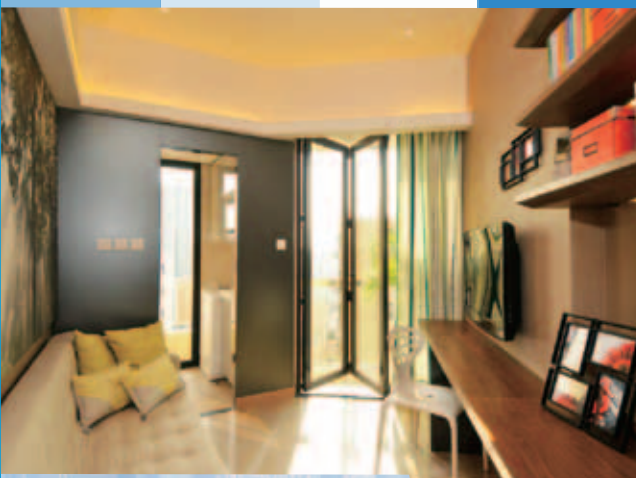




EASYKNIT INTERNATIONAL HOLDINGS LIMITED
永義國際集團有限公司

(Stock Code 股份代號: 1218)

2011/12 | Annual Report | 年報



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Corporate Information

公司資料

BOARD OF DIRECTORS

Executive Directors

Mr. Kwong Jimmy Cheung Tim
(*President and Chief Executive Officer*)
Ms. Lui Yuk Chu (*Vice President*)
Ms. Koon Ho Yan Candy

Non-Executive Director

Mr. Tse Wing Chiu Ricky

Independent Non-Executive Directors

Mr. Tsui Chun Kong
Mr. Jong Koon Sang
Mr. Hon Tam Chun

AUDIT COMMITTEE

Mr. Tsui Chun Kong (*Chairman*)
Mr. Jong Koon Sang
Mr. Hon Tam Chun
Mr. Kwong Jimmy Cheung Tim

REMUNERATION COMMITTEE

Mr. Jong Koon Sang (*Chairman*)
Mr. Tsui Chun Kong
Mr. Hon Tam Chun
Mr. Kwong Jimmy Cheung Tim

NOMINATION COMMITTEE

Mr. Hon Tam Chun (*Chairman*)
Mr. Tsui Chun Kong
Mr. Jong Koon Sang
Mr. Kwong Jimmy Cheung Tim

EXECUTIVE COMMITTEE

Mr. Kwong Jimmy Cheung Tim (*Chairman*)
Ms. Lui Yuk Chu
Ms. Koon Ho Yan Candy

COMPANY SECRETARY

Mr. Lee Po Wing, Simon

董事會

執行董事

鄺長添先生
(*主席兼首席行政總裁*)
雷玉珠女士(*副主席*)
官可欣女士

非執行董事

謝永超先生

獨立非執行董事

徐震港先生
莊冠生先生
韓譚春先生

審核委員會

徐震港先生(*主席*)
莊冠生先生
韓譚春先生
鄺長添先生

薪酬委員會

莊冠生先生(*主席*)
徐震港先生
韓譚春先生
鄺長添先生

提名委員會

韓譚春先生(*主席*)
徐震港先生
莊冠生先生
鄺長添先生

行政委員會

鄺長添先生(*主席*)
雷玉珠女士
官可欣女士

公司秘書

李寶榮先生

AUDITOR

Deloitte Touche Tohmatsu

LEGAL ADVISERS

As to Hong Kong law:
Reed Smith Richards Butler

As to Bermuda law:
Appleby

PRINCIPAL BANKERS

Hang Seng Bank Limited

REGISTERED OFFICE

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

PRINCIPAL PLACE OF BUSINESS

Block A, 7th Floor
Hong Kong Spinners Building, Phase 6
481-483 Castle Peak Road
Cheung Sha Wan, Kowloon
Hong Kong

BERMUDA PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

Butterfield Fulcrum Group (Bermuda)
Limited
Rosebank Centre
11 Bermudiana Road
Pembroke HM08
Bermuda

HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

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

STOCK CODE

1218

核數師

德勤 • 關黃陳方會計師行

法律顧問

香港法律：
禮德齊伯禮律師行

百慕達法律：
Appleby

主要往來銀行

恒生銀行有限公司

註冊辦事處

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

主要營業地點

香港
九龍長沙灣
青山道481-483號
香港紗廠大廈第6期
7字樓A座

百慕達主要股份過戶登記處

Butterfield Fulcrum Group (Bermuda)
Limited
Rosebank Centre
11 Bermudiana Road
Pembroke HM08
Bermuda

香港股份過戶登記分處

卓佳秘書商務有限公司
香港灣仔
皇后大道東28號
金鐘匯中心26樓

股份代號

1218

President's Statement and Management Discussion and Analysis

主席報告及管理層討論及分析

The board of directors (the “**Board**”) of Easyknit International Holdings Limited (the “**Company**”) is pleased to present the audited consolidated financial statements of the Company and its subsidiaries (the “**Group**”) for the year ended 31 March 2012 together with comparative figures. These consolidated financial statements have been reviewed by the Company’s audit committee.

FINAL DIVIDEND

The Board has recommended the payment of a final dividend of HK\$0.04 per share for the year ended 31 March 2012 (the “**Final Dividend**”). The proposed Final Dividend together with the interim dividend of HK\$0.10 per share makes a total dividend of HK\$0.14 per share for this year (2011: HK\$0.22 per share).

Dividend warrants will be posted on or about 23 July 2012 to the shareholders whose names appear on the register of members of the Company on 13 July 2012.

CLOSURE OF REGISTER OF MEMBERS

The register of members will be closed on Thursday, 12 July 2012 and Friday, 13 July 2012. In order to qualify for the Final Dividend, all share transfers documents accompanied by the relevant share certificates must be lodged for registration with the Company’s branch share registrar and transfer office in Hong Kong, namely Tricor Secretaries Limited at 26th Floor, Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong not later than 4:30 pm on Wednesday, 11 July 2012.

永義國際集團有限公司(「本公司」)董事會(「董事會」)欣然呈列本公司及其附屬公司(「本集團」)截至2012年3月31日止年度之經審核綜合財務報表連同比較數字。本綜合財務報表已由本公司之審核委員會審閱。

末期股息

董事會建議派發截至2012年3月31日止年度之末期股息0.04港元(「該末期股息」)。建議該末期股息連同中期股息每股0.10港元，本年度之股息總額合共為每股0.14港元(2011年：每股0.22港元)。

股息單將於2012年7月23日或前後寄發予於2012年7月13日名列本公司股東登記名冊之股東。

暫停辦理股份過戶登記手續

股東登記名冊將於2012年7月12日(星期四)及2012年7月13日(星期五)暫停登記。為確保合資格收取該末期股息，所有股份過戶文件連同相關股票最遲須於2012年7月11日(星期三)下午4時30分或以前送達本公司之香港股份過戶登記分處卓佳秘書商務有限公司，地址為香港灣仔皇后大道東28號金鐘匯中心26樓，辦理登記手續。

CORPORATE RESULTS

For the year ended 31 March 2012, the Group recorded a turnover of approximately HK\$203,583,000, representing an increase of approximately HK\$163,597,000 or 409.1% from approximately HK\$39,986,000 for the year 2011.

Profit attributable to owners of the Company for the year ended 31 March 2012 amounted to approximately HK\$102,214,000 (2011: profit of approximately HK\$389,311,000). The decline in profit of approximately HK\$287,097,000 was primarily attributable to the decrease of gain arising on change in fair value of investment properties.

The basic earnings per share for the year ended 31 March 2012 was approximately HK\$1.22 (2011: basic earnings per share of approximately HK\$4.90).

BUSINESS REVIEW

(i) Property Investment

Hong Kong and Singapore

Turnover of the Group's property rental for the year under review was approximately HK\$40,507,000 (2011: approximately HK\$35,327,000), an increase of approximately HK\$5,180,000 or approximately 14.7% over the last year. The Group's existing investment properties comprise mainly residential, commercial and industrial properties.

公司業績

截至2012年3月31日止年度，本集團之營業額錄得約203,583,000港元，較2011年39,986,000港元增加約163,597,000港元或409.1%。

截至2012年3月31日止年度，本公司權益持有人應佔溢利約為102,214,000港元(2011年：溢利約為389,311,000港元)。溢利減少約287,097,000港元主要由於投資物業之公平值變動產生之收益減少。

截至2012年3月31日止年度，每股基本盈利約為1.22港元(2011年：每股基本盈利約為4.90港元)。

業務回顧

(i) 物業投資

香港及新加坡

回顧年內，本集團物業租務營業額約為40,507,000港元(2011年：約35,327,000港元)，比去年增加約5,180,000港元或約14.7%。本集團現有投資物業主要包括住宅、商業及工業物業。

President's Statement and
Management Discussion and Analysis *(continued)*
主席報告及管理層討論及分析(續)

As at 31 March 2012, the Group's commercial and residential rental properties leased approximately 100% and 92% respectively. The industrial rental properties continued to maintain a high occupancy rate of approximately 94%. The building management fee income was approximately HK\$411,000 (2011: approximately HK\$314,000).

During the year under review, the Group completed the acquisition of 9 properties at a total consideration of approximately HK\$163,462,000, of which 6 of them are leased to independent third parties for residential purposes. All such 9 properties are located in Prince Edward Road West of Kowloon, Hong Kong. Details of the properties acquisitions are set out in the Company's announcements dated 29 April 2011 and 8 December 2011.

於2012年3月31日，本集團之商業及住宅租賃物業已分別租出約100%及92%。工業租賃物業亦能維持高出租率約94%。樓宇管理費收入約為411,000港元(2011年：約314,000港元)。

在回顧年度，本集團完成收購9個物業，總代價約為163,462,000港元，其中6個物業租予獨立第三方作住宅用途。該9個物業全部位於香港九龍太子道西。收購物業詳情載於本公司日期為2011年4月29日及2011年12月8日之公佈。



People's Republic of China ("PRC")

The Group had 100% leased out two blocks of factory premises and partially leased out four blocks of dormitories, with a total gross floor area of approximately 52,624 sq.m. in Huzhou, PRC. In addition, the construction works on a new factory block target to be completed by late of 2012.

The Group regularly reviews the existing tenant composition and seeks to enhance its optimum mix. The Group also continues to replenish its investment property portfolio by selecting and locating prospective retail acquisition targets. The Group believes that a well-balanced portfolio provides a steady rental income and a good potential for capital appreciation in the long run.

(ii) Property Development

For the year ended 31 March 2012, total revenue from property sales was approximately HK\$82,875,000.

The Group had a grand opening and cutting ribbon ceremony of One Victory in October 2011. One Victory is situated at Ho Man Tin of Hong Kong and is a residential and retail high-rise building. The travelling time is 5 minutes on road from Mongkok MTR station. The property is within close proximity to community centre, where supermarkets, banks and bus stop are located. The property is well served by its own network of shops and restaurants and bars.

中華人民共和國(「中國」)

本集團於中國湖州之兩座廠房已全部租出及四座工人宿舍已部份租出，總建築面積約52,624平方米。另外，興建中之一座新廠房預計於2012年底完成。

本集團定期檢討現有租戶，旨在加強其最佳組合。本集團亦繼續選擇及尋求有前瞻性的收購目標，以補充其投資物業組合。本集團認為，長遠來說一個平衡的投資組合提供了一個穩定的租金收入和資本增值的潛力。

(ii) 物業發展

截至2012年3月31日止年度，來自物業銷售的總收入約為82,875,000港元。

2011年10月，本集團物業One Victory舉行了盛大的開幕及剪綵儀式。One Victory是位於香港何文田之住宅及零售高層大廈。旺角港鐵站只需5分鐘路程。物業鄰近社區中心、超級市場、銀行及巴士站。物業擁有其良好的網絡商店、餐館及酒吧。

The Group continues actively seeking opportunities to replenish and add to its land bank through acquisitions at public auctions and by private agreements.

本集團會繼續積極尋求機會，通過公開拍賣及私人協議收購，以補充和增加其土地儲備。

(iii) Garment Sourcing and Exporting

The garment sourcing and exporting business segment was acquired by the Group on 25 October 2011 by increasing its control over the shareholdings of Easyknit Enterprises Holdings Limited ("EE") from 31.70% to 80.89% till 11 November 2011 via (i) acquiring a total of 61,775,205 EE shares (representing approximately 11.22%) from an independent third party at an aggregate consideration of HK\$18,532,000; and (ii) upon the close of the unconditional mandatory offer made by the Company to holders of EE shares, the Company acquired from the market and the general offer a total of 209,082,479 EE shares at an aggregate cash consideration of approximately HK\$62,713,000.

In order to restore the minimum public float of EE as required under Rule 8.08 of the Listing Rules, the Company placed 47,000,000 EE shares at a placing price of HK\$0.27 per share in January 2012. Such placing has restored the public float of EE to 27.64%. The proceeds, raised from the placing, amounting to approximately HK\$12,690,000 net of relevant expenses were used by the Group as working capital.

The turnover for this segment contributed to the Group for the year ended 31 March 2012 amounted to approximately HK\$76,494,000.

(iii) 採購及出口成衣

本集團於2011年10月25日收購採購及出口成衣業務透過增加在永義實業集團有限公司(「永義實業」)股權，由31.70%增至2011年11月11日之80.89%(一)從獨立第三方以總代價18,532,000港元購入61,775,205股永義實業股份(約佔11.22%)；及(二)於強制性收購結束，本公司於市場及強制性要約向永義實業股東收購永義實業股份以總收購現金代價約為62,713,000港元收購209,082,479股永義實業股份。

根據上市規則第8.08條的規定，以恢復永義實業的最低公眾持股量，本公司於2012年1月以每股0.27港元配售47,000,000永義實業股份。該配售已恢復永義實業的公眾持股量至27.64%。配售募集所得約為12,690,000港元，扣除相關費用用作本集團之營運資金。

本分部截至2012年3月31日止年度，營業額貢獻予本集團約為港幣76,494,000港元。

PROSPECTS

Barring unforeseen circumstances, both the global and local economies are on their long-term paths to recovery, the Company remains cautiously optimistic about the economic outlook in Asia and the healthy development of the Hong Kong property market.

Looking ahead, the Board believes that the next financial year is full of challenges but will also present opportunities to the Group. Management will stay alert of the dynamic competitive market conditions and to develop high quality properties to meet market needs, seeking attractive investment properties acquisition opportunities. The Group will deploy its resources carefully to maintain a balanced growth, so as to maximize shareholder values and returns. Moreover, we will carry on with our prudent strategy of maintaining a healthy cash position to provide the Group with optimum flexibility to respond to market uncertainties.

展望

除非發生不可預見的情況下，全球和本地經濟已在其復甦的長期路途上，本公司仍然對亞洲的經濟前景及對香港物業市場的健康發展持謹慎樂觀態度。

展望未來，董事會認為下一個財政年度是充滿挑戰，但本集團亦將視為機會。管理層將保持對市場競爭條件下的警覺，並發展高品質的物業，以滿足市場需求，尋找有吸引力的投資物業的收購機會。本集團會認真部署其資源，以保持均衡增長，從而最大限度地提高股東價值和回報。此外，我們會繼續以謹慎策略保持一個健康的現金狀況，提供最佳的靈活性，使本集團能應對市場的不確定性。



FINANCIAL REVIEW

Liquidity and Financial Resources

As at 31 March 2012, the Group had bank balances and cash amounting to approximately HK\$403,369,000 (2011: approximately HK\$73,851,000). The Group's gearing ratio (total borrowings to shareholders' equity) as at 31 March 2012 was approximately 0.18 (2011: nil). As at 31 March 2012, the Group's current ratio was approximately 9.8 (2011: approximately 10.2) which was calculated on the basis of current assets of approximately HK\$1,168,143,000 (2011: approximately HK\$756,595,000) to current liabilities of approximately HK\$119,084,000 (2011: approximately HK\$73,931,000). During the year, the Group services its debts mainly through the internal generated resources.

Placing

On 21 December 2011, Goodco Development Limited ("Goodco"), a wholly-owned subsidiary of the Company, entered into a placing agreement with a placing agent to place, in a fully underwritten basis, 47,000,000 EE shares to independent investors at a price of HK\$0.27 per EE share. The aim of the placing was to restore the public float of EE so as to comply with the minimum public float requirement under the Listing Rules. The placing was completed on 4 January 2012 and the proceeds, raised from the placing, amounting to approximately HK\$12,690,000 net of relevant expenses were used by the Group as working capital.

財務回顧

流動資金及財務資源

於2012年3月31日，本集團持有之銀行結餘及現金約為403,369,000港元(2011年:約73,851,000港元)。本集團於2012年3月31日之負債比率(借貸總額對股東權益)約為0.18(2011年:無)。於2012年3月31日，本集團之流動比率約為9.8(2011年:約10.2)，此乃按流動資產約1,168,143,000港元(2011年:約756,595,000港元)對流動負債約119,084,000港元(2011年:約73,931,000港元)之基礎計算。於年內，本集團主要以內部產生資源償還債務。

配售

於2011年12月21日，本公司全資附屬公司佳豪發展有限公司(「佳豪」)，與配售代理訂立配售協議，以全部包銷基準，向獨立投資者配售47,000,000股永義實業股份，每股永義實業股份作價為0.27港元。配售的目的是根據上市規則以恢復永義實業之最低公眾持股量，配售於2012年1月4日完成，而配售事項扣除相關費用所得款項約為12,690,000港元用作本集團之營運資金。

Capital Structure

During the year, there was no change to the share capital of the Company. As at 31 March 2012, the total number of issued ordinary shares of the Company was 79,420,403 shares.

Charge on Assets

As at 31 March 2012, the Group has pledged investment properties of HK\$677,500,000 to a bank to secure credit facilities (2011: HK\$655,000,000).

Material Acquisitions and Disposals

On 12 September 2011, Goodco made a general mandatory offer to EE to acquire all the issued EE shares at a price of HK\$0.30 per EE share. Upon the close of the unconditional mandatory offer on 11 November 2011, the Company acquired a total of 209,082,479 EE shares for an aggregate cash consideration of approximately HK\$62,713,000.

Exposure on Foreign Exchange Fluctuations

Most of the Group's revenues and payments are in Hong Kong dollars, US dollars, Renminbi dollars and Singapore dollars. During the year, the Group did not have significant exposure to the fluctuation in exchange rates and thus, no financial instrument for hedging purposes was employed. The directors considered the risk of exposure to the currency fluctuation to be minimal.

股本結構

年內，本公司股本並無任何變動。於2012年3月31日，本公司已發行之普通股股份合共79,420,403股。

資產抵押

於2012年3月31日，本集團已向銀行抵押投資物業共677,500,000港元，以獲得信貸融資(2011年：655,000,000港元)。

重大收購及出售

於2011年9月12日，佳豪向永義實業提出一般強制性要約收購永義實業全部已發行之股份，作價為0.30港元每股永義實業股份。於2011年11月11日無條件強制性要求結束，本公司以累積現金代價約62,713,000港元收購了209,082,479股永義實業股份。

承受兌換率波動

本集團之大部份收入與支出以港元、美元、人民幣及新加坡元為主。於年內，本集團並無因兌換率波動而承受重大風險，因此並無運用任何金融工具作對沖用途。董事認為承受兌換率波動之風險極微。

Contingent Liabilities

The Group did not have any significant contingent liabilities as at 31 March 2012 (2011: nil).

Capital Expenditure and Capital Commitments

During the year, the Group spent approximately HK\$875,000 (2011: approximately HK\$16,000) on acquisition of property, plant and equipment.

As at 31 March 2012, the Group has capital commitments of approximately HK\$171,850,000 (2011: Nil).

