應付)關連公司款項結餘重新分類為其他應收款項或其他應付款項／借款，原因為如綜合財務報表附註24所闡釋，德祥集團於向其股東分派本公司股份後不再為本公司之主要股東，因此，該等公司不再為本集團關連人士。

(ii) 應付一名非控股股東款項

於二零一零年三月三十一日，該結餘指百順結欠非控股股東之股東貸款。

於截至二零一一年三月三十一日止年度，本集團進一步收購百順餘下40%權益及百順一間非全資附屬公司3%權益，連同應付非控股股東之全部股東貸款(於完成日期之賬面值為186,194,000港元，由百順之賣方轉讓予本集團)，總代價為470,000,000港元，乃參照百順所持物業發展項目之市值釐定。

32. Loans to Associates/Amounts due to Associates

(i) Loans to associates

		2011 二零一一年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元
Loans to associates	給予聯營公司貸款	109,124	109,433

The amounts are unsecured and repayable on demand. Except for the amount of HK\$1,331,000 (2010: HK\$1,331,000) bearing interest at Hong Kong Prime Rate plus 2% per annum (2010: Hong Kong Prime Rate plus 2%), the remaining amount is interest-free.

(ii) Amounts due to associates

The amounts are unsecured, interest-free and repayable on demand.

33. Bank Balances and Cash

The bank balances and cash comprises cash and short-term bank deposits with an original maturity of three months or less held by the Group. The bank balances carries interest at 0.00% to 5.95% per annum (2010: 0.01% to 0.30% per annum).

32. 給予聯營公司貸款／應付聯營公司款項

(i) 給予聯營公司貸款

		2011 二零一一年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元
Loans to associates	給予聯營公司貸款	109,124	109,433

該等金額為無抵押及須應要求償還。除一筆1,331,000港元（二零一零年：1,331,000港元）之款項按香港最優惠利率加年利率2%（二零一零年：香港最優惠利率加年利率2%）計息外，餘額均不計息。

(ii) 應付聯營公司款項

該等金額為無抵押及免息，並須應要求償還。

33. 銀行結餘及現金

銀行結餘及現金包括本集團所持有之現金及原到期日為三個月或以內之短期銀行存款。銀行結餘按年息0.00%至5.95%（二零一零年：年息0.01%至0.30%）計息。

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34. Trade and Other Payables and Accruals

34. 貿易及其他應付款項及應計費用

		2011 二零一一年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元
Trade payables	貿易應付款項	15,951	21,179
Accrued expenses	應計開支	20,657	17,043
Interest payables	應付利息	14,022	3,302
Payables for construction project	建設項目之應付款項	21,828	33,826
Other payables (note a)	其他應付款項(附註a)	205,805	191,565
Payable for additions to properties under development for sale (note b)	添置待售發展中物業之應付款項(附註b)	99,521	-
Others	其他	47,527	36,901
		425,311	303,816
The following is an aged analysis of trade payable (based on the invoices date) at the end of each reporting period:		於各申報期末，貿易應付款項之賬齡分析(按發票日期呈列)如下：	
0-30 days	0至30日	5,925	9,930
31-60 days	31至60日	-	258
Over 60 days	超過60日	10,026	10,991
		15,951	21,179

34. Trade and Other Payables and Accruals (Continued)

Notes:

- (a) Other payables are acquired arising from acquisition of 60% interest in Best Smooth for the year ended 31 March 2010. In previous years, Guangzhou Jixiang Property Development Company Limited ("Guangzhou Jixiang"), a subsidiary of Best Smooth, entered into agreements with purchasers for the presale of certain of the properties under development for sale. The sale transactions have not been completed since the construction of the properties has not yet been completed, and accordingly, no revenue has been recognized.

Since the property project has been suspended for a number of years, the purchasers have agreed with Guangzhou Jixiang that they would obtain a refund from Guangzhou Jixiang instead of completing the purchase of the properties.

The other payables are unsecured, carry interest at monthly borrowing rate of The People's Bank of China. The monthly borrowing rate of The People's Bank of China is 5.94% (2010: 5.94%) per annum during the year ended 31 March 2011 and are repayable on demand.

- (b) The amount represents cost for the change on the land development purpose in Guangzhou Jixiang from both commercial and residential use to commercial use only.

34. 貿易及其他應付款項及應計費用 (續)

附註：

- (a) 其他應付款項乃於截至二零一零年三月三十一日止年度收購百順60%權益時收購。於過往年度，廣州吉祥房產發展有限公司（「廣州吉祥」，百順之附屬公司）與多名買方訂立多項協議，預售若干待售發展中物業。銷售交易因物業尚未落成而並未完成，因此，並無確認任何收入。

由於該物業項目已擱置多年，買方已與廣州吉祥協定，彼等會收取廣州吉祥之退款，而不會完成購買有關物業。

其他應付款項為無抵押，按中國人民銀行每月借款利率計息。於截至二零一一年三月三十一日止年度，中國人民銀行每月借款利率為5.94%（二零一零年：5.94%），並須應要求償還。

- (b) 有關款項指廣州吉祥將土地發展用途由商住兩用更改為純粹商用之成本。

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35. Borrowings

35. 借款

		As at 31.3.2011 於二零一一年 三月三十一日 HK\$'000 千港元	As at 31.3.2010 於二零一零年 三月三十一日 HK\$'000 千港元 (restated) (經重列)	As at 1.4.2009 於二零零九年 四月一日 HK\$'000 千港元 (restated) (經重列)
Borrowings comprise:	借款包括：			
Secured bank borrowings	有抵押銀行借款	180,000	113,563	130,313
Unsecured other borrowings	無抵押其他借款	93,468	25,000	45,000
		273,468	138,563	175,313
The amounts are repayable as follows:	上述款項須於以下年期償還：			
Within one year or on demand*	一年內或應要求*	196,905	43,250	61,750
Carrying amount of bank loans that are not repayable within one year from the end of the reporting period but contain a repayment on demand clause (shown under current liabilities)	列入流動負債項下，無須於申報期末起計一年內償還，但包含應要求償還條文之銀行貸款之賬面值	76,563	95,313	113,563
		273,468	138,563	175,313
Amount due within one year under current liabilities	列入流動負債項下於一年內到期之款項	(273,468)	(138,563)	(175,313)
Amount due after one year	一年後到期之款項	-	-	-

* The amounts due are based on scheduled repayment dates set out in the loan agreements.

* 該等到期款項乃以貸款協議所載之預訂還款日期為依據。

The ranges of effective interest rates during the year (which are equal to contractual interest rates) on the Group's borrowings are as follows:

本集團借款於本年度之實際利率（相等於合約利率）範圍如下：

		2011 二零一一年	2010 二零一零年
Effective interest rate:	實際利率：		
Fixed-rate borrowings	定息借款	N/A 不適用	5%
Variable-rate borrowings	浮息借款	0.83% to 7%	0.81% to 7%

36. Share Capital

36. 股本

		Number of shares 股份數目	Value 價值 HK\$'000 千港元
Ordinary shares of HK\$0.01 each	每股面值0.01港元之普通股		
Authorized:	法定股本：		
At 31 March 2010 and 31 March 2011	於二零一零年三月三十一日及 二零一一年三月三十一日	20,000,000,000	200,000
Issued and fully paid:	已發行及繳足股本：		
Ordinary shares of HK\$0.01 at 1 April 2009	於二零零九年四月一日每股 面值0.01港元之普通股	401,025,865	4,010
Issue of shares upon exercise of warrants	因行使認股權證而發行股份	40,410,865	404
Placing of shares	配售股份	120,000,000	1,200
Ordinary shares of HK\$0.01 each at 31 March 2010	於二零一零年三月三十一日 每股面值0.01港元之普通股	561,436,730	5,614
Issue of shares upon exercise of warrants (note a)	因行使認股權證而發行股份 (附註a)	12,134	-
Issue of shares upon exercise of convertible loan notes (note b)	因行使可換股貸款票據 而發行股份(附註b)	22	-
Issue of shares for repurchase of convertible loan notes (note c)	因購回可換股貸款票據 而發行股份(附註c)	684,447,030	6,845
Share consolidation (note d)	股份合併(附註d)	(1,121,306,325)	-
Ordinary shares of HK\$0.10 each Capital reduction (note d)	每股面值0.10港元之普通股 股本削減(附註d)	124,589,591 -	12,459 (11,213)
Ordinary shares of HK\$0.01 each at 31 March 2011	於二零一一年三月三十一日 每股面值0.01港元之普通股	124,589,591	1,246

Notes:

During the year, the movement of the share capital are as follows:

- (a) 12,134 warrants were exercised at an initial exercise price of HK\$0.63 per share.

附註：

股本於年內之變動如下：

- (a) 12,134份認股權證已按初步行使價每股0.63港元獲行使。

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36. Share Capital (Continued)

Notes: (Continued)

- (b) Convertible loan notes of principal amount of HK\$360 were converted into 22 ordinary shares at the conversion price of HK\$15.83.
- (c) The Company repurchased the outstanding convertible loan notes at their face value, satisfied by the issue of the ordinary shares of the Company at HK\$0.5 each. The offer period for the repurchase of the convertible loan notes was valid from 15 September 2010 to 21 October 2010. The Company received valid acceptances in respect of the convertible loan notes in an aggregate principal amount of HK\$342,223,515. The Company issued and allotted a total of 684,447,030 new ordinary shares to the accepting bondholders on 11 November 2010.
- (d) The Company consolidated every 10 issued shares of HK\$0.01 each into 1 consolidated share of HK\$0.1 and reduced the nominal value of each consolidated share from HK\$0.1 to HK\$0.01. A credit of approximately HK\$11.2 million arose as a result of the capital reduction and was transferred to the contributed surplus account of the Company.

All shares issued during the year ranked pari passu with other shares in issue in all respects.

36. 股本 (續)

附註：(續)

- (b) 本金額360港元之可換股貸款票據已按兌換價15.83港元兌換為22股普通股。
- (c) 本公司已按面值購回未行使之可換股貸款票據，以按每股0.5港元發行本公司普通股之方式償付。購回可換股貸款票據要約有效期為二零一零年九月十五日至二零一零年十月二十一日。本公司已收到就本金總額342,223,515港元之可換股貸款票據之有效接納。本公司已於二零一零年十一月十一日向接納要約之債券持有人發行及配發合共684,447,030股新普通股。
- (d) 本公司將每10股每股面值0.01港元之已發行股份合併為1股面值0.1港元之合併股份，並將每股合併股份之面值由0.1港元削減至0.01港元。股本削減產生進賬額約11,200,000港元，已轉撥至本公司之實繳盈餘賬。

年內所有已發行股份在所有方面均與其他已發行股份享有同等權益。

37. Warrants

During the year ended 31 March 2009, the Company has issued 80,205,172 warrants to the subscribers of the offer shares conferring the rights to the holders thereof to subscribe in cash for 80,205,172 ordinary shares of the Company of HK\$0.01 each at an initial exercise price of HK\$0.63 per share (subject to anti-dilutive adjustment) at any time during the period from 17 March 2009 to 16 September 2010. The subscription rights attaching to the warrants are measured at fair value of approximately HK\$4,853,000 on initial recognition and are recognized in the warrant reserve.

During the year ended 31 March 2011, 12,134 (2010: 40,410,865) warrants were converted into ordinary share of nominal value of HK\$0.01 at exercise price of HK\$0.63 each. Total proceeds from exercise of warrants of approximately HK\$8,000 (2010: HK\$25,459,000) were received by the Company.

At 31 March 2011, following the expiry of all the warrants on 16 September 2010, the Company had no outstanding warrants (2010: 39,794,307).

37. 認股權證

於截至二零零九年三月三十一日止年度，本公司已發行80,205,172份認股權證予發售股份認購人，以授予有關持有人權利，於二零零九年三月十七日至二零一零年九月十六日期間任何時間，按初步行使價每股0.63港元（可作反攤薄調整）以現金認購80,205,172股本公司每股面值0.01港元之普通股。認股權證所附認購權初次確認時之公平值約4,853,000港元計量，並於認股權證儲備確認。

於截至二零一一年三月三十一日止年度，12,134份（二零一零年：40,410,865份）認股權證按行使價每股0.63港元兌換為每股面值0.01港元之普通股。本公司已就認股權證獲行使收取所得款項總額約8,000港元（二零一零年：25,459,000港元）。

於二零一一年三月三十一日，於所有認股權證於二零一零年九月十六日到期後，本公司並無未行使之認股權證（二零一零年：39,794,307份）。

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38. Convertible Loan Notes

The Company issued convertible loan notes with principal amount of HK\$770,973,000 during the year ended 31 March 2007. The fair value of the liability component at the date of issue was HK\$627,636,000. The convertible loan notes carry interest at 2% per annum and matured on 6, 13, 17 and 23 June 2011 respectively. The convertible loan notes are denominated in Hong Kong dollars. The initial conversion price is HK\$9.00 per share and subject to anti-dilutive adjustments. The conversion price of the convertible loan notes had been adjusted from HK\$9.00 per share to HK\$0.81 per share and further to HK\$0.67 per share as a result of the bonus issue of shares during the year ended 31 March 2008. During the year ended 31 March 2009, the conversion price of the convertible loan notes was adjusted from HK\$0.67 per share to HK\$33.50 per share as a result of the share consolidation effective on 3 November 2008 and further to HK\$15.83 per share as a result of the shares under open offer in March 2009. Following the share consolidation in March 2011, the conversion price of the convertible loan notes was adjusted to HK\$158.34 during the year ended 31 March 2011. The effective interest rate of the liability component during the year ended 31 March 2011 is from 7.02% to 7.18% per annum.

Unless previously converted by the convertible loan note holders, the Company will redeem the convertible loan notes on the maturity date at 100% of the principal amount of the convertible loan notes then outstanding on 6, 13, 17 and 23 June 2011 respectively.

38. 可換股貸款票據

截至二零零七年三月三十一日止年度，本公司發行本金額770,973,000港元之可換股貸款票據。負債部分於發行日期之公平值為627,636,000港元。可換股貸款票據按年息2%計息，分別於二零一一年六月六日、十三日、十七日及二十三日到期。可換股貸款票據以港元計值。原定兌換價為每股9.00港元，可進行反攤薄調整。可換股貸款票據之兌換價已由每股9.00港元調整至每股0.81港元，其後因於截至二零零八年三月三十一日止年度發行紅股而進一步調整至每股0.67港元。於截至二零零九年三月三十一日止年度內，可換股貸款票據之兌換價因於二零零八年十一月三日生效之股份合併而由每股0.67港元調整至每股33.50港元，其後因於二零零九年三月進行之公開發售項下之股份而進一步調整至每股15.83港元。於截至二零一一年三月三十一日止年度，可換股貸款票據之兌換價於二零一一年三月進行股份合併後調整至158.34港元。截至二零一一年三月三十一日止年度，負債部分之實際年利率為7.02%至7.18%。

除非可換股貸款票據持有人於到期前兌換，否則本公司將於到期日按分別於二零一一年六月六日、十三日、十七日及二十三日當時尚未兌換之可換股貸款票據之全數本金額贖回可換股貸款票據。

38. Convertible Loan Notes (Continued)

During the year ended 31 March 2011, the Company repurchased the convertible loan notes at their face value. The purchase price is to be satisfied by the issue of the ordinary shares of the Company at HK\$0.5 each. The Company received valid acceptances in respect of the convertible loan notes in an aggregate principal amount of HK\$342,223,515. The Company issued and allotted a total of 684,447,030 new ordinary shares to the accepting bondholders. The difference between the market value of the shares to be issued to repurchase the convertible loan notes and the carrying amount of the corresponding convertible loan notes, was approximately HK\$12,695,000, representing a loss arising from extinguishment of the convertible loan notes was recognized in profit or loss.

The principal amount of the convertible loan notes as at 31 March 2011 was HK\$364,475,000 (2010: HK\$706,699,000). During the year ended 31 March 2011, 22 (2010: Nil) convertible loan notes were converted into shares.

The movement of the liability component of the convertible loan notes for the year is set out below:

		2011 二零一一年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元
Carrying amount at the beginning of the year	年初賬面值	673,963	650,872
Interest charge	收取利息	37,074	37,224
Interest paid	已付利息	(14,167)	(14,133)
Conversion during the year	年內兌換	(1)	-
Repurchase of convertible loan notes	購回可換股貸款票據	(329,528)	-
Carrying amount at the end of the year	年終賬面值	367,341	673,963
Principal amount at the end of the year	年終本金額	364,475	706,699

38. 可換股貸款票據 (續)

於截至二零一一年三月三十一日止年度，本公司按面值購回可換股貸款票據。購買價將以按每股0.5港元發行本公司普通股之方式償付。本公司已收到就本金總額342,223,515港元之可換股貸款票據之有效接納。本公司已向接納要約之債券持有人發行及配發合共684,447,030股新普通股。就購回可換股貸款票據發行之股份市價與相關可換股貸款票據賬面值之間之差額約為12,695,000港元，即抵銷可換股貸款票據所產生之虧損，已在損益確認。

於二零一一年三月三十一日，可換股貸款票據本金額為364,475,000港元（二零一零年：706,699,000港元）。於截至二零一一年三月三十一日止年度，22份（二零一零年：無）可換股貸款票據已兌換為股份。

年內可換股貸款票據之負債部分變動載列如下：

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39. Deferred Tax

The following are the major deferred tax liabilities (assets) recognized and movements thereon during the year:

39. 遞延稅項

於年內已確認之主要遞延稅項負債（資產）及其變動如下：

		Revaluation of investment property	Fair value adjustment of intangible assets and property, plant and equipment arising on business combination 因業務合併 而產生之 無形資產及 物業、機器及 設備公平值 調整	Accelerated tax depreciation	Tax losses	Total
		投資物業重估 HK\$'000 千港元	調整 HK\$'000 千港元	加速稅項折舊 HK\$'000 千港元	稅項虧損 HK\$'000 千港元	總額 HK\$'000 千港元
At 1 April 2009	於二零零九年四月一日	7,727	38,585	658	(1,395)	45,575
Currency realignment	外幣調整	-	-	(41)	-	(41)
Charge (credit) to profit or loss	於損益中扣除（入賬）	10,395	(15,167)	(433)	-	(5,205)
At 31 March 2010	於二零一零年三月三十一日	18,122	23,418	184	(1,395)	40,329
Currency realignment	外幣調整	-	-	(19)	-	(19)
Charge (credit) to profit or loss (note 12)	於損益中扣除（入賬）（附註12）	7,841	(2,749)	521	-	5,613
At 31 March 2011	於二零一一年三月三十一日	25,963	20,669	686	(1,395)	45,923

39. Deferred Tax (Continued)

For the purposes of presentation in the consolidated statement of financial position, certain deferred tax assets and liabilities have been offset. The following is the analysis of the deferred tax balances for financial reporting purposes:

		2011 二零一一年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元
Deferred tax assets	遞延稅項資產	(1,395)	(1,395)
Deferred tax liabilities	遞延稅項負債	47,318	41,724
		45,923	40,329

The Group has unused tax losses of HK\$573,490,000 at 31 March 2011 (2010: HK\$536,345,000) available for offset against future profits. A deferred tax asset has been recognized in respect of tax losses amounting to HK\$8,330,000 at 31 March 2011 and 2010 of such losses. No deferred tax has been recognized in respect of the remaining HK\$565,160,000 at 31 March 2011 (2010: HK\$528,015,000) due to the unpredictability of future profit streams. The losses can be carried forward indefinitely.

40. Acquisition of Assets Through Acquisition of Subsidiaries

On 20 July 2009, the Group entered into a conditional sale and purchase agreement to acquire 60% of the issued share capital of Best Smooth and 60% of the outstanding shareholder's loan owed by Best Smooth to the vendor at a consideration of HK\$353,850,000. Best Smooth is an investment holding company and its subsidiaries are engaged in the holding of property development project in the PRC. The acquisition was completed on 7 December 2009.

39. 遞延稅項 (續)

就綜合財務狀況表之呈列而言，若干遞延稅項資產及負債已予對銷。以下為作財務申報用途之遞延稅項結餘分析：

於二零一一年三月三十一日，本集團可用於對銷未來溢利之未動用稅項虧損為573,490,000港元（二零一零年：536,345,000港元）。於二零一一年及二零一零年三月三十一日，該虧損中8,330,000港元之稅項虧損已確認為遞延稅項資產。於二零一一年三月三十一日，由於未能預測未來溢利來源，故未有就其餘565,160,000港元（二零一零年：528,015,000港元）確認遞延稅項。該等虧損可無限期結轉。

40. 通過收購附屬公司收購資產

於二零零九年七月二十日，本集團訂立有條件買賣協議，以代價353,850,000港元收購百順60%已發行股本及百順結欠賣方之未償還股東貸款之60%。百順為投資控股公司，其附屬公司於中國從事持有物業開發項目。收購事項已於二零零九年十二月七日完成。

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40. Acquisition of Assets Through Acquisition of Subsidiaries (Continued)

Before the acquisition of 60% of Best Smooth, the Group acquired a 6.5% interest on 8 December 2007 in a non-wholly owned subsidiary of Best Smooth, at a consideration of HK\$87,000,000 and accounted for this as an available-for-sale investment. The carrying amount of the available-for-sale investment was HK\$84,007,000 as at 31 March 2009.

The acquisition has been accounted for as an acquisition of assets and liabilities. The effect of the acquisition is summarized as follows:

40. 通過收購附屬公司收購資產 (續)

收購百順60%權益前，本集團已經於二零零七年十二月八日以代價87,000,000港元收購百順一間非全資附屬公司之6.5%權益，並入賬列作可供銷售投資。於二零零九年三月三十一日，可供銷售投資賬面值為84,007,000港元。

收購事項已列作收購資產及負債。收購事項之影響概述如下：

		HK\$'000 千港元
Net assets acquired:	所收購之資產淨值：	
Properties under development for sale	待售發展中物業	1,212,126
Other receivables and prepayments	其他應收款項及預付款項	12,323
Bank balances and cash	銀行結餘及現金	234
Other payables and accrued expenses	其他應付款項及應計開支	(217,583)
Deposits received in advance	預收訂金	(172,983)
Other borrowings	其他借款	(334,249)
Amount due to a non-controlling shareholder	應付一名非控股股東款項	(49,284)
		450,584
Non-controlling interests	非控股權益	(12,727)
Total consideration	總代價	437,857
Consideration satisfied by:	代價之支付方式：	
Available-for-sale investments	可供銷售投資	84,007
Payments for properties development projects in previous year	往年物業發展項目款項	174,143
Cash	現金	179,707
		437,857
Net cash outflow arising on acquisition:	因收購而產生之淨現金流出：	
Cash and cash equivalents acquired	已收購之現金及現金等值項目	234
Cash consideration paid	已付現金代價	(179,707)
		(179,473)

40. Acquisition of Assets Through Acquisition of Subsidiaries (Continued)

The subsidiary acquired did not contribute any significant results or cash flow to the Group for the year ended 31 March 2010.

41. Deposits Received in Advance

The amounts included the deposits of HK\$180,566,000 (2010: HK\$173,970,000) received in advance in previous years by Best Smooth for the sales of certain properties under development for sale upon completion.

The remaining amount of HK\$132,450,000 (2010: Nil) arose from the deposits received for disposal of investment properties during the year as set out in note 18.

42. Disposal of Subsidiaries

For the year ended 31 March 2010

On 4 March 2010, the Group disposed of 65% interest in Hanny Investment Group Limited ("HIGL"), at a cash consideration of HK\$1,000,000.

40. 通過收購附屬公司收購資產 (續)

於截至二零一零年三月三十一日止年度，所收購之附屬公司並無為本集團帶來任何重大業績或現金流量。

41. 預收訂金

該等金額指百順於過往年度就於落成時出售若干待售發展中物業而預收之訂金180,566,000港元(二零一零年：173,970,000港元)。

餘下132,450,000港元(二零一零年：無)如附註18所載，乃因年內出售投資物業收取之訂金而產生。

42. 出售附屬公司

截至二零一零年三月三十一日止年度

於二零一零年三月四日，本集團按現金代價1,000,000港元出售Hanny Investment Group Limited (「HIGL」)之65%權益。

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42. Disposal of Subsidiaries (Continued)

For the year ended 31 March 2010 (Continued)

On 4 March 2010, the Group also disposed of all its interest in Memorex International Inc. and its subsidiaries ("MII Group"), at a cash consideration of HK\$10,302,000.

42. 出售附屬公司 (續)

截至二零一零年三月三十一日止年度
(續)

於二零一零年三月四日，本集團亦按現金代價10,302,000港元出售Memorex International Inc.及其附屬公司(「MII集團」)之全部權益。

		HIGL HIGL HK\$'000 千港元	MII Group MII集團 HK\$'000 千港元	Total 總額 HK\$'000 千港元
Net assets disposed of:	所出售之資產淨值：			
Trade and other receivables	貿易及其他應收款項	1,232	21,514	22,746
Bank balance and cash	銀行結餘及現金	–	201	201
Trade and other payables	貿易及其他應付款項	(407)	(678)	(1,085)
Tax payable	應付稅項	–	(8,316)	(8,316)
Non-controlling interests	非控股權益	(289)	(3,984)	(4,273)
		536	8,737	9,273
Gain on disposal of subsidiaries	出售附屬公司之收益	464	1,565	2,029
Total consideration	總代價	1,000	10,302	11,302
Satisfied by:	支付方式：			
Cash	現金	1,000	10,302	11,302
Net cash inflow arising on disposal:	因出售而產生之淨現金流入：			
Cash consideration received	已收現金代價	1,000	10,302	11,302
Bank balances and cash disposed of	已出售之銀行結餘及現金	–	(201)	(201)
		1,000	10,101	11,101

The subsidiaries disposed of during the year ended 31 March 2010 did not contribute significantly to the revenue and the results of the Group. The cash flow contributed or utilized by the subsidiaries disposed of during the year was not significant.

於截至二零一零年三月三十一日止年度出售之附屬公司對本集團之收入及業績並無重大貢獻。於本年度出售之附屬公司貢獻或動用之現金流量並不重大。

43. Major Non-cash Transactions

There were no significant non-cash transactions during the year ended 31 March 2010. For the year ended 31 March 2011, the major non-cash transactions were as follows:

- (i) As explained in note 38, the Company issued a total of 684,447,030 new ordinary shares at HK\$0.5 each to repurchase its convertible loan notes in an aggregate principal amount of HK\$342,223,515 on 11 November 2010.
- (ii) As explained in note 23, the Group disposed of 76,402,763 ordinary shares in ITC Properties. Out of the total consideration of HK\$175,726,000, HK\$43,469,000 was settled through the set off of balances of other borrowings of HK\$35,000,000, trade and other payables as well as loan and amount due from related parties of HK\$8,469,000 in aggregate.

43. 主要非現金交易

本集團於截至二零一零年三月三十一日止年度並無重大非現金交易。截至二零一一年三月三十一日止年度，主要非現金交易如下：

- (i) 如附註38所闡釋，本公司於二零一零年十一月十一日發行合共684,447,030股每股面值0.5港元之新普通股，以購回本金總額為342,223,515港元之可換股貸款票據。
- (ii) 如附註23所闡釋，本集團出售76,402,763股德祥地產普通股。總代價175,726,000港元中，43,469,000港元已透過抵銷其他借貸35,000,000港元以及貿易及其他應付款項及應收關連人士貸款及款項合共8,469,000港元之結餘支付。

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44. Contingent Liabilities

44. 或然負債

		2011 二零一一年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元
Amounts granted in respect of guarantees given to banks for facilities granted to:	就下列公司所獲信貸向銀行提供擔保而授予之金額：		
An associate	一間聯營公司	75,000	75,000

		2011 二零一一年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元
Amounts utilized in respect of guarantees given to banks for facilities granted to:	就下列公司所獲信貸向銀行提供擔保而動用之金額：		
An associate	一間聯營公司	31,904	971

Save as disclosed above, the Group has no other contingent liabilities as at 31 March 2011 and 31 March 2010.

除上文所披露者外，本集團於二零一一年三月三十一日及二零一零年三月三十一日並無其他或然負債。

45. Operating Leases

The Group as lessee

		2011 二零一一年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元
Minimum lease payments paid under operating leases:	根據經營租約支付之最低租賃付款：		
Land and buildings	土地及樓宇	1,193	1,073

At the end of the reporting period, the Group had commitments for future minimum lease payments under non-cancellable operating leases which fall due as follows:

		2011 二零一一年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元
Within one year	一年內	47	30

Leases are negotiated for lease term of one year (2010: one year) and rentals are fixed over the terms of the leases.

The Group as lessor

Property and sand mining vessels rental income earned during the year was HK\$9,004,000 (2010: HK\$5,013,000). All of the properties and sand mining vessels held have committed tenants for the next two to three years.

45. 經營租約

本集團作為承租人

		2011 二零一一年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元
Minimum lease payments paid under operating leases:	根據經營租約支付之最低租賃付款：		
Land and buildings	土地及樓宇	1,193	1,073

於申報期末，本集團尚有根據不可撤銷之經營租約，該等未來最低租賃付款之承擔之到期日如下：

		2011 二零一一年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元
Within one year	一年內	47	30

商議之租約年期為一年（二零一零年：一年），而租金在租約期內固定。

本集團作為出租人

年內賺取之物業及採砂船租金收入為9,004,000港元（二零一零年：5,013,000港元）。所持之全部物業及採砂船已與租戶作出未來兩至三年之承諾。

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45. Operating Leases (Continued)

The Group as lessor (Continued)

At the end of the reporting period, the Group had contracted with tenants for the following future minimum lease payments:

		2011 二零一一年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元
Within one year	一年內	14,463	3,736
In the second to fifth years inclusive	第二至第五年 (包括首尾兩年)	27,085	280
		41,548	4,016

46. Share Option Scheme

Pursuant to a resolution passed at a special general meeting of the Company on 17 March 2003, the Company has terminated the 2001 Share Option Scheme and adopted a new share option scheme (the "2003 Share Option Scheme"). Under the 2003 Share Option Scheme, the board of directors of the Company may grant options to directors and employees of the Group and any advisors, consultants, distributors, contractors, suppliers, agents, customers, business partners, joint venture business partners, promoters and service providers of any members of the Group who the board of directors considers have contributed or will contribute or can contribute to the Group. The purpose of the 2003 Share Option Scheme is to provide participants with the opportunity to acquire proprietary interests in the Group and to encourage participants to work towards enhancing the value of the Group and its shares for the benefits of the Group and its shareholders as a whole.

45. 經營租約 (續)

本集團作為出租人 (續)

於申報期末，本集團已與租戶訂立合約之未來最低租賃付款如下：

46. 購股權計劃

根據於二零零三年三月十七日舉行之本公司股東特別大會上通過之決議案，本公司已終止二零零一年購股權計劃，並採納一項新購股權計劃（「二零零三年購股權計劃」）。根據二零零三年購股權計劃，本公司董事會可將購股權授予其認為曾經或將會或能夠對本集團作出貢獻之本集團董事及僱員、本集團任何成員公司之諮詢人、顧問、分銷商、承包商、供應商、代理人、客戶、業務夥伴、合營公司業務夥伴、發起人及服務供應商。二零零三年購股權計劃之目的在於向參與者提供獲得本集團股權之機會，並激勵參與者為本集團及其股東整體利益而努力提升本集團及其股份價值。

46. Share Option Scheme (Continued)

Subject to the condition that the total number of shares which may be issued upon the exercise of all outstanding options granted and to be exercised under the 2003 Share Option Scheme and any other schemes of the Company must not exceed 30% of the shares of the Company in issue from time to time, the total number of shares in respect of which options may be granted under the 2003 Share Option Scheme, when aggregated with any shares subject to any other schemes, is not permitted to exceed 10% of the shares of the Company in issue on the date of approval and adoption of the 2003 Share Option Scheme.

Under the 2003 Share Option Scheme, the options which may be granted to any individual in any one year are not permitted to exceed 1% of the shares of the Company in issue, without prior approval from the Company's shareholders. Options granted to substantial shareholders or independent non-executive directors in excess of 0.1% of the Company's share capital or with a value in excess of HK\$5 million must be approved in advance by the Company's shareholders.

Options granted must be taken up within 28 days from the date of grant, upon payment of HK\$1 per grant. Options may be exercised at any time from the date on which the option is accepted to the tenth anniversary of the date of grant. The exercise price is determined by the directors of the Company, and will not be less than the higher of the closing price of the Company shares on the date of grant or the average closing price of the shares for the five business days immediately preceding the date of grant or the nominal value of the share of the Company.

No options were outstanding under the 2003 Share Option Scheme at 31 March 2010 and 2011.

46. 購股權計劃 (續)

除須符合根據二零零三年購股權計劃及本公司任何其他計劃行使全部已授出將行使之尚未行使購股權而可發行之股份總數不得超過本公司不時已發行股份之30%條件外，根據二零零三年購股權計劃可授出購股權涉及之股份總數連同根據任何其他計劃發行之股份，不得超過本公司於二零零三年購股權計劃獲批准及採納當日已發行股份之10%。

根據二零零三年購股權計劃，倘無本公司股東事先批准，於任何一年內授予任何個人之購股權不得超過本公司已發行股份之1%。授予主要股東或獨立非執行董事之購股權超過本公司股本0.1%或超過5,000,000港元則須事先獲得本公司股東批准。

授出之購股權須於授出日起28日內接受，每次獲授購股權支付1港元。購股權可於接納當日起至授出日第十個周年內任何時間行使。行使價由本公司董事釐定，但不得低於本公司股份於授出日之收市價、緊接授出日前五個營業日本公司股份之平均收市價或本公司股份面值三者之較高者。

於二零一零年及二零一一年三月三十一日，二零零三年購股權計劃下並無尚未行使之購股權。

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47. Retirement Benefits Schemes

The Group operates a Mandatory Provident Fund (“MPF”) scheme for qualifying employees of the Company and its subsidiaries in Hong Kong. The assets of the MPF scheme are held separately from those of the Group, in funds under the control of trustees. The Group contributes 5% of relevant payroll costs to the scheme, which contribution is matched by employees.

The Group’s employees who are employed by subsidiaries in the PRC are members of the state-managed retirement benefit scheme operated by the PRC government. These subsidiaries are required to contribute a certain percentage of their payroll to the retirement benefit scheme to fund the benefits. The only obligation of the Group with respect to the retirement benefit scheme is to make the specified contributions.

The total cost charged to profit or loss of HK\$211,000 (2010: HK\$441,000) represents contributions payable to these schemes by the Group in respect of the current accounting period. As at 31 March 2011, no contribution was due in respect of the reporting period had not been paid over to these schemes.

48. Pledge of Assets

At the end of the reporting period, the following assets were pledged by the Group to secure banking and other financing facilities:

47. 退休福利計劃

本集團為本公司及其香港附屬公司之合資格僱員營辦強制性公積金（「強積金」）計劃。強積金計劃之資產乃獨立於本集團，以信託人控制之基金形式持有。本集團就有關工資成本之5%向該計劃供款，與僱員之供款額相同。

受僱於中國附屬公司之本集團僱員為中國政府所營辦之國家管理退休福利計劃成員。該等附屬公司須將工資若干百分比作為該退休福利計劃之供款，為福利提供資金。本集團對該退休福利計劃之承擔僅為作出特定之供款。

損益內扣除之總成本211,000港元（二零一零年：441,000港元）指本集團就本會計期間對該等計劃應付之供款。於二零一一年三月三十一日，並無尚未對該等計劃支付而關於申報期之到期供款。

48. 資產抵押

於申報期末，本集團將下列資產抵押作為銀行及其他融資信貸之擔保：

		2011 二零一一年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元
Investment properties	投資物業	283,000	221,000
Available-for-sale investments	可供銷售投資	–	84,392
Investments held for trading	持作買賣投資	5,064	–
Properties held for sale	持作銷售物業	142,000	–
		430,064	305,392

49. Transactions and Balances with Related Parties

During the year, the Group had significant transactions with the following related parties, together with balances with them at the end of the reporting period, details of which are as follows:

		2011 二零一一年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元
Associates:	聯營公司：		
Interest income	利息收入	93	93
Management fee income	管理費收入	-	600
Related companies:	關連公司：		
Interest expenses	利息支出	3,487	6,130
Interest income	利息收入	-	9,768
Rental expenses	租金支出	265	475
Rental income	租金收入	2,615	5,013

The related companies for the year ended 31 March 2010 were conducted with (i) common director of the Company; (ii) the Company's substantial shareholder or (iii) the companies in which the Company's substantial shareholder has beneficial interest and significant influence prior to the distribution of the Company's shares as explained in note 24. While the related companies for the year ended 31 March 2011 represented point (iii) only.

During the year ended 31 March 2010, the Group entered into a conditional sale and purchase agreement with ITC Properties to dispose of the unlisted securities at a cash consideration of HK\$76,800,000. The disposal was not yet completed at the date of approval for issuance of the consolidated financial statements.

49. 與關連人士進行之交易及相關結餘

本集團於本年度與下列關連人士進行之重大交易及於申報期末之結餘詳情如下：

於截至二零一零年三月三十一日止年度之關連公司為(i)本公司共同董事；(ii)本公司之主要股東或(iii)如附註24所述分派本公司股份前本公司之主要股東於其中擁有實益權益及重大影響力之公司。而於截至二零一一年三月三十一日止年度，關連公司僅指第(iii)項。

於截至二零一零年三月三十一日止年度，本集團與德祥地產訂立有條件買賣協議以出售非上市證券，現金代價為76,800,000港元。是項出售於綜合財務報表獲准刊發日期尚未完成。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 March 2011 截至二零一一年三月三十一日止年度

49. Transactions and Balances with Related Parties (Continued)

During the year ended 31 March 2011, the Group entered into a conditional agreement to acquire 50% interest in ITCP (China), which is intended to be the holding company of Newskill. ITCP (China) and its wholly owned subsidiary is required to acquire 8% interest in Newskill from the Group and 92% equity interest from a third party before the Group proceeds to acquire 50% interest in ITCP (China), details of which are set out in note 26. A deposit of HK\$350,000,000 was paid to ITC Properties Holdings Group Limited for the acquisition of 50% interest in ITCP (China).

During the year ended 31 March 2011, the Group disposed of 76,402,763 ordinary shares in ITC Properties at a total consideration of HK\$175,726,000, details of which are set out in note 23.

Financial guarantee contracts are provided by the Company to a bank amounting to HK\$75,000,000 (2010: HK\$75,000,000) to secure certain banking facilities granted to an associate.

Details of balances with related parties/associates at the end of the reporting period are set out in notes 31 and 32 respectively.

49. 與關連人士進行之交易及相關結餘 (續)

於截至二零一一年三月三十一日止年度，本集團訂立有條件協議收購ITCP (China) (擬作為Newskill之控股公司)之50%權益。ITCP (China)及其全資附屬公司須於本集團收購ITCP (China)之50%權益前向本集團收購Newskill之8%權益及向第三方收購92%股本權益，詳情載於附註26。本集團已就收購ITCP (China)之50%權益向ITC Properties Holdings Group Limited支付350,000,000港元之訂金。

於截至二零一一年三月三十一日止年度，本集團出售76,402,763股德祥地產普通股，總代價為175,726,000港元，詳情載於附註23。

本集團就取得授予一間聯營公司之若干銀行信貸向銀行提供金額為75,000,000港元(二零一零年：75,000,000港元)之財務擔保合約。

於申報期末與關連人士／聯營公司之結餘詳情分別載於附註31及32。

49. Transactions and Balances with Related Parties (Continued)

Compensation of key management personnel

The remuneration of directors and key executives of the Group is determined by the remuneration committee, having regard to the performance of individuals and market trends, amounted to HK\$14,002,000 (2010: HK\$7,514,000).

Save as disclosed above, there were no other significant transactions with related parties during the year or significant balances with them at the end of the reporting period.

50. Summary Financial Information of the Company

		2011 二零一一年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元
Total assets	資產總值	3,547,306	3,404,843
Total liabilities	負債總額	1,216,458	1,350,677
		2,330,848	2,054,166
Capital and Reserves	資本及儲備		
Share capital	股本	1,246	5,614
Reserves	儲備	2,329,602	2,048,552
Total equity	權益總額	2,330,848	2,054,166

49. 與關連人士進行之交易及相關結餘 (續)

主要管理人員報酬

本集團董事及主要行政人員薪酬由薪酬委員會經參考彼等之工作表現及市場趨勢釐定，總額為14,002,000港元（二零一零年：7,514,000港元）。

除上文所披露者外，年內並無與關連人士進行其他重大交易，而於申報期末亦無重大結餘。

50. 本公司財務資料概要

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綜合財務報表附註

For the year ended 31 March 2011 截至二零一一年三月三十一日止年度

51. Events After the Reporting Period

The Group has the following significant events subsequent to the end of the reporting period:

- (i) On 27 January 2011, the Company entered into a placing agreement with a placing agent whereby the placing agent agreed to procure placees, on a best effort basis, for the placing of convertible notes up to an aggregate principal amount of HK\$300,000,000, at a placing price of being 100% of the principal amount of the placing convertible notes. The placing agreement is valid from 27 January 2011 to 19 June 2011.

The conversion price shall be HK\$0.70 per conversion share, subject to anti-dilutive adjustment. Pursuant to an announcement made by the Company on 17 June 2011, the period of the placing agreement was further extended from 19 June 2011 to 19 September 2011.

- (ii) On 31 January 2011, the Company proposed to raise gross proceeds of not less than approximately HK\$299.0 million and not more than approximately HK\$304.5 million before expenses, by way of rights issue. Pursuant to the rights issue, the Company shall allot and issue not less than 996,716,728 rights shares and not more than 1,015,136,184 rights shares at a subscription price of HK\$0.30 per rights share, on the basis of eight rights shares for every one share.

51. 申報期後事項

本集團於申報期末後進行以下重大事項：

- (i) 於二零一一年一月二十七日，本公司與配售代理訂立配售協議，據此，配售代理同意就按配售價（即配售可兌換票據本金額之100%）配售總本金額最高300,000,000港元之可兌換票據按盡其所能基準安排承配人。配售協議之有效期為二零一一年一月二十七日至二零一一年六月十九日。

兌換價為每股轉換股份0.70港元（可作反攤薄調整）。根據本公司於二零一一年六月十七日作出之公佈，配售協議之有效期已進一步由二零一一年六月十九日延長至二零一一年九月十九日。

- (ii) 於二零一一年一月三十一日，本公司建議以供股方式籌集所得款項總額不少於約299,000,000港元但不多於約304,500,000港元（扣除費用前）。根據供股，本公司將按每持有一股股份獲發八股供股股份之基準，按認購價每股供股股份0.30港元配發及發行不少於996,716,728股供股股份但不多於1,015,136,184股供股股份。

51. Events After the Reporting Period (Continued)

On 6 April 2011, 481 valid acceptances in respect of a total of 821,656,257 right shares provisionally allotted under the rights issue have been received, representing approximately 82.44% of the total number of right shares available under the right issues and 328 valid applications for a total of 3,068,271,482 excess rights shares have been received, representing approximately 307.84% of the total number of rights shares available under the rights issue.

A total of 996,716,728 new shares were issued on 13 April 2011. The conversion price of the outstanding 2011 convertible bonds was adjusted from HK\$158.34 per share to HK\$31.48 per adjusted share with effect from 13 April 2011 as a result of the rights issue.

- (iii) In May 2011, an indirect wholly-owned subsidiary of the Company, Loyal Concept Limited, accepted the offer made by ITC Properties to repurchase the 1% ITC Properties convertible note in the outstanding principal amount of HK\$270,000,000 due on 15 June 2011 by way of issue of new convertible notes. On 10 June 2011, new convertible notes in principal amount of HK\$297,000,000 at the initial conversion price of HK\$2.20 per conversion share were issued to Loyal Concept Limited.
- (iv) Pursuant to the Company's announcement made on 27 June 2011, the Group entered into a conditional framework agreement to dispose 49% equity interest in China Good Investments Limited, a wholly-owned subsidiary of Ally Fortune Investments Limited, an indirect wholly-owned subsidiary of the Company at a total consideration of HK\$746,860,000. The transaction has not yet completed at the date of this annual report.

51. 申報期後事項 (續)

於二零一一年四月六日，接獲481份涉及合共821,656,257股根據供股暫定配發之供股股份之有效接納，相當於根據供股可供配發之供股股份總數約82.44%，以及接獲328份合共3,068,271,482股額外供股股份之有效申請，相當於根據供股可供配發之供股股份總數約307.84%。

於二零一一年四月十三日發行合共996,716,728股新股份。未行使之二零一一年可換股債券之兌換價由二零一一年四月十三日起，因供股而由每股股份158.34港元調整為每股經調整股份31.48港元。

- (iii) 於二零一一年五月，本公司之間接全資附屬公司Loyal Concept Limited接納德祥地產作出之要約，以發行新可兌換票據之方式購回未償還本金額為270,000,000港元於二零一一年六月十五日期到期之1%德祥地產可兌換票據。於二零一一年六月十日，本金額為297,000,000港元之新可兌換票據按最初換股價每股換股股份2.20港元發行予Loyal Concept Limited。
- (iv) 根據本公司於二零一一年六月二十七日作出之公佈，本集團訂立有條件框架協議，以出售聯祥投資有限公司（本公司之間接全資附屬公司）之全資附屬公司中廣投資有限公司之49%股本權益，總代價為746,860,000港元。是項交易於本年報日期尚未完成。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 March 2011 截至二零一一年三月三十一日止年度

52. Particulars of Principal Subsidiaries

Details of the Company's principal subsidiaries at 31 March 2011 and 31 March 2010 are as follows:

52. 主要附屬公司之詳情

於二零一一年三月三十一日及二零一零年三月三十一日，本公司各主要附屬公司之詳情如下：

Name of subsidiary 附屬公司名稱	Place of incorporation/ registration 註冊成立/ 登記地點	Issued and fully paid share capital/ registered capital 已發行及繳足股本/ 註冊資本	Equity interest attributable to the Group 本集團應佔之股本權益		Principal activities 主要業務
			2011 二零一一年	2010 二零一零年	
Island Town Limited 倫都有限公司	Hong Kong 香港	HK\$100 100港元	100%	100%	Investment property holding 持有投資物業
MRI Holdings Limited ("MRI") (note a) MRI Holdings Limited ("MRI") (附註a)	Australia 澳洲	A\$31,184,116 31,184,116澳元	57.26%	57.26%	Investment holding 投資控股
Hanny Magnetics Limited 錦興磁訊有限公司	Hong Kong 香港	HK\$1,100,000,200 ordinary shares HK\$6,000,000 5% non-voting deferred shares (note b) 1,100,000,200港元 普通股 6,000,000港元 5%無投票權遞延股份 (附註b)	100%	100%	Investment holding 投資控股
山東肥城市大禹水務 有限公司 (note c) 山東肥城市大禹水務有限公司 (附註c)	PRC 中國	RMB76,980,000 人民幣76,980,000元	59.75%	59.75%	Water supply business 供水業務
東莞市富昌建材貿易 有限公司 (note c) 東莞市富昌建材貿易有限公司 (附註c)	PRC 中國	RMB1,000,000 人民幣1,000,000元	100%	100%	Sand mining business 採砂業務
Best Smooth 百順	BVI 英屬處女群島	US\$100 100美元	100%	60%	Investment holding 投資控股
Guangzhou Jixiang (note c) 廣州吉祥 (附註c)	PRC 中國	US\$17,180,000 17,180,000美元	100%	60.80%	Development of properties for sale 開發物業以供銷售

52. Particulars of Principal Subsidiaries (Continued)

Notes:

- a. MRI operates both in Australia and Hong Kong. MRI and its subsidiaries are mainly engaged in securities holding activities.
- b. The holders of the 5% non-voting deferred shares are not entitled to receive notice of or to attend or vote at any general meetings of the company. The non-voting deferred shares practically carry no rights to dividends or to participate in any distribution on winding up.
- c. These companies are registered in the form of foreign investment enterprises.

The above table lists the subsidiaries of the Group which, in the opinion of the directors, principally affected the result of the Group for the year or formed a substantial portion of the net assets of the Group at the end of the year. To give details of other subsidiaries would, in the opinion of the directors, result in particular of excessive length.

52. 主要附屬公司之詳情 (續)

附註：

- a. MRI在澳洲及香港經營。MRI及其附屬公司之主要業務為持有證券。
- b. 5%無投票權遞延股份之持有人無權收取該公司任何股東大會之通告或出席大會或於會上投票。無投票權遞延股份實際上並無附有任何權利獲派股息或在清盤時獲得任何分派。
- c. 該等公司以外商投資企業形式登記。

上表列載之本集團附屬公司，乃董事認為主要影響本集團年內之業績或構成本集團年終資產淨值重大部分之公司。董事認為，詳載其他附屬公司會導致篇幅過於冗長。

Financial Summary

財務摘要

A summary of the consolidated results and of the assets and liabilities of the Group for each of the five years ended 31 March 2011 is set out below:

(a) Results

		Year ended 31 March 截至三月三十一日止年度					2011
		2007	2008	2009	2010		
		二零零七年	二零零八年	二零零九年	二零一零年	二零一一年	
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	
		千港元	千港元	千港元	千港元	千港元	
Revenue	收入	358,573	153,969	49,309	74,530	46,133	
(Loss) profit before income tax	除所得稅前(虧損)溢利	(23,967)	192,749	(1,172,639)	190,397	97,843	
Income tax (expense) credit	所得稅(開支)抵免	(32,457)	(144,763)	32,999	9,846	(4,991)	
(Loss) profit for the year from continuing operations	年內來自持續經營業務之(虧損)溢利	(56,424)	47,986	(1,139,640)	200,243	92,852	
Profit for the year from discontinued operations	年內來自已終止經營業務之溢利	1,517,926	-	-	-	-	
Profit (loss) for the year	年內溢利(虧損)	1,461,502	47,986	(1,139,640)	200,243	92,852	
Attributable to:	以下人士應佔:						
Owners of the Company	本公司擁有人	527,080	129,110	(1,145,222)	188,731	81,865	
Non-controlling interests	非控股權益	934,422	(81,124)	5,582	11,512	10,987	
		1,461,502	47,986	(1,139,640)	200,243	92,852	

(b) Assets and liabilities

(b) 資產及負債

		At 31 March 於三月三十一日					2011
		2007	2008	2009	2010		
		二零零七年	二零零八年	二零零九年	二零一零年	二零一一年	
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	
		千港元	千港元	千港元	千港元	千港元	
Total assets	資產總值	5,007,707	5,193,985	3,618,938	4,290,979	4,223,012	
Total liabilities	負債總額	(1,808,595)	(1,426,384)	(1,176,440)	(1,660,667)	(1,468,589)	
		3,199,112	3,767,601	2,442,498	2,630,312	2,754,423	
Equity attributable to owners of the Company	本公司擁有人應佔權益	2,492,490	3,089,010	2,004,535	2,475,361	2,634,154	
Non-controlling interests	非控股權益	706,622	678,591	437,963	154,951	120,269	
		3,199,112	3,767,601	2,442,498	2,630,312	2,754,423	

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