



C Y Foundation Group Limited

中青基業集團有限公司

(Incorporated in Bermuda with limited liability)

(於百慕達註冊成立之有限公司)

Stock code 股份代號 : 1182



年報
Annual Report
2010/11

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Corporate Information 公司資料

BOARD OF DIRECTORS

Executive:

SNEAH Kar Loon (*Chairman*)#
Dato LIM Kim Wah#
CHENG Chee Tock Theodore^a
WU Chuang John[^]
CAO Dongxin[^]
HO Chi Chung Joseph[^]
YU Ping[^]
ZHANG Yiwei[^]
TANG Ming[^]
HU Xichang[^]

Non-executive:

WOELM Samuel[“]
IO Rudy Cheok Kei#
NG Kwok Lun#

Independent Non-executive:

LAI Hock Meng#
LAW Chiu William#
Dato MYHRE Carl Gunnar#
BALAKRISHNAN Narayanan#
YONG Peng Tak#
WANG Shanchuan[^]
NG Pui Lung[^]
FUNG Pui Cheung Eugene*

appointed on 6 April 2011

^a duty suspended with effect from 8 April 2011

[^] re-election as Director voted down on 6 April 2011

* did not offer himself for re-election as Director on 6 April 2011

[“] re-designated from executive Director to non-executive Director with effect from 15 July 2011

董事會

執行董事：

盛家倫(主席)#
LIM Kim Wah 拿督#
成之德^a
吳壯[^]
曹東新[^]
何志中[^]
郁平[^]
張毅偉[^]
唐明[^]
胡錫昌[^]

非執行董事：

WOELM Samuel[“]
姚卓基#
吳國倫#

獨立非執行董事：

賴學明#
羅超#
MYHRE Carl Gunnar 拿督#
BALAKRISHNAN Narayanan#
楊平達#
王山川[^]
吳貝龍[^]
馮培漳*

於二零一一年四月六日獲委任

^a 職務於二零一一年四月八日起暫停

[^] 重選為董事於二零一一年四月六日被否決

* 於二零一一年四月六日不膺選連任為董事

[“] 於二零一一年七月十五日由執行董事調任為非執行董事

Corporate Information 公司資料

AUDIT COMMITTEE

LAI Hock Meng[#] (Chairman)
LAW Chiu William[#]
BALAKRISHNAN Narayanan[#]
WANG Shanchuan[^]
NG Pui Lung[^]
FUNG Pui Cheung Eugene^{*}

REMUNERATION COMMITTEE

IO Rudy Cheok Kei[#] (Chairman)
Dato MYHRE Carl Gunnar[#]
YONG Peng Tak[#]
CHENG Chee Tock Theodore^a
WANG Shanchuan[^]
FUNG Pui Cheung Eugene^{*}

COMPANY SECRETARY

SIK Siu Kwan

AUDITOR

ANDA CPA Limited

- [#] appointed as committee member on 8 April 2011
- ^a duty suspended with effect from 8 April 2011
- [^] re-election as Director voted down on 6 April 2011
- ^{*} did not offer himself for re-election as Director on 6 April 2011

審核委員會

賴學明[#] (主席)
羅超[#]
BALAKRISHNAN Narayanan[#]
王山川[^]
吳貝龍[^]
馮培漳^{*}

薪酬委員會

姚卓基[#] (主席)
MYHRE Carl Gunnar 拿督[#]
楊平達[#]
成之德^a
王山川[^]
馮培漳^{*}

公司秘書

薛兆坤

核數師

安達會計師事務所有限公司

- [#] 於二零一一年四月八日獲委任為委員會會員
- ^a 職務於二零一一年四月八日起暫停
- [^] 重選為董事於二零一一年四月六日被否決
- ^{*} 於二零一一年四月六日不膺選連任為董事

Corporate Information 公司資料

PRINCIPAL BANKERS

Standard Chartered Bank (Hong Kong) Limited
The Hongkong and Shanghai Banking Corporation Limited
Hang Seng Bank Limited
Bank of China (Hong Kong) Limited

REGISTERED OFFICE

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

PRINCIPAL OFFICE

22/F, 200 Gloucester Road
Wanchai
Hong Kong

REGISTRARS AND TRANSFER OFFICE (HONG KONG)

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

STOCK CODE

1182

CONTACTS

Telephone : (852) 3576 3309
Facsimile : (852) 3576 3963
Website : www.cyfoundation.com

主要往來銀行

渣打銀行(香港)有限公司
香港上海滙豐銀行有限公司
恒生銀行有限公司
中國銀行(香港)有限公司

註冊辦事處

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

主要辦事處

香港
灣仔
告士打道200號22樓

股份過戶登記處 (香港)

卓佳秘書商務有限公司
香港
灣仔
皇后大道東28號
金鐘匯中心26樓

股份代號

1182

聯繫

電話 : (852) 3576 3309
傳真 : (852) 3576 3963
網址 : www.cyfoundation.com

Chairman Statement 主席報告

Dear Shareholders,

I am pleased to report to you as the Chairman of the new board of directors (the "New Board") that has taken over the running of C Y Foundation Group Limited (the "Company") and its subsidiaries, (the "Group") from April 2011.

The New Board is facing many challenges in running the Company but I think we should be able to overcome most of them in the foreseeable future. We have been taking aggressive measures and have devoted great effort to resolve and handle the numerous unresolved issues left behind by the former board and management. The New Board has also sought legal advice and initiated appropriate legal actions in both Hong Kong and China to safeguard the interests of the Group.

Dealing in the shares of the Company has been suspended since August 2010. Our main aim now is to resume the trading of shares of the Company at The Stock Exchange of Hong Kong Limited (the "Stock Exchange") again as soon as possible.

The Stock Exchange requires that the Company should meet a strict set of criteria before the shares are allowed to trade again. The New Board is working very hard to meet the four most important criteria as well as other measures required by the Stock Exchange.

The first requirement is to inform the market all material information that is necessary to appraise the Group's position in light of the involvement of Mr. Cheng Chee Tock Theodore in the charges by the ICAC as mentioned in the Company's announcement of 7 March 2011. The second requirement is to inform the market of the findings of the independent reviews and third is to demonstrate that there is no regulatory concern about management integrity which may pose a risk to investors and damage market confidence. Fourthly we also need to demonstrate that we have implemented adequate internal control systems to meet obligations under the Listing Rules.

The New Board is now working intensively together with our legal advisors and various professionals to carry out actions necessary to fulfill the conditions for resumption of trading. Further announcements will be made about the progress of our plans as and when there are material developments.

The New Board has engaged an independent accounting firm to carry out an independent review of the financial positions of the Group and we have made prudent provisions in the financial statements based on their recommendations.

各位股東：

本人作為新董事會(「新董事會」)主席，自二零一一年四月起接管中青基業集團有限公司(「本公司」)及其附屬公司(「本集團」)之營運，並謹此欣然向閣下作出報告。

新董事會於公司營運方面面臨諸多挑戰，但本人認為我們於可預見未來應能夠克服其中大部分。我們一直採取積極措施，致力於盡最大努力解決和處理前董事會和管理層遺留的大量待解決事宜。新董事會亦已尋求法律意見及於香港及中國均採取適當法律行動，以保障本集團利益。

本公司股份已自二零一零年八月起暫停買賣。我們目前之首要任務為使本公司股份盡快再次於香港聯合交易所有限公司(「聯交所」)恢復買賣。

聯交所規定，本公司須於股份再次獲准買賣前滿足一套嚴格的標準。董事會現正努力以符合四個最重要標準，以及聯交所所要求之其他措施。

第一個要求為向市場披露所有必要重大資料，以便在考慮本公司日期為二零一一年三月七日之公佈所述成之德所涉及之廉政公署起訴後，評估本集團之狀況。第二個要求為向市場披露獨立審核結果及第三個要求為證明概無有關管理層誠信之監管問題將會產生投資風險及損害市場信心。第四，我們亦須證明我們設有充足的內部監控系統，以履行上市規則下之責任。

新董事會現正緊鑼密鼓地與法律顧問及各專家進行必要的行動以達成復牌條件。如我們的計劃出現任何重大進展，本公司會作出進一步公佈。

新董事會已聘請獨立會計師事務所對本集團的財務狀況進行獨立審查，而我們已基於彼等之推薦建議，於財務報表中作出審慎撥備。

Chairman Statement

主席報告

The New Board has also made great efforts to strengthen the Group's internal controls and corporate governance. We have appointed an independent professional institution to conduct a review of the Group's internal governance procedure and control systems and to provide recommendations for further improvements. We believe under the much strengthened corporate governance environment, the Group is now well positioned to achieve a growing and sustainable development in the near future.

To conclude, I would like to express our sincere gratitude, on behalf of the Board, to our shareholders and business partners for their support in the past year which saw the Company go through some difficult times. I also wish to thank the staff for their dedication to the Group during this period. I remain positive that with continued support from all stakeholders in the coming year, the Group can look forward to a better future.

SNEAH Kar Loon

Chairman

Hong Kong, 31 August 2011

新董事會亦已投入更多精力於加強本集團的內部監控和企業管治。我們已委任獨立專業機構對本集團的內部管治程序和監控系統進行審查和評價，並提供意見作進一步改善。我們相信，在企業管治得以強化之環境下，本集團現已做好準備於不久將來實現增長和可持續發展。

最後，本人謹代表董事會，在此誠摯感謝各位股東及業務夥伴在過去一年的支持，彼等見證本公司度過了若干困難時期。本人亦感謝員工於這段期間為本集團所作出之奉獻。本人樂觀認為，憑藉全體股東於下一年度的持續支持，本集團定會有更光明的前景。

主席

盛家倫

香港，二零一一年八月三十一日

Management Discussion and Analysis 管理層討論及分析

FINANCIAL RESULTS

For the financial year ended 31 March 2011, the Group's revenue increased by 23.8% to approximately HK\$145,075,000 (2010: HK\$117,149,000). The increase in revenue for the year ended 31 March 2010 was mainly due to the growth in business volume of the packaging product business.

During the year, the Group reported a loss attributable to owners of the Company of approximately HK\$302,972,000, which was significant larger than last year's net loss of approximately HK\$78,594,000.

The significant increase in loss of the Group for financial year ended 31 March 2011 was mainly attributable to change in fair value of convertible note receivables and impairment on various assets and investments.

BUSINESS REVIEW AND OUTLOOK

During the year, the Company's principal activity continued to be investment holding whilst its major subsidiaries were mainly engaged in manufacturing and sales of packaging products, watch trading, as well as digital entertainment business.

The management is working aggressively on the resumption of trading of the Company's shares on the Stock Exchange. If the resumption is successful, the Group will consider acquiring additional capital to strengthen its financial base.

Other than its existing core business, the management will continue to put its best effort to explore new businesses to enhance the value of the Group; to keep operating expenses at the minimum level and to maintain resources for future developments.

LIQUIDITY, FINANCIAL RESOURCES AND FOREIGN CURRENCY EXPOSURE

As at 31 March 2011, the bank and cash balances (including pledged bank deposits) of the Group amounted to approximately HK\$39.07 million. The Group's bank loans were approximately HK\$6.2 million, all are payable within one year or contain a repayment on demand clause. The Group's bank loans are mainly denominated in Hong Kong dollars and granted on a floating rate basis.

The gearing ratio of interest bearing loans against the total equity as at 31 March 2011 was 2.4%. As the majority of bank deposits and cash on hand were denominated in Australian dollars, Renminbi, Euros and Hong Kong dollars, the Group's exchange risk exposure depended on the movement of the exchange rate of the aforesaid currencies.

財務業績

截至二零一一年三月三十一日止財政年度，本集團收益增加23.8%至約145,075,000港元(二零一零年：117,149,000港元)。截至二零一一年三月三十一日止年度收益增加主要由於包裝產品業務量增加。

年內，本集團錄得本公司擁有人應佔虧損約302,972,000港元，較上年淨虧損約78,594,000港元大幅增加。

本集團截至二零一一年三月三十一日止財政年度虧損大幅增加主要由於可換股票據的公平值變動及多項資產及投資減值所致。

業務回顧及展望

年內，本公司主要業務繼續為投資控股，而其主要附屬公司主要從事製造及銷售包裝產品、手錶貿易及多媒體娛樂服務。

管理層正積極促使本公司股份恢復在聯交所買賣。如成功恢復買賣，本集團將考慮取得額外資本以鞏固其財務基礎。

除現有核心業務外，管理層將繼續盡力開拓新業務以提升本集團的價值，將營運開支維持於最低水平，以及保持資源供未來發展。

流動資金、財務資源及外匯風險

於二零一一年三月三十一日，本集團之銀行及現金結餘(包括抵押銀行存款)約為3,907萬港元。本集團之銀行貸款約為620萬港元，全部須於一年內償還或訂有須應要求償還之條款。本集團之銀行貸款主要以港元計值並按浮動利率計息。

於二零一一年三月三十一日，計息貸款對總權益之負債比率為2.4%。由於大部分銀行存款及現金以澳元、人民幣、歐元及港元計值，本集團之外匯風險乃受上述貨幣之匯率變動影響。

Management Discussion and Analysis

管理層討論及分析

MATERIAL ACQUISITIONS, DISPOSALS AND SIGNIFICANT INVESTMENT

The Company did not have any material acquisition, disposal and significant investment in subsidiaries and affiliated companies during the year ended 31 March 2011.

EMPLOYEES AND REMUNERATION POLICY

At the end of the financial year under review, the Group employed 1,963 permanent employees, including 64 employees in Hong Kong and 1,899 in the PRC. The Group continued to review the remuneration packages of employees with reference to the level and composition of pay, general market condition and individual performance. Staff benefits include contribution to Mandatory Provident Fund Scheme and discretionary bonus, share option scheme, medical allowance and hospitalization scheme and housing allowance.

PLEDGE OF ASSETS

As at 31 March 2011, the leasehold land and building of the Group with carrying amounts of approximately HK\$13.5 million were pledged to secure for bank loans of the Group. In addition, the Group's banking facilities were secured by pledged bank deposits and held-to-maturity investment of approximately HK\$2.4 million and HK\$2 million respectively.

CAPITAL AND OTHER COMMITMENTS

Details of commitments of the Group are set out in note 37 to the consolidated financial statements.

CONTINGENT LIABILITIES AND LITIGATIONS

The Group's contingent liabilities are disclosed in note 36 to the consolidated financial statements. The Group has a number of pending litigations and in the opinion of the legal counsel, it is premature to predict the outcome. Details of litigations are disclosed in note 39 to the consolidated financial statements.

重大收購、出售及重大投資

本公司於截至二零一一年三月三十一日止年度概無有關附屬公司及聯營公司之任何其他重大收購、出售及重大投資。

僱員及薪酬政策

於回顧財政年度末，本集團僱用1,963名長期僱員，其中64名僱員在香港及1,899名僱員在中國。本集團繼續參考薪酬水平及組合、一般市況及個人表現，以檢討僱員之薪酬。員工福利包括強制性公積金計劃供款、酌情花紅、購股權計劃、醫療津貼、住院計劃以及房屋福利。

資產抵押

於二零一一年三月三十一日，本集團之租賃土地及樓宇之賬面值分別約為1,350萬港元，並已作本集團銀行貸款之抵押。此外，本集團之銀行信貸分別以約240萬港元之抵押銀行存款及200萬港元之持有至到期日投資作抵押。

資本及其他承擔

本集團之承擔詳情載於綜合財務報表附註37。

或然負債及訴訟

本集團之或然負債詳情於綜合財務報表附註36披露。本集團有若干待決訴訟，根據法律顧問意見，目前預測其結果為時尚早。訴訟之詳情於綜合財務報表附註39披露。

Directors' Profile 董事履歷

EXECUTIVE DIRECTORS

SNEAH Kar Loon, aged 54, joined the Group in April 2011 as chairman of the Board. Mr Sneah was the chief financial officer of the Company from May 2007 to July 2007, the business development executive of the Company from July 2007 to October 2007, and the chief executive officer of the Company from November 2007 to November 2008. Mr Sneah had a bachelor's degree in Asian studies from Lawrence University, Wisconsin, the United States of America, and a master's degree in international management from the American Graduate School of International Management, Arizona, the United States of America. He had held senior management positions in a global financial institution, and had over 20 years of experience in investment banking, corporate finance, and private venture capital business.

Dato LIM Kim Wah, also known as LIM Sze Guan, aged 63, joined the Group in April 2011 as the chief executive officer. Dato Lim obtained his bachelor's degree in engineering from the University of Malaya. He has extensive experience in civil engineering field, and he worked as a civil engineer in Public Works Department of Malaysia from 1973 to 1976 and as a general manager in Southland Sdn. Bhd., a property development company, from 1977 to 1979. From 1980 to 1999, he held managerial positions in various property development companies. Since 1988 to 2007, he had held a position as chief executive officer and as board director of various public listed companies, including Magnum Corp Bhd., Leisure Management Bhd. and Manila Jockey Club. Dato Lim currently holds 5,500,000 shares of the Company.

NON-EXECUTIVE DIRECTORS

IO Rudy Cheok Kei, aged 50, joined the Group in April 2011. Mr Io was the chief financial officer of the Company from July 2007 to March 2008. He is currently a corporate consultant in corporate strategy, restructuring, mergers and acquisitions and direct investment in China. Mr Io is a member of the Canadian Institute of Chartered Accountants and a fellow member of the Hong Kong Institute of Certified Public Accountants. He holds a bachelor's degree in administrative studies from York University, Toronto, Canada and a master's degree in business (information technology) from Curtin University of Technology, Australia.

NG Kwok Lun, aged 52, joined the Group in April 2011. Mr Ng was the chief financial officer of the Company from July 2008 to December 2008. Mr Ng obtained a bachelor's degree in accountancy from the City University of Hong Kong in 1991, and obtained a master's degree in business from Graduate School of Business, Strathclyde University in 2006. He is also an associate of the Hong Kong Institute of Certified Public Accountants, The Institute of Chartered Secretary and Administrators and the Hong Kong Institute of Company Secretaries. He is also a fellow of The Chartered Association of Certified Accountants. He is currently the chief financial officer of Clickoo Limited.

執行董事

盛家倫，54歲，於二零一一年四月加盟本集團為董事會主席。盛先生於二零零七年五月至二零零七年七月任本公司之財務總監，於二零零七年七月至二零零七年十月任本公司之業務發展行政人員，以及於二零零七年十一月至二零零八年十一月任本公司之首席執行官。盛先生於美國威斯康辛州 Lawrence University 取得亞洲研究學士學位，以及於美國亞利桑那州 American Graduate School of International Management 取得國際管理學碩士學位。盛先生曾於一間環球金融機構擔任多項高級管理職務，於投資銀行、企業融資及私營創業資金行業方面擁有超過20年經驗。

LIM Kim Wah 拿督，別名 LIM Sze Guan，63歲，於二零一一年四月加盟本集團為首席執行官。Lim 拿督擁有馬來西亞大學頒發的工程學學士學位。彼於土木工程行業擁有豐富經驗，於一九七三年至一九七六年，彼曾於馬來西亞公共工程部出任土木工程師，以及於一九七七年至一九七九年於物業發展公司 Southland Sdn. Bhd. 出任總經理。於一九八零年至一九九九年，彼於多間物業發展公司擔任管理職位。自一九八八年至二零零七年，彼曾為多間上市公司的行政總裁及董事會成員，包括 Magnum Corp Bhd.、Leisure Management Bhd. 及 Manila Jockey Club。Lim 拿督現時持有 5,500,000 股本公司股份。

非執行董事

姚卓基，50歲，於二零一一年四月加盟本集團。姚先生於二零零七年七月至二零零八年三月為本公司的首席財務主任。彼現時為中國公司策略、重組、併購及直接投資的顧問。姚先生為加拿大特許會計師公會的會員，亦為香港會計師公會的資深會員。彼持有加拿大多倫多 York University 的行政管理學學士學位，以及澳洲 Curtin University of Technology 的商業(資訊科技)碩士學位。

吳國倫，52歲，於二零一一年四月加盟本集團。吳先生於二零零八年七月至二零零八年十二月為本公司的首席財務主任。吳先生於一九九一年取得香港城市大學的會計學學士學位，並於二零零六年於 Strathclyde University 的 Graduate School of Business 的商業碩士學位。彼亦為香港會計師公會、英國特許秘書及行政人員公會，以及香港秘書公會的會員。彼亦為特許公認會計師公會的資深會員。彼現時為 Clickoo Limited 的首席財務主任。

Directors' Profile

董事履歷

WOELM Samuel, aged 44, joined the Group in May 2007. He graduated Summa-Cum Laude Japanese and Chinese Studies from the University of Minnesota. Since 1991, Mr Woelm has been residing in Japan, Hong Kong and the PRC. He has acquired extensive experience in marketing and business development as well as developed corporate relationships with various international conglomerates. Mr Woelm has extensive hands on business experience in the PRC and is proficient in Japanese and Chinese.

WOELM Samuel，44歲，於二零零七年五月加盟本集團。彼以最優異的學業成績畢業於明尼蘇達大學，主修日本語及中國語研究。自一九九一年起，Woelm先生一直居於日本、香港及中國。彼在市場推廣及業務發展方面累積豐富經驗，並與多家國際企業建立企業聯系。Woelm先生在中國擁有廣泛及實際從商經驗，並能操流利日文及中文。

INDEPENDENT NON-EXECUTIVE DIRECTORS

LAI Hock Meng, aged 55, joined the Group in April 2011. Mr Lai has a Bachelor of Arts degree and a Master of Arts degree from the University of Cambridge in England, majoring in economics. He is also a chartered financial analyst with the CFA Institute in the United States of America and a fellow of the Chartered Institute of Marketing in the United Kingdom. Mr Lai is currently the Chairman of Singapore-based corporate advisory firm HML Consulting Group. Mr Lai is the independent director of various companies listed on the Singapore Exchange Securities Trading Limited, including China Energy Limited, China Essence Group Ltd., China Oilfield Technology Services Group Limited, Delong Holdings Limited, Xpress Holdings Limited, Metax Engineering Corp Limited and ASTI Holdings Limited. He is also the non-executive director of PureCircle Limited, a company listed on the London Stock Exchange.

獨立非執行董事

賴學明，55歲，於二零一一年四月加盟本集團。賴先生擁有英國劍橋大學文學學士及文學碩士學位，主修經濟學。彼亦為美國特許金融分析師學會的特許金融分析師，以及英國特許市務學會資深會員。賴先生現時為HML Consulting Group的主席，該公司為一間以新加坡為基地的企業顧問公司。賴先生為若干於新加坡證券交易所上市的公司的獨立董事，包括中國能源有限公司、嵩天集團有限公司、瑞日集團有限公司、德龍控股有限公司、速印控股有限公司、Metax Engineering Corp Limited及ASTI Holdings Limited。彼亦為於倫敦交易所上市的PureCircle Limited的非執行董事。

BALAKRISHNAN Narayanan, aged 56, joined the Group in April 2011. Mr Balakrishnan obtained his bachelor's degree in economics in Amherst College, Massachusetts, the United States of America in 1978 and obtained his master's degree in journalism in Columbia University in New York in 1980. Mr Balakrishnan has been a director of The Cool Investor Limited, a company specialised in outsourcing editorial services to scientific, medical and technical journals and books since 1996. Mr Balakrishnan worked as the specialist writer on finance in Far Eastern Economic Review from 1989 to 1994, and as the manager in Value Partners Fund Management from 1994 to 1996.

BALAKRISHNAN Narayanan，56歲，於二零一一年四月加盟本集團。Balakrishnan先生於一九七八年取得美國馬塞諸塞州Amherst College的經濟學學士學位，並於一九八零年取得紐約Columbia University的新聞學碩士學位。自一九九六年起，Balakrishnan先生出任The Cool Investor Limited的董事，該公司為一間專營科學、醫學及科技新聞外判編輯服務的公司。Balakrishnan先生於一九八九年至一九九四年任職Far Eastern Economic Review的金融版專欄作家，以及於一九九四年至一九九六年任職Value Partners Fund Management的經理。

Dato MYHRE Carl Gunnar, aged 52, joined the Group in April 2011. Dato Myhre has been a Non-Independent Non-Executive Director of Axis REIT Managers Berhad since 15 March 2005. On 20 November 2006, he was appointed the Non-Independent Executive Deputy Chairman of Axis REIT Managers Berhad. He graduated with a Diploma in Chemistry from the University of Gothenburg, Sweden in 1980 and a Diploma in Marketing from the University of Oslo, Norway in 1981. He is also a director of a number of private companies, which are involved in property development and property investment. He is also the director of Axis Development Sdn. Bhd. since 1999. Dato Myhre currently holds 5,310,000 shares of the Company.

MYHRE Carl Gunnar拿督，52歲，於二零一一年四月加盟本集團。Myhre拿督自二零零五年三月十五日起出任Axis REIT Managers Berhad的非獨立非執行董事。於二零零六年十一月二十日，彼獲委任為Axis REIT Managers Berhad的非獨立執行副主席。彼於一九八零年畢業於瑞典University of Gothenburg，獲化學文憑，並於一九八一年獲挪威University of Oslo頒發市場學文憑。彼亦為多間從事物業發展及物業投資的私人公司的董事。自一九九九年，彼出任Axis Development Sdn. Bhd.的董事。Myhre拿督現時持有5,310,000股本公司股份。

Directors' Profile 董事履歷

LAW Chiu William, aged 52, joined the Group in April 2011. Mr Law graduated from Ryerson Polytechnic University in Canada with a bachelor's degree of technology in 1984. He obtained his master's degree in business administration in 2001 from the University of Canberra in Australia. Mr Law has extensive experience in civil engineering field.

YONG Peng Tak, aged 43, joined the Group in April 2011. Mr Yong has been the chief executive officer in Fortress Capital Asset Management (M) Sdn. Bhd. in Malaysia since 2002. Mr Yong obtained his bachelor's degree in accountancy in Nanyang Technological Institute, The National University of Singapore in 1990. He obtained his master's degree in business administration from the Imperial College, University of London in 1994. Mr Yong is also a chartered financial analyst with the CFA Institute in the United States of America and a certified public accountant in Singapore.

DUTY SUSPENDED DIRECTOR

CHENG Chee Tock Theodore (duty suspended), aged 62, joined the Group in February 2007. He was educated in the department of electronic engineering of The Hong Kong Polytechnic University. Mr Cheng is also the chairman, a director and the controlling shareholder of Sino Strategic International Limited, a company listed on the Australian Stock Exchange. Mr Cheng is a substantial shareholder of the Company within the meaning of Part XV of the Securities and Futures Ordinance.

羅超，52歲，於二零一一年四月加盟本集團。羅先生於一九八四年畢業於加拿大Ryerson Polytechnic University，取得科技學士學位。彼於二零零一年在澳洲University of Canberra取得工商管理碩士學位。彼於土木工程行業擁有豐富經驗。

楊平達，43歲，於二零一一年四月加盟本集團。楊先生自二零零二年起任職馬來西亞Fortress Capital Asset Management (M) Sdn. Bhd.的行政總裁。楊先生於一九九零年於新加坡國立大學南洋科技研究院取得會計學學士學位。彼於一九九四年在倫敦大學帝國學院取得商業行政管理碩士學位。楊先生亦為美國特許金融分析師學會的特許金融分析師及新加坡註冊會計師。

已停職董事

成之德(已停職)，62歲，於二零零七年二月加盟本集團。彼曾就讀香港理工大學電機工程學系。成先生亦為澳洲證券交易所上市公司Sino Strategic International Limited之主席、董事及控股股東。成先生為本公司主要股東(定義見證券及期貨條例第XV部)。

Directors' Report

董事會報告

The Directors present their report and the audited consolidated financial statements of the Group for the year ended 31 March 2011.

PRINCIPAL ACTIVITIES

The Group is principally engaged in manufacturing and sale of packaging products as well as watch trading respectively. The Group is also engaged in the provision of the interactive media entertainment in China.

RESULTS AND DIVIDEND

The results of the Group for the financial year under review are set out in the consolidated statement of comprehensive income on page 33 of this Annual Report.

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

FIVE-YEAR FINANCIAL SUMMARY

A summary of the published results, assets and liabilities of the Group for the last five financial years, as extracted from the audited financial statements and restated/reclassified as appropriate, is set out on page 139. This summary does not form part of the audited financial statements.

SHARE CAPITAL

Details of the share capital of the Company for the financial year under review are set out in note 33 to the consolidated financial statements.

RESERVES AND DISTRIBUTABLE RESERVES

Details of movements in the reserves of the Group during the financial year under review are set out on pages 36 and 37 to the consolidated financial statements.

SHARE OPTION SCHEME

The Company's share option scheme ("Share Option Scheme") was adopted pursuant to an ordinary resolution passed at the special general meeting of the Company held on 30 August 2002. The major terms of the Share Option Scheme are summarized as follows:

董事提呈截至二零一一年三月三十一日止年度之董事會報告及本集團之經審核綜合財務報表。

主要業務

本集團之主要業務包括產品包裝之生產和銷售，以及手錶貿易。本集團亦於中國從事提供互動多媒體娛樂服務。

業績及股息

本集團截至本回顧財政年度止期間之業績載於本年報第33頁之綜合全面收益表內。

董事建議不就截至二零一一年三月三十一日年度派付任何股息(二零一零年：無)。

五年財務概要

第139頁所載本集團過去五個財政年度之已刊發經審核業績及資產及負債概要乃摘錄自經審核財務報表及並經重列／重新分類(倘適用)該概要並非構成經審核財務報表之部分。

股本

本公司於本回顧財政年度內之股本變動詳情載於綜合財務報表附註33。

儲備及可予分派儲備

本集團於本回顧財政年度之儲備變動詳情載於綜合財務報表第36至37頁。

購股權計劃

本公司之購股權計劃(「購股權計劃」)乃根據於本公司在二零零二年八月三十日舉行之股東特別大會上通過之一項普通決議案獲得採納。購股權計劃之主要條款概述如下：

Directors' Report 董事會報告

- | | |
|---|--|
| <p>1. The Board may at its discretion grant options to any employee, director, supplier of the Group, customer of the Group, consultant, adviser, agent, member of the Group, or any entity in which the Group holds any equity interest.</p> | <p>1. 董事會可酌情向任何僱員、董事、本集團供應商、本集團客戶、諮詢人、顧問、代理、本集團成員公司，或本集團持有股本權益之任何實體授出購股權。</p> |
| <p>2. The purpose is to:</p> <ul style="list-style-type: none"> - provide incentives or rewards to the participants who have made contributions to the Group; or any entity in which the Group holds any equity interest. - recruit and retain high-calibre employees and attract human resources that are valuable to the Group and any entity in which the Group holds any equity interest. | <p>2. 該計劃旨在：</p> <ul style="list-style-type: none"> - 獎勵或酬謝曾為本集團作出貢獻之參與者；或本集團持有股本權益之任何實體。 - 招聘並挽留優秀僱員，並為本集團及本集團持有股本權益之任何實體吸引寶貴人才。 |
| <p>3. The total number of shares in respect of which share options may be granted under the Share Option Scheme shall not exceed 10% of the issued share capital of the Company as at the date of approval of the Share Option Scheme and such limit may be refreshed by shareholders in general meeting. The total maximum number of shares which might be issued upon exercise of all outstanding share options granted and yet to be exercised under the Share Option Scheme and any other share option scheme must not exceed 30% of the shares in issue from time to time.</p> | <p>3. 與根據購股權計劃可予授出之購股權有關之股份總數，不得超過本公司於批准購股權計劃當日已發行股本之10%，而該限制可經股東於股東大會上更新。於行使根據購股權計劃及任何其他購股權計劃所授出而尚未行使之所有購股權時可予發行之股份數目上限，不得超過當時已發行股本之30%。</p> |
| <p>4. The exercise period should be any period fixed by the Board upon grant of the option but in any event the share option period should not go beyond 10 years from the date of offer for grant.</p> | <p>4. 行使期乃授出購股權時由董事會決定之期間，惟無論如何，購股權期間不得超越授出要約當日起計10年。</p> |
| <p>5. The acceptance of a share option must be made within 28 days from the date of grant with a non-refundable payment of HK\$1.00 from the grantee to the Company.</p> | <p>5. 購股權須於授出當日起計28日內獲得接納，屆時承授人須向本公司支付不可退還款項1.00港元。</p> |
| <p>6. The exercise price of a share option shall not be lower than the higher of:</p> <ul style="list-style-type: none"> - the closing price of the Company's shares on the date of grant which day must be a trading day; - the average closing price of the Company's shares for the 5 trading days immediately preceding the date of grant; and - the nominal value of the Company's shares. | <p>6. 購股權之行使價不得低於下列各項中之最高者：</p> <ul style="list-style-type: none"> - 本公司之股份於授出當日(必須為營業日)之收市價； - 本公司之股份於緊接授出當日前五個營業日之平均收市價；及 - 本公司股份之面值。 |

Directors' Report

董事會報告

7. The life of the Share Option Scheme is effective for 10 years. During the financial year under review, the movements of the options which have been granted under the Share Option Scheme are as follows:

7. 購股權計劃之有效限期為十年。於回顧財政年度期間，根據購股權計劃所授出之購股權變動如下：

Options to subscribe for shares of the Company 可認購本公司股份之購股權

Category of participants 參與者類別	At the beginning of the year 年初	Lapsed during the year 年內失效	At the end of the year 年終	Date of grant 授出日期	Exercise period 行使期	Exercise price per share 每股行使價
Employees of the Group 本集團僱員	3,000,000	(3,000,000)	–	10.12.2008	10.12.2010-09.12.2018	HK\$0.10
	3,000,000	(3,000,000)	–	10.12.2008	10.12.2011-09.12.2018	HK\$0.10
	476,250	(407,500)	68,750	30.04.2009	28.02.2010-28.02.2012	HK\$0.52
	476,250	(407,500)	68,750	30.04.2009	28.08.2010-28.02.2012	HK\$0.52
	476,250	(407,500)	68,750	30.04.2009	28.02.2011-28.02.2012	HK\$0.52
	476,250	(407,500)	68,750	30.04.2009	28.08.2011-28.02.2012	HK\$0.52
	<u>7,905,000</u>	<u>(7,630,000)</u>	<u>275,000</u>			

PRE-EMPTIVE RIGHTS

There are no provisions 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.

優先購買權

並無要求本公司須根據本公司之公司細則或百慕達法例按比例基準向現有股東發售新股份之優先購買權條文。

INVESTMENT PROPERTIES AND PROPERTY, PLANT AND EQUIPMENT

Details of movements during the financial year under review in the investment properties and property, plant and equipment of the Group are set out in notes 16 and 17 to the consolidated financial statements respectively.

投資物業以及物業、機器及設備

有關本集團於本回顧財政年度之投資物業以及物業、機器及設備之變動詳情分別載於綜合財務報表附註16及17。

Directors' Report 董事會報告

ISSUE OF SHARES

During the financial year under review, there was no issue of new shares.

MAJOR CUSTOMERS AND SUPPLIERS

In the financial year under review, the percentage of turnover attributable to the Group's five largest customers to the total turnover was 52.7%. The percentage of turnover attributable to the Group's largest customer to the total turnover was 20.9%.

In the financial year under review, the percentage of purchases attributable to the Group's five largest suppliers to the total purchases was 41.4%. The percentage of purchase attributable to the Group's largest supplier to the total purchases was 16%.

To the best of the Directors' knowledge, none of the Directors, their associates or any shareholder who owns more than 5% of the Company's share capital had an interest in any of the major customers or suppliers above.

DIRECTORS

The Directors of the Company during the financial year under review and up to the date of this Annual Report were as follows:

Executive Directors:

SNEAH Kar Loon (Chairman)	(appointed on 6 April 2011)
Dato LIM Kim Wah	(appointed on 6 April 2011)
CHENG Chee Tock Theodore	(duty suspended with effect from 8 April 2011)
WU Chuang John	(re-election as Director voted down on 6 April 2011)
CAO Dongxin	(re-election as Director voted down on 6 April 2011)
HO Chi Chung Joseph	(re-election as Director voted down on 6 April 2011)
YU Ping	(re-election as Director voted down on 6 April 2011)
ZHANG Yiwei	(re-election as Director voted down on 6 April 2011)
TANG Ming	(re-election as Director voted down on 6 April 2011)
HU Xichang	(re-election as Director voted down on 6 April 2011)

Non-executive Directors:

WOELM Samuel	(re-designated from executive Director to non-executive Director on 15 July 2011)
IO Rudy Cheek Kei	(appointed on 6 April 2011)
NG Kwok Lun	(appointed on 6 April 2011)

發行股份

於本回顧財政年度內，本公司並無發行任何新股份。

主要客戶及供應商

於本回顧財政年度，本集團五位最大客戶應佔之營業額百分比為本集團總營業額之52.7%。本集團最大客戶應佔之營業額百分比為本集團總營業額之20.9%。

於本回顧財政年度，本集團五位最大供應商應佔之採購額百分比為本集團總採購額之41.4%。本集團最大供應商應佔之採購額百分比為本集團總採購額之16%。

就董事所深知，概無董事、彼等之聯繫人士或擁有本公司股本5%以上之任何股東於上述任何主要客戶或供應商中擁有權益。

董事

本公司於本回顧財政年度及截至本年報日期為止之董事如下：

執行董事：

盛家倫(主席)	(於二零一一年四月六日獲委任)
LIM Kim Wah 拿督 成之德	(於二零一一年四月六日獲委任) (職務於二零一一年四月八日起暫停)
吳壯	(重選為董事於二零一一年四月六日被否決)
曹東新	(重選為董事於二零一一年四月六日被否決)
何志中	(重選為董事於二零一一年四月六日被否決)
郁平	(重選為董事於二零一一年四月六日被否決)
張毅偉	(重選為董事於二零一一年四月六日被否決)
唐明	(重選為董事於二零一一年四月六日被否決)
胡錫昌	(重選為董事於二零一一年四月六日被否決)

非執行董事：

WOELM Samuel	(於二零一一年七月十五日由執行董事調任為非執行董事)
姚卓基	(於二零一一年四月六日獲委任)
吳國倫	(於二零一一年四月六日獲委任)

Directors' Report

董事會報告

Independent Non-executive Directors:

LAI Hock Meng	(appointed on 6 April 2011)
LAW Chiu William	(appointed on 6 April 2011)
Dato MYHRE Carl Gunnar	(appointed on 6 April 2011)
BALAKRISHNAN Narayanan	(appointed on 6 April 2011)
YONG Peng Tak	(appointed on 6 April 2011)
WANG Shanchuan	(re-election as Director voted down on 6 April 2011)
NG Pui Lung	(re-election as Director voted down on 6 April 2011)
FUNG Pui Cheung Eugene	(did not offer himself for re-election as Director on 6 April 2011)

In accordance with section 87(1) of the Company's Bye-laws, Messrs CHENG Chee Tock Theodore and WOELM Samuel shall retire and being eligible, offer themselves for re-election at the forthcoming annual general meeting. In accordance with section 86(2) of the Company's Bye-laws, Dato LIM Kim Wah and Dato MYHRE Carl Gunnar shall retire and, being eligible, offer themselves for re-election at the forthcoming annual general meeting.

DIRECTORS' SERVICE CONTRACTS

None of the Directors proposed for re-election at the forthcoming annual general meeting has a service contract which is not determinable by the Company within one year without payment of compensation, other than statutory obligation.

DIRECTORS' INTERESTS IN CONTRACTS

Save as disclosed in note 38 to the consolidated financial statements, no contracts of significance to which the Company or its subsidiaries was a party and in which a Director of the Company had a material interest directly or indirectly, subsisted at the end of the year or at any time during the year.

獨立非執行董事：

賴學明	(於二零一一年四月六日獲委任)
羅超	(於二零一一年四月六日獲委任)
MYHRE Carl Gunnar 拿督	(於二零一一年四月六日獲委任)
BALAKRISHNAN Narayanan	(於二零一一年四月六日獲委任)
楊平達	(於二零一一年四月六日獲委任)
王山川	(重選為董事於二零一一年四月六日被否決)
吳貝龍	(重選為董事於二零一一年四月六日被否決)
馮培漳	(於二零一一年四月六日不膺選連任為董事)

根據本公司細則第87(1)條，成之德先生及WOELM Samuel先生將於應屆股東週年大會上退任，惟符合資格膺選連任董事職務。根據本公司細則第86(2)條，LIM Kim Wah拿督及MYHRE Carl Gunnar拿督將於應屆股東週年大會上退任，惟符合資格膺選連任董事職務。

董事之服務合約

概無擬於應屆股東週年大會上膺選連任之董事與本公司訂立不可於一年內予以終止而毋須支付賠償(法定賠償除外)之服務合約。

董事之合約權益

除於綜合財務報表附註38所披露外，本公司或其附屬公司於本年度結束時或本年度任何時間概無訂立與本公司董事直接或間接於其中擁有重大權益之重大合約。

Directors' Report 董事會報告

DIRECTORS' INTERESTS

As at the end of the financial year under review, the interests or short positions of the Directors and chief executive of the Company in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance ("SFO")) as recorded in the register required to be kept under section 352 of the SFO, or otherwise as required to be notified to the Company and The Stock Exchange of Hong Kong Limited ("Stock Exchange") pursuant to Divisions 7 and 8 of Part XV of the SFO or the Model Code for Securities Transactions by Directors of Listed Issuers were as follows:

Long Positions in Shares

Name 姓名	Capacity 身份	Number of shares 股份數目	Shareholding 股權 (%)
CHENG Chee Tock Theodore ("Mr Cheng") ^(a) 成之德(「成先生」) ^(a)	Interest of controlled corporation 受控制法團之權益	1,757,142,856	25.21
HO Chi Chung Joseph 何志中	Beneficial owner 實益擁有人	600,000	0.01
WU Chuang John 吳壯	Beneficial owner 實益擁有人	10,000,000	0.16
NG Pui Lung 吳貝龍	Beneficial owner 實益擁有人	1,140,000	0.02
		1,768,882,856	25.40

Note:

(a) The interest was held by Super Bonus Management Limited ("Super Bonus"), Treasure Bay Assets Limited ("Treasure Bay"), Pacific Equity Development Corp. ("Pacific Equity"), Super Mark Profits Corp. ("Super Mark"), Golden View Worldwide Limited ("Golden View") and Super Crown Venture Inc. ("Super Crown"). Each of Super Bonus, Treasure Bay, Pacific Equity, Super Mark and Golden View was wholly owned by Ms YUNG Leonora (the spouse of Mr Cheng), whereas Super Crown was owned as to 50% by Ms YUNG Leonora. Mr Cheng was deemed to be interested in all these shares, details of which have been disclosed in the section headed "Substantial Shareholders" below.

董事權益

於本回顧財政年度末，根據本公司按照證券及期貨條例(「證券及期貨條例」)第352條規定置存之權益登記冊所記錄，或根據證券及期貨條例第XV部第七及第八條次或上市發行人董事進行證券交易的標準守則須予知會本公司及香港聯合交易所有限公司(「聯交所」)之資料，董事及本公司行政總裁於本公司或任何相聯法團(定義見證券及期貨條例第XV部)之股份、相關股份及債券之權益或淡倉如下：

股份之好倉

Name 姓名	Capacity 身份	Number of shares 股份數目	Shareholding 股權 (%)
CHENG Chee Tock Theodore ("Mr Cheng") ^(a) 成之德(「成先生」) ^(a)	Interest of controlled corporation 受控制法團之權益	1,757,142,856	25.21
HO Chi Chung Joseph 何志中	Beneficial owner 實益擁有人	600,000	0.01
WU Chuang John 吳壯	Beneficial owner 實益擁有人	10,000,000	0.16
NG Pui Lung 吳貝龍	Beneficial owner 實益擁有人	1,140,000	0.02
		1,768,882,856	25.40

附註：

(a) 此權益乃由 Super Bonus Management Limited (「Super Bonus」)、Treasure Bay Assets Limited (「Treasure Bay」)、Pacific Equity Development Corp. (「Pacific Equity」)、Super Mark Profits Corp. (「Super Mark」)、Golden View Worldwide Limited (「Golden View」) 及 Super Crown Venture Inc. (「Super Crown」) 持有。成先生之配偶榮智豐女士全資擁有 Super Bonus、Treasure Bay、Pacific Equity、Super Mark 及 Golden View，並擁有 Super Crown 50% 之權益。就下文「主要股東」一節所述，成先生被視為擁有該等股份權益。該等股份之詳細資料已載於下文「主要股東」一節內。

Directors' Report

董事會報告

Save as disclosed above, as at the end of the financial year under review, none of the Directors, chief executive or their associates had any personal, family, corporate or other beneficial interests or short positions in the shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) as recorded in the register required to be kept under section 352 of the SFO, or otherwise as required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO or the Model Code for Securities Transactions by Directors of Listed Issuers.

SUBSTANTIAL SHAREHOLDERS

As at the end of the financial year under review, the persons/companies, other than a Director or chief executive of the Company, who had interests or short positions in the shares and underlying shares which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO and as recorded in the register of the Company were as follows:

Long Positions in Shares

Name 姓名	Capacity 身份	Number of shares 股份數目	Shareholding 持股量 (%)
POH Po Lian 傅寶聯	Interest of controlled corporation 受控制法團之權益	3,246,264,127	51.08
Luck Continent Limited 瑞洲有限公司	Beneficial owner 實益擁有人	3,246,264,127	46.61
Mr Cheng ^(a) 成先生 ^(a)	Interest of controlled corporation 受控制法團之權益	1,757,142,856	25.21
YUNG Leonora ^(a) 榮智豐 ^(a)	Interest of controlled corporation 受控制法團之權益	1,757,142,856	25.21
Super Bonus Management Limited ^(a) Super Bonus Management Limited ^(a)	Beneficial owner 實益擁有人	1,500,000,000	23.61

Note:

(a) Pursuant to the SFO, Mr Cheng was deemed to be interested in these shares, details of which have been disclosed in the section headed "Directors' Interests" above.

除以上所述者外，於本回顧財政年度末，按照證券及期貨條例第352條規定置存之權益登記冊所記錄，或根據證券及期貨條例第XV部第七及第八條次或上市公司董事進行證券交易的標準守則，概無董事、行政總裁或彼等之聯繫人士須披露其於本公司或其任何相聯法團(定義見證券及期貨條例第XV部)之股份、相關股份或債券中擁有任何個人、家族、公司或其他實益權益或淡倉。

主要股東

於本回顧財政年度末，根據證券及期貨條例第XV部第二及第三條次所規定及本公司按照該條例之存檔而置存之權益登記冊所記錄，下列人士／公司(董事或本公司行政總裁除外)擁有本公司股份或相關股份之權益或淡倉如下：

股份之好倉

附註：

(a) 根據證券及期貨條例，成先生被視為擁有該等股份之權益，該等股份之詳細資料已披露於上文「董事權益」一節內。

Directors' Report 董事會報告

Save as disclosed above, as at the end of the financial year under review, no other person/company, other than a Director or chief executive of the Company, had any personal, family, corporate or other beneficial interests or short positions in the shares or underlying shares in the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO and as recorded in the register of the Company.

REMUNERATION POLICY

The remuneration of the employees and the holding of offices of the Group were based on internal equity factors and external market conditions and will be reviewed from time to time.

The remuneration of the employees including Executive Directors and Non-executive Directors generally consists of:

- fixed salary/allowance – which is set according to the duties, responsibilities, skills, experiences and market influences;
- pension – which is based on the Mandatory Provident Fund Contribution Scheme or the local statutory pension scheme;
- short-term variable incentive – which may include commission, discretionary cash bonus depending on the achievement of short-term corporate objectives and/or personal targets;
- long-term variable incentive – which may include share options designed to encourage long-term commitment; and
- other benefits in kind – which may include accommodation, company car and related services.

The remuneration of Independent Non-executive Directors was at a fixed annual/monthly payment.

除上文所披露者外，於本回顧財政年度末，就證券及期貨條例第XV部第二及第三條次所規定及本公司按照該條例之存檔而置存之權益登記冊所記錄，概無其他人／公司（董事及本公司行政總裁除外）須披露其於本公司股份或相關股份之任何個人、家族、公司或其他實益權益或淡倉。

薪酬政策

本集團僱員之薪酬政策及職務擔任乃基於內部權益因素及外部市況，並將不時予以檢討。

僱員（包括執行董事及非執行董事）之酬金一般由以下各項組成：

- 固定薪金／津貼－乃根據其職責、責任、技術、經驗及市場影響訂定；
- 退休金－乃基於強積金供款計劃或當地之法定退休金計劃；
- 短期可變獎賞－可能包括佣金、酌情現金花紅（取決於取得短期公司目標及／或個人目標）；
- 長期可變獎賞－可能包括指定以激勵長期奉獻之購股權；及
- 其他實物福利－可能包括住房、公司車及相關服務。

各獨立非執行董事之酬金乃為固定之按年／月款項。

Directors' Report

董事會報告

PURCHASE, REDEMPTION OR SALE OF LISTED SECURITIES

During the financial year under review, neither the Company nor its subsidiaries purchased, sold or redeemed any of the Company's listed securities.

SUFFICIENCY OF PUBLIC FLOAT

Based on information that is publicly available to the Company and within the knowledge of the Directors as at the latest practicable date prior to the issue of this Annual Report, the Company has maintained sufficient public float of not less than 25% of its shares in the hands of the public throughout the financial year under review and up to the date of this Annual Report.

EVENTS AFTER THE END OF THE REPORTING PERIOD

Details of the significant events after the end of the reporting period of the Group are set out in note 41 to the consolidated financial statements.

CORPORATE GOVERNANCE

Principal corporate governance practices adopted by the Company are set out in the Corporate Governance Report of this Annual Report.

CONFIRMATION OF INDEPENDENCE

The Company has sent a letter to each of the three Independent Non-executive Directors during the financial year under review ("INED") requesting for the written annual confirmation for compliance with rule 3.13 of the Rules Governing the Listing of Securities on the Stock Exchange but one of them has not replied. However, the Company has stated in the said letter that it will assume that the INED confirms his annual independence if no such written confirmation is received by a specified deadline.

購買、贖回或出售上市證券

於本回顧財政年度，本公司或其任何附屬公司概無購買、出售或贖回本公司之任何上市證券。

公眾持股量之足夠性

根據本公司所得之公開資料及就董事所知，於本年報刊發前之最後實際可行日期，本公司於整個本回顧財政年度及至本年報之日期維持擁有充分公眾持股量，公眾手頭持有之股份為本公司股份之25%以上。

報告期末後事項

本集團之重大報告期末後事項詳情載於綜合財務報表附註41。

企業管治

本公司採納之主要企業管治常規載於本年報之企業管治報告內。

獨立性確認

本公司已去信給本回顧財政年度之三名獨立非執行董事（「獨立非執行董事」）要求獨立性之書面確認書，以符合聯交所證券上市規則第3.13條之要求，但有一名獨立非執行董事未曾回覆。然而，本公司於該信中指出如在指定限期前仍未收到獨立性之書面確認書，本公司將假定獨立非執行董事確認其於該年度之獨立性。

Directors' Report 董事會報告

AUDITOR

Shinewing (HK) CPA Limited retired as auditor of the Company in the annual general meeting held on 6 April 2011 (the "AGM") and its re-appointment as auditor of the Company for the ensuing year was not passed in the AGM. Thereafter, at a special general meeting of the Company held on 8 August 2011, ANDA CPA Limited was appointed as the new auditor of the Company for the financial year ended 31 March 2011.

The consolidated financial statements of the Group for the financial year ended 31 March 2011 were audited by ANDA CPA Limited and that for the financial years ended 31 March 2010, 31 March 2009 and 31 March 2008 were audited by Shinewing (HK) CPA Limited.

A resolution will be proposed at the forthcoming annual general meeting to re-appoint ANDA CPA Limited as auditor of the Company to hold office until the conclusion of the next annual general meeting.

On behalf of the Board

SNEAH Kar Loon

Chairman

Hong Kong, 31 August 2011

核數師

信永中和(香港)會計師事務所有限公司於二零一一年四月六日的股東週年大會(「股東週年大會」)退任為本公司核數師，並其重新委任為本公司隨後一年之核數師於股東週年大會上不獲通過。其後，於二零一一年八月八日召開之股東特別大會，安達會計師事務所有限公司被委任為本公司截至二零一一年三月三十一日止財政年度之新核數師。

本集團截至二零一一年三月三十一日止財政年度之綜合財務報表已由安達會計師事務所有限公司審核，而截至二零一零年三月三十一日、二零零九年三月三十一日及二零零八年三月三十一日止財政年度之綜合財務報表已由信永中和(香港)會計師事務所有限公司審核。

一項有關再次委任安達會計師事務所有限公司為核數師任職至本公司下屆股東週年大會結束為止的決議案將於即將舉行的股東週年大會上提出。

代表董事會

主席

盛家倫

香港，二零一一年八月三十一日

Corporate Governance Report

企業管治報告

This corporate governance report (“CG Report”) presents the corporate governance matters during the financial year (“CG Period”), required to be disclosed under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (“Listing Rules”), in particular, the required compliance matters set out in Code on Corporate Governance Practices (“CG Code”) and the Model Code for Securities Transactions by Directors of Listed Issuers (“Securities Code”) contained in the Listing Rules.

ADOPTION OF CORPORATE GOVERNANCE PRINCIPLES

On 29 February 2008 (“Adoption Date”), the Board adopted a set of corporate governance principles (“CG Principles”) which aligns with or is more restrictive than all requirements set out in the CG Code and the Securities Code contained in the Listing Rules. Before the Adoption Date, the Model Code had been taken as the Company’s code of conduct regarding the Directors’ securities trading. The Board had made specific written enquiry to each executive Director (“ED”) and independent non-executive Director (“INED”) in respect of the due compliance of the rules and principles relevant to the Model Code.

The Company had duly complied with the CG Principles throughout the financial year under review except for the deviations summarized as follows:

CG Code

- A.3 Each INED must provide an annual confirmation of his independence to the listed issuer.
- The Company has sent a letter to each of the three INEDs requesting for the written annual confirmation but one of them has not replied. However, the Company has stated in the said letter that it will assume that the INED confirms his annual independence during the CG Period if no such written confirmation is received by a specified deadline.

企業管治報告(「企業管治報告」)乃指本財政年度之期間(「企業管治期間」)根據香港聯合交易所有限公司證券上市規則(「上市規則」)須予以披露之企業管治事項，尤其是上市規則所載之企業管治常規守則(「企業管治守則」)及上市發行人董事進行證券交易標準守則(「證券守則」)之規定遵例事項。

採納企業管治原則

於二零零八年二月二十九日(「採納日期」)，董事會已採納一套企業管治原則(「企業管治原則」)，此原則符合或更規限於在上市規則所載之企業管治守則及證券守則之所有要求。於採納日期以前，證券守則被視為本公司董事進行證券買賣之行為守則。董事會亦已向各執行董事(「執行董事」)及獨立非執行董事(「獨立非執行董事」)就有關證券守則之規則及原則之遵守作特定書面諮詢。

本回顧財政年度期間，除下列摘要之偏離外，本公司已嚴格遵守企業管治原則：

企業管治守則

- A.3 每名獨立非執行董事須每年向上市發行人確認其獨立性。
- 本公司已去信給三名獨立非執行董事要求獨立性之書面確認書，但有一名獨立非執行董事未曾回覆。然而，本公司於該信中指出如在指定限期前仍未收到獨立性之書面確認書，本公司將假定獨立非執行董事確認其於企業管治期間之獨立性。

Corporate Governance Report 企業管治報告

BOARD OF DIRECTORS

Details of the composition of the Board are set out in the Directors' Report of the Annual Report.

The Board monitors the development and financial performance and sets strategic directions of the Group's business. Matters including material investment decisions, approving financial accounts, declaration of dividend, are reserved to the Board. Resolutions on operation matters are reserved to the Board of EDs. Commencing from 9 May 2007, matters involving nomination and removal of Directors have been delegated to the Board of EDs. The management implements the Board's decisions, makes business proposals and reports to the Board on the overall performance of the Group. Daily operations of the business are also delegated to management.

During the CG Period, the Board had held 42 physical Board meetings. Out of the 42 Board meetings, 2 of them were held to discuss and/or approve the annual and the interim financial performance/results of the Group while 40 of them were held to discuss, among other things, various projects contemplated by the Group and the legal matters of the Group.

During the CG Period, the attendances of each of the Directors at the above Directors' meetings are presented as follows:

Director	Capacity	Attendance
CHENG Chee Tock Theodore	ED & Chairman	21/42
WOELM Samuel	ED	33/42
WU Chuang John	ED	23/42
CAO Dongxin	ED	4/42
HO Chi Chung Joseph	ED	37/42
YU Ping	ED	24/42
ZHANG Yiwei	ED	14/42
TANG Ming	ED	34/42
HU Xichang	ED	13/42
WANG Shanchuan	INED	27/42
NG Pui Lung	INED	28/42
FUNG Pui Cheung Eugene	INED	28/42

董事會

董事會之組成詳情載於本年報之董事會報告內。

董事會監控本集團業務之發展及財政表現，並制定本集團業務之策略方向。該等事項(包括重大投資決定、批准財務賬目及宣派股息)乃向董事會提呈表決。有關經營事項之決議案須向執行董事會提呈表決。自二零零七年五月九日起，涉及提名及罷免董事之事項已委派予執行董事會。管理層實施董事之決定、作出商業計劃及向董事會報告本集團之整體表現。業務之日常經營亦委派予管理層。

於企業管治期間，董事會已舉行四十二次具體董事會會議。於四十二次董事會會議中，其中兩次乃為商討及/或批准本集團之年度及中期財政表現/業績而舉行，其餘四十次為商討(其中包括)本集團擬進行的各種項目以及法律事務而舉行。

於企業管治期間，各董事於上述董事會會議之出席情況呈列如下：

董事	身份	出席情況
成之德	執行董事兼主席	21/42
WOELM Samuel	執行董事	33/42
吳壯	執行董事	23/42
曹東新	執行董事	4/42
何志中	執行董事	37/42
郁平	執行董事	24/42
張毅偉	執行董事	14/42
唐明	執行董事	34/42
胡錫昌	執行董事	13/42
王山川	獨立非執行董事	27/42
吳貝龍	獨立非執行董事	28/42
馮培漳	獨立非執行董事	28/42

Corporate Governance Report

企業管治報告

During the CG Period, none of the Directors above has or maintained any financial, business, family or other material/relevant relationship with any of the other Directors.

The terms of the appointments of the above INEDs are subject to retirement and re-election every year at every annual general meeting of the Company. Other Directors were not subject to a specific term of appointment except that they were subject to retirement by rotation and re-election in accordance with the Company's Bye-laws including the retirement by rotation at least once every 3 years.

REMUNERATION COMMITTEE

Throughout the CG Period, the Company had maintained a Remuneration Committee as required under the CG Code.

The role and function of the Remuneration Committee included the following:

- to make recommendation to the Board on the Group's remuneration policy and structure for the remuneration of the Directors and senior management officers as defined by the Board of EDs;
- to have the delegated responsibility to determine the specific remuneration packages of all Directors and senior management, including benefits in kind, pension rights and compensation payments;
- to review and approve the compensation payable to EDs and senior management officers in connection with any loss or termination of their office or appointment; and
- to ensure that no Director is involved in deciding his own remuneration.

During the CG Period, the Remuneration Committee had held 2 physical meetings for the purpose of considering the remuneration and special bonus of the Directors.

The composition of the Remuneration Committee, and the respective attendances of the members are presented as follows:

於企業管治期間，概無上述董事與任何其他董事擁有或維持任何財務、業務、家族或其他重大／相關關係。

上述之獨立非執行董事之任期須於每一屆股東週年大會上退任及接受重選。其他董事無指定任期，惟彼等須根據本公司之公司細則輪值退任，並可接受重選（包括須至少每三年輪值退任一次）。

薪酬委員會

於整個企業管治期間，本公司根據企業管治守則規定一直設有薪酬委員會。

薪酬委員會之職責及職能如下：

- 就本集團之薪酬政策及就董事及執行董事會所定之高級管理人員之薪酬架構向董事會提出推薦建議；
- 獲董事會轉授職責，負責釐定全體董事及高級管理人員之特定薪酬組合（包括實物福利、退休金權利及補償付款）；
- 檢討及批准向執行董事及高級管理人員支付與任何喪失或終止職務或委任有關之補償；及
- 確保概無董事參與決定本身之薪酬。

於企業管治期間，薪酬委員會已舉行了兩次具體會議，旨在考慮董事之薪酬及特別花紅。

薪酬委員會之組成及該等成員各自出席情況呈列如下：

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Member	Attendance	成員	出席情況
CHENG Chee Tock Theodore (chairman of committee)	2/2	成之德(委員會主席)	2/2
WANG Shanchuan	2/2	王山川	2/2
FUNG Pui Cheung Eugene	2/2	馮培漳	2/2

The summary of the work performed by the Remuneration Committee for the CG Period included:

- review and approval of the remuneration package of each Director including benefits in kind, pension right, bonus payment and compensation payable; and
- review and approval of the special bonus of the Directors.

薪酬委員會於企業管治期間履行之工作概要包括：

- 檢討及批准各董事之薪酬組合(包括實物福利、退休金權利、花紅付款及補償付款)；及
- 檢討及批准董事之特別花紅。

DIRECTORS' REMUNERATION

The remuneration paid to and/or entitled by each of the Director for the financial year under review is set out in note 13 to the consolidated financial statements in the Annual Report.

董事薪酬

於本回顧財政年度向各董事支付及／或各董事有權享有之酬金載於本年報之綜合財務報表附註13。

NOMINATION OF DIRECTORS

The Board shall be composed of members with mixed skills and experience with appropriate weights necessary to accomplish the Group's business development, strategies, operation, challenges and opportunities. Each member of the Board shall possess, be recognized for and be able to exhibit high and professional standard of a set of core criteria of competence.

The Board has not set up a nomination committee. Since 9 May 2007, the functions of nomination and removal of Directors have lain with the EDs who are responsible for assessing the qualification, experience as well as integrity of any potential candidate to be appointed as new Director.

提名董事

董事會須由技能與經驗能夠與實現本集團之業務發展、策略、營運、挑戰及機會所需之適當價值相結合之成員組成。各董事會成員須擁有、被認可及能夠展現高水平及專業水平之勝任核心條件。

董事會並無設立提名委員會。自二零零七年五月九日起，提名及罷免董事之職能已交由執行董事負責，負責評估將可能獲委任為新董事之任何潛在候選人之資格、經驗及廉正。

AUDIT COMMITTEE

Throughout the CG Period, the Company had maintained an Audit Committee as required under the Listing Rules.

The major and function of the Audit Committee included the following:

- to consider the appointment of external auditor and independent accountant, the audit fees and any questions of resignation or dismissal of the external auditor and independent accountant of the Group;

審核委員會

於整個企業管治期間，本公司根據上市規則規定一直設有審核委員會。

審核委員會之主要職責及職能如下：

- 考慮本集團外聘核數師及獨立會計師之委任、核數費用以及有關外聘核數師及獨立會計師辭任或罷免之任何問題；

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- to discuss with the external auditor and independent accountant the nature and scope of the audit;
 - to review the interim and annual financial statements before submission to the Board;
 - to discuss problems and reservations arising from the interim review, final audit and independent review, and any matters the external auditor and independent accountant may wish to discuss;
 - to review the external auditor's and independent accountant's management letters and management's response;
 - to review the Group's internal control systems;
 - to conduct an annual review of the adequacy of resources, qualifications and experience of staff for the issuer's accounting and financial reporting function, and training programs and budgets; and
 - to consider the major findings of internal investigation.
- 與外聘核數師及獨立會計師商討核數之性質及範疇；
 - 審閱中期及全年財務報表，然後提交董事會；
 - 就中期、年終及獨立審核工作產生之問題及保留意見，及外聘核數師及獨立會計師欲商討之任何事項作出商討；
 - 審核外聘核數師及獨立會計師之管理函件及管理層之回應；
 - 審閱本集團之內部監控制度；
 - 每年檢討發行人在會計及財務匯報職能方面的資源、員工資歷及經驗是否足夠、以及員工所接受的培訓課程及有關預算是否充足；及
 - 考慮內部調查之主要發現。

During the CG Period, the Audit Committee had held 20 physical meetings. Annual/interim results and/or internal audit of the Group were discussed during the meetings.

於企業管治期間，審核委員會已舉行二十次具體會議。上述會議乃為商討本集團之年終／中期財務業績，及／或為商討本集團之內部審核事宜而舉行。

The composition of the Audit Committee, and the respective attendances of the members are presented as follows:

審核委員會之組成，及該等成員各自出席情況呈列如下：

Member	Attendance	成員	出席情況
WANG Shanchuan (chairman of committee)	20/20	王山川(委員會主席)	20/20
NG Pui Lung	20/20	吳貝龍	20/20
FUNG Pui Cheung Eugene	20/20	馮培漳	20/20

For the financial year ended 31 March 2011, the Audit Committee had performed the following duties:

就截至二零一一年三月三十一日止財政年度，審核委員會已執行以下職責：

- reviewed and commented on the half yearly and the annual financial report of the Group of the financial year under review before submission to the Board for adoption and publication;
 - met with the auditor and independent accountant to discuss the financial matters of the Group and reviewed their findings, recommendations and representations;
- 審閱及評論本集團於本回顧財政年度之半年度及全年財務報告，然後提交董事會，以供採納及刊發；
 - 與核數師及獨立會計師商討本集團之財政事項，及審閱核數師及獨立會計師之發現、推薦意見及呈列；

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- reviewed and approved the terms of engagement and scope of services of the auditor and independent accountant; and
- reviewed the Company's works on internal control.

Based on the reviews and discussions performed by the Audit Committee, the Audit Committee had:

- recommended to the Board for the approval of the unaudited interim financial statements of the financial year under review before the announcement of the interim results; and
- recommended to the Board for the approval of the audited financial statements of the financial year under review together with the Auditor's Report thereto attached, before the announcement of the annual results.

AUDITOR'S REMUNERATION

The remunerations in respect of audit and non-audit services for the year ended 31 March 2011 provided by the Company's auditor, ANDA CPA Limited, are as follows:

	HK\$'000
Statutory audit services	785
Non-audit service – review on annual results announcement	15
Total	800

- 檢討及批准委聘核數師及獨立會計師之任期及服務範圍；及
- 審閱本公司有關內部監控之工作。

根據審核委員會所履行之審閱及商討，審核委員會已：

- 於公佈中期業績前，就批准於本回顧財政年度之未經審核中期財務報表向董事會提出推薦意見；及
- 於公佈年度業績前，就批准本回顧財政年度之經審核財務報表連同隨附之核數師報告向董事會提出推薦意見。

核數師薪酬

於本公司核數師，安達會計師事務所有限公司，於截至二零一一年三月三十一日提供審核及非審核服務之有關薪酬如下：

	千港元
審核服務	785
非審核服務－審核年度業績公佈	15
總計	800

Corporate Governance Report

企業管治報告

ACKNOWLEDGEMENT OF RESPONSIBILITY FOR FINANCIAL STATEMENTS

The Directors acknowledged their responsibilities for preparing the accounts of the Group. In preparing the accounts for the financial year under review, the Directors have:

- based on a going concern basis;
- selected suitable accounting policies and applied them consistently; and
- made judgments and estimates that were prudent, fair and reasonable.

The statement of the auditor of the Company about their reporting responsibilities on the financial statements is set out in the Independent Auditor's Report from page 29 to 32.

REVIEW OF INTERNAL CONTROL

The Board is responsible for establishing, maintaining and reviewing an effective system of internal control and safeguarding the assets and the interests of the Group and the shareholders as well.

The Group has established policies and procedures for approval and control of expenditures. Pursuant to a risk-based methodology, the Board plans its internal control review with resources being focused on higher risk areas. Internal control review has been conducted on ongoing basis to ensure that the policies and procedures in place are adequate. Any findings and recommendations would be discussed by the management and followed up properly and timely.

The Directors had conducted a review over the effectiveness of the internal control system of the Group including functions of financial, operation, compliance and risk management. The Board has not been aware of any internal control deficiencies of the Group. The scope of review had been reported to and reviewed by the Audit Committee.

By order of the Board
SIK Siu Kwan
Company Secretary

Hong Kong, 31 August 2011

財務報表之確認及責任

董事確認彼等編製本集團賬目之責任。於本回顧財政年度編製該等賬目時，董事已：

- 根據持續經營基準；
- 挑選適當會計政策及貫徹應用該等政策；及
- 作出審慎、公平及合理之判斷及估計。

本公司核數師就本公司的財務報表的申報責任聲明已載於第29至32頁之獨立核數師報告內。

審閱內部監控

董事會負責設立、維持及檢討有效之內部監控制度，是為保障資產、集團利益和股東利益。

本集團訂立政策和程序，用以審批及監控開支。董事會以風險評估為基準的方法，議定其內部監控制度工作，將資源重點投放於較高風險部份。內部監控的審核工作以持續方式進行，確保政策和程序足夠。管理層會對任何發現及糾正建議作出即時討論及跟進。

董事已就集團內部監控制度檢討其成效，包括財政、經營、遵例及風險管理之職能。董事會認為集團並無任何內部監控不足。本集團已將審核範疇呈報予審核委員會以供審閱。

承董事會命
 公司秘書
薛兆坤

香港，二零一一年八月三十一日

Independent Auditor's Report 獨立核數師報告



**TO THE SHAREHOLDERS OF
C Y FOUNDATION GROUP LIMITED**
(Incorporated in Bermuda with limited liability)

We have audited the consolidated financial statements of C Y Foundation Group Limited (the "Company") and its subsidiaries (collectively referred to as the "Group") set out on pages 33 to 138, which comprise the consolidated statement of financial position as at 31 March 2011, and the consolidated statement of comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, and a summary of significant accounting policies and other explanatory information.

DIRECTORS' RESPONSIBILITY FOR THE CONSOLIDATED FINANCIAL STATEMENTS

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

AUDITOR'S RESPONSIBILITY

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

致：中青基業集團有限公司股東
(於百慕達註冊成立之有限公司)

吾等已審核載於第33至138頁之中青基業集團有限公司(「貴公司」)及其附屬公司(統稱「貴集團」)之綜合財務報表。此等財務報表包括二零一一年三月三十一日之綜合財務狀況表，及截至該日止年度之綜合全面收益表、綜合權益變動表及綜合現金流量表，以及主要會計政策概要及其他附註解釋。

董事就綜合財務報表須承擔之責任

貴公司之董事(「董事」)負責根據香港會計師公會(「香港會計師公會」)頒佈之香港財務報告準則及香港公司條例之披露規定編撰表達真實且公平觀點之綜合財務報表，以及董事認為必要之內部控制，以使綜合財務報表的編製不存在由於欺詐或錯誤而導致的重大錯誤陳述。

核數師之責任

吾等之責任為根據吾等之審核對該等綜合財務報表作出意見，並根據百慕達公司法第90條將此意見僅為全體股東報告，並不可作其他目的。吾等並不就本報告之內容對任何其他人士負責或承擔責任。吾等已按照香港會計師公會頒佈之香港核數準則進行審核。這些準則要求吾等遵守職業道德規範，並規劃及執行審核，從而獲得合理確定此等綜合財務報表是否不存有任何重大錯誤陳述。

Independent Auditor's Report

獨立核數師報告

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

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

BASIS FOR QUALIFIED OPINION

1. Opening balances and corresponding figures

The consolidated financial statements of the Company for the year ended 31 March 2010 which form the basis for the corresponding figures presented in the current year's consolidated financial statements were not audited by us. There were no satisfactory audit procedures for us to ascertain the existence, accuracy, presentation and completeness of the opening balances and corresponding figures as shown in the current year's consolidated financial statements.

2. Change in fair value of convertible note receivables, impairment of various assets, write-off of property, plant and equipment and share of loss of associates recognised in the current year

Included in the consolidated financial statements are the amounts in respect of the change in fair value of convertible note receivables of approximately HK\$61,612,000, impairment of various assets of approximately HK\$63,047,000, write-off of property, plant and equipment of approximately HK\$6,410,000 and share of loss of associates of approximately HK\$12,118,000 (collectively "these amounts") recognised in consolidated profit or loss for the year ended 31 March 2011. In view of the circumstances as further described in other points as included in the basis of qualified opinion section of this report, we were unable to obtain sufficient evidence to ascertain whether these amounts should be accounted for and reported in the current year or prior years.

審核涉及執行情序以獲取有關綜合財務報表所載金額及披露資料之審核憑證。所選定之程序取決於核數師之判斷，包括評估由於欺詐或錯誤而導致綜合財務報表存有重大錯誤陳述之風險。在評估該等風險時，核數師考慮與該公司編製及真實而公平地列報綜合財務報表相關之內部控制，以設計適當之審核程序，但並非為對公司之內部控制之效能發表意見。審核亦包括評價董事所採用之會計政策之合適性及所作出之會計估計之合理性，以及評價綜合財務報表之整體列報方式。

吾等相信，吾等已獲得充分及適當之審核憑證，為吾等所發表之有保留審核意見提供基準。

發表保留意見之基準

1. 年初結餘及相應數字

構成本年度綜合財務報表內相應數字呈列基準之 貴公司截至二零一零年三月三十一日止年度之綜合財務報表並非由吾等審核。吾等並無足夠審核程序確認顯示於本年度綜合財務報表之年初結餘及相應數字之實存性、準確性、呈列及完整性。

2. 於本年度確認之可換股票據應收款之公平值變動、各項資產減值、撇銷物業、機器及設備及應佔聯營公司虧損

計入綜合財務報表之可換股票據應收款之公平值變動、各項資產減值、撇銷物業、機器及設備及應佔聯營公司虧損分別約61,612,000港元、63,047,000港元、6,410,000港元及12,118,000港元(統稱(「該等款項」))於截至二零一一年三月三十一日止年度之綜合損益中確認。鑒於該等情況，如本報告保留意見之基準部分所載其他幾點所進一步評述，吾等無法獲得足夠書面證據，以確定該等款項是否應計入或呈報於本年度或過往年度。

Independent Auditor's Report 獨立核數師報告

3. Limited access to accounting books and records

The consolidated financial statements have been prepared based on the accounting books and records maintained by the Group. However, as further explained in note 2 to the consolidated financial statements, the Directors have been unable to obtain the complete set of accounting books and records in respect of certain of the Company's wholly-owned subsidiaries located in the People's Republic of China (collectively "these Subsidiaries") for the year ended 31 March 2011.

Due to the insufficiency of supporting documentation and explanations, we were unable to carry out audit procedures to satisfy ourselves as to whether the loss of approximately HK\$72,306,000 for the year ended 31 March 2011 and net liabilities of approximately HK\$1,423,000 as at that date, and the related disclosure notes in relation to these Subsidiaries, as included in the consolidated financial statements of the Group, have been accurately recorded and properly accounted for in the consolidated financial statements. We were also unable to obtain sufficient reliable evidence to satisfy ourselves as to whether the Group has any significant contingent liabilities and commitments as at 31 March 2011 in respect of these Subsidiaries that need to be adjusted for or disclosed in the consolidated financial statements.

Any adjustments to the figures relating to points 1 to 3 above might have significant consequential effects on the Group's results and cash flows for the two years ended 31 March 2010 and 2011 and the financial position of the Group as at 31 March 2010, and the related disclosures thereof in the consolidated financial statements.

Any adjustments to the figures relating to point 3 above might also have significant consequential effects on the financial position of the Group as at 31 March 2011, and the related disclosures thereof in the consolidated financial statements.

QUALIFIED OPINION

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

3. 有限取得會計賬簿及記錄

綜合財務報表乃根據 貴集團所存置之會計賬簿及記錄編製。然而，如綜合財務報表附註2進一步闡釋，董事已無法取得 貴公司若干位於中華人民共和國中國之全資附屬公司(統稱「該等附屬公司」)截至二零一一年三月三十一日止年度的完整會計賬簿及記錄。

由於證明文件及解釋不足，吾等無法開展審計程序，以評估 貴集團綜合財務報表中所載有關該等附屬公司截至二零一一年三月三十一日止年度之虧損約72,306,000港元及於該日之負債淨額約1,423,000港元及其相關披露附註列，是否已準確地記錄並妥善計入綜合財務報表。吾等亦不能獲得足夠可靠證據以令吾等信納 貴集團於二零一一年三月三十一日是否就該等附屬公司而出現任何重大或然負債及承擔，從而需要於綜合財務報表中作出調整或披露。

有關上文第一至第三點之任何數字調整均可對 貴集團截至二零一零年及二零一一年三月三十一日止兩個年度之業績及現金流量以及 貴集團於二零一零年三月三十一日之財務狀況，以及綜合財務報表中相關披露造成重大必然影響。

有關上文第三點之任何數字調整可對 貴集團於二零一一年三月三十一日之財務狀況，以及綜合財務報表中相關披露造成重大必然影響。

保留意見

吾等認為，除以上保留意見之基準各段所述之事項影響外，綜合財務報表已根據香港財務報告準則真實而公平地反映 貴集團於二零一一年三月三十一日之狀況及其截至該日止年度之業績及現金流量，並已按照香港公司條例之披露規定妥為編製。

Independent Auditor's Report

獨立核數師報告

EMPHASIS OF MATTER

Without further qualifying our opinion, we draw attention to the disclosures made in note 39 to the consolidated financial statements concerning the possible outcome of various legal proceedings initiated by the Company, its subsidiaries and its controlling shareholder against certain directors of the Company (the "Defendant Directors"), mainly alleging that the Defendant Directors had breached their fiduciary duties in relation to various transactions entered into by the Group. In the opinion of the Directors, the Defendant Directors had retired or had the duties in the Group suspended, and the aforesaid legal proceedings would not have significant detrimental impact on the financial position and operations of the Group.

ANDA CPA Limited

Certified Public Accountants

Sze Lin Tang

Practising Certificate Number P03614

Hong Kong, 31 August 2011

強調事宜

在吾等並無進一步發表保留意見之情況下，務請注意綜合財務報表附註39之披露，內容有關 貴公司，其附屬公司及其控權股東對 貴公司當時之若干董事（「被告董事」）發起之各種法律訴訟之可能結果，主要指控被告董事違反其於有關 貴集團訂立之多項交易之受託責任。董事認為，被告董事已退休或暫停於 貴集團之職務，且上述法律訴訟不會對 貴集團之財務狀況及經營有重大不利影響。

安達會計師事務所有限公司

執業會計師

施連燈

執業證書號碼 P03614

香港，二零一一年八月三十一日

Consolidated Statement of Comprehensive Income 綜合全面收益表

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

			2011 二零一一年 HK\$'000 港幣千元	2010 二零一零年 HK\$'000 港幣千元
Turnover	營業額	9	145,075	117,149
Cost of sales	銷售成本		(91,349)	(72,159)
Gross profit	毛利		53,726	44,990
Other income	其他收入	9	30,357	20,761
Selling and distribution costs	銷售及分銷成本		(4,768)	(4,104)
Administrative expenses	行政管理開支		(161,777)	(129,876)
Loss from operations	來自經營業務之虧損		(82,462)	(68,229)
Change in fair value of investment properties	投資物業之公平值變動		36,080	13,035
Change in fair value of convertible note receivables	可換股票據應收款之公平值變動		(61,612)	6,042
Exchange gains	匯兌收益		1,521	12,751
Impairment of various assets	各項資產之減值		(164,011)	(31,023)
Property, plant and equipment written off	撇銷物業、機器及設備		(10,220)	(11,118)
Share of results of associates	應佔聯營公司之業績		(12,118)	35
Finance costs	財務費用	10	(989)	(1,610)
Loss before tax	除稅前虧損		(293,811)	(80,117)
Income tax	所得稅	11	(10,549)	(3,429)
Loss for the year	本年度虧損	12	(304,360)	(83,546)
Other comprehensive income:	其他全面收益：			
Change in fair value of owner-occupied properties when transferred to investment properties	轉撥至投資物業時業主自用物業之公平值變動		3,363	-
Exchange differences on translating foreign operations	換算國外經營業務產生之匯兌差異		7,369	1,554
Income tax relating to components of other comprehensive income	其他全面收益部份之相關所得稅		(841)	-
Total comprehensive income for the year, net of tax	本年度其他除稅後全面收入總額		9,891	1,554
Total comprehensive loss for the year	年內全面虧損總額		(294,469)	(81,992)
Loss for the year attributable to:	以下人士應佔本年度虧損：			
Owners of the Company	本公司擁有人		(302,972)	(78,594)
Non-controlling interests	非控股權益		(1,388)	(4,952)
			(304,360)	(83,546)
Total comprehensive loss for the year attributable to:	以下人士應佔本年度全面支出總額：			
Owners of the Company	本公司擁有人		(293,148)	(77,057)
Non-controlling interests	非控股權益		(1,321)	(4,935)
			(294,469)	(81,992)
Loss per share	每股虧損			
Basic (HK cents per share)	基本(每股港仙)	15	(4.35)	(1.22)

Consolidated Statement of Financial Position

綜合財務狀況表

As at 31 March 2011 於二零一一年三月三十一日

			At 31 March 2011 二零一一年 三月三十一日 HK\$'000 港幣千元	At 31 March 2010 二零一零年 三月三十一日 HK\$'000 港幣千元 (Restated) (經重列)	At 1 April 2009 二零零九年 四月一日 HK\$'000 港幣千元 (Restated) (經重列)
Non-current assets	非流動資產				
Investment properties	投資物業	16	110,937	62,876	49,494
Property, plant and equipment	物業、機器及設備	17	43,057	114,790	138,505
Intangible assets	無形資產	18	333	19,580	31,685
Goodwill	商譽	19	55,931	101,280	107,130
Interests in associates	聯營公司權益	20	–	25,033	4,002
Convertible note receivables at fair value through profit or loss	透過損益按公平值列賬之可換股票據應收款	21	–	48,616	20,471
Derivative financial instruments	衍生金融工具	22	–	193	–
Held-to-maturity investment	持有至到期日投資	23	–	2,000	2,000
Deposits paid for acquisition of intangible assets	收購無形資產之已付訂金		–	–	2,196
			210,258	374,368	355,483
Current assets	流動資產				
Inventories	存貨	24	29,796	28,774	21,952
Trade and other receivables	貿易及其他應收款	25	33,329	58,427	41,608
Deposits paid for acquisition of property, plant and equipment	收購物業、機器及設備之已付訂金		–	23,576	23,431
Convertible note receivables at fair value through profit or loss	透過損益按公平值列賬之可換股票據應收款	21	–	12,996	4,020
Loans to non-controlling shareholders of a subsidiary	給一間附屬公司非控股股東之貸款		–	–	3,955
Due from a related party	應收關連方款項	26	1,185	20	–
Derivative financial instruments	衍生金融工具	22	–	1,149	850
Held-to-maturity investment	持有至到期日投資	23	2,000	–	–
Current tax assets	流動稅項資產		295	214	–
Bank fiduciary deposit	銀行受託人存款		–	–	12,102
Pledged bank deposits	抵押銀行存款	27	2,428	22,050	18,051
Bank and cash balances	銀行及現金結餘	27	36,638	105,462	231,058
			105,671	252,668	357,027
Current liabilities	流動負債				
Trade and other payables	貿易及其他應付款	28	37,585	30,035	32,006
Derivative financial instruments	衍生金融工具	22	46	–	–
Due to directors	應付董事之款項	29	–	39	6
Due to related companies	應付關連公司之款項	29	–	15	24
Finance lease payables	融資租約應付款項	30	–	356	356
Bank borrowings	銀行借貸	31	6,180	43,556	59,307
Current tax liabilities	流動稅項負債		–	–	583
			43,811	74,001	92,282

Consolidated Statement of Financial Position 綜合財務狀況表

As at 31 March 2011 於二零一一年三月三十一日

		Notes 附註	At 31 March 2011 二零一一年 三月三十一日 HK\$'000 港幣千元	At 31 March 2010 二零一零年 三月三十一日 HK\$'000 港幣千元 (Restated) (經重列)	At 1 April 2009 二零零九年 四月一日 HK\$'000 港幣千元 (Restated) (經重列)
Net current assets	流動資產淨值		61,860	178,667	264,745
Total assets less current liabilities	總資產減 流動負債		272,118	553,035	620,228
Non-current liabilities	非流動負債				
Finance lease payables	融資租約應付款項	30	–	58	414
Convertible loan notes	可換股貸款票據		–	–	13,597
Deferred tax liabilities	遞延稅項負債	32	14,929	3,809	1,284
			14,929	3,867	15,295
NET ASSETS	淨資產		257,189	549,168	604,933
Capital and reserves	資本及儲備				
Share capital	股本	33	6,969	6,969	4,853
Reserves	儲備		247,921	540,935	596,125
Equity attributable to owners of the Company	本公司擁有人 應佔權益		254,890	547,904	600,978
Non-controlling interests	非控股權益		2,299	1,264	3,955
TOTAL EQUITY	總權益		257,189	549,168	604,933

The consolidated financial statements on pages 33 to 138 were approved and authorised for issue by the board of directors on 31 August 2011 and are signed on its behalf by:

Approved by:

載於第33至138頁之綜合財務報表於二零一一年八月三十一日獲董事會批准及授權刊發，並由下列董事代表簽署：

批准：

SNEAH Kar Loon
Director

Dato LIM Kim Wah
Director

盛家倫
董事

LIM Kim Wah 拿督
董事

Consolidated Statement of Changes in Equity

綜合權益變動表

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

		Attributable to owners of the Company											
		母公司擁有人應佔											
		Share Capital							Reserve		Non-controlling interests		
		Share premium	Capital reserve	Asset revaluation reserve	Other reserve	Foreign currency translation reserve	Capital redemption reserve	fund	Accumulated losses	Total		Total	
		股本	股份溢價	資本儲備	資產重估儲備	其他儲備	外幣換算儲備	資本贖回儲備	儲備金	累計虧損	總計	非控股權益	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元
				(Note a) (附註a)		(Note b) (附註b)			(Note c) (附註c)				
At 1 April 2009	於二零零九年四月一日	4,853	772,513	5,756	684	(555)	23,342	1,190	135	(206,940)	600,978	3,955	604,933
Total comprehensive income/ (loss) for the year	年內全面收入 (虧損)總額	-	-	-	-	-	1,537	-	-	(78,594)	(77,057)	(4,935)	(81,992)
Issue of shares:	發行股份:												
- conversion of convertible loan notes	- 轉換可換股貸款票據	1,500	15,882	(3,729)	-	-	-	-	-	-	13,663	-	13,663
- settlement of consideration in respect of acquisition of subsidiaries	- 收購附屬公司代價之結算	3	3,062	-	-	-	-	-	-	-	3,065	-	3,065
- exercise of warrant subscription rights	- 行使認股權證認購權	600	5,400	-	-	-	-	-	-	-	6,000	-	6,000
- exercise of share options	- 行使購股權	13	2,954	(1,767)	-	-	-	-	-	-	1,200	-	1,200
Capital contribution by non-controlling shareholders of a subsidiary	附屬公司非控股股東之出資	-	-	-	-	-	-	-	-	-	-	2,244	2,244
Recognition of equity-settled share-based payment	確認以權益支付之股份基礎給付	-	-	65	-	-	-	-	-	-	65	-	65
Lapse of share options	購股權失效	-	-	(1)	-	-	-	-	-	1	-	-	-
At 31 March 2010 and 1 April 2010	於二零一零年三月三十一日及於二零一零年四月一日	6,969	799,811	324	684	(555)	24,879	1,190	135	(285,533)	547,904	1,264	549,168
Total comprehensive income/ (loss) for the year	年內全面收入 (虧損)總額	-	-	-	2,522	-	7,302	-	-	(302,972)	(293,148)	(1,321)	(294,469)
Recognition of equity-settled share-based payment	確認以權益支付之股份基礎給付	-	-	134	-	-	-	-	-	-	134	-	134
Capital contribution by non-controlling shareholders of a subsidiary	附屬公司非控股股東之出資	-	-	-	-	-	-	-	-	-	-	2,356	2,356
Lapse of share options	購股權失效	-	-	(455)	-	-	-	-	-	455	-	-	-
At 31 March 2011	於二零一一年三月三十一日	6,969	799,811	3	3,206	(555)	32,181	1,190	135	(588,050)	254,890	2,299	257,189

Consolidated Statement of Changes in Equity 綜合權益變動表

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

Notes:

- (a) The capital reserve comprises (i) the fair value of the number of unexercised share options granted to employees of the Company recognised in accordance with the accounting policy adopted for share-based payments in note 4 to the consolidated financial statements and (ii) the equity component of the convertible loan notes issued by the Company which is the difference between the gross proceeds of the issue of the convertible loan notes and the fair value assigned to the liability component, representing the conversion option for the holder to convert the notes into equity.
- (b) Other reserve represents the difference between the consideration and the book value of the identifiable assets, liabilities and contingent liabilities attributable to the additional interest acquired in subsidiaries.
- (c) Pursuant to the relevant laws and regulations in the People's Republic of China (the "PRC"), certain subsidiaries established in the PRC are required to set aside a portion of their profit after income tax. The reserve fund is restricted as to its use.

附註：

- (a) 資本儲備包括(i)根據所採納有關股份基礎給付之會計政策於綜合財務報表附註4確認之授予僱員之未行使購股權之數目之公平值及(ii)本公司已發行可換股貸款票據之股權部分(即發行可換股貸款票據所得款項總額與分配至負債部分之公平值之間的差額)，相當於持有人將票據轉換成權益之換股權。
- (b) 其他儲備指於附屬公司收購之額外權益應佔可識別資產、負債及或然負債之代價與賬面值間之差額。
- (c) 根據中華人民共和國(「中國」)之有關法律及法規，某些於中國成立之附屬公司須按規定將部分稅後溢利轉撥至儲備金，並限制使用。

Consolidated Statement of Cash Flows

綜合現金流量表

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

	Note	2011	2010
	附註	二零一一年	二零一零年
		HK\$'000	HK\$'000
		港幣千元	港幣千元
			(Restated)
			(經重列)
Cash flows from operating activities			
Loss before tax		(293,811)	(80,117)
Adjustments for:			
Finance costs		989	1,610
Equity-settled share-based payment		134	65
Share of results of associates		12,118	(35)
Interest income		(2,779)	(2,957)
Amortisation of intangible assets		2,025	1,788
Changes in fair value of investment properties		(36,080)	(13,035)
Changes in fair value of convertible note receivables		61,612	(6,042)
Changes in fair value of derivative financial instruments		1,388	(1,342)
Depreciation of property, plant and equipment		11,227	14,809
Loss/(gain) on disposal of derivative financial instruments		1,557	(739)
Gain on disposal of subsidiaries	35(a)	-	(1,624)
Impairment of various assets		164,011	31,023
(Gain)/loss on disposal of property, plant and equipment		(18,948)	568
Reversal of impairment loss on other receivables		(581)	(5,330)
Property, plant and equipment written off		10,220	11,118
Inventories written off		119	114
Waiver of other payables		(1,092)	(1,168)
Operating cash flows before working capital changes		(87,891)	(51,294)
Increase in inventories		(10,403)	(6,932)
Decrease/(increase) in trade and other receivables		5,678	(3,573)
Increase in trade and other payables		8,642	6,697
Cash used in operations		(83,974)	(55,102)
PRC enterprise income tax paid		(8)	(17)
Hong Kong profits tax paid		(1,123)	(1,700)
Net cash used in operating activities		(85,105)	(56,819)
Cash flows from investing activities			
Acquisition of convertible note receivables		-	(34,878)
Acquisition of an associate		-	(25,000)
Deposit paid for acquisition of convertible note receivables		-	(12,000)
Decrease/(increase) in pledged bank deposits		19,622	(3,999)

Consolidated Statement of Cash Flows 綜合現金流量表

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

	Note 附註	2011 二零一一年 HK\$'000 港幣千元	2010 二零一零年 HK\$'000 港幣千元 (Restated) (經重列)
Purchase of property, plant and equipment	購置物業、機器及設備	(14,181)	(2,850)
Purchase of intangible assets	購置無形資產	(466)	(1,292)
Advance to non-controlling shareholders of a subsidiary	一間附屬公司之非控股股東之預支	(2,133)	(229)
Net cash outflow in respect of the disposal of subsidiaries	出售附屬公司之現金流出淨額	-	(187)
Decrease in bank fiduciary deposit	銀行受託人存款減少	-	12,102
Redemption of convertible note receivables	贖回可換股票據應收款	-	3,876
(Payments for)/receipts from settlement of derivative financial instruments	結算衍生金融工具之(付款)/所得款項	(1,557)	1,589
Interest received	已收利息	1,103	1,576
Proceeds from disposal of property, plant and equipment	出售物業、機器及設備之所得款項	79,618	342
Deposits paid for game software development and licenses	遊戲軟件開發及牌照所付按金	(30,000)	-
Net cash generated from/(used in) investing activities	投資活動產生/(耗用)之現金淨額	52,006	(60,950)
Cash flows from financing activities	融資活動所得現金流量		
Repayment of bank borrowings	償還銀行借款	(42,192)	(24,751)
Interest paid	已付利息	(989)	(1,554)
Repayment of finance lease payables	償還融資租約應付款項	(414)	(356)
Advance to a related party	一名關連人士之預支	(1,165)	(20)
Repayment to related companies	償還關連公司預支	(15)	(9)
New bank borrowings raised	已籌集新銀行借款	4,816	9,000
Proceeds from issue of ordinary shares	發行普通股所得款項	-	7,200
Capital injection from non-controlling shareholders	非控股股東之注資	2,356	2,244
(Repayment to)/advances from directors	董事之(償還)/預支	(39)	33
Net cash used in financing activities	融資活動耗用之現金淨額	(37,642)	(8,213)
Net decrease in cash and cash equivalents	現金及現金等值項目減少淨額	(70,741)	(125,982)
Cash and cash equivalents at beginning of year	於年初之現金及現金等值項目	105,462	231,058
Effect of changes in foreign exchange rate	外匯匯率變動之影響	1,917	386
Cash and cash equivalents at end of year	年末現金及現金等值項目	36,638	105,462
Analysis of cash and cash equivalents	現金及現金等值項目之分析		
Bank and cash balances	銀行及現金結餘	36,638	105,462

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

1. GENERAL INFORMATION

C Y Foundation Group Limited (the “Company”) is incorporated in Bermuda as an exempted company with limited liability under the Bermuda Companies Act. In the opinion of the directors of the Company (“the Directors”), the Company’s ultimate holding company is Luck Continent Limited (“Luck Continent”), a company incorporated in the British Virgin Islands (the “BVI”). The addresses of the registered office and principal place of business of the Company are disclosed in the “Corporate Information” section of the annual report. The shares of the Company are listed on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) and the trading in the shares of the Company has been suspended since 31 August 2010.

The principal activity of the Company is investment holding and the principal activities of its subsidiaries are set out in note 40 to the consolidated financial statements.

2. BASIS OF PREPARATION

Suspension of trading in the shares of the Company

At the request of the Company, trading in its shares on the Stock Exchange has been suspended since 31 August 2010. Reference is made to the Company’s public announcement (“announcement”) dated 31 August 2010 in respect of suspension of trading (the “Suspension”) in the shares of the Company and various announcements of the Company since the Suspension and up to the date of this annual report, in particular, the announcements of the Company dated 13 September 2010, 7 October 2010, 6 December 2010, and 7 March 2011 in relation to the background leading to the Suspension of the trading in the shares of the Company on the Stock Exchange and the investigation conducted by the Independent Commission Against Corruption (“ICAC”).

1. 一般資料

中青基業集團有限公司(「本公司」)為根據百慕達公司法於百慕達註冊成立之獲豁免有限公司。本公司董事(「董事」)認為本公司最終控股公司為Luck Continent Limited(「Luck Continent」)(於英屬處女群島(「英屬處女群島」)註冊成立)。本公司註冊辦事處及主要營業地點之地址已於本年報之「公司資料」一節內披露。本公司股份於香港聯合交易所有限公司(「聯交所」)上市，並由二零一零年八月三十一日起暫停買賣。

本公司之主要業務為投資控股，其附屬公司之主要業務載於綜合財務報表附註40。

2. 編制基準

本公司股份暫停買賣

應本公司要求，股份自二零一零年八月三十一日起於聯交所暫停買賣。茲提述本公司就暫停本公司股份買賣(「暫停」)刊發之日期為二零一零年八月三十一日之公佈(「公佈」)以及本公司自暫停起直至本年報日期止就導致本公司股份於聯交所暫停買賣之背景以及廉政公署(「廉政公署」)展開之調查刊發之各種公佈，特別是本公司日期為二零一零年九月十三日、二零一零年十月七日、二零一零年十二月六日以及二零一一年三月七日之該等公佈。

Notes to the Consolidated Financial Statements 綜合財務報表附註

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

2. BASIS OF PREPARATION (Continued)

Suspension of trading in the shares of the Company (Continued)

At the latest annual general meeting of the Company held on 6 April 2011, resolutions were passed by the shareholders of the Company to appoint Mr. Sneah Kar Loon, Mr. Lai Hock Meng, Mr. Law Chiu William, Dato Myhre Carl Gunnar, Mr. Balakrishnan Narayanan, Mr. Yong Peng Tak, Dato Lim Kim Wah (also known as Dato Lim Sze Guan), Mr. Io Rudy Cheok Kei and Mr. Ng Kwok Lun as directors of the Company. The board of Directors (the "Board") resolved to suspend the authorities and duties of Mr. Cheng Chee Tock, Theodore ("Mr. Cheng") as a director and all other position he may have in the Company and/or any of its subsidiaries and/or associates with effect from 8 April 2011, in view of Mr. Cheng's involvement in certain regulatory investigation/prosecution by relevant authorities (including but not limited to ICAC) and possible beaches of fiduciary duties until further determined by the Board. Further details of the changes of the Directors and the suspension of duties of Mr. Cheng were disclosed in the note 13 to the consolidated financial statements and the related announcements of the Company dated 8 April 2011 and 11 April 2011.

On 6 April 2011, the Company received a letter from the Stock Exchange, in which the Stock Exchange stated the following conditions in relation to the resumption of trading in the shares of the Company:

- (a) inform the market all material information that is necessary to appraise the Group's position in light of Mr. Cheng's involvement of the charges by the ICAC (the "ICAC case") as mentioned in the Company's announcement of 7 March 2011;
- (b) inform the market the findings of the independent reviews over the financial position of the Group;
- (c) demonstrate that there is no regulatory concern about management integrity which will pose a risk to investors and damage market confidence; and
- (d) demonstrate that there are adequate internal control systems to meet obligations under the Rules Governing the Listing of Securities (the "Listing Rules")

2. 編制基準(續)

本公司股份暫停買賣(續)

於本公司二零一一年四月六日舉行的最近股東週年大會上，本公司股東已通過委任盛家倫先生、賴學明先生、羅超先生、Myhre Carl Gunnar 拿督、Balakrishnan Narayanan 先生、楊平達先生、Lim Kim Wah 拿督(別名Lim Sze Guan 拿督)、姚卓基先生及吳國倫先生為本公司董事的決議案。鑑於成先生卷入相關機構(包括但不限於廉政公署)開展之若干監管調查/檢控及可能存在違反受託責任之事宜，董事會(「董事會」)亦議決暫停成之德先生(「成先生」)之董事權力及職務及其於本公司及/或本公司任何附屬公司及/或聯屬公司之所有其他職位，並自二零一一年四月八日起生效。直至董事會另行決定。有關董事變更及暫停成先生職務之進一步詳情披露於綜合財務報表附註13及本公司日期為二零一一年四月八日及二零一一年四月十一日之相關公佈。

於二零一一年四月六日，本公司收到聯交所函件，當中載列本公司股份復牌之以下條件：

- (a) 向市場披露可評估本集團於本公司日期為二零一一年三月七日之公佈所述廉政公署對成先生之起訴(「廉政公署案件」)中的狀況之所有重大資料；
- (b) 就本集團之財務狀況向市場披露獨立審核結果；
- (c) 證明概無有關管理層誠信之監管問題將會產生投資風險及損害市場信心；及
- (d) 證明本公司設有充足的內部控制系統，以遵守證券上市規則(「上市規則」)之規定。

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

2. BASIS OF PREPARATION (Continued)

Suspension of trading in the shares of the Company (Continued)

The Company should also comply with the Listing Rules and all applicable laws and regulations in Hong Kong and its place of incorporation before resumption. The Stock Exchange may modify any of the above and/or impose further conditions at its discretion.

The Company is in the progress of fulfilling the request of the Stock Exchange and will inform the public when there is any material development on the resumption process and the progress of the ICAC case.

Limited access to accounting books and records

Pursuant to the Company's announcement dated 16 June 2011, the Board noted that the company seals, chops, documents, accounting books and records of the Company's certain PRC subsidiaries (the "PRC Subsidiaries") were not in the possession or custody by the respective companies. Although relevant directors' and shareholders' resolutions had been passed by the Group's off-shore holding companies of the PRC Subsidiaries to change the legal representatives of the PRC Subsidiaries, the changes had not yet been effected as the corporate chops and documents were missing and the former legal representatives (including but not limited to Mr. Cheng) of those companies were not co-operative. As the missing of the corporate chops and documents affected the daily operation of the PRC Subsidiaries, the Company has engaged legal advisers in the PRC to assist the Company to take appropriate actions to repossess the full management control over the PRC Subsidiaries as soon as practicable.

The consolidated financial statements have been prepared based on the accounting books and records maintained by the Company and its subsidiaries. In view of the circumstances as described in the preceding paragraph, the Directors have been unable to obtain the complete set of accounting books and records in respect of certain of the Company's PRC Subsidiaries ("these Subsidiaries") for the year ended 31 March 2011. Particularly, the names of these Subsidiaries are set out below:

2. 編制基準(續)

本公司股份暫停買賣(續)

本公司於復牌前亦須遵守上市規則及香港和其註冊成立所在地之所有適用法律及法規。聯交所可酌情修改上述任何條件及/或施加其他條件。

本公司正在履行聯交所之要求，如復牌進程及廉政公署案件出現任何重大進展，本公司會作出進一步公佈。

有限取得會計賬目及記錄

根據本公司日期為二零一一年六月十六日之公佈，董事會了解到，本公司若干中國附屬公司(「中國附屬公司」)之公司印鑒、公司印章、文件、會計賬目及記錄並非由相關公司擁有或保管。儘管中國附屬公司之本集團離岸控股公司已通過相關董事及股東決議案更換彼等之法人代表，但由於公司印章及文件丟失以及該等公司之前法人代表(包括但不限於成先生)並不合作，該等更換尚未生效。公司印章及文件丟失對中國附屬公司之日常營運構成影響，本公司已委聘中國法律顧問，協助本公司採取適當行動，盡快執行對中國附屬公司之完全控制權。

綜合財務報表已根據本公司及其附屬公司留存之會計賬目及記錄編制。鑒於前段所述情形，董事無法獲得若干本公司之中國附屬公司(「該等附屬公司」)截至二零一一年三月三十一日止年度之完整會計賬目及記錄。該等附屬公司之名稱特別載列如下：

Notes to the Consolidated Financial Statements 綜合財務報表附註

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

2. BASIS OF PREPARATION (Continued)

Limited access to accounting books and records (Continued)

- (1) Hainan Treasure Way Enterprises Limited
- (2) 海南佳瀛網絡科技有限公司 (Hainan Jiaying Internet Technology Company Limited*)
- (3) Suzhou C Y Foundation Entertainment and Investment Management Limited
- (4) CYC Investment Consultancy (Wuxi) Limited
- (5) 龍品投資諮詢(上海)有限公司 (Longpin Investment Consultancy (Shanghai) Company Limited*)
- (6) 上海巨豐網絡科技有限公司 (Shanghai Jufeng Internet Technology Company Limited*)
- (7) 上海基豐投資管理有限公司 (Shanghai Jifeng Investment Management Company Limited*)

* The English names are for identification only

Due to the insufficiency of supporting documentation and explanations, the Directors were unable to ascertain whether the income, expenses, assets, liabilities and the related disclosure notes relating to these Subsidiaries, as included in the consolidated financial statements of the Group as stated below, have been accurately recorded and properly accounted for in the consolidated financial statements:

2. 編制基準(續)

有限取得會計賬目及記錄(續)

- (1) 海南寶瀛實業有限公司
- (2) 海南佳瀛網絡科技有限公司
- (3) 蘇州中青基業娛樂投資管理有限公司
- (4) 中青投資諮詢(無錫)有限公司
- (5) 龍品投資諮詢(上海)有限公司
- (6) 上海巨豐網絡科技有限公司
- (7) 上海基豐投資管理有限公司

由於證明文件及解釋不充分，董事無法進行審核程序，以信納計入本集團綜合財務報表與該等附屬公司相關之收入、開支、資產與負債及其相關披露附註是否已於綜合財務報表中精確記錄並妥為入賬。

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

2. BASIS OF PREPARATION (Continued)

Limited access to accounting books and records (Continued)

2. 編制基準(續)

有限取得會計賬目及記錄(續)

		HK\$'000 港幣千元
Income and expenses for the year ended 31 March 2011:		
	截至二零一一年三月三十一日止年度	
	之收入及開支：	
Turnover	營業額	8
Cost of sales	銷售成本	(29)
Other income	其他收入	709
Administrative expenses	行政管理開支	(29,315)
Exchange losses	匯兌虧損	(521)
Impairment of various assets	各項資產之減值	(36,748)
Property, plant and equipment written off	撇銷物業、機器及設備	(6,410)
Loss for the year	本年度虧損	(72,306)
		HK\$'000 港幣千元
Assets and liabilities as at 31 March 2011:		
	於二零一一年三月三十一日之資產及負債：	
Trade and other payables	貿易及其他應付款	1,423

3. ADOPTION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS

In the current year, the Group has adopted all the new and revised Hong Kong Financial Reporting Standards ("HKFRSs") issued by the Hong Kong Institute of Certified Public Accountants (the "HKICPA") that are relevant to its operations and effective for its accounting year beginning on 1 April 2010. HKFRSs comprise Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards ("HKAS") and Interpretations. The adoption of these new and revised HKFRSs did not result in significant changes to the Group's accounting policies, presentation of the Group's financial statements and amounts reported for the current year and prior years except as stated below:

3. 應用新訂及經修訂之香港財務報告準則

於本年度內，本集團已採納香港會計師公會(「香港會計師公會」)頒佈之與其業務有關，並自二零一零年四月一日開始之會計年度生效之所有新訂及經修訂香港財務報告準則(「香港財務報告準則」)。香港財務報告準則包括香港財務報告準則、香港會計準則(「香港會計準則」)及詮釋。除以下所述者外，採納該等新訂及經修訂香港財務報告準則，並無導致本集團之會計政策、本集團財務報表之呈列方式及於本年度及過往年度所申報之金額出現任何重大變動：

Notes to the Consolidated Financial Statements 綜合財務報表附註

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

3. ADOPTION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (Continued)

(a) Classification of land leases

Amendments to HKAS 17 "Leases" deleted the guidance in HKAS 17 that when the land has an indefinite economic life, the land element is normally classified as an operating lease unless title is expected to pass to the lessee by the end of the lease term.

The Group reclassifies a land lease as a finance lease if the lease transfers substantially all the risks and rewards incidental to ownership to the Group e.g. at the inception of the lease the present value of the minimum lease payments amounts to at least substantially all of the fair value of the land.

Amendments to HKAS 17 has been applied retrospectively and resulted in changes in the consolidated amounts reported in these financial statements as follows:

Increase in property, plant and equipment	物業、機器及設備增加
Decrease in prepaid land lease payments	預付土地租金減少

The retrospective application of the amendments to HKAS 17 has resulted in the restatement of items in the consolidated statements of financial position as at 31 March 2010 and 1 April 2009. The related explanatory notes affected by the amendments have been re-presented in these financial statements to comply with the new requirements.

3. 應用新訂及經修訂之香港財務報告準則(續)

(a) 土地租賃分類

香港會計準則第17號「租賃」之修訂刪除香港會計準則第17號之指引，該指引指出除非所有權預期於租期結束前轉讓至承租人，否則於土地之經濟年期為無限時，土地部分一般分類為經營租賃。

倘租賃將擁有權附帶之絕大部分風險及回報轉讓予本集團(即於租賃開始時，最低租賃款項現值最少為土地公平值之絕大部分)，則本集團將土地租賃重新分類為融資租賃。

香港會計準則第17號之修訂已追溯應用，並導致該等財務報表呈報之綜合金額出現下列變動：

At 31 March 2011 於二零一一年 三月三十一日 HK\$'000 港幣千元	At 31 March 2010 於二零一零年 三月三十一日 HK\$'000 港幣千元	At 1 April 2009 於二零零九年 四月一日 HK\$'000 港幣千元
23,158	71,873	72,925
(23,158)	(71,873)	(72,925)

追溯應用香港會計準則第17號導致重列於二零一零年三月三十一日及二零零九年四月一日之綜合財務狀況報表項目。受修訂影響之相關解釋附註已於財務報表呈列，以符合新規定。

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

3. ADOPTION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (Continued)

(b) Changes in accounting policies

In November 2010 the HKICPA issued Hong Kong Interpretation 5 "Presentation of Financial Statements - Classification by the Borrower of a Term Loan that Contains a Repayment on Demand Clause" (the "Interpretation"). The Interpretation is effective immediately and is a clarification of an existing standard, HKAS 1 "Presentation of Financial Statements". It sets out the conclusion reached by the HKICPA that a term loan which contains a clause which gives the lender the unconditional right to demand repayment at any time shall be classified as a current liability in accordance with paragraph 69(d) of HKAS 1 irrespective of the probability that the lender will invoke the clause without cause.

In order to comply with the requirements of the Interpretation, the Group has changed its accounting policy on the classification of term loans that contain a repayment on demand clause. Under the new requirement, term loans with clauses which give the lender the unconditional right to call the loan at any time are classified as current liabilities in the statement of financial position. Previously such term loans were classified in accordance with the agreed repayment schedule unless the Group had breached any of the loan covenants set out in the agreement as of the reporting date or otherwise had reason to believe that the lender would invoke its rights under the immediate repayment clause within the foreseeable future.

The requirement of the Interpretation has been applied retrospectively by re-presenting the comparative figures in the consolidated statements of financial position as at 31 March 2010 and 1 April 2009. The reclassification has had no effect on reported profit or loss, total comprehensive income or equity for any period presented. The related term loans have been presented in the earliest time band in the maturity analysis for financial liabilities (see note 7(d))

3. 應用新訂及經修訂之香港財務報告準則(續)

(b) 會計政策變更

於二零一零年十一月，香港會計師公會頒佈香港詮釋第5號「財務報表的呈列－借款人對包含按要償還條款的定期貸款的分類」(「該詮釋」)。該詮釋即時生效，並用以澄清現有準則香港會計準則第1號「財務報表的呈列」。當中載列香港會計師公會作出的結論：定期貸款如包含貸款人擁有無附帶條件的權利可隨時要求償還貸款的條款，則不論貸款人是否可能會無故引用有關條款，均須根據香港會計準則第1號第69(d)段分類為流動負債。

為遵守該詮釋的規定，本公司已更改與包含按要償還條款的定期貸款分類有關的會計政策。根據新政策，貸款人擁有無附帶條件的權利可隨時要求償還的定期貸款於財務狀況報表中分類為流動負債。以往該等定期貸款乃根據協定還款期進行分類，惟本集團於報告日期違反協議所載的任何貸款契諾或有理由相信貸款人會於可見將來援引即時還款條款下的權利則除外。

透過重新呈列二零一零年三月三十一日及二零零九年四月一日之綜合財務狀況表的比較數字，本公司已追溯應用該詮釋的規定。重新分類對任何已呈列期間的可呈報損益、全面收入總額或權益並無影響。相關定期貸款已於財務負債到期日分析中最早時間段呈列(見附註7(d))

Notes to the Consolidated Financial Statements 綜合財務報表附註

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

3. ADOPTION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (Continued)

(b) Changes in accounting policies (Continued)

Effect of the adoption of the Interpretation on the consolidated statement of financial position:

Reclassification of bank borrowings:	銀行借款重新分類：
- Increase in current liabilities	- 流動負債增加
- Decrease in non-current liabilities	- 非流動負債減少

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 and revised HKFRSs but is not yet in a position to state whether these new and revised HKFRSs would have a material impact on its results of operations and financial position.

4. SIGNIFICANT ACCOUNTING POLICIES

These financial statements have been prepared in accordance with HKFRSs issued by the HKICPA, accounting principles generally accepted in Hong Kong and applicable disclosures required by the Listing Rules on the Stock Exchange and by the Hong Kong Companies Ordinance.

These financial statements have been prepared under the historical cost convention, as modified by the revaluation of investment properties, investments and derivatives which are carried at their fair values. These financial statements are presented in Hong Kong dollars ("HK\$") and all values are rounded to the nearest thousand except when otherwise indicated.

3. 應用新訂及經修訂之香港財務報告準則(續)

(b) 會計政策變更(續)

採納該詮釋對綜合財務狀況報表的影響載列如下：

At 31 March 2011 於二零一一年 三月三十一日 HK\$'000 港幣千元	At 31 March 2010 於二零一零年 三月三十一日 HK\$'000 港幣千元	At 1 April 2009 於二零零九年 四月一日 HK\$'000 港幣千元
5,305	38,708	34,556
(5,305)	(38,708)	(34,556)

本集團並未採納已頒佈但未開始生效的新訂及經修訂香港財務報告準則。本集團已開始評估該等新訂及經修訂香港財務報告準則的影響，但未能對該等新訂香港財務報告準則是否對本集團的業績及財務狀況產生重大影響作出結論。

4. 主要會計政策

此等財務報表根據由香港會計師公會頒佈之香港財務報告準則、香港公認會計原則及聯交所上市規則及香港公司條例的適用披露規定而編製。

此等財務報表乃根據歷史成本法而編製，併因應投資物業、投資以及按公平值列賬之衍生產品之重估而修訂。此等財務報告以港元(「港元」)呈列，而除另有列明外，所有數值均已約整至最接近千位。

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

The preparation of financial statements in conformity with HKFRSs requires the use of certain key assumptions and estimates. It also requires the Directors to exercise their judgements in the process of applying the accounting policies. The areas involving critical judgements and areas where assumptions and estimates are significant to these financial statements are disclosed in note 5 to these financial statements.

The significant accounting policies applied in the preparation of these financial statements are set out below.

Consolidation

The consolidated financial statements include the financial statements of the Company and its subsidiaries made up to 31 March. Subsidiaries are entities over which the Group has control. Control is the power to govern the financial and operating policies of an entity so as to obtain benefits from its activities. The existence and effect of potential voting rights that are currently exercisable or convertible are considered when assessing whether the Group has control.

Subsidiaries are consolidated from the date on which control is transferred to the Group. They are de-consolidated from the date the control ceases.

The gain or loss on the disposal of a subsidiary that results in a loss of control represents the difference between (i) the fair value of the consideration of the sale plus the fair value of any investment retained in that subsidiary and (ii) the Company's share of the net assets of that subsidiary plus any remaining goodwill relating to that subsidiary and any related accumulated foreign currency translation reserve.

Intragroup transactions, balances and unrealised profits are eliminated. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the Group.

4. 主要會計政策(續)

遵照香港財務報告準則編製財務報表須採用主要假設及估計，此外亦要求董事在採納本集團會計政策過程中作出判斷。涉及重大判斷之範疇，或對此等財務報告有重大影響之假設及估計之範疇於財務報表附註5中披露。

編製此等財務報表所應用的主要會計政策如下。

綜合賬目

綜合財務報表包括本公司及其附屬公司截至三月三十一日止的財務報表。附屬公司指本集團控制的實體。控制指監管一個實體之財務及經營政策以取得其活動之利益之權力。在評估本集團是否控制另一實體時，將考慮目前可行使或可轉換的潛在投票權是否存在及其影響。

附屬公司自其控制權轉移予本集團當日起綜合入賬，並於控制權終止當日取消綜合。

出售附屬公司(導致失去控制權者)之盈虧指(i)出售代價之公平值加上該附屬公司所保留任何投資之公平值與(ii)本集團應佔該附屬公司資產淨值加上有關該附屬公司之任何餘下商譽及任何相關累積外幣換算儲備之間的差額。

集團內部交易、結餘和未變現溢利將予以對銷。除非交易證明所轉讓資產出現減值，則未變現虧損亦予以對銷。附屬公司的會計政策已在必要時作出變動，以確保其與本集團所採用的會計政策一致。

Notes to the Consolidated Financial Statements 綜合財務報表附註

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

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Consolidation (Continued)

Non-controlling interests represent the equity in subsidiaries not attributable, directly or indirectly, to the Company. Non-controlling interests are presented in the consolidated statement of financial position and consolidated statement of changes in equity within equity. Non-controlling interests are presented in the consolidated statement of comprehensive income as an allocation of profit or loss and total comprehensive income for the year between the non-controlling shareholders and owners of the Company.

Profit or loss and each component of other comprehensive income are attributed to the owners of the Company and to the non-controlling shareholders even if this results in the non-controlling interests having a deficit balance.

Changes in the Company's ownership interest in a subsidiary that do not result in a loss of control are accounted for as equity transactions (i.e. transactions with owners in their capacity as owners). The carrying amounts of the controlling and non-controlling interests are adjusted to reflect the changes in their relative interests in the subsidiary. Any difference between the amount by which the non-controlling interests are adjusted and the fair value of the consideration paid or received is recognised directly in equity and attributed to the owners of the Company.

Business combination and goodwill

The acquisition method is used to account for the acquisition of a subsidiary in a business combination. The cost of acquisition is measured at the acquisition-date fair value of the assets given, equity instruments issued, liabilities incurred and contingent consideration. Acquisition-related costs are recognised as expenses in the periods in which the costs are incurred and the services are received. Identifiable assets and liabilities of the subsidiary in the acquisition are measured at their acquisition-date fair values.

The excess of the cost of acquisition over the Company's share of the net fair value of the subsidiary's identifiable assets and liabilities is recorded as goodwill. Any excess of the Company's share of the net fair value of the identifiable assets and liabilities over the cost of acquisition is recognised in consolidated profit or loss as a gain on bargain purchase which is attributed to the Company.

4. 主要會計政策(續)

綜合賬目(續)

非控股權益指並非直接或間接屬於本公司之附屬公司權益。非控股權益乃呈列於綜合財務狀況表及綜合權益變動表之權益中。非控股權益作為非控股權益與本公司擁有人之間分配本年度溢利或虧損及全面收益總額呈列於綜合全面收益表上。

溢利或虧損及其他全面收益的每個成份歸屬予本公司擁有人及非控股權益，即使導致非控股權益產生虧絀結餘亦然。

本公司在附屬公司所有權權益之變動(並無導致失去控制權)當作權益交易(即與擁有人身份的擁有人進行之交易)入賬。控股及非控股權益之賬面值予以調整，以反映彼等在附屬公司相關權益之變動。非控股權益之調整金額與所支付或收取代價的公平值之間的任何差額，直接在權益中確認並歸屬予本公司擁有人。

業務合併及商譽

於業務合併中收購附屬公司乃按收購法列賬。收購成本按於收購日所結予資產、所發行權益工具、所產生之負債及或然代價之公平值計量。有關收購之成本於產生成本及獲得服務之期間內確認為開支。收購中附屬公司之可識別資產及負債按其於收購日期之公平值計量。

收購成本超出本公司分佔附屬公司可識別資產及負債之公平淨值之差額乃記作商譽。本公司分佔可識別資產及負債之公允淨值高於收購成本之任何差額乃於綜合損益內確認為本公司應佔之議價購買收益。

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Business combination and goodwill (Continued)

In a business combination achieved in stages, the previously held equity interest in the subsidiary is remeasured at its acquisition-date fair value and the resulting gain or loss is recognised in consolidated profit or loss. The fair value is added to the cost of acquisition to calculate the goodwill.

If the changes in the value of the previously held equity interest in the subsidiary were recognised in other comprehensive income (for example, available-for-sale investment), the amount that was recognised in other comprehensive income is recognised on the same basis as would be required if the previously held equity interest were disposed of.

Goodwill is tested annually for impairment or more frequently if events or changes in circumstances indicate that it might be impaired. Goodwill is measured at cost less accumulated impairment losses. The method of measuring impairment losses of goodwill is the same as that of other assets as stated in the accounting policy below. Impairment losses of goodwill are recognised in consolidated profit or loss and are not subsequently reversed. Goodwill is allocated to cash-generating units that are expected to benefit from the synergies of the acquisition for the purpose of impairment testing.

The non-controlling interests in the subsidiary are initially measured at the non-controlling shareholders' proportionate share of the net fair value of the subsidiary's identifiable assets and liabilities at the acquisition date.

4. 主要會計政策(續)

業務合併及商譽(續)

對於分段進行之業務合併而言，過往已持有之附屬公司之股權乃按收購日期之公平值重新計量，而由此產生之盈虧於綜合損益內確認。公平值被加入至收購成本以計算商譽。

倘先前已持有之附屬公司之股權之價值變動已於其他全面收益內確認(例如，可出售投資)，則於其他全面收益確認之金額乃按在先前已持有之股權被出售時所須之相同基準確認。

商譽會每年進行減值測試或當事件或情況改變顯示可能減值時則更頻繁地進行減值測試。商譽乃按成本減累計減值虧損計量。商譽減值虧損之計量方法與下文會計政策所述之其他資產之計量方法相同。商譽之減值虧損於綜合損益內確認，且隨後不予撥回。就減值測試而言，商譽會被分配至預期因收購之協同效益而產生利益之現金產生單位。

於附屬公司之非控股權益初步按非控股股東應佔該附屬公司於收購當日之可識別資產及負債之公平淨值比例計算。

Notes to the Consolidated Financial Statements 綜合財務報表附註

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

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Associates

Associates are entities over which the Group has significant influence. Significant influence is the power to participate in the financial and operating policies of an entity but is not control or joint control over those policies. The existence and effect of potential voting rights that are currently exercisable or convertible are considered when assessing whether the Group has significant influence.

Investment in an associate is accounted for in the consolidated financial statements by the equity method and is initially recognised at cost. Identifiable assets and liabilities of the associate in an acquisition are measured at their fair values at the acquisition date. The excess of the cost of acquisition over the Group's share of the net fair value of the associate's identifiable assets and liabilities is recorded as goodwill. The goodwill is included in the carrying amount of the investment and is tested for impairment together with the investment at the end of each reporting period when there is objective evidence that the investment is impaired. Any excess of the Group's share of the net fair value of the identifiable assets and liabilities over the cost of acquisition is recognised in consolidated profit or loss.

The Group's share of an associate's post-acquisition profits or losses is recognised in consolidated profit or loss, and its share of the post-acquisition movements in reserves is recognised in the consolidated reserves. The cumulative post-acquisition movements are adjusted against the carrying amount of the investment. When the Group's share of losses in an associate equals or exceeds its interest in the associate, including any other unsecured receivables, the Group does not recognise further losses, unless it has incurred obligations or made payments on behalf of the associate. If the associate subsequently reports profits, the Group resumes recognising its share of those profits only after its share of the profits equals the share of losses not recognised.

4. 主要會計政策(續)

聯營公司

聯營公司指本集團對其擁有重大影響力之實體。重大影響力指參與實體財務及經營政策之權力，但並非控制或共同控制該等政策。現時可行使或可轉換之潛在投票權之存在及影響於評估本集團有否重大影響力時予以考慮。

於聯營公司之投資採用權益法計入綜合財務報表，最初按成本值確認。於收購中之聯營公司之可識別資產及負債按於收購日期之公平價值計量。收購成本超出本集團分佔該聯營公司可識別資產及負債公平淨值之差額記為商譽。商譽計入投資賬面值，並連同投資於有客觀證據顯示投資減值時於各報告期末作減值測試。本集團應佔可識別資產及負債公平淨值超出收購成本之差額在綜合損益中確認。

本集團應佔聯營公司收購後損益在綜合損益內確認，而其應佔之收購後儲備變動則在綜合儲備賬確認。收購後之累積變動按投資賬面值調整。如本集團分佔聯營公司之虧損相等於或多於其於聯營公司之權益，包括任何其他無抵押應收款項，則本集團不會確認進一步虧損，除非已產生責任或已代表聯營公司付款。若聯營公司其後錄得溢利，則本集團只會於其分佔之溢利等於未確認分佔虧損後才恢復確認其分佔之該等溢利。

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Associates (Continued)

The gain or loss on the disposal of an associate that results in a loss of significant influence represents the difference between (i) the fair value of the consideration of the sale plus the fair value of any investment retained in that associate and (ii) the Group's share of the net assets of that associate plus any remaining goodwill relating to that associate and any related accumulated foreign currency translation reserve.

Unrealised profits on transactions between the Group and its associates are eliminated to the extent of the Group's interests in the associates. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred. Accounting policies of associates have been changed where necessary to ensure consistency with the policies adopted by the Group.

Foreign currency translation

(a) Functional and presentation currency

Items included in the financial statements of each of the Group's entities are measured using the currency of the primary economic environment in which the entity operates (the "functional currency"). The consolidated financial statements are presented in Hong Kong dollars, which is the Company's functional and presentation currency.

4. 主要會計政策(續)

聯營公司(續)

出售聯營公司而導致失去重大影響力之損益乃指(i)出售代價公平值連同於該聯營公司任何保留投資公平值與(ii)本集團分佔該聯營公司資產淨值連同與該聯營公司有關之任何餘下商譽以及任何相關累計外幣換算儲備兩者間之差額。

本集團與其聯營公司間交易之未變現溢利按本集團於聯營公司之權益對銷。除非交易提供證據顯示所轉讓之資產出現減值，否則未變現虧損亦作對銷。聯營公司之會計政策已作出必要修改，以確保與本集團所採納之政策一致。

外幣換算

(a) 功能及呈列貨幣

本集團各實體的財務報表所載項目，乃採用有關實體營運業務所在地的主要經濟環境的貨幣(「功能貨幣」)計量。綜合財務報表以港元呈列，而港元乃本公司的功能及呈列貨幣。

Notes to the Consolidated Financial Statements 綜合財務報表附註

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

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Foreign currency translation (Continued)

(b) *Transactions and balances in each entity's financial statements*

Transactions in foreign currencies are translated into the functional currency on initial recognition using the exchange rates prevailing on the transaction dates. Monetary assets and liabilities in foreign currencies are translated at the exchange rates at the end of each reporting period. Gains and losses resulting from this translation policy are recognised in profit or loss.

Non-monetary items that are measured at fair values in foreign currencies are translated using the exchange rates at the dates when the fair values are determined.

When a gain or loss on a non-monetary item is recognised in other comprehensive income, any exchange component of that gain or loss is recognised in other comprehensive income. When a gain or loss on a non-monetary item is recognised in profit or loss, any exchange component of that gain or loss is recognised in profit or loss.

(c) *Translation on consolidation*

The results and financial position of all the Group entities that have a functional currency different from the Company's presentation currency are translated into the Company's presentation currency as follows:

- (i) Assets and liabilities for each statement of financial position presented are translated at the closing rate at the date of that statement of financial position;
- (ii) Income and expenses for each statement of comprehensive income are translated at average exchange rates (unless this average is not a reasonable approximation of the cumulative effect of the rates prevailing on the transaction dates, in which case income and expenses are translated at the exchange rates on the transaction dates); and

4. 主要會計政策(續)

外幣換算(續)

(b) *各實體的財務報表的交易及結餘*

外幣交易於首次確認時按交易當日通行的匯率換算為功能貨幣。以外幣為單位的貨幣資產及負債，按各報告期末適用的匯率換算。此換算政策引致的收益及虧損將於損益表中確認。

按外幣公平值計量之非貨幣項目採用釐定公平值當日之匯率換算。

當非貨幣項目的損益於其他全面收益中確認時，任何損益匯兌部分將於其他全面收益中確認。當非貨幣項目的損益於損益表確認時，任何損益匯兌部分將於損益表中確認。

(c) *綜合賬目的換算*

所有集團實體的業績及財務狀況的功能貨幣如有別於本公司的呈列貨幣，均按以下方式換算為本公司的呈列貨幣：

- (i) 於各財務狀況表呈列的資產及負債乃按有關財務狀況表日期的收盤匯率換算；
- (ii) 各全面收益表的收支乃按平均匯率換算(除非該平均匯率並非在有關交易當日通行匯率累積影響的合理估計內，在該情況下，收支按有關交易當日的匯率換算)；及

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Foreign currency translation (Continued)

(c) Translation on consolidation (Continued)

- (iii) All resulting exchange differences are recognised in the foreign currency translation reserve.

On consolidation, exchange differences arising from the translation of the net investment in foreign entities and of borrowings are recognised in the foreign currency translation reserve. When a foreign operation is sold, such exchange differences are recognised in consolidated profit or loss as part of the gain or loss on disposal.

Goodwill and fair value adjustments arising on the acquisition of a foreign entity are treated as assets and liabilities of the foreign entity and translated at the closing rate.

Property, plant and equipment

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

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. All other repairs and maintenance are recognised in profit or loss during the period in which they are incurred.

Depreciation is provided to write off the cost of items of property, plant and equipment over their estimated useful lives and after taking into account of their estimated residual value, using the straight-line method. Assets held under finance leases are depreciated over their expected useful lives on the same basis as owned assets, or where shorter, the term of the relevant lease. The principal annual rates are as follows:

4. 主要會計政策(續)

外幣換算(續)

(c) 綜合賬目的換算(續)

- (iii) 所有因此而產生的外幣換算均於匯兌波動儲備內確認。

於綜合賬目時，因換算於海外實體投資淨額及換算借款而產生的匯兌差額，均於外幣換算儲備內確認。當出售海外業務時，有關匯兌差額於綜合損益中確認為出售時產生的部分損益。

收購海外實體產生之商譽及公平值調整作為海外實體之資產及負債處理，並按收市匯率換算。

物業、機器及設備

物業、機器及設備(包括就生產或供應貨品及服務或就行政目的而持有之租賃土地及樓宇)按成本扣除累計折舊及減值虧損列賬。

僅會在本集團很可能獲得與項目有關之未來經濟利益以及該項目之成本能可靠計量時，方會把有關物業、機器及設備之其後成本計入資產賬面值或確認為獨立資產(若適用)。所有其他維修保養費用於其產生之期間於損益中確認。

物業、機器及設備項目按預計可使用年期計提折舊及計入彼等之預計剩餘價值後以直線法撇銷成本。根據融資租約持有之資產按彼等之預期可使用年期或有關租期(以較短者為準)以自有資產相同基準予以折舊。其主要年率如下：

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

4. SIGNIFICANT ACCOUNTING POLICIES (Continued) 4. 主要會計政策(續)

Property, plant and equipment (Continued)

Leasehold land and buildings 租賃土地及樓宇	Over the shorter of the term of the lease, or 50 years 租約期限或50年(認較短者為準)
Leasehold improvements 租賃物業裝修	Over the shorter of 20%-33% or over the remaining unexpired terms of the leases 20%-33%或租約剩餘期限(認較短者為準)
Furniture, fixtures and office equipment 傢俬、裝置及辦公室設備	19%-33%
Plant and machinery 廠房及機器	20%
Gaming machines and systems 遊戲機器及系統	20%-33%
Motor vehicles 汽車	10%-20%

The residual values, useful lives and depreciation method are reviewed and adjusted, if appropriate, at the end of each reporting period.

The gain or loss on disposal of property, plant and equipment is the difference between the net sales proceeds and the carrying amount of the relevant asset, and is recognised in profit or loss.

Investment properties

Investment properties are land and/or buildings held to earn rentals and/or for capital appreciation. An investment property is measured initially at its cost including all direct costs attributable to the property.

After initial recognition, the investment property is stated at its fair value. Gains or losses arising from changes in fair value of the investment property are recognised in profit or loss for the period in which they arise.

If an item of property, plant and equipment becomes an investment property because its use has changed, any difference between the carrying amount and the fair value of this item at the date of transfer is recognised as a revaluation of property, plant and equipment.

The gain or loss on disposal of an investment property is the difference between the net sales proceeds and the carrying amount of the property, and is recognised in profit or loss.

物業、機器及設備(續)

於報告期末均會檢討資產剩餘價值、可使用年期及折舊方法，並於適當時作出調整。

處置物業、機器及設備之盈虧指銷售所得款項淨額與相關資產賬面值之差額，該等盈虧計入損益表。

投資物業

投資物業乃就賺取租金及／或作資本增值持有之土地及／或樓宇。投資物業初步按其成本值(包括物業應佔之所有直接成本)計量。

於初步確認後，投資物業按外聘獨立估值師估值之公平值列值。投資物業之公平值變動所產生之收益或虧損已計入其產生期間之損益表內。

若物業、廠房及設備之某個項目因其用途改變而成為投資物業，該項目於轉撥日期之賬面值與公平值的任何差額在權益中確認為物業、廠及設備之重估。

出售投資物業之盈虧為出售所得款項淨額與物業賬面值兩者間之差額，於損益中確認。

Notes to the Consolidated Financial Statements

綜合財務報表附註

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4. SIGNIFICANT ACCOUNTING POLICIES (Continued) 4. 主要會計政策(續)

Leases

The Group as lessee

(a) Operating leases

Leases that do not substantially transfer to the Group all the risks and rewards of ownership of assets are accounted for as operating leases. Lease payments (net of any incentives received from the lessor) are recognised as an expense on a straight-line basis over the lease term.

(b) Finance leases

Leases that substantially transfer to the Group all the risks and rewards of ownership of assets are accounted for as finance leases. At the commencement of the lease term, a finance lease is capitalised at the lower of the fair value of the leased asset and the present value of the minimum lease payments, each determined at the inception of the lease.

The corresponding liability to the lessor is included in the statement of financial position as finance lease payable. Lease payments are apportioned between the finance charge and the reduction of the outstanding liability. The finance charge is allocated to each period during the lease term so as to produce a constant periodic rate of interest on the remaining balance of the liability.

The Group as lessor

(a) Operating leases

Leases that do not substantially transfer to the lessees all the risks and rewards of ownership of assets are accounted for as operating leases. Rental income from operating leases is recognised on a straight-line basis over the term of the relevant lease.

租賃

本集團作為承租人

(a) 經營租賃

並不將資產擁有權之絕大部分風險及回報轉移至本集團之租賃，分類為經營租賃。租賃款項在扣除自出租人收取之任何獎勵金後，於租期內以直線法確認為開支。

(b) 融資租賃

將資產擁有權之絕大部分風險及回報轉移至本集團的租賃，分類為融資租賃。融資租賃在開始時按租賃資產之公平值與最低租賃款項現值(兩者均於租賃開始時釐定)間之較低者資本化。

出租人之相應債務於財務狀況表列作融資租賃應付款項。租賃款項按比例分配為融資支出及未付債務削減。融資支出於各租期內攤分，以就債務結餘得出一個貫徹之定期利率。

本集團作為出租人

(a) 經營租賃

並不將資產擁有權之絕大部分風險及回報轉移至承租人之租賃，分類為經營租賃。來自經營租賃之租金收入於相關租期內以直線法確認。

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

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Intangible assets

(a) *Intangible assets acquired separately*

Intangible assets acquired separately and with finite useful lives are carried at costs less accumulated amortisation and any accumulated impairment losses. Amortisation for intangible assets with finite useful lives is provided on a straight-line basis over their estimated useful lives. License has definite useful life and is amortised on straight-line basis over fifty years. Software are amortised on a straight-line basis over five years.

(b) *Intangible assets acquired in a business combination*

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 finite useful lives are carried at costs less accumulated amortisation and any accumulated impairment losses. Amortisation is provided on a straight-line basis over their estimated useful lives.

Inventories

Inventories are stated at the lower of cost and net realisable value. Cost is determined using the weighted average basis. The cost of finished goods and work in progress comprises raw materials, direct labour and an appropriate proportion of all production overhead expenditure, and where appropriate, subcontracting charges. Net realisable value is the estimated selling price in the ordinary course of business, less the estimated costs of completion and the estimated costs necessary to make the sale.

4. 主要會計政策(續)

無形資產

(a) *獨立收購之無形資產*

獨立收購且具有無限使用年期之無形資產按成本減累計攤銷及任何累計減值虧損列賬。有限使用年期無形資產之攤銷乃以直線法按其估計可使用年期作出撥備。牌照擁有有限使用年期，以直線法於五十年內攤銷。軟件以直線法於五年內攤銷。

(b) *於業務合併中獲得之無形資產*

倘於業務合併中獲得之無形資產符合無形資產之定義及彼等之公平值能可靠地予以計量，則彼等與商譽分開予以識別及確認。有關無形資產之成本為彼等於收購日期之公平值。

於初步確認後，具有有限可使用年期之無形資產按成本減累積攤銷及任何累積減值虧損後列賬。攤銷乃以直線法按彼等之估計可使用年期予以撥備。

存貨

存貨按成本值與可變現淨值兩者中的較低者入賬。成本值以加權平均法計算。製成品及在製品的成本包括原材料、直接人工及所有產品經常開支的應佔部分，及(如適當)分包費。可變現淨值乃按估計的正常銷售價格減去所有尚需投入的估計完成成本及估計銷售費用計算。

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綜合財務報表附註

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4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Recognition and derecognition of financial instruments

Financial assets and financial liabilities are recognised in the statement of financial position when the Group becomes a party to the contractual provisions of the instruments.

Financial assets are derecognised when the contractual rights to receive cash flows from the assets expire; the Group transfers substantially all the risks and rewards of ownership of the assets; or the Group neither transfers nor retains substantially all the risks and rewards of ownership of the assets but has not retained control on the assets. On derecognition of a financial asset, the difference between the asset's carrying amount and the sum of the consideration received 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 expired. The difference between the carrying amount of the financial liability derecognised and the consideration paid is recognised in profit or loss.

Investments

Investments are recognised and derecognised on a trade date basis where the purchase or sale of an investment is under a contract whose terms require delivery of the investment within the timeframe established by the market concerned, and are initially measured at fair value, plus directly attributable transaction costs except in the case of financial assets at fair value through profit or loss.

4. 主要會計政策(續)

確認及終止確認金融工具

本集團於成為金融工具合約條文之訂約方時於財務狀況表中確認金融資產及金融負債。

於收取資產現金流量之已訂約權利屆滿；本集團轉讓資產擁有權之絕大部分風險及回報；或本集團既無轉讓亦不保留資產擁有權之絕大部分風險及回報；但不保留資產之控制權時，終止確認金融資產。終止確認一項金融資產時，資產賬面值與已於其他全面收益內確認之已收代價以及累計損益之總和之間之差額於損益中確認。

倘相關合約訂明之責任解除、撤銷或失效，則終止確認金融負債。已終止確認金融負債賬面值與已付代價之差額於損益中確認。

投資

投資按交易日期基準確認及終止確認(其中投資之買賣乃根據其條款規定須於有關市場確定之時限內交付投資之合約進行)，並初步按公平值加直接應佔交易成本計量，惟透過損益按公平值列賬之金融資產情況除外。

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4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Investments (Continued)

(a) Held-to-maturity investments

Held-to-maturity investments are non-derivative financial assets with fixed or determinable payments and fixed maturity that the Group has the positive intention and ability to hold to maturity. Held-to-maturity investments are subsequently measured at amortised cost using the effective interest method, less any impairment losses.

An impairment loss is recognised in profit or loss when there is objective evidence that the held-to-maturity investments are impaired, and is measured as the difference between the carrying amount of the investments and the present value of estimated future cash flows, discounted at the effective interest rate computed at initial recognition. Impairment losses are reversed in subsequent periods and recognised in profit or loss when an increase in the investments' recoverable amount can be related objectively to an event occurring after the impairment was recognised, subject to the restriction that the carrying amount of the investments at the date the impairment is reversed shall not exceed what the amortised cost would have been had the impairment not been recognised.

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

Financial assets at fair value through profit or loss are either investments classified as held for trading or designated as at fair value through profit or loss upon initial recognition. These investments are subsequently measured at fair value. Gains or losses arising from changes in fair value of these investments are recognised in profit or loss.

4. 主要會計政策(續)

投資(續)

(a) 持有至到期日投資

持有至到期日投資為擁有已釐定或可釐定款項及固定到期日之非衍生金融資產，本集團有正面意圖及能力持有其至到期日。持有至到期日投資其後使用實際利率法按攤銷成本減任何減值虧損計量。

當有客觀證明持有至到期日投資獲減值，減值虧損則於損益中獲確認，並計量為投資賬面值與估計未來現金流現值之間之差額，按首次確認計算的實際利率折現。減值虧損於往後期間獲撥回，並於投資可收回金額增加客觀上與於減值虧損獲確認後發生的事項有關時於損益中確認，惟倘減值已獲確認，則須受減值撥回日期的投資賬面值不得超過攤銷成本早前之金額之限制。

(b) 透過損益按公平值列賬之金融資產

透過損益按公平值列賬之金融資產指於首次確認時分類為持作買賣或指定透過損益按公平值列賬之投資。該等投資其後按公平值計量。產生自該等投資公平值變動之收益或虧損於損益中確認。

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4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Derivative financial instruments

Derivatives are initially recognised at fair value at the date a derivative contract is entered into and are subsequently remeasured to their fair value at the end of each reporting period. The resulting gain or loss is recognised in profit or loss immediately unless the derivative is designated and effective as a hedging instrument, in which event the timing of the recognition in profit or loss depends on the nature of the hedge relationship.

Trade and other receivables

Trade and other receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market and are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method, less allowance for impairment. An allowance for impairment of trade and other receivables is established when there is objective evidence that the Group will not be able to collect all amounts due according to the original terms of receivables. The amount of the allowance is the difference between the carrying amount of the receivables and the present value of estimated future cash flows, discounted at the effective interest rate computed at initial recognition. The amount of the allowance is recognised in profit or loss.

Impairment losses are reversed in subsequent periods and recognised in profit or loss when an increase in the recoverable amount of the receivables can be related objectively to an event occurring after the impairment was recognised, subject to the restriction that the carrying amount of the receivables at the date the impairment is reversed shall not exceed what the amortised cost would have been had the impairment not been recognised.

Cash and cash equivalents

For the purpose of the statement of cash flows, cash and cash equivalents represent cash at bank and on hand, demand deposits with banks and other financial institutions, and short-term highly liquid investments which are readily convertible into known amounts of cash and subject to an insignificant risk of change in value. Bank overdrafts which are repayable on demand and form an integral part of the Group's cash management are also included as a component of cash and cash equivalents.

4. 主要會計政策(續)

衍生金融工具

衍生工具初步均按訂立衍生工具合約當日之公平值確認，其後按於各報告期末之公平值重新計算。所產生之損益即時於損益中確認，除非該衍生工具被指定及被界定為有效對沖工具，於此情況下，確認於損益之時間取決於對沖關係之性質。

貿易及其他應收款

貿易及其他應收款為並非於活躍市場報價而具備固定或可釐定款項之非衍生金融資產，初步按公平值確認，其後以實際利率法按攤銷成本(減除任何減值撥備)計算。貿易及其他應收款的減值撥備於出現客觀證據，即證明本集團無法按應收款的原有條款收回所有到期金額時確認。撥備金額為應收款項的賬面值與估計未來現金流量現值(按初步確認時計算之實際利率折現)間的差額。撥備金額於損益內確認。

減值虧損乃當應收款項之可收回金額增加客觀上與於確認減值後發生之事件有關時，於其後期間撥回並在損益中確認，惟應收款項於撥回減值之日之賬面值不得超過如並無確認減值時之攤銷成本值。

現金及現金等值項目

就現金流量表而言，現金及現金等值項目指銀行及手頭現金、存於銀行及其他金融機構的活期存款，及可隨時轉換為已知數額現金且沒有重大價值變動風險的短期及高度流通投資。應要求償還及構成本集團現金管理一個完整部分的銀行透支亦列入現金及現金等值項目。

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4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial liabilities and equity instruments

Financial liabilities and equity instruments are classified according to the substance of the contractual arrangements entered into and the definitions of a financial liability and an equity instrument under HKFRSs. An equity instrument is any contract that evidences a residual interest in the assets of the Group after deducting all of its liabilities. The accounting policies adopted for specific financial liabilities and equity instruments are set out below.

Borrowings

Borrowings are recognised initially at fair value, net of transaction costs incurred, and subsequently measured at amortised cost using the effective interest method.

Borrowings are classified as current liabilities unless the Group has an unconditional right to defer settlement of the liability for at least 12 months after the reporting period.

Trade and other payables

Trade and other payables are stated initially at their fair value and subsequently measured at amortised cost using the effective interest method unless the effect of discounting would be immaterial, in which case they are stated at cost.

Equity instruments

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

4. 主要會計政策(續)

金融負債及權益工具

本集團實體發行之金融負債及權益工具乃根據所訂立之合約安排之性質及根據香港財務報告準則對金融負債及權益工具之定義而分類。權益工具為證明於本集團經扣除其所有負債後之資產中所剩餘權益之任何合約。就特定金融負債及權益工具而採納之會計政策載於下文。

借貸

借貸初步按公平值扣除所產生之交易成本確認，及其後以實際利率法按攤銷成本值計算。

除非本集團擁有無條件權利，可將負債之償還日期遞延至報告期後至少十二個月，否則借貸被分類為流動負債。

應付賬款及其他應付款項

應付賬款及其他應付款項初步按公平值列賬，其後則以實際利率法按攤銷成本值計算，貼現影響微少則作別論，在該情況下，則按成本值列賬。

權益工具

本公司發行之權益工具記作已收款項(扣除直接發行費用)。

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4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Revenue recognition

Revenue is measured at the fair value of the consideration received or receivable and is recognised when it is probable that the economic benefits will flow to the Group and the amount of revenue can be measured reliably.

- (a) Revenues from the sales of manufactured goods and trading of raw materials are recognised on the transfer of significant risks and rewards of ownership, which generally coincides with the time when the goods are delivered and the title has passed to the customers.
- (b) Services income is recognised when the services are rendered.
- (c) Interest income is recognised on a time-proportion basis using the effective interest method.
- (d) Rental income is recognised on a straight-line basis over the lease term.

Employee benefits

(a) *Employee leave entitlements*

Employee entitlements to annual leave and long service leave are recognised when they accrue to employees. A provision is made for the estimated liability for annual leave and long service leave as a result of services rendered by employees up to the end of the reporting period.

Employee entitlements to sick leave and maternity leave are not recognised until the time of leave.

4. 主要會計政策(續)

收益確認

收益按已收或應收代價之公平值計量，並於經濟利益將歸入本集團及收益金額能可靠地計量時予以確認。

- (a) 銷售制成品及原材料買賣之收益乃於擁有權的重大風險及回報獲轉讓時確認，其一般與貨品交付及擁有權轉移予客戶之時間相符。
- (b) 服務收入於提供服務時予以確認。
- (c) 利息收入以實際利率法按時間比例基準確認。
- (d) 租金收入以直線法於租期確認。

僱員福利

(a) *僱員享有假期*

僱員的年假及長期服務休假的權利乃於僱員應享有時確認。本集團會就截至報告期末止僱員已提供的服務而產生的年假及長期服務休假的估計負債作出撥備。

僱員的病假及產假於僱員正式休假前不作確認。

Notes to the Consolidated Financial Statements 綜合財務報表附註

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

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Employee benefits (Continued)

(b) Pension obligations

The Group operates a defined contribution Mandatory Provident Fund retirement benefits scheme (“MPF Scheme”) under the Mandatory Provident Fund Schemes Ordinance, for those employees who are eligible to participate in the MPF Scheme. Contributions are made based on 5% of the employees’ relevant income, subject to a ceiling of monthly relevant income of HK\$20,000 and are charged to profit or loss as they become payable in accordance with the rules of the MPF Scheme. The assets of the MPF Scheme are held separately from those of the Group in an independently administered fund. The Group’s employer contributions vest fully with the employees when contributed into the MPF Scheme.

The Group also participates in a defined contribution retirement scheme organised by the government in the PRC. The Group is required to contribute a specific percentage of the payroll of its employees to the retirement scheme. The contributions are charged to profit or loss as they become payable in accordance with the rules of the retirement scheme. No forfeited contributions may be used by the employers to reduce the existing level of contributions.

(c) Termination benefits

Termination benefits are recognised when, and only when, the Group demonstrably commits itself to terminate employment or to provide benefits as a result of voluntary redundancy by having a detailed formal plan which is without realistic possibility of withdrawal.

4. 主要會計政策(續)

僱員福利(續)

(b) 退休金責任

本集團根據強制性公積金計劃條例，為符合資格參與強制性公積金退休福利計劃(「強積金計劃」)之合資格僱員，設立定額供款強積金計劃。本公司乃按照僱員相關收入之百分之五作出供款(相關每月收入之上限為20,000港元)，並於根據強積金計劃之規則支付供款時自損益中扣除。強積金計劃之資產與本集團資產分開持有，並存放於一獨立管理基金內。本集團僱主供款在作出供款時全數歸僱員所有。

本集團亦參與由中國政府監管之定額供款退休計劃。本集團須根據僱員薪金按指定百分比向該退休計劃供款。根據退休計劃之規則，供款乃於支付供款時自損益表中扣除。僱主不可將沒收供款用於減低現有供款水平。

(c) 離職福利

離職福利僅於本集團有正式具體辭退計劃且沒有撤回該計劃之實質可能性，並明確表明會終止僱用或由自願遣散而提供福利時，方會予以確認。

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

4. SIGNIFICANT ACCOUNTING POLICIES (Continued) 4. 主要會計政策(續)

Share-based payments

The Group issues equity-settled share-based payments to certain employees and business associates. Equity-settled share-based payments are measured at fair value (excluding the effect of non market-based vesting conditions) of the equity instruments at the date of grant. The fair value determined at the grant date of the equity-settled share-based payments is expensed on a straight-line basis over the vesting period, based on the Group's estimate of shares that will eventually vest and adjusted for the effect of non market-based vesting conditions.

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 capitalised as part of the cost of those assets, until such time as the assets are substantially ready for their intended use or sale. Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation.

To the extent that funds are borrowed generally and used for the purpose of obtaining a qualifying asset, the amount of borrowing costs eligible for capitalisation is determined by applying a capitalisation rate to the expenditures on that asset. The capitalisation rate is the weighted average of the borrowing costs applicable to the borrowings of the Group that are outstanding during the period, other than borrowings made specifically for the purpose of obtaining a qualifying asset.

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

股份基礎給付

本集團向若干僱員及業務聯繫人士作出以股權結算股份為基礎支付之款項。以股權結算股份為基礎支付之款項以授出當日之股本工具之公平值(不包括非市場歸屬條件)計量。於以股權結算為基礎支付之款項之授出日釐定其公平值，並以直線法於歸屬期內根據本集團估計最終將會歸屬之股份數目並為非市場歸屬條件予以調整後攤銷。

借款成本

與收購、建造或生產合資格資產(即必需花上一段長時間方能作其擬定用途或出售之資產)直接相關之借款成本均撥充資本，作為此等資產成本之一部分，直至此等資產大體上已可作其擬定用途或出售為止。指定用途借款在用作合資格資產之開支前作短暫投資所賺取投資收入，自合資格資本化之借款成本中扣除。

如借款之一般目的及用途為獲取合資格資產，合資格資本化之借款成本金額則採用資本化率計算該項資產開支之方法釐定。資本化率為適用於本集團該期間未償還借款之借款成本加權平均值，但為獲得合資格資產之特別借款除外。

所有其他借款成本於產生期間在損益確認。

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綜合財務報表附註

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

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Taxation

Income tax represents the sum of the current tax and deferred tax.

The tax currently payable is based on taxable profit for the year. Taxable profit differs from profit recognised in profit or loss 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 differences between the carrying amounts of assets and liabilities in the 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 and deferred tax assets are recognised to the extent that it is probable that taxable profits will be available against which deductible temporary differences, unused tax losses or unused tax credits 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.

Deferred tax liabilities are recognised for taxable temporary differences arising on investments in subsidiaries and associates, except where the Group is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future.

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

Deferred tax is calculated at the tax rates that are expected to apply in the period when the liability is settled or the asset is realised, based on tax rates that have been enacted or substantively enacted by the end of the reporting period. Deferred tax is recognised in profit or loss, except when it relates to items 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.

4. 主要會計政策(續)

稅項

所得稅指即期稅項及遞延稅項之總額。

現時應付稅項乃按本年度應課稅溢利計算。應課稅溢利與損益表中所確認溢利不同，乃由於前者不包括在其他年度應課稅或可扣稅收入或開支，並且不包括收益表內永不課稅或扣稅的項目。本集團本期稅項乃按現行稅率或報告期末時實際確立的稅率計算。

遞延稅項以資產及負債於其財務報告的賬面值與計算應課稅溢利相應稅基之間的差額確認，並使用資產負債表負債法入賬。遞延稅項負債通常會就所有應課稅臨時性差額確認，而遞延稅項資產乃按可能出現可利用臨時性差額扣稅、未動用稅項虧損或未動用稅項回撥的應課稅溢利時提撥。若於一項交易中，因商譽或因業務合併以外原因開始確認其他資產及負債而引致的臨時性差額既不影響應課稅溢利及會計溢利，則不會確認該等資產及負債。

遞延稅項負債乃按因於附屬公司之投資而引致的應課稅臨時性差額而確認，惟若本集團可令臨時性差額撥回及臨時性差額有可能未必於可見將來撥回的情況除外。

遞延稅項資產的賬面值於各報告期末作檢討，並於沒可能有足夠應課稅溢利恢復全部或部分資產價值時作調減。

遞延稅項乃按預期於負債清償或資產變現期間適用的稅率計算。有關稅率為現行稅率或於報告期末實際確立的稅率。遞延稅項於損益表中確認，惟倘遞延稅項在其他全面收益表或直接在權益表中確認的情況(在此情況下遞延稅項亦會於其他全面收益或直接於權益中確認)除外。

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4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Taxation (Continued)

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Group intends to settle its current tax assets and liabilities on a net basis.

Related parties

A party is related to the Group if:

- (a) directly or indirectly through one or more intermediaries, the party controls, is controlled by, or is under common control with, the Group; has an interest in the Group that gives it significant influence over the Group; or has joint control over the Group;
- (b) the party is an associate;
- (c) the party is a joint venture;
- (d) the party is a member of the key management personnel of the Company 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.

4. 主要會計政策(續)

稅項(續)

遞延稅項資產及負債只可在現行稅項資產及負債具合法權利，以及其與同一課稅機關徵收之所得稅，而本集團計劃以淨額基準處理其現行稅項資產及負債時，方予以抵銷。

關連人士

任何一方如屬以下情況，即視為本集團之關連人士：

- (a) 該方透過一家或多家中介公司，直接或間接控制本集團，受本集團控制或與本集團受同一方控制；於本集團擁有權益，並可藉著該權益對本集團行使重大影響力；或共同控制本集團；
- (b) 該方為聯營公司；
- (c) 該方為合營公司；
- (d) 該方為本公司或其母公司之主要管理人員其中一名成員；
- (e) 該方為(a)或(d)所述之任何人士之近親；
- (f) 該方為一家實體，直接或間接受(d)或(e)所述之任何人士控制或共同控制，或(d)或(e)所述之任何人士直接或間接對該實體行使重大影響力或擁有重大投票權；或
- (g) 該方為終止僱用後福利計劃，乃為本集團或屬於其關連人士之任何實體之僱員福利而設。

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

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Segment reporting

Operating segments, and the amounts of each segment item reported in the financial statements, are identified from the financial information provided regularly to the Group's most senior executive management for the purpose of allocating resources to, and assessing the performance of the Group's various lines of business in different geographical locations.

Individually material operating segments are not aggregated for financial reporting purposes unless the segments have similar economic characteristics and are similar in respect of the nature of products and services, the nature of production processes, the type or class of customers, the methods used to distribute the products or provide the services, and the nature of the regulatory environment. Operating segments which are not individually material may be aggregated if they share a majority of these criteria.

Impairment of assets

At the end of each reporting period, the Group reviews the carrying amounts of its tangible and intangible assets except goodwill, investment properties, deferred tax assets, investments, inventories and receivables 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 any impairment loss. Where it is not possible to estimate the recoverable amount of an individual asset, the Group estimates the recoverable amount of the cash generating unit to which the asset belongs.

Recoverable amount is the higher of fair value less costs to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset.

If the recoverable amount of an asset or cash-generating unit is estimated to be less than its carrying amount, the carrying amount of the asset or cash-generating unit is reduced to its recoverable amount. An impairment loss is recognised immediately in profit or loss, unless the relevant asset is carried at a revalued amount, in which case the impairment loss is treated as a revaluation decrease.

4. 主要會計政策(續)

分類呈報

經營分類及各分類項目於財務報表內呈報的金額，是根據定期提供予本集團最高行政管理層就資源分配及評估本集團的不同行業及不同所在地區之業務表現的財務資料中識別出來。

就財務報告而言，除非分類具備相似的經濟特徵及在產品及服務性質、生產過程性質、客戶類型或類別、用於分銷產品或提供服務的方法以及監管環境的性質方面相似，否則各個重大經營分類不會進行合算。個別非重大的經營分類，如果符合上述大部分標準，則可進行合算。

資產減值

於各報告期末，本集團均會審閱其資產(商譽、投資物業、遞延稅項資產、投資、存貨及應收款項除外)之賬面值，以釐定是否有任何情況顯示資產已出現減值虧損。如有任何減值情況，則會估計資產之可收回金額，以釐定減值虧損之程度。如不可能估計個別資產之可收回金額，則本集團會估計資產所屬現金產生單位之可收回金額。

可收回金額為公平值減去出售成本及使用中價值兩者中之較高者。於評估使用中價值時，估計未來現金流量乃以稅前折現率折現至現值以反映市場現時所評估之金錢時間值及該資產的特定風險。

倘資產或現金產生單位之可收回金額估計將少於賬面值，則資產或現金產生單位之賬面值會減少至其可收回金額。減值虧損會即時於損益表確認，除非有關資產乃按重估數額列賬則除外，在該情況下，減值虧損會被視為重估減幅。

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綜合財務報表附註

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4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Impairment of assets (Continued)

Where an impairment loss subsequently reverses, the carrying amount of the asset or cash-generating unit 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 (net of amortisation or depreciation) had no impairment loss been recognised for the asset or cash-generating unit in prior years. A reversal of an impairment loss is recognised immediately in profit or loss, unless the relevant asset is carried at a revalued amount, in which case the reversal of the impairment loss is treated as a revaluation increase.

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.

Event after the reporting period

Events after the reporting period that provide additional information about the Group's position at the end of the reporting period or those that indicate the going concern assumption is not appropriate are adjusting events and are reflected in the financial statements. Events after the reporting period that are not adjusting events are disclosed in the notes to the financial statements when material.

4. 主要會計政策(續)

資產減值(續)

倘減值虧損其後撥回，則資產或現金產生單位之賬面值會增加至所估算之經修訂可收回金額，惟按此所增加之賬面值不會高於假設以往年度並無就資產或現金產生單位確認減值虧損而原應已釐定之賬面值(扣除攤銷或折舊)。所撥回之減值虧損會即時於損益表確認，除非有關資產乃按重估數額列賬則除外，在該情況下，所撥回之減值虧損會被視為重估增值。

撥備及或然負債

倘因已發生之事件而導致本集團須對若干負債(時間或款額無法確定)承擔法律責任或推定責任，並可能引致經濟利益流出以解決有關責任，及可作出可靠估計，為此等負債作出之撥備將予以確認。若金錢之時間價值影響乃屬重大因素，有關之撥備須按預期為解決有關責任之開支現值入賬。

在未能肯定是否會導致經濟利益流出，或有關款額未能可靠地估量之情況下，有關責任則列作或然負債並予以披露，除非導致經濟利益流出之可能性極低，則作別論。可能承擔之責任(其存在與否只能藉一項或多項未來事件之發生與否而確定)亦列作或然負債並予以披露，除非導致經濟利益流出之可能性極低，則作別論。

報告期後事項

提供本集團於報告期末之額外資料或顯示持續經營假設並不適當之報告期後事項為調整事項，並反映於財務報表。並非調整事項之報告期後事項，如屬重大時乃於財務報表附註披露。

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

5. CRITICAL ACCOUNTING JUDGMENT AND KEY SOURCES OF ESTIMATION UNCERTAINTY

In the application of the Group's accounting policies, which are described in note 4 to the consolidated financial statements, the Directors are required to make judgments, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

Critical judgements in applying accounting policies

The critical judgment, apart from those involving estimations (see below), that the Directors have made in the process of applying the entity's accounting policies and that have the most significant effects on the amounts recognised in the consolidated financial statement.

Held-to-maturity investment

The Directors have reviewed the Group's held-to-maturity investment in the light of its capital maintenance and liquidity requirements and have confirmed the Group's positive intention and ability to hold this asset to maturity. The carrying amount of the held-to-maturity investment was approximately HK\$2,000,000 (2010: HK\$2,000,000). Details of this asset are set out in note 23 to the consolidated financial statements.

Key sources of estimation uncertainty

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

5. 重大會計判斷及估計不明朗因素之主要來源

採用綜合財務報表附註4所述本集團之會計政策時，董事須對難於循其他途徑取得之資產及負債賬面值作出判斷、估計及假設。該等估計及有關假設乃根據過往經驗及其他視為相關之因素而作出。實際結果或有別於該等估計。

估計及相關假設會持續被審閱。倘對會計估計之修訂僅影響進行修訂之期間，則於該期間確認，惟倘修訂會影響目前及未來期間，則會於目前及未來期間確認。

應用實體會計政策時之重大判斷

除涉及估計之重大判斷以外(見下文)，以下為董事於應用實體之會計政策時已作出且對綜合財務報表中確認之金額產生最大影響之重大判斷。

持有至到期日投資

董事已根據其資本維護及流動資金規定審核本集團持有至到期日投資，確認本集團持有該資產至到期日之主動意向及能力。持有至到期日投資之賬面值約為2,000,000港元(二零一零年：2,000,000港元)。該資產之詳情載列於綜合財務報表附註23。

估計不明朗因素之主要來源

以下為於報告期末極可能導致本集團資產與負債賬面值於下一財政年度需要作出重大調整之未來相關重要假設及導致估計不明朗因素之其他主要來源。

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綜合財務報表附註

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

5. CRITICAL ACCOUNTING JUDGMENT AND KEY SOURCES OF ESTIMATION UNCERTAINTY (Continued)

Key sources of estimation uncertainty (Continued)

(a) Fair value of investment properties

Investment properties were carried in the consolidated statement of financial position at the end of the reporting period at their fair value of approximately HK\$110,937,000 (2010: HK\$62,876,000). The fair value was based on a valuation on these properties conducted by an independent firm of professional valuers using property valuation techniques which involve certain assumptions of market conditions. Favourable or unfavourable changes to these assumptions would result in changes in the fair value of the Group's investment properties and corresponding adjustments to the amount of gain or loss reported in the consolidated profit or loss.

(b) Depreciation of property, plant and equipment and amortisation of intangible assets

Property, plant and equipment are depreciated and intangible assets are amortised on a straight-line basis over their estimated useful lives, after taking into account of their estimated residual values. The determination of the useful lives and residual values involve management's estimation. The Group assesses annually the residual value and the useful life of the property, plant and equipment and intangible assets and if the expectation differs from the original estimates, such a difference may impact the depreciation and amortisation in the year and the estimate will be changed in the future period.

5. 重大會計判斷及估計不明朗因素之主要來源(續)

估計不明朗因素之主要來源(續)

(a) 投資物業之公平值

投資物業按公平值約110,937,000港元(二零一零年:62,876,000港元)於報告期末之綜合財務狀況表中列賬。該公平值乃根據獨立專業評估公司以物業估值法對該等物業進行之估值計算,當中涉及若干市況假設。假設之有利或不利變動會改變本集團投資物業之公平值需對綜合損益表所報損益作相應調整。

(b) 物業、機器及設備折舊及無形資產攤銷

物業、機器及設備之折舊及無形資產之攤銷乃根據其預計可使用年限及計入彼等之預計剩餘價值後以直線法計提折舊。可使用年限及剩餘價值之釐定涉及管理層之估計。本集團每年均評估物業、機器及設備以及無形資產之剩餘價值及可使用年限,且倘預期與原估計不同,則該等差異可能影響年內折舊及攤銷,且估計於未來期間將被更改。

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5. CRITICAL ACCOUNTING JUDGMENT AND KEY SOURCES OF ESTIMATION UNCERTAINTY (Continued)

Key sources of estimation uncertainty (Continued)

- (c) *Write-off and impairment loss recognised in respect of property, plant and equipment*

The impairment loss for and write-off of property, plant and equipment are recognised for the amounts by which the carrying amounts exceed their recoverable amounts, in accordance with the Group's accounting policy. The recoverable amounts of property, plant and equipment have been determined based on value-in-use calculations. These calculations require the use of estimates such as the future revenue and discount rates. No impairment was provided for both years. During the year, property, plant and equipment of approximately HK\$10,220,000 (2010: HK\$11,118,000) was written off.

- (d) *Impairment loss recognised in respect of intangible assets*

At the end of the reporting period, the Group performs tests on whether there has been impairment of intangible assets in accordance with the accounting policy stated in note 4 to the consolidated financial statements. The recoverable amounts of intangible assets are determined based on value in-use calculations. These calculations require the use of estimates and assumptions made by management on the future operation of the business, pre-tax discount rates, and other assumptions underlying the value-in use calculations. At the end of the reporting period, the carrying value of intangible assets was approximately HK\$333,000 (2010: HK\$19,580,000) (net of accumulated amortisation and impairment loss of approximately HK\$38,207,000 (2010: HK\$17,027,000)).

5. 重大會計判斷及估計不明朗因素之主要來源(續)

估計不明朗因素之主要來源(續)

- (c) *就物業、機器及設備以所作撇銷及所確認之減值虧損*

物業、機器及設備之減值虧損及撇銷乃根據本集團會計政策確認賬面值超出其可收回金額之金額。物業、機器及設備以之可收回金額根據使用價值計算。此等計算需要使用估計，例如未來收入及折現率。年內，並無就減值計提撥備。年內，物業、機器及設備撇銷約10,220,000港元(二零一零年：11,118,000港元)。

- (d) *就無形資產確認之減值虧損*

於報告期末，本集團會根據綜合財務報表附註4所載會計政策就無形資產是否出現減值進行測試。無形資產之可收回金額按使用價值釐定。計算使用價值時須採用管理層就日後業務營運所作估計及假設、除稅前貼現率以及計算使用價值時所作其他假設。於報告期末，無形資產之賬面值為約333,000港元(二零一零年：19,580,000港元)(扣除累積攤銷及減值虧損約38,207,000港元(二零一零年：17,027,000港元))。

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5. CRITICAL ACCOUNTING JUDGMENT AND KEY SOURCES OF ESTIMATION UNCERTAINTY (Continued)

Key sources of estimation uncertainty (Continued)

(e) *Estimated impairment of goodwill*

Determining whether goodwill is impaired requires an estimation of the value-in-use of the cash-generating units to which goodwill has been allocated. The value-in-use calculation requires the Group to estimate the future cash flows expected to arise from the cash-generating unit and a suitable discount rate in order to calculate present value. Where the actual future cash flows are less than expected, a material impairment loss may arise. At the end of the reporting period, the carrying amounts of goodwill was approximately HK\$55,931,000 (2010: HK\$101,280,000), net of accumulated impairment loss of approximately HK\$51,485,000 (2010: HK\$5,885,000). Details of impairment testing on goodwill are set out in note 19 to the consolidated financial statements.

(f) *Impairment loss recognised in respect of interests in associates*

Interests in associates are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. Value-in-use calculations are used for assessing the recoverable amount of these interests. These calculations require use of judgments and estimates.

Management judgment is required for assessing impairment particularly in assessing: (i) whether an event has occurred that may indicate that the related carrying value of interests may not be recoverable; and (ii) whether the carrying value of the interests can be supported by the recoverable amount. Changing the estimations used by management in assessing impairment could materially affect the recoverable amount used in the impairment test and as a result affect the Group's consolidated financial position and results of operations. At the end of the reporting period, the carrying value of interests in associates was HK\$nil (2010: HK\$25,033,000) (net of accumulated impairment loss of approximately HK\$12,915,000 (2010: HK\$4,004,000)).

5. 重大會計判斷及估計不明朗因素之主要來源(續)

估計不明朗因素之主要來源(續)

(e) *商譽之估計減值*

釐定商譽是否減值需要估計獲分配商譽之現金產生單位之使用價值。在計算使用價值時，本集團需估計該現金產生單位而預期產生之日後現金流量及適當之貼現率以計算現值。倘實際未來現金流量少於預期，則可能出現重大減值虧損。於報告期末，商譽之賬面價值約為55,931,000港元(二零一零年：101,280,000港元)(扣除累計減值虧損約51,485,000港元(二零一零年：5,885,000港元))。有關商譽減值測試之詳情披露於綜合財務報表附註19。

(f) *就於聯營公司之權益確認之減值虧損*

當有跡象顯示賬面值可能無法收回時，應對於聯營公司之權益進行減值評估。使用價值計算用於評估該等權益之可收回數額。該等計算須使用判斷及估計。

管理層判斷用於評估減值，尤其是評估(i) 是否有跡象顯示權益相關賬面值可能無法收回；及(ii) 權益賬面值是否可透過可收回數額予以支持。更改管理層於評估減值時所用之估計將對減值測試所用之可回收數額產生重大影響，進而影響本集團綜合財務狀況及經營業績。於報告期末，於聯營公司之權益之賬面值為零港元(二零一零年：25,033,000港元)(扣除累計減值虧損約12,915,000港元(二零一零年：4,004,000港元))。

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5. CRITICAL ACCOUNTING JUDGMENT AND KEY SOURCES OF ESTIMATION UNCERTAINTY (Continued)

Key sources of estimation uncertainty (Continued)

(g) *Fair value of convertible note receivables*

Convertible note receivables were carried in the consolidated statement of financial position at the end of the reporting period at their estimated fair value of approximately HK\$nil (2010: HK\$61,612,000). As described in note 21 to the consolidated financial statements, the Directors use their judgment in selecting an appropriate valuation technique for financial instruments not quoted in an active market. Valuation techniques commonly used by market practitioners are applied taking into the consideration of the expected recoverability of the future cash inflow from the note receivables. The estimation of fair value of unlisted convertible notes receivable includes some assumptions not supported by observable market prices or rates. Favourable or unfavourable changes to these assumptions would result in changes in the fair value of the Group's convertible note receivables and corresponding adjustments to the amount of gain or loss reported in the consolidated profit or loss.

(h) *Impairment loss recognised in respect of other receivables, deposits and prepayments*

The policy for provision of impairment loss of deposits and other receivables of the Group is determined by the management based on the evaluation of collectability and aging analysis of accounts and management's judgment. A considerable amount of judgment is required in assessing the ultimate realisation of other receivables, deposits and prepayments, including the current creditworthiness and the past collection history of each deposits and receivables. At the end of the reporting period, the carrying amounts of other receivables, deposits, and prepayments were approximately HK\$10,557,000 (2010: HK\$34,659,000) (net of accumulated impairment loss of approximately HK\$54,095,000 (2010: HK\$23,352,000)).

5. 重大會計判斷及估計不明朗因素之主要來源(續)

估計不明朗因素之主要來源(續)

(g) *可換股票據應收款之公平值*

可換股票據應收款於報告期末之綜合財務狀況表內按其估計公平值約零港元(二零一零年: 61,612,000港元)列賬。如綜合財務報表附註21所述, 董事運用其判斷就未於活躍市場引用之金融工具選擇適當估值方法。計及可換股票據之現金流入預期可收回性市場從業者通常使用之估值方法獲適用。未列明可換股票據應收款之公平值估計包括無可觀測市價或比率支持之若干假設。該等假設之有利或不利變動將導致本集團可換股票據之公平值出現變動, 且對綜合損益呈報之收益或虧損數額作出相應調整。

(h) *就其他應收款項、按金及預付款確認之減值虧損*

本集團按金及其他應收款項之減值虧損撥備政策乃由管理層根據可收回性評估、賬齡分析及管理層判斷而制訂。評估該等其他應收款項、按金及預付款之最終變現能力需要作出大量判斷, 包括各個客戶之現時信譽及過往各按金及應收款項之收款歷史。於報告期末, 其他應收款項、按金及預付款之賬面值為約10,557,000港元(二零一零年: 34,659,000港元)(扣除累計減值虧損約54,095,000港元(二零一零年: 23,352,000港元))。

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6. CAPITAL RISK MANAGEMENT

The Group manages its capital to ensure that entities in the Group will be able to continue as a going concern while maximising the return to shareholders through the optimisation of the debt and equity balance.

The capital structure of the Group consist of debt which includes finance lease payables as disclosed in note 30, bank borrowings as disclosed in note 31, pledged and unpledged bank and cash balances as disclosed in note 27 and equity attributable to owners of the Company, comprising issued share capital and reserves. The Directors review the capital structure on a regular basis. As part of this review, the Directors consider the cost of capital and the associated risks, and take appropriate actions to adjust the Group's capital structure. The Group's overall strategy remains unchanged from prior periods.

7. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The Group's major financial instruments include trade and other receivables, convertible note receivables at fair value through profit or loss, amount due from a related party, derivative financial instruments, held-to-maturity investment, pledged bank deposits, bank and cash balances, trade and other payables, amounts due to directors and related companies, finance lease payables and bank borrowings are disclosed in respective notes. The risks associated with these financial instruments include market risk (currency risk and interest rate risk), credit risk and liquidity risk. The policies on how to mitigate these risks are set out below. The management manages and monitors these exposures to ensure appropriate measures are implemented on a timely and effective manner.

(a) Foreign currency risk

Foreign exchange risk arises from future commercial transactions, monetary assets and liabilities denominated in a currency that is not the functional currencies of the Group entities. The Group will monitor its foreign currency exposure closely and will consider hedging significant foreign currency exposure should the need arise.

6. 資本風險管理

本集團管理其資本以確保本集團能夠持續經營，同時透過優化債務及股本結餘為股東創造最大回報。

本集團資本結構包括附註30所披露的融資租約應付款項、附註31所披露的銀行借貸、附註27所披露的有抵押及無抵押銀行及現金結餘以及本公司股權持有人應佔權益(包括已發行股本及儲備)。董事定期檢討資本結構。作為此檢討之一部份，董事考慮資本之成本及相關風險，並採取適當行動以調整本集團之資本架構。本集團之整體資本管理策略跟過去期間維持不變。

7. 金融風險管理目標及政策

本集團之主要金融工具包括貿易及其他應收款、透過損益按公平值列賬之可換股票據應收款、應收一間關連公司款項、衍生金融工具、持有至到期日投資、已抵押銀行存款、銀行及現金結餘、貿易及其他應付款、應付董事及關連公司款項、融資租約應付款項及銀行借貸，並於相應之附註內披露。有關該等金融工具之風險包括市場風險(貨幣風險及利率風險)、信貸風險以及流動資金風險。如何減輕該等風險之政策載於下文。管理層管理及監察該等風險，以確保及時有效地實施適當措施。

(a) 外幣風險

外幣風險來自以本集團旗下實體之功能貨幣以外貨幣計值的日後商業交易、貨幣資產及負債。本集團將密切監察其外幣風險，並將於必要時考慮對沖重大外幣風險。

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7. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

(a) Foreign currency risk (Continued)

The Group's entities operating in the PRC have minimal exposures to foreign currency risk as most of their business transactions, assets and liabilities are principally denominated in Renminbi ("RMB"), the functional currencies of those entities. The turnover of the Group's PRC entities are substantially denominated in RMB. As the trade receivable and payables the Group's PRC entities are denominated in RMB, the Directors do not expect that there will be any significant currency risk associated with them. The foreign currency risk exposure of the PRC entities arising from business transactions was insignificant.

The Group's Hong Kong entities trade with international customers and are exposed to foreign exchange risk arising from various currency exposures, primarily with respect to the United States dollars ("US\$"), EURO ("EUR"), Great Britain pounds ("GBP"), Australian dollars ("AUD") and Renminbi ("RMB").

Sensitivity analysis

The following table details the Group's sensitivity to a 5% (2010: 5%) increase and decrease in US\$, EUR, GBP, AUD and RMB against HK\$. 5% (2010: 5%) is the sensitivity rate used when reporting foreign currency risk internally to key management personnel and represents management's assessment of the possible change in foreign exchange rates. The sensitivity analysis includes only outstanding foreign currency denominated monetary items and adjusts their translation at the end of the reporting period for a 5% (2010: 5%) change in foreign currency rates with all other variables held constant. A positive/(negative) number below indicates a decrease/(increase) in loss for the year where US\$, EUR, GBP, AUD and RMB strengthen/weakened 5% (2010: 5%) against HK\$.

7. 金融風險管理目標及政策(續)

(a) 外幣風險(續)

本集團旗下在中國經營之實體所面臨外幣風險極微，因為該等實體之大部分業務交易、資產及負債主要以該等實體之功能貨幣人民幣(「人民幣」)計值。本集團中國實體之營業額大部分以人民幣計值。由於本集團中國實體之貿易應收賬款及應付賬款以人民幣計值，董事預期將不會有與該等實體有關的任何重大貨幣風險。中國實體因業務交易產生之外幣風險輕微。

本集團香港實體與國際客戶進行貿易，並因若干貨幣風險而面臨外幣風險，主要涉及美元(「美元」)、歐元(「歐元」)、英鎊(「英鎊」)、澳大利亞元(「澳元」)及人民幣(「人民幣」)。

敏感度分析

下表詳述本集團對美元、歐元、英鎊、澳元及人民幣兌港元升值及貶值5%(二零一零年:5%)之敏感度。5%(二零一零年:5%)乃內部向主要管理人員匯報外幣風險時所使用之敏感度比率，即管理層就匯率之可能變化所作評估。敏感性分析僅包括以外幣計值之突出項目，並按5%之匯率變化在所有其他變量保持不變之情況下於報告期末對所作換算進行調整。下表之正數/(負數)表示美元、歐元、英鎊、澳元及人民幣兌相關外幣升值/貶值5%(二零一零年:5%)時，年度虧損減少/(增加)。

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7. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

(a) Foreign currency risk (Continued)

Sensitivity analysis (Continued)

		For the year ended 31 March	
		截至三月三十一日止年度	
		2011	2010
		二零一一年	二零一零年
		HK\$'000	HK\$'000
		港幣千元	港幣千元
HK\$ strengthened against:	港元兌以下貨幣升值：		
EUR	歐元	(813)	(1,042)
RMB	人民幣	331	(63)
AUD	澳元	(122)	(1,250)
US\$	美元	(128)	(877)
GBP	英鎊	(59)	(117)
(Increase)/decrease in loss for the year:	年度虧損(增加)/ 減少：	(791)	(3,349)

This is mainly attributable to the exposure on outstanding derivative financial instruments, trade and other receivables, bank and cash balances, trade and other payables denominated in US\$, EUR, GBP, AUD and RMB at the end of the reporting period.

7. 金融風險管理目標及政策(續)

(a) 外幣風險(續)

敏感度分析(續)

		For the year ended 31 March	
		截至三月三十一日止年度	
		2011	2010
		二零一一年	二零一零年
		HK\$'000	HK\$'000
		港幣千元	港幣千元
HK\$ strengthened against:	港元兌以下貨幣升值：		
EUR	歐元	(813)	(1,042)
RMB	人民幣	331	(63)
AUD	澳元	(122)	(1,250)
US\$	美元	(128)	(877)
GBP	英鎊	(59)	(117)
(Increase)/decrease in loss for the year:	年度虧損(增加)/ 減少：	(791)	(3,349)

此種情況主要歸因於以美元、歐元、英鎊、澳元及人民幣計值之未行使衍生工具、貿易及其他應收款、銀行及現金結餘、貿易及其他應付款於報告期末之風險。

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7. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

(b) Interest rate risk

The interest income is derived from the Group's current and short-term time deposits that carry interest at the respective banking deposit rate of the banks located in the PRC and Hong Kong.

The Group is exposed to fair value interest rate risk in relation to its fixed-rate convertible note receivables and finance lease payables (see notes 21 and 30 for details). The Group currently does not have an interest rate hedging policy. However, management monitors interest rate exposure and will consider other necessary actions when significant interest rate exposure is anticipated.

The Group is also exposed to cash flow interest rate risk, primarily in relation to its variable-rate bank deposits (see note 27 for details) and bank borrowings (see note 31 for details). It is the Group's policy to keep its borrowings at floating rate of interests so as to minimise the fair value interest rate risk.

The Group's bank deposits are short-term in nature and the exposure of the interest rate risk is minimal and no sensitivity to interest rate risk is presented.

The Group's exposure to interest rates on financial liabilities is detailed in the liquidity risk management section of this note. The Group's cash flow interest rate risk is mainly concentrated on the fluctuation of base lending rate published by the People's Bank of China and the Hong Kong Interbank Offered Rate.

7. 金融風險管理目標及政策(續)

(b) 利率風險

利息收入來自於本集團按中國及香港銀行各自銀行存款率計息之即期及短期存款。

定息可換股票據應收款項及融資租約應付款(詳情分別見附註21及30)使本集團面臨公平值利率風險。本集團現時並無利率對沖政策。然而,管理層監控利率風險,且當預計出現重大利率風險時,將考慮其他必要措施。

本集團亦面臨現金流量利率風險,主要與浮息銀行存款(該等存款詳情見附註27)及銀行借貸(該等借貸詳情見附註31)。本集團之政策為將其借貸維持浮息,將公平值利率風險盡量減低。

本集團之銀行存款性質上為短期存款,且利率風險較小,無利率風險敏感度呈列。

本集團面臨之金融負債利率風險於本附註流動資金風險管理一節詳述。本集團之現金流量利率風險主要集中於中國人民銀行公佈之基礎貸款利率及香港銀行同業拆息之波動。

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7. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

(b) Interest rate risk (Continued)

Sensitivity analysis

At the end of the reporting period, it is estimated that a general 100 basis point (2010: 100 basis point) increase or decrease in interest rates, with all other variables held constant, would increase or decrease the Group's loss for the year ended and accumulated losses by approximately HK\$62,000 (2010: HK\$378,000).

The above sensitivity analysis has been determined assuming that a change in interest rates had occurred at the end of the reporting period and had been applied to the exposure to interest rate risk for financial instruments in existence at that date. The 100 basis point increase or decrease represents management's assessment of a reasonably possible change in interest rates over the period until the next reporting period. The analysis was performed on the same basis for the year ended 31 March 2010.

(c) Credit risk

At the end of the reporting period, the Group's maximum exposure to credit risk which will cause a financial loss to the Group due to failure to discharge an obligation by the counterparties is arising from the carrying amount of the respective recognised financial assets as stated in the consolidated statement of financial position.

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

7. 金融風險管理目標及政策(續)

(b) 利率風險

敏感度分析

於報告期末，在所有其他變量維持不變之情況下，估計利率一般增加或減少100基點(二零一零年：100基點)將使本集團年內虧損及累積虧損增加或減少約62,000港元(二零一零年：378,000港元)。

上文敏感度分析乃假設利率變動已於報告期末產生而釐定，並已應用於金融工具於該日之現有利率風險。100基點增加或減少指管理層對直至下個年度報告期末止期間內利率可能合理變動之估計。該分析乃根據截至二零一零年三月三十一日止年度之相同基準開展。

(c) 信貸風險

於報告期末，因交易方未能履行責任而令本集團蒙受財務虧損之最高信貸風險乃來自綜合財務狀況表所載列相關已確認金融資產之賬面值。

為了將信貸風險降至最低，本集團管理層已委派隊伍負責釐定信貸限額、信貸批核及其他監控程序，確保已採取跟進行動以追收逾期債項。此外，本集團於各報告期末檢討各項個別應收賬款之可收回金額，以確保就不可收回金額作出足夠減值虧損。就此而言，董事認為本集團之信貸風險已大幅降低。

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7. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

(c) Credit risk (Continued)

The credit risk on liquid funds is limited because the counterparties are banks in Hong Kong with high credit ratings assigned by international credit rating agencies and authorised banks in the PRC with high credit ratings.

The Group has concentration of credit risk as 26% and 74% (2010: 14% and 63%) of the total trade receivables due from the Group's largest customer and the five largest customers, respectively.

The credit risk on held-to-maturity investment is limited because the counterparties are banks with high credit ratings assigned by international credit rating agencies.

(d) Liquidity risk

In the management of the liquidity risk, the Group monitors and maintains a level of cash and cash equivalents deemed adequate by the management to finance the Group's operations and mitigate the effects of fluctuations in cash flows. The management will closely monitor the cash flows generated from operations and the Group's needs for different types of external financing and will negotiate for proper facilities and consider proper means of equity financing as appropriate.

The following table details the Group's remaining contractual maturities for its financial liabilities. The table has been drawn up based on undiscounted cash flows of financial liabilities based on the earliest date on which the Group can be required to pay. The table includes both interest and principal cash flows. To the extent that interest flows are floating rate, the undiscounted amount is derived from interest rate curve at the end of the reporting period.

7. 金融風險管理目標及政策(續)

(c) 信貸風險(續)

由於交易夥伴為獲國際信貸評級機構給予高信貸評級之香港本地銀行及擁有信貸評級之中國認可銀行，故流動資金之信貸風險有限。

本集團有信貸集中風險來自分別有26%及74%(二零一零年：14%及63%)之貿易應收賬款總額乃分別結欠自本集團最大客戶及五大客戶。

持有至到期日投資之信貸風險受到限制，概因交易對手方均為國際信用評級機構指定之信用評級較高之銀行。

(d) 流動資金風險

於管理流動資金風險方面，本集團監察及維持現金及現金等值項目於管理層視為足以為本集團之經營業務提供資金及減輕現金流量波動影響之水平。管理層將密切監察經營業務所產生之現金流量及本集團對不同類型外部融資之需要，並就適當信貸進行磋商及考慮股本融資(倘適用)之適當方式。

下表詳列本集團金融負債之餘下合約到期日。下表乃按照金融負債於本集團可能須償還之最早日期之未折現現金流編製。下表包括利息及主要現金流量。倘利息流為浮息，則未折現金額會根據報告期末之利率曲線計算。

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7. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

(d) Liquidity risk (Continued)

		At 31 March 2011 於二零一一年三月三十一日				
On demand or within one year 按要求或 於一年內 HK\$'000 港幣千元	More than one year less than two years 超過一年 少於兩年 HK\$'000 港幣千元	More than two years less than five years 超過兩年 少於五年 HK\$'000 港幣千元	More than five years 超過五年 HK\$'000 港幣千元	Undiscounted cash flows 未貼現現金 現金流量 HK\$'000 港幣千元	Total 總額 Carrying amount 賬面值 HK\$'000 港幣千元	
	Trade and other payables 貿易及其他應付款	37,585	-	-	-	37,585
Derivative financial instruments 衍生金融工具	46	-	-	-	46	46
Bank borrowings 銀行借貸	6,730	-	-	-	6,730	6,180
	44,361	-	-	-	44,361	43,811

		At 31 March 2010 於二零一零年三月三十一日				
On demand or within one year 按要求或 於一年內 HK\$'000 港幣千元	More than one year less than two years 超過一年 少於兩年 HK\$'000 港幣千元	More than two years less than five years 超過兩年 少於五年 HK\$'000 港幣千元	More than five years 超過五年 HK\$'000 港幣千元	Undiscounted cash flows 未貼現現金 現金流量 HK\$'000 港幣千元	Total 總額 Carrying amount 賬面值 HK\$'000 港幣千元	
	Trade and other payables 貿易及其他應付款	30,035	-	-	-	30,035
Due to directors 應付董事之款項	39	-	-	-	39	39
Due to related companies 應付關連公司之款項	15	-	-	-	15	15
Finance lease payables 融資租約應付款項	412	69	-	-	481	414
Bank borrowings, as restated 銀行借貸，經重列	48,521	-	-	-	48,521	43,556
	79,022	69	-	-	79,091	74,059

7. 金融風險管理目標及政策(續)

(d) 流動資金風險(續)

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7. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

(d) Liquidity risk (Continued)

The table that follows summarises the maturity analysis of a bank borrowing with a repayment on demand clause based on agreed scheduled repayments set out in the borrowing agreement. Taking into account the Group's financial position, the Directors do not consider that it is probable that the bank will exercise its discretion to demand immediate repayment. The Directors believe that such bank loan will be repaid in accordance with the scheduled repayment dates set out in the borrowing agreement.

7. 金融風險管理目標及政策(續)

(d) 流動資金風險(續)

下表概列附有須應要求還款之條款的銀行借貸根據借貸協議所載之協定還款時間表作出之到期分析。考慮到本集團之財務狀況，董事並不認為銀行將行使酌情權，要求立即償還。董事認為，該銀行貸款將按照借款協議所載之協定還款日期償還。

**Maturity analysis – Bank borrowings subject to
a repayment on demand clause based on scheduled repayments**
到期分析 – 根據協定還款日期而償還之附有須應要求還款條款的銀行借貸

	On demand or within one year 按要求或 於一年內 HK\$'000 港幣千元	More than one year less than two years 超過一年 少於兩年 HK\$'000 港幣千元	More than two years less than five years 超過兩年 少於五年 HK\$'000 港幣千元	More than five years 超過五年 HK\$'000 港幣千元	Undiscounted cash flows 未貼現現金 現金流量 HK\$'000 港幣千元	Total 總額 Carrying amount 賬面值 HK\$'000 港幣千元
		31 March 2011 二零一一年三月三十一日	1,026	1,026	3,078	1,600
31 March 2010 二零一零年三月三十一日	5,787	5,735	15,885	21,114	48,521	43,556

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7. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

(e) Categories of financial instruments

Financial assets:	金融資產：
Financial assets at fair value through profit or loss	以公平值計入損益之金融資產
– Designated as such upon initial recognition	– 於初始確認時指定
– Held for trading	– 持作交易
Held-to-maturity investment	持有至到期日投資
Loans and receivables (including bank and cash balances)	貸款及應收款項 (包括銀行及現金結餘)
Financial liabilities:	金融負債：
Financial liabilities at fair value through profit or loss	以公平值計入損益之金融負債
– Held for trading	– 持作交易
Financial liabilities at amortised costs	按攤銷成本之金融負債

(f) Fair value

The carrying amounts of the Group's financial assets and financial liabilities as reflected in the consolidated statement of financial position approximate their respective fair values.

The following disclosures of fair value measurements use a fair value hierarchy which has 3 levels:

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

7. 金融風險管理目標及政策(續)

(e) 金融工具分類

At 31 March 2011 二零一一年 三月三十一日 HK\$'000 港幣千元	At 31 March 2010 二零一零年 三月三十一日 HK\$'000 港幣千元
–	61,612
–	1,342
2,000	2,000
72,857	184,864
74,857	249,818
46	–
38,443	69,848
38,489	69,848

(f) 公平值

綜合財務狀況表所列本公司財務資產及財務負債之賬面值與其各自公平價值相若。

以下披露以公平值測量法計算公平值，分出三個等級制度：

- 級別1：於活躍市場同一的資產或負債之報價價格(未經調整)。
- 級別2：投入除了包括在級別1中的顯著可見的資產或負債之直接(即價格)或間接(即價格衍生)報價價格。
- 級別3：投入沒有根據顯著可見的市場數據之資產或負債(非顯著可見投入)。

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7. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

7. 金融風險管理目標及政策(續)

(f) Fair value (Continued)

(f) 公平值(續)

Disclosures of level in fair value hierarchy at the end of the reporting period:

於報告期末，公平值等級披露如下：

		At 31 March 2011 於二零一一年三月三十一日			
		Level 1 第一級 HK\$'000 港幣千元	Level 2 第二級 HK\$'000 港幣千元	Level 3 第三級 HK\$'000 港幣千元	Total 合計 HK\$'000 港幣千元
Derivative financial instruments	衍生金融工具	-	(46)	-	(46)
		At 31 March 2010 於二零一零年三月三十一日			
		Level 1 第一級 HK\$'000 港幣千元	Level 2 第二級 HK\$'000 港幣千元	Level 3 第三級 HK\$'000 港幣千元	Total 合計 HK\$'000 港幣千元
Derivative financial instruments	衍生金融工具	-	1,342	-	1,342
Convertible note receivables at fair value through profit or loss	透過損益按公平值列賬之可換股票據應收款	-	-	61,612	61,612
		-	1,342	61,612	62,954

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7. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

(f) Fair value (Continued)

The reconciliation of level 3 fair value measurements of financial assets is as follows:

		2011 二零一一年 HK\$'000 港幣千元	2010 二零一零年 HK\$'000 港幣千元
At 1 April	於四月一日	61,612	24,491
Exchange realignment	匯兌調整	-	77
Purchases	購置	-	34,878
Settlements	結算	-	(3,876)
Total fair value changes recognised in consolidated profit or loss	於綜合損益中確認之公平值變動總額	(61,612)	6,042
At 31 March	於三月三十一日	-	61,612

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

Included in the consolidated profit or loss is a loss of HK\$1,388,000 (2010: a gain of HK\$1,342,000) which relates to the change in fair value of the derivate financial instruments at the end of the reporting period.

8. SEGMENT INFORMATION

For management purpose, the Group has three operating and reportable segments as follows:

Digital entertainment business	-	Provision of internet café licenses, online game tournament services and online entertainment platforms.
Packaging products business	-	Manufacture and sale of packaging products.
Watch business	-	Trading of watches

The Group's reportable segments are strategic business units that offer different products and services. They are managed separately because each business requires different technology and marketing strategies. Information regarding the above segment is reported below.

7. 金融風險管理目標及政策(續)

(f) 公平值(續)

金融資產之第三級公平值計量之對賬如下：

		2011 二零一一年 HK\$'000 港幣千元	2010 二零一零年 HK\$'000 港幣千元
At 1 April	於四月一日	61,612	24,491
Exchange realignment	匯兌調整	-	77
Purchases	購置	-	34,878
Settlements	結算	-	(3,876)
Total fair value changes recognised in consolidated profit or loss	於綜合損益中確認之公平值變動總額	(61,612)	6,042
At 31 March	於三月三十一日	-	61,612

於本年度，第一級與第二級之間並無轉撥。

於報告期末，綜合損益表已包括分別與衍生金融工具公平值變動有關之損失1,388,000港元(二零一零年：收益1,342,000港元)。

8. 分部資料

就管理而言，本集團有以下三個營運及可呈報分部：

數碼娛樂業務	-	提供網吧牌照、網絡遊戲服務及網絡娛樂平台
包裝產品業務	-	製造及銷售包裝產品
鐘錶業務	-	鐘錶買賣

本集團之可呈報分部乃提供不同產品及服務之策略業務單位，並因各項業務要求不同技術及市場推廣策略而單獨管理。上述分部之有關資料呈報如下。

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

8. SEGMENT INFORMATION (Continued)

8. 分部資料(續)

(a) Segment revenue and results

The following is an analysis of the Group's revenue and results by reportable segment:

(a) 分部收益及業績

下表為本集團可呈報分部之收益及業績分析：

For the year ended 31 March

截至三月三十一日止年度

		Digital entertainment business		Packaging products business		Watch business		Consolidated total	
		數碼娛樂業務		包裝產品業務		鐘錶業務		綜合總計	
		2011	2010	2011	2010	2011	2010	2011	2010
		二零一一年	二零一零年	二零一一年	二零一零年	二零一一年	二零一零年	二零一一年	二零一零年
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元
TURNOVER:	營業額：								
Revenue from external customers	來自外部客戶之收益	1,063	2,631	143,348	103,857	664	10,661	145,075	117,149
RESULTS:	業績：								
Segment profit/(loss)	分部溢利(虧損)	(90,206)	(77,609)	(25,644)	8,211	(10,932)	1,577	(126,782)	(67,821)
Interest income	利息收入							2,779	2,957
Change in fair value of derivative financial instruments*	衍生金融工具公平值之變動*							(1,388)	1,342
Change in fair value of investment properties	投資物業公平值之變動							36,080	13,035
Change in fair value of convertible notes receivables	可換股票據應收款公平值之變動							(61,612)	6,042
Exchange gain	匯兌收益							1,521	12,751
(Loss)/gain on disposal derivative financial instruments*	出售衍生金融工具之(虧損)/收益*							(1,557)	739
Gain on disposal of subsidiaries	出售附屬公司之收益							-	1,624
Impairment of other receivables	其他應收款之減值							-	(3,000)
Impairment of interests in associates	於聯營公司之權益之減值							(12,915)	(4,004)
Impairment of loans to non-controlling shareholders of a subsidiary	向一間附屬公司之非控股股東提供之貸款之減值							(2,133)	(4,197)
Reversal of impairment loss on other receivables	其他應收款之減值虧損撥回							581	5,330
Waiver of other payables	豁免其他應付款							1,092	1,168
Share of results of associates	分佔聯營公司之業績							(12,118)	35
Unallocated income	未分配收入							19,652	7,601
Unallocated corporate expenses	未分配公司開支							(136,022)	(52,109)
Finance costs	財務費用							(989)	(1,610)
Loss before tax	除稅前虧損							(293,811)	(80,117)

* These items were included in other income or administrative expenses.

* 該等項目包括在其他收入或行政開支內。

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8. SEGMENT INFORMATION (Continued)

(a) Segment revenue and results (Continued)

There are no sales between the reportable segments for both years ended 31 March 2011 and 2010.

The accounting policies of the reportable segments are the same as the Group's accounting policies described in note 4 to the consolidated financial statements. Segment profit/(loss) represents the profit or loss of each segment without allocation of interest income, change in fair value of derivative financial instruments, change in fair value of investment properties, change in fair value of convertible note receivables, exchange gain, (loss)/gain on disposal of derivative financial instruments, gain on disposal of subsidiaries, impairment loss recognised in respect of other receivables, impairment loss recognised in respect of investments in associates, impairment loss recognised in respect of loans to non-controlling shareholders of a subsidiary, reversal of impairment loss recognised in respect of other receivables, waiver of other payables, share of results of associates, centralised administrative expenses, Directors' remunerations, finance costs and income tax expense. This is the measure reported to the chief operating decision maker of the Group for the purposes of resource allocation and assessment of segment performance.

8. 分部資料(續)

(a) 分部收益及業績(續)

截至二零一一年及二零一零年三月三十一日止各年度，可呈報分部間並無銷售。

可呈報分部會計政策與綜合財務報表附註4所述之本集團會計政策一致。分部溢利／(虧損)為每個分部之損益，惟利息收入、衍生金融工具公平值之變動、投資物業公平值之變動、可換股票據應收款公平值之變動、匯兌收益、出售衍生金融工具之(虧損)／收益、出售附屬公司之收益、就其他應收款確認之減值虧損、就於聯營公司之投資確認之減值虧損、就向一間附屬公司非控股股東提供之貸款確認之減值虧損、就其他應收款確認之減值虧損撥回、豁免其他應付款、分佔聯營公司之業績、集中行政管理開支、董事酬金、財務費用及所得稅開支不予分配。這是向本集團主要營運決策者所報告作為資源分配及分部表現之評估的基準。

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8. SEGMENT INFORMATION (Continued)

8. 分部資料(續)

(b) Segment assets and liabilities

(b) 分部資產及負債

The following is an analysis of the Group's assets and liabilities by reportable segment:

以下為根據可呈報分部分分析之本集團資產及負債：

		At 31 March 於三月三十一日							
		Digital entertainment business 數碼娛樂業務		Packaging products business 包裝產品業務		Watch business 鐘錶業務		Consolidated total 綜合總計	
		2011 二零一一年 HK\$'000 港幣千元	2010 二零一零年 HK\$'000 港幣千元	2011 二零一一年 HK\$'000 港幣千元	2010 二零一零年 HK\$'000 港幣千元	2011 二零一一年 HK\$'000 港幣千元	2010 二零一零年 HK\$'000 港幣千元	2011 二零一一年 HK\$'000 港幣千元	2010 二零一零年 HK\$'000 港幣千元
ASSETS:	資產：								
Segment assets	分部資產	136,283	98,596	127,793	159,114	815	4,116	264,891	261,826
Interests in associates	聯營公司權益							-	25,033
Convertible note receivables at fair value through profit or loss	透過損益按公平值列賬之可換股票據應收款							-	61,612
Derivative financial instruments	衍生金融工具							-	1,342
Due from a related party	應收關連方款項							1,185	20
Held-to-maturity investment	持有至到期日投資							2,000	2,000
Current tax assets	流動稅項資產							295	214
Pledged bank deposits	有抵押銀行存款							2,428	22,050
Bank and cash balances	銀行及現金結餘							36,638	105,462
Unallocated corporate assets	未分配企業資產							8,492	147,477
Total assets	資產總額							315,929	627,036
LIABILITIES:	負債：								
Segment liabilities	分部負債	4,177	4,329	17,904	15,390	1,237	2,730	23,318	22,449
Derivative financial instruments	衍生金融工具							46	-
Due to directors	應付董事款項							-	39
Due to related companies	應付關連公司款項							-	15
Finance lease payables	融資租約應付款項							-	414
Bank borrowings	銀行借貸							6,180	43,556
Deferred tax liabilities	遞延稅項負債							14,929	3,809
Unallocated corporate liabilities	未分配企業負債							14,267	7,586
Total liabilities	負債總額							58,740	77,868

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8. SEGMENT INFORMATION (Continued)

(b) Segment assets and liabilities (Continued)

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

- all assets are allocated to reportable segments other than interests in associates, convertible note receivables at fair value through profit or loss, derivative financial instruments, amount due from a related party, held-to-maturity investment, current tax assets, pledged bank deposits, and bank and cash balances; and
- all liabilities are allocated to reportable segments other than amounts due to directors and related companies, finance lease payables, bank borrowings, current tax liabilities and deferred tax liabilities.

(c) Geographical information

The Group's operations are located in Hong Kong and the PRC.

The Group's revenue from external customers by geographical location of revenue from external customers is detailed below:

8. 分部資料(續)

(b) 分部資產及負債(續)

就監察分部表現及分部間資源分配而言：

- 除聯營公司權益、透過損益按公平值列賬之可換股票據應收款、衍生金融工具、應收關連方款項、持有至到期日投資、流動稅項資產、有抵押銀行存款以及銀行及現金結餘外，所有資產按可呈報分部分配；及
- 除應付董事及關連公司款項、融資租約應付款項、銀行借貸、流動稅項負債及遞延稅項負債外，所有負債按可呈報分部分配。

(c) 地區資料

本集團之業務經營地點為香港及中國。

按外部客戶收入之地理位置分析之本集團來自外部客戶之收入如下：

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8. SEGMENT INFORMATION (Continued)

(c) Geographical information (Continued)

Turnover by geographical market

		2011 二零一一年 HK\$'000 港幣千元	2010 二零一零年 HK\$'000 港幣千元
Brazil	巴西	5,873	-
Canada	加拿大	1,183	906
The PRC (excluding HK)	中國(香港除外)	4,207	4,166
England	英國	12,436	9,458
Germany	德國	48,917	42,495
Hong Kong	香港	24,667	27,995
Italy	意大利	16,223	17,276
Singapore	新加坡	9,365	917
United States of America	美國	8,880	3,168
Other countries	其他國家	13,324	10,768
		145,075	117,149

The Group's non-current assets, other than financial instruments, by geographical location are detailed below:

		2011 二零一一年 HK'000 港幣千元	2010 二零一零年 HK'000 港幣千元 (Restated) (經重列)
The PRC	中國	140,118	149,303
Hong Kong	香港	70,140	72,976
		210,258	222,279

Revenue from two (2010: one) customer(s) of the Group's packaging products business segment contributing over 10% of the total revenue of the Group represents approximately HK\$47,893,000 (2010: HK\$31,681,000) of the Group's total revenue.

8. 分部資料(續)

(c) 地區資料

按地區市場劃分之營業額

		2011 二零一一年 HK\$'000 港幣千元	2010 二零一零年 HK\$'000 港幣千元
Brazil	巴西	5,873	-
Canada	加拿大	1,183	906
The PRC (excluding HK)	中國(香港除外)	4,207	4,166
England	英國	12,436	9,458
Germany	德國	48,917	42,495
Hong Kong	香港	24,667	27,995
Italy	意大利	16,223	17,276
Singapore	新加坡	9,365	917
United States of America	美國	8,880	3,168
Other countries	其他國家	13,324	10,768
		145,075	117,149

本集團按地區分類之非流動資產(不包括金融工具)詳列如下:

		2011 二零一一年 HK'000 港幣千元	2010 二零一零年 HK'000 港幣千元 (Restated) (經重列)
The PRC	中國	140,118	149,303
Hong Kong	香港	70,140	72,976
		210,258	222,279

來自本集團包裝產品業務分部之收入超過本集團總收入10%以上之兩名客戶(二零一零年:一名)之收入為47,893,000港元(二零一零年:31,681,000港元)。

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8. SEGMENT INFORMATION (Continued)

(d) Other segment information

Amounts included in the measure of segment profit or loss or segment assets:

8. 分部資料(續)

(d) 其他分部資料

計量分部利潤或虧損或分部資產時計入的金額：

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		Digital entertainment business		Packaging products business		Watch business		Unallocated		Consolidated total	
		數碼娛樂業務		包裝產品業務		鐘錶業務		未分配		綜合總計	
		2011	2010	2011	2010	2011	2010	2011	2010	2011	2010
		二零一一年	二零一零年	二零一一年	二零一零年	二零一一年	二零一零年	二零一一年	二零一零年	二零一一年	二零一零年
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元
Addition to non-current assets	添置非流動資產	11,334	3,918	3,313	582	-	-	-	25,671	14,647	30,171
Amortisation of intangible assets	無形資產攤銷	2,025	1,788	-	-	-	-	-	-	2,025	1,788
Depreciation of property, plant and equipment	物業、機器及設備折舊	4,903	7,263	2,879	2,908	-	18	3,445	4,620	11,227	14,809
Impairment of goodwill	商譽之減值	-	5,868	45,349	-	-	-	-	-	45,349	5,868
Impairment of intangible assets	無形資產之減值	18,063	13,954	-	-	-	-	-	-	18,063	13,954
Impairment of inventories	存貨減值	467	-	-	-	8,795	-	-	-	9,262	-
(Gain)/loss on disposal of property, plant and equipment	出售物業、機器及設備之(收益)/虧損	(18,275)	568	(673)	-	-	-	-	-	(18,948)	568
Property, plant and equipment written off	物業、機器及設備撇銷	6,223	11,049	89	69	-	-	3,908	-	10,220	11,118
Inventories written off	存貨撇銷	-	-	119	114	-	-	-	-	119	114

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9. TURNOVER AND OTHER INCOME

Turnover represents net amounts received and receivable for services provided and goods sold by the Group to outside customers, less discounts and sales related taxes.

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

9. 營業額及其他收入

營業額指本集團已提供及售予外部客戶之服務及貨品之已收及應收款項淨額，扣除折扣及銷售關連稅項。

本集團之本年度營業額分析如下：

		2011 二零一一年 HK\$'000 港幣千元	2010 二零一零年 HK\$'000 港幣千元
Turnover:	營業額：		
Digital entertainment business	數碼娛樂業務	1,063	2,631
Manufacture and sale of packaging products	製造及銷售包裝產品	143,348	103,857
Trading of watches	鐘錶貿易	664	10,661
		145,075	117,149
Other income:	其他收入：		
Change in fair value of derivative financial instruments	衍生金融工具之公平值變動	-	1,342
Gain on disposal of subsidiaries	出售附屬公司之收益	-	1,624
Gain on disposal of derivative financial instruments	出售衍生金融工具之收益	-	739
Gain on disposal of property, plant and equipment	出售物業、廠房及設備之收益	18,948	-
Interest income	利息收入	2,779	2,957
Reversal of impairment loss on other receivables	其他應收款之減值虧損撥回	581	5,330
Rental income (note)	租金收入(附註)	6,252	5,748
Sundry income	雜項收入	705	1,853
Waiver of other payables	豁免其他應付款	1,092	1,168
		30,357	20,761
		2011 二零一一年 HK\$'000 港幣千元	2010 二零一零年 HK\$'000 港幣千元
Note to rental income:	租金收入附註：		
Gross rental income	租金收入總額	6,252	5,748
Less: outgoings	減：開支	(831)	(784)
Net rental income	租金收入淨額	5,421	4,964

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10. FINANCE COSTS

Interest expenses on borrowings wholly repayable within five years:	須於五年內全數償還之借貸之利息開支：
– Bank borrowings	– 銀行借貸
– Imputed interest on convertible loan notes	– 可換股貸款票據之設算利息
– Finance lease payables	– 融資租約應付款項

10. 財務費用

2011 二零一一年 HK\$'000 港幣千元	2010 二零一零年 HK\$'000 港幣千元
924	1,497
–	56
65	57
989	1,610

11. INCOME TAX

Hong Kong Profits Tax:	香港利得稅：
– current	– 本期
– (over)/under-provision	– 撥備(超額)/不足
PRC Enterprise Income Tax – current	中國企業所得稅 – 本期
Deferred tax (note 32):	遞延稅項(附註32)：

11. 所得稅

2011 二零一一年 HK\$'000 港幣千元	2010 二零一零年 HK\$'000 港幣千元
714	665
(246)	239
468	904
6	16
10,075	2,509
10,549	3,429

Hong Kong Profits Tax is calculated at 16.5% of the estimated assessable profit for the year ended 31 March 2011 and 2010. Tax arising in other jurisdictions is calculated at the rates prevailing in the respective jurisdictions. Under the Law of the PRC on Enterprise Income Tax (the "EIT Law") and Implementation Regulation of the EIT Law, the tax rate of subsidiaries of the Company in the PRC is 25% for both years.

截至二零一一年及二零一零年三月三十一日止年度，香港利得稅乃按估計應課稅溢利之16.5%計算。於其他司法權區產生之稅項乃按各自司法權區之現行稅率計算。根據中國企業所得稅法(「企業所得稅法」)及企業所得稅法實施條例，本公司位於中國之附屬公司之稅率於該兩個年度均為25%。

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11. INCOME TAX (Continued)

The reconciliation between the income tax for the year and the loss before tax multiplied by the Hong Kong profits tax rate is as follows:

11. 所得稅(續)

本年度所得稅與除稅前虧損乘以香港利得稅率之乘積之對賬如下：

		2011 二零一一年 HK\$'000 港幣千元	2010 二零一零年 HK\$'000 港幣千元
Loss before tax:	除稅前虧損：	(293,811)	(80,117)
Tax at the domestic income tax rate of 16.5% (2010: 16.5%)	按本地所得稅稅率 16.5% (二零一零年：16.5%)	(48,479)	(13,219)
Effect of different tax rates of subsidiaries operating in other jurisdictions	於其他司法權區經營之附屬公司稅率不同之影響	(3,875)	(2,136)
(Over)/under-provision of tax in prior years	以往年度所得稅撥備(超額)/不足	(246)	239
Tax effect of income not taxable	毋須課稅收之稅務影響	(6,158)	(3,772)
Tax effect of expenses not deductible	不可扣減開支之稅務影響	62,737	16,244
Tax effect of deductible temporary differences not recognised	未確認可扣稅暫時差額之稅務影響	-	5,779
Tax effect of taxes losses not recognised	未確認稅項虧損之稅務影響	6,570	1,956
Utilisation of tax losses previously not recognised	先前未確認稅項虧損之動用	-	(330)
Utilisation of other deductible temporary difference not recognised	未確認其他可扣減暫時差額之動用	-	(1,332)
Tax at the Group's effective rate	按本集團實際稅率計算之稅項	10,549	3,429

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12. LOSS FOR THE YEAR

The Group's loss for the year is stated after charging/(crediting):

12. 本年度虧損

本集團本年度虧損已扣除/(抵免)下列各項：

		2011 二零一一年 HK\$'000 港幣千元	2010 二零一零年 HK\$'000 港幣千元
Cost of inventories sold	出售存貨成本	89,793	70,831
Inventories written off (included in cost of sales)	存貨撇銷(計入銷售成本)	119	114
Depreciation of property, plant and equipment	物業、廠房及設備折舊	11,227	14,809
Amortisation of intangible assets	無形資產攤銷	2,025	1,788
(Gain)/loss on disposal of property, plant and equipment	出售物業、廠房及設備 之(收益)/虧損	(18,948)	568
Property, plant and equipment written off	物業、廠房及設備撇銷	10,220	11,118
Operating lease rentals in respect of land and buildings	土地及樓宇之經營租賃租金	9,545	10,900
Auditors' remuneration	核數師薪酬		
– Current year	– 本年度	1,013	1,701
– Under-provision in prior years	– 以往年度撥備不足	–	85
Staff costs (including Directors' remuneration – note 13):	員工成本 (包括董事酬金—附註13)：		
Salaries, allowances and other benefits in kind	薪金、津貼及其他實物福利	69,846	65,294
Equity-settled share-based payment	以權益支付之股份基礎給付	134	65
Pension scheme contributions	退休福利計劃供款	1,634	1,648
Total staff costs	員工成本總額	71,614	67,007
Provision against various assets:	對各種資產提供撥備：		
Impairment of intangible assets	無形資產減值	18,063	13,954
Impairment of goodwill	商譽減值	45,349	5,868
Impairment of interests in associates	於聯營公司之權益之減值	12,915	4,004
Impairment of inventories	存貨減值	9,262	–
Impairment of other receivables, deposits and prepayments	其他應收款項、 按金及預付款項減值	51,677	3,000
Impairment of deposit paid for acquisition of property, plant and equipment	收購物業、廠房及設備 所付按金之減值	24,612	–
Impairment of loans to non-controlling shareholders of a subsidiary	附屬公司非控股股東 貸款減值	2,133	4,197
Total impairment of various assets	各項資產之減值總額	164,011	31,023

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13. DIRECTORS' AND FIVE HIGHEST PAID INDIVIDUAL EMOLUMENTS

(a) Directors' emoluments

Executive directors:	執行董事：	Notes 附註
Mr. Cheng	成先生	(i)
Mr. Woelm Samuel	Woelm Samuel先生	(ii)
Mr. Wu Chuang John ("Mr. Wu")	吳壯先生(「吳先生」)	(iii)
Mr. Cao Dongxin	曹東新先生	(iii)
Mr. Ho Chi Chung Joseph	何志中先生	(iii)
Mr. Hu Xichang	胡錫昌先生	(iii)
Mr. Yu Ping	郁平先生	(iii)
Mr. Zhang Yiwei	張毅偉先生	(iii)
Mr. Tang Ming	唐明先生	(iii)
Mr. Sneah Kar Loon	盛家倫先生	(v)
Dato Lim Kim Wah (also known as Dato Lim Sze Guan)	Lim Kim Wah 拿督 (別名 Lim Sze Guan 拿督)	(v)
Non-executive directors:	非執行董事：	
Mr. Io Rudy Cheek Kei	姚卓基先生	(v)
Mr. Ng Kwok Lun	吳國倫先生	(v)
Independent non-executive directors:	獨立非執行董事：	
Mr. Wang Shanchuan	王山川先生	(iii)
Mr. Ng Pui Lung	吳貝龍先生	(iii)
Mr. Fung Pui Cheung Eugene	馮培漳先生	(iv)
Mr. Lai Hock Meng	賴學明先生	(v)
Mr. Law Chiu William	羅超先生	(v)
Dato Myhre Carl Gunnar	Myhre Carl Gunnar 拿督	(v)
Mr. Balakrishnan Narayanan	Balakrishnan Narayanan 先生	(v)
Mr. Yong Peng Tak	楊平達先生	(v)

13. 董事及高級管理人員薪酬

(a) 董事薪酬

For the year ended 31 March 2011 截至二零一一年三月三十一日止年度			
Fees 袍金	Salaries, allowances and other benefits 薪金、津貼及 其他福利	Retirement benefits scheme contributions 退休福利 計劃供款	Total emoluments 薪酬合計
HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元
400	1,300	12	1,712
-	1,526	12	1,538
360	400	7	767
400	-	-	400
274	2,000	12	2,286
200	-	-	200
200	-	-	200
200	-	-	200
274	653	-	927
-	-	-	-
-	-	-	-
-	-	-	-
-	-	-	-
400	-	-	400
274	-	-	274
232	-	-	232
-	-	-	-
-	-	-	-
-	-	-	-
-	-	-	-
-	-	-	-
-	-	-	-
3,214	5,879	43	9,136

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

13. DIRECTORS' AND FIVE HIGHEST PAID INDIVIDUAL EMOLUMENTS (Continued)

(a) Directors' emoluments (Continued)

Executive directors:

Mr. Cheng	成先生	(i)	200	1,300	12	1,512
Mr. Poh Pol Lian ("Mr. Poh")	傅寶聯先生(「傅先生」)	(vi)	-	-	-	-
Mr. Woelm Samuel	Woelm Samuel 先生	(ii)	-	1,800	12	1,812
Mr. Wu	吳先生	(iii)	200	445	-	645
Mr. Cao Dongxin	曹東新先生	(iii)	200	-	-	200
Mr. Ho Chi Chung Joseph	何志中先生	(vii)	75	484	12	571
Mr. Hu Xichang	胡錫昌先生	(vii)	75	83	-	158
Mr. Yu Ping	郁平先生	(vii)	75	192	-	267
Mr. Zhang Yiwei	張毅偉先生	(vii)	75	205	-	280
Mr. Tang Ming	唐明先生	(vii)	75	221	-	296

Non-executive directors:

Mr. Poh	傅先生	(vi)	62	-	12	74
Mr. Sik Siu Kwan	薛兆坤先生	(viii)	42	-	-	42

Independent non-executive directors:

Mr. Sze Tsai Ping Michael	史習平先生	(ix)	119	-	-	119
Mr. Wang Shanchuan	王山川先生		200	-	-	200
Mr. Chow Steven	周志文先生	(x)	145	-	-	145
Mr. Ng Pui Lung	吳貝龍先生	(vii)	75	-	-	75
Mr. Fung Pui Cheung Eugene	馮培漳先生	(xi)	32	-	-	32
			1,650	4,730	48	6,428

13. 董事及高級管理人員薪酬(續)

(a) 董事薪酬(續)

For the year ended 31 March 2010
截至二零一零年三月三十一日止年度

Notes 附註	Salaries, allowances and other benefits		Retirement benefits scheme contributions	Total emoluments 薪酬合計
	Fees 袍金	薪金、津貼及其他福利	退休福利計劃供款	
	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元
	200	1,300	12	1,512
	-	-	-	-
	-	1,800	12	1,812
	200	445	-	645
	200	-	-	200
	75	484	12	571
	75	83	-	158
	75	192	-	267
	75	205	-	280
	75	221	-	296
	62	-	12	74
	42	-	-	42
	119	-	-	119
	200	-	-	200
	145	-	-	145
	75	-	-	75
	32	-	-	32
	1,650	4,730	48	6,428

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13. DIRECTORS' AND FIVE HIGHEST PAID INDIVIDUAL EMOLUMENTS (Continued)

(a) Directors' emoluments (Continued)

Notes:

- (i) Suspended authorities and duties as a director and all other position in the Group with effect from 8 April 2011
- (ii) Re-designated from executive director to non-executive director on 15 July 2011
- (iii) Re-election as a director voted down on 6 April 2011
- (iv) Did not offer himself for re-election as a director on 6 April 2011
- (v) Appointed as a director on 6 April 2011
- (vi) Re-designated from executive director to non-executive director on 28 April 2009, and resigned on 22 July 2009
- (vii) Appointed as a director on 16 November 2009
- (viii) Appointed as a director on 1 September 2009, resigned as a director on 16 November 2009
- (ix) Resigned as a director on 3 November 2009
- (x) Resigned as a director on 21 December 2009
- (xi) Appointed as a director on 1 February 2010

(b) Senior management's emoluments

Of the five highest paid individuals of the Group, three (2010: three) were Directors whose emoluments are set out in the above. For the year ended 31 March 2011, the remaining two (2010: two) senior management's emoluments of the Company were as follows:

13. 董事及高級管理人員薪酬(續)

(a) 董事薪酬(續)

附註：

- (i) 自二零一一年四月八日起暫停作為本集團董事及所有其他職位之職權和職責
- (ii) 於二零一一年七月十五日由執行董事調任為非執行董事
- (iii) 於二零一一年四月六日被否決重選為董事
- (iv) 於二零一一年四月六日不獲重選連任為董事
- (v) 於二零一一年四月六日獲委任為董事
- (vi) 於二零零九年四月二十八日由執行董事調任為非執行董事，並於二零零九年七月二十二日辭任
- (vii) 於二零零九年十一月十六日獲委任為董事
- (viii) 於二零零九年九月一日獲委任為董事，並於二零零九年十一月十六日辭任董事
- (ix) 於二零零九年十一月三日辭任董事
- (x) 於二零零九年十二月二十一日辭任董事
- (xi) 於二零一零年二月一日獲委任為董事

(b) 高級管理層薪金

本集團五名最高薪酬人士包括三名(二零一零年：三名)董事，其酬金詳情載列於上文，本公司截至二零一一年三月三十一日止年度其餘兩名(二零一零年：兩名)高級管理層之酬金如下：

		2011 二零一一年 HK\$'000 港幣千元	2010 二零一零年 HK\$'000 港幣千元
Salaries, allowances and other benefits in kind	薪金、津貼及其他實物福利	6,378	3,510
Retirement benefits scheme contributions	退休福利計劃供款	48	24
		6,426	3,534

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13. DIRECTORS' AND FIVE HIGHEST PAID INDIVIDUAL EMOLUMENTS (Continued)

(b) Senior management's emoluments (Continued)

Their emoluments fall within the following bands:

HK\$nil – HK\$1,000,000	0港元至 1,000,000港元
HK\$2,000,001 – HK\$2,500,000	2,000,001港元至 2,500,000港元
HK\$2,500,001 – HK\$3,000,000	2,500,001港元至 3,000,000港元
HK\$4,500,001 – HK\$5,000,000	4,500,001港元至 5,000,000港元

- (c) No emoluments have been paid by the Group to the Directors or the five highest paid individuals as an inducement to join or upon joining the Group or as compensation for loss of office during the two years ended 31 March 2011 and 2010.

14. DIVIDEND

The Directors do not recommend the payment of any dividend for each of the years ended 31 March 2011 and 2010.

15. LOSS PER SHARE

(a) Basic loss per share

The calculation of the loss per share is based on the loss attributable to owners of the Company of approximately HK\$302,972,000 (2010: HK\$78,594,000) and the weighted average number of 6,968,711,000 (2010: 6,427,998,000) ordinary shares in issue during the year.

(b) Diluted loss per share

No diluted loss per share is presented as there were no potential dilutive ordinary shares outstanding for both years.

13. 董事及高級管理人員薪酬(續)

(b) 高級管理層薪金(續)

介於以下組別之酬金：

		Number of employees 僱員數目	
		2011 二零一一年	2010 二零一零年
HK\$nil – HK\$1,000,000	0港元至 1,000,000港元	–	1
HK\$2,000,001 – HK\$2,500,000	2,000,001港元至 2,500,000港元	1	–
HK\$2,500,001 – HK\$3,000,000	2,500,001港元至 3,000,000港元	–	1
HK\$4,500,001 – HK\$5,000,000	4,500,001港元至 5,000,000港元	1	–
		2	2

- (c) 截至二零一一年及二零一零年三月三十一日止兩個年度內，本集團概無向董事或五名最高薪酬人士支付任何酬金，作為彼等加盟本集團或於加盟時之獎金或失去職位之補償。

14. 股息

於截至二零一零年及二零一一年三月三十一日止年度各年，董事並無建議派付任何股息。

15. 每股虧損

(a) 每股基本虧損

每股基本虧損是根據本公司擁有人應佔虧損約302,972,000港元(二零一零年：78,594,000港元)，以及年內已發行普通股之加權平均數6,968,711,000股(二零一零年：6,427,998,000股)計算。

(b) 每股攤薄虧損

於該兩年度，並無未行使潛在攤薄普通股，故並無呈列每股攤薄虧損。

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16. INVESTMENT PROPERTIES

16. 投資物業

		2011 二零一一年 HK\$'000 港幣千元	2010 二零一零年 HK\$'000 港幣千元
At 1 April	於四月一日	62,876	49,494
Exchange realignment	匯兌調整	3,153	347
Transferred from property, plant and equipment (note 17)	轉撥自物業、機器及設備(附註17)	5,465	-
Revaluation surplus at the date transferred from own-occupied properties	於轉撥日自己轉撥自用物業產生之重估盈餘	3,363	-
Change in fair value	公平值之變動	36,080	13,035
At 31 March	於三月三十一日	110,937	62,876

- (a) All of the Group's investment properties are held to earn rentals or for capital appreciation purposes and are measured using the fair value model.
- (b) The investment properties shown above consist of medium-term lease land and buildings held in the PRC.
- (c) The fair values of the Group's investment properties located in the PRC were valued by Ascent Partners Transaction Service Limited ("Ascent Partners") at 31 March 2011 and BMI Appraisals Limited at 31 March 2010, respectively, the independent qualified professional valuers not connected with the Group. The valuers have appropriate qualifications and recent experiences in the valuation of similar properties in the relevant locations. The valuations have been arrived at with reference to market evidence of transaction prices for similar properties in the same locations and conditions.
- (d) On 26 January 2011, subject to an interim injunction order ("Interim Injunction Order") granted by the High Court of Hong Kong ("High Court") to Luck Continent against the Company, the Interim Injunction Order provides, among other things, until further order, Mr Cheng and the Company, whether by himself or itself (as the case may be), its agents, servants or otherwise howsoever, be restrained from procuring or taking any steps to procure Beijing T-Matrix Culture Company Limited ("T-Matrix"), a limited liability company incorporated in the PRC and a wholly-owned subsidiary of the Company, to dispose, assign, charge or otherwise deal with the Group's investment properties and leasehold land and buildings holding by T-Matrix with the carrying amounts of approximately HK\$110,937,000 and HK\$19,563,000 respectively at the end of the reporting period. Further details of which are explained in note 39(b)(1)(i).

- (a) 本集團持有以賺取租金或尋求資本增值之所有投資權益乃採用公平值模式計量。
- (b) 上文所示投資物業包括於中國之中期租賃土地及樓宇。
- (c) 本集團於中國之投資物業公平值乃根據與本集團並無關連之獨立合資格專業估值師 Ascent Partners Transaction Service Limited (「Ascent Partners」) 及邦盟滙駿評估有限公司分別於二零一一年三月三十一日及二零一零年三月三十一日進行之估值得出。估值師為估值師學會之成員，並擁有適當專業資格及於相關地區對類似物業進行估值之現有經驗。符合國際估值準則之估值已參考於相同地點及狀況下之類似物業交易價格之市場憑證得出。
- (d) 於二零一一年一月二十六日，受限於香港高等法院(「高等法院」)就瑞洲訴本公司而發出之臨時禁制令(「臨時禁制令」)，臨時禁制令規定，其中包括，直到有進一步法令外，成先生及本公司，無論為鄭先生或本公司自身(視情況而定)，其代理、受僱人或任何其他人士，限制促使或採取任何步驟促使北京零度聚陣文化有限公司(「零度聚陣」)(一家於中國註冊成立之有限責任公司，並為本公司之全資附屬公司)出售、轉讓、抵押或者以其他方式處理本集團之投資物業及零度聚陣持有之於報告期末賬面值分別約為110,937,000港元及19,563,000港元之租賃土地及樓宇。進一步詳情於附註39(b)(1)(i)闡釋。

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17. PROPERTY, PLANT AND EQUIPMENT

17. 物業、機器及設備

		Leasehold land and buildings 租賃 土地及樓宇	Leasehold improve- ments 租賃物業 裝修	Furniture and fixtures 傢俬及 裝置	Office equipment 辦公室 設備	Plant and machinery 機器及 設備	Gaming machines and systems 遊戲機 及系統	Motor vehicles 汽車	Total 總計
		HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元
COST:	成本：								
At 1 April 2009, as restated	於二零零九年四月一日， 經重列	95,232	14,573	2,207	12,746	2,888	18,063	6,424	152,133
Exchange realignment	匯兌調整	163	93	1	79	-	54	25	415
Additions	添置	-	1,084	42	875	348	85	416	2,850
Disposals	出售	-	-	(105)	(1,153)	-	-	(286)	(1,544)
Written off during the year	本年度撇銷	-	(5,022)	(244)	(72)	(78)	(10,408)	-	(15,824)
At 31 March 2010, as restated	於二零一零年三月 三十一日，經重列	95,395	10,728	1,901	12,475	3,158	7,794	6,579	138,030
Exchange realignment	匯兌調整	908	264	52	697	172	305	264	2,662
Additions	添置	7,204	1,150	75	2,444	887	967	1,454	14,181
Transferred to investment properties	轉撥至投資物業	(5,844)	-	-	-	-	-	-	(5,844)
Reclassification	重新分類	-	-	-	1,050	-	(1,050)	-	-
Disposals	出售	(61,404)	(1,165)	(34)	(58)	-	-	(2,262)	(64,923)
Written off during the year	本年度撇銷	-	(4,061)	(334)	(5,724)	(1,119)	(8,016)	(2,828)	(22,082)
At 31 March 2011	於二零一零年 三月三十一日	36,259	6,916	1,660	10,884	3,098	-	3,207	62,024
ACCUMULATED DEPRECIATION:	累積折舊：								
At 1 April 2009, as restated	於二零零九年四月一日， 經重列	1,885	3,953	396	3,325	522	1,841	1,706	13,628
Exchange realignment	匯兌調整	8	77	1	32	-	17	8	143
Provided during the year	本年度撥備	1,667	4,326	559	2,672	794	3,555	1,236	14,809
Eliminated on disposals	出售時撇銷	-	-	(39)	(518)	-	-	(77)	(634)
Eliminated on written off	註銷時撇銷	-	(2,212)	(182)	(45)	(72)	(2,195)	-	(4,706)
At 31 March 2010, as restated	於二零一零年三月 三十一日，經重列	3,560	6,144	735	5,466	1,244	3,218	2,873	23,240
Exchange realignment	匯兌調整	52	171	29	408	57	158	118	993
Provided during the year	本年度撥備	1,794	2,584	471	2,759	749	1,617	1,253	11,227
Transferred to investment properties	轉撥至投資物業	(379)	-	-	-	-	-	-	(379)
Reclassification	重新分類	-	-	-	580	-	(580)	-	-
Eliminated on disposals	出售時撇銷	(1,859)	(992)	(28)	(31)	-	-	(1,342)	(4,252)
Eliminated on written off	註銷時撇銷	-	(2,595)	(250)	(2,444)	(1,058)	(4,413)	(1,102)	(11,862)
At 31 March 2011	於二零一零年 三月三十一日	3,168	5,312	957	6,738	992	-	1,800	18,967
CARRYING AMOUNTS:	賬面值：								
At 31 March 2011	於二零一零年 三月三十一日	33,091	1,604	703	4,146	2,106	-	1,407	43,057
At 31 March 2010, as restated	於二零一零年三月 三十一日，經重列	91,835	4,584	1,166	7,009	1,914	4,576	3,706	114,790

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17. PROPERTY, PLANT AND EQUIPMENT (Continued)

- (a) At 31 March 2010, the carrying amount of motor vehicles held by the Group under finance leases amounted to HK\$636,000.
- (b) At the end of the reporting period, the Group's leasehold land and buildings were held under the following lease terms:

17. 物業、機器及設備(續)

- (a) 於二零一零年三月三十一日，本集團根據融資租賃持有之汽車之賬面值為636,000港元。
- (b) 於報告期末，本集團之租賃土地及樓宇租約乃根據以下條款持有：

	2011 二零一一年 HK\$'000 港幣千元	2010 二零一零年 HK\$'000 港幣千元
Held under medium term leases in: 根據中期租約持有：		
– Hong Kong 一香港	13,528	67,056
– the PRC 一中國	19,563	24,779
	33,091	91,835

- (c) At the end of the reporting period, the Group's leasehold land and buildings with the carrying amount of approximately HK\$13,528,000 (2010: HK\$67,056,000) were pledged to secure for banking facilities granted to the Group.
- (d) On 26 January 2011, subject to an interim injunction order ("Interim Injunction Order") granted by the High Court to Luck Continent against the Company, the Interim Injunction Order provides, among other things, until further order, Mr Cheng and the Company, whether by himself or itself (as the case may be), its agents, servants or otherwise howsoever, be restrained from procuring or taking any steps to procure T-Matrix to dispose, assign, charge or otherwise deal with the Group's investment properties and leasehold land and buildings holding by T-Matrix with the carrying amounts of approximately HK\$110,937,000 and HK\$19,563,000 respectively at the end of the reporting period. Further details of which are explained in note 39(b)(1)(i).

- (c) 於報告期末，本集團有賬面淨值約為13,528,000港元(二零一零年：67,056,000港元)之租賃土地及樓宇已抵押，以使本集團可獲授予銀行信貸。
- (d) 於二零一一年一月二十六日，受限於高等法院就瑞洲訴本公司而發出之臨時禁制令(「臨時禁制令」)，臨時禁制令規定，其中包括，直到有進一步法令外，成先生及本公司，無論為鄭先生或本公司自身(視情況而定)，其代理、受僱人或任何其他人士，限制促使或採取任何步驟促使零度聚陣出售、轉讓、抵押或者以其他方式處理本集團之投資物業及零度聚陣持有之於報告期末賬面值分別約為110,937,000港元及19,563,000港元之租賃土地及樓宇。進一步詳情於附註39(b)(1)(i)闡釋。

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

17. PROPERTY, PLANT AND EQUIPMENT (Continued)

- (e) During the year ended 31 March 2011, the carrying amounts of the Group's property, plant and equipments of approximately HK\$10,220,000 (2010: HK\$11,118,000) were written off, which was mainly arising from the cessation of the Group's business in the online game tournament services and online entertainment platforms (2010: termination of a rental agreement with the landlord in respect of a leased property).
- (f) During the year ended 31 March 2010, the Group wrote off gaming machines and systems with a carrying amount of approximately HK\$8,213,000 which represented the gaming machines being seized by the Public Security bureau of Shanghai. Details of the seizure are disclosed in note 39(a).

17. 物業、機器及設備(續)

- (e) 截至二零一一年三月三十一日止年度，本集團賬面值約10,220,000港元(二零一零年：11,118,000港元)的物業、機器及設備已撇銷，主要乃由於終止本集團網絡遊戲服務及網絡娛樂平台(二零一零年：與業主終止有關一項租賃物業之租賃協議)所致。
- (f) 截至二零一零年三月三十一日止年度，本集團撇銷遊戲機及系統賬面值約8,213,000港元，乃指若干遊戲機被上海公安局查獲。查獲詳情於附註39(a)披露。

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

18. INTANGIBLE ASSETS

18. 無形資產

		License 牌照	Software 軟件	Total 總計
		HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元
COST:	成本：			
At 1 April 2009	於二零零九年四月一日	30,213	2,705	32,918
Exchange realignment	匯兌調整	184	17	201
Additions during the year	於年內添置	-	3,488	3,488
At 31 March 2010	於二零一零年三月三十一日	30,397	6,210	36,607
Exchange realignment	匯兌調整	1,337	130	1,467
Additions during the year	於年內添置	-	466	466
At 31 March 2011	於二零一一年三月三十一日	31,734	6,806	38,540
ACCUMULATED AMORTISATION AND IMPAIRMENT:	累積攤銷及減值：			
At 1 April 2009	於二零零九年四月一日	1,009	224	1,233
Exchange realignment	匯兌調整	47	5	52
Provided for the year	本年度撥備	606	1,182	1,788
Impairment loss	減值虧損	13,954	-	13,954
At 31 March 2010	於二零一零年三月三十一日	15,616	1,411	17,027
Exchange realignment	匯兌調整	1,005	87	1,092
Provided for the year	本年度撥備	621	1,404	2,025
Impairment loss	減值虧損	14,159	3,904	18,063
At 31 March 2011	於二零一一年三月三十一日	31,401	6,806	38,207
CARRYING AMOUNTS:	賬面值：			
At 31 March 2011	於二零一一年三月三十一日	333	-	333
At 31 March 2010	於二零一零年三月三十一日	14,781	4,799	19,580

(a) License

License has definite useful life and is amortised on a straight-line basis over 50 years.

The Group's intangible assets in license arose from the digital entertainment business. At 31 March 2011, the management reviewed the recoverable amount of the license with reference to the valuation issued by an independent professional valuer not connected with the Group. After due assessment of the recoverable amount of the license, an impairment loss of approximately HK\$14,159,000 (2010: HK\$13,954,000) was recognised in consolidated profit or loss for the year.

(a) 牌照

牌照具有有限可使用年期，並按50年以直線法予以攤銷。

本集團之牌照無形資產乃自數字娛樂業務產生。於二零一一年三月三十一日，管理層按與本集團並無關連之獨立專業估值師所發出之估值報告，檢討牌照之可收回金額。經過對牌照之可收回金額周詳評估後，本年度已於綜合損益內確認減值虧損約14,159,000港元(二零一零年：13,954,000港元)。

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

18. INTANGIBLE ASSETS (Continued)

(a) License (Continued)

The recoverable amount of the license is determined from the discounted cash flow value-in-use approach as extracted from the valuer's valuation report for the recoverable amount as at 31 March 2011. The Group prepared cash flow forecasts derived from the most recent budgets approved by management and extrapolated over five years. The key assumptions for the discounted cash flow forecast were those regarding discount rates and anticipated future sales, as follows:

- Projected cash flow is based on sales plans derived from the digital entertainment business plans.
- Management used a discount rate which is derived as the Company's cost of capital, representing the expected return on the Company's capital, and assigned a discount rate of 17.84%.

(b) Software

The Group's intangible assets in software arose from the online game tournament services and online entertainment platforms. During the year, the Directors considered the Group's software with the carrying amounts of approximately HK\$3,904,000 (2010: HK\$nil) were impaired, as the Group ceased to develop the related business. The impaired loss is recognised in the period in which it arised to the extent that the carrying amount exceeds its recoverable amount on the basis of the respective estimated fair value less cost to sell. The resultant impairment loss of HK\$3,904,000 (2010: HK\$nil) was recognised in consolidated profit or loss for the year.

18. 無形資產(續)

(a) 牌照(續)

牌照之可收回金額按貼現現金流量使用價值法釐定，摘錄自估值師之估值報告所示於二零一一年三月三十一日之可收回金額。本集團按最近期經管理人員批准之預算，按五年期間編製現金流量預測。貼現現金流量之主要假設為有關貼現率及預期未來銷售者，載列如下：

- 現金流量預測乃基於數字娛樂業務計劃產生之銷售計劃。
- 管理人員所用折讓率乃按本公司之資本成本釐定，即本公司資本之預期回報及指定貼現率17.84%。

(b) 軟件

本集團之軟件無形資產乃自網絡遊戲服務及網絡娛樂平台產生。於本年度，董事認為，本集團賬面值約為3,904,000港元(二零一零年：無)的軟件已減值，因為本集團已停止發展相關業務。倘賬面值超過按各自估計之公平值減銷售成本而計算之可收回金額，則減值虧損於產生期間內確認。於本年度已於綜合損益中確認相應減值虧損3,904,000港元(二零一零年：無)。

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19. GOODWILL

19. 商譽

		2011 二零一一年 HK\$'000 港幣千元	2010 二零一零年 HK\$'000 港幣千元
COST:			
	成本：		
At 1 April	於四月一日	107,165	113,563
Exchange realignment	匯兌調整	251	35
Disposal of a subsidiary	出售一間附屬公司	-	(6,433)
At 31 March	於三月三十一日	107,416	107,165
IMPAIRMENTS:			
	減值：		
At 1 April	於四月一日	5,885	6,433
Exchange realignment	匯兌調整	251	17
Impairment loss	減值虧損	45,349	5,868
Eliminated on disposal of a subsidiary	出售一間附屬公司撇減	-	(6,433)
At 31 March	於三月三十一日	51,485	5,885
CARRYING AMOUNT:			
	賬面淨值：		
At 31 March	於三月三十一日	55,931	101,280

For the purpose of impairment testing, the carrying amount of goodwill set out above has been allocated to the Group's cash generating unit ("CGU") of manufacture and sale of packaging products business.

The Directors are of the opinion that, based on the business valuation report of the manufacture and sale of packaging products segment as at 31 March 2011 issued by Ascent Partners, an independent valuer not connected with the Group, after due assessment of the recoverable amount of the goodwill, an impairment loss of approximately HK\$45,349,000 (2010: HK\$5,868,000 impaired for digital entertainment business) recognised in consolidated profit or loss for the year.

The recoverable amount of the cash generating unit is determined from the income-based approach calculation as extracted from Ascent Partners's valuation report for the recoverable amount as at 31 March 2011.

就減值測試而言，載於上文之商譽賬面值已分配至本集團製造及銷售包裝產品業務之現金產生單位。

董事認為，根據與本集團無關連之獨立估值師 Ascent Partners 於二零一一年三月三十一日發出製造及銷售包裝產品分部之商業估值報告，經過適當評估商譽之可收回金額後，本年度已於綜合損益內確認減值虧損約 45,349,000 港元（二零一零年：數碼娛樂業務減值 5,868,000 港元）。

現金賺取單位之可收回金額乃摘錄邦盟滙駿之估值報告於二零一一年三月三十一日之可回收金額以現金基準方式計算釐訂。

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19. GOODWILL (Continued)

The management of the Group prepared a profit forecast and cash flow forecast in respect of this CGU (the "Forecasts"). The Forecasts were based on financial budgets approved by the management covering a period of five years at a discount rate 17.5% (2010: 11.21%). The cash flows beyond one year were extrapolated using a steady growth rate of 2% (2010: 5%). The growth rate was based on the relevant industry growth rate forecast and does not exceed the average long-term growth rate for the relevant industry. The Forecasts for the budgeted period was based on the budgeted sales and budgeted gross margins during the budget period. Budgeted gross margins were determined based on management's expectation for market development and past experience, and the management believes that the budgeted gross margins were reasonable. Based on the Forecasts, the Directors were of the opinion, that the carrying amount of goodwill exceeds its recoverable amount and a impairment loss of approximately HK\$45,349,000 (2010: HK\$5,868,000 impaired for digital entertainment business) was made for the year.

20. INTERESTS IN ASSOCIATES

Unlisted investment:	非上市投資：
– Share of net assets	– 應佔淨資產
– Goodwill	– 商譽
Less: Impairment loss	減：減值虧損

- (a) At the end of the reporting period, the Directors have reviewed the recoverable amounts of the interests in the associates and they considered that their carrying amounts are in excess of the recoverable amounts as a result of the significant decline in the associates' operating performance and the unpredictability of future profit streams and dividend receivable from the associates. Accordingly, a further impairment loss of approximately HK\$12,915,000 (2010: HK\$4,004,000) was recognised for the year ended 31 March 2011.

19. 商譽(續)

本集團管理層就產生現金單位編製溢利預測及現金流量預測(「該預測」)。該預測乃使用基於管理層批准之五年期財政預算及貼現率17.5%(二零一零年：11.21%)而計算。超過一年之現金流量已按穩定增長率2%(二零一零年：5%)作出推斷。增長率乃基於相關行業增長預測，且不會超出相關行業之平均長期增長率。預算期間之該預測乃根據預算售價及預算毛利而作出。預算毛利乃基於管理層對市場發展之預期及過往經驗而釐定，管理層相信預算毛利乃屬合理。基於該預測，董事認為，商譽之賬面值超出其可收回金額，並於本年度作出減值虧損約45,349,000港元(二零一零年：數碼娛樂業務減值5,868,000港元)。

20. 聯營公司權益

	2011 二零一一年 HK\$'000 港幣千元	2010 二零一零年 HK\$'000 港幣千元
Unlisted investment:		
– Share of net assets	1,048	13,166
– Goodwill	15,871	15,871
	16,919	29,037
Less: Impairment loss	(16,919)	(4,004)
	–	25,033

- (a) 於報告期末，董事已審閱聯營公司權益之可收回金額，而彼等認為由於聯營公司經營業績之大幅下潛以及未來利潤流及應收聯營公司股息之不可預測性，其賬面值超過可收回金額。因此，截至二零一一年三月三十一日止年度進一步確認減值虧損約12,915,000港元(二零一零年：4,004,000港元)。

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

20. INTERESTS IN ASSOCIATES (Continued)

(b) Particulars of the Group's associates at the end of the reporting period are as follows:

Name of entity 實體名稱	Place of establishment/ operation 註冊成立/ 營業地點	Nominal value of issued ordinary share capital 已發行普通 股股本之面值	Proportion equity interests held by the Group 本集團持有 之股權比例	Principal activity 主要業務
Score Global Services Company Limited	British Virgin Islands/ The PRC 英屬處女群島/中國	US\$100 100美元	25.00%	On-line lottery distribution in the PRC 國內網上博彩分銷
Well Union Investment Limited ("Well Union")	Samoa 薩摩亞群島	US\$1,980 1,980美元	16.31%*	Research, design development and manufacturing of outdoor LCD video panels 戶外液晶顯示屏 研究、設計、 開發及生產

* During the year, Well Union has made an offer for the right issue on the basis of seven right shares for every ten existing shares held by its shareholders (the "Right Issue"), at an issue price of US\$1 per right share. The Right Issue had been offered for the period from 24 March 2011 to 30 March 2011. On 30 March 2011, 657 right shares of US\$1 each was issued by creation of additional 657 ordinary shares of US\$1 each, ranking pari passu in all respects with the existing shares of Well Union. As the Group had not subscribed for the Right Issue, upon the issuance of the 657 right shares on 30 March 2011, the proportion equity interest held by the Group in Well Union has been diluted from 24.41% as reported on 31 March 2010 to 16.31% on 30 March 2011. Accordingly, the Group's interest in Well Union should be reclassified as available-for-sale investment (the "reclassification"). As full impairment has been already made against the carrying amount of the Group's interest in Well Union, the reclassification did not result in significant impact to the presentation and amount reported in the consolidated financial statements of the Group for the current year and at the end of the reporting period.

20. 聯營公司權益(續)

(b) 本集團聯營公司於報告期末之詳情如下：

* 於本年度，Well Union 發出供股要約，基準為股東每持有 10 股現有股份獲發 7 股供股股份（「供股」），發行價為每股供股股份 1 美元。供股已於二零一一年三月二十四日起至二零一一年三月三十一日止期間提呈。於二零一一年三月三十一日，657 股每股面值 1 美元之供股股份透過增設額外 657 股每股面值 1 美元之普通股予以發行，並在所有方面與 Well Union 現有股份享有同等地位。由於本集團並無認購供股股份，待 657 股供股股份於二零一一年三月三十一日發行後，本集團於 Well Union 持有之股權比例由二零一零年三月三十一日呈報之 24.41% 攤薄至二零一一年三月三十一日之 16.31%。因此，本集團於 Well Union 之權益將重新分類為可供出售投資（「重新分類」）。由於本集團於 Well Union 之權益之賬面值已作出悉數減值，重新分類並無對本集團於本年度及報告期末之綜合財務報表之呈報及有關呈報金額造成重大影響。

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20. INTERESTS IN ASSOCIATES (Continued)

- (c) The summarised financial information in respect of the Group's associates as at the end of the reporting period is set out below:

		2011 二零一一年 HK\$'000 港幣千元	2010 二零一零年 HK\$'000 港幣千元
At 31 March:	於三月三十一日：		
Total assets	資產總額	47,054	116,276
Total liabilities	負債總額	(42,758)	(62,435)
Net assets	資產淨值	4,296	53,841
Group's share of net assets of associates	本集團分佔聯營公司資產淨值	1,048	13,166
		2011 二零一一年 HK\$'000 港幣千元	2010 二零一零年 HK\$'000 港幣千元
For the year ended 31 March:	截至三月三十一日止年度：		
Revenue	收益	28,234	4,593
(Loss)/profit for the year	本年度(虧損)/利潤	(49,644)	143
Group's share of results of associates for the year	本年度本集團分佔聯營公司之業績	(12,118)	35

20. 聯營公司權益(續)

- (c) 本集團聯營公司於報告期末之財務資料概要載列如下：

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21. CONVERTIBLE NOTE RECEIVABLES AT FAIR VALUE THROUGH PROFIT OR LOSS

Convertible note receivables designated as financial assets at fair value through profit or loss consisted of:

21. 透過損益按公平值列賬之可換股票據應收款

指定為透過損益按公平值列賬之金融資產之可換股票據應收款包括：

	Convertible Note 1 可換股 票據 1	Convertible Note 2 可換股 票據 2	Convertible Note 3 可換股 票據 3	Convertible Note 4 可換股 票據 4
Date of issue: 發行日期：	30 April 2009 二零零九年 四月三十日	30 April 2009 二零零九年 四月三十日	6 May 2008 二零零八年 五月六日	3 December 2008 二零零八年 十二月三日
Coupon rate: 票息率：	5% per annum 每年 5%	5% per annum 每年 5%	8% per annum 每年 8%	Nil 無
Maturity date: 屆滿日期：	29 April 2012 二零一二年 四月二十九日	29 April 2012 二零一二年 四月二十九日	5 May 2011 二零一一年 五月五日	2 December 2010 二零一零年 十二月二日
Principal amount: 本金：	US\$2,000,000 2,000,000 美元	US\$2,500,000 2,500,000 美元	US\$1,000,000 1,000,000 美元	HK\$12,000,000 12,000,000 港元
			2011 二零一一年 HK\$'000 港幣千元	2010 二零一零年 HK\$'000 港幣千元

Analysed for reporting purpose,
at fair value, as follows:
– Non-current assets
– Current assets

按公平值就呈報目的
分析如下：
– 非流動資產
– 流動資產

–	48,616
–	12,996
–	<u>61,612</u>

(a) At 31 March 2010, fair values of these unlisted convertible note receivables were determined with reference to the valuation performed by independent qualified professional valuers not connected with the Group. The valuation was carried out by adopting the discounted cash flow technique based on its maturity date of the convertible note receivables and the discount rate of 13.01%.

(a) 於二零一零年三月三十一日，該等未上市可換股票據應收款之公平值乃參考與本集團並無關連之獨立合資格專業估值師作出之估值而釐定。估值乃採用折現現金流技術根據可換股票據應收款之到期日按 13.01% 之折現率進行。

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21. CONVERTIBLE NOTE RECEIVABLES AT FAIR VALUE THROUGH PROFIT OR LOSS (Continued)

- (b) Upon maturity of the Convertible Note 4 on 2 December 2010 and Convertible Note 3 on 5 May 2011 (the "Matured Notes"), the Matured Notes were neither converted by the Group nor redeemed by the issuers in accordance with the respective arrangement in the subscription agreements. It is noted that the issuers of the Matured Notes, together with Convertible Note 1 and 2 (collectively "all these Notes"), have been in significant financial difficulties, and consequently causing the breaches of prescribed terms of the subscription agreements, such as a default or delinquency in interest or principal payments during the year.

The Group does not hold any collateral or other credit enhancements over all these Notes. Subsequent to the end of reporting period, on 6 May 2011, the Company and its wholly-owned subsidiary, as the holder of Convertible Note 4, have taken legal actions to claim against the underlying note issuer and guarantor. Further details of this litigation are stated in note 39(e) to the consolidated financial statements. Having regard to all these circumstances and the unpredictability of future cash inflows, the Directors considered that the Group is unlikely to recover any amount from these unlisted investments and it is more appropriate to write down all these Notes to their estimated fair values of HK\$nil at the end of the reporting period.

- (c) A fair value loss of approximately HK\$61,612,000 was recognised in consolidated profit or loss for the year ended 31 March 2011 (2010: a gain of approximately HK\$6,042,000).
- (d) The carrying amounts of the Group's convertible note receivable at fair value through profit or loss are denominated in the following currencies:

21. 透過損益按公平值列賬之可換股票據應收款(續)

- (b) 於可換股票據4於二零一零年十二月二日到期及可換股票據3於二零一一年五月五日到期(「到期票據」)後，到期票據既無由本集團轉換，亦無由發行人根據認購協議內之各自安排而贖回。謹請注意，到期票據連同可換股票據1及2(統稱「所有該等票據」)之發行人面臨嚴重財務困難，致使認購協議之規定條款於本年度遭違反，如支付利息或本金時違約或拖欠。

本集團並無就所有該等票據持有任何抵押品或採取其他信用增強措施。繼報告期末後，於二零一一年五月六日，本公司及其全資附屬公司，作為可換股票據4之持有人，已採取法律行動對相關票據發行人及擔保人提出申索。有關該訴訟的進一步詳情於綜合財務報表附註39(e)中載列。經考慮所有該等情況及日後現金流入之不可預測性，董事認為本集團不大可能自該等未上市投資收回任何款項，故較適宜於報告期末撇銷所有該等票據至其估計公平值零港元。

- (c) 公平值虧損約61,612,000港元於截至二零一一年三月三十一日止年度在綜合損益中確認(二零一零年：收益約6,042,000港元)。
- (d) 本集團之透過損益按公平值列賬之可換股票據應收款賬面值主要以下列貨幣列值：

		2011 二零一一年 HK\$'000 港幣千元	2010 二零一零年 HK\$'000 港幣千元
US\$	美元	-	48,616
HK\$	港元	-	12,996
		-	61,612

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22. DERIVATIVE FINANCIAL INSTRUMENTS

22. 衍生金融工具

		2011 二零一一年 HK\$'000 港幣千元	2010 二零一零年 HK\$'000 港幣千元
Forward currency contracts:	遠期外幣合約：		
– Non-current	– 非流動	–	193
– Current	– 流動	(46)	1,149
		(46)	1,342

The derivatives are measured with reference to exchange rates from financial instruments for equivalent instruments.

衍生工具乃參考同等工具之金融工具之匯率計量。

The Group has entered into various forward currency contracts to manage its exchange rate exposures which did not meet the criteria for hedge accounting. Change in the fair value of the non-hedging currency derivatives amounting to HK\$1,388,000 (2010: HK\$1,342,000) to consolidated profit or loss for the year.

本集團已訂立多項遠期外幣合約，以管理其並無滿足會計對沖標準之匯率風險。本年度綜合損益內非對沖貨幣衍生工具之公平值變動金額為1,388,000港元(二零一零年：1,342,000港元)。

23. HELD-TO-MATURITY INVESTMENT

23. 持有至到期日之投資

		2011 二零一一年 HK\$'000 港幣千元	2010 二零一零年 HK\$'000 港幣千元
Pledged structured deposit disclosed as current assets (2010: non-current assets)	披露為流動資產 (二零一零年：非流動資產) 之已抵押結構性存款	2,000	2,000

At the end of the reporting period, the held-to-maturity investment represents a structured deposit which has a maturity of one (2010: two) year(s) with a nominal amount of HK\$2,000,000 (2010: HK\$2,000,000). The held-to-maturity investment was pledged to secure for banking facilities granted to the Group.

於報告期末，持有至到期日之投資指有關結構性存款，屆滿期限為一年(二零一零年：二年)，名義金額為2,000,000港元。(二零一零年：2,000,000港元)。持有至到期日投資已抵押以使本集團可獲授予銀行信貸。

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24. INVENTORIES

		2011 二零一一年 HK\$'000 港幣千元	2010 二零一零年 HK\$'000 港幣千元
Raw materials	原材料	10,240	11,470
Work-in-progress	在製品	12,778	5,659
Finished goods	製成品	6,778	11,645
		29,796	28,774

24. 存貨

25. TRADE AND OTHER RECEIVABLES

		2011 二零一一年 HK\$'000 港幣千元	2010 二零一零年 HK\$'000 港幣千元
Trade receivables	應收貿易賬項	22,772	23,768
Other receivables	其他應收款	13,074	30,709
Less: Impairment loss	減：減值虧損	(12,223)	(23,352)
		851	7,357
Deposits and prepayments	按金及預付款	21,578	15,302
Deposit paid for acquisition of convertible note receivable	收購可換股票據應收款之已付按金	-	12,000
Deposits paid for game software development and licenses	遊戲軟件開發及牌照之已付按金	30,000	-
		51,578	27,302
Less: Impairment loss	減：減值虧損	(41,872)	-
		9,706	27,302
		33,329	58,427

25. 貿易及其他應收款

(a) The Group grants a credit period normally ranging from cash on delivery to 90 days to its trade customers. For those customers who have established good relationships with the Group, the credit period may be extended to 120 days.

(a) 本集團一般授予其貿易客戶介乎付運收現至90日之信貸期。就與本集團建立良好關係之顧客而言，信貸期可延至120日。

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25. TRADE AND OTHER RECEIVABLES (Continued)

- (b) At the end of the reporting period, the aging analysis of the trade receivables, based on invoice date, is as follows:

		2011 二零一一年 HK\$'000 港幣千元	2010 二零一零年 HK\$'000 港幣千元
Within 60 days	60日內	15,081	11,811
61-90 days	61至90日	2,750	3,817
91-180 days	91至180日	4,406	5,154
181-365 days	181至365日	496	2,764
Over 365 days	365日以上	39	222
		22,772	23,768

- (c) At the end of the reporting period, the aging analysis of trade receivables that were past due but not impaired is as follows:

		2011 二零一一年 HK\$'000 港幣千元	2010 二零一零年 HK\$'000 港幣千元
Neither past due nor impaired	既無逾期亦無減值	15,796	15,563
Less than 60 days past due	逾期60日之內	3,705	1,877
61 to 90 days past due	逾期61日至90日	1,895	2,861
91 to 180 days past due	逾期91日至180日	1,338	2,121
Over 180 days past due	逾期180日以上	38	1,346
		22,772	23,768

Trade receivables that were neither past due nor impaired relate to a wide range of customers who has no recent history of default. The Group does not hold any collateral over these balances.

Trade receivables that were past due but not impaired relate to a number of independent customers that have a good track record with the Group. Based on past experience, management believes that no impairment allowance is necessary in respect of these balances as there has not been a significant change in credit quality and the balances are still considered fully recoverable. The Group does not hold any collateral over these balances.

25. 貿易及其他應收款(續)

- (b) 於報告期末，根據發票日期對應收貿易賬項作出之賬齡分析如下：

		2011 二零一一年 HK\$'000 港幣千元	2010 二零一零年 HK\$'000 港幣千元
Within 60 days	60日內	15,081	11,811
61-90 days	61至90日	2,750	3,817
91-180 days	91至180日	4,406	5,154
181-365 days	181至365日	496	2,764
Over 365 days	365日以上	39	222
		22,772	23,768

- (c) 於報告期末，已逾期但未減值之應收貿易賬款之賬齡分析如下：

		2011 二零一一年 HK\$'000 港幣千元	2010 二零一零年 HK\$'000 港幣千元
Neither past due nor impaired	既無逾期亦無減值	15,796	15,563
Less than 60 days past due	逾期60日之內	3,705	1,877
61 to 90 days past due	逾期61日至90日	1,895	2,861
91 to 180 days past due	逾期91日至180日	1,338	2,121
Over 180 days past due	逾期180日以上	38	1,346
		22,772	23,768

既無逾期亦無減值之應收貿易賬款涉及近期並無違約記錄之多位客戶。本集團並無就該等結餘持有任何抵押品。

既無逾期亦無減值之應收貿易賬款涉及與本集團具有良好業務記錄之多位獨立客戶。基於過往經驗，管理層認為，毋須就該等結餘作出減值撥備，此乃由於信貸質量並無重大變動以及結餘仍被視為可全數收回。本集團並無就該等結餘持有任何抵押品。

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25. TRADE AND OTHER RECEIVABLES (Continued)

- (d) The movements in impairment losses of other receivables, deposits and prepayments are as follows:

		2011 二零一一年 HK\$'000 港幣千元	2010 二零一零年 HK\$'000 港幣千元
At 1 April	於四月一日	23,352	29,462
Exchange realignment	匯兌調整	882	144
Disposal of subsidiaries	出售附屬公司	-	(3,924)
Written off against other receivables	撇銷其他應收款	(21,235)	-
Provided during the year	年內撥備	51,677	3,000
Reversal during the year	年內撥回	(581)	(5,330)
At 31 March	於三月三十一日	54,095	23,352

Included in the impairment loss of other receivables, deposits and prepayments are individually impaired other receivables and deposits with an aggregate balance of approximately HK\$54,095,000 (2010: HK\$23,352,000) which are due to long outstanding and/or default of payment. The Group does not hold any collateral over these balances. Impaired amounts were directly written off against deposits and receivables when there was no expectation of recovering any amount.

- (e) The carrying amounts of the Group's trade and other receivables are denominated in the following currencies:

		2011 二零一一年 HK\$'000 港幣千元	2010 二零一零年 HK\$'000 港幣千元
EUR	歐元	15,344	16,378
RMB	人民幣	1,849	6,688
US\$	美元	3,629	2,492
GBP	英鎊	934	705
HK\$	港元	11,573	32,164
		33,329	58,427

25. 貿易及其他應收款(續)

- (d) 其他應收款、按金及預付款之減值虧損之變動如下：

		2011 二零一一年 HK\$'000 港幣千元	2010 二零一零年 HK\$'000 港幣千元
At 1 April	於四月一日	23,352	29,462
Exchange realignment	匯兌調整	882	144
Disposal of subsidiaries	出售附屬公司	-	(3,924)
Written off against other receivables	撇銷其他應收款	(21,235)	-
Provided during the year	年內撥備	51,677	3,000
Reversal during the year	年內撥回	(581)	(5,330)
At 31 March	於三月三十一日	54,095	23,352

計入其他應收款、按金及預付款之減值虧損包括總餘額約為54,095,000港元(二零一零年：23,352,000港元)之個別長期未收回及/或拖欠之已減值其他應收款及按金。本集團並無就該等結餘持有任何抵押品。當預期不收回任何款項時，則減值款項直接於按金及應收款撇銷。

- (e) 本集團之貿易及其他應收款之賬面值以下列貨幣計值：

		2011 二零一一年 HK\$'000 港幣千元	2010 二零一零年 HK\$'000 港幣千元
EUR	歐元	15,344	16,378
RMB	人民幣	1,849	6,688
US\$	美元	3,629	2,492
GBP	英鎊	934	705
HK\$	港元	11,573	32,164
		33,329	58,427

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26. AMOUNT DUE FROM A RELATED PARTY

At 31 March 2011, the balance represents an amount due from Ms. Leonora Yung ("Ms. Yung"), the wife of Mr. Cheng and a director of a subsidiary of the Company. The balance is unsecured, non-interest bearing and has no fixed term of repayment.

At the end of last reporting period, the balance with a related company, Horizon Structured Solutions Limited ("Horizon") controlled by Mr. Wu and Mr. Cheng, the key management personnel who have significant influences over Horizon. The maximum amount outstanding from Horizon for the year ended 31 March 2010 disclosed pursuant to Section 161B of the Hong Kong Companies Ordinance was approximately HK\$20,000. The amount was unsecured, non-interest bearing and repayable on demand.

27. PLEDGED BANK DEPOSITS AND BANK AND CASH BALANCES

Pledged bank deposits (note)	抵押銀行存款(附註)
Bank and cash balances	銀行及現金結餘

Note: These bank deposits were pledged to secure for the banking facilities granted to the Group.

At the end of the reporting period, bank and cash balances comprise cash held by the Group and short-term bank deposits with an original maturity period of three months or less. Bank balance and pledged deposits carried interest at market rates ranging from 0.01% to 0.78% per annum (2010: 0.01% to 12.5% per annum).

26. 應收關連方款項

於二零一一年三月三十一日，該結餘指應收榮智豐女士(「榮女士」，成先生之妻子及一間附屬公司之董事)之款項。該結餘為無抵押、免息且無固定還款期。

於上一報告期末，該結餘涉及一間關連公司 Horizon Structured Solutions Limited(「Horizon」)，該公司由吳先生及成先生(主要管理人員，對 Horizon 施加重大影響)控制。根據香港公司條例 161B 之披露要求，於截至二零一零年三月三十一日止年度，Horizon 未償還最高金額約為 20,000 港元。該款項為無抵押、免息及按要求償還。

27. 抵押銀行存款及銀行及現金結餘

	2011 二零一一年 HK\$'000 港幣千元	2010 二零一零年 HK\$'000 港幣千元
Pledged bank deposits (note)	2,428	22,050
Bank and cash balances	36,638	105,462
	39,066	127,512

附註：該等銀行存款作為提供予本集團之銀行融資之抵押。

於報告期末，銀行及現金結餘包括本集團持有之現金及原有到期日為三個月或以下之短期銀行存款。銀行結餘及抵押存款乃按每年 0.01% 到 0.78% (二零一零年：每年 0.01% 至 12.5%) 之市場利率計息之抵押存款。

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27. PLEDGED BANK DEPOSITS AND BANK AND CASH BALANCES (Continued)

At the end of the reporting period, the bank and cash balances of the Group denominated in Renminbi ("RMB") amounted to HK\$6,338,000 (2010: HK\$40,129,000). Conversion of RMB into foreign currencies is subject to the PRC's Foreign Exchange Control Regulations and Administration of Settlement, Sale and Payment of Foreign Exchange Regulations.

The carrying amounts of the Group's pledged bank deposits and bank and cash balances are denominated in the following currencies:

		2011 二零一一年 HK\$'000 港幣千元	2010 二零一零年 HK\$'000 港幣千元
HK\$	港元	26,035	40,619
RMB	人民幣	6,338	40,129
AUD	澳元	2,433	25,006
US\$	美元	612	15,292
EUR	歐元	3,333	4,829
Others	其他	315	1,637
		39,066	127,512

28. TRADE AND OTHER PAYABLES

Trade payables 應付貿易賬項
Accrued expenses and other payables 應計費用及其他應付款

27. 抵押銀行存款及銀行及現金結餘 (續)

於報告期末，本集團以人民幣(「人民幣」)定值之銀行及現金結餘為6,338,000港元(二零一零年：40,129,000港元)。人民幣兌換為外幣須遵守中國外匯管理條例及結匯、售匯及付匯管理規定。

本集團之抵押銀行存款及銀行及現金結餘之賬面值以下列貨幣計值：

28. 貿易及其他應付款

		2011 二零一一年 HK\$'000 港幣千元	2010 二零一零年 HK\$'000 港幣千元
Trade payables	應付貿易賬項	9,493	8,663
Accrued expenses and other payables	應計費用及其他應付款	28,092	21,372
		37,585	30,035

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28. TRADE AND OTHER PAYABLES (Continued)

- (a) At the end of the reporting period, the aging analysis of trade payables, presented based on the invoice date, is as follows:

		2011 二零一一年 HK\$'000 港幣千元	2010 二零一零年 HK\$'000 港幣千元
Within 60 days	60日內	7,707	6,145
61 to 90 days	61至90日	7	613
91 to 180 days	91至180日	15	545
181-365 days	181至365日	90	443
Over 365 days	365日以上	1,674	917
		9,493	8,663

- (b) The average credit period on purchase of goods is ranged from 30 to 90 days (2010: 30 to 90 days). The Group has financial risk management policies in place to ensure that all payables are settled within the credit time frame.
- (c) Included in accrued expenses and other payables are amounts in total of approximately HK\$1,103,000 (2010: HK\$1,541,000) representing accrued directors' fees payable to the Company's directors at the end of the reporting period. Subsequent to the end of the reporting period, there are certain changes in employment status of the Company's directors, and further details of which are described in note 13 to the consolidated financial statements.
- (d) The carrying amounts of the Group's trade and other payables are denominated in the following currencies

28. 貿易及其他應付款(續)

- (a) 於報告期末，按發票日期對應付貿易賬項作出之賬齡分析如下：

		2011 二零一一年 HK\$'000 港幣千元	2010 二零一零年 HK\$'000 港幣千元
Within 60 days	60日內	7,707	6,145
61 to 90 days	61至90日	7	613
91 to 180 days	91至180日	15	545
181-365 days	181至365日	90	443
Over 365 days	365日以上	1,674	917
		9,493	8,663

- (b) 採購貨品之平均信貸期介乎30至90日(二零一零年：30至90日)。本集團已制定適合之財務風險管理政策，以保證所有應付款在信貸時間框架內清償。
- (c) 應計費用及其他應付款包括於報告期末應付本公司董事之應計董事袍金總額約1,103,000港元(二零一零年：1,541,000港元)。於報告期末後，本公司董事之聘用狀況有若干變動，進一步詳情載於綜合財務報表附屬13。
- (d) 本集團之貿易及其他應付款包括之帳面值以下列貨幣列值：

		2011 二零一一年 HK\$'000 港幣千元	2010 二零一零年 HK\$'000 港幣千元
RMB	人民幣	18,033	5,096
HK\$	港元	15,388	24,343
Others	其他	4,164	596
		37,585	30,035

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29. AMOUNTS DUE TO DIRECTORS/RELATED COMPANIES

The balances with the Directors and related companies are unsecured, non-interest bearing and repayable on demand. Subsequent to the end of the reporting period, there are certain changes in employment status of the Company's directors, and further details of which are described in note 13 to the consolidated financial statements.

30. FINANCE LEASE PAYABLES

At the end of last reporting period, the total future minimum lease payments under finance leases and their present values was as follows:

Amounts payable under finance lease:	據融資租約應付款項：		
– Within one year	– 一年內	412	356
– More than once year, but not exceeding two years	– 超過一年，但不超過兩年	69	58
		<u>481</u>	<u>414</u>
Less: Future finance charges	減：日後財務費用	(66)	–
Present value of lease obligations	租賃責任之現值	<u>415</u>	<u>414</u>
Less: current portion	減：流動部分		(356)
Non-current portion	非流動部分		<u>58</u>

At the end of last reporting period, finance lease payables of the Group carried interest at fixed interest rate of 3.98% per annum. The Group's finance lease payables were secured by the lessor's charge over the leased assets. All finance lease payables were denominated in HK\$.

29. 應付董事／關連公司之款項

與董事及關連公司之結餘為無抵押、免息及按要求償還。於報告期末後，本公司董事之聘用狀況有若干變動，進一步詳情載於綜合財務報表附屬13。

30. 融資租約應付款項

於上一報告期末，日後融資租約之最低租賃付款總額及其現值如下：

Minimum lease payments	Present value of minimum lease payments
最低租賃付款	最低租賃付款之現值
2010	2010
二零一零年	二零一零年
HK\$'000	HK\$'000
港幣千元	港幣千元

於報告期末，本集團之融資租約應付款項均按固定利率每年3.98%計息。本集團融資租約應付款項乃以出租人對租賃資產之押記作抵押。所有融資租約責任均以港元計值。

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31. BANK BORROWINGS

31. 銀行借貸

		2011 二零一一年 HK\$'000 港幣千元	2010 二零一零年 HK\$'000 港幣千元 (Restated) (經重列)
Analysis of carrying amounts shown under current liabilities:			
– Portion due for repayment within one year		875	4,848
– Portion due for repayment after one year which contain a repayment on demand clause		5,305	38,708
		6,180	43,556
Secured	有抵押	6,180	34,556
Unsecured	無抵押	–	9,000
		6,180	43,556
Bank borrowings repayable (note):			
– On demand or within one year		875	4,848
– More than one year but not exceeding two years		899	4,912
– More than two years but not more than five years		2,840	14,122
– More than five years		1,566	19,674
		6,180	43,556

Note: the amounts due are based on scheduled repayment dates set out in the loan agreements and ignore the effect of any repayment on demand clause.

附註：應付款項乃基於借貸協議列明之預期償還日期及忽略按要求償條款之影響。

- (a) At the end of the reporting period, bank loans carried interest at floating rates of exchange ranging from the Hong Kong best lending rate less 2.1% to the best lending rate less 2.9% per annum.
- (b) At the end of the reporting period, the bank borrowings are secured by the leasedhold land and buildings, pledged bank deposits and held-to-maturity investment as set out in notes 17, 23 and 27 to the consolidated financial statements.
- (c) At the end of the reporting period, the carrying amounts of the Group's bank borrowings are denominated in HK\$.

- (a) 於報告期末，銀行貸款乃按換算範圍香港最優惠貸款利率減每年2.1%至最優惠貸款利率減2.9%之浮動利率計息。
- (b) 於報告期末，銀行貸款以租賃土地及樓宇、抵押銀行存款及持有至到期日投資作出抵押(如綜合財務報表附註17、23及27所載)。
- (c) 於報告期末，本集團之銀行借貸之賬面值以港元列值。

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32. DEFERRED TAX

32. 遞延稅項

		Change in fair value of investment properties	Revaluation of properties	Tax losses	Total
		投資物業之 公平值變動	物業重估	稅項虧損	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		港幣千元	港幣千元	港幣千元	港幣千元
At 1 April 2009	於二零零九年四月一日	1,057	227	-	1,284
Exchange realignment	匯兌調整	18	-	(2)	16
Charged to consolidated profit or loss	於綜合損益內 扣除	3,820	-	(1,311)	2,509
At 31 March 2010	於二零一零年三月三十一日	4,895	227	(1,313)	3,809
Exchange realignment	匯兌調整	216	47	(59)	204
Charged to consolidated profit or loss	於綜合損益內 扣除	8,703	-	1,372	10,075
Charged to other comprehensive income	於其他全面收入內 扣除	-	841	-	841
At 31 March 2011	於二零一一年三月三十一日	13,814	1,115	-	14,929

At the end of the reporting period, subject to agreement by tax authorities, the Group has unused tax losses of approximately HK\$79,192,000 (2010: HK\$73,192,000). At 31 March 2010, a deferred tax asset has been recognised in respect of approximately HK\$5,252,000 of such losses. No deferred tax assets have been recognised in respect of the tax losses of approximately HK\$79,192,000 (2010: HK\$67,940,000) due to the unpredictability of future income stream. At 31 March 2011, approximately HK\$36,320,000 (2010: HK\$27,712,000) included in the above unused tax losses that will expire within five years from the year of assessment they relate to. The remaining balances may be carried forward indefinitely.

Under the EIT Law of the PRC, withholding tax is imposed on dividends in respect of profits earned by the Group's PRC subsidiaries from 1 April 2008 onwards (the "Post-2008 Earnings"). Deferred tax has not been provided for in the consolidated financial statements in respect of temporary differences attributable to the Post-2008 Earnings as no Post-2008 Earnings was noted for the years ended 31 March 2010 and 2011.

於報告期末，根據稅務機構協議，本集團之未動用稅項虧損約為79,192,000港元(二零一零年：73,192,000港元)。於二零一零年三月三十一日，已就該等虧損約5,252,000港元確認遞延稅項資產。由於不可預計未來收入流，有關該等稅項虧損約79,192,000港元(二零一零年：67,940,000港元)之遞延稅項予以確認。於二零一一年三月三十一日，約36,320,000港元(二零一零年：27,712,000港元)計入上述未動用稅項虧損，並將於相關評估年度起計五年內屆滿之虧損。餘額可無限期結轉。

根據中國企業所得稅法，自二零零八年四月一日起因中國附屬公司賺取溢利(「二零零八年後溢利」)而宣派之股息，須繳納預扣稅。由於截至二零一零年及二零一一年三月三十一日止年度並無二零零八年後溢利，因此本集團並未在綜合財務報表就二零零八年後溢利應佔之臨時差額計提遞延稅項。

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33. SHARE CAPITAL

33. 股本

Ordinary shares of HK\$0.001 each 每股面值0.001港元之普通股	Notes 附註	Number of shares 股份數目	
		'000 千股	HK\$'000 千港元
<u>Authorised:</u> At 31 March 2011 and 2010	<u>法定股本：</u> 於二零一一年及二零一零年 三月三十一日	300,000,000	300,000
<u>Issued:</u> At 1 April 2009	<u>已發行：</u> 於二零零九年四月一日	4,853,482	4,853
Issue of shares upon:	發行股份：		
– conversion of convertible loan notes	– 可換股貸款票據轉換	1,500,000	1,500
– settlement of consideration in respect of acquisition of subsidiaries	– 結算收購附屬公司之代價	2,229	3
– exercise of share options	– 行使購股權	13,000	13
– exercise of warrant subscription rights	– 行使認股權證認購權	600,000	600
At 31 March 2011 and 2010	於二零一一年及二零一零年 三月三十一日	6,968,711	6,969

Notes:

- (a) On 15 April 2009, the convertible loan note holder converted the convertible loan notes issued by the Company with an aggregate principal amount of HK\$15,000,000 into 1,500,000,000 ordinary shares of the Company of HK\$0.001 per share of at a conversion price of HK\$0.01 per share.
- (b) On 15 July 2009, 2,229,164 ordinary shares of HK\$0.001 per share was issued as partial settlement in relation to the acquisition of T-Matrix at a contract price of HK\$1.375 per share.
- (c) For the year ended 31 March 2010, the share options holders exercised 3,000,000 and 10,000,000 share options at HK\$0.10 and HK\$ 0.09, respectively.
- (d) Pursuant to an ordinary resolution passed on 29 January 2007, 600,000,000 units of warrants were issued on 31 January 2007 to the shareholders of the Company to subscribe for ordinary shares of the Company of HK\$0.001 per share at an initial subscription price of HK\$0.01 per share. On 18 December 2009, warrants carrying subscription rights of HK\$6,000,000 were exercised.
- (e) All new shares issued ranked pari passu in all respects with the then existing shares in the Company.

附註：

- (a) 於二零零九年四月十五日，可換股貸款票據持有人按每股0.01港元之換股價將本公司發行總本金額15,000,000港元之可換股貸款票據兌換為1,500,000,000股本公司每股面值0.001港元之普通股。
- (b) 於二零零九年七月十五日，發行了2,229,164股每股面值0.001港元之普通股作為以合約價每股1.375港元收購零度聚陣之部分金額。
- (c) 截至二零一零年三月三十一日止年度，購股權持有人分別以0.10港元及0.09港元行使3,000,000份及10,000,000份購股權。
- (d) 根據於二零零七年一月二十九日通過之一項普通決議案，600,000,000份認股權證已於二零零七年一月三十一日發行予本公司股東，以按初步認購價每股0.01港元認購本公司每股面值0.001港元之普通股。於二零零九年十二月十八日，附有6,000,000港元認購權之認股權證已獲行使。
- (e) 所有新股份在各方面均與本公司當時之現有股份享有同等權益。

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34. EQUITY SETTLED SHARE-BASED PAYMENT TRANSACTIONS

Pursuant to the share option scheme adopted by the shareholders of the Company on 30 August 2002 ("Share Option Scheme"), the Directors may for a consideration of HK\$1 offer to selected eligible persons to subscribe for shares in the Company as incentive or rewards for their contribution to the Group. The maximum number of shares in respect of which options may be granted under the Share Option Scheme and any other schemes of the Company must not, in aggregate, exceed 30% of the issued share capital of the Company from time to time.

At the end of the reporting period, the number of issuable share options under the Share Option Scheme of the Company was 438,633,830 (2010: 438,633,830), representing approximately 6% (2010: 6%) of the shares of the Company in issue at that date.

The subscription price will be determined by the Directors at its absolute discretion, but in any event shall not be less than the higher of the nominal value for the time being of each share in the Company, the average closing price of the shares in the Company as stated in the daily quotation sheets of the Stock Exchange for the five consecutive trading days immediately preceding the date on which the relevant option is granted and the closing price of the shares in the Company as stated in the Stock Exchange's daily quotation sheet on the date on which the relevant option is granted.

The Share Option Scheme will remain in force for a period of ten years commencing on 26 September 2002.

During the year ended 31 March 2011, no (2010: 2,000,000) share options were granted under the Share Option Scheme to eligible participants of the Company.

First phase:

On 3 November 2008, options were granted to subscribe for an aggregate of 10,000,000 shares of the Company, with an exercise price calculated in accordance with the provisions of the Share Option Scheme at HK\$0.09 per share. The closing price of the Company on the day immediately preceding the offer of grant was HK\$0.09 per share. Those who were granted with the options can exercise their rights from 3 November 2008 to any time before expiry date on 2 November 2018.

34. 權益結算之股份基礎給付交易

根據本公司股東於二零零二年八月三十日採納之購股權計劃(「購股權計劃」)，董事可以1港元之代價向經挑選之合資格人士提出認購本公司股份之要約，作為彼等對本集團作出貢獻之獎勵或回報。根據購股權計劃及本公司任何其他計劃授出之購股權之最高股份數目，於合併計算時，不得超過本公司不時之已發行股本之30%。

於報告期末，本公司購股權計劃項下有438,633,830份(二零一零年：438,633,830份)可發行之購股權，佔當日本公司已發行股份之6%(二零一零年：6%)。

認購價將由董事絕對酌情釐定，惟在任何情況下，認購價不得低於本公司當時每股股份之面值、本公司股份於緊接有關購股權授出日期前連續五個交易日在聯交所每日報價表上所報之平均收市價及本公司股份於有關購股權授出日期在聯交所每日報價表上所報之收市價(以較高者為準)。

購股權計劃已於二零零二年九月二十六日起生效，有效期持續十年。

於截至二零一一年三月三十一日止年度，並無(二零一零年：2,000,000份)購股權已根據購股權計劃授予本公司之合資格參與者。

第一期計劃：

於二零零八年十一月三日，已授出之購股權可認購本公司合共10,000,000股股份，其行使價每股0.09港元乃根據購股權計劃之條文計算。本公司股份於緊接授出要約前之日的收市價為每股0.09港元。獲授購股權之人士可自二零零八年十一月三日起於二零一八年十一月二日屆滿前任何時間行使彼等之權利。

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34. EQUITY SETTLED SHARE-BASED PAYMENT TRANSACTIONS (Continued)

Second phase:

On 10 December 2008, options were granted to subscribe for an aggregate of 9,000,000 shares of the Company, with an exercise price calculated in accordance with the provisions of the Share Option Scheme at HK\$0.10 per share. The closing price of the Company on the day immediately preceding the offer of grant was HK\$0.10 per share. Those who were granted with the options can exercise their rights in multiple periods starting from 10 December 2009 to 9 December 2018 as follows:

From 10 December 2009 to 9 December 2018	– approximately 3,000,000 shares
From 10 December 2010 to 9 December 2018	– approximately 3,000,000 shares
From 10 December 2011 to 9 December 2018	– approximately 3,000,000 shares

Third phase:

On 30 April 2009, options were granted to subscribe for an aggregate of 2,000,000 shares of the Company, with an exercise price calculated in accordance with the provisions of the Share Option Scheme at HK\$0.52 per share. The closing price of the Company on the day immediately preceding the offer of grant was HK\$0.079 per share. Those who were granted with the options can exercise their rights in multiple periods starting from 28 February 2010 to 28 February 2012 as follows:

From 28 February 2010 to 28 February 2012	– 500,000 shares
From 28 August 2010 to 28 February 2012	– 500,000 shares
From 28 February 2011 to 28 February 2012	– 500,000 shares
From 28 August 2011 to 28 February 2012	– 500,000 shares

34. 權益結算之股份基礎給付交易 (續)

第二期計劃：

於二零零八年十二月十日，已授出之購股權可認購本公司合共9,000,000股股份，其行使價每股0.10港元乃根據購股權計劃之條文計算。本公司股份於緊接授出要約前之日的收市價為每股0.10港元。獲授購股權之人士可於下列二零零九年十二月十日起至二零一八年十二月九日止期間分批行使彼等之權利：

二零零九年十二月十日至二零一八年十二月九日	– 約3,000,000股股份
二零一零年十二月十日至二零一八年十二月九日	– 約3,000,000股股份
二零一一年十二月十日至二零一八年十二月九日	– 約3,000,000股股份

第三期計劃：

於二零零九年四月三十日，已授出之購股權可認購本公司合共2,000,000股股份，其行使價每股0.52港元乃根據購股權計劃之條文計算。本公司股份於緊接授出要約前之日的收市價為每股0.079港元。獲授購股權之人士可於下列二零一零年二月二十八日起至二零一二年二月二十八日止期間分批行使彼等之權利：

二零一零年二月二十八日至二零一二年二月二十八日	– 500,000股股份
二零一零年八月二十八日至二零一二年二月二十八日	– 500,000股股份
二零一一年二月二十八日至二零一二年二月二十八日	– 500,000股股份
二零一一年八月二十八日至二零一二年二月二十八日	– 500,000股股份

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34. EQUITY SETTLED SHARE-BASED PAYMENT TRANSACTIONS (Continued)

Movements of the Company's share options during the year are set out below.

34. 權益結算之股份基礎給付交易 (續)

本公司購股權於年內之變動載列如下。

Participants 參與者	Date of grant 授出日期	Number of share options 購股權數目						Exercise price per share in HK\$ 每股行使價 港元	
		Outstanding at 1 April 2009 於二零零九年 四月一日 尚未行使	Granted during the year 於年內授出	Exercised during the year 於年內行使	Lapsed during the year 於年內失效	Outstanding at 31 March 2010 於二零一零年 三月三十一日 尚未行使	Lapsed during the year 於年內失效		Outstanding at 31 March 2011 於二零一一年 三月三十一日 尚未行使
Employees 僱員	10 December 2008 二零零八年十二月十日	9,000,000	-	(3,000,000)	-	6,000,000	(6,000,000)	-	0.10
	30 April 2009 二零零九年四月三十日	-	2,000,000	-	(95,000)	1,905,000	(1,630,000)	275,000	0.52
Business associates 業務聯繫人士	3 November 2008 二零零八年十一月三日	10,000,000	-	(10,000,000)	-	-	-	-	0.09
		<u>19,000,000</u>	<u>2,000,000</u>	<u>(13,000,000)</u>	<u>(95,000)</u>	<u>7,905,000</u>	<u>(7,630,000)</u>	<u>275,000</u>	
Exercisable at the end of the reporting period 於報告期末可行使		<u>10,000,000</u>				<u>476,250</u>		<u>206,250</u>	
Weighted average exercise price (HK\$) 加權平均行使價(港元)		<u>0.095</u>	<u>0.52</u>	<u>0.092</u>	<u>0.52</u>	<u>0.52</u>	<u>0.19</u>	<u>0.52</u>	

The Group recognised the total expense of approximately HK\$134,000 (2010: HK\$65,000) for the year in relation to the fair value of the share options granted by the Company.

本集團於本年度就本公司所授出購股權之公平值確認總開支約134,000港元(二零一零年:65,000港元)。

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35. NOTES TO THE CONSOLIDATED STATEMENT OF CASH FLOWS

(a) Disposal of subsidiaries

On 29 June 2009, the Group completely disposed of its entire equity interests in Hamlet Group together with their shareholder's loans to an independent third party at a consideration of HK\$2. There was no goodwill attached with the disposal of Hamlet Group. The net liabilities of Hamlet Group at the date of disposal were as follows:

		Hamlet Group Hamlet 集團 HK\$'000 港幣千元
Net liabilities disposed of:	所出售之負債淨值：	
Trade and other receivables	貿易及其他應收款	2,617
Bank and cash balances	銀行及現金結餘	187
Trade and other payables	貿易及其他應付款	(4,428)
Amounts due to the Group	應付本集團款項	(316,652)
		(318,276)
Assignment of amounts due to the Group	轉讓應付本集團款項	316,652
Gain on disposal	出售時收益	1,624
Total consideration	總代價	-
Net cash outflow arising on disposal of subsidiaries:	因出售附屬公司而產生之現金流出淨額：	
Cash consideration received	已收取之現金代價	-
Bank and cash balances disposed of	銀行結餘及出售現金	(187)
		(187)

The subsidiaries disposed during the year ended 31 March 2010 had no significant impact on the turnover and results of the Group.

(b) Major non-cash transaction

During the year ended 31 March 2010, the Company issued 2,229,164 new ordinary shares of HK\$0.001 each at the price of HK\$1.375 per share to Zhuming (Beijing) Enterprise Management Limited and Beijing Yinhe Matrix Network Technology Limited, for a total of approximately HK\$3,065,000, as final settlement of the consideration payables by a subsidiary for the acquisition of T-Matrix.

35. 綜合現金流量表附註

(a) 出售附屬公司

於二零零九年六月二十九日，本集團以代價2港元出售其於Hamlet集團之全部權益連同彼等對獨立第三方之股東貸款。出售Hamlet集團並無附帶任何商譽。Hamlet集團於出售日期之負債淨額如下：

		Hamlet Group Hamlet 集團 HK\$'000 港幣千元
Net liabilities disposed of:	所出售之負債淨值：	
Trade and other receivables	貿易及其他應收款	2,617
Bank and cash balances	銀行及現金結餘	187
Trade and other payables	貿易及其他應付款	(4,428)
Amounts due to the Group	應付本集團款項	(316,652)
		(318,276)
Assignment of amounts due to the Group	轉讓應付本集團款項	316,652
Gain on disposal	出售時收益	1,624
Total consideration	總代價	-
Net cash outflow arising on disposal of subsidiaries:	因出售附屬公司而產生之現金流出淨額：	
Cash consideration received	已收取之現金代價	-
Bank and cash balances disposed of	銀行結餘及出售現金	(187)
		(187)

於截至二零一零年三月三十一日止年度出售之附屬公司對本集團之營業額及業績並無重大影響。

(b) 主要非現金交易

於截至二零一零年三月三十一日止年度內，本公司按每股1.375港元之價格發行2,229,164股每股面值0.001港元之新普通股予築銘(北京)企業管理有限公司及北京銀河聚陣網絡技術有限公司，就此涉及之款項總額約為3,065,000港元，作為一間附屬公司收購零度聚陣應付代價之最終付款。

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綜合財務報表附註

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

36. CONTINGENT LIABILITIES

At the end of the reporting period, the Group and the Company did not have any significant contingent liabilities (2010: Nil).

37. COMMITMENTS

At the end of the reporting period, the Group had the following commitments:

(a) Commitments under operating leases

As lessor

The Group leases its investment properties under operating lease arrangements, with leases negotiated for terms ranging from one to three years. The terms of the leases generally also require the tenants to pay security deposits and provide for periodic rent adjustments according to the then prevailing market conditions.

At the end of the reporting period, the Group had total future minimum lease receivables under non-cancellable operating leases with its tenants falling due as follows:

Within one year	一年內
In the second to fifth years, inclusive	第二至第五年內(包括首尾兩年)

As lessee

The Group leases certain of its office properties and staff quarters under operating lease arrangements. Leases are negotiated for a term ranging from one to ten years (2010: one to five years). The Group does not have an option to purchase the leased asset at the expiry of the leased period.

At the end of the reporting period, the Group had commitments for future minimum lease payments under non-cancellable operating leases which are payable as follows:

36. 或然負債

於報告期末，本集團及本公司並無任何重大或然負債(二零一零年：無)。

37. 承擔

於報告期末，本集團之承擔如下：

(a) 經營租約承擔

本集團作為出租人

本集團根據經營租賃安排租賃其投資物業，協定租期合乎一年至三年。租期一般亦規定租戶支付抵押按金及根據現行市況對租金進行定期調整。

於報告期末，本集團根據不可撤銷之經營租約與租戶訂立以下到期未來最低租約款項總額：

	2011 二零一一年 HK\$'000 港幣千元	2010 二零一零年 HK\$'000 港幣千元
Within one year	5,759	4,867
In the second to fifth years, inclusive	4,138	1,299
	9,897	6,166

本集團作為承租人

本集團根據經營租約安排租賃若干辦公室物業及員工公寓。協定之租約年期介乎一至十年(二零一零年：一至五年)。本集團並無於租期屆滿時可購買所租賃之資產之選擇權。

於報告期末，本集團就不可撤銷經營租約而須承擔未來最低租約付款，須支付如下：

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37. COMMITMENTS (Continued)

At the end of the reporting period, the Group had the following commitments:

(a) Commitments under operating leases (Continued)

As lessee (Continued)

Within one year	一年內
In the second to fifth years, inclusive	第二至第五年內(包括首尾兩年)
Over five years	五年以上

37. 承擔(續)

於報告期末，本集團之承擔如下：

(a) 經營租約承擔(續)

本集團作為承租人(續)

	2011 二零一一年 HK\$'000 港幣千元	2010 二零一零年 HK\$'000 港幣千元
Within one year	10,477	5,739
In the second to fifth years, inclusive	24,500	7,520
Over five years	1,131	-
	36,108	13,259

(b) Capital commitments

Capital expenditure contracted for but not provided in the consolidated financial statements in respect of:	已訂約但並無於綜合財務報表內作出撥備之資本開支：
- Acquisition of property, plant and equipment	收購物業、機器及設備
- Acquisition of intangible asset	收購無形資產

(b) 資本承擔

	2011 二零一一年 HK\$'000 港幣千元	2010 二零一零年 HK\$'000 港幣千元
Capital expenditure contracted for but not provided in the consolidated financial statements in respect of:		
- Acquisition of property, plant and equipment	-	319
- Acquisition of intangible asset	-	432
	-	751

(c) Other commitments in respect of licensing payments

At 31 March 2010, the licensing arrangement is contracted for a term up of three years. Pursuant to the licensing arrangement, subject to the condition of obtaining certain online game licenses, the Group has to pay the licensor, a non-refundable minimum guarantee in the total sum of US\$5,000,000, payable by three annual installments. As the respective condition of obtaining the online game licenses had not been fulfilled during the year, there were no corresponding commitments outstanding at the end of reporting period.

(c) 牌照付款之其他承擔

於二零一零年三月三十一日，為期三年之牌照安排已訂約。根據牌照安排及獲得若干在線遊戲牌照之條款，本集團須按三個月年期向牌照授權人支付不可退還之最低保證合共5,000,000美元。由於本年度內未達成獲得在線遊戲牌照之各項條件，於報告期末並無相應承擔餘額。

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綜合財務報表附註

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

38. RELATED PARTY TRANSACTIONS

- (a) In addition to the balances detailed in notes 26 and 29 to the consolidated financial statements, the Group entered into the following significant transactions with related parties during the year:

	Notes 附註	2011 二零一一年 HK\$'000 港幣千元	2010 二零一零年 HK\$'000 港幣千元
Rental income received in respect of renting properties to Horizon as office	(i), (iv)	60	158
Consultancy fee paid to Berset International (HK) Ltd ("Berset")	(ii), (v)	500	833
Purchase of watches from Shanghai Heng Po Watch Company Limited* ("Shanghai Heng Po") 上海恆保鐘錶有限公司	(iii), (vi)	8,955	6,176

* The English name is for identification only

- (i) Rental fee received from the related party was made on terms mutually agreed between both parties.
- (ii) Consultancy fee paid to the related party was made on terms mutually agreed between the involved parties.
- (iii) The prices of purchasing watches from Shanghai Heng Po was made on terms mutually agreed between the involved parties.
- (iv) Mr. Wu and Mr. Cheng are the key management personnel and have significant influences over the Company and Horizon.
- (v) Mr. Wu is the key management personnel and has significant influence over the Company and Berset.
- (vi) Ms. Yung is the key management personnel and has significant influence over the Company and Shanghai Heng Po.

- (b) Key management compensation

The key management personnel of the Group comprise all the Directors and the five highest paid individuals. Details of the compensation to Directors and the five highest paid individuals are included in note 13 to the consolidated financial statements.

38. 關連人士交易

- (a) 除分別於綜合財務報表附註26及29內詳述之結餘外，年內本集團與關連人士進行之重大交易如下：

	Notes 附註	2011 二零一一年 HK\$'000 港幣千元	2010 二零一零年 HK\$'000 港幣千元
已收取 Horizon 租賃物業作為辦公室之租金收入	(i), (iv)	60	158
已付 Berset International (HK) Ltd. (「Berset」) 顧問費用	(ii), (v)	500	833
向上海恆保鐘錶有限公司 (「上海恆保」) 採購手錶	(iii), (vi)	8,955	6,176

* 英文名稱僅供參考

- (i) 向關連人士收取租金一事乃按經雙方共同協定之條款進行。
- (ii) 向關連人士支付顧問費用之事乃按經涉及雙方共同協定之條款進行。
- (iii) 自上海恆保採購鐘錶之價格乃根據參與各方相互協定之條款釐定。
- (iv) 吳先生及成先生為主要管理人員，且對本公司及 Horizon 施加重大影響。
- (v) 吳先生為主要管理人員，且對本公司及 Berset 施加重大影響。
- (vi) 榮女士為主要管理人員，且對本公司及上海恆保施加重大影響。

- (b) 主要管理層薪酬

本集團主要管理層成員包括本公司全體董事及五名最高薪酬人士。董事及五名最高薪酬人士之酬金詳情載於綜合財務報表附註 13。

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

39. LITIGATIONS

(a) The Company and Billion Cosmos Investment Limited (“Billion Cosmos”), as plaintiffs

On 29 October 2008, Billion Cosmos (a wholly-owned subsidiary of the Company) as purchaser and Weike(S) Pte Limited (“Weike”, a company owned as to 50% equity interest by Mr. Poh Po Lian (“Mr. Poh”), the then director and a controlling shareholder of the Company) as vendor, entered into an agreement relating to acquisition of gaming machines from Weike (collectively “Weike Machines”) at the total consideration of HK\$9,893,000.

On 13 June 2010, the Weike Machines were confiscated by the public security bureau of Shanghai for not having obtained the endorsement of the Shanghai Municipal Administration of Culture Radio Film & TV. Pursuant to the Agreement, the vendor is responsible for obtaining the endorsement. A wholly-owned subsidiary of the Company thereby instructed lawyers to submit to Shanghai No.2 Intermediate People’s Court (the “Court”) a claim (“Claim”) against the vendor, in which the subsidiary sought orders for (i) refund of RMB 8,704,851 (being the full consideration in RMB for the purchase of the Weike Machines), (ii) damages of amount provisionally assessed at RMB5,000,000, (iii) vendor’s delivery to the subsidiary materials in relation to the Weike Machines in respect of customs, commodity inspection and tax, and (iv) all costs of the claim to be borne by the vendor. On 26 July 2010, the Court issued to the subsidiary a notice of acceptance of lawsuit confirming its acceptance of the filing of the Claim.

On 7 March 2011, a writ of summons was issued in the Court of First Instance at the High Court of Hong Kong (“Court of First Instance”) by the Company as 1st plaintiff and Billion Cosmos as 2nd plaintiff claiming against Weike as 1st defendant and Mr. Poh as 2nd defendant for, inter alia, breach of the Agreement and breach of director’s duties owed by Mr. Poh towards the Company. The plaintiffs’ claim against the defendants for the (i) the refund of HK\$9,893,000 being the full purchase price of the Weike Machines; (ii) indemnity pursuant from Clause 7.1 of the Agreement; (iii) interest, cost and further or other relief. Details of this litigation were disclosed in the announcements of the Company dated 29 October 2008, 28 June 2010, 4 August 2010 and 10 March 2011.

39. 訴訟

(a) 本公司與Billion Cosmos Investment Limited (「Billion Cosmos」) (作為原告人)

於二零零八年十月二十九日，本公司的全資附屬公司Billion Cosmos(作為買方)與威科私人有限公司(「威科」，本公司當時的董事及控股股東傅寶聯先生(「傅先生」)擁有其50%權益的公司)(作為賣方)訂立協議，以總代價9,893,000港元自威科購買遊戲機(統稱「威科遊戲機」)。

於二零一零年六月十三日，威科遊戲機由於未取得上海市文化廣播影視管理局之許可而被上海市公安局沒收。根據該協議，賣方負責取得許可。本公司一間全資附屬公司就此指示律師向上海市第二中級人民法院(「法院」)對賣方提出申索(「申索」)，當中附屬公司請求判令賣方(i)歸還貨款人民幣8,704,851元(購買威科遊戲機以人民幣計算之總代價)；(ii)支付暫計之損失賠償人民幣5,000,000元；(iii)向附屬公司提供威科遊戲機涉及之報關、商檢及稅務的相關材料；以及(iv)支付該申索之全部費用。於二零一零年七月二十六日，法院向附屬公司發出立案通知書，確認受理該申索。

於二零一一年三月七日，香港高等法院原訟庭(「原訟庭」)發出傳訊令狀，本公司作為第一原告人及Billion Cosmos作為第二原告人，因威科作為第一被告人及傅先生作為第二被告人違反(其中包括)協議及傅先生違反對本公司之董事責任進行申索。原告人對被告人申索(i)退還遊戲機之全額購買金額9,893,000港元；(ii)根據協議第7.1條進行彌償；(iii)利息、費用及進一步或其他補償。是項訴訟之詳情披露於本公司日期為二零零八年十月二十九日、二零一零年六月二十八日、二零一零年八月四日及二零一一年三月十日之公佈。

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39. LITIGATIONS (Continued)

(b) Luck Continent against Mr. Cheng and the Company

On 26 January 2011, being the returnable date of the summons issued by Luck Continent on 19 January 2011, the High Court of Hong Kong (the "High Court") granted an interim injunction order ("Interim Injunction Order") against the Company in respect of the summons. The Interim Injunction Order provides, among other things, that:

- (1) until further order, Mr. Cheng and the Company, whether by himself or itself (as the case may be), its agents, servants or otherwise howsoever, be restrained from procuring or taking any steps to procure T-Matrix to:
 - (i) dispose, assign, charge or otherwise deal with the property situate at 16th Floor, Bright China Chang An Property, No 7 Jian Guo Men Nei Da Jie, Beijing, PRC;
 - (ii) act pursuant to, or otherwise carry out the matters contained in, the shareholder's resolutions of T-Matrix purportedly dated 15 December 2010, which is in relation to setting up of a Beijing branch company for T-Matrix; and
 - (iii) take any further steps or enter into or perfect (including affixing a statutory chop on) the agreements or draft agreements in relation to T-Matrix for, inter alia, outsourcing the business of T-Matrix and use of property; and
- (2) until further order, the Company, whether by itself, its agents, servant or otherwise howsoever, be restrained from acting pursuant to, or otherwise carrying out the matters contained in, the directors' resolution of the Company dated 8 July 2010 in respect of what was referred to as "Project T-Matrix".

39. 訴訟(續)

(b) 瑞洲訴成先生及本公司

於二零一一年一月二十六日(即瑞洲於二零一一年一月十九日發出傳票之答辯日期), 香港高等法院(「高等法院」)就該傳票對本公司發出臨時禁制令(「臨時禁制令」)。臨時禁制令規定(其中包括):

- (1) 直至另行頒令為止, 限制成先生及本公司各自本身或本公司(視情況而定)、其代理、受僱人或以其他方式促使或採取任何措施促使零度聚陣:
 - (i) 出售、轉讓、抵押或以其他方式處置位於中國北京市建國門內大街7號光華長安大廈16樓之物業;
 - (ii) 根據據稱日期為二零一零年十二月十五日有關設立零度聚陣北京分公司之零度聚陣股東決議案所載事宜採取行動, 或以其他方式進行該等事宜; 及
 - (iii) 採取任何進一步措施或訂立或完善(包括加蓋法定印章)有關(其中包括)外判零度聚陣之業務及使用物業的協議或協議草擬本; 及
- (2) 直至另行頒令為止, 限制本公司本身、其代理、受僱人或以其他方式根據日期為二零一零年七月八日有關稱為「零度聚陣項目」之本公司董事決議案所載事宜採取行動, 或以其他方式進行該等事宜。

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39. LITIGATIONS (Continued)

(b) Luck Continent against Mr. Cheng and the Company (Continued)

The Interim Injunction Order was granted an undertaking as to damages by Luck Continent. Counsel for Luck Continent represented to the High Court of Hong Kong that:

- (i) Luck Continent's shareholding in the Company is currently unencumbered.
- (ii) Luck Continent shall give reasonable notice to the Company of its intention, if any, to encumber its shareholding in the Company in future.

Further details of which were disclosed in the announcement of the Company dated 27 January 2011.

(c) The Company against Mr. Cheng, Ms. Yung and others

In connection with the payment in the sum of HK\$9,306,500 (the "Payment") made to Ms. Yung, the wife of Mr. Cheng and a former employee of the Company, purportedly for legal fees and expenses incurred by Mr. Cheng and Ms. Yung in relation to (i) the investigation conducted by the ICAC ("ICAC Investigation"), details to which were disclosed in the announcements of the Company dated 13 September 2010, 7 October 2010 and 7 March 2011; and (ii) petition under section 168A of the Hong Kong Companies Ordinance ("S168A Action"), details of which were disclosed in the announcements of the Company dated 21 April 2010, 24 January 2011 and 27 January 2011. In relation to the Payment, on 14 April 2011, the Company, as plaintiff, has issued an originating summons in the Court of First Instance at the High Court against Mr. Cheng, Ms. Yung, Mr. Ng Pui Lung (a former Director), Mr. Wang Shanchuan (a former Director) and Mr. Ho Chi Chung Joseph ("Joseph Ho", a former Director and the former acting chief executive officer of the Group) for, amongst other things, the following declarations and orders:

- (1) a declaration that the board resolution of the Company in relation to the approval of reimbursement of the Payment to Mr. Cheng and Ms. Yung is void and of no effect (the "Board Resolution");

39. 訴訟(續)

(b) 瑞洲訴成先生及本公司(續)

臨時禁制令發出瑞洲有關損失賠償之保證。瑞洲之律師向香港高等法院聲明：

- (i) 瑞洲於本公司之股權目前並無產權負擔。
- (ii) 倘瑞洲日後有意對其於本公司之股權設立產權負擔，其須向本公司發出合理通知。

進一步詳情披露於本公司日期為二零一一年一月二十七日之公佈。

(c) 本公司訴成先生、榮女士及其他人士

有關向榮女士(成先生妻子及本公司前僱員)支付合共9,306,500港元的款項(「付款」)，據稱為成先生及榮女士有關以下各項的法律費用及支出：(i) 廉政公署進行的調查(「廉政公署調查」)，詳情載於本公司日期為二零一零年九月十三日、二零一零年十月七日及二零一一年三月七日的公佈；及(ii) 公司條例第168A條下的呈請(「第168A條訴訟」)，詳情載於本公司日期為二零一零年四月二十一日、二零一一年一月二十四日及二零一一年一月二十七日的公佈。本公司作為原告人於二零一一年四月十四日就付款於香港高等法院原訟庭對成先生、榮女士、吳貝龍先生(前董事)、王山川(前董事)及何志中(前董事及本集團前代首席執行官)發出原訴傳票，內容有關(其中包括)下列聲明及頒令：

- (1) 宣佈本公司有關批准向成先生及榮女士償付付款的董事會決議案失效及無效(「董事會決議案」)；

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39. LITIGATIONS (Continued)

(c) The Company against Mr. Cheng, Ms. Yung and others (Continued)

- (2) a declaration that Mr. Cheng and/or Ms. Yung hold any sums paid by the Company to them pursuant to the Board Resolution, including but not limited to the sum of HK\$9,306,500 on constructive trust for the Company; and
- (3) an order that Mr. Cheng and/or Ms. Yung do repay (i) any sums paid or reimbursed by the Company to them, or on their behalf, pursuant to the Board Resolution, including but not limited to the Payment; (ii) any sums paid or reimbursed by the Company to or on behalf of Mr. Cheng and Ms. Yung, and various companies being respondents under the S168A Action in relation to the legal fees and expenses incurred by them in the S168A Action; and (iii) any sums paid by the Company to or on behalf of Mr. Cheng and/or Ms. Yung in relation to the legal fees and expenses incurred by them in, amongst other things, the ICAC Investigation.

Further details of this litigation were disclosed in the announcement of the Company dated 18 April 2011.

(d) The Company and Highsharp Investments Limited (“Highsharp”), as plaintiffs

On 5 May 2011, the Company and Highsharp, a wholly-owned subsidiary of the Company, as Plaintiffs, issued a writ of summons in the Court of First Instance against, among others, Mr. Cheng, Ms. Yung, the personal representatives of Mr. Kok Teng Nam (also known as Kenny Nam), deceased, Mr. Philip Yu and Augustus Investments Limited (collectively referred to as the “Defendants”) in relation to (i) the sale of shares in Sino Joy Holdings Limited, the corporate vehicle holding the 17th Floor, Silver Base Centre, No. 200 Gloucester Road, Hong Kong (the “17th Floor Property”) by China Entertainment Holdings Limited to Mansion Gains Holdings Limited (“Mansion Gains”) in or around June 2007; and (ii) the acquisition by Highsharp of the shares in Mansion Gains, which indirectly held the 17th Floor Property (the “Transaction”), the details of the Transaction and the claims against the defendants were disclosed in the announcements of the Company dated 9 October 2007 and 11 May 2011, respectively.

39. 訴訟(續)

(c) 本公司訴成先生、榮女士及其他人士(續)

- (2) 宣佈成先生及／或榮女士乃按法定信託為本公司持有本公司根據董事會決議案向彼等支付的任何款項，包括(但不限於)9,306,500 港元；及
- (3) 命令成先生及／或榮女士退還(i)本公司根據董事會決議案向或代彼等支付或償付的任何款項，包括(但不限於)付款；(ii)本公司就成先生及榮女士及多家為第168A條訴訟答辯人的公司於第168A條訴訟招致的法律費用及開支向或代彼等支付或償付的任何款項；及(iii)本公司就成先生及／或榮女士於(其中包括)廉政公署調查招致的法律費用及開支向或代其支付的任何款項。

是項訴訟之詳情披露於本公司日期為二零一一年四月十八日之公佈。

(d) 本公司與高銳投資有限公司(「高銳」)(作為原告人)

本公司及本公司之全資附屬公司高銳作為原告人，於二零一一年五月五日就(i)於二零零七年六月左右，China Entertainment Holdings Limited向Mansion Gains Holdings Limited(「Mansion Gains」)出售中悅集團有限公司(擁有香港告士打道200號銀基中心17樓(「17樓物業」)之公司)之股份；及(ii)高銳收購Mansion Gains(其間接擁有17樓物業)之股份(「交易」)(交易及對被告人之申索詳情分別披露於本公司日期為二零零七年十月九日及二零一一年五月十一日之公佈)，對(其中包括)成先生、榮女士、已故之藍國定先生(別名Kenny Nam)之遺產代理人、余國超先生及Augustus Investments Limited(統稱「被告人」)於原訟法庭發出傳訊令狀。

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

39. LITIGATIONS (Continued)

(e) The Company and Ace Precise International Limited (“Ace Precise”), as plaintiffs

On 6 May 2011, the Company and Ace Precise, a wholly-owned subsidiary of the Company, as Plaintiffs, issued a writ of summons in the Court of First Instance against Best Max Holdings Limited (“Best Max”), Mr. Lo Chun Cheong (also known as Ronald Lo) (sole director and registered shareholder of Best Max) (“Ronald Lo”), Mr. Cheng, Joseph Ho and Mr. Yeung Tak Hung Arthur (“Arthur Yeung”, the former Chief Operating Officer of the Group) in relation to (i) the Subscription Agreement dated 3 December 2008 made between Ace Precise and Best Max for the subscription of the HK\$12,000,000 zero coupon convertible bond due on 2 December 2010 issued by Best Max to Ace Precise; (ii) the guarantee and indemnity in respect of the obligations of Best Max dated 3 December 2008 executed by Ronald Lo as guarantor in favour of Ace Precise; (iii) the deed of release for the guarantee dated 18 June 2010 purportedly executed by Mr. Cheng on behalf of Ace Precise; and (iv) the conversion notice(s) dated 1 April 2011 purportedly executed by Joseph Ho on behalf of Ace Precise. The details of the claims against the defendants were disclosed in the announcement of the Company dated 11 May 2011.

(f) Subsidiaries of the Company against Mr. Cheng

On 11 June 2011, the Company, together with certain of its wholly-owned subsidiaries, namely CYC Investments Limited (“CYC Investments”), Sincere Land Holdings Limited (“Sincere Land”), Hainan Treasure Way Enterprises Limited (“Treasure Way”), Hainan Jiaying Internet Technology Company Limited (“Jiaying”), Suzhou C Y Foundation Entertainment and Investment Management Limited (“Suzhou C Y Foundation”), CYC Investment Consultancy (Wuxi) Limited (“CYC Wuxi”); and Longpin Investment Consultancy (Shanghai) Company Limited (“Longpin”), as plaintiffs, issued an originating summons in the Court of First Instance to claim against Mr. Cheng for, among others, the following relief:

- (1) an order for the delivery up to the Company of the personnel files relating to Mr. Cheng and other documents and things of the Company wrongfully detained or removed by him;

39. 訴訟(續)

(e) 本公司與Ace Precise International Limited (「Ace Precise」)(作為原告人)

本公司及本公司之全資附屬公司Ace Precise作為原告人，於二零一一年五月六日對Best Max Holdings Limited (「Best Max」)、羅俊昶先生(別名Ronald Lo) (Best Max之唯一董事及登記股東)(「羅俊昶」)、成先生、何志中及楊德雄先生(「楊德雄先生」，本集團前首席營運官)於香港高等法院原訟法庭發出傳訊令狀，有關於(i) Ace Precise與Best Max就認購Best Max向Ace Precise發行之於二零一零年十二月二日到期之12,000,000港元零息可換股票據而於二零零八年十二月三日訂立之認購協議；(ii)羅俊昶先生(作為擔保人)簽署以Ace Precise為受益人之日期為二零零八年十二月三日有關Best Max責任之擔保及彌償書；(iii)據稱由成先生代表Ace Precise簽署日期為二零一零年六月十八日之解除擔保人責任之契據；及(iv)據稱由何志中先生代表Ace Precise簽署之日期為二零一一年四月一日之換股通知。對被告人之申索詳情披露於本公司日期為二零一一年五月十一日之公佈。

(f) 本公司附屬公司訴成先生

於二零一一年六月十一日，本公司連同其若干全資附屬公司(即中青投資有限公司(「中青投資」)、確信集團有限公司(「確信」)、海南寶瀛實業有限公司(「寶瀛」)、海南佳瀛網絡科技有限公司(「佳瀛」)、蘇州中青基業娛樂投資管理有限公司(「蘇州中青基業」)、中青投資諮詢(無錫)有限公司(「中青投資諮詢(無錫)」)及龍品投資諮詢(上海)有限公司(「龍品」)) (作為原告人)於香港高等法院原訟法庭發出原訴傳票，就(當中包括)下列各項對成先生提出索償：

- (1) 向本公司交還有關成先生之個人文件及其非法扣留或取走的本公司其他文件及物品之判令；

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

39. LITIGATIONS (Continued)

(f) Subsidiaries of the Company against Mr. Cheng (Continued)

- (2) orders for the delivery up to Treasure Way, Jiaying, Suzhou C Y Foundation, CYC Wuxi or Longpin (as appropriate) their respective seals, chops, documents, records and other things wrongfully detained or removed by Mr. Cheng;
- (3) an order that Mr. Cheng do sign all documents, do all things and take all steps necessary for the appointment of designated person(s) to take up the offices, titles and/or positions held by Mr. Cheng in Treasure Way, Jiaying, Suzhou C Y Foundation, CYC Wuxi and Longpin in the place and stead of Mr. Cheng, and for obtaining all necessary approvals of the governmental departments and authorities in China for the change of the said offices, titles and/or positions; and
- (4) damages for breach of Mr. Cheng's duties as the agent of the Company, CYC Investments and/or Sincere Land.

Further details of this litigation were disclosed in the announcement of the Company dated 11 June 2011.

(g) The Company against former management and employees

On 3 June 2011, the Company, as Plaintiff, issued a writ of summons in the High Court against, among others, Mr. Cheng, Ms. Yung, Joseph Ho, Arthur Yeung, Ms Kwok Pui Hung ("Stella Kwok", a former director of human resources of the Group), Mr. Tsang Heung Yip ("Wallace Tsang", a former financial controller of the Group) and other 6 former employees (collectively referred to as the "Defendants") in respect of various claims relating to the sums totalling HK\$6,077,100, together with the related interests, costs and further and/or other relief, caused, procured and/or permitted by Mr. Cheng, Ms. Yung, Joseph Ho, Arthur Yung, Stella Kwok and/or Wallace Tsang, without any or proper authority or authorisation of the Plaintiff and in breach of their respective duties to the Plaintiff, to be paid or Arthur Yeung, Stella Kwok and Wallace Tsang themselves and other 6 employees in around late March 2011 under the guise or pretence of special bonuses to the recipients.

39. 訴訟(續)

(f) 本公司附屬公司訴成先生(續)

- (2) 向寶瀛、佳瀛、蘇州中青基業、中青投資諮詢(無錫)或龍品(如適當)交還成先生非法扣留或取走的該等公司之印鑒、印章、文件、記錄及其他物品之判令;
- (3) 成先生簽署一切文件、作出一切行動及採取所有必要措施委任指定人士替代成先生擔任成先生於寶瀛、佳瀛、蘇州中青基業、中青投資諮詢(無錫)及龍品所擔任的職務、職銜及/或職位, 以及就上述職務、職銜及/或職位變動獲取所有必要的中國政府部門及機關批准之判令; 及
- (4) 成先生違反作為本公司、中青投資及/或確信代理之責任之相關損害賠償。

是項訴訟之詳情披露於本公司日期為二零一一年六月十一日之公佈。

(g) 本公司訴前管理層及僱員

於二零一一年六月三日, 本公司作為原告人於高等法院發出傳訊令狀, 起訴(其中包括)成先生、榮女士、何志中、楊德雄、郭蓓紅女士(「郭蓓紅」, 本集團人力資源前主管)、曾向業先生(「曾向業」, 本集團前財務總監)及其他六名前僱員(統稱「被告人」), 涉及的多項申索之有關總金額6,077,100港元, 連同相關利息、費用及進一步及/或其他賠償, 該等金額乃因成先生、榮女士、何志中、楊德雄、郭蓓紅及/或曾向業先生在無任何或適當授權或原告人授權之情況下造成、促成及/或許可支付及違反對原告人的各自職責或楊德雄、郭蓓紅及曾向業以及其他六名僱員於二零一一年三月末前後冒領或騙取特別花紅而產生。

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39. LITIGATIONS (Continued)

(h) A subsidiary of the Company against Ms. Yung

Ms. Yung and Kingbox (Asia) Limited ("Kingbox") (a wholly-owned subsidiary of the Company) entered into supplemental agreement dated 4 January 2010 (the "Supplemental Agreement") which provides that Kingbox would pay to Ms. Yung upon her termination of employment a remunerative payment which equaled her annual salary income multiplied by two years (the total amount should not exceed 28 months' salary). The amount payable pursuant to the Supplemental Agreement is approximately HK\$2,520,000. Ms. Yung has tendered her resignation on 8 April 2011 with a six month notice and subsequently furnished an early termination notice on 22 May 2011.

On 17 August 2011, Kingbox, as Plaintiff, commenced a legal proceeding in the High Court against Ms. Yung, as Defendant, in respect of the Supplemental Agreement. The relief sought in the High Court Action for (i) a declaration that the Supplemental Agreement was null and void and/or did not constitute a valid, binding and/or enforceable contract between the Plaintiff and the Defendant; (ii) further or in the alternative, an order that the Supplemental Agreement be annulled and/or set aside; (iii) costs and (iv) further and/or other relief.

Further details of this proceeding were disclosed in the announcement of the Company dated 26 August 2011.

* The English names are for identification only

39. 訴訟(續)

(h) 本公司附屬公司訴榮女士

榮女士與金盒(亞洲)有限公司(「金盒」)(本公司之全資附屬公司)於二零一零年一月四日訂立補充協議(「補充協議」)，當中規定金盒於榮女士的聘用合約終止後將向其支付相當於其年薪收入乘以兩年的報酬款項(總額不得超過28個月之薪金)。根據補充協議應付的款項約為2,520,000港元。榮女士已於二零一一年四月八日提交附帶六個月通知期的辭呈，其後於二零一一年五月二十二日提交提前終止合約通知。

於二零一一年八月十七日，金盒(作為原告人)就補充協議於高等法院對榮女士(作為被告人)提起法律程序。於高等法院訴訟中謀求的補救方法如下：(i) 宣佈補充協議無效及／或並不構成原告人與被告人之間有效、具約束力及／或可強制執行的合約；(ii) 進一步或作為替代形式，作出補充協議被宣告無效及／或擱置的判令；(iii) 堂費；及(iv) 進一步及／或其他補救方法。

是項訴訟之詳情披露於本公司日期為二零一一年八月二十六日之公佈。

* 英文名稱僅供參考

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綜合財務報表附註

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

40. PRINCIPAL SUBSIDIARIES

The table below lists the subsidiaries of the Company which, in the opinion of the Directors, principally affected the results of the year or formed a substantial portion of the net assets of the Group. To give details of other subsidiaries would, in the opinion of the Directors, result in particulars of excessive length.

Particulars of the principal subsidiaries at 31 March 2011 and 31 March 2010 are as follows:

40. 主要附屬公司

上表列出董事認為影響本集團本年度業績或組成其大部份資產淨值之本公司主要附屬公司。董事認為詳列其他附屬公司會導致列表過於冗長。

於二零一一年三月三十一日及二零一零年三月三十一日之主要附屬公司詳情如下：

Name of subsidiary 附屬公司名稱	Place of incorporation/ registration/ operations 註冊成立或 註冊/營業地點	Nominal value of issued ordinary shares/ registered capital 已發行普通股股本 面值/註冊資本	Percentage of equity interest attributable to the Company 本公司應佔 股權百分比	Principal activity 主要業務
Directly held: 直接持有：				
Highsharp Investments Ltd.	BVI 英屬處女群島	US\$1 1美元	100%	Investment holding 投資控股
Indirectly held: 間接持有：				
Beijing Horizon Trading Company Limited (note i) 北京豪升融通貿易有限公司(附註i)	The PRC 中國	RMB1,000,000 人民幣1,000,000元	100%	Online game tournament services 網上遊戲競技業務
C Y Foundation Culture Company Limited (note i) 中青基業文化有限公司(附註i)	The PRC 中國	RMB30,300,000 人民幣30,300,000元	82.2%	Online game tournament services 網上遊戲競技業務
Sino Joy Holdings Limited 中悅集團有限公司	Hong Kong 香港	HK\$100 100港元	100%	Property holding 持有物業
Kingbox (Asia) Limited 金盒(亞洲)有限公司	Hong Kong 香港	HK\$5,000,000 5,000,000港元	100%	Manufacture and sale of packaging products 製造及銷售包裝產品

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

40. PRINCIPAL SUBSIDIARIES (Continued)

40. 主要附屬公司(續)

Name of subsidiary 附屬公司名稱	Place of incorporation/ registration/ operations 註冊成立或 註冊/營業地點	Nominal value of issued ordinary shares/ registered capital 已發行普通股股本 面值/註冊資本	Percentage of equity interest attributable to the Company 本公司應佔 股權百分比	Principal activity 主要業務
Indirectly held: (Continued) 間接持有：(續)				
Horizon Worldwide Ltd	Hong Kong 香港	HK\$500,000 500,000港元	100%	Watch trading 鐘錶貿易
Suzhou C Y Foundation Entertainment and Investment Management Limited (note ii) 蘇州中青基業娛樂投資管理有限公司(附註ii)	The PRC 中國	US\$2,500,000 2,500,000美元	100%	Investment holding 投資控股
T-Matrix Culture Company Limited (note i) 零度聚陣文化有限公司(附註i)	The PRC 中國	RMB97,000,000 人民幣97,000,000元	100%	Online game tournament services 網上遊戲競技業務
Shanghai Haocai Investment Management Co., Ltd.* ("Shanghai Haocai") 上海好彩投資管理有限公司(「上海好彩」)	The PRC 中國	RMB6,000,000 人民幣6,000,000元	100%	Online game tournament services 網上遊戲競技業務
Shanghai Jifeng Investment Management Co., Ltd* (note i) 上海基豐投資管理有限公司(附註i)	The PRC 中國	RMB171,206,300 人民幣171,206,300元	100%	Investment holding 投資控股
Hainan Baoyin Industrial Co., Ltd* (note ii) 海南寶濤實業有限公司(附註ii)	The PRC 中國	US\$25,000,000 25,000,000美元	100%	Investment holding 投資控股

* The English names are for identification only

* 英文名稱僅供參考

Notes:

附註：

(i) private limited liability company

(i) 私人有限責任公司

(ii) wholly-owned foreign enterprise

(ii) 全外資擁有企業

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綜合財務報表附註

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

41. EVENTS AFTER THE END OF THE REPORTING PERIOD

Subsequent to the end of the reporting period, there are certain updates on the Group's corporate development, changes of the Company's directors, litigations involved, and details of which are stated in notes 2, 13 and 39 to the consolidated financial statements and the related public announcements of the Company.

42. COMPARATIVE FIGURES

As further explained in note 3 to these financial statements, due to the adoption of certain new and revised HKFRSs during the current year, the presentation of certain items, balances and the related explanatory notes to these financial statements have been revised to comply with the new requirements. Accordingly, certain comparative figures have been re-presented to conform with the current year's presentation.

43. APPROVAL OF FINANCIAL STATEMENTS

These financial statements were approved and authorised for issue by the Board of Directors on 31 August 2011.

41. 報告期末後事項

於報告期末後，本集團企業發展、本公司董事變動及所涉及之訴訟等方面有若干進展，有關詳情分別於綜合財務報表附註2、13及39，以及本公司相關公開公佈中闡述。

42. 比較數字

誠如該等財務報表附註3進一步解釋，由於年內採納了若干新訂及經修訂香港財務報告準則，若干項目之呈列、結餘及該等財務報表之相關解釋附註已作出修訂以符合新規定。因此，若干比較數字已重列以與本年度之呈列一致。

43. 批准財務報表

該等財務報表已獲董事會於二零一一年八月三十一日批准及授權刊發。

Five-Year Financial Summary 五年財務概要

A summary of the results, assets and liabilities of the Group for the last five financial years, as extracted from the published audited financial statements and restated/reclassified as appropriate, is set out below.

本集團過去五個財政年度之業績及資產及負債概要乃摘錄自己刊發經審核財務報表並重列／重新分類(如適當)，並載列如下。

RESULTS

業績

		Year ended 31 March 截至三月三十一日止年度				
		2011 二零一一年 HK\$'000 港幣千元	2010 二零一零年 HK\$'000 港幣千元	2009 二零零九年 HK\$'000 港幣千元	2008 二零零八年 HK\$'000 港幣千元	2007 二零零七年 HK\$'000 港幣千元
CONTINUING OPERATIONS	持續經營業務					
Turnover	營業額	145,075	117,149	57,046	664	77,634
Loss before tax	除稅前虧損	(293,811)	(80,117)	(195,630)	(28,542)	(24,151)
Income tax	所得稅	(10,549)	(3,429)	(358)	(608)	-
Loss for the year from continuing operations	本年度持續經營業務之虧損	(304,360)	(83,546)	(195,988)	(29,150)	(24,151)
DISCONTINUED OPERATION	終止經營業務					
Loss for the year from a discontinued operation	本年度終止經營業務之虧損	-	-	(2,695)	(11,733)	(16,324)
Loss for the year	本年度虧損	(304,360)	(83,546)	(198,683)	(40,883)	(40,475)
Attributable to:	應佔：					
Owners of the Company	本公司擁有人	(302,972)	(78,594)	(195,662)	(41,363)	(40,475)
Non-controlling interests	非控股股東權益	(1,388)	(4,952)	(3,021)	480	-
		(304,360)	(83,546)	(198,683)	(40,883)	(40,475)

ASSETS AND LIABILITIES

資產及負債

		As at 31 March 於三月三十一日				
		2011 二零一一年 HK\$'000 港幣千元	2010 二零一零年 HK\$'000 港幣千元	2009 二零零九年 HK\$'000 港幣千元	2008 二零零八年 HK\$'000 港幣千元	2007 二零零七年 HK\$'000 港幣千元
Total assets	資產總額	315,929	627,036	712,510	873,288	822,513
Total liabilities	負債總額	(58,740)	(77,868)	(107,577)	(108,542)	(775,185)
Net assets	資產淨值	257,189	549,168	604,933	764,746	47,328
Attributable to:	應佔：					
Owners of the Company	本公司擁有人	254,890	547,904	600,978	758,745	47,328
Non-controlling interests	非控股股東權益	2,299	1,264	3,955	6,001	-
		257,189	549,168	604,933	764,746	47,328

Particulars of Property Interests

物業權益詳情

Particulars of property interests held by the Group as at 31 March 2011 are as follows:

本集團於二零一一年三月三十一日持有之物業權益之詳情如下：

Location 地點	Use 用途	Tenure 年期	Attributable interest of the Group 本集團應佔權益
Investment properties 投資物業			
Units 1601-3, 1605-7, 1617-23 and 1625-6, No.7 Jiaguo Mennei Dajie, Dongcheng District, Beijing City, the PRC 中國北京東城區建國門內大街7號 1601-3室、1605-7室、1617-23室及1625-6室	Office 辦公室	Medium 中期	100%
Owner-occupied properties 自用物業			
Units 1608-12 and 1615-6, No.7 Jiaguo Mennei Dajie, Dongcheng District, Beijing City, the PRC 中國北京東城區建國門內大街7號 1608-12室及1615-6室	Office 辦公室	Medium 中期	100%
Unit 5D, Dragon Industrial Building 93, King Lam Street, Cheung Sha Wan Kowloon, Hong Kong 香港九龍長沙灣瓊林街93號 龍翔工業大廈5D室	Office 辦公室	Medium 中期	100%
Flat H, 32/F., Block 5, Manhattan Hill, Mei Foo, Kowloon, Hong Kong 香港九龍美孚曼克頓山 第五座32樓H室	Staff quarter 員工宿舍	Medium 中期	100%