EMPLOYMENT AND REMUNERATION POLICY

As at 31 March 2012, the Group had approximately 57 employees (2011: 14). Staff costs (including directors' emoluments) amounted to approximately HK\$15,104,000 for the year under review (2011: approximately HK\$10,524,000). The Group remunerates its employees based on their performance, experience and prevailing industry practice. The Group has set out the Mandatory Provident Fund Scheme for the Hong Kong's employees and has made contributions to the stated-sponsored pension scheme operated by the PRC government for the PRC employees. The Group has two share option schemes to motivate employees.

APPRECIATION

On behalf of the Board, I would like to extend my sincere gratitude to our staff and fellow directors for their contribution to the Group's development and cordial thanks to the continuing support of our customers, suppliers, business associates and shareholders.

KWONG Jimmy Cheung Tim
President and Chief Executive Officer

Hong Kong, 21 May 2012

或然負債

於2012年3月31日，本集團並無任何重大或然負債(2011年：無)。

資本開支及資本承擔

年內，本集團用於購買物業、廠房及設備之款項約為875,000港元(2011年：約16,000港元)。

於2012年3月31日，本集團之資本承擔約為171,850,000港元(2011年：無)。

僱員及薪酬政策

於2012年3月31日，本集團有約57名僱員(2011年：14名)。於回顧年內，僱員成本(包括董事袍金)約為15,104,000港元(2011年：約10,524,000港元)。本集團乃根據僱員之表現、經驗及現行業內慣例而釐定其薪酬。本集團已為香港僱員設立強制性公積金計劃，並為中國僱員向中國政府設立之國家資助退休金計劃作出供款。本集團有兩個購股權計劃以鼓勵上進之僱員。

致意

本人謹代表董事會，藉此機會感謝本公司之員工及董事會全人對本集團發展之貢獻，同時亦向全體客戶、供應商、同業好友及股東之不斷支持表示衷心謝意。

鄺長添
主席兼首席行政總裁

香港，2012年5月21日

Biographical Details of Directors

董事之履歷

MR. KWONG JIMMY CHEUNG TIM

President and Chief Executive Officer

Mr. Kwong, aged 69, is an executive director, president, chief executive officer and authorised representative of the Company and a member and chairman of Executive Committee. He is also an executive director, chairman, chief executive officer and authorised representative, and a member and chairman of Executive Committee of Easyknit Enterprises Holdings Limited (“Easyknit Enterprises”). Mr. Kwong was graduated from The University of Hong Kong in 1965 and was admitted as Barrister-at-law in the United Kingdom and Hong Kong in 1970 and 1973 respectively. He has over 30 years of experience in the legal field. He serves as director of various subsidiaries of the Company and Easyknit Enterprises. Mr. Kwong was appointed to the Board in April 2007. In December 2007, Mr. Kwong was appointed as president and chief executive officer.

鄺長添先生

主席兼首席行政總裁

鄺先生，69歲，為本公司之執行董事、主席、首席行政總裁兼授權代表，以及行政委員會之成員兼主席。彼亦為永義實業集團有限公司（「永義實業」）之執行董事、主席、首席行政總裁兼授權代表，以及行政委員會之成員兼主席。鄺先生於1965年畢業於香港大學，分別於1970年及1973年成為英國及香港之大律師。彼於法律界擁有逾30年經驗。彼為本公司及永義實業多間附屬公司之董事。鄺先生於2007年4月獲委任加入董事會。於2007年12月，鄺先生獲委任為主席兼首席行政總裁。

MS. LUI YUK CHU

Vice President

Ms. Lui, aged 54, is a co-founder of the Group, an executive director and vice president of the Company and a member of Executive Committee. She is also an executive director and deputy chairman, and a member of Executive Committee of Easyknit Enterprises. Ms. Lui has been involved in the textiles industry for over 30 years and has extensive experience in design, manufacturing, marketing and distribution of apparel. She serves as director of various subsidiaries of the Company and Easyknit Enterprises. Ms. Lui was appointed to the Board in September 1994. In January 2006, Ms. Lui was appointed as vice president. Ms. Lui is the wife of Mr. Koon Wing Yee, the co-founder of the Group and substantial shareholder of the Company. She is the mother of Ms. Koon Ho Yan Candy, an executive director of the Company.

MS. KOON HO YAN CANDY

Ms. Koon, aged 27, is an executive director and authorised representative of the Company since 2010 and a member of Executive Committee. She graduated from the University of Durham in 2007 with Bachelor of Arts degree in Economics and Politics. She also received her Bachelor of Laws degree and Legal Practice Course qualification in 2009 from the College of Law, England. Ms. Koon is also an executive director and a member of Executive Committee of Easyknit Enterprises. Ms. Koon is the daughter of Ms. Lui Yuk Chu, the vice president of the Company.

雷玉珠女士

副主席

雷女士，54歲，為本集團之共同創辦人，本公司之執行董事兼副主席，以及行政委員會之成員。彼亦為永義實業之執行董事兼副主席，以及行政委員會之成員。雷女士從事紡織業逾30年，並於成衣設計、製造、市場推廣及分銷方面擁有豐富經驗。彼為本公司及永義實業多間附屬公司之董事。雷女士於1994年9月獲委任加入董事會。於2006年1月獲委任為副主席。雷女士為本集團共同創辦人及本公司主要股東官永義先生之妻子。彼為本公司執行董事官可欣女士之母。

官可欣女士

官女士，27歲，自2010年為本公司之執行董事兼授權代表，及行政委員會之成員。彼於2007年畢業於University of Durham，取得經濟學和政治學文學學士學位。彼亦於2009年自College of Law, England取得法律學士學位及法律實務課程資格。官女士亦為永義實業之執行董事兼行政委員會成員。官女士為本公司副主席雷玉珠女士之女兒。

MR. TSE WING CHIU RICKY

Mr. Tse, aged 54, is a non-executive director of the Company and Easyknit Enterprises. Mr. Tse obtained a Master's Degree in Business Administration from Adam Smith University of America in the United States in 1996. He has more than 30 years of experience in garment manufacturing and merchandising. Mr. Tse was appointed to the Board as an executive director and vice president in November 2005 and was subsequently re-designated from vice president to president and appointed as chief executive officer in January 2006. In December 2007, Mr. Tse was re-designated from an executive director to a non-executive director of the Company, and resigned as president and chief executive officer.

MR. TSUI CHUN KONG

Mr. Tsui, aged 61, is an independent non-executive director of the Company since 2004. He is a member and chairman of Audit Committee, a member of Remuneration Committee and Nomination Committee. He obtained a Master's Degree in Business Administration from the Oklahoma City University in the US in 1991 and is a fellow member of both The Hong Kong Institute of Certified Public Accountants and The Association of Chartered Certified Accountants. Mr. Tsui has over 40 years of experience in the public accounting profession and the commercial sector, especially the travel industry. He has experience in the preparation for the listing of shares on the Stock Exchange and worked for a few listed companies. Mr. Tsui is now practising as a public accountant under his own name.

謝永超先生

謝先生，54歲，為本公司及永義實業之非執行董事。謝先生於1996年取得美國Adam Smith University of America之工商管理碩士學位。彼於成衣製造及採購方面逾30年經驗。謝先生於2005年11月獲委任加入董事會為執行董事及副主席，其後於2006年1月由副主席獲委任為主席兼首席行政總裁。於2007年12月，謝先生由執行董事調任為本公司之非執行董事，並辭任主席兼首席行政總裁。

徐震港先生

徐先生，61歲，自2004年為本公司之獨立非執行董事。他為審核委員會之成員兼主席，薪酬委員會及提名委員會之成員。彼於1991年取得美國奧克拉荷馬城大學之工商管理碩士學位，現為香港會計師公會及英國特許公認會計師公會資深會員。徐先生於會計專業及商界擁有逾40年經驗，尤以旅遊業為主。彼具有籌備股份於聯交所上市之經驗，亦曾於多間上市公司工作。徐先生現時為私人執業會計師。

MR. JONG KOON SANG

Mr. Jong, aged 63, is an independent non-executive director of the Company since 2005. He is a member and chairman of Remuneration Committee, a member of Audit Committee and Nomination Committee. He is a fellow member of The Hong Kong Institute of Certified Public Accountants and The Association of International Accountants, England. He is also a fellow member of the Chartered Management Institute, England and a fellow member of The Taxation Institute of Hong Kong. Mr. Jong is currently the President of The Association of International Accountants, Hong Kong Branch, the accountant ambassador of The Hong Kong Institute of Certified Public Accountants and Honorary Vice President of Accounting Student Society of Hong Kong University of Science and Technology. He is also a member of the Regional Advisory Committee of Hong Kong Hospital Authority. Mr. Jong has over 40 years of management experience in the financial, industrial and property business. He is currently the director and shareholder of East Rise Corporation Limited which is a company trading in certified non conflict African minerals.

MR. HON TAM CHUN

Mr. Hon, aged 77, is an independent non-executive director of the Company since 2008. He is a member and chairman of Nomination Committee, a member of Audit Committee and Remuneration Committee. Mr. Hon is a retired Magistrate and Barrister. He had been in service with the Hong Kong Government for more than 39 years. During 1969 to 1973, Mr. Hon was a Crown Counsel in the Legal Department of the Hong Kong Government. He was a Judicial Officer in Judiciary from 1975 to 1995 when he retired.

莊冠生先生

莊先生，63歲，自2005年為本公司之獨立非執行董事。他為薪酬委員會之成員兼主席，審核委員會及提名委員會之成員。彼為香港會計師公會及英國國際會計師公會之資深會員。彼亦為英國特許管理學會資深會員及香港稅務學會資深會員。莊先生現時為國際會計師公會香港分會之會長、香港會計師公會會計師大使，以及香港科技大學會計系學生會榮譽副會長。彼亦為香港醫院管理局區域諮詢委員會委員。莊先生於金融、工業及地產界擁有逾40年管理經驗。彼現為East Rise Corporation Limited(該公司是經營公認無衝突之非洲礦業貿易)之董事及股東。

韓譚春先生

韓先生，77歲，自2008年為本公司之獨立非執行董事。他為提名委員會之成員兼主席、審核委員會及薪酬委員會之成員。彼為退休之裁判法院的裁判官及大律師。彼於香港政府服務超過39年，於1969年至1973年間，韓先生為香港政府律政處之律師，彼於1975年至1995年間，出任司法機構之司法人員直至退休。

Corporate Governance Report

企業管治報告

The board of directors of the Company (the “Board”) is committed to achieving high standards of corporate governance by emphasising transparency, independence, accountability, responsibility and fairness. The Board strives to ensure that effective self-regulatory practices exist to protect the interests of the shareholders of the Company and to enhance long-term shareholders’ value.

CORPORATE GOVERNANCE PRACTICES

During the year ended 31 March 2012, the Company has applied the principles of, and complied with, all the code provisions of the Code on Corporate Governance Practices (the “Code”) set out in Appendix 14 to the Rules Governing the Listing of Securities (the “Listing Rules”) on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) except for the following deviation and the Board considered that the deviation is immaterial given the size, nature and circumstances of the Group.

Code provision A.2.1

Mr. Kwong Jimmy Cheung Tim is the president and chief executive officer of the Company. The Board considers that the combination of the roles of president and chief executive officer will not impair the balance of power and authority between the Board and the management of the Company as the Board will meet regularly to consider major matters affecting the operations of the Group. The Board is of the view that this structure provides the Group with strong and consistent leadership, which can facilitate the formulation and implementation of its strategies and decisions and enable it to grasp business opportunities and react to changes efficiently. As such, it is beneficial to the business prospects of the Group.

本公司董事會(「董事會」)承諾透過著重透明度、獨立、問責、負責及公平，以達致高企業管治水平。董事會致力確保訂有有效之自我監管常規，以保障本公司股東之利益及提升長期之股東價值。

企業管治常規

本公司於截至2012年3月31日止年度內，已應用香港聯合交易所有限公司(「聯交所」)證券上市規則(「上市規則」)附錄14所載之企業管治常規守則(「守則」)所有守則條文之原則，及遵守所有守則條文，惟下列偏離情況除外。然而，董事會認為以本集團之規模，性質及具體情況而言，並無餘下之偏離情況屬重大。

守則條文第A.2.1條

鄭長添先生為本公司之主席兼首席行政總裁。由於董事會會定期開會以商討影響本集團運作之主要事宜，故董事會認為將主席與首席行政總裁之職務合而為一不會影響董事會與本公司管理層兩者之間權力與職權之平衡。董事會認為此架構為本集團提供了穩健而一致的領導權，有助其決策之制訂及實施，並使本集團得以抓緊商機及有效回應各種變化，因此有利於本集團之業務前景。

MODEL CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS OF LISTED ISSUERS

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the “Model Code”) set out in Appendix 10 to the Listing Rules as its own code of conduct in relation to directors’ securities transactions. All directors of the Company have confirmed, following specific enquiry by the Company, that they complied with the required standard set out in the Model Code throughout the year ended 31 March 2012.

BOARD OF DIRECTORS

The Board currently comprises seven directors, with three executive directors, one non-executive director and three independent non-executive directors. The composition of the Board during the year and up to the date of this report is set out as follows:

Executive directors:

Mr. Kwong Jimmy Cheung Tim —
President and Chief Executive Officer
Ms. Lui Yuk Chu — *Vice President*
Ms. Koon Ho Yan Candy

Non-executive director:

Mr. Tse Wing Chiu Ricky

Independent non-executive directors:

Mr. Tsui Chun Kong
Mr. Jong Koon Sang
Mr. Hon Tam Chun

董事進行證券交易的標準守則

本公司已採納上市規則附錄10所載之上市公司董事進行證券交易的標準守則，作為其本身有關董事進行證券交易之行為守則，作為其本身有關董事進行證券交易之行為守則。經本公司作出特定查詢後，本公司所有董事確認，截至2012年3月31日止年度，彼等於一直遵守標準守則所規定之準則。

董事會

董事會目前由7名董事組成，包括3名執行董事、1名非執行董事及3名獨立非執行董事。董事會於年內及截至本報告日期止之成員如下：

執行董事：

鄭長添先生 —
主席兼首席行政總裁
雷玉珠女士 — *副主席*
官可欣女士

非執行董事：

謝永超先生

獨立非執行董事：

徐震港先生
莊冠生先生
韓譚春先生

The biographical details of the existing directors are set out in the “Biographical Details of Directors” on pages 13 to 16 of this annual report.

Throughout the year ended 31 March 2012, the Company complied with Rules 3.10(1) and 3.10(2) of the Listing Rules relating to the appointment of at least three independent non-executive directors with at least one independent non-executive director possessing appropriate professional qualifications, or accounting or related financial management expertise. The Board has received from each independent non-executive director an annual confirmation of his independence and considers that all the independent non-executive directors are independent under the guidelines set out in Rule 3.13 of the Listing Rules.

The Board members have no financial, business, family or other material/relevant relationships with each other, except that Ms Koon Ho Yan Candy, an executive director of the Company, is the daughter of Ms. Lui Yuk Chu, the vice president of the Company.

現任董事之履歷已載於本年報第13至16頁之「董事之履歷」內。

截至2012年3月31日止年度內，本公司一直遵守上市規則第3.10(1)及3.10(2)條有關委任至少3名獨立非執行董事，而其中最少1名獨立非執行董事須具備適當專業資格或會計或相關財務管理專長。董事會已接獲每名獨立非執行董事有關其獨立性之年度確認書，並認為所有獨立非執行董事按上市規則第3.13條所載指引而言均屬獨立。

除官可欣女士為雷玉珠女士之女兒外，董事會成員之間概無存在財務、業務、家屬或其他重大／相關之關係。

The Board met four times during the year ended 31 March 2012. The individual attendance records of the directors at the Board meetings were as follows:

截至2012年3月31日止年度內，董事會共召開4次會議。個別董事出席董事會會議之記錄載列如下：

Name of directors 董事姓名		Number of meetings attended 出席會議次數	Attendance rate 出席率
Executive directors 執行董事			
Mr. Kwong Jimmy Cheung Tim	鄭長添先生	4/4	100%
Ms. Lui Yuk Chu	雷玉珠女士	4/4	100%
Ms. Koon Ho Yan Candy	官可欣女士	4/4	100%
Non-executive director 非執行董事			
Mr. Tse Wing Chiu Ricky	謝永超先生	4/4	100%
Independent non-executive directors 獨立非執行董事			
Mr. Tsui Chun Kong	徐震港先生	4/4	100%
Mr. Jong Koon Sang	莊冠生先生	4/4	100%
Mr. Hon Tam Chun	韓譚春先生	4/4	100%

The Board has reserved for its decision or consideration matters covering mainly the corporate strategy, board composition, material transactions and investments, risk management, internal control and other significant policies and financial matters. The Board has delegated responsibility for day-to-day management of the Group through the chief executive officer down to the executive management. The respective functions of the Board and management of the Company have been formalised and set out in writing which was approved by the Board in December 2005. Such arrangement will be reviewed periodically.

President and Chief Executive Officer

Mr. Kwong Jimmy Cheung Tim currently assumes the roles of both the president and chief executive officer of the Company. The reasons for the deviation from the Code provision A.2.1 are explained in the section headed “Corporate Governance Practices” above.

Retirement and re-election of directors

The Bye-laws of the Company provide that (1) every director is required to retire by rotation at the annual general meeting no later than the third annual general meeting after he was last elected or re-elected and the directors to retire at every annual general meeting shall be decided by the Board; and (2) any director appointed by the Board to fill a casual vacancy or as an addition to the Board shall hold office until the next following general meeting of the Company (in case of filling a casual vacancy) or until the next following annual general meeting of the Company (in case of an addition to the Board) and shall then be eligible for re-election at the meeting.

經董事會決定或考慮之事宜主要包括企業策略、董事會之組成、重大交易及投資、風險管理、內部監控及其他重大政策與財務事宜。董事會已將本集團之日常管理職責透過首席行政總裁委派予行政管理人員。董事會及本公司管理層之職能已分別確立並以書面列載，亦已於2005年12月獲董事會批准。本公司將定期檢討該等安排。

主席兼首席行政總裁

鄭長添先生目前正擔任本公司主席兼首席行政總裁兩個職位。偏離守則條文第A.2.1條之原因已於上文「企業管治常規」一節內解釋。

董事退任及重選

本公司之公司細則規定(1)每名董事必須在股東週年大會上輪值告退，惟不得遲於其上次當選或重選後第3次舉行之股東週年大會，而於每屆股東週年大會上退任之董事人選將由董事會決定；及(2)任何因填補臨時空缺或增加董事會成員人數而獲委任之董事，任期至本公司下屆股東大會(如屬填補臨時空缺者)或直至本公司下屆股東週年大會(如屬增加董事會成員人數者)為止，並有資格於該大會上膺選連任。

Non-executive directors

There are currently four non-executive directors on the Board, three of them are independent. All the non-executive directors of the Company are appointed for a specific term of 3 years and they are subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Bye-laws of the Company.

BOARD COMMITTEES

The Board has established four committees, namely the Remuneration Committee, the Audit Committee, the Nomination Committee and the Executive Committee with clearly defined written terms of reference. Each committee reports back to the Board on its decisions or recommendations after each meeting for further discussion and approval, unless there are legal or regulatory restrictions on its ability to do so.

Remuneration Committee

The terms of reference of the Remuneration Committee has been revised in March 2012 in full compliance with the provisions set out in the Code.

The Remuneration Committee comprises 4 members: 3 independent non-executive directors, namely Mr. Jong Koon Sang (Committee Chairman), Mr. Tsui Chun Kong and Mr. Hon Tam Chun; and an executive director Mr. Kwong Jimmy Cheung Tim. The principal duties of the Remuneration Committee include (i) to make recommendations to the Board on the Company's policy and structure for all remuneration of directors and senior management; (ii) to make recommendations to the Board on the remuneration packages of all directors and senior management; (iii) to review and approve performance-based remuneration; and (iv) to ensure that no director or any of his associates is involved in deciding his own remuneration.

非執行董事

董事會現時有4名非執行董事，其中3名為獨立人士。本公司所有非執行董事有指定3年任期，彼等亦須根據本公司之公司細則在本公司之股東週年大會上輪值告退及重選連任。

董事會委員會

董事會已成立4個委員會，分別為薪酬委員會、審核委員會、提名委員會及行政委員會，各委員會均訂有清晰之書面職權範圍。每個委員會均會於每次會議後向董事會匯報其決定或建議，以供進一步討論及批准，除非該委員會受法律或監管限制所限而不能作此匯報。

薪酬委員會

薪酬委員會之職權範圍已於2012年3月修訂以完全符合守則所載之條文。

薪酬委員會目前由4名成員組成：3名獨立非執行董事，分別為莊冠生先生（委員會主席）、徐震港先生及韓譚春先生；及1名執行董事鄭長添先生。薪酬委員會之主要職責包括(i)就本公司董事及高級管理人員之全體薪酬政策及架構向董事會提出建議；(ii)就全體董事及高級管理人員之薪酬待遇向董事會提出建議；(iii)檢討及批准表現花紅；及(iv)確保並無董事或其任何聯繫人自行釐定其薪酬。

The primary objective of the director remuneration policy is to attract, retain and motivate the personnels by providing fair reward for their contributions to the Group's performance. In this context, the remuneration policy is to set the overall remuneration package at a competitive level and in a form that permits additional remuneration to be earned for high performance over a sustained period. The remuneration packages are determined with reference to the time commitment and responsibilities of each individual, the Company's performance and the prevailing market conditions.

During the year ended 31 March 2012, one Remuneration Committee meeting was held. The individual attendance records of the committee members were as follows:

Name of committee members 委員會成員姓名		Number of meetings attended 出席會議次數	Attendance rate 出席率
Mr. Jong Koon Sang	莊冠生先生	1/1	100%
Mr. Tsui Chun Kong	徐震港先生	1/1	100%
Mr. Hon Tam Chun	韓譚春先生	1/1	100%
Mr. Kwong Cheung Tim (appointed on 22 March 2012)	鄺長添先生 (委任於2012年3月22日)	1/1	100%

The Remuneration Committee has reviewed and recommended the remuneration packages for each director and senior management of the Company for the year ended 31 March 2012 for the Board's approval.

董事薪酬政策之主要目的是吸引、挽留及激勵人材，對彼等為本集團表現所作出之貢獻提供公平回報。有鑒於此，薪酬政策制訂具競爭水平之整體薪酬待遇，並以容許於一定期間內能維持高表現者可賺取額外薪酬之形式推出。薪酬待遇經參考個別人士之供職時間及職責、本公司之業績、以及現行市況後釐定。

截至2012年3月31日止年度內，已舉行1次薪酬委員會會議。個別委員會成員之出席記錄載列如下：

薪酬委員會於會議上檢討及向董事會提出建議，以批准本公司每名董事截至2012年3月31日止年度之薪酬待遇。

For the year ended 31 March 2012, the main components of the executive directors' remuneration were directors' fee, basic salary, benefits in kind, discretionary performance based bonus, retirement benefits and participation in the share option scheme adopted by the shareholders of the Company in February 2002 (the "Share Option Scheme").

The non-executive director and independent non-executive directors did not receive any discretionary bonus or other benefits from the Company for the year ended 31 March 2012. But each of them was entitled to a director's fee and was eligible for the Share Option Scheme subject to the approval of the shareholders of the Company.

During the year ended 31 March 2012, no director was involved in deciding his own remuneration.

Audit Committee

The terms of reference of the Audit Committee has been revised in March 2012 in compliance with the provisions set out in the Code.

The Audit Committee currently comprises 4 members: 3 independent non-executive directors, namely Mr. Tsui Chun Kong (Committee Chairman), Mr. Jong Koon Sang and Mr. Hon Tam Chun; and an executive director Mr. Kwong Jimmy Cheung Tim.

The principal duties of the Audit Committee include, (i) to oversee the relationship with the Auditor; (ii) to review the interim and annual financial statements before publication; and (iii) to oversee the Group's financial reporting system and internal control procedures.

截至2012年3月31日止年度內，執行董事之薪酬主要由董事袍金、基本薪金、非現金福利、按表現酌情花紅、退休福利及參予本公司股東於2002年2月採納之購股權計劃(「購股權計劃」)而組成。

截至2012年3月31日止年度內，非執行董事及獨立非執行董事並無收取本公司任何酌情花紅或其他福利。惟彼等各自可收取董事袍金及合資格參予購股權計劃，惟須獲本公司股東批准，方可作實。

截至2012年3月31日止年度內，並無董事自行釐定其薪酬。

審核委員會

審核委員會之職權範圍已於2012年3月修訂以符合守則所載之條文。

審核委員會目前由4名成員組成：3名獨立非執行董事，分別為徐震港先生(委員會主席)、莊冠生先生及韓譚春先生；及1名執行董事鄭長添先生。

審核委員會之主要職責包括(i)監察與核數師之關係；(ii)於中期及年度財務報表公佈前進行審閱；及(iii)監察本集團之財務匯報系統及內部監控程序。

During the year ended 31 March 2012, three Audit Committee meetings were held. The individual attendance records of the committee members were as follows:

截至2012年3月31日止年度內，已舉行3次審核委員會會議。個別委員會成員之出席記錄載列如下：

Name of committee members 委員會成員姓名		Number of meetings attended 出席會議次數	Attendance rate 出席率
Mr. Tsui Chun Kong	徐震港先生	3/3	100%
Mr. Jong Koon Sang	莊冠生先生	3/3	100%
Mr. Hon Tam Chun	韓譚春先生	3/3	100%
Mr. Kwong Jimmy Cheung Tim (appointed on 22 March 2012)	鄭長添先生 (於2012年3月22日委任)	1/1	100%

During the year ended 31 March 2012, the Audit Committee (i) reviewed the reports from the Auditor, accounting principles and practices adopted by the Group, management representation letters, and management's response in relation to the annual results for the year ended 31 March 2011 and the interim results for the six months ended 30 September 2011; and (ii) reviewed the financial reports for the year ended 31 March 2011 and for the six months ended 30 September 2011 and recommended the same to the Board for approval.

截至2012年3月31日止年度內，審核委員會已(i)審閱有關截至2011年3月31日止之全年業績及截至2011年9月30日止6個月之中期業績由核數師所作出之報告、本集團採納之會計實務與準則、管理層之聲明函件及管理層之回應；以及(ii)審閱並向董事會提出建議，以批准截至2011年3月31日止年度及截至2011年9月30日止6個月之財務報告。

The Audit Committee has reviewed with the management and the Auditor the audited consolidated financial statements of the Company for the year ended 31 March 2012.

審核委員會已匯同管理層及核數師審閱本公司截至2012年3月31日止年度之經審核綜合財務報表。

Nomination Committee

The Nomination Committee has been established on 22 March 2012 and has adopted the terms of reference of Nomination Committee in full compliance with the provisions set out in the Code.

The Nomination Committee currently comprises 4 members: 3 independent non-executive directors, namely Mr. Hon Tam Chun (Committee Chairman), Mr. Tsui Chun Kong and Mr. Jong Koon Sang; and an executive director Mr. Kwong Jimmy Cheung Tim.

The Nomination Committee has adopted a written nomination procedure specifying the process and criteria for the selection and recommendation of candidates for directorship of the Company. The Nomination Committee will base on the criteria in the procedure (such as appropriate experience, personal skills and time commitment, etc) to identify and recommend proposed candidates to the Board. During the year, the Nomination Committee did not hold any meeting.

Executive Committee

The Executive Committee currently comprises all the executive directors of the Company, namely Mr. Kwong Jimmy Cheung Tim (Committee Chairman), Ms. Lui Yuk Chu and Ms. Koon Ho Yan Candy. It meets as and when required between regular Board meetings of the Company, and operates as a general management committee under the direct authority of the Board. Within the parameters of authority delegated by the Board, the Executive Committee sees to the implementation of Group strategy set by the Board, monitors the Group's investment and trading performance, funding and financing requirements, and reviews the management performance.

提名委員會

提名委員會於2012年3月22日成立。並採納了提名委員會之職權範圍以符合守則所載之條文。

提名委員會目前由4名成員組成：3名獨立非執行董事，分別為韓譚春先生(委員會主席)、徐震港先生及莊冠生先生；及1名執行董事鄭長添先生。

提名委員會已採納書面提名程序，訂明本公司董事候選人之甄選及推薦程序及準則。提名委員會將根據有關程序之準則(例如適當經驗、個人技能及時間承擔等)物色及向董事會推薦建議人選。於本年度，提名委員會並無舉行任何會議。

行政委員會

行政委員會目前由本公司所有執行董事組成，分別為鄭長添先生(委員會主席)、雷玉珠女士及官可欣女士。行政委員會於有需要時於本公司定期董事會會議之間召開會議，並在董事會直接授權下以一般管理委員會模式運作。在董事會授予之權力範圍下，行政委員會推行董事會所制訂之本集團之策略、監控本集團之投資及買賣表現、資金及融資需求，並檢討管理層表現。

AUDITOR'S REMUNERATION

For the year ended 31 March 2012, the audit service fee and non-audit service fees paid/payable to the Auditor were approximately HK\$1,775,000 and HK\$3,411,000, respectively. The non-audit services mainly related to review of interim results, taxation services, preliminary results announcement and review of the financial information for major transactions, general offer and placing the shares of Easyknit Enterprises Holdings Limited.

FINANCIAL REPORTING

The directors acknowledge their responsibilities for preparing the financial statements of the Group. With the assistance of the Accounts Department, the directors ensure that the preparation of the financial statements of the Group is in accordance with the statutory requirements and applicable accounting standards. The directors also ensure timely publication of the financial statements of the Group.

The statement of the Auditor regarding their reporting responsibilities on the financial statements of the Group is set out in the Independent Auditor's Report on pages 47 and 48.

The Auditor did not report for the year ended 31 March 2012 that there were any material uncertainties relating to events or conditions that might cast significant doubt upon the Company's ability to continue as a going concern.

核數師酬金

截至2012年3月31日止年度內，已付／應付予核數師之核數服務費用及非核數服務費用分別為約1,775,000港元及3,411,000港元，非核數服務主要涉及中期業績審閱、稅務、初步業績公佈及審閱有關主要交易、收購要約及配售永義實業集團有限公司股份之財務資料。

財務匯報

董事知悉彼等編製本集團財務報表之責任。在會計部協助下，董事確保本集團之財務報表乃根據法定之規定及適用之會計準則編製。董事亦確保本集團之財務報表能依時刊發。

核數師就本集團財務報表所發表之申報責任聲明已載於第47至48頁之獨立核數師報告內。

核數師並無就截至2012年3月31日止年度匯報任何涉及可能會令人對本公司持續經營之能力存疑之事件或狀況之重大不明朗因素。

INTERNAL CONTROL

The Board has overall responsibility for maintaining a sound and effective system of internal control of the Group to safeguard the shareholders' investment and the Group's assets, and reviewing its effectiveness. The Group's internal control system, including a defined management structure with limits of authority and segregation of duties and periodic review by the Board of the operational and financial reports prepared by the management or the Auditor, is designed to safeguard assets against unauthorised use or disposition, ensure maintenance of proper accounting records for provision of reliable financial information for internal use or for publication, and ensure compliance with relevant laws and regulations. The system aims to provide reasonable, but not absolute, assurance against material misstatement or loss, and to manage rather than eliminate risks of failure in operational systems and achievement of the Group's objectives.

The Board has conducted a review of the effectiveness of the system of internal control and risk management of the Group for the financial year ended 31 March 2012. Recommendations have been suggested to the management of the Group in order to enhance the Group's system of internal control and minimise operational risk.

The Board is of the view that the Company has the appropriate accounting systems and adequate human resources to discharge the financial reporting function of the Group for the year ended 31 March 2012. Training programmes and budget will be provided from time to time for further enhancement.

內部監控

董事會有整體責任確保本集團之內部監控系統穩健妥善且有效，以保障股東之投資及本集團之資產，並檢討其有效性。本集團之內部監控系統(包括一個明確界定權限及分工之管理架構，以及董事會定期審閱由管理層或核數師編製之營運及財務報告)之設立目的在於保障資產不會在未經授權下遭使用或出售、確保存置妥當之會計記錄以提供可靠之財務資料作內部或刊發之用，並確保符合相關法例及規例。此制度旨在為防止重大失實陳述或損失提供合理(但非絕對)之保證，以及管理(但非消除)營運系統失誤及本集團未能達標之風險。

董事會已就截至2012年3月31日止財政年度本集團內部監控系統及風險管理之有效性進行檢討。已向本集團之管理層提出建議，以提升本集團之內部監控系統及使營運風險減至最低。

董事會認為本公司有合適的會計系統及足夠的人力資源以履行本集團截至2012年3月31日止的財務報告工作。並將不時提供培訓計劃及預留撥款以作進一步改善。

COMMUNICATION WITH SHAREHOLDERS

The Company values the views of its shareholders and recognises their interests in the Group's strategy and performance. All shareholders are welcome to the annual general meeting of the Company, at which directors of the Company will be available to answer questions from shareholders. Communication is also provided through the annual reports, interim reports, announcements and circulars issued by the Company from time to time. Shareholders may also contact the Company in writing or visit the Company's website www.easyknit.com for information about the Group and its activities.

In compliance with the Code, all annual general meetings shall be called by at least 20 clear business days' notice, whilst other general meetings shall be called by at least 10 clear business days' notice. All resolutions at general meetings are dealt with by poll. An announcement on the poll vote results will be published in the websites of the Stock Exchange and the Company following the relevant general meeting.

與股東之溝通

本公司重視其股東之意見及知悉彼等對本集團策略與業績之關注。所有股東皆歡迎出席本公司之股東週年大會，本公司董事將會在場回答股東提問。本公司亦透過不時發出之年報、中期報告、公佈及通函提供溝通渠道。股東亦可以書面方式與本公司聯絡或瀏覽本公司網頁 www.easyknit.com，查閱有關本集團及其業務之資料。

為符合守則，所有股東週年大會須以至少足20個營業日之通知召開，而其他股東大會則須以至少足10個營業日之通知召開。股東大會上所有決議案以投票方式表決。股東大會後，相關之票選結果將刊載於聯交所及本公司之網頁。

Directors' Report

董事會報告

The directors present their annual report and the audited consolidated financial statements for the year ended 31 March 2012.

PRINCIPAL ACTIVITIES

The Company is an investment holding company. The principal activities of the Company's subsidiaries are set out in note 37 to the consolidated financial statements.

RESULTS

The results of the Group are set out in the consolidated statement of comprehensive income on pages 49 and 50.

An interim dividend of HK\$0.10 per share was paid to the shareholders of the Company during the year. The directors of the Company now recommends the payment of a final dividend of HK\$0.04 per share to the shareholders on the register of members on 13 July 2012, and the retention of the remaining profit in the Company.

董事謹此提呈截至2012年3月31日止年度之年報及經審核綜合財務報表。

主要業務

本公司為一家投資控股公司。本公司之附屬公司之主要業務載於綜合財務報表附註37。

業績及股息

本集團之業績載於第49及50頁之綜合全面收益表內。

年內中期股息每股0.10港元派發給本公司股東，本公司董事建議向於2012年7月13日名列本公司股東名冊之股東宣派末期股息每股0.04港元並保留在本公司剩餘利潤。

MAJOR SUPPLIERS AND CUSTOMERS

During the year, the percentage of sales from the Group's largest customer attributable to the Group was 30.7%. The percentage of sales attributable to the Group's five largest customers combined was less than 48.4% of the Group's total revenue. During the year, the percentage of purchases attributable to the Group's largest supplier and the five largest suppliers combined were 24.3% and 92.3%, respectively.

None of the directors, their associates or any shareholder (which to the knowledge of the directors own more than 5% of the Company's share capital) has a beneficial interest in the Group's five largest suppliers or customers.

PROPERTY, PLANT AND EQUIPMENT

During the year, the Group spent approximately HK\$875,000 on acquisition of property, plant and equipment. The details of the movements in property, plant and equipment of the Group during the year are set out in note 17 to the consolidated financial statements.

PROPERTIES HELD FOR DEVELOPMENT FOR SALE

The details of the Group's properties held for development for sale are set out in note 22 to the consolidated financial statements.

主要供應商及客戶

年內，本集團之最大客戶佔本集團之營業額約30.7%。本集團五名最大的客戶合計佔本集團年內之營業額少於48.4%。本集團之最大供應商及連同其他五名最大供應商，分別佔本集團年內之採購額約24.3%及92.3%。

概無董事、彼等之聯繫人或任何股東（據董事所知，擁有本公司股本5%以上）於本集團五大供應商或客戶中擁有實益權益。

物業、廠房及設備

年內，本集團支付約875,000港元以收購物業、廠房及設備。本集團年內物業、廠房及設備之變動詳情，載於綜合財務報表附註17。

持作出售發展物業

本集團持作出售發展物業之詳情，載於綜合財務報表附註22。

INVESTMENT PROPERTIES

The Group's investment properties were revalued as at 31 March 2012 by independent professional property valuers and the gain arising on changes in fair value of investment properties, which had been charged directly to profit or loss, amounted to approximately HK\$5,302,000. Details of these are set out in note 18 to the consolidated financial statements.

PRINCIPAL SUBSIDIARIES

The details of the Company's principal subsidiaries at 31 March 2012 are set out in note 37 to the consolidated financial statements.

DISTRIBUTABLE RESERVES OF THE COMPANY

The Company's reserves available for distribution to shareholders at 31 March 2012 were as follows:

Contributed surplus	繳入盈餘
Accumulated profits	累計溢利

投資物業

本集團之投資物業已於2012年3月31日由一間獨立專業物業估值師行作出重估，而投資物業之公平值變動產生之收益約5,302,000港元，其已直接於損益中扣除。有關詳情載於綜合財務報表附註18。

主要附屬公司

本公司於2012年3月31日之主要附屬公司詳情，載於綜合財務報表附註37。

本公司之可供分派儲備

本公司於2012年3月31日可供分派予股東之儲備如下：

HK\$'000
千港元

220,937

913,689

1,134,626

DISTRIBUTABLE RESERVES OF THE COMPANY (continued)

Under the laws in Bermuda, the contributed surplus account of a company is also available for distribution. However, the Company cannot declare or pay a dividend, or make a distribution out of contributed surplus if:

- (a) it is, or would after the payment be, unable to pay its liabilities as they become due; or
- (b) the realisable value of its assets would thereby be less than the aggregate of its liabilities and its issued share capital and share premium accounts.

DIRECTORS

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

Executive directors:

Kwong Jimmy Cheung Tim
(President and Chief Executive Officer)
Lui Yuk Chu (Vice President)
Koon Ho Yan Candy

Non-executive director:

Tse Wing Chiu Ricky

Independent non-executive directors:

Tsui Chun Kong
Jong Koon Sang
Hon Tam Chun

本公司之可供分派儲備(續)

根據百慕達之法例，一間公司之繳入盈餘賬亦可供分派。然而，本公司在下列情況下不得宣派或派發股息或從繳入盈餘撥款作出分派：

- (a) 本公司現時或於分派後將無法償還到期負債；或
- (b) 本公司資產之可變現價值將因分派而少於其負債及其已發行股本與股份溢價賬之總和。

董事

年內及直至本報告日止，本公司之董事如下：

執行董事：

鄭長添
(主席兼首席行政總裁)
雷玉珠(副主席)
官可欣

非執行董事：

謝永超

獨立非執行董事：

徐震港
莊冠生
韓譚春

DIRECTORS (continued)

In accordance with the Company's Bye-law 99, Mr. Tse Wing Chiu Ricky and Mr. Hon Tam Chun will retire from office by rotation at the forthcoming annual general meeting of the Company and, being eligible, have offered themselves for re-election.

None of the directors has a service contract which is not determinable by the Company within one year without payment of compensation (other than statutory compensation).

The Company has received annual confirmation from each of the independent non-executive directors as regards their independence to the Company and considers that each of the independent non-executive directors is independent to the Company.

BIOGRAPHICAL DETAILS OF DIRECTORS

Biographical details of the directors are set out on pages 13 to 16 of this annual report.

DIRECTORS' INTERESTS IN CONTRACTS

Save as disclosed in the section headed "Connected Transactions" below, there was no contract of significance, to which the Company or any of its subsidiaries was a party and in which a director of the Company had a material interest, whether directly or indirectly, subsisting at the end of the year or at any time during the year.

董事(續)

根據本公司之公司細則第99條，謝永超先生及韓譚春先生將於本公司即將舉行之股東週年大會上輪值告退，惟符合資格，並願意膺選連任。

概無董事與本公司訂立不可於一年內終止而無須作出補償(法定補償除外)之服務合約。

本公司已收到各獨立非執行董事就彼等對本公司之獨立性而作出之年度確認，而本公司亦認為各獨立非執行董事對本公司而言均為獨立。

董事之履歷

董事之履歷詳情載於本年報第13至16頁。

董事於合約之權益

除下文「關連交易」一節所披露外，本公司或其任何附屬公司並無訂立本公司董事於當中直接或間接擁有重大權益之其他重大合約(於本年度結束時或年內任何時間一直存在)。

CONTROLLING SHAREHOLDERS' INTERESTS IN CONTRACTS

Save as disclosed in the section headed "Connected transactions" below, there was no contract of significance between the Company or its subsidiaries and a controlling shareholder or any of its subsidiaries subsisting during or at the end of the year, and there was no contract of significance for the provision of services to the Company or any of its subsidiaries by a controlling shareholder or any of its subsidiaries.

DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS IN SHARES AND UNDERLYING SHARES

As at 31 March 2012, the interests and short positions of the directors and the chief executives of the Company in the shares, underlying shares or 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 by the Company under Section 352 of the SFO or as otherwise notified to the Company and The Stock Exchange of Hong Kong Limited (the "Stock Exchange"), pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") were as follows:

控股股東於合約之權益

除下文「關連交易」一節所披露外，本公司或其附屬公司與控股股東或其任何附屬公司概無訂立重大合約（於年內一直或於年度結束時存在）。此外，控股股東或其任何附屬公司概無訂立向本公司或其任何附屬公司提供服務之重大合約。

董事及主要行政人員於股份及相關 股份之權益

於2012年3月31日，本公司董事及主要行政人員於本公司或其任何相聯法團（定義見證券及期貨條例（「證券及期貨條例」）第XV部）之股份、相關股份或債券中擁有依據證券及期貨條例第352條規定本公司須予存置之登記冊內記載，或依據上市公司董事進行證券交易的標準守則（「標準守則」）規定須通知本公司及聯交所之權益及淡倉如下：

DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS IN SHARES AND UNDERLYING SHARES (continued)

董事及主要行政人員於股份及相關股份之權益(續)

(a) Interests in the Company (long positions):

(a) 於本公司之權益(好倉)：

Name of director 董事名稱	Capacity 身分	Number of ordinary shares held 持有普通股份數目	Approximate percentage to issued ordinary shares of the Company 持有佔本公司已發行普通股份約百分比
Ms. Lui Yuk Chu 雷玉珠女士	Beneficiary (Note i) 信託受益人(附註i)	46,609,144	58.69%
Ms. Koon Ho Yan Candy (Note ii) 官可欣女士(附註ii)	Beneficiary of a trust 信託受益人	29,179,480	36.74%

Notes:

- (i) Out of 46,609,144 shares, 17,429,664 shares were beneficially owned by Sea Rejoice Limited which was wholly-owned by Ms. Lui Yuk Chu. The remaining 29,179,480 shares were registered in the name of and were beneficially owned by Magical Profits Limited, which was wholly-owned by Accumulate More Profits Limited which in turn was wholly-owned by Hang Seng Bank Trustee International Limited as trustee of The Magical 2000 Trust (the beneficiaries of which included Ms. Lui Yuk Chu and her family members other than her spouse).
- (ii) Ms. Koon Ho Yan Candy, the daughter of Ms. Lui Yuk Chu and a director of the Company, was deemed to be interested in the shares by virtue of her capacity as one of the beneficiaries of The Magical 2000 Trust.

附註：

- (i) 46,609,144股股份中的17,429,664股股份由樂洋有限公司實益擁有，該公司乃由雷玉珠女士全資擁有。餘下的29,179,480股股份以Magical Profits Limited之名義登記及由其實益擁有，該公司乃由Accumulate More Profits Limited全資擁有，而Accumulate More Profits Limited則由作為The Magical 2000 Trust(其受益人包括雷玉珠女士及除其配偶以外之家族成員)之信託人Hang Seng Bank Trustee International Limited全資擁有。
- (ii) 官可欣女士(雷玉珠女士的女兒及本公司執行董事)因為其為The Magical 2000 Trust受益人之一的身份，被視為於股份中擁有權益。

DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS IN SHARES AND UNDERLYING SHARES (continued)

董事及主要行政人員於股份及相關股份之權益(續)

(b) Interests in associated corporations (long positions):

(b) 於相聯法團之權益(好倉):

Easyknit Enterprises Holdings Limited
(“Easyknit Enterprises”)

永義實業集團有限公司
(「永義實業」)

Name of director 董事名稱	Capacity 身分	Number of ordinary shares held 持有普通 股份數目	Approximate percentage to issued ordinary shares of Easyknit Enterprises 佔永義實業 已發行普通 股份約百分比
Ms. Lui Yuk Chu 雷玉珠女士	Beneficiary (Note iii) 信託受益人(附註 iii)	398,450,671	72.36%
Ms. Koon Ho Yan Candy (Note iv) 官可欣女士(附註 iv)	Beneficiary of a trust 信託受益人	398,450,671	72.36%

Notes:

附註:

(iii) 174,592,987 shares and 223,857,684 shares were registered in the name of and were beneficially owned by Landmark Profits Limited and Goodco Development Limited respectively, both companies were wholly-owned subsidiaries of the Company. Sea Rejoice Limited was interested in approximately 21.95% of the issued share capital of the Company and it was wholly-owned by Ms. Lui Yuk Chu. Magical Profits Limited was interested in approximately 36.74% of the issued share capital of the Company and it was wholly-owned by Accumulate More Profits Limited which in turn was wholly-owned by Hang Seng Bank Trustee International Limited as trustee of The Magical 2000 Trust (the beneficiaries of which included Ms. Lui Yuk Chu and her family members other than her spouse).

(iii) 此等股份中有174,592,987股股份及223,857,684股股份分別以Landmark Profits Limited及佳豪發展有限公司之名義登記，並由其實益擁有，他們為本公司之全資附屬公司。樂洋有限公司於本公司之已發行股本中擁有約21.95%之權益而其由雷玉珠女士全資擁有。Magical Profits Limited於本公司已發行股本中擁有約36.74%之權益而其由Accumulate More Profits Limited全資擁有，而Accumulate More Profits Limited則由作為The Magical 2000 Trust(其受益人包括雷玉珠女士及除其配偶以外之家族成員)之信託人Hang Seng Bank Trustee International Limited全資擁有。

(iv) Ms. Koon Ho Yan Candy, the daughter of Ms. Lui Yuk Chu and a director of the Company, was deemed to be interested in the shares by virtue of her capacity as one of the beneficiaries of The Magical 2000 Trust.

(iv) 官可欣女士(雷玉珠女士的女兒及執行董事)因為其為The Magical 2000 Trust受益人之一的身份，被視為於股份中擁有權益。

DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS IN SHARES AND UNDERLYING SHARES (continued)

董事及主要行政人員於股份及相關股份之權益(續)

(b) Interests in associated corporations (long positions): (continued)

(b) 於相聯法團之權益(好倉)：(續)

Wellmake Investments Limited ("Wellmake")
(note v)

緯豐投資有限公司(「緯豐」)
(附註v)

Name of director 董事名稱	Capacity 身分	Number of non-voting deferred shares held 持有無投票權遞延股份數目	Percentage to issued non-voting deferred shares of Wellmake 佔緯豐已發行無投票權遞延股份百分比
Ms. Lui Yuk Chu 雷玉珠女士	(Note vi) (附註vi)	2	100%

Notes:

- (v) All the issued ordinary shares in the share capital of Wellmake which carry the voting rights were held by the Company.
- (vi) One non-voting deferred share was held by Ms. Lui Yuk Chu as beneficial owner and the other one was held by her spouse, Mr. Koon Wing Yee.

附註：

- (v) 緯豐股本中全部已發行並有投票權之普通股均由本公司持有。
- (vi) 一股無投票權遞延股份由雷玉珠女士以實益擁有人身份持有，而另一股則由其配偶官永義先生持有。

Save as disclosed above, as at 31 March 2012, none of the directors or chief executives of the Company had any interests or short positions in the shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which had been recorded in the register kept by the Company pursuant to Section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code.

除於上文所披露者外，於2012年3月31日，本公司董事或主要行政人員概無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已列入本公司根據證券及期貨條例第352條規定所存置之登記冊內，或依據標準守則規定須通知本公司及聯交所之任何權益或淡倉。

DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURES

Details of the Company's share option schemes of the Company and Easyknit Enterprises Holdings Limited (the subsidiary of the Company) and movement of options during the year are set out in note 31 to the consolidated financial statements.

No options were granted to, or exercised by, the directors during the year. There was no outstanding option granted to the directors at the beginning and at the end of the year.

Save as disclosed above, at no time during the year ended 31 March 2012 was the Company or any of its subsidiaries a party to any arrangements to enable the directors of the Company to acquire benefits by means of the acquisition of shares in, or debentures of the Company or any other body corporate, and none of the directors or any of their spouses or children under the age of 18, was granted any right to subscribe for the equity or debt securities of the Company or other body corporate nor had exercised any such right.

董事購買股份或債券之權利

本公司及本公司附屬公司永義實業集團有限公司之購股權計劃詳情及於年內之股權變動載於綜合財務報表附註31。

董事於年內並無獲授予或並無行使任何購股權。於本年度初及年底，概無授予董事之購股權尚未行使。

除於上文所披露者外，本公司或其任何附屬公司於截至2012年3月31日止年內任何時間概無訂立任何安排，致使本公司董事可藉購買本公司或任何其他法人團體之股份或債券而獲益，以及並無董事或其任何配偶或18歲以下之子女獲授予任何權利以認購本公司或其他法人團體之股本或債務證券，或已行使任何該等權利。

SUBSTANTIAL SHAREHOLDERS

As at 31 March 2012, the persons (other than the directors or the chief executives of the Company) who had an interest or a short position in the shares and underlying shares of the Company as recorded in the register required to be kept by the Company under Section 336 of the SFO were as follows:

Long positions:

Name of substantial shareholder	Notes	Capacity	Number of ordinary shares held (long position)	Approximate percentage to issued ordinary shares of the Company
主要股東名稱	附註	身分	持有普通股股份數目	佔本公司已發行普通股股份約百分比
Koon Wing Yee 官永義	<i>i</i>	Interest of spouse 配偶權益	46,609,144	58.69%
Sea Rejoice Limited 樂洋有限公司	<i>i & ii</i>	Beneficial owner 實益擁有人	174,592,987	21.95%
Magical Profits Limited	<i>i & ii</i>	Interest of controlled corporation 實益擁有人	398,450,671	36.74%
Accumulate More Profits Limited	<i>i</i>	Interest of controlled corporation 受控制法團之權益	398,450,671	36.74%
Hang Seng Bank Trustee International Limited	<i>i & iii</i>	Trustee 信託人	398,450,671	36.74%
Hang Seng Bank Limited 恒生銀行有限公司	<i>iii</i>	Interest of controlled corporation 受控制法團之權益	398,450,671	36.74%
The Hongkong & Shanghai Banking Corporation Limited 香港上海滙豐銀行有限公司	<i>iii</i>	Interest of controlled corporation 受控制法團之權益	398,450,671	36.74%
HSBC Asia Holdings BV	<i>iii</i>	Interest of controlled corporation 受控制法團之權益	398,450,671	36.74%

主要股東

於2012年3月31日，根據證券及期貨條例第336條規定本公司須予存置之登記冊內記載，持有本公司股份及相關股份之權益或淡倉之人士(董事或本公司之主要行政人員除外)如下：

好倉：

SUBSTANTIAL SHAREHOLDERS (continued)

主要股東(續)

Name of substantial shareholder	Notes	Capacity	Number of ordinary shares held (long position)	Approximate percentage to issued ordinary shares of the Company
主要股東名稱	附註	身分	持有普通股份數目	佔本公司已發行普通股份約百分比
HSBC Asia Holdings (UK)	iii	Interest of controlled corporation 受控制法團之權益	398,450,671	36.74%
HSBC Holdings BV	iii	Interest of controlled corporation 受控制法團之權益	398,450,671	36.74%
HSBC Finance (Netherlands)	iii	Interest of controlled corporation 受控制法團之權益	398,450,671	36.74%
HSBC Holdings plc 滙豐控股有限公司	iii	Interest of controlled corporation 受控制法團之權益	398,450,671	36.74%

Notes:

附註：

(i) Out of 46,609,144 shares, 17,429,664 shares were beneficially owned by Sea Rejoice Limited which was wholly owned by Ms. Lui Yuk Chu. The other 29,179,480 shares relate to the same block of shares in the Company. These shares were registered in the name of and were beneficially owned by Magical Profits Limited which was wholly-owned by Accumulate More Profits Limited which in turn was wholly-owned by Hang Seng Bank Trustee International Limited as trustee of The Magical 2000 Trust (the beneficiaries of which include Ms. Lui Yuk Chu, a director of the Company, and her family members other than her spouse). Ms. Koon Ho Yan Candy, the daughter of Ms. Lui Yuk Chu and a director of the Company, was deemed to be interested in the 29,179,480 shares by virtue of her capacity as one of the beneficiaries of The Magical 2000 Trust. Mr. Koon Wing Yee, being the spouse of Ms. Lui Yuk Chu, was deemed to be interested in the 46,609,144 shares by virtue of the SFO.

(i) 46,609,144 股股份中的 17,429,664 股股份由樂洋有限公司實益擁有，該公司乃由雷玉珠女士全資擁有。餘下的 29,179,480 股股份以 Magical Profits Limited 之名義登記及由其實益擁有，該公司乃由 Accumulate More Profits Limited 全資擁有，而 Accumulate More Profits Limited 則由作為 The Magical 2000 Trust (其受益人包括雷玉珠女士及除其配偶以外之家族成員) 之信託人 Hang Seng Bank Trustee International Limited 全資擁有。官可欣女士(雷玉珠女士的女兒兼本公司執行董事)因為其為 The Magical 2000 Trust 受益人之一之身份，被視為於 29,179,480 股股份中擁有權益。官永義先生為雷玉珠女士之配偶，根據證券及期貨條例被視為於 46,609,144 股股份中擁有權益。

SUBSTANTIAL SHAREHOLDERS (continued)

Notes: (continued)

- (ii) Ms. Lui Yuk Chu, being a director of the Company, is also a director of Sea Rejoice Limited and Magical Profits Limited.
- (iii) Hang Seng Bank Trustee International Limited was a wholly-owned subsidiary of Hang Seng Bank Limited. Hang Seng Bank Limited was owned as to approximately 62.14% by The Hongkong and Shanghai Banking Corporation Limited. The Hongkong and Shanghai Banking Corporation Limited was wholly-owned by HSBC Asia Holdings BV which was a wholly-owned subsidiary of HSBC Asia Holdings (UK). HSBC Asia Holdings (UK) was wholly-owned by HSBC Holdings BV which in turn was wholly-owned by HSBC Finance (Netherlands). HSBC Finance (Netherlands) was a wholly-owned subsidiary of HSBC Holdings plc.

Save as disclosed above, as at 31 March 2012, the Company had not been notified of any interests or short positions in the shares and underlying shares of the Company which were required to be recorded in the register kept by the Company under Section 336 of the SFO.

主要股東(續)

附註：(續)

- (ii) 本公司董事雷玉珠女士亦為樂洋有限公司及 Magical Profits Limited 之董事。
- (iii) Hang Seng Bank Trustee International Limited 為恒生銀行有限公司之全資附屬公司。香港上海滙豐銀行有限公司於恒生銀行有限公司擁有約62.14%之權益。香港上海滙豐銀行有限公司由HSBC Asia Holdings BV全資擁有，而HSBC Asia Holdings BV乃HSBC Asia Holdings (UK) 之全資附屬公司。HSBC Asia Holdings (UK) 由HSBC Holdings BV全資擁有，而HSBC Holdings BV由HSBC Finance (Netherlands)全資擁有。HSBC Finance (Netherlands) 乃滙豐控股有限公司之全資附屬公司。

除於上文所披露者外，於2012年3月31日，本公司並無獲知會任何須列入本公司根據證券及期貨條例第336條規定所存置之登記冊內之本公司股份及相關股份之權益或淡倉。

CONNECTED TRANSACTIONS

(a) During the year ended 31 March 2011, the Group received rental income of HK\$251,000 from related parties/persons deemed to be “connected persons” pursuant to Chapter 14A of the Rules Governing the Listing of Securities on the Stock Exchange, being entities controlled by certain relatives of Ms. Lui Yuk Chu, her spouse, Mr. Koon Wing Yee, and her daughter, Ms. Koon Ho Yan Candy. Ms. Lui Yuk Chu is a director of the Company and is also one of the beneficiaries under a family trust which holds 36.74% (2011: 36.74%) equity interest of the Company at 31 March 2012. She also holds 21.95% (2011: 21.95%) equity interest of the Company through an entity wholly-owned by her.

關連交易

(a) 截至2011年3月31日止年內，本集團收取關連人士／聯交所根據上市規則第14A章視為「關連人士」之人士(由雷玉珠女士及其配偶官永義先生及其女兒本公司董事官可欣女士之若干親屬所控制之實體)租金收入251,000港元。雷玉珠女士為本公司董事及主要股東及為一項家族信託於2012年3月31日持有本公司36.74% (2011年：36.74%) 權益受益人之一。彼亦透過一間其全資擁有之公司而持有本公司21.95% (2011年：21.95%) 權益。

CONNECTED TRANSACTIONS (continued)

(b) In January 2010, the Company entered into a consultancy agreement with Mr. Koon Wing Yee for consultancy services provided by Mr. Koon Wing Yee to the Company for a fee of HK\$498,000 per annum which shall be payable in arrears by twelve monthly instalments of HK\$41,500 each. The consultancy agreement was for a period of one year commencing on 15 January 2010 and expired in January 2011. Consultancy fee paid and payable to Mr. Koon Wing Yee during the year ended 31 March 2011 amounted to HK\$394,250. In January 2011, the Company and EE each entered into an employment contract with Mr. Koon Wing Yee to act as general manager of the Group and EE for a salary of HK\$50,000 per month. The employment agreements commenced on 21 February 2011 but may be terminated by either party at any time by three months' notice. The remuneration of Mr. Koon Wing Yee as general manager of the Group during the year ended 31 March 2012 was HK\$939,000 (2011: HK\$64,000) and was included in the "compensation of key management personnel" in (d) below in respect of his employment as general manager of the Group with effect from 21 February 2011.

關連交易(續)

(b) 於2010年1月，本公司與官永義先生訂立一項顧問協議，官永義先生提供顧問服務予本集團，每年收取費用498,000港元，按每月41,500港元分12期支付。該顧問協議由2010年1月15日開始，並於2011年1月屆滿。截至2011年3月31日止年度已付及應付官永義先生之顧問費為394,250港元。於2011年1月，本公司及永義實業各與官永義先生訂立僱用協議，以月薪50,000港元僱用彼為本集團及永義實業之總經理。該僱用協議由2011年2月21日開始，但可由其中任何一方給予3個月通知而終止。截至2011年3月31日止年內官永義先生作為本公司總經理之酬金為939,000港元(2011年：64,000港元)及有關自官永義先生由2011年2月21日僱用為本集團之總經理之「主要管理人員之薪酬」內。

PURCHASE, SALE AND REDEMPTION OF SHARES

There was no purchase, sale or redemption of the Company's shares by the Company or any of its subsidiaries during the year ended 31 March 2012.

EMOLUMENT POLICY

The emolument policy of the employees of the Group is set up by the executive directors of the Company on the basis of their performance, experience and prevailing industry practice.

The emolument of the directors of the Company is determined by the board of directors of the Company after recommendation from Remuneration Committee, having regard to the time commitment and responsibilities of individual directors, the Company's performance and the prevailing market conditions.

The Company has adopted a share option scheme as an incentive to the directors and eligible employees. Details of the scheme are set out in note 31 to the consolidated financial statements.

購買、出售及贖回股份

截至2012年3月31日止年度內，本公司或其任何附屬公司概無購買、出售或贖回任何本公司之股份。

薪金政策

本集團僱員之薪金政策乃由本公司執行董事按彼等之表現、經驗及現行業內慣例而釐定。

本公司董事之薪金乃由本公司董事會聽取薪酬委員會之建議後，按個別董事之供職時間及職務、本公司之業績及現行市況後釐定。

本集團已採納購股權計劃，作為對董事及合資格僱員之獎勵，計劃之詳情載於綜合財務報表附註31。

PRE-EMPTIVE RIGHTS

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

EVENTS AFTER THE END OF THE REPORTING PERIOD

Details of the significant events occurring after the end of the reporting period are set out in note 39 to the consolidated financial statements.

SUFFICIENCY OF PUBLIC FLOAT

Based on information that is publicly available to the Company and within the knowledge of the directors of the Company, the Company has maintained a sufficient public float as required under the Rules Governing the Listing of Securities on the Stock Exchange.

AUDITOR

A resolution will be submitted to annual general meeting to re-appoint Messrs. Deloitte Touche Tohmatsu as auditor of the Company.

On behalf of the Board

KWONG JIMMY CHEUNG TIM
President and Chief Executive Officer

Hong Kong, 21 May 2012

優先購買權

本公司之公司細則或百慕達法例均無優先購買權之條文，規定本公司須按比例向現有股東發售新股。

報告期間後之事項

有關報告期間後之重大事項之詳情，載於綜合財務報表附註39。

足夠公眾持股量

根據可供公開予本公司參考之資料及本公司董事所知悉，本公司一直按上市規則之規定維持足夠之公眾持股量。

核數師

本公司將於即將舉行之股東週年大會上提呈決議案，續聘德勤•關黃陳方會計師行為本公司之核數師。

承董事會命

鄺長添
主席兼首席行政總裁

香港，2012年5月21日

Independent Auditor's Report

獨立核數師報告

Deloitte.

德勤

TO THE SHAREHOLDERS OF
EASYKNIT INTERNATIONAL HOLDINGS LIMITED
(incorporated in Bermuda with limited liability)

We have audited the consolidated financial statements of Easyknit International Holdings Limited (the “Company”) and its subsidiaries (collectively referred to as the “Group”) set out on pages 49 to 164, which comprise the consolidated statement of financial position as at 31 March 2012, and the consolidated statement of comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, and a summary of significant accounting policies and other explanatory information.

DIRECTORS' RESPONSIBILITY FOR THE CONSOLIDATED FINANCIAL STATEMENTS

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

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

致永義國際集團有限公司全體股東

(於百慕達註冊成立之有限公司)

本核數師(以下簡稱「我們」)已審核列載於第49至164頁永義國際集團有限公司(「貴公司」)及其附屬公司(統稱「貴集團」)的綜合財務報表，此等財務報表包括於2012年3月31日之綜合財務狀況表，與截至該日止年度之綜合全面收益表、綜合權益變動表和綜合現金流量表，以及重大會計政策概要及其他解釋資料。

董事就綜合財務報表須承擔的責任

貴公司董事須負責根據香港會計師公會頒佈之香港財務報告準則及香港公司條例之披露要求編製真實而公平之綜合財務報表，這責任包括董事認為所須之內部監控，以使所編製之綜合財務報表不存在由於欺詐或錯誤而導致之重大錯誤陳述。

核數師之責任

我們之責任是根據我們之審核對該等綜合財務報表作出意見，並按照百慕達公司法第90條僅向整體股東作出報告，除此以外，本報告別無其他目的。我們不會就本報告內容向任何其他人士負上或承擔任何責任。我們已根據香港會計師公會頒佈之香港審計準則進行審核工作。這些準則要求我們遵守道

Independent Auditor's Report *(continued)* 獨立核數師報告(續)

Institute of Certified Public Accountants. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

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

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

OPINION

In our opinion, the consolidated financial statements give a true and fair view of the state of affairs of the Group as at 31 March 2012, and of the Group's profit and cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards and have been properly prepared in accordance with the disclosure requirements of the Hong Kong Companies Ordinance.

Deloitte Touche Tohmatsu
Certified Public Accountants
Hong Kong

21 May 2012

德規範，並規劃及執行審核，以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。

審核涉及執程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，核數師考慮該實體編製真實而公平綜合財務報表之相關內部監控，以設計適當之審核程序，但並非為對實體之內部監控之效能發表意見。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。

我們相信，我們所獲得之審核憑證是充足和適當地為我們之審核意見提供基礎。

意見

我們認為，該等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2012年3月31日之財務狀況及截至該日止年度之溢利及現金流量，並已按照香港公司條例之披露要求妥為編製。

德勤 • 關黃陳方會計師行
執業會計師
香港

2012年5月21日

Consolidated Statement of Comprehensive Income

綜合全面收益表

For the year ended 31 March 2012

截至2012年3月31日止年度

		Notes	2012	2011
		附註	HK\$'000	HK\$'000
			千港元	千港元
Continuing operations	持續經營業務			
Turnover	營業額	7	203,583	39,986
Cost of goods sold and services rendered	銷售成本		(116,170)	(2,064)
Gross profit	毛利		87,413	37,922
Other income	其他收入		7,482	4,724
Distribution and selling expenses	經銷成本		(8,321)	(3,625)
Administrative expenses	行政開支		(32,072)	(19,361)
Gain arising on changes in fair value of investment properties	投資物業之公平值變動 收益		5,302	370,881
Gain on disposal of available-for-sale investments	出售可供出售投資 之收益		—	23,936
(Loss) gain on fair value changes of investments held for trading	持作買賣投資之公平值變動 (虧損)收益		(23,133)	2,662
Loss on disposal of associates	出售聯營公司之虧損	9	(114,454)	—
Gain from a bargain purchase	來自一項協議收購之收益	32	206,276	—
Share of results of associates	分佔聯營公司業績		(17,957)	21,451
Finance costs — interest on bank borrowings not wholly repayable within five years	融資成本 — 不須於五年內 悉數償還之銀行 借貸利息		(2,995)	—
Profit before taxation	除稅前溢利		107,541	438,590
Taxation charge	稅項開支	12	(5,327)	(49,505)
Profit for the year from continuing operations	來自持續經營業務之本年度溢利	10	102,214	389,085
Discontinued operations	已終止經營業務			
Profit for the year from discontinued operations	來自已終止經營業務之 本年度溢利	13	—	226
Profit for the year	本年度溢利		102,214	389,311

Consolidated Statement of Comprehensive Income (continued) 綜合全面收益表(續)

For the year ended 31 March 2012

截至2012年3月31日止年度

		Note 附註	2012 HK\$'000 千港元	2011 HK\$'000 千港元
Other comprehensive (expense) income	其他全面(開支)收入			
Change in fair value of available-for-sale investments	可供出售投資之公平值變動		(10,763)	11,440
Release upon disposal of available-for-sale investments	於出售可供出售投資時解除		—	(23,936)
Exchange difference arising on translation of foreign operations	換算海外營運之匯兌差異		2,491	13,583
Share of translation reserve of associates	分佔聯營公司之匯兌儲備		2,060	3,015
Other comprehensive (expense) income for the year	本年度之其他全面(開支)收入		(6,212)	4,102
Total comprehensive income for the year	本年度之全面收入總額		96,002	393,413
Profit for the year attributable to:	本年度溢利分配至：			
— owners of the Company	— 本公司權益持有人		96,789	389,311
— non-controlling interests	— 非控股權益		5,425	—
			102,214	389,311
Total comprehensive income for the year attributable to:	本年度之全面收入總額分配至：			
— owners of the Company	— 本公司權益持有人		90,070	393,413
— non-controlling interests	— 非控股權益		5,932	—
			96,002	393,413
Basic earnings per share	每股基本盈利	15		
From continuing and discontinued operations	來自持續經營及已終止經營業務		HK\$1.22	HK\$4.90
From continuing operations	來自持續經營業務		HK\$1.22	HK\$4.90

Consolidated Statement of Financial Position

綜合財務狀況表

At 31 March 2012

於2012年3月31日

		Notes	2012	2011
		附註	HK\$'000	HK\$'000
			千港元	千港元
Non-current assets	非流動資產			
Property, plant and equipment	物業、廠房及設備	17	62,379	2,162
Investment properties	投資物業	18	1,632,626	1,165,675
Interests in associates	聯營公司權益	19	—	182,740
Available-for-sale investments	可供出售投資	20	35,530	46,293
Loans receivable	應收貸款	21	5,725	9,300
Deposits paid for acquisition of an investment property	購入投資物業之已付按金		18,000	—
Deferred tax assets	遞延稅項資產	30	15,241	—
			1,769,501	1,406,170
Current assets	流動資產			
Properties held for development for sale	持作出售發展物業	22	344,256	538,830
Properties held for sale	持作出售物業		186,757	—
Investments held for trading	持作買賣投資	23	149,009	96,948
Trade and other receivables	貿易及其他應收款項	24	31,031	2,451
Loans receivable	應收貸款	21	53,721	44,515
Bank balances and cash	銀行結餘及現金	25	403,369	73,851
			1,168,143	756,595
Current liabilities	流動負債			
Trade and other payables	貿易及其他應付款項	26	58,768	49,839
Bills payable	應付票據	27	3,687	—
Tax payable	應付稅項		39,321	24,092
Secured bank borrowings	有抵押銀行借貸	28	17,308	—
			119,084	73,931
Net current assets	流動資產淨值		1,049,059	682,664
			2,818,560	2,088,834

Consolidated Statement of Financial Position *(continued)* 綜合財務狀況表 (續)

At 31 March 2012

於2012年3月31日

		Notes	2012	2011
		附註	HK\$'000	HK\$'000
			千港元	千港元
Capital and reserves	資本及儲備			
Share capital	股本	29	7,942	7,942
Reserves	儲備		2,118,319	1,954,689
Equity attributable to owners of the Company	權益分配至本公司權益持有人		2,126,261	1,962,631
Non-controlling interests	非控股權益		164,392	—
			2,290,653	1,962,631
Non-current liabilities	非流動負債			
Deferred tax liabilities	遞延稅項負債	30	166,436	126,203
Secured bank borrowings	有抵押銀行借貸	28	361,471	—
			527,907	126,203
			2,818,560	2,088,834

The consolidated financial statements on pages 49 to 164 were approved and authorised for issue by the Board of Directors on 21 May 2012 and are signed on its behalf by:

董事會於2012年5月21日批准及授權發表第49至164頁之綜合財務報表，並由下列董事代表簽署：

Kwong Jimmy Cheung Tim

鄭長添

Director

董事

Lui Yuk Chu

雷玉珠

Director

董事

Consolidated Statement of Changes in Equity

綜合權益變動表

For the year ended 31 March 2012

截至2012年3月31日止年度

		Attributable to owners of the Company 本公司權益持有人應佔											
		Share capital	Share premium	Capital reserve	Translation reserve	Special reserve	Contributed surplus	Investment revaluation reserve	Property revaluation reserve	Accumulated profits	Total	Non-controlling interests	Total
		股本	股份溢價	資本儲備	匯兌儲備	特別儲備	繳入盈餘	重估儲備	重估儲備	累計溢利	總額	非控股權益	總額
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
				(note a) (附註a)		(note b) (附註b)	(note c) (附註c)		(note d) (附註d)				
At 1 April 2010	於2010年4月1日	7,942	218,330	196,565	7,977	9,800	220,937	39,044	25,669	889,018	1,615,282	–	1,615,282
Change in fair value of available-for-sale investments	可供出售投資之公平值變動	–	–	–	–	–	–	11,440	–	–	11,440	–	11,440
Released upon disposal of available-for-sale investments	出售可供出售投資時解除	–	–	–	–	–	–	(23,936)	–	–	(23,936)	–	(23,936)
Exchange difference on translation of foreign operations	換算海外營運之匯兌差異	–	–	–	13,583	–	–	–	–	–	13,583	–	13,583
Share of translation reserve of associates	分佔聯營公司之匯兌儲備	–	–	–	3,015	–	–	–	–	–	3,015	–	3,015
Profit for the year	本年度溢利	–	–	–	–	–	–	–	–	389,311	389,311	–	389,311
Total comprehensive income (expense) for the year	本年度之全面收入(開支)總額	–	–	–	16,598	–	–	(12,496)	–	389,311	393,413	–	393,413
Dividend	股息	–	–	–	–	–	–	–	–	(46,064)	(46,064)	–	(46,064)
At 31 March 2011 and 1 April 2011	於2011年3月31日及2011年4月1日	7,942	218,330	196,565	24,575	9,800	220,937	26,548	25,669	1,232,265	1,962,631	–	1,962,631
Change in fair value of available-for-sale investments	可供出售投資之公平值變動	–	–	–	–	–	–	(10,763)	–	–	(10,763)	–	(10,763)
Exchange difference on translation of foreign operations	換算海外營運之匯兌差異	–	–	–	1,984	–	–	–	–	–	1,984	507	2,491
Share of translation reserve of associates	分佔聯營公司之匯兌儲備	–	–	–	2,060	–	–	–	–	–	2,060	–	2,060
Profit for the year	本年度溢利	–	–	–	–	–	–	–	–	96,789	96,789	5,425	102,214
Total comprehensive income (expense) for the year	本年度之全面收入及(開支)總額	–	–	–	4,044	–	–	(10,763)	–	96,789	90,070	5,932	96,002
Acquisition of subsidiaries (note 32)	收購附屬公司(附註32)	–	–	–	–	–	–	–	–	–	–	287,799	287,799
Acquisition of additional interests in subsidiaries	收購附屬公司之額外權益	–	–	–	–	–	–	–	–	91,032	91,032	(129,339)	(38,307)
Dividend	股息	–	–	–	–	–	–	–	–	(17,472)	(17,472)	–	(17,472)
		–	–	–	–	–	–	–	–	73,560	73,560	158,460	232,020
At 31 March 2012	於2012年3月31日	7,942	218,330	196,565	28,619	9,800	220,937	15,785	25,669	1,402,614	2,126,261	164,392	2,290,653

Consolidated Statement of Changes in Equity (continued)

綜合權益變動表(續)

For the year ended 31 March 2012

截至2012年3月31日止年度

Notes:

附註：

- | | |
|---|---|
| (a) The capital reserve of the Group represents the credit arising from the reduction of the share capital of the Company in October 2006. | (a) 本集團之資本儲備代表藉於2006年10月資本削減所產生之進賬。 |
| (b) The special reserve of the Group represents the difference between the nominal value of the share capital issued by the Company and the nominal value of the share capital and share premium of the companies now forming the Group pursuant to the group reorganisation prior to the listing of the Company's shares in 1995. | (b) 本集團之特別儲備代表本公司已發行股本面值與現時組成本集團(根據本公司股份在1995年上市前之集團重組)屬下各公司之股本面值及股份溢價之差額。 |
| (c) The contributed surplus of the Group represents the credit arising from the reduction of certain reserves of the Company in August 2004. | (c) 本集團之繳入盈餘代表本公司於2004年8月削減若干儲備之進賬。 |
| (d) The property revaluation reserve of the Group was arisen from (i) the gain on revaluation of certain leasehold properties of the Group, and (ii) share of the gain on revaluation of prepaid lease payments and property, plant and equipment of the Group's former associates, both arising from the transfer of the Group's leasehold properties or associates' prepaid lease payments and property, plant and equipment to investment properties in prior years. | (d) 本集團之物業重估儲備來自(i)本集團若干租約物業之重估收益及(ii)分佔本集團前聯營公司之預付租賃款項及物業、廠房及設備之重估收益，均為因於過往年度本集團之租約物業或聯營公司之預付租賃款項及物業、廠房及設備轉撥至投資物業所致。 |

Consolidated Statement of Cash Flows

綜合現金流量表

For the year ended 31 March 2012

截至2012年3月31日止年度

		2012	2011
		HK\$'000	HK\$'000
		千港元	千港元
Cash flows from operating activities	來自經營業務之現金流量		
Profit for the year	本年度溢利	102,214	389,311
Adjustments for:	經以下調整：		
Income tax recognised in profit or loss	於損益確認之利得稅	5,327	49,505
Share of results of associates	分佔聯營公司業績	17,957	(21,451)
Interest income	利息收入	(2,590)	(3)
Interest expense	利息開支	2,995	—
Depreciation of property, plant and equipment	物業、廠房及設備之折舊	927	91
Dividend income from listed investments	上市投資之股息收入	(4,300)	(3,959)
Gain arising on changes in fair value of investment properties	投資物業之公平值變動產生之收益	(5,302)	(370,881)
Gain on disposal of available-for-sale investments	出售可供出售投資之收益	—	(23,936)
Unrealised loss (gain) on fair value changes of investments held for trading	持作買賣投資之公平值變動之未變現虧損(收益)	22,645	(2,662)
Loss on disposal of property, plant and equipment	出售物業、廠房及設備之虧損	—	98
Loss on disposal of associates	出售聯營公司之虧損	114,454	—
Gain from a bargain purchase	來自一項協議收購之收益	(206,276)	—
Operating cash flows before movements in working capital	營運資金變動前之經營現金流量	48,051	16,113
Increase in properties held for development for sale	持作出售發展物業增加	(63,230)	(138,225)
Decrease in properties held for sale	持作出售物業減少	43,733	—
Increase in investments held for trading	持作買賣投資增加	(97)	(24,344)
Decrease in inventories	存貨減少	—	945
Decrease in trade and other receivables	貿易及其他應收款項減少	33,403	5,610
(Increase) decrease in loans receivable	應收貸款(增加)減少	(5,631)	15,385
Decrease in bills receivable	應收票據減少	647	—
(Decrease) increase in trade and other payables	貿易及其他應付款項(減少)增加	(28,551)	19,001
Increase in bills payable	應付票據增加	3,687	—
Cash from (used in) operations	來自(用於)經營之現金	32,012	(105,515)

Consolidated Statement of Cash Flows (continued) 綜合現金流量表(續)

For the year ended 31 March 2012

截至2012年3月31日止年度

		NOTE	2012	2011
		附註	HK\$'000	HK\$'000
			千港元	千港元
Hong Kong Profits Tax paid	已付香港利得稅		—	(367)
Hong Kong Profits Tax refunded	退還香港利得稅		1	193
PRC Enterprise Income Tax paid	已付中國企業所得稅		(1,340)	—
Overseas tax paid	已付海外稅項		(341)	—
Dividend received from investments held for trading	持作買賣投資之已收股息		3,098	2,212
Net cash from (used in) operating activities	來自(用於)經營活動之現金淨額		33,430	(103,477)
Cash flows from investing activities	來自投資活動之現金流量			
Acquisition of subsidiaries	收購附屬公司	32	176,112	—
Interest received	利息收入		2,590	3
Dividend received from available-for-sale investments	可供出售投資之已收股息		1,202	1,747
Acquisition of investment properties	購入投資物業		(164,031)	—
Acquisition of additional interests in associates	收購聯營公司之額外權益		(21,694)	—
Deposits paid for acquisition of an investment property	購入投資物業之已付按金		(18,000)	—
Purchase of property, plant and equipment	購入物業、廠房及設備		(875)	(16)
Proceeds from disposal of investment properties	出售投資物業之所得款項		—	87,960
Proceeds from disposal of available-for-sale investments	出售可供出售投資之所得款項		—	37,379
Capital contribution to associates	注資予聯營公司		—	(20,226)
Net cash (used in) from investing activities	(用於)來自投資活動之現金淨額		(24,696)	106,847

Consolidated Statement of Cash Flows (continued) 綜合現金流量表(續)

For the year ended 31 March 2012

截至2012年3月31日止年度

		NOTE	2012	2011
		附註	HK\$'000	HK\$'000
			千港元	千港元
Cash flows from financing activities	用於融資活動之現金			
Bank borrowings raised	籌集銀行借貸		389,400	—
Proceeds on disposal of partial interests in subsidiaries without losing control	在沒有失去附屬公司控制之情況下出售部份權益之所得款項		12,536	—
Acquisition of additional interests in subsidiaries	收購附屬公司額外權益		(50,843)	—
Dividends paid	已付股息		(17,472)	(46,064)
Repayment of bank borrowings	償還銀行借貸		(10,621)	—
Interest paid	已付利息		(2,995)	—
Net cash from (used in) financing activities	來自(用於)融資活動之現金淨額		320,005	(46,064)
Net increase (decrease) in cash and cash equivalents	現金及等同現金增加(減少)淨額		328,739	(42,694)
Cash and cash equivalents at beginning of the year	年初現金及等同現金		73,851	116,555
Effect of foreign exchange rate changes	外匯匯率變動之影響		779	(10)
Cash and cash equivalents at end of the year, represented by bank balances and cash	年終現金及等同現金，指銀行結餘及現金		403,369	73,851

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the Year Ended 31 March 2012

截至2012年3月31日止年度

1. GENERAL

Easyknit International Holdings Limited (the “Company”) is incorporated in Bermuda as an exempted company with limited liability. Its shares are listed on the Main Board of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”). The addresses of the registered office and the principal place of business of the Company are disclosed in the “Corporate Information” section of the annual report.

The consolidated financial statements are presented in Hong Kong dollars (“HK\$” or “HKD”), which is the functional currency of the Company.

The Company is an investment holding company. The principal activities of the Company’s subsidiaries are set out in note 37.

1. 一般事項

永義國際集團有限公司(「本公司」)在百慕達註冊成立為受豁免有限公司，其股份在香港聯合交易所有限公司(「聯交所」)主板上市。本公司之註冊辦事處地址及主要營業地點已於本年報「公司資料」一節內披露。

綜合財務報表已按港元列值(「HK\$」或「HKD」)，而同時為本公司之功能貨幣。

本公司乃一間投資控股公司，本公司之附屬公司主要從事之業務已載於附註37。

For the Year Ended 31 March 2012

截至2012年3月31日止年度

2. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”)

In the current year, the Company and its subsidiaries (collectively referred as the “Group”) have applied, for the first time, the following new and revised standards, amendments and interpretations (“new and revised HKFRSs”) issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”), which are effective for the Group’s financial year beginning on 1 April 2011.

Amendments to HKFRSs	Improvements to HKFRSs issued in 2010
HKAS 24 (as revised in 2009)	Related party disclosures
Amendment to HK(IFRIC*) — INT 14	Prepayments of a minimum funding requirement
HK(IFRIC) — INT 19	Extinguishing financial liabilities with equity instruments

* IFRIC represents the IFRS Interpretations Committee.

The application of the above new or revised HKFRSs in the current year has had no material effect on the amounts reported in these consolidated financial statements and/or disclosures set out in these consolidated financial statements.

The Group has not early applied the following new or revised HKFRSs that have been issued but are not yet effective:

Amendments to HKFRS 7	Disclosures — Transfers of financial assets ¹
Amendments to HKFRS 7	Disclosures — Offsetting financial assets and financial liabilities ⁴
Amendments to HKFRS 7 and HKFRS 9	Mandatory effective date of HKFRS 9 and transition disclosures ⁶
HKFRS 9	Financial instruments ⁶
HKFRS 10	Consolidated financial statements ⁴

2. 應用新增及經修訂之香港財務報告準則(「香港財務報告準則」)

於本年度，本公司及其附屬公司(統稱「本集團」)已首次應用香港會計師公會頒佈之以下新增及經修訂準則、修訂及詮釋(「新增及經修訂之香港財務報告準則」)，於本集團2011年4月1日開始之財政年度生效。

香港財務報告準則(修訂本)	2010年頒佈之香港財務報告準則之改進
香港會計準則第24號 (於2009年經修訂)	關連人士披露
香港(國際財務報告詮釋委員會*) — 詮釋第14號(修訂本)	預付最低資金規定
香港(國際財務報告詮釋委員會) — 詮釋第19號	以股本工具抵銷金融負債

* 國際財務報告詮釋委員會代表國際財務報告詮釋委員會。

於本年度應用以上新增或經修訂之香港財務報告準則對綜合財務報表所呈之金額及/或綜合財務報表所載之披露並無重大影響。

本集團並未提早應用下列已頒佈但尚未生效之新增或經修訂之香港財務報告準則：

香港財務報告準則第7號(修訂本)	披露 — 金融資產轉讓 ¹
香港財務報告準則第7號(修訂本)	披露 — 金融資產及金融負債抵銷 ⁴
香港財務報告準則第7號及香港財務報告準則第9號 (修訂本)	香港財務報告準則第9號之強制性生效日期及過渡性披露 ⁶
香港財務報告準則第9號	金融工具 ⁶
香港財務報告準則第10號	綜合財務報表 ⁴

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the Year Ended 31 March 2012

截至2012年3月31日止年度

2. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (continued)

2. 應用新增及經修訂之香港財務報告準則(「香港財務報告準則」)(續)

HKFRS 11	Joint arrangements ⁴	香港財務報告準則第11號	共同安排 ⁴
HKFRS 12	Disclosures of interests in other entities ⁴	香港財務報告準則第12號	其他實體權益之披露 ⁴
HKFRS 13	Fair value measurements ⁴	香港財務報告準則第13號	公平值計量 ⁴
Amendments to HKAS 1	Presentation of financial statements – Presentation of items of other comprehensive income ³	香港會計準則第1號(修訂本)	財務報表呈列 – 其他全面收入項目之呈列 ³
Amendments to HKAS 12	Deferred tax: Recovery of underlying assets ²	香港會計準則第12號(修訂本)	遞延稅項：收回相關資產 ²
HKAS 19 (as revised in 2011)	Employee benefits ⁴	香港會計準則第19號 (於2011年經修訂)	僱員福利 ⁴
HKAS 27 (as revised in 2011)	Separate financial statements ⁴	香港會計準則第27號(於2011年經修訂)	獨立財務報表 ⁴
HKAS 28 (as revised in 2011)	Investments in associates and joint ventures ⁴	香港會計準則第28號(於2011年經修訂)	聯營公司及合營企業投資 ⁴
Amendments to HKAS 32	Offsetting financial assets and financial liabilities ⁵	香港會計準則第32號(修訂本)	金融資產及金融負債抵銷 ⁵
HK(IFRIC) – Int 20	Stripping costs in the production phase of a surface mine ⁴	香港(國際財務報告詮釋委員會) – 詮釋第20號	露天礦場生產期之剝採成本 ⁴

¹ Effective for annual periods beginning on or after 1 July 2011.

² Effective for annual periods beginning on or after 1 January 2012.

³ Effective for annual periods beginning on or after 1 July 2012.

⁴ Effective for annual periods beginning on or after 1 January 2013.

⁵ Effective for annual periods beginning on or after 1 January 2014.

⁶ Effective for annual periods beginning on or after 1 January 2015.

¹ 於2011年7月1日或之後開始之年度期間生效。

² 於2012年1月1日或之後開始之年度期間生效。

³ 於2012年7月1日或之後開始之年度期間生效。

⁴ 於2013年1月1日或之後開始之年度期間生效。

⁵ 於2014年1月1日或之後開始之年度期間生效。

⁶ 於2015年1月1日或之後開始之年度期間生效。

2. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (continued)

HKFRS 9 “Financial instruments”

HKFRS 9 issued in 2009 introduces new requirements for the classification and measurement of financial assets. HKFRS 9 amended in 2010 includes the requirements for the classification and measurement of financial liabilities and for derecognition.

Key requirements of HKFRS 9 are described as follows:

- HKFRS 9 requires all recognised financial assets that are within the scope of HKAS 39 “Financial instruments: Recognition and measurement” to be subsequently measured at amortised cost or fair value. Specifically, debt investments that are held within a business model whose objective is to collect the contractual cash flows, and that have contractual cash flows that are solely payments of principal and interest on the principal outstanding are generally measured at amortised cost at the end of subsequent accounting periods. All other debt investments and equity investments are measured at their fair values at the end of subsequent reporting periods. In addition, under HKFRS 9, entities may make an irrevocable election to present subsequent changes in the fair value of an equity investment (that is not held for trading) in other comprehensive income, with only dividend income generally recognised in profit or loss.

2. 應用新增及經修訂之香港財務報告準則(「香港財務報告準則」)(續)

香港財務報告準則第9號「金融工具」

於2009年頒佈之香港財務報告準則第9號引入金融資產分類及計量之新規定。於2010年經修訂之香港財務報告準則第9號包括金融負債之分類及計量以及取消確認之規定。

香港財務報告準則第9號之主要規定列述如下：

- 香港財務報告準則第9號規定屬香港會計準則第39號「金融工具：確認及計量」範圍內之所有已確認金融資產其後均須按攤銷成本或公平值計量。具體而言，目的為收集合約現金流量之業務模式內所持有，以及合約現金流量僅為償還本金及尚未償還本金所產生利息之債務投資，一般於其後會計期間末按攤銷成本計量。所有其他債務投資及股本投資均於其後呈報期末按公平值計量。此外，根據香港財務報告準則第9號，實體可作出不可撤回選擇以於其他全面收入呈列股本投資(並非持作買賣)之其後公平值變動，而一般僅於損益內確認股息收入。

2. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (continued)

HKFRS 9 “Financial instruments” (continued)

Key requirements of HKFRS 9 are described as follows: (continued)

- The most significant effect of HKFRS 9 regarding the classification and measurement of financial liabilities relates to the presentation of changes in the fair value of a financial liability (designated as at fair value through profit or loss) attributable to changes in the credit risk of that liability. Specifically, under HKFRS 9, for financial liabilities that are designated as at fair value through profit or loss, the amount of change in the fair value of the financial liability that is attributable to changes in the credit risk of that liability is presented in other comprehensive income, unless the recognition of the effects of changes in the liability’s credit risk in other comprehensive income would create or enlarge an accounting mismatch in profit or loss. Changes in fair value attributable to a financial liability’s credit risk are not subsequently reclassified to profit or loss. Under HKAS 39, the entire amount of the change in the fair value of the financial liability designated as at fair value through profit or loss is presented in profit or loss.

New and revised standards on consolidation, joint arrangements, associates and disclosures

In June 2011, a package of five standards on consolidation, joint arrangements, associates and disclosures was issued, including HKFRS 10, HKFRS 11, HKFRS 12, HKAS 27 (as revised in 2011) and HKAS 28 (as revised in 2011).

2. 應用新增及經修訂之香港財務報告準則(「香港財務報告準則」)(續)

香港財務報告準則第9號「金融工具」(續)

香港財務報告準則第9號之主要規定列述如下：(續)

- 就金融負債之分類及計量而言，香港財務報告準則第9號最重大影響乃有關金融負債信貸風險變動應佔該負債(指定為按公平值計入損益)公平值變動之呈列方式。尤其是，根據香港財務報告準則第9號，就指定為按公平值計入損益之金融負債而言，該負債信貸風險變動應佔之金融負債公平值變動金額於其他全面收入呈列，除非於其他全面收入確認負債之信貸風險變動影響會導致或擴大於損益之會計錯配。金融負債信貸風險應佔之公平值變動其後不會重新分類至損益。根據香港會計準則第39號，指定為按公平值計入損益之金融負債公平值變動全部金額於損益呈列。

綜合、共同安排、聯營公司及披露之新增及經修訂準則

於2011年6月，五項有關綜合、共同安排、聯營公司及披露之準則獲頒佈，包括香港財務報告準則第10號、香港財務報告準則第11號、香港財務報告準則第12號、香港會計準則第27號(於2011年經修訂)及香港會計準則第28號(於2011年經修訂)。

2. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (continued)

New and revised standards on consolidation, joint arrangements, associates and disclosures (continued)

Key requirements of these five standards that are relevant to the Group are described below.

HKFRS 10 replaces the parts of HKAS 27 “Consolidated and separate financial statements” that deal with consolidated financial statements and HK (SIC)-Int 12 “Consolidation – Special purpose entities”. HKFRS 10 includes a new definition of control that contains three elements: (a) power over an investee, (b) exposure, or rights, to variable returns from its involvement with the investee, and (c) the ability to use its power over the investee to affect the amount of the investor’s returns. Extensive guidance has been added in HKFRS 10 to deal with complex scenarios.

HKFRS 12 is a disclosure standard and is applicable to entities that have interests in subsidiaries, joint arrangements, associates and/or unconsolidated structured entities. In general, the disclosure requirements in HKFRS 12 are more extensive than those in the current standards.

These five standards are effective for annual periods beginning on or after 1 January 2013. Earlier application is permitted provided that all of these five standards are applied early at the same time.

The directors of the Company anticipate that these five standards will be adopted in the Group’s consolidated financial statements for the annual period beginning 1 April 2013 and the application of these five standards may have no significant impact on the results and financial position of the Group. However, the application of HKFRS 12 may result in more extensive disclosures in the consolidated financial statements.

2. 應用新增及經修訂之香港財務報告準則(「香港財務報告準則」)(續)

綜合、共同安排、聯營公司及披露之新增及經修訂準則(續)

該五項準則相關本集團之主要規定詳述如下。

香港財務報告準則第10號取代處理綜合財務報表之部份香港會計準則第27號「綜合及獨立財務報表」及香港(常務詮釋委員會) — 詮釋第12號「綜合 — 特殊目的實體」。香港財務報告準則第10號載有控制之新定義，包括三項元素：(a) 對被投資方之權力；(b) 參與被投資方之業務所得可變回報之風險或權利；及(c) 對被投資方使用其權力影響投資者回報金額之能力。香港財務報告準則第10號已增加多項指引以處理複雜情況。

香港財務報告準則第12號為一項披露準則，適用於在附屬公司、共同安排、聯營公司及／或未綜合結構實體擁有權益之實體。整體而言，香港財務報告準則第12號所載之披露規定較現行準則所規定者更為全面。

該五項準則於2013年1月1日或之後開始之年度期間生效，並可提早應用，惟五項準則須全部同時提早應用。

本公司董事預期，將於2013年4月1日之後開始之年度期間應用該五項準則於本集團之綜合財務報表及應用該五項準則將不會對本集團之業績及財務狀況有重大影響，但應用香港財務報告準則第12號可能導致本集團綜合財務報表之披露更為全面。

2. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (continued)

HKFRS 13 “Fair value measurement”

HKFRS 13 establishes a single source of guidance for fair value measurements and disclosures about fair value measurements. This standard defines fair value, establishes a framework for measuring fair value, and requires disclosures about fair value measurements. The scope of HKFRS 13 is broad; it applies to both financial instrument items and non-financial instrument items for which other HKFRSs require or permit fair value measurements and disclosures about fair value measurements, except in specified circumstances. In general, the disclosure requirements in HKFRS 13 are more extensive than those in the current standards. For example, quantitative and qualitative disclosures based on the three-level fair value hierarchy currently required for financial instruments only under HKFRS 7 “Financial instruments: Disclosures” will be extended by HKFRS 13 to cover all assets and liabilities within its scope.

HKFRS 13 is effective for annual periods beginning on or after 1 January 2013, with earlier application permitted.

The directors of the Company anticipate that HKFRS 13 will be adopted in the Group’s consolidated financial statements for the annual period beginning 1 April 2013 and may affect the amounts reported in the consolidated financial statements and result in more extensive disclosures in the consolidated financial statements.

2. 應用新增及經修訂之香港財務報告準則(「香港財務報告準則」)(續)

香港財務報告準則第13號「公平值計量」

香港財務報告準則第13號確立有關公平值計量及披露公平值計量資料之單一指引來源。該準則界定公平值，確立計量公平值之框架及有關公平值計量之披露規定。香港財務報告準則第13號之範圍寬廣：適用於其他香港財務報告準則規定或允許公平值計量及披露公平值計量資料之金融工具項目及非金融工具項目，惟特定情況除外。整體而言，香港財務報告準則第13號所載之披露規定較現行準則之規定更為全面。例如，現時僅規限香港財務報告準則第7號「金融工具：披露」所述金融工具之三個公平值等級之量化及定性披露資料將藉香港財務報告準則第13號加以擴展，以涵蓋其範圍內之所有資產及負債。

香港財務報告準則第13號於2013年1月1日或以後開始之年度期間生效，並可提早應用。

本公司董事預期，將於2013年4月1日之後開始之年度期間應用香港財務報告準則第13號於本集團之綜合財務報表及可能影響綜合財務報表內所呈報之金額及導致本集團綜合財務報表之披露更為全面。

2. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (continued)

Amendments to HKAS 1 “Presentation of items of other comprehensive income”

The amendments to HKAS 1 retain the option to present profit or loss and other comprehensive income in either a single statement or in two separate but consecutive statements. However, the amendments to HKAS 1 require additional disclosures to be made in the other comprehensive income section such that items of other comprehensive income are grouped into two categories: (a) items that will not be reclassified subsequently to profit or loss; and (b) items that may be reclassified subsequently to profit or loss when specific conditions are met. Income tax on items of other comprehensive income is required to be allocated on the same basis.

The amendments to HKAS 1 are effective for annual periods beginning on or after 1 July 2012. The presentation of items of other comprehensive income will be modified accordingly when the amendments are applied in the future accounting periods.

Amendments to HKAS 12 “Deferred tax – Recovery of underlying assets”

The amendments to HKAS 12 provide an exception to the general principles in HKAS 12 that the measurement of deferred tax assets and deferred tax liabilities should reflect the tax consequences that would follow from the manner in which the entity expects to recover the carrying amount of an asset. Specifically, under the amendments, investment properties that are measured using the fair value model in accordance with HKAS 40 “Investment property” are presumed to be recovered through sale for the purposes of measuring deferred taxes, unless the presumption is rebutted in certain circumstances.

2. 應用新增及經修訂之香港財務報告準則(「香港財務報告準則」)(續)

香港會計準則第1號(修訂本)「其他全面收入項目之呈列」

香港會計準則第1號之修訂本保留以單一報表或兩份獨立但連續報表呈列損益及其他全面收入之選擇權。然而，香港會計準則第1號之修訂本規定須於其他全面收入部份作出額外披露，以便將其他全面收入項目劃分為兩類：(a)其後不會重新分類至損益之項目；及(b)於達成特定條件時，其後可重新分類至損益之項目。其他全面收入項目的所得稅須按相同基準予以分配。

香港會計準則第1號之修訂本乃於2012年7月1日或以後開始之年度期間生效。當修訂本於未來會計期間應用時，其他全面收入項目之呈列方式將會作出相應變動。

香港會計準則第12號(修訂本)「遞延稅項 – 收回相關資產」

香港會計準則第12號之修訂本為香港會計準則第12號之一般原則提供例外情況，即計量遞延稅項資產及遞延稅項負債應反映實體預計可收回資產的賬面值之稅務影響。具體而言，依照修訂本，按照香港會計準則第40號「投資物業」採用公平值模式計量的投資物業，計量其遞延稅項時，乃假設透過出售予以收回，除非假設在若干情形下被駁回。

2. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (continued)

Amendments to HKAS 12 “Deferred tax – Recovery of underlying assets” (continued)

The amendments to HKAS 12 are effective for annual periods beginning on or after 1 January 2012. The directors of the Company anticipate that the application of the amendments to HKAS 12 in future accounting periods may result in adjustments to the amounts of deferred tax liabilities recognised in prior years regarding the Group’s investment properties. The directors of the Company are in the process of assessing the impact on application of these amendments to HKAS 12 and the directors of the Company anticipate that these amendments will have an impact on deferred tax liabilities of the Group.

The directors of the Company anticipate that the application of the other new and revised standards, amendments or interpretations will have no material impact on the results and the financial position of the Group.

3. SIGNIFICANT ACCOUNTING POLICIES

The consolidated financial statements have been prepared under the historical cost basis except for investment properties and certain financial instruments, which are measured at fair values, as explained in accounting policies set out below.

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

2. 應用新增及經修訂之香港財務報告準則(「香港財務報告準則」)(續)

香港會計準則第12號(修訂本)「遞延稅項 – 收回相關資產」(續)

香港會計準則第12號之修訂本於2012年1月1日或之後開始之年度期間生效。本公司董事預期，於未來會計期間應用香港會計準則第12號之修訂，或會導致本集團投資物業有關之過往年度確認之遞延稅項負債金額作出調整。本公司董事現正評估應用香港會計準則第12號之修訂本之影響及本公司董事預期該修訂本將會影響本集團之遞延稅項負債。

本公司董事預期，應用其他新增及經修訂準則、修訂本或詮釋將不會影響本集團之業績及財務狀況。

3. 主要會計政策

如下文之會計政策所載，除投資物業及若干金融工具以公平值計量外，綜合財務報表乃按歷史成本法編製。

綜合財務報表乃按照香港會計師公會頒佈之香港財務報告準則編製。此外，綜合財務報表已載入聯交所證券上市規則及香港公司條例規定之適用披露。

3. SIGNIFICANT ACCOUNTING POLICIES

(continued)

Basis of consolidation

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

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

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

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

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

Allocation of total comprehensive income to non-controlling interests

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

3. 主要會計政策(續)

綜合基準

綜合財務報表包括本公司及本公司控制之控股實體(其附屬公司)之財務報表。倘本公司有權控制該實體之財務及經營政策，以從其中獲取利益，則視為擁有控制權。

綜合全面收益表包括於年內購入或出售之附屬公司之業績，由有效收購日期起計或計至有效出售日期(按適用者)。

如有需要，附屬公司之財務報表會作出調整，以使其會計政策與本集團其他成員公司採用之會計政策一致。

所有集團內部交易、結餘、收入及開支已於綜合賬目時撇銷。

附屬公司之非控股權益與本集團之權益已分開呈列。

分配全面收入總額至非控股權益

附屬公司的全面收入及開支總額會分配至本公司權益持有人及非控股權益，縱使導致非控股權益出現赤字結餘。

Notes to the Consolidated Financial Statements *(continued)*

綜合財務報表附註 *(續)*

For the Year Ended 31 March 2012

截至2012年3月31日止年度

3. SIGNIFICANT ACCOUNTING POLICIES

(continued)

Changes in the Group's ownership interests in existing subsidiaries

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

Business combinations

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

At the acquisition date, the identifiable assets acquired and the liabilities assumed are recognised at their fair values.

3. 主要會計政策 *(續)*

本集團於現有附屬公司之擁有權權益之改變

倘不會導致本集團失去附屬公司之控制，本集團於附屬公司之擁有權權益之改變以權益交易入賬。本集團之權益及非控股權益之賬面值會調整以反映有關附屬公司權益之改變。已調整非控股權益與已付或已收代價之公平值之任何差異，會直接於權益確認並分配至本公司權益持有人。

業務合併

收購業務以收購法入賬。於業務合併中代價轉讓以公平值計量，即計算於收購日本集團轉讓資產之公平值、本集團承擔被購方前擁有人之負債以及本集團為換取被購方之控制而發行之股本權益之總和。收購產生之相關成本一般於損益確認。

於收購日期，已收購可辨識之資產及承擔之負債以其公平值確認。

Notes to the Consolidated Financial Statements *(continued)*

綜合財務報表附註 *(續)*

For the Year Ended 31 March 2012

截至2012年3月31日止年度

3. SIGNIFICANT ACCOUNTING POLICIES

(continued)

Business combinations *(continued)*

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

Non-controlling interests that are present ownership interests and entitle their holders to a proportionate share of the entity's net assets in the event of liquidation may be initially measured either at fair value or at the non-controlling interests' proportionate share of the recognised amounts of the acquiree's identifiable net assets. The choice of measurement basis is made on a transaction-by-transaction basis.

Interests in associates

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

3. 主要會計政策 *(續)*

業務合併 *(續)*

商譽以轉讓代價、被購方之任何非控股權益金額、及收購方之前已持有被購方之權益(如有)之總和超過於收購日期可辨識資產及所承擔負債之淨額之價值計量。倘經重新評估後，於收購日期可辨識資產及所承擔負債之淨額超過轉讓代價、被購方之任何非控股權益、及收購方之前已持有被購方之權益(如有)之總和，超過之價值隨即於損益確認為一項協議收購收益。

非控股權益為現在擁有權益及使其持有人於清算發生時，可按比例享有分佔企業資產淨值，其初次計量可按公平值或非控股權益之比例分佔被購方可辨識資產淨值之已確認金額。按個別交易選擇計量基準。

聯營公司權益

聯營公司為一間投資方具重要影響之實體，惟非附屬公司或於合營企業之權益。具重要影響乃指參與投資方之財務及經營政策之決定而不是控制或共同控制該等政策。

Notes to the Consolidated Financial Statements *(continued)*

綜合財務報表附註(續)

For the Year Ended 31 March 2012

截至2012年3月31日止年度

3. SIGNIFICANT ACCOUNTING POLICIES

(continued)

Interests in associates *(continued)*

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

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

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

3. 主要會計政策(續)

聯營公司權益(續)

聯營公司之業績及資產與負債以權益會計法計入綜合財務報表內。根據權益法，聯營公司投資之成本初次於綜合財務狀況表內確認及隨後調整確認本集團分佔聯營公司之損益及其他全面收入。當本集團所佔聯營公司虧損等於或超出於該聯營公司權益(其中包括任何實質上構成本集團之聯營公司投資淨額之任何長期權益)時，本集團終止確認其所佔之進一步虧損。惟倘本集團須承擔法律或推定義務，或須代表該聯營公司支付款項，則須確認額外虧損。

經重新評估後，任何本集團分佔可辨識資產、負債及或然負債之公平淨值超過收購成本，即時於損益中確認。

應用香港會計準則第39號「金融工具：確認與計量」之要求以釐定本集團之聯營公司投資是否需要確認任何減值虧損。如有需要，根據香港會計準則第36號「資產減值」測試投資(包括商譽)賬面值之減值，視為單一資產以比較其可收回金額(使用價值與公平值減銷售成本之較高者)及其賬面值。任何已確認之減值虧損會成為投資之部份賬面值。根據香港會計準則第36號所確認之任何減值虧損之撥回乃按該投資隨後可收回金額之增加為限。

Notes to the Consolidated Financial Statements *(continued)*

綜合財務報表附註 *(續)*

For the Year Ended 31 March 2012

截至2012年3月31日止年度

3. SIGNIFICANT ACCOUNTING POLICIES

(continued)

Interests in associates *(continued)*

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

Revenue recognition

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

Sales of goods are recognised when goods are delivered and title has passed.

Service income is recognised when services are rendered.

Revenue from sale of properties in the ordinary course of business is recognised when the respective properties have been completed and delivered to the buyers. Deposits and instalments received from purchasers prior to meeting the above criteria for revenue recognition are included in the consolidated statement of financial position under current liabilities.

Interest income from a financial asset is recognised when it is probable that the economic benefits will flow to the Group and the amount of income can be measured reliably. Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts the estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount on initial recognition.

3. 主要會計政策 *(續)*

聯營公司權益 *(續)*

當集團實體與本集團聯營公司進行交易時，與聯營公司交易所產生之損益，僅會於本集團之綜合財務報表內確認與本集團聯營公司權益之沒有關連部分。

收益確認

收益按已收或應收代價之公平值計算及代表日常業務過程中貨品銷售及服務提供之應收款項減折價及相關銷售稅項金額。

銷售貨品於交付貨品時及移交所有權後確認。

服務收入於提供服務時確認。

日常業務過程中銷售物業之收益於相關物業已完成發展及已交付買家時確認。符合以上條件前向買家收取之按金及分期付款包含在綜合財務狀況表項下之流動負債內。

當經濟效益可能流入本集團及收入金額能可靠計量時會確認金融資產之利息收入。利息收入乃參考尚未償還本金及當時適用之實際利率按時間基準計提，實際利率乃指將估計未來現金收取按金融資產預計可用年期折現至該資產於初次確認時之賬面淨值之利率。

Notes to the Consolidated Financial Statements *(continued)*

綜合財務報表附註(續)

For the Year Ended 31 March 2012

截至2012年3月31日止年度

3. SIGNIFICANT ACCOUNTING POLICIES

(continued)

Revenue recognition *(continued)*

Dividend income from equity investments is recognised when the Group's rights to receive payment have been established.

Borrowing costs

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

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

Property, plant and equipment

Property, plant and equipment (other than construction in progress) are stated at cost less subsequent accumulated depreciation and accumulated impairment losses.

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

3. 主要會計政策(續)

收益確認(續)

來自證券投資之股息收入於本集團收取有關股息之權利確立時確認。

借貸成本

因購買、建築或製造指定資產等需要一段時間才可投入使用之資產而直接產生之借貸成本，可資本化成為該等資產成本之一部分。直至該等資產可投入使用或可出售時，借貸成本之資本化將停止。從特定借貸所得款項(將作為指定資產開支)之短暫投資賺取之投資收入，可用作扣減資本化之借貸成本。

所有其他借貸成本在產生期間於損益中確認。

物業、廠房及設備

物業、廠房及設備(在建工程除外)乃按成本減其後累計折舊及累計減值虧損列賬。

除在建工程外，物業、廠房及設備之折舊乃根據其估計可使用年期扣減其剩餘價值後，按直線法撇銷其成本。估計可使用年期，剩餘價值及折舊方法會在每個報告期末審閱，並按預期基準將任何估計轉變之影響列賬。

3. SIGNIFICANT ACCOUNTING POLICIES

(continued)

Property, plant and equipment (continued)

Construction in progress includes property, plant and equipment in the course of construction for production or for its own use purposes. Construction in progress is carried at cost less recognised impairment loss. Construction in progress is classified to the appropriate category of property, plant and equipment when completed and ready for intended use. Depreciation of these assets, on the same basis as other property assets, commences when the assets are ready for their intended use.

If an investment property becomes an item of property, plant and equipment because its use has changed as evidenced by commencement of owner-occupation, the fair value of the property at the date of change in use becomes the property's deemed cost for subsequent accounting.

The Group transfers a property from property held for development for sale to property, plant and equipment when there is a change in use to hold the property for owner-occupation rather than for sale in the ordinary course of business. The carrying value of the property at the date of change in use becomes the property's deemed cost for subsequent accounting.

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

3. 主要會計政策(續)

物業、廠房及設備(續)

在建工程包括用作生產或自用之在建期間之物業、廠房及設備。在建工程按成本扣減其已確認減值虧損列賬。當在建工程落成及可投入使用时，將列入物業、廠房及設備之適當分類。當資產可投入使用时，開始計提折舊，其基準與其他物業資產相同。

倘因改變用途並有證明開始自用使投資物業成為物業、廠房及設備時，物業於改變用途日期之公平值會成為該物業日後入賬之當然成本。

當持有物業改變用途為自用而非在一般經營範圍內出售時，本集團會由持作出售發展物業轉撥該物業至物業、廠房及設備。物業於改變用途日期之賬面值會成為該物業日後入賬之當然成本。

物業、廠房及設備項目於出售後或當預期持續使用該資產將不會產生未來經濟利益時取消確認。取消確認該資產所產生之任何收益或虧損(按出售所得款項淨額及該項目之賬面值之差額計算)將計入取消確認期間之損益內。

Notes to the Consolidated Financial Statements *(continued)*

綜合財務報表附註(續)

For the Year Ended 31 March 2012

截至2012年3月31日止年度

3. SIGNIFICANT ACCOUNTING POLICIES

(continued)

Investment properties

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

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

The Group transfers a property from property held for development for sale to investment property when there is a change in use to hold the property to earn rentals or/and for capital appreciation rather than for sale in the ordinary course of business, which is evidenced by the commencement of an operating lease to another party.

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

3. 主要會計政策(續)

投資物業

投資物業乃指持有作為賺取租金及／或作資本增值之物業。

除轉撥自物業、廠房及設備之物業以轉撥當天之公平值計量外，投資物業初次按成本計量，包括任何直接應佔開支。於初次確認後，投資物業採用公平值模式計量。投資物業之公平值變動所產生之收益或虧損將計入產生期間之損益內。

當物業改變用途為持作賺取租金或／及作資本增值，證明與另一方之開始經營租賃，而非在一般經營範圍內出售物業，本集團會由持作出售發展物業轉撥物業至投資物業。

投資物業於出售後或當投資物業永久不再使用及預期出售該等物業不會產生未來經濟利益時取消確認。取消確認資產所產生之任何收益或虧損(按出售所得款項淨額與資產之賬面值之差額計算)將計入取消確認期間之損益內。

Notes to the Consolidated Financial Statements *(continued)*

綜合財務報表附註 *(續)*

For the Year Ended 31 March 2012

截至2012年3月31日止年度

3. SIGNIFICANT ACCOUNTING POLICIES

(continued)

Properties held for development for sale

Properties held for development for sale are classified as current assets and stated at the lower of cost and net realisable value.

Costs relating to the development of properties, including purchase costs of the properties for development and development costs, are capitalised and included as properties held for development until such time when they are completed.

Properties held for sale

Properties held for sale are completed properties and are classified under current assets. They are stated at the lower of cost and net realisable value.

Discontinued operations

A discontinued operation is a component of the Group, which comprises operations and cash flows that can be clearly distinguished, operationally and for financial reporting purposes from the rest of the Group, and has been disposed of, or is classified as held for sale, and either (a) represents a separate major line of business or geographical area of operations, (b) is part of a single co-ordinated plan to dispose of a separate major line of business or geographical area of operations or (c) is a subsidiary acquired exclusively with a view to resale.

3. 主要會計政策 *(續)*

持作出售發展物業

持作出售發展物業列作流資產並按成本及可變現淨值兩者之較低者列賬。

發展物業之成本(當中包括購入發展物業之成本及發展成本)予以資本化及列入持作發展物業，直至完成發展為止。

持作出售物業

持作出售物業為已完成發展物業及列作流動資產。以成本及可變現淨值之較低者列賬。

已終止經營業務

已終止經營業務為本集團其中一個組成部分，就業務上及財務報告而言，當中包含之營運及現金流量可與本集團其餘部分清晰劃分及已出售或列作持作出售，及(a)為一項個別主要業務或地區營運；(b)為單一協調計劃以出售一項個別主要業務或地區營運之部分或(c)為一用作轉售而收購之附屬公司。

Notes to the Consolidated Financial Statements *(continued)*

綜合財務報表附註(續)

For the Year Ended 31 March 2012

截至2012年3月31日止年度

3. SIGNIFICANT ACCOUNTING POLICIES

(continued)

Financial instruments

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

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

Financial assets

The Group's financial assets are classified into one of the three categories, including financial assets at fair value through profit or loss ("FVTPL"), loans and receivables and available-for-sale financial assets. The classification depends on the nature and purpose of the financial assets and is determined at the time of initial recognition. All regular way purchases or sales of financial assets are recognised and derecognised on a trade date basis. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the marketplace.

3. 主要會計政策(續)

金融工具

倘某集團實體成為工具合約條文之訂約方，則於綜合財務狀況表中確認金融資產及金融負債。

金融資產及金融負債初次按公平值計量。因收購或發行金融資產及金融負債(按公平值計入損益之金融資產及金融負債除外)而直接產生之交易成本於初次確認時加入金融資產或金融負債之公平值或自金融資產或金融負債之公平值扣除(按適用者)。因收購按公平值計入損益之金融資產而直接產生之交易成本即時於損益中確認。

金融資產

本集團之金融資產分為以下三個類別其中之一個，包括按公平值計入損益(「按公平值計入損益」)之金融資產、貸款及應收款項及可供出售金融資產。分類視乎金融資產之性質及目的，並於初次確認時釐定。所有常規買賣之金融資產乃按交易日基準確認及取消確認。日常買賣指須根據市場規則或慣例訂立之時間內交付資產之金融資產買賣。

Notes to the Consolidated Financial Statements *(continued)*

綜合財務報表附註 *(續)*

For the Year Ended 31 March 2012

截至2012年3月31日止年度

3. SIGNIFICANT ACCOUNTING POLICIES

(continued)

Financial instruments *(continued)*

Financial assets *(continued)*

Effective interest method

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

Income is recognised on an effective interest basis for debt instruments other than those financial assets classified as at FVTPL, of which interest income is included in net gains or losses.

Financial assets at fair value through profit or loss

Financial assets at FVTPL has two subcategories, including financial assets held for trading and those designated as at FVTPL on initial recognition.

A financial asset is classified as held for trading if:

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

3. 主要會計政策 *(續)*

金融工具 *(續)*

金融資產 *(續)*

實際利率法

實際利率法為計算金融資產之攤銷成本以及分配相關期間之利息收入之方法。實際利率是可準確透過金融資產之預計可用年期或(倘適用)在較短期間內對估計未來現金收入(包括所支付或收取能構成整體實際利率之所有費用及利率差價、交易成本及其他溢價或折價)折算至初次確認時之賬面淨值之利率。

債務工具之收入乃按實際利率法確認，利息收入包括在收益或虧損淨額之按公平值計入損益之金融資產則除外。

按公平值計入損益之金融資產

按公平值計入損益之金融資產包括持作買賣金融資產及於初次確認時介定為按公平值計入損益兩類。

在下列情況下，金融資產列作持作買賣：

- 主要為於短期內出售而購入；或
- 屬於本集團共同管理且在近期內有短期獲利實際模式之已辨別金融工具組合之部份；或
- 屬於未指定及有效作為對沖工具之衍生工具。

Notes to the Consolidated Financial Statements *(continued)*

綜合財務報表附註 *(續)*

For the Year Ended 31 March 2012

截至2012年3月31日止年度

3. SIGNIFICANT ACCOUNTING POLICIES

(continued)

Financial instruments *(continued)*

Financial assets *(continued)*

Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. Subsequent to initial recognition, loans and receivables (including trade and other receivables, loans receivable and bank balances and cash) are carried at amortised cost using the effective interest method, less any identified impairment losses (see accounting policy on impairment of financial assets below).

Available-for-sale financial assets

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

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

3. 主要會計政策 *(續)*

金融工具 *(續)*

金融資產 *(續)*

貸款及應收款項

貸款及應收款項為附帶固定或可釐定付款之非衍生金融資產，而其在活躍市場並無報價。於初次確認後，貸款及應收款項(包括貿易及其他應收款項、應收貸款及銀行結餘及現金)乃採用實際利率法按攤銷成本減任何已識別減值虧損列賬(見金融資產減值之會計政策如下)。

可供出售金融資產

可供出售金融資產為未被指定或列作按公平值計入損益之金融資產、貸款及應收款項或持有至到期投資之非衍生項目。

可供出售金融資產於報告期末按公平值計量。公平值之變動於其他全面收入確認及於投資重估儲備累計，直至該金融資產被出售或被認定已減值，屆時過往於投資重估儲備累計之累計損益重新列入損益(見金融資產減值之會計政策如下)。

Notes to the Consolidated Financial Statements *(continued)*

綜合財務報表附註 *(續)*

For the Year Ended 31 March 2012

截至2012年3月31日止年度

3. SIGNIFICANT ACCOUNTING POLICIES

(continued)

Financial instruments *(continued)*

Impairment of financial assets

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

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

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

- significant financial difficulty of the issuer or counterparty; or
- breach of contract, such as default or delinquency in interest and principal payments; or
- it becoming probable that the borrower will enter bankruptcy or financial re-organisation.

For financial assets carried at amortised cost, the amount of impairment loss is measured as the difference between the asset's carrying amount and the present value of the estimated future cash flows discounted at the financial asset's original effective interest rate.

3. 主要會計政策 *(續)*

金融工具 *(續)*

金融資產減值

金融資產(按公平值計入損益除外)於報告期末評估有否出現減值跡象。倘有客觀證據證明金融資產之估計未來現金流量因初次確認後產生之一項或多項事件而受到影響，則考慮金融資產予以減值。

就可供出售股本投資而言，該項投資之公平值大幅或長期下跌至低於其成本，將被視為客觀減值證據。

就所有其他金融資產而言，減值之客觀證據可能包括：

- 發行人或交易夥伴出現重大財務困難；或
- 違約，如不履行或拖欠利息或本金付款；或
- 借款人有可能破產或進行財務重組。

就按攤銷成本列值之金融資產而言，減值虧損金額按資產賬面值與金融資產按原本實際利率貼現之估計未來現金流量之現值間之差額計算。

Notes to the Consolidated Financial Statements *(continued)*

綜合財務報表附註 *(續)*

For the Year Ended 31 March 2012

截至2012年3月31日止年度

3. SIGNIFICANT ACCOUNTING POLICIES

(continued)

Financial instruments *(continued)*

Impairment of financial assets *(continued)*

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

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

Impairment losses on available-for-sale equity investments will not be reversed through profit or loss in subsequent periods. Any increase in fair value subsequent to impairment loss is recognised directly in other comprehensive income and accumulated in investment revaluation reserve.

3. 主要會計政策 *(續)*

金融工具 *(續)*

金融資產減值 *(續)*

所有金融資產之減值虧損會直接於金融資產之賬面值扣減，惟應收貿易賬款及應收貸款除外，其賬面值會透過撥備賬減少。撥備賬內之賬面值變動會於損益確認。當應收貿易賬款被視為不可收回時，將於撥備賬內撇銷。先前撇銷的款項如其後收回，則計入損益。

就按攤銷成本列值之金融資產而言，倘在隨後期間，減值虧損金額減少，而有關減少能客觀地與於確認減值後所發生之事件有關，則先前已確認之減值虧損將透過損益撥回，惟資產於撥回減值當日之賬面值不得超過假設並無確認減值之已攤銷成本。

可供出售之股權投資之減值虧損將不會於以後期間經損益撥回。公平值於確認減值虧損後之任何增加，將直接於其他全面收入確認及於投資重估儲備累計。

Notes to the Consolidated Financial Statements *(continued)*

綜合財務報表附註 *(續)*

For the Year Ended 31 March 2012

截至2012年3月31日止年度

3. SIGNIFICANT ACCOUNTING POLICIES

(continued)

Financial instruments *(continued)*

Financial liabilities and equity instruments

Financial liabilities and equity instruments issued by a group entity are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements entered into and the definitions of a financial liability and an equity instrument.

An equity instrument is any contract that evidences a residual interest in the assets of the Group after deducting all of its liabilities. Equity instruments issued by the Company are recognised at the proceeds received, net of direct issue costs.

Effective interest method

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

Interest expense is recognised on an effective interest basis.

Financial liabilities

Financial liabilities including trade and other payables, bills payable and secured bank borrowings are subsequently measured at amortised cost, using the effective interest method.

3. 主要會計政策 *(續)*

金融工具 *(續)*

金融負債及股本工具

由集團實體發行之金融負債及股本工具按所訂立之合約安排性質，以及金融負債及股本工具之定義而分類為金融負債或股本。

股本工具為證明於本集團之資產剩餘權益(扣除其所有負債)之任何合約。本公司發行之股本工具按扣除直接發行成本後所收取之所得款項確認。

實際利率法

實際利率法為計算金融負債之攤銷成本以及分配相關期間之利息開支之方法。實際利率是可準確透過金融負債之預計可用年期或(倘適用)較短期間內對估計未來現金付款(包括支付或收取能構成整體實際利率之所有費用及利率差價、交易成本及其他溢價或折算)折算至初次確認時之賬面淨值之利率。

利息開支按實際利率基準確認。

金融負債

金融負債包括貿易及其他應付款項、應付票據及有抵押銀行借貸，乃於其後採用實際利率法按攤銷成本計量。

Notes to the Consolidated Financial Statements *(continued)*

綜合財務報表附註 *(續)*

For the Year Ended 31 March 2012

截至2012年3月31日止年度

3. SIGNIFICANT ACCOUNTING POLICIES

(continued)

Financial instruments *(continued)*

Financial liabilities and equity *(continued)*

Equity instruments

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

Derecognition

Financial assets are derecognised when the rights to receive cash flows from the assets expire or, the financial assets are transferred and the Group has transferred substantially all the risks and rewards of ownership of the financial assets. On derecognition of a financial asset, the difference between the asset's carrying amount and the sum of the consideration received and receivable and the cumulative gain or loss that had been recognised directly in other comprehensive income is recognised in profit or loss.

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

3. 主要會計政策 *(續)*

金融工具 *(續)*

金融負債及股本 *(續)*

股本工具

由本公司發行之股本工具按收取之所得款項 (扣除直接發行成本) 記錄。

取消確認

當從資產收取現金流量之權利已到期時或，金融資產已轉讓及本集團已將其於金融資產擁有權之絕大部分風險及回報轉移，則取消確認金融資產。於取消確認金融資產時，資產賬面值與已收及應收代價及已直接於其他全面收入確認之累計損益之總和之差額乃於損益中確認。

當於有關合約之特定責任獲解除、取消或到期時，金融負債乃予以取消確認。取消確認之金融負債賬面值與已付及應付代價之差額於損益中確認。

Notes to the Consolidated Financial Statements *(continued)*

綜合財務報表附註 *(續)*

For the Year Ended 31 March 2012

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3. SIGNIFICANT ACCOUNTING POLICIES

(continued)

Impairment (other than intangible assets with indefinite useful lives)

At the end of the reporting period, the Group reviews the carrying amounts of its assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss, if any. If the recoverable amount of an asset is estimated to be less than its carrying amount, the carrying amount of the asset is reduced to its recoverable amount. An impairment loss is recognised as an expense immediately.

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

Foreign currencies

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

3. 主要會計政策 *(續)*

減值(沒有使用年限之無形資產除外)

於報告期末，本集團審閱其資產之賬面值，以確定是否有任何跡象顯示該等資產出現減值虧損。倘有任何該等跡象存在，將估計該項資產之可收回金額以釐定其減值虧損(如有)。倘一項資產之估計可收回金額低於其賬面值，則該資產之賬面值將調低至其可收回金額。減值虧損隨即確認為開支。

倘減值虧損其後撥回，該項資產之賬面值將增加至其經修訂之估計可收回金額，惟增加後之賬面值不得超過倘若該資產於過往年度並無確認減值虧損所釐定之賬面值。減值虧損撥回隨即確認為收入。

外幣

於編製各個別集團實體之財務報表時，以該實體之功能貨幣以外貨幣(外幣)進行之交易乃按交易日期之適用匯率折算為其功能貨幣(即該實體進行經營之主要經濟環境所使用之貨幣)記錄。於報告期末，以外幣列值之貨幣項目按該日之適用匯率重新換算。按公平值列賬及以外幣列值之非貨幣項目按公平值獲釐定當日之適用匯率重新換算。按歷史成本及以外幣計算之非貨幣項目不進行重新換算。

Notes to the Consolidated Financial Statements *(continued)*

綜合財務報表附註 *(續)*

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3. SIGNIFICANT ACCOUNTING POLICIES

(continued)

Foreign currencies *(continued)*

Exchange differences arising on the settlement of monetary items, and on the retranslation of monetary items, are recognised in profit or loss in the period in which they arise. Exchange differences arising on the retranslation of non-monetary items carried at fair value are included in profit or loss for the period.

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

Taxation

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

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

3. 主要會計政策 *(續)*

外幣 *(續)*

結算貨幣項目及重新換算貨幣項目而產生之匯兌差異，於該等差異產生期間之損益確認。因重新結算以公平值列賬之非貨幣項目而產生之匯兌差異，將包括在該期間之損益中。

就綜合財務報表呈列而言，本集團海外營運之資產及負債乃按於報告期末之適用匯率換算為本集團呈列貨幣(港元)，其收入及開支按該年度之平均匯率換算，惟於該期間之匯率大幅波動時，於此情況下，則使用各項交易日期之適用匯率換算。產生之匯兌差異(如有)於其他全面收入確認及於權益名下之匯兌儲備累計(分配至非控股權益，若適用)。

稅項

所得稅支出指現時應付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。應課稅溢利與綜合全面收益表中所呈報之溢利不同，此乃由於前者不包括在其他年度應課稅或可扣稅之收入或開支，並且不包括無須課稅或不獲扣稅之項目。本集團之當期稅項負債採用於報告期末已頒佈或實質頒佈之稅率計算。

Notes to the Consolidated Financial Statements *(continued)*

綜合財務報表附註 *(續)*

For the Year Ended 31 March 2012

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3. SIGNIFICANT ACCOUNTING POLICIES

(continued)

Taxation *(continued)*

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

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

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

3. 主要會計政策 *(續)*

稅項 *(續)*

遞延稅項為就綜合財務報表資產及負債賬面值及用以計算應課稅溢利相應稅基之臨時差額而確認之稅項。遞延稅項負債通常會就所有應課稅臨時差額確認。遞延稅項資產乃按照可能出現之可利用臨時差額扣稅的應課稅溢利而確認。若於一項交易中，因商譽或因業務合併以外原因初次確認其他資產及負債而引致之臨時差額不影響應課稅溢利亦不影響會計溢利，則不會確認該等資產及負債。

遞延稅項負債乃按由於附屬公司及聯營公司之投資而引致之應課稅臨時差額而確認，惟若本集團可令臨時差額撥回及臨時差額有可能不會於可見將來撥回之情況除外。有關該等投資及權益之可扣減臨時差額所引致之遞延稅項資產，只會在有足夠應課稅溢利以動用臨時差額利益及預計其於可見未來撥回之情況下才確認。

遞延稅項資產之賬面值於報告期末作出檢討，並在沒有可能有足夠應課稅溢利以恢復全部或部分資產價值時作出調減。

Notes to the Consolidated Financial Statements (continued) 綜合財務報表附註(續)

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3. SIGNIFICANT ACCOUNTING POLICIES

(continued)

Taxation (continued)

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

The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Group expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

Current and deferred tax is recognised in profit or loss, except when it relates to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax is also recognised in other comprehensive income or directly in equity respectively. Where current tax or deferred tax arises from the initial accounting for a business combination, the tax effect is included in the accounting for the business combination.

Leasing

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

The Group as lessor

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

3. 主要會計政策(續)

稅項(續)

遞延稅項資產及負債乃以預期於清還負債或變現資產時之適用稅率計量，並根據於報告期末已頒佈或大致上頒佈之稅率(及稅務法例)為基準。

遞延稅項負債及資產之計量乃反映本集團預計於報告期末收回資產或清還負債賬面值後之稅項結果。

流動及遞延稅項於損益中確認，惟項目於其他全面收入或直接於權益中確認者除外，相關之流動及遞延稅項亦需分別於其他全面收入或直接於權益中確認。當流動稅項或遞延稅項於業務合併中初次入賬時出現，其稅務影響包括在業務合併中入賬。

租約

當租約之條款實質上將擁有權所產生之絕大部分風險及回報轉移至承租人，該等租約被分類為融資租賃合約。所有其他租約則分類為經營租約。

本集團作為出租人

經營租約租金收入乃按有關租約年期以直線法於損益確認。

3. SIGNIFICANT ACCOUNTING POLICIES

(continued)

Leasing (continued)

The Group as lessee

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

Leasehold land and building

The land and building elements of a lease of land and building are considered separately for the purpose of lease classification, unless the lease payments cannot be allocated reliably between the land and building elements, in which case, the entire lease is generally treated as a finance lease and accounted for as property, plant and equipment. To the extent the allocation of the lease payments can be made reliably, leasehold interests in land are accounted for as operating leases and amortised over the lease term on a straight-line basis except for those that are classified and accounted for as investment properties under the fair value model.

Retirement benefit scheme

Payments to defined contribution retirement benefit scheme, state-sponsored pension schemes operated by the Mainland China (the “PRC”) government or the Hong Kong Mandatory Provident Fund Scheme are charged as expenses when employees have rendered services entitling them to the contribution.

3. 主要會計政策(續)

租約(續)

本集團作為承租人

經營租約之付款乃按於有關租約期間以直線法確認為開支。作為促使訂立經營租約之已收及應收利益，則按租約年限以直線法確認為租金開支減少。

租約土地及樓宇

就租約分類而言，一項土地及樓宇租約中之土地及樓宇部分乃分開考慮，惟租約付款不能在土地及樓宇組成部分可靠地分配者除外，在該情況下，整項租約被視為融資租約及列作物業、廠房及設備。倘能可靠地分配租約付款，租約土地權益則列作經營租約及以直線法攤銷，而以公平值模式分類及已列作投資物業者除外。

退休福利計劃

按照界定供款退休福利計劃，由中國政府營運的國家資助供款計劃或香港強制性公積金計劃之付款於僱員因提供服務而享有供款時列支。

Notes to the Consolidated Financial Statements *(continued)*

綜合財務報表附註(續)

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4. KEY SOURCES OF ESTIMATION UNCERTAINTY

In the application of the Group's accounting policies, which are described in note 3, the directors of the Company are required to make judgements, 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.

(a) Impairment allowance on loans receivable

The amount of the impairment of loans receivable is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows discounted at the financial asset's original effective interest rate. A considerable amount of judgment is required in estimating the expected discounted future cash flows. If the actual future cash flows are less than the original estimated cash flows of loans receivable, additional allowances would be required.

4. 不確定估計之主要來源

在應用附註3所述之本集團會計政策時，本公司董事須就未有明確資料之資產及負債之賬面值作出判斷、估計及假設。估計及相關假設乃基於過往經驗及其他相關因素。實際結果可能有異於此等估計。

就估計及相關假設而作出持續檢討。修改會計估計將於修改估計之期間確認(如修改只影響該期間)或於修改期間及往後期間確認(如修改影響本期間及往後期間)。

(a) 應收貸款之減值撥備

應收貸款減值金額乃按有關資產之賬面值及預計未來現金流量以金融資產原實際利率折算之現值之差異計算。在估計預期已折現之未來現金流量時須要作出相當判斷。倘實際未來現金流量少於應收貸款原先估計之現金流量，則須要計提額外撥備。

4. KEY SOURCES OF ESTIMATION UNCERTAINTY (continued)

(b) Impairment loss on properties held for development for sale/properties held for sale

Management reviews the recoverability of the Group's properties held for development for sale/properties held for sale amounting to HK\$531,013,000 (2011: HK\$538,830,000) with reference to current market environment whenever events or changes in circumstances indicate that the carrying amount of the assets may exceed its net realisable value, as appropriate. Appropriate write-down for estimated irrecoverable amounts is recognised in profit or loss when the net realisable value is below cost. The estimates of net realisable value are based on the evidence available at the time the estimates are made, and the amounts of the properties held for development for sale/properties held for sale are expected to realise or recover. Actual realised amount may differ from estimates, resulting in a decrease or an increase in the net realisable value of the properties held for development for sale/properties held for sale and additional write-down or additional reversal of impairment loss previously recognised may be required.

4. 不確定估計之主要來源(續)

(b) 持作出售發展物業／持作出售物業 之減值虧損

管理層審閱本集團之持作出售發展物業／持作出售物業金額531,013,000港元(2011年：538,830,000港元)乃參考現時市場環境之事件或情況轉變顯示該資產之賬面值或會超過其可變現淨值(如適用)。當其可變現淨值低於成本時，估計不可收回金額之適用減值於損益中確認。估計可變現淨值乃基於作出估計當時之可用證據，及持作出售發展物業／持作出售物業預期可變現或收回之金額。實際變現金額或會與估計有差異，致使此等持作出售發展物業／持作出售物業之可變現淨值減少或增加及可能需要作出額外減值或額外撥回過往已確認之減值虧損。

5. CAPITAL RISK MANAGEMENT

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

The capital structure of the Group consists of secured bank borrowings, cash and cash equivalents and equity attributable to owners of the Company, comprising issued share capital and reserves as disclosed in the consolidated statement of changes in equity.

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

5. 資本風險管理

為確保本集團旗下各實體可繼續持續經營，本集團對其資本實行管理，並透過使債務及股本達致最佳平衡而為股東取得最大回報。本集團的整體策略自往年維持不變。

本集團的資本架構包括有抵押銀行借貸、現金及等同現金及本公司權益持有人應佔權益，當中包括於綜合權益變動表所披露之已發行股本及儲備。

本公司董事定期檢討資本架構。作為審閱之一部分，董事已考慮資金成本及各類別資本之相關風險。根據董事的建議，本集團將透過派付股息、發行新股及籌集銀行借貸，藉以平衡整體資本架構。

Notes to the Consolidated Financial Statements (continued)
 綜合財務報表附註(續)

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6. FINANCIAL INSTRUMENTS

6. 金融工具

a. Categories of financial instruments

a. 金融工具之類別

		2012	2011
		HK\$'000	HK\$'000
		千港元	千港元
Financial assets	金融資產		
Loans and receivables (including cash and cash equivalents)	貸款及應收款項(包括現金及等同現金)		
– Trade and other receivables	– 貿易及其他應收款項	23,186	2,075
– Loans receivable	– 應收貸款	59,446	53,815
– Bank balances and cash	– 銀行結餘及現金	403,369	73,851
		486,001	129,741
Fair value through profit or loss	按公平值計入損益		
– Investments held for trading	– 持作買賣投資	149,009	96,948
Available-for-sale financial assets	可供出售金融資產		
– Available-for-sale investments	– 可供出售投資	35,530	46,293
Financial liabilities	金融負債		
Amortised cost	攤銷成本		
– Trade and other payables	– 貿易及其他應付款項	35,262	20,931
– Bills payable	– 應付票據	3,687	–
– Secured bank borrowings	– 有抵押銀行借貸	378,779	–
		417,728	20,931

Notes to the Consolidated Financial Statements *(continued)*

綜合財務報表附註 *(續)*

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6. FINANCIAL INSTRUMENTS *(continued)*

b. Financial risk management objectives and policies

The Group's major financial instruments include available-for-sale investments, investments held for trading, