OCEAN GRAND HOLDINGS LIMITED

(Provisional Liquidators Appointed)

海域集團有限公司*

（已委任臨時清盤人）

(Incorporated in Bermuda with limited liability)

(Stock Code: 1220)

Annual Report 2011

* *For identification purpose only*

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CORPORATE INFORMATION

BOARD OF DIRECTORS

Executive Directors:

Dr. Yip Kim Po
Dr. Hui Ho Ming, Herbert, JP
Mr. Li Lee Cheung
Ms. Yip Wan Fung
Mr. Kwan Man Wai
Mr. Chin Chang Keng, Raymond
Ms. Ang Mei Lee, Mary

AUDITORS

Ray W.H. Chan & Co.
Certified Public Accountants
12th Floor, Bel Trade Commercial Building
1-3 Burrows Street
Wanchai
Hong Kong

JOINT AND SEVERAL PROVISIONAL LIQUIDATORS

Joseph Kin Ching Lo and Lai Kar Yan
35th Floor, One Pacific Place
88 Queensway
Hong Kong

REGISTERED OFFICE

Clarendon House
2 Church Street
Hamilton HM11
Bermuda

PRINCIPAL PLACE OF BUSINESS

35th Floor, One Pacific Place
88 Queensway
Hong Kong

STOCK CODE

1220

The Board of Directors of Ocean Grand Holdings Limited (Provisional Liquidators Appointed) (the "**Company**") is pleased to announce the annual results of the Company and its subsidiaries (collectively the "**Group**") for the year ended 31 March 2011.

PRINCIPAL ACTIVITIES

The Company is an investment holding company. Its subsidiaries were principally engaged in the manufacturing of aluminium extrusion products and chemicals for use in electroplating process. Since July 2006, the operation of the Company and its subsidiaries ceased.

Subsequently in June 2008 the Group had reactivated the trading business of aluminium extrusion products. In December 2009, the Group further expanded its business into construction supply projects of building materials. The Group is also planning to manufacture aluminium extrusion products in the future.

WINDING-UP PETITIONS AND APPOINTMENT OF PROVISIONAL LIQUIDATORS

In July 2006, in view of the deterioration of the cash position of the Group to a level which resulted in difficulties for the Group to meet its short term debts, the Board of Directors of the Company (the "**Directors**") voluntarily resolved to apply for a suspension of trading in its shares on The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**") and to apply to the courts in Hong Kong and Bermuda respectively for a winding-up and for an appointment of provisional liquidators for the Company in order to protect the assets of the Group and to safeguard the interests of both the creditors and the shareholders.

On 24 and 25 July 2006, the Company presented petitions for its winding-up and applied for the appointment of provisional liquidators to the High Court of Hong Kong (the "**High Court**") and the Supreme Court of Bermuda (the "**Bermuda Court**") respectively.

As a result of the applications, the trading in the Company's shares on the Stock Exchange was suspended since 17 July 2006. Messrs. Lai Kar Yan (Derek) and Joseph Kin Ching Lo, both of Deloitte Touche Tohmatsu ("**Deloitte**"), were appointed as the joint and several provisional liquidators of the Company (the "**Provisional Liquidators**") by the order of the High Court and the Bermuda Court on 24 and 25 July 2006 respectively.

The hearing of winding-up petitions against the Company by the High Court and the Bermuda Court are adjourned to 19 December 2011 and 23 December 2011 respectively.

RESTRUCTURING OF THE GROUP

Restructuring Agreement

On 20 December 2007, the Company, Gold Star Success Limited (the "**Investor**"), the Provisional Liquidators and Deloitte entered into an agreement for the restructuring of the Group (the "**Restructuring Agreement**"), involving inter alia, capital reorganization, debt restructuring, subscription of new shares and preference shares and group reorganization.

Scheme and Debt Restructuring

The Company's scheme of arrangement for discharging its debts (the "**Scheme**") was sanctioned by the High Court on 15 April 2008. The Scheme, upon effective, will bind on the Company and the scheme creditors will discharge all the indebtedness of the Company in full.

In light of the amendments on certain terms of the Restructuring Agreement, on 24 June 2011, the Provisional Liquidators made an application to the High Court for modification to the Scheme and the High Court has approved such modification on 30 June 2011.

Business Update

In June 2008, the Group reactivated its business in trading of aluminium products and ingots. In December 2009, the Group expanded its business into construction supply projects of building materials.

On 30 September 2010, the Group acquired the entire equity interest in Tak Lee Metal Manufactory (Hong Kong) Company Limited and its subsidiary namely Zhongshan City Minzhong Deli Metal Co., Ltd. for manufacturing aluminium products for construction supply projects.

With a view to further develop the business, the Group has entered into an agreement with a company to operate a factory in China to manufacture of aluminium extrusion products. This joint venture operation is subject to the approval of shareholders at a special general meeting.

Resumption Proposal

As mentioned above, the trading in the Company's shares on the Stock Exchange has been suspended since 17 July 2006.

With a view to resume trading in its shares on the Stock Exchange, the Company submitted a resumption proposal dated 27 August 2008 and an updated proposal dated 19 October 2009 (the "**Resumption Proposal**") to the Listing Committee of the Stock Exchange (the "**Listing Committee**") in respect of the restructuring of the Group.

RESTRUCTURING OF THE GROUP (continued)

Resumption Proposal (continued)

The Listing Committee and the Listing (Review) Committee of the Stock Exchange had respectively on 12 November 2009 and 25 February 2010 rejected the Resumption Proposal. The Company had made an application to the Listing Appeals Committee for a review of the decision of the Listing Committee and the Listing (Review) Committee.

Finally, on 28 September 2010, the Stock Exchange informed the Company by way of a letter that the Listing Appeals Committee of the Stock Exchange had decided to accept the Resumption Proposal, subject to the Company's compliance with conditions as set out in the same letter to the satisfaction of the Listing Division of the Stock Exchange by 30 June 2011 and confirmation by the Provisional Liquidators. Upon application by the Company, the Listing Appeals Committee had on 15 June 2011 agreed to extend the deadline for compliance with the conditions by the Company to 30 November 2011.

The Provisional Liquidators, the Investor and their respective advisors are now working towards to fulfill the conditions imposed by the Listing Appeals Committee of the Stock Exchange.

PROSPECTS

It is anticipated that the financial position of the Group will be substantially improved upon completion of the Restructuring Agreement ("**Completion**") as all the liabilities of the Company will be compromised and discharged through the Scheme.

Further, upon Completion, the Company's shares will resume trading on the Stock Exchange subject to the approvals of the shareholders of the Company and fulfillment of conditions imposed by the Listing Appeals Committee of the Stock Exchange.

The Company is confident that, with the Investor's strong support in the business and financial aspects, the Group will be able to gain a strong foothold in the aluminium business and achieve more substantial level of operations within a reasonable period of time after the resumption of trading in its shares on the Stock Exchange.

RESULTS AND APPROPRIATIONS

The results of the Group for the year ended 31 March 2011 are set out in the consolidated statement of comprehensive income on page 18.

For the year ended 31 March 2011, the Group's turnover was approximately HK$415 million (2010: HK$242 million). The consolidated profit attributable to equity holders of the Company amounted to approximately HK$11.28 million for the year (2010: HK$1.46 million).

Basic earnings per share for the year ended 31 March 2011 was approximately HK$0.027 as compared with earnings per share of HK$0.003 for the preceding year.

RESULTS AND APPROPRIATIONS (continued)

The Directors do not recommend the payment of final dividend for the year ended 31 March 2011 (2010: HK$nil).

LIQUIDITY, FINANCIAL RESOURCES AND FUNDING

Bank and cash balances as at 31 March 2011 was approximately HK$5.57 million (2010: HK$4.07 million). The Group's gearing ratio measured on the basis of the Group's bank borrowings liabilities divided by total equity as at 31 March 2011 was not applicable as the Group had net deficiency in assets (2010: not applicable).

Liabilities and payables presented in the audited consolidated financial statements and this report are prepared according to the books and records and available information to the best of our knowledge.

SUMMARY OF FINANCIAL INFORMATION

A summary of the consolidated results and the assets and liabilities of the Group for the last five financial years is set out on page 62 of this annual report.

DIRECTORS' REMUNERATION

Details of the directors' remuneration are set out in note 11 to the consolidated financial statements.

PROPERTY, PLANT AND EQUIPMENT

Details of movements in the property, plant and equipment of the Group during the year are set out in note 15 to the consolidated financial statements.

SHARE CAPITAL

Details of movements in share capital of the Company are set out in note 30 to the consolidated financial statements.

RESERVES

Details of movements in reserves of the Group and the Company during the year are set out in page 20 and in note 35 to the consolidated financial statements respectively.

PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES

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

DIRECTORS

The Directors of the Company during the year and up to the date of this annual report were:

Executive Directors:

Dr. Yip Kim Po
Dr. Hui Ho Ming, Herbert, JP
Mr. Kwan Man Wai
Mr. Li Lee Cheung
Ms. Yip Wan Fung
Mr. Chin Chang Keng, Raymond
Ms. Ang Mei Lee, Mary

Dr Yip Kim Po and Ms Yip Wan Fung were convicted of various criminal charges under District Court Criminal Case Number 960/2007 and 551/2008, which include, inter alia, conspiracy to defraud. As a result of the aforesaid convictions, Dr Yip Kim Po and Ms Yip Wan Fung were disqualified as directors with effect from 8 October 2010 for 10 years and 8 years respectively by the orders of the District Court of Hong Kong dated 8 October 2010. Dr Yip Kim Po and Ms Yip Wan Fung have made an appeal application in the aforesaid criminal proceedings but neither the Directors nor the Provisional Liquidators have been advised of the status of the appeal proceedings. In view of the above, on 29 June 2011, the Directors resolved to suspend their duties as directors until further notice.

DIRECTORS' SERVICE CONTRACTS

No Directors proposed for re-election at the forthcoming annual general meeting has a service contract which is not determinable by the Group within one year without payment of compensation (other than statutory compensation).

DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES

At 31 March 2011, the interests and short positions of the Directors and the chief executives and their associates in the shares, underlying shares and debentures of the Company and its associated corporations, as recorded in the register maintained by the Company pursuant to Section 352 of the Securities and Futures Ordinance ("**SFO**"), or as otherwise notified to the Company and The Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Companies, were as follows:

Name of Director	**Capacity**	**Number of issued ordinary shares held**	**Aggregate interest**	**Percentage of the issued share capital of the Company** *Note (3)*
Dr. Yip Kim Po *Note (2)*	Beneficial owner and Controlled Corporation	132,000,000 *Note (1)*	132,000,000 *Note (1)*	31.14%
Ms. Yip Wan Fung *Note (2)*	Beneficial owner	19,030,000	19,030,000	4.49%
Dr. Hui Ho Ming, Herbert	Beneficial owner	8,480,000	8,480,000	2.00%
Mr. Choy Tak Ho	Beneficial owner	240,000	240,000	0.06%
Mr. Chau Po Fan	Beneficial owner	20,000	20,000	0.005%

Notes:

(1) Based on the registered shareholders list of the Company as at 31 March 2011, Dr. Yip Kim Po is not a registered shareholder of the Company. According to the filing made pursuant to SFO up to 31 March 2011, Dr. Yip Kim Po was beneficially interested in 30,000,000 shares in the Company and indirectly held 102,000,000 in the Company through Holylake Resources Limited and Grecian Resources Limited. The issued shares of Holylake Resources Limited were owned as to 76% and 24% by Dr. Yip Kim Po and Mr. Yip Lap Chi respectively. The issued shares of Grecian Resources Limited were owned as to 76% and 24% by Dr. Yip Kim Po and Mr. Yip Lap Chi respectively.

(2) As at the date of this annual report, to the information of the Provisional Liquidators and the Directors, a Restraint and Charging Order dated 20 December 2007 against, among others, Dr. Yip Kim Po and Ms. Yip Wan Fung was still in force, restricting them, whether by themselves, their servants, agents, attorneys, or otherwise to dispose of, or deal with, or diminish the value of any of their property, which is located in Hong Kong, whether in their own names or not, and whether solely or jointly owned.

(3) Based on the latest filing made by Mr. Kwan Man Wai pursuant to the SFO, Mr. Kwan holds 3,300,000 share options of the Company.

Other than as disclosed above, none of the Directors, chief executives nor their associates had any interests or short positions in any shares, underlying shares or debentures of the Company or any of its associated corporations as at 31 March 2011.

SHARE OPTIONS

Particulars of the Company's share option scheme are set out in note 31 to the consolidated financial statements.

In accordance with the terms of the share option scheme of the Company pursuant to which the outstanding options are issued, all the outstanding share options shall lapse automatically (to the extent not already exercised) on the earliest of, among other things, subject to the Scheme becoming effective, the expiry of the period from the requisite meetings of shareholders approving the Scheme to such time to be notified by the Company.

ARRANGEMENTS TO PURCHASE SHARES OR DEBENTURES

Other than as disclosed above, at no time during the year was the Company or any of its subsidiaries, a party to any arrangements to enable the Directors of the Company or their respective spouses or children under the age of 18 to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate.

DIRECTORS' INTERESTS IN CONTRACTS OF SIGNIFICANCE

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

SUBSTANTIAL SHAREHOLDERS

As at 31 March 2011, the register of substantial shareholders maintained by the Company pursuant to Section 336 of the SFO shows that other than the interests disclosed above in respect of certain Directors or chief executives of the Company, the following shareholders had notified the Company of relevant interests and short positions in the issued share capital of the Company.

Long Position – Substantial shareholders

Name	Type of interest	Number of shares	Approximate % of the Company's issued share capital
Holylake Resources Limited	Directly	73,000,000	17.22%

SUBSTANTIAL SHAREHOLDERS (continued)

Long Position – Other Person

Name	Type of interest	Number of shares	Approximate % of the Company's issued share capital
Paul G. Desmarais	Indirectly through Nordex Inc.	35,000,000 *Note (1)*	8.26%
Mackenzie Cundill Investment Management Ltd.	Directly	35,000,000 *Note (1)*	8.26%
Peter Cundill & Associates (Bermuda) Ltd.	Directly	34,046,000	8.03%
Mr. Cheah Cheng Hye	Indirectly through Value Partners Limited	29,777,600 *Note (2)*	7.02%
Ms. To Hau Yin	Indirectly through Value Partners Limited	29,777,600 *Note (2)*	7.02%
Value Partners Limited ("VPL")	Directly	29,777,600 *Note (2)*	7.02%
Grecian Resources Limited	Directly	29,000,000	6.84%

Notes:

(1) Mr Paul G. Desmarais is deemed to be interested in the shares through his 68% interest in Nordex Inc., which indirectly held interest in Mackenzie Cundill Investment Management Ltd. This figure refers to the same interest of Mackenzie Cundill Investment Management Ltd. in 35,000,000 shares.

(2) Mr. Cheah Cheng Hye, being the founder of The C H Cheah Family Trust, is deemed to be interested in the shares. The C H Cheah Family Trust through his trustee, Hang Seng Bank Trustee International Limited, indirectly held interest in VPL. These figures refer to the same interest of VPL in 29,777,600 shares. Ms. To Hau Yin is deemed to be interested in the shares, being a child or spouse of Mr. Cheah Cheng Hye.

Other than as disclosed above, the Company has not been notified of any other relevant interests or short positions in the issued share capital of the Company as at 31 March 2011.

APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTORS

In July 2006, all the independent non-executive Directors were resigned. Given the severe financial difficulties of the Group and the prolonged suspension in trading of the shares of the Company on the Stock Exchange, up to the date of this annual report, the Company has not appoint minimum number of persons to be its independent non-executive Directors. As a result, the Company is in breach of Rule 3.19 of the Listing Rules.

REVIEW BY THE AUDIT COMMITTEE

Due to the severe financial difficulties of the Group and the prolonged suspension in trading of the shares of the Company on the Stock Exchange and no independent non-executive Directors were appointed following their resignations in July 2006, up to the date of this annual report, no audit committee has been established. As a result, the Company is in breach of Rule 3.21 of the Listing Rules and the audited consolidated financial statements of the Group for the year ended 31 March 2011 have not been reviewed by the audit committee.

NON-COMPLIANCE OF APPENDIX 16 "DISCLOSURE OF FINANCIAL INFORMATION" OF THE LISTING RULES

Due to the failure to access the books and records of Deconsolidated Subsidiaries (defined below), the Directors do not have sufficient data available to compile the annual report so as to comply with the Appendix 16 "Disclosure of financial information" of the Listing Rules. The following information has been omitted from this annual report:

1. The information on the Group's major suppliers and customers;

2. Connected transactions and continuing connected transactions with the connected person as defined in Chapter 14A (or Chapter 14 prior to the coming into force of Chapter 14A) of the Listing Rules;

3. A separate Corporate Governance Report contained the information required under Appendix 23 of the Listing Rules;

4. Details of the number and remuneration of employees, remuneration polices, and the retirement benefits scheme;

5. Details of charges on group assets; and

6. Details of contingent liabilities.

EMOLUMENT POLICY

No remuneration committee was set up to determine the emolument policy of the Group. However, the emolument policy of the employees of the Group is decided by the Directors on the basis of their merit, qualifications and competence.

The emoluments of the directors of the Company are decided by the Board of Directors, having regard to the Company's operating results, individual performance and comparable market statistics.

The Company has adopted a share option scheme as an incentive to eligible employees, details of the scheme is set out in note 31 to the consolidated financial statements.

PRE-EMPTIVE RIGHTS

There is no provision for pre-emptive rights under the Company's bye-laws or the laws of Bermuda which would oblige the Company to offer new shares on a pro-rata basis to existing shareholders.

SUFFICIENCY OF PUBLIC FLOAT

Up to the date of this annual report, the trading in the shares of the Company on the Stock Exchange remains in suspension, the sufficiency of public float as required by the Listing Rules is not applicable.

COMPLIANCE WITH THE CODE ON CORPORATE GOVERNANCE PRACTICES

The Company's code on corporate governance practices was adopted by reference to the provisions of the Code on Corporate Governance Practices (the "**CG Code**") contained in Appendix 14 to the Listing Rules. However, due to the severe financial difficulties of the Group and the prolonged suspension in trading of the shares of the Company on the Stock Exchange, the Directors are unable to comment as to whether the Company has complied with the CG Code throughout the year ended 31 March 2011.

COMPLIANCE WITH THE MODEL CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS

Given that trading in the shares of the Company on the Stock Exchange has been suspended since 17 July 2006, the Directors are of the view that the Model Code for Securities Transactions by Directors of Listed Issuers as set out in Appendix 10 to the Listing Rules is not applicable.

EVENTS AFTER THE REPORTING PERIOD

Details of significant events occurring after the reporting period are set out in note 36 to the consolidated financial statements.

AUDITOR

Messrs Moores Rowland Mazars, the auditors of the Company for the year ended 31 December 2004, resigned on 17 January 2006. Messrs PricewaterhouseCoopers was appointed as the auditors of the Company on 14 February 2006 and it subsequently resigned on 5 December 2007. Ray W.H. Chan & Co. was appointed as auditors of the Company on 1 September 2008.

The accompanying consolidated financial statements have been audited by Ray W.H. Chan & Co. who will retire and a resolution for their appointment as the auditors of the Company will be proposed at the forthcoming annual general meeting.

On behalf of the Board

ANG MEI LEE, MARY
DIRECTOR
20 July 2011

CHIN CHANG KENG, RAYMOND
DIRECTOR
20 July 2011

INDEPENDENT AUDITOR'S REPORT

TO THE SHAREHOLDERS OF
OCEAN GRAND HOLDINGS LIMITED
(Provisional Liquidators Appointed)
(Incorporated in Bermuda with limited liability)

We were engaged to audit the consolidated financial statements of Ocean Grand Holdings Limited (Provisional Liquidators Appointed) (the "**Company**") and its subsidiaries (collectively referred to as the "**Group**") set out on pages 18 to 61, which comprise the consolidated statement of financial position as at 31 March 2011, and the consolidated statement of comprehensive income, the consolidated statement of changes in equity and the 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 (the "**HKICPA**") 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.

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 1981, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

Except for the limitation in the scope of our work as explained below, we conducted our audit in accordance with Hong Kong Standards on Auditing issued by the HKICPA. 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. Because of the matters described in the basis for disclaimer of opinion paragraphs, however, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion.

BASIS FOR DISCLAIMER OF OPINION

1. Our report on the consolidated financial statements of the Company for the year ended 31 March 2010 was disclaimed in view of the pervasive nature of the limitation on the scope of our audit resulting from the inability of the directors to locate sufficient documentary information in relation to the Deconsolidated Subsidiaries (defined in note 3(ii) to the consolidated financial statements) and material uncertainty in relation to the

going concern. Accordingly, we were unable to form an opinion as to whether the net liabilities of the Group as at 31 March 2010 and the results and the related disclosures in the notes to the consolidated financial statements for the year ended 2010 were fairly stated. Any adjustments to the opening balances as at 1 April 2010 would affect the net liabilities of the Group as at 31 March 2011 and the results and cash flows of the Group for the year ended 31 March 2011. Also the comparative figures in respect of the net liabilities of the Group as at 31 March 2010 and results and cash flows of the Group for the year ended 31 March 2010 may not be comparable with the figures for the current year.

2. As disclosed in note 3(iii) to the consolidated financial statements, all of the former accounting personnel of the Group have left and there are potential accounting irregularities. Accordingly, the directors have been unable to obtain sufficient documentary information in relation to the Deconsolidated Subsidiaries to satisfy themselves regarding the genuineness of certain books and records and treatment of various balances of the Group as at 31 March 2011 and have formed the opinion as follows:

   a) As explained by the directors in note 3(iii) to the consolidated financial statements, Deconsolidated Subsidiaries were deconsolidated from the consolidated financial statements since 1 January 2005 and OGA was not consolidated into the consolidated financial statements since the date of its incorporation on 19 May 2006. Thus, these consolidated financial statements include the results, assets and liabilities of the Company and its subsidiaries namely Golden Beach Enterprises Limited, Fast Excel Limited, Parkson Trade Services Limited, Tak Lee Metal Manufactory (Hong Kong) Company Limited, Zhongshan City Minzhong Deli Metal Co., Ltd and Fast Excel Gold Mountain Zhongshan Aluminium Products (Hong Kong) Limited. Due to limited books and records of the Company and its Deconsolidated Subsidiaries available to the current directors and material uncertainty relating to the completion of the restructuring of the Company for discharging its debts, the current directors of the Company were unable to obtain sufficient documentary information to satisfy themselves that the following amounts of the Company included in the consolidated financial statements for the year ended 31 March 2011 as to whether the completeness, correctness of identification and the disclosures recorded by the Group:

      – finance costs of HK$nil;
      – general and administrative expenses of approximately HK$12,000;
      – bank balances and cash of approximately HK$119,000;
      – short-term borrowings of approximately HK$1,448,078,000;
      – trade and other payables of approximately HK$391,101,000;
      – amounts due to Deconsolidated Subsidiaries of approximately HK$126,426,000;
      – deferred taxation;
      – commitments;
      – related parties transactions;

– share options;
– pledge of assets; and
– other disclosures under Hong Kong Companies Ordinance.

b) As explained in note 3(iii)(b) to the consolidated financial statements, due to limited books and records of the Deconsolidated Subsidiaries available to the directors, the following disclosures have not been made in the consolidated financial statements:

– details of the retirement benefit scheme and the employee benefits as required by Hong Kong Accounting Standard ("HKAS") 19 "Employee Benefits";
– details of the Group's financial risk management objectives and policies as required by HKAS 32 "Financial Instruments: Presentation"; and
– details of contingent liabilities as required by HKAS 37 "Provisions, Contingent Liabilities and Contingent Assets".

3. As at 31 March 2011, the consolidated statement of financial position included the Company's bank balances and cash, short-term borrowings, other payables and amounts due to Deconsolidated Subsidiaries of approximately HK$119,000, HK$1,448,078,000, HK$391,101,000 and HK$126,426,000 respectively. We have not been able to obtain sufficient direct confirmation or other documentary evidence to substantiate the validity and existence in relations to these amounts. There were no other satisfactory audit procedures that we could adopt to ensure these amounts are fairly stated in the consolidated financial statements.

4. We have not been able to obtain all necessary information for us to complete our review of subsequent events from the date of statement of financial position up to the date of this report. Such procedures might have resulted in the identification of adjustments to the amounts reported in and/or disclosed as notes to the consolidated financial statements of the Group as at 31 March 2011.

There were no other satisfactory audit procedures that we could adopt to obtain sufficient evidence regarding to the matters set out in paragraphs 1 to 4 above. Accordingly, we have not been able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion. Any adjustments to the figures might have a significant consequential effect on the Group's results for the year ended 31 March 2011 and 2010 and the net liabilities of the Group as at 31 March 2011 and 2010 and the related disclosures thereof in the consolidated financial statements.

MATERIAL UNCERTAINTY RELATING TO THE GOING CONCERN BASIS

In forming our opinion, we have considered the adequacy of the disclosure in note 3(i) to the consolidated financial statements concerning the adoption of the going concern basis on which the financial statements have been prepared. The Company has entered into a conditional agreement with, among others, an investor for the purpose of restructuring of the Company's indebtedness and revitalising the Group's business. The consolidated financial statements have been prepared on a going concern basis on the assumption that the restructuring agreement will be successfully completed, and that, following the restructuring, the Group will continue to meet in full its financial obligations as they fall due in the foreseeable future. The consolidated financial statements do not include any adjustments that would result from a failure to complete the restructuring. We consider that the disclosures are adequate. However, in view of the extent of the material uncertainty relating to the completion of the restructuring, we disclaimed our opinion in respect of the material uncertainty relating to the going concern basis.

DISCLAIMER OF OPINION: DISCLAIMER ON VIEW GIVEN BY FINANCIAL STATEMENTS

Because of the significance of the matters described in the basis for disclaimer of opinion paragraphs and the material uncertainty relating to the going concern basis paragraph, we have not been able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion. Accordingly, we do not express an opinion on the consolidated financial statements. In all other respects, we also do not express an opinion on the consolidated financial statements as to whether they have been properly prepared in accordance with disclosure requirements of the Hong Kong Companies Ordinance.

REPORT ON MATTERS UNDER SECTIONS 141(4) AND 141(6) OF THE HONG KONG COMPANIES ORDINANCE

In respect alone of the limitations on our work as set out in the basis for disclaimer of opinion section of this report:

i) we have not obtained all the information and explanations that we considered necessary for the purpose of our audit; and

ii) we were unable to determine whether proper books of account had been kept.

RAY W.H. CHAN & CO.
Certified Public Accountants
12/F., Bel Trade Commercial Building
1-3 Burrows Street
Wanchai, Hong Kong

Hong Kong, 20 July 2011

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

For the year ended 31 March 2011

	Note	**2011**	2010
		HK$'000	*HK$'000*
Turnover	7	**414,924**	242,405
Cost of sales		**(398,317)**	(238,284)
Gross Profit		**16,607**	4,121
Other income	8	**165**	–
General and administrative expenses		**(5,060)**	(2,594)
Finance costs	9	**(237)**	–
Profit before income tax	10	**11,475**	1,527
Income tax	12	**(193)**	(64)
Profit for the year		**11,282**	1,463
Other comprehensive income			
Exchange differences on translating foreign operations		**(210)**	–
Total comprehensive income for the year		**11,072**	1,463
Profit attributable to owners of the Company		**11,282**	1,463
Total comprehensive income attributable to owners of the Company		**11,072**	1,463
Earnings per share	14		
– Basic		**HK$0.027**	HK$0.003
– Diluted		**N/A**	N/A

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

At 31 March 2011

	Note	**2011**	2010
		HK$'000	*HK$'000*
ASSETS AND LIABILITIES			
Non-current assets			
Property, plant and equipment	15	**620**	–
Goodwill	16	**1,243**	–
Intangible assets	17	**252**	–
Interests in Deconsolidated Subsidiaries	18	**–**	–
Retention receivables	22	**9,714**	–
		11,829	–
Current assets			
Inventories	19	**1,924**	–
Trade and other receivables	20	**42,970**	60,706
Amounts due from Deconsolidated Subsidiaries	21	**–**	–
Amounts due from customers on construction contracts	22	**3,379**	–
Pledged bank deposits	23	**1,000**	–
Bank balances and cash	24	**5,570**	4,067
		54,843	64,773
Current liabilities			
Short-term borrowings	25	**1,448,078**	1,448,078
Bank borrowings	26	**2,414**	–
Trade and other payables	27	**434,375**	452,881
Amounts due to Deconsolidated Subsidiaries	28	**126,426**	126,426
Income tax payable		**347**	64
		2,011,640	2,027,449
Net current liabilities		**(1,956,797)**	(1,962,676)
Total assets less current liabilities		**(1,944,968)**	(1,962,676)
Non-current liabilities			
Retention payables		**6,636**	–
Net liabilities		**(1,951,604)**	(1,962,676)
CAPITAL AND RESERVES			
Share capital	30	**423,835**	423,835
Reserves		**(2,375,439)**	(2,386,511)
Total equity		**(1,951,604)**	(1,962,676)

Approved and authorised for issue by the Board of Directors on 20 July 2011.

Chin Chang Keng, Raymond	**Ang Mei Lee, Mary**
Director	*Director*

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the year ended 31 March 2011

	Share capital	Share premium	Contributed surplus	Capital redemption reserve *Note (a)*	Foreign currency translation reserve	Accumulated losses	Total Equity
	HK$'000	*HK$'000*	*HK$'000*	*HK$'000*	*HK$'000*	*HK$'000*	*HK$'000*
At 1 April 2009	423,835	114,340	145,517	581	–	(2,648,412)	(1,964,139)
Total comprehensive income for the year	–	–	–	–	–	1,463	1,463
At 31 March 2010	**423,835**	**114,340**	**145,517**	**581**	**–**	**(2,646,949)**	**(1,962,676)**
Total comprehensive income for the year	**–**	**–**	**–**	**–**	**(210)**	**11,282**	**11,072**
At 31 March 2011	**423,835**	**114,340**	**145,517**	**581**	**(210)**	**(2,635,667)**	**(1,951,604)**

Note:

a) Capital Redemption Reserve

The capital redemption reserve represented the reserve created in relation to share repurchased.

CONSOLIDATED STATEMENT OF CASH FLOWS

For the year ended 31 March 2011

	Note	2011	2010
		HK$'000	*HK$'000*
CASH FLOW FROM OPERATING ACTIVITIES			
Profit before income tax		**11,475**	1,527
Adjustment for:			
Depreciation		**107**	–
Interest expenses		**237**	–
Impairment loss on other receivables		**1,556**	–
Interest income		**(1)**	–
Operating cash flows before movements in working capital		**13,374**	1,527
Increase in inventories		**(568)**	–
Increase in retention receivables		**(10,539)**	–
Decrease in trade and other receivables		**24,162**	35,309
Decrease in amounts due from customers on construction contracts		**3,815**	–
Decrease in trade and other payables		**(36,089)**	(33,089)
Increase in retention payables		**6,636**	–
Increase in amounts due to Deconsolidated Subsidiaries		**–**	27
Cash generated from operating activities		**791**	3,774
Hong Kong profits tax paid		**(206)**	–
Net cash generated from operating activities		**585**	3,774
INVESTING ACTIVITIES			
Interest income		**1**	
Contribution from acquisition of subsidiaries	*32*	**3,053**	–
Net cash generated from investing activities		**3,054**	–
FINANCING ACTIVITIES			
Interest paid		**(237)**	–
Repayment of bank borrowings		**(561)**	–
Repayment to Investor		**(1,100)**	(700)
Net cash used in financing activities		**(1,898)**	(700)
Net increase in cash and cash equivalents		**1,741**	3,074
Effect of foreign exchange rate changes, net		**(238)**	–
CASH AND CASH EQUIVALENTS AT BEGINNING OF THE YEAR		**4,067**	993
CASH AND CASH EQUIVALENTS AT END OF THE YEAR		**5,570**	4,067
ANALYSIS OF THE BALANCES OF CASH AND CASH EQUIVALENTS			
Bank balances and cash		**5,570**	4,067

1. GENERAL INFORMATION

Ocean Grand Holdings Limited (Provisional Liquidators Appointed) (the "**Company**") was incorporated in Bermuda as an exempted company with limited liability and its ordinary shares are listed on The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**"). The address of its registered office is located at Clarendon House, 2 Church Street, Hamilton HM11, Bermuda. The shares of the Company have been suspended for trading on the Stock Exchange since 17 July 2006.

The Company is an investment holding company. Its subsidiaries were principally engaged in the trading of aluminium products and supply of aluminium products.

These consolidated financial statements are presented in Hong Kong dollars ("**HK$**"), which is the same as the functional currency of the Company. All values are rounded to the nearest thousand except when otherwise indicated.

On 24 July 2006, provisional liquidators were appointed to the Company as stated in note 2 below.

2. WINDING-UP PETITIONS AND APPOINTMENT OF PROVISIONAL LIQUIDATORS

Pursuant to an announcement made on 24 July 2006, a writ of summons has been issued in the High Court of The Hong Kong Special Administrative Region (the "**High Court**") on 20 July 2006 claiming against Hing Yip Holdings (Hong Kong) Limited (In Liquidation) ("**HYHK**"), OG Development Company Limited (In Liquidation) ("**OGD**"), wholly-owned subsidiaries of the Company, and the Company by Bank Sinopac for the payment of a sum of approximately HK$6.4 million together with interest under banking facilities made available to HYHK and OGD and guaranteed by OGD and the Company. The Group has also received letters of demand from certain of the Group's other bankers for (i) immediate repayment of outstanding indebtedness in the aggregate amount of approximately HK$81 million together with interest and (ii) deposit of approximately HK$174 million to relevant bankers, pursuant to various banking facilities, indemnities, undertakings for repayment of overdraft and guarantees entered into with those banks.

In July 2006, in view of the deterioration of the cash position of the Group to a level which resulted in difficulties to meet its short-term debts, the directors of the Company voluntarily resolved to apply for suspension of trading in its shares on the Stock Exchange and to apply to the courts in Hong Kong and Bermuda respectively for a winding up and for an appointment of provisional liquidators for the Company in order to protect the assets of the Group and to safeguard the interests of both the creditors and the shareholders.

As a result of the applications, Messrs. Joseph Kin Ching Lo and Lai Kar Yan (also known as Lai Kar Yan, Derek), both of Deloitte Touche Tohmatsu ("**Deloitte**"), have been appointed as the joint and several provisional liquidators of the Company (the "**Provisional Liquidators**") by the orders of the High Court on 24 July 2006 and by the Supreme Court of Bermuda on 25 July 2006 ("**Orders**").

Pursuant to the Orders, the Provisional Liquidators may, among other things, exercise the powers to take into their custody and protect the assets of the Group and carry on and stabilise the operations of the Group, including facilitating a restructuring of the Company.

2. WINDING-UP PETITIONS AND APPOINTMENT OF PROVISIONAL LIQUIDATORS (continued)

The winding-up petition against the Company was originally scheduled to be heard by the High Court of Hong Kong on 20 September 2006. Upon applications by the Provisional Liquidators, the High Court adjourned the hearing of winding-up petition against the Company to further date. On 11 July 2011, the High Court of Hong Kong had further adjourned the hearing of the petition to 19 December 2011.

The hearing of the winding-up petition against the Company by the Supreme Court of Bermuda was originally scheduled to be 18 August 2006. Upon applications by the Provisional Liquidators, the Supreme Court of Bermuda adjourned the hearing of winding-up petition against the Company to further date. On 15 July 2011, the Supreme Court of Bermuda further adjourned the hearing of the petition to 23 December 2011.

The Company also filed a winding-up petition against HYHK with the High Court on 25 July 2006. HYHK filed a winding-up petition against OGD and Sky Leader Industries Limited (In Liquidation) ("**Sky Leader**"), wholly owned by the Company, with the High Court on 5 December 2006. Pursuant to the orders of the High Court, Messrs. Lai Kar Yan, Derek and Darach E. Haughey of Deloitte were appointed as the joint and several provisional liquidators of HYHK, OGD and Sky Leader. Subsequently, Messrs. Lai Kar Yan, Derek and Darach E. Haughey were also appointed as liquidators of HYHK, OGD and Sky Leader upon the winding-up of the above companies.

On 27 August 2008, a proposal for the resumption of trading in the Company's shares was submitted to the Stock Exchange (the "**Resumption Proposal**"). An updated Resumption Proposal was submitted to the Stock Exchange on 19 October 2009. On 12 November 2009, the Listing Committee of the Stock Exchange rejected the Resumption Proposal (the "**Decision**"). On 23 November 2009, the Company applied to the Listing (Review) Committee of the Stock Exchange for a review of the Decision. On 25 February 2010, the Listing (Review) Committee of the Stock Exchange upheld the decision of the Listing Committee of the Stock Exchange. On 5 March 2010, the Company applied to Listing Appeals Committee of the Stock Exchange for a review of the Decision to reject the Resumption Proposal. On 28 September 2010, the Listing Appeals Committee of the Stock Exchange had decided to accept the Resumption Proposal, subject to the Company's compliance with certain conditions (as set out in the decision letter from the Stock Exchange to the Company dated 28 September 2010) to the satisfaction of the Listing Division of the Stock Exchange by 30 June 2011 and confirmation by the Provisional Liquidators. Upon application by the Company, the Listing Appeals Committee had on 15 June 2011 agreed to extend the deadline for compliance with the conditions by the Company to 30 November 2011.

The winding-up petitions against the Company will be withdrawn subject to and upon the successful implementation of the Restructuring Agreement as referred to note 3 below. If the Resumption Proposal does not proceed, the shares of the Company will be delisted by the Stock Exchange and it is likely that the Company would be wound-up.

The Company's scheme of arrangement for discharging its debts ("**Scheme**") was sanctioned by the High Court on 15 April 2008. In light of the amendments on certain terms of the Restructuring Agreement (defined below), on 24 June 2011, the Provisional Liquidators made an application to the High Court for modification to the Scheme and the High Court has approved such modification on 30 June 2011.

Under the Restructuring Agreement (defined below), the Company shall, inter alia, transfer the entire issued share capital of its subsidiaries as defined as "**Excluded Subsidiaries**" (defined in note 3(i) below) to the Scheme administrators or their nominees upon completion of the Restructuring Agreement as referred to note 3 below. Therefore, the winding-up petitions against these subsidiaries will not affect the Group after completion of the Restructuring Agreement.

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS

(i) Going concern basis

As at 31 March 2011, the Group had net liabilities of approximately HK$1,952 million (2010: HK$1,963 million). This condition indicates the existence of material uncertainty which may cast significant doubt about the Group's ability to continue as a going concern.

As detailed in note 2 to the consolidated financial statements, a writ of summons to demand petitions for the winding-up of the Company and its certain subsidiaries had been filed. Following the petitions, the Company applied to the court for the appointment of the Provisional Liquidators.

On 23 April 2008, the Company announced that an agreement for the proposed restructuring of the Group, involving capital reorganisation, debt restructuring, subscription of new shares and subscription of preference shares, was entered into on 20 December 2007 among the Company, Gold Star Success Limited (the "**Investor**"), the Provisional Liquidators and Deloitte (the "**Restructuring Agreement**"). On 26 February 2009, 4 January 2010 and 12 April 2011, the Company, the Investor and the Provisional Liquidators entered into supplemental agreements to extend the long stop date of the Restructuring Agreement to 31 December 2009, 31 December 2010 and 31 December 2011 respectively.

Golden Beach Enterprises Limited ("**Golden Beach**"), a new wholly owned subsidiary of the Company, was incorporated in the British Virgin Islands. Golden Beach is an investment holding company which beneficially owns 100% interest in Fast Excel Limited ("**FEL**") and Parkson Trade Services Limited ("**Parkson**"). FEL and Parkson were incorporated in Hong Kong. The Company has reactivated its trading of the aluminum products through Parkson and supply of aluminium products to construction companies through FEL since June 2008 and December 2009 respectively.

On 30 September 2010, the Group acquired entire equity interest in Tak Lee Metal Manufactory (Hong Kong) Company Limited and its subsidiary namely Zhongshan City Minzhong Deli Metal Co., Ltd through FEL, the details of the acquisition is set out in note 32 to the consolidated financial statements.

In addition, on 20 July 2010, the Group entered into an agreement with a company to establish a joint venture for manufacturing aluminium extrusion products.

On 29 November 2010, Fast Excel Gold Mountain Zhongshan Aluminium Products (Hong Kong) Limited, a subsidiary of the Company, was incorporated in Hong Kong for the purpose of the establishment of joint venture.

Save for Golden Beach, FEL, Parkson, Tak Lee Metal Manufactory (Hong Kong) Company Limited, Zhongshan City Minzhong Deli Metal Co., Ltd and Fast Excel Gold Mountain Zhongshan Aluminium Products (Hong Kong) Limited and the proposed joint venture, the issued shares of all other subsidiaries directly or indirectly held by the Company (the "**Excluded Subsidiaries**"), will be transferred to the Scheme administrators or their nominees for the benefit of the creditors at a nominal consideration of HK$1 as a term of the Scheme which was sanctioned by the High Court of Hong Kong on 15 April 2008. Modification to the Scheme were subsequently approved by the High Court on 30 June 2011.

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS (continued)

(i) Going concern basis (continued)

The Company was placed into the third stage of delisting procedures on 13 March 2008. Having reviewed and considered the revitalised operations and affairs of the Group and the Company, the directors concluded that the proposed restructuring represents the best means available for the Company to be returned to solvency and to continue the development and enhancement of its business. The directors are therefore of the opinion that it is appropriate to prepare the consolidated financial statements on a going concern basis.

The consolidated financial statements have been prepared on a going concern basis on the assumption that the proposed restructuring of the Company will be successfully completed, and that, following the restructuring the Group will continue to meet in full its financial obligations as they fall due in the foreseeable future.

Should the Group be unable to achieve a successful restructuring and to continue its business as a going concern, adjustments would have to be made to the consolidated financial statements to adjust the value of assets to their recoverable amounts, to provide for any further liabilities which might arise and to reclassify non-current assets and liabilities as current assets and liabilities, respectively.

(ii) Deconsolidation of subsidiaries and a subsidiary not consolidated

Deconsolidation of subsidiaries

The consolidated financial statements have been prepared based on the available books and records as maintained by the Company and its subsidiaries. The results, assets and liabilities of the following significant subsidiaries, small-sized or inactive subsidiaries were deconsolidated ("**Deconsolidated Subsidiaries**") from the consolidated financial statements of the Group since 1 January 2005.

(a) Due to (1) all the shares in the capital of Toowomba Holdings Limited and Successful Gold Profits Limited, wholly owned subsidiaries of the Company, were charged under a share charge agreement to The Bank of New York, as a trustee, for and on behalf of the holders of the US$125 million and US$35 million 9.25% guaranteed notes issued by the Company in December 2005 and March 2006, or (2) liquidation of certain significant subsidiaries or their immediate holding companies; or (3) the major assets and production facilities of the significant subsidiaries were subject to freezing orders obtained by the creditors in the PRC, the directors have not been able to obtain access to the books and records of these subsidiaries and considered that controls have been lost. In the opinion of the directors, consolidating the results, assets and liabilities of the following significant subsidiaries into the consolidated financial statements will only provide a misleading picture of the state of affairs of the Group and will be no value to the members of the Company.

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS (continued)

(ii) Deconsolidation of subsidiaries and a subsidiary not consolidated (continued)

(a) *(continued)*

Name of subsidiaries

Ocean Grand Aluminium Company Limited (Foshan)
Harvest Fortune Limited
Hing Yip Holdings (China) Limited
Hing Yip Holdings (Hong Kong) Limited (In Liquidation)
OG Aluminium Company Limited (Foshan)
Jorki Profits Limited
OG Aluminium (Sanshui) Company Limited
OG Development Company Limited (In Liquidation)
Sky Leader Industries Limited (In Liquidation)
Successful Gold Profits Limited (In Liquidation)
Toowomba Holdings Limited (In Liquidation)
Ocean Grand Development Holdings Limited

(b) In addition, the results, assets and liabilities of the following small-sized or inactive subsidiaries were also deconsolidated from the consolidated financial statements since 1 January 2005. The directors considered that the exclusion of the results, assets and liabilities of these subsidiaries from the consolidated financial statements would not significantly affect the results of the Group for the current year as the cost of obtaining these information would exceed the value of these information to the members of the Company.

Name of subsidiaries

Chinacin.com Limited
Jinbocho Holdings Limited
Ocean Grand (China) Limited
Ocean Grand Finance Limited
Ocean Grand Services Limited
Ocean Grand Technology Company Limited
廣州倫帕理維信息科技有限公司

(c) A subsidiary not consolidated

OG Aluminium Australia Pty Limited ("**OGA**"), indirectly owned subsidiary of the Company, was incorporated in Australia on 19 May 2006. The directors do not have any accounting books and records on OGA and considered that the exclusion of the results, assets and liabilities of OGA into the consolidated financial statements would not significantly affect the results of the Group for the year ended 31 March 2011.

Thus, in the opinion of directors, the consolidated financial statements for the year ended 31 March 2011 prepared on the aforementioned basis present more fairly the results and state of affairs of the Group as a whole.

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS (continued)

(iii) Insufficient information provided by the directors

Due to the potential accounting irregularities described in the consolidated financial statements of the Company for the year ended 31 March 2008 and all of the former accounting personnel of the Group have left, the directors were unable to obtain sufficient documentary information in relation to the Deconsolidated Subsidiaries to satisfy themselves regarding the genuineness of certain books and records and treatment of various balances of the Group and have formed the following opinion:

(a) Deconsolidated Subsidiaries were deconsolidated from the consolidated financial statements since 1 January 2005 and OGA was not consolidated into the consolidated financial statements since the date of its incorporation on 19 May 2006. Thus, these consolidated financial statements include the results, assets and liabilities of the Company and its subsidiaries namely Golden Beach, FEL, Parkson, Tak Lee Metal Manufactory (Hong Kong) Company Limited, Zhongshan City Minzhong Deli Metal Co., Ltd. and Fast Excel Gold Mountain Zhongshan Aluminium Products (Hong Kong) Limited. Due to limited books and records of the Company and its Deconsolidated Subsidiaries available to the current directors and material uncertainty relating to the completion of the restructuring of the Company for discharging its debts, the current directors of the Company were unable to obtain sufficient documentary information to satisfy themselves that the following amounts of the Company included in the consolidated financial statements for the year ended 31 March 2011 as to whether the completeness, correctness of identification and the disclosures recorded by the Group:

- finance costs of HK$nil;
- general and administrative expenses of approximately HK$12,000;
- bank balances and cash of approximately HK$119,000;
- short-term borrowings of approximately HK$1,448,078,000;
- trade and other payables of approximately HK$391,101,000;
- amounts due to Deconsolidated Subsidiaries of approximately HK$126,426,000;
- deferred taxation;
- commitments;
- related parties transactions;
- share options;
- pledge of assets; and
- other disclosures under Hong Kong Companies Ordinance.

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS (continued)

(iii) Insufficient information provided by the directors (continued)

(b) Due to limited books and records of Deconsolidated Subsidiaries available to the directors, the following disclosures have not been made in the consolidated financial statements:

– details of the retirement benefit scheme and the employee benefits as required by Hong Kong Accounting Standard ("**HKAS**") 19 "Employee benefits";

– details of the Group's financial risk management objectives and policies required by HKAS 32 "Financial Instruments: Presentation"; and

– details of contingent liabilities as required by HKAS 37 "Provisions, Contingent liabilities and Contingent Assets".

Any adjustments arising from the matters described above might have a significant consequential effect on the profit of the Group for the year ended 31 March 2011 and the net liabilities of the Group as at 31 March 2011 and the related disclosures thereof in the consolidated financial statements.

Also, as a result of the matters described above, the comparative figures as at 31 March 2010 shown in the consolidated statement of financial position and in the consolidated statement of comprehensive income for the year then ended may not be comparable with the figures for the current year.

4. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS ("HKFRSs")

In the current year, the Group has applied the new and revised standards, amendments to standards and interpretations ("**new and revised HKFRSs**") issued by the Hong Kong Institute of Certified Public Accountants ("**HKICPA**").

Except as described below, the adoption of the new and revised HKFRSs has had no material effect on the consolidated financial statements of the Group for the current or prior accounting periods.

HKFRS 3 (as revised in 2008) – Business combinations

HKFRS 3 (as revised in 2008) has been applied in the current year prospectively to business combinations of which the acquisition date is on or after 1 April 2010 in accordance with the relevant transitional provisions. Its application has affected the accounting for business combinations in the current year.

HKFRS 3 (as revised in 2008) requires acquisition-related costs to be accounted for separately from the business combination, generally leading to those costs being recognised as an expense in profit or loss as incurred, whereas previously they were accounted for as part of the cost of acquisition.

4. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS ("HKFRSs") (continued)

HKFRS 3 (as revised in 2008) – Business combinations (continued)

HKFRS 3 (as revised in 2008) allows a choice on a transaction-by-transaction basis for the measurement of non-controlling interests at the date of acquisition (previously referred to as 'minority' interests) either at fair value or at the non-controlling interests' share of recognised identifiable net assets of the acquiree. In the current year, the Group had acquired the entire equity interest in Tak Lee Group (defined in note 32 below), consequently, the application of HKFRS 3 (Revised), HKAS 27 (Revised) and the consequential amendments to other HKFRSs had no effect on the consolidated financial statements of the Group for the current or prior accounting periods.

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")

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. HK Int 5 requires retrospective application. The adoption of HK Int 5 has had no material impact on the Group's financial statements as the Interpretation's conclusions were consistent with policies already adopted by the Group.

The Group has not applied the new and revised HKFRSs that have been issued but are not yet effective. The Group has already commenced an assessment of the impact of these new HKFRSs but is not yet in a position to state whether these new HKFRSs would have a material impact on its results of operations and financial position.

5. PRINCIPAL ACCOUNTING POLICIES

The consolidated financial statements have been prepared in accordance with HKFRSs 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 (the "Listing Rules") and by the Hong Kong Companies Ordinance except for matters disclosed in note 3 to the consolidated financial statements.

The consolidated financial statements have been prepared on the historical cost basis except for certain financial instruments, that are measured at fair value, 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.

The principal accounting policies are set out below.

5. PRINCIPAL ACCOUNTING POLICIES (continued)

Basis of consolidation

The consolidated financial statements incorporate the financial statements of the Company and its subsidiaries made up to 31 March. 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 or up to the effective date of disposal, as appropriate. They are deconsolidated from the date of control ceases.

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

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

Business combinations

Acquisitions of businesses are accounted for using the acquisition method. The consideration transferred in a business combination is measured at fair value, which is calculated as the sum of the acquisition-date fair values of the assets transferred by the Group, liabilities incurred by the Group to the former owners of the acquiree and the equity interests issued by the Group in exchange for control of the acquiree. Acquisition-related costs are generally recognised in profit or loss as incurred. At the acquisition date, the identifiable assets acquired and the liabilities assumed are recognised at their fair value at the acquisition date, except that:

- deferred tax assets or liabilities and liabilities or assets related to employee benefit arrangements are recognised and measured in accordance with HKAS 12 and HKAS 19 respectively;

- liabilities or equity instruments related to share-based payment transactions of the acquiree or the replacement of an acquiree's share-based payment transactions with share-based payment transactions of the Group are measured in accordance with HKFRS 2 at the acquisition date; and

- assets (or disposal groups) that are classified as held for sale in accordance with HKFRS 5 are measured in accordance with that Standard.

Goodwill is measured as the excess of the sum of the consideration transferred, the amount of any non-controlling interests in the acquiree, and the fair value of the acquirer's previously held equity interest in the acquiree (if any) over the net of the acquisition date amounts of the identifiable assets acquired and the liabilities assumed. If, after re-assessment, the net of the acquisition-date amounts of the identifiable assets acquired and liabilities assumed exceeds the sum of the consideration transferred, the amount of any non-controlling interests in the acquiree and the fair value of the acquirer's previously held interest in the acquiree (if any), the excess is recognised immediately in profit or loss as a bargain purchase gain.

5. PRINCIPAL ACCOUNTING POLICIES (continued)

Goodwill

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

For the purposes of impairment testing, goodwill arising from an acquisition 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 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 first to reduce the carrying amount of any goodwill allocated to the unit, 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 recognised directly in profit or loss. An impairment loss for goodwill is not reversed in subsequent periods.

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

Property, plant and equipment

Property, plant and equipment are stated at cost less subsequent accumulated depreciation and accumulated impairment losses, if any.

Depreciation is recognised so as to write off the cost of items of property, plant and equipment less their residual values over their estimated useful lives, using the straight-line method. The estimated useful lives, residual values and depreciation method are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis.

An item of property, plant and equipment is derecognised 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 the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in profit or loss.

Intangible assets

Intangible assets acquired in a business combination are identified and recognised separately from goodwill where they satisfy the definition of an intangible asset and their fair values can be measured reliably. The cost of such intangible assets is their fair value at the acquisition date.

Subsequent to initial recognition, intangible assets with indefinite useful lives are carried at costs less any accumulated impairment losses (see the accounting policy in respect of impairment losses on tangible and intangible assets below).

5. PRINCIPAL ACCOUNTING POLICIES (continued)

Inventories

Inventories are stated at the lower of cost and net realisable value. Cost, which comprises all costs of purchase and, where applicable, costs of conversion and other costs that have been incurred in bringing the inventories to their present location and condition, is calculated using the weighted average cost method. Net realisable value represents the estimated selling price in the ordinary course of business less the estimated costs necessary to make the sale.

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 lessee

Operating lease payments are recognised as an expense on a straight-line basis over the lease term, except where another systematic basis is more representative of the time pattern in which economic benefits from the leased asset are consumed.

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 recognised on temporary differences between the carrying amounts of assets and liabilities in the consolidated financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised 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 utilised. Such assets and liabilities are not recognised 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.

5. PRINCIPAL ACCOUNTING POLICIES (continued)

Taxation (continued)

Deferred tax liabilities are recognised for taxable temporary differences associated with investments in subsidiaries 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 are only recognised to the extent that it is probable that there will be sufficient taxable profits against which to utilise 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 profit 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 realised, based on tax rates (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 recognised in profit or loss, except when it relates to items that are recognised in other comprehensive income or directly in equity, in which case the deferred tax is also recognised in other comprehensive income or directly in equity respectively.

Impairment of tangible and intangible assets other than goodwill

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. 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 recognised 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 recognised for the asset in prior years. A reversal of an impairment loss is recognised as income immediately.

5. PRINCIPAL 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 in the normal course of business, net of discounts and sales related taxes.

The Group recognises revenue when the amount of revenue can be reliably measured, it is probable that future economic benefits will flow to the entity and specific criteria have been met for each of the Group's activities as described below. The amount of revenue is not considered to be reliably measurable until all contingencies relating to the sale have been resolved. The Group bases its estimates on historical results, taking into consideration the type of customer, the type of transaction and the specifics of each arrangement.

(i) Sale of goods is recognised on transfer of risks and rewards of ownership, which generally coincides with the time when goods are delivered and title has passed.

(ii) To the extent that the outcome of the contract can be estimated reliably, revenue from construction contracts is recognised using the percentage of completion method, measured by reference to the percentage of work performed to date to estimated total contract value. When the outcome of a contract cannot be estimated reliably, revenue is recognised only to the extent of contract costs incurred that are probable of recovery.

(iii) Interest income is accrued on a time proportion basis by reference to the principal outstanding using the effective interest rate method.

Construction contract

Contract costs are recognised when incurred. When the outcome of a construction contract cannot be estimated reliably, contract revenue is recognised only to the extent of contract costs incurred that are probable of recovery.

When the outcome of a construction contract can be estimated reliably and it is probable that the contract will be profitable, revenue is recognised over the period of the contract. When it is probable total contract costs will exceed total contract revenue, the expected loss is recognised as an expense immediately.

The Group uses the "percentage of completion method" to determine the appropriate amount of revenue and costs to be recognised in a given period. The stage of completion is measured by reference to work performed certified to date as a percentage of total contract value.

The Group presents as an asset the gross amount due from customers on construction contracts for all contracts in progress for which costs incurred plus recognised profits (less recognised losses) exceed progress billings. Progress billings not yet paid by customers and retentions are included within "trade and other receivables".

The Group presents as a liability the gross amount due to customers on construction contracts for all contracts in progress for which progress billings exceed costs incurred plus recognised profits (less recognised losses).

5. PRINCIPAL ACCOUNTING POLICIES (continued)

Foreign currencies

In preparing the financial statements of the 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 exchange 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 on that date. 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, is recognised in profit or loss in the period in which they arise.

For the purpose of presenting consolidated financial statements, the assets and liabilities of the Group's foreign operations are translated into the presentation currency of the Group (i.e. HK$) 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 period, unless exchange rates fluctuated significantly during that period, in which case, the exchange rates prevailing at the dates of the transactions are used. Exchange differences arising, if any, are recognised in other comprehensive income and accumulated in equity (the translation reserve).

Related party transactions

A party is considered to be related to the Group if:–

(a) the party, directly or indirectly through one or more intermediaries, (i) controls, is controlled by, or is under common control with, the Group; (ii) has an interest in the Group that gives it significant influence over the Group; or (iii) has joint control over the Group;

(b) The party is an associate;

(c) The party is a jointly-controlled entity;

(d) The party is a member of the key management personnel of the Group or its parent;

(e) The party is a close member of the family of any individual referred to in (a) or (d);

(f) The party is an entity that is controlled, jointly controlled or significantly influenced by or for which significant voting power in such entity resides with, directly or indirectly, any individual referred to in (d) or (e); or

(g) The party is a post-employment benefit plan for the benefit of employees of the Group, or of any entity that is a related party of the Group.

5. PRINCIPAL ACCOUNTING POLICIES (continued)

Financial instruments

Financial assets and financial liabilities are recognised in the consolidated financial statements 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 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 and financial liabilities at fair value through profit or loss are recognised immediately in profit or loss.

Financial assets

The Group's financial assets are classified as loans and receivables.

Effective interest method

The effective interest method is a method of calculating the amortised 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.

Interest income is recognised on an effective interest basis for debt instruments.

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, amounts due from Deconsolidated Subsidiaries, amounts due from customers on construction contracts, retention receivables, pledged bank deposit, and bank balances and cash) are carried at amortised cost using the effective interest method, less any identified impairment losses (see accounting policy on impairment loss on financial assets below).

Impairment of financial assets

Financial assets 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 financial assets, the estimated future cash flows of the financial assets have been affected.

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-organisation; or
- the disappearance of an active market for that financial asset because of financial difficulties.

5. PRINCIPAL ACCOUNTING POLICIES (continued)

Financial instruments (continued)

Impairment of financial assets (continued)

For certain categories of financial asset, such as trade 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, observable changes in national or local economic conditions that correlate with default on receivables.

For financial assets carried at amortised cost, an impairment loss is recognised 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.

The carrying amount of the financial assets is reduced by the impairment loss directly for all financial assets with the exception of trade receivables, where the carrying amount is reduced through the use of an allowance account. Changes in the carrying amount of the allowance account are recognised in profit or loss. When a trade 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.

For financial assets measured at amortised 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 recognised, the previously recognised 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 amortised cost would have been had the impairment not been recognised.

Financial liabilities and equity

Financial liabilities and equity instruments issued by the 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 amortised 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 recognised on an effective interest basis.

5. PRINCIPAL ACCOUNTING POLICIES (continued)

Financial instruments (continued)

Financial liabilities

Financial liabilities including trade and other payables, short-term borrowings, bank borrowings and amounts due to Deconsolidated Subsidiaries are subsequently measured at amortised cost, using the effective interest method.

Equity instruments

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

Derecognition

Financial assets are derecognised 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 recognised in other comprehensive income is recognised in profit or loss.

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

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.

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

Provisions and contingent liabilities

Provisions are recognised for liabilities of uncertain timing or amount when the Group has a present legal or constructive obligation arising as a result of a past event, it is probable that an outflow of economic benefits will be required to settle the obligation and a reliable estimate can be made. Where the time value of money is material, provisions are stated at the present value of the expenditures expected to settle the obligation.

Where it is not probable that an outflow of economic benefits will be required, or the amount cannot be estimated reliably, the obligation is disclosed as a contingent liability, unless the probability of outflow is remote. Possible obligations, whose existence will only be confirmed by the occurrence or non–occurrence of one or more future events are also disclosed as contingent liabilities unless the probability of outflow is remote.

5. PRINCIPAL ACCOUNTING POLICIES (continued)

Retirement benefit scheme

The Group's contributions to defined contribution retirement benefit schemes are charged as expenses when employees have rendered services entitling them to the contributions.

6. CRITICAL ACCOUNTING ESTIMATES AND JUDGMENTS

Estimates and judgments are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstance.

The Group makes estimates and assumptions concerning the future. The resulting accounting estimates will, by definition, seldom equal the related actual results. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are discussed below.

Going concern basis

These consolidated financial statements have been prepared on a going concern basis, the validity of which depends upon the Group being able to achieve a successful restructuring and continue its business. Details are explained in note 3(i) to the consolidated financial statements.

Deconsolidation of subsidiaries

The consolidated financial statements have been prepared based on the available books and records maintained by the Group. However, the directors considered that the control over certain significant subsidiaries has been lost and the effect on the exclusion of the results, assets and liabilities of certain small-sized or inactive subsidiaries from the Group is not significant. Accordingly, the results, assets and liabilities of the Deconsolidated Subsidiaries were deconsolidated from the consolidated financial statements of the Group since 1 January 2005. Details are explained in note 3(ii)(a) & (b) to the consolidated financial statements.

A subsidiary is not consolidated

The consolidated financial statements have been prepared based on the available books and records maintained by the Group. However, the directors do not have any accounting books and records of OGA as disclosed in note 3(ii)(c), and considered that the effect on exclusion of the results, assets and liabilities of OGA from the Group is not significant. Accordingly, the results, assets and liabilities of OGA were excluded from the consolidated financial statements since the date of its incorporation on 19 May 2006.

6. CRITICAL ACCOUNTING ESTIMATES AND JUDGMENTS (continued)

Percentage of completion of construction works

The Group recognises its contract revenue according to the percentage of work performed to date of the individual contract of construction works as a percentage of total contract value. Because of the nature of the activity undertaken in construction contracts, the date at which the contract activity is entered into and the date when the activity is completed usually fall into different accounting periods. The Group reviews and revises the estimates of contract revenue, contract costs, variation orders and contract claims prepared for each construction contract as the contract progresses. Management regularly reviews the progress of the contracts and the corresponding costs of the contract revenue.

Impairment of goodwill and intangible assets

Determining whether goodwill and intangible assets are impaired requires an estimation of the value in use of the cash-generating units to which goodwill and intangible assets 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. As at 31 March 2011, the carrying amounts of goodwill and intangible assets are HK$1,243,000 (2010: Nil) and HK$252,000 (2010: Nil) respectively (see notes 16 and 17 for details).

Impairment of trade and other receivables

The Group makes impairment loss for bad and doubtful debts based on assessments of the recoverability of the trade and other receivables, including the current creditworthiness and the past collection history of each debtor. Impairments arise where events or changes in circumstances indicate that the balances may not be collectible. The identification of bad and doubtful debts requires the use of judgement and estimates. Where the actual result is different from the original estimate, such difference will impact the carrying value of the trade and other receivables and doubtful debt expenses in the year in which such estimate has been changed.

Income tax

The Group is mainly subject to income taxes in Hong Kong and mainland China. Significant judgement is required in determining the provision for income taxes. There are many transactions and calculations for which the ultimate tax determination is uncertain during the ordinary course of business. The Group recognises liabilities for anticipated tax audit issues based on estimates of whether additional taxes will be due. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will impact the income tax and deferred tax provisions in the period in which such determination is made.

7. TURNOVER AND SEGMENT INFORMATION

An analysis of the Group's turnover for the year is as follows:

	2011	2010
	HK$'000	*HK$'000*
Sales of aluminium products	**285,653**	238,811
Construction projects supply	**129,271**	3,594
	414,924	242,405

Segment information

For management purposes, the Group is currently organised into two operating segments – (i) trading of aluminium products, and (ii) construction projects supply. These following segments are the basis on which the Group reports its primary segment information:

(i) Trading of aluminium products; and

(ii) Construction projects – supply of aluminium products.

Information regarding the above segments is reported below.

Segment results, assets and liabilities

An analysis of the Group's revenue, contribution to operating results and segment assets and liabilities by business segments is presented as follows:

For the year ended 31 March 2011

	Trading of aluminium products	**Construction projects**	**Total**
	HK$'000	*HK$'000*	*HK$'000*
Segment revenue:			
Sales to external customers	285,653	129,271	414,924
Segment result	723	11,001	11,724
Unallocated corporate expenses			(12)
Finance costs			(237)
Profit before income tax			11,475
Segment assets	22,771	37,331	60,102
Unallocated assets			6,570
Total assets			66,672
Segment liabilities	18,345	24,278	42,623
Unallocated liabilities			1,975,653
Total liabilities			2,018,276

7. TURNOVER AND SEGMENT INFORMATION (continued)

Segment results, assets and liabilities (continued)

For the year ended 31 March 2010

	Trading of aluminium products *HK$'000*	Construction projects *HK$'000*	Total *HK$'000*
Segment revenue:			
Sales to external customers	238,811	3,594	242,405
Segment result	1,126	389	1,515
Unallocated corporate income			16
Unallocated corporate expenses			(4)
Profit before income tax			1,527
Segment assets	56,262	4,444	60,706
Unallocated assets			4,067
Total assets			64,773
Segment liabilities	48,545	2,435	50,980
Unallocated liabilities			1,976,469
Total liabilities			2,027,449

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

* segment profit represents the profit earned by each segments without allocation of central administration costs and finance costs;

* all assets are allocated to reportable segments other than bank balances and cash, pledged bank deposit and amounts due from Deconsolidated Subsidiaries; and

* all liabilities are allocated to reportable segments other than amounts due to Deconsolidated Subsidiaries, amount due to the Investor, borrowings, tax liabilities and other corporate liabilities.

7. TURNOVER AND SEGMENT INFORMATION (continued)

Geographical Segment

Revenue from external customers

The information about the revenue from external customers of the Group by geographical location are detailed below:

	2011	2010
	HK$'000	*HK$'000*
PRC	**396,922**	238,811
Hong Kong	**18,002**	3,594
	414,924	242,405

Non-current assets

The non-current assets information is based on the location of assets and excludes interests in Deconsolidated Subsidiaries and goodwill.

	2011	2010
	HK$'000	*HK$'000*
PRC	**619**	–
Hong Kong	**9,967**	–
	10,586	–

8. OTHER INCOME

	2011	2010
	HK$'000	*HK$'000*
Interest income	**1**	–
Sundry income	**164**	–
	165	–

9. FINANCE COSTS

	2011	2010
	HK$'000	*HK$'000*
Interest on bank borrowings wholly repayable within 5 years	**73**	–
Interest on bills and overdrafts	**143**	–
Other finance costs	**21**	–
	237	–

10. PROFIT BEFORE INCOME TAX

This is stated after charging:

	2011	2010
	HK$'000	*HK$'000*
Cost of construction and inventories sold	**398,317**	238,284
Depreciation of property, plant and equipment	**12**	–
Foreign exchange difference, net	**14**	43
Operating lease rentals in respect of land and buildings	**570**	597
Staff costs, including directors' remuneration		
Salaries and other benefits	**1,656**	1,136
Retirement benefits scheme contributions	**92**	62
Impairment loss on other receivables	**1,556**	–
Reversal of impairment loss on amount due from a Deconsolidated Subsidiaries	**–**	(16)

11. DIRECTORS' EMOLUMENTS AND FIVE HIGHEST PAID EMPLOYEES

(a) Directors' emoluments

The emoluments paid or payable to the directors of the Company were as follows:

			2011		
Name of directors	**Fees**	**Salaries and other benefits**	**Discretionary bonus**	**Retirement benefit scheme contributions**	**Total**
	HK$'000	***HK$'000***	***HK$'000***	***HK$'000***	***HK$'000***
Executive directors					
Hui Ho Ming, Herbert	–	–	–	–	–
Kwan Man Wai	–	–	–	–	–
Li Lee Cheung	–	–	–	–	–
Yip Kim Po	–	–	–	–	–
Yip Wan Fung	–	–	–	–	–
Chin Chang Keng, Raymond	–	–	–	–	–
Ang Mei Lee, Mary	–	–	–	–	–
	–	–	–	–	–

11. DIRECTORS' EMOLUMENTS AND FIVE HIGHEST PAID EMPLOYEES (continued)

(a) Directors' emoluments (continued)

	2010				
Name of directors	Fees	Salaries and other benefits	Discretionary bonus	Retirement benefit scheme contributions	Total
	HK$'000	*HK$'000*	*HK$'000*	*HK$'000*	*HK$'000*
Executive directors					
Hui Ho Ming, Herbert	–	–	–	–	–
Kwan Man Wai	–	–	–	–	–
Li Lee Cheung	–	–	–	–	–
Yip Kim Po	–	–	–	–	–
Yip Wan Fung	–	–	–	–	–
Chin Chang Keng, Raymond	–	–	–	–	–
Ang Mei Lee, Mary	–	–	–	–	–
	–	–	–	–	–

There was no arrangement under which a director waived or agreed to waive any remuneration during the year.

(b) Five highest paid employees

None of director of the Company received any remuneration for the years ended 31 March 2011 and 2010. The five highest paid individuals in the Group in both years were all employees of the Company and details of their emoluments were as follows.

	2011	2010
	HK$'000	*HK$'000*
Salaries, allowances and benefits-in kind	**905**	910
Retirement benefit scheme contributions	**43**	49
	948	959

The emoluments were within the following bands

	Number of employees	
	2011	2010
HK$nil to HK$1,000,000	**5**	5

12. INCOME TAX

	2011	2010
	HK$'000	*HK$'000*
Current tax:		
Hong Kong Profits Tax	**193**	64

Hong Kong profits tax has been provided at the rate of 16.5% (2010: 16.5%) on the estimated assessable profits for the year.

Zhongshan City Minzhong Deli Metal Co., Ltd, a subsidiary of the Company, was entitled to a preferential income tax rate of 12.5% and is increased progressively to 25% from 1 January 2011.

No provision for PRC income tax has been made in the consolidated financial statements as Mainland China subsidiary had no assessable profits for the year since acquisition to the Group.

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

	2011	2010
	HK$'000	*HK$'000*
Profit before income tax	**11,475**	1,527
Tax at the domestic rates applicable to profits of taxation entities in the countries concerned *(Note)*	**1,823**	251
Tax effect of income that is not taxable	**(3,298)**	(578)
Tax effect of expenses that are not deductible	**1,237**	390
Tax effect of tax loss not recognised	**–**	1
Tax effect of temporary differences	**(1)**	–
Others	**432**	–
Income tax charge for the year	**193**	64

Note: As the Group operates in Hong Kong and PRC, separate reconciliations using the domestic tax rate in each individual tax jurisdiction have been aggregated.

No deferred tax assets and liabilities has been recognised in the consolidated financial statements as the Group did not have material temporary differences arising between the tax bases of assets and liabilities and their carrying amounts as at 31 March 2011.

13. DIVIDENDS

No dividend has been paid or declared by the Company during the year (2010: Nil).

14. EARNINGS PER SHARE

The calculations of basic earnings per share for the year ended 31 March 2011 is based on the profit attributable to owners of the Company of approximately HK$11,282,000 (2010: HK$1,463,000) and on the weighted average number of 423,835,000 (2010: 423,835,000) ordinary shares in issue during the year.

The share options have no dilutive effect on ordinary shares for the years ended 31 March 2011 and 2010 because the average market price of the shares of the Company cannot be determined as the share of the Company were suspended from trading on the Stock Exchange since 17 July 2006.

15. PROPERTY, PLANT AND EQUIPMENT

	Plant and Machinery *HK$'000*	Furniture, Fixtures and Equipment *HK$'000*	Motor Vehicle *HK$'000*	Total *HK$'000*
Costs:				
At 1 April 2009 and 2010	–	–	–	–
Arising on acquisition of subsidiaries	657	21	23	701
Exchange differences	23	–	1	23
At 31 March 2011	680	21	24	724
Accumulated depreciation and impairment:				
At 1 April 2009 and 2010	–	–	–	–
Charged for the year	95	7	5	107
Exchange differences	(3)	–	–	(3)
At 31 March 2011	92	7	5	104
Net Carrying Value:				
At 31 March 2011	588	14	19	620
At 31 March 2010	–	–	–	–

16. GOODWILL

	2011 *HK$'000*	2010 *HK$'000*
Costs:		
At 1 April	–	–
Arising from acquisition of subsidiaries	1,243	–
At 31 March	1,243	–
Accumulated impairment:		
At 1 April and 31 March	–	–
Net carrying value:		
At 31 March	1,243	–

Impairment test for goodwill

Goodwill is allocated to the Group's cash generating units (CGUs) identified according to operating and business segment.

The goodwill arising from the acquisition of Tak Lee Metal Manufactory (Hong Kong) Company Limited and its subsidiary. The recoverable amount of the goodwill has been determined based on a value-in-use calculation, which uses a cash flow projection based on financial forecast prepared by management covering a 5-year period. The discount rate applied to cash flow projection is 10% and cash flow beyond the 5-year period is extrapolated using zero growth rate. Based on the valuation results prepared by the management, the management considered that there is no impairment charge needed to be made against the goodwill as at 31 March 2011.

Management determined the budgeted gross margin based on past performance and the expectation for the market development.

17. INTANGIBLE ASSETS

	2011 *HK$'000*	2010 *HK$'000*
Costs:		
At 1 April	–	–
Arising on acquisition of subsidiaries	252	–
At 31 March	252	–
Accumulated impairment:		
At 1 April and 31 March	–	–
Net carrying value:		
At 31 March	252	–

17. INTANGIBLE ASSETS (continued)

The amount represents the cost incurred for the application for inclusion into the Hong Kong Housing Authority's list of approved suppliers for stainless steel gate sets and aluminium windows. The directors of the Company are of the opinion that the name of a subsidiary has been included in the list of approved suppliers has an indefinite useful life. As a result, the intangible assets will not be amortised until its useful life is determined to be finite. Instead it will be tested for impairment annually and whenever there is an indication that it may be impaired.

18. INTEREST IN SUBSIDIARIES

	2011	2010
	HK$'000	*HK$'000*
Unlisted shares of Deconsolidated Subsidiaries, at cost	**200,024**	200,024
Less: Accumulated impairment loss	**(200,024)**	(200,024)
	–	–

The issued shares of the Excluded Subsidiaries will be transferred to the Scheme administrators or their nominees for the benefit of the creditors at a nominal consideration of HK$1 as a term of the Hong Kong scheme which was sanctioned by the High Court of Hong Kong on 15 April 2008. Modification to the Scheme were approved by the High Court on 30 June 2011.

(a) Subsidiaries included in the consolidated financial statements

Details of subsidiaries at the end of the reporting period which have been included in the consolidated financial statements are as follows:

Name of subsidiaries	Place of incorporation/ operation	Issued and fully paid up ordinary share capital	Percentage of issued ordinary share capital held by the Company Directly	Indirectly	Principal activities
Golden Beach Enterprises Limited	British Virgin Islands	US$1	100%	–	Investment holding
Fast Excel Limited	Hong Kong	HK$10	–	100%	Construction supply
Parkson Trade Services Limited	Hong Kong/PRC	HK$1	–	100%	Trading of aluminium products
Tak Lee Metal Manufactory (Hong Kong) Company Limited	Hong Kong	HK$3,210,000	–	100%	Trading of aluminium windows and gates and provision of sub-contracting services
Zhongshan City Minzhong Deli Metal Co., Ltd.	PRC	USD500,000	–	100%	Manufacturing of aluminium windows and gates
Fast Excel Gold Mountain Zhongshan Aluminium Products (Hong Kong) Limited (Formerly known as Fast Excel (Asia) Limited *(Note i)*	Hong Kong	HK$1	–	100%	Not yet commenced business

18. INTEREST IN SUBSIDIARIES (continued)

(b) As mentioned in note 3(ii)(a), the results, assets and liabilities of the following subsidiaries were deconsolidated from the consolidated financial statements since 1 January 2005. Due to (1) all the shares in the capital of Toowomba Holdings Limited and Successful Gold Profits Limited, wholly owned subsidiaries of the Company, were charged under a share charge agreement to The Bank of New York, as a trustee, for and on behalf of the holders of the US$125 million and US$35 million 9.25% guaranteed notes issued by the Company in December 2005 and March 2006, or (2) liquidation of certain significant subsidiaries or their immediate holding companies; or (3) the major assets and production facilities of the significant subsidiaries were subject to freezing orders obtained by the creditors in the PRC, the directors have not been able to obtain access to the books and records of these subsidiaries and considered that controls have been lost. In the opinion of the directors, consolidating the results, assets and liabilities of these significant subsidiaries into the consolidated financial statements will only provide a misleading picture of the state of affairs of the Group and will be no value to the members of the Company.

Accordingly, the consolidated financial statements for the year do not include the following subsidiaries and details of these deconsolidated subsidiaries are as follows:

Name of subsidiaries	Place of incorporation/ operation	Issued and fully paid up capital	Percentage of capital held by the Company Directly	Indirectly	Principal activities
Harvest Fortune Limited	Hong Kong	HK$2	–	100%	Inactive
Hing Yip Holdings (China) Limited	Hong Kong	HK$2	–	100%	Dormant
Hing Yip Holdings (Hong Kong) Limited (In Liquidation)	Hong Kong	HK$100 ordinary, HK$100 non-voting deferred *(Note ii)*	–	100%	Investment holding
Jorki Profits Limited	British Virgin Islands/ Hong Kong	US$1	–	100%	Investment holding
Ocean Grand Aluminium Company Limited (Foshan)	PRC	US$12,000,000	–	100%	Inactive
Ocean Grand Development Holdings Limited	British Virgin Islands/ Hong Kong	US$50,000	–	100%	Inactive
OG Aluminium (Sanshui) Company Limited	PRC	HK$50,000,000	–	90%	Not yet commenced business
OG Aluminium Company Limited (Foshan)	PRC	HK$39,000,000	–	100%	Inactive
OG Development Company Limited (In Liquidation)	Hong Kong	HK$1,000	–	100%	Inactive
Sky Leader Industries Limited (In Liquidation)	Hong Kong	HK$1,000	–	100%	Investment holding
Successful Gold Profits Limited (In Liquidation)	British Virgin Islands	US$1	100%	–	Investment holding
Toowomba Holdings Limited (In Liquidation)	British Virgin Islands	US$100	100%	–	Investment holding

18. INTEREST IN SUBSIDIARIES (continued)

(c) As mentioned in note 3(ii)(b), the results, assets and liabilities of following small-sized or inactive subsidiaries were also deconsolidated from the consolidated financial statements since 1 January 2005. The directors considered that the exclusion of the results, assets and liabilities of these subsidiaries from the consolidated financial statements would not significantly affect the results of the Group for the current year as the cost of obtaining these information would exceed the value of these information to the members of the Company.

Accordingly, the consolidated financial statements for the year do not include the following subsidiaries and details of these deconsolidated subsidiaries are as follows:

Name of subsidiaries	Place of incorporation/ operation	Issued and fully paid up capital	Percentage of capital held by the Company		Principal activities
			Directly	Indirectly	
Chinacin.com Limited	Hong Kong	HK$100	–	100%	Dormant
Jinbocho Holdings Limited	British Virgin Islands/PRC	US$1	100%	–	Investment holding
Ocean Grand (China) Limited	Hong Kong	HK$1,000	–	100%	Inactive
Ocean Grand Finance Limited	Hong Kong	HK$1,000	100%	–	Inactive
Ocean Grand Services Limited	Hong Kong	HK$2	100%	–	Inactive
Ocean Grand Technology Company Limited	Hong Kong	HK$2	100%	–	Investment holding
廣州倫帕理維信息科技有限公司	PRC	HK$15,000,000	–	100%	Inactive

(d) As mentioned in note 3(ii)(c), OGA was incorporated in Australia on 19 May 2006. The directors do not have any accounting books and records on OGA and considered that the exclusion of the results, assets and liabilities of OGA into the consolidated financial statements would not significantly affect the results of the Group for the year ended 31 March 2011.

Notes:

(i) Subsequent to the end of reporting period, Fast Excel Gold Mountain Zhongshan Aluminium Products (Hong Kong) Limited issued and allotted 4 ordinary shares in which 2 ordinary shares are subscribed by Fast Excel Limited and the other 2 ordinary shares are subscribed by Gold Mountain Aluminium Limited. Upon completion of the transaction, Fast Excel Gold Mountain Zhongshan Aluminium Products (Hong Kong) Limited is indirectly owned as to approximately 60% by the Company and 40% will be owned by Gold Mountain Aluminium Limited.

(ii) The non-voting deferred shares of Hing Yip Holdings (Hong Kong) Limited (In Liquidation) are not owned by the Group. These shares have no voting rights, are not entitled to dividends unless the net profit of Hing Yip Holdings (Hong Kong) Limited (In Liquidation) exceeds HK$1,000,000,000,000 and are not entitled to any distributions upon winding up unless a sum of HK$5,000,000,000 has been distributed by Hing Yip Holdings (Hong Kong) Limited (In Liquidation) to the holders of ordinary shares.

19. INVENTORIES

	2011	2010
	HK$'000	*HK$'000*
Raw Materials	**497**	–
Finished Goods	**1,427**	–
	1,924	–

20. TRADE AND OTHER RECEIVABLES

	2011	2010
	HK$'000	*HK$'000*
Trade receivables		
Trade receivables	**27,481**	48,476
Retention receivables	**826**	–
Other receivables		
Deposits, prepayments and other debtors	**16,219**	12,230
Provision for impairment	**(1,556)**	–
	42,970	60,706

The carrying amounts of trade and other receivables at 31 March 2011 approximate to its fair value.

The Group allows a credit period normally 0 to 90 days (2010: 0 to 30 days) to its trade customers. The aging analysis of trade receivables presented based on the invoice date as at the end of the reporting period is as follows:

	2011	2010
	HK$'000	*HK$'000*
0 to 30 days	**8,466**	–
31 to 60 days	**19,014**	–
61 to 90 days	**–**	48,249
Over 90 days	**1**	227
	27,481	48,476

Movement in the allowance for other receivables are as follows:

	2011	2010
	HK$'000	*HK$'000*
Balance at beginning of the year	**–**	–
Provision for impairment	**1,556**	–
Balance at end of the year	**1,556**	–

21. AMOUNTS DUE FROM DECONSOLIDATED SUBSIDIARIES

	2011	2010
	HK$'000	*HK$'000*
Amounts due from Deconsolidated Subsidiaries *(Note a)*	**1,817,632**	1,817,632
Loan to a former subsidiary *(Note b)*	**116,250**	116,250
	1,933,882	1,933,882
Less: Accumulated impairment loss on amounts due from Deconsolidated Subsidiaries	**(1,817,632)**	(1,817,632)
Less: Accumulated Impairment loss on loan to a former subsidiary	**(116,250)**	(116,250)
	–	–

Notes:

a) The amounts due from Deconsolidated Subsidiaries are unsecured, interest-free and repayable on demand.

Due to the appointment of provisional liquidators, the directors have formed the opinion that the amounts due from Deconsolidated Subsidiaries of approximately HK$1,817,632,000 (2010: HK$1,817,632,000) included in the consolidated statement of financial position cannot be recovered. Accordingly, such accumulated impairment losses of approximately HK$1,817,632,000 (2010: HK$1,817,632,000) have been recognised in the previous consolidated financial statements.

b) On 7 December 2005 and 3 March 2006, the Company issued, in the aggregate, the US$160 million 9.25% guaranteed notes due 2010 to the noteholders. Out of the proceeds of US$160 million, the Company on 7 December 2005 lent US$15 million ("US$15 Million Debt") to Kenlap P.G.C. Manufacturer Company Limited (In Liquidation) ("Kenlap PGC"), a former subsidiary. On 7 December 2005, the Company assigned the US$15 Million Debt to the noteholders as a security, inter alias, for the obligations under the said notes.

At 31 March 2011, the loan provision to Kenlap PGC in respect of the US$15 Million Debt of approximately HK$116,250,000 (2010: HK116,250,000) bears interest at a rate of 9.25% per annum. Due to the liquidity situation, the directors have formed the opinion that the carrying value of this amount has been fully impaired and, accordingly, such impairment losses have been recognised in the previous consolidated financial statements.

22. CONSTRUCTION CONTRACTS IN PROGRESS

	2011	2010
	HK$'000	*HK$'000*
Contract costs incurred plus attributable profits less foreseeable losses to date	**28,934**	–
Progress billings to date	**25,555**	–
	3,379	–
Included in current asset		
Amounts due from customers on construction contracts	**3,379**	–

Retention receivables from customers in respect of construction contracts in progress of approximately HK$9,714,000 are classified under non-current assets.

23. PLEDGED BANK DEPOSIT

	2011 HK$'000	2010 HK$'000
Pledged bank deposit	**1,000**	–

Bank deposits of HK$1,000,000 have been pledged for securing banking facilities granted to a subsidiary of the Company.

The effective interest rate on pledged bank deposits was approximately 0.01% per annum.

24. BANK BALANCES AND CASH

	2011 HK$'000	2010 HK$'000
Cash at bank and on hand	**5,570**	4,067

These comprise bank balances placed in banks that are earned interest at floating rates based on daily bank deposit rates.

The bank balances and cash are denominated in the following currencies:

	2011 HK$'000	2010 HK$'000
HK$	**4,386**	511
RMB	**27**	–
US$	**1,157**	3,556
	5,570	4,067

25. SHORT-TERM BORROWINGS

	2011 HK$'000	2010 HK$'000
Notes	**1,448,078**	1,448,078

On 7 December 2005, the Company issued US$125,000,000 9.25% guaranteed notes due 2010 (the "US$125M Notes") to certain institutional investors. The US$125M Notes bear interest from 7 December 2005 at the interest rate of 9.25% per annum. Interest on the US$125M Notes will be payable semi-annually in arrear on 7 June and 7 December in each year commencing on 7 June 2006. The US$125M Notes are unconditionally and irrecoverably guaranteed on a joint and several basis by certain subsidiaries of the Company and are secured by (a) a first priority share charge over the shares of Toowomba Holdings Limited (In Liquidation); (b) a security assignment of the Company's rights and benefits in respect of the inter-company loan in the aggregate principal amount of US$15,000,000 made to Kenlap PGC; and (c) a first priority share charge over the shares of Successful Gold Profits Limited (In Liquidation).

25. SHORT-TERM BORROWINGS (continued)

On 6 March 2006, the Group has further issued US$35,000,000 9.25% guaranteed notes due 2010 (the "US$35M Notes") to certain institutional investors. The terms and conditions of these US$35M Notes are the same as the outstanding US$125M Notes and they rank pari passu, and are consolidated to form a single series, with the outstanding US$125M Notes.

Due to the appointment of provisional liquidators, the Group has defaulted on repayment of the principal and interest on US$125M Notes and US$35M Notes, totaling approximately HK$1,448,078,000 (2010: HK$1,448,078,000).

26. BANK BORROWINGS

	2011	2010
	HK$'000	*HK$'000*
Bank Loans	**2,414**	–

At 31 March 2011, the bank borrowings of the Group were denominated in Hong Kong dollars. The bank loans are unsecured and repayable on demand.

The Group's bank borrowings bear interest at rates ranging from 5% to 6% per annum (2010: Nil).

The bank loans were jointly guaranteed by a director and an ex-director of a subsidiary of the Company, and the Government of the Hong Kong Special Administrative Region.

27. TRADE AND OTHER PAYABLES

	2011	2010
	HK$'000	*HK$'000*
Trade payables		
Trade payable	**26,816**	50,174
Bill payable	**2,814**	–
Other payables		
Accrued charges and other creditors	**404,745**	402,707
	434,375	452,881

Included in accrued charges and other creditors were the liabilities under indemnities given to Deconsolidated Subsidiaries and amount due to Investor of approximately HK$386,097,000 and HK$9,700,000 respectively (2010: HK$386,097,000 and HK$10,800,000).

The carrying amounts of trade and other payables at 31 March 2011 approximate to its fair value.

27. TRADE AND OTHER PAYABLES (continued)

The ageing analysis of trade payables presented based on the invoice date as at the end of the reporting period is as follows:

	2011	2010
	HK$'000	*HK$'000*
0 to 30 days	**8,243**	–
31 to 60 days	**17,676**	–
61 to 90 days	**8**	48,663
Over 90 days	**889**	1,511
	26,816	50,174

28. AMOUNTS DUE TO DECONSOLIDATED SUBSIDIARIES

The amounts due to Deconsolidated Subsidiaries are unsecured, interest-free and repayable on demand. The directors considered that the carrying amounts of these amounts due to Deconsolidated Subsidiaries approximate their fair values.

29. DEFERRED TAXATION

No deferred tax assets and liabilities has been recognised in the consolidated financial statements as the Group did not have material temporary differences arising between the tax bases of assets and liabilities and their carrying amounts as at 31 March 2011 (2010: HK$Nil).

30. SHARE CAPITAL

	2011		2010	
	Number of shares	**Amount**	Number of shares	Amount
	'000	***HK$'000***	*'000*	*HK$'000*
Authorised:				
At beginning and end of year Ordinary shares of HK$1.00 each *(2010: HK$1.00 each)*	**1,000,000**	**1,000,000**	1,000,000	1,000,000
Issued and fully paid:				
At beginning and end of year Ordinary shares of HK$1.00 each *(2010: HK$1.00 each)*	**423,835**	**423,835**	423,835	423,835

31. SHARE OPTIONS

The Company adopted a share option scheme (the "Share Option Scheme-2002") on 7 June 2002. The terms of the Share Option Scheme-2002 are contained in a circular sent to shareholders of the Company in April 2002.

At the Annual General Meetings of the Company held on 6 June 2003 and 3 June 2004, ordinary resolutions were passed approving the amendment to the Share Option Scheme-2002 by expanding the definition of participants and refreshing the scheme's mandate limit. Pursuant to the Share Option Scheme-2002 (Amended), participants (including Directors of the Group, employees, consultants and business associates) are entitled to be granted options to subscribe for shares in the Company.

Movements in share options granted under the Share Option Scheme-2002 (Amended) during the year, and which remain outstanding at the end of the reporting period were:

Date of grant	**Exercise period***	**Subscription price per Share** *HK$*	**Number of share options outstanding at 1.4.2010 and 31.3.2011** *'000*
24 September 2003	24 September 2003 to 6 June 2012	1.660	15,600
7 October 2003	7 October 2003 to 6 June 2012	1.999	3,300

* Share options are vested from date of grant.

Details of the share options outstanding during the year are as follows:

	2011		2010	
	Number of share options *'000*	**Weighted average exercise price** *HK$*	Number of share options *'000*	Weighted average exercise price *HK$*
Outstanding at the beginning and end of the year	**18,900**	**1.7192**	18,900	1.7192

32. ACQUISITION OF SUBSIDIARIES

On 30 September 2010, the Group acquired the entire equity interest in Tak Lee Metal Manufactory (Hong Kong) Company Limited ("**Tak Lee**") and its wholly owned subsidiary, Zhongshan City Minzhong Deli Metal Co., Ltd (together the "**Tak Lee Group**"), for a cash consideration of approximately HK$4,399,000. Tak Lee Group is principal engaged in manufacturing, trading of aluminium windows and gates and provision of sub-contracting services.

No acquisition-related cost has been incurred during the year.

Details of aggregate net assets acquired and goodwill were as follows:

	Tak Lee Group
	HK$'000
Consideration transferred	4,399
Less: fair value of identifiable net assets acquired	(3,156)
Goodwill arising on acquisition	1,243

Goodwill arose in the acquisition of Tak Lee Group because of the cost of the combination included a control premium. In addition, the consideration paid for the combination effectively included amounts in relation to the benefit of expected synergies, revenue growth, future market development. These benefits are not recognised separately from goodwill because they do not meet the recognition criteria for identifiable intangible assets.

None of the goodwill arising from this acquisition is expected to be deductible for tax purposes.

The aggregate assets and liabilities arising from the acquisition was as follows:

	Acquiree's carrying amount before combination	**Fair value**
	HK$'000	*HK$'000*
Property, plant and equipment	701	701
Intangible assets	252	252
Inventories	1,355	1,355
Trade and other receivables	7,156	7,156
Amount due from customers on construction contracts	7,194	7,194
Pledged bank deposit	1,000	1,000
Bank balances and cash	7,937	7,937
Bank borrowings	(2,975)	(2,975)
Trade and other payables	(18,683)	(18,683)
Bank overdraft	(485)	(485)
Income tax payable	(296)	(296)
Net assets acquired	3,156	3,156

Net cash inflow arising on acquisition:

Consideration paid in cash	(4,399)
Less: cash and cash equivalent acquired	7,452
	3,053

32. ACQUISITION OF SUBSIDIARIES (continued)

Included in the profit for the year ended 31 March 2011 is HK$11,616,000 attributable to the additional business generated by Tak Lee Group. Revenue for the year ended 31 March 2011 includes HK$124,251,000 in respect of Tak Lee Group.

Had this business combination been effected at 1 April 2010, the revenue of the Group would have been approximately HK$421,178,000, and the profit for the year ended 31 March 2011 would have been approximately HK$11,948,000.

33. COMMITMENT

(a) Capital Commitment

Capital expenditure at the end of the reporting period but not yet incurred is as follows:

	2011	2010
	HK$'000	*HK$'000*
Capital commitment for contribution to a joint venture entity – Contracted but not provided for	**30,000**	–

(b) Commitments under operating leases – The Group as lessee

At the end of reporting period, the Group had total future aggregate minimum lease payments under non-cancellable operating leases in respect of land and buildings as follows:

	2011	2010
	HK$'000	*HK$'000*
Within 1 year	**722**	–

34. RELATED PARTY TRANSACTIONS

Details of the Group's outstanding balances with related parties are set out on the consolidated statement of financial position and in notes 18, 21 and 28.

35. STATEMENT OF FINANCIAL POSITION OF THE COMPANY

	2011	2010
	HK$'000	*HK$'000*
ASSETS AND LIABILITIES		
Non-current asset		
Interests in subsidiaries	**(126,426)**	(126,426)
Current asset		
Bank balances and cash	**119**	131
Current liabilities		
Short-term borrowings	**1,448,078**	1,448,078
Other payables	**391,101**	391,101
	1,839,179	1,839,179
Net current liabilities	**(1,839,060)**	(1,839,048)
Net liabilities	**(1,965,486)**	(1,965,474)
CAPITAL AND RESERVE		
Issued capital	**423,835**	423,835
Reserves *(Note)*	**(2,389,321)**	(2,389,309)
Total equity	**(1,965,486)**	(1,965,474)

Note:

The movement of reserves is as follows:

	Share premium	**Contributed surplus** *(a)*	**Capital redemption reserve** *(b)*	**Accumulated losses**	**Total Equity**
	HK$'000	*HK$'000*	*HK$'000*	*HK$'000*	*HK$'000*
At 1 April 2009	114,340	145,517	581	(2,649,759)	(2,389,321)
Profit for the year and total comprehensive income for the year	–	–	–	12	12
At 31 March 2010	**114,340**	**145,517**	**581**	**(2,649,747)**	**(2,389,309)**
Loss for the year and total comprehensive loss for the year	**–**	**–**	**–**	**(12)**	**(12)**
At 31 March 2011	**114,340**	**145,517**	**581**	**(2,649,759)**	**(2,389,321)**

35. STATEMENT OF FINANCIAL POSITION OF THE COMPANY (continued)

Note: (continued)

(a) Contributed surplus

The contributed surplus represented the difference between the aggregate net assets value of subsidiaries acquired and the nominal amount of the Company's shares issued for the acquisition. Under the Companies Act 1981 of Bermuda (as amended), the contributed surplus is distributable to shareholders, subject to the condition that the Company cannot declare or pay a dividend, or make a distribution out of contributed surplus if (i) it is, or would after the payable be, unable to pay its liabilities as they became due, or (ii) the realisable value of its assets would thereby be less than the aggregate of its liabilities and its issued share capital and share premium account.

(b) Capital redemption reserve

The capital redemption reserve represented the reserve created in relation to share repurchased.

36. EVENTS AFTER THE REPORTING PERIOD

Details of events after the reporting period are summarised in notes 2 and 3 to the consolidated financial statements.

37. APPROVAL OF THE CONSOLIDATED FINANCIAL STATEMENTS

The consolidated financial statements were approved and authorised for issue by the Board of Directors on 20 July 2011.

The following is a summary of the consolidated results and of the assets and liabilities of the Group for the last five financial years. This summary does not form part of the audited consolidated financial statements.

RESULTS

	Year Ended				
	31.3.2011	31.3.2010	31.3.2009	31.3.2008	31.3.2007
	HK$'000	*HK$'000*	*HK$'000*	*HK$'000*	*HK$'000*
Turnover	**414,924**	242,405	161,432	–	–
Profit/(Loss) before income tax	**11,475**	1,527	1,317	(116,950)	(169,605)
Income tax	**(193)**	(64)	–	–	–
Profit/(Loss) for the year	**11,282**	1,463	1,317	(116,950)	(169,605)
Profit/(Loss) for the year attributable to owners of the Company	**11,282**	1,463	1,317	(116,950)	(169,605)

ASSETS AND LIABILITIES

	As at				
	31.3.2011	31.3.2010	31.3.2009	31.3.2008	31.3.2007
	HK$'000	*HK$'000*	*HK$'000*	*HK$'000*	*HK$'000*
Total assets	**66,672**	64,773	97,008	121	2,358
Total liabilities	**(2,018,276)**	(2,027,449)	(2,061,147)	(1,965,577)	(1,850,864)
Total equity	**(1,951,604)**	(1,962,676)	(1,964,139)	(1,965,456)	(1,848,506)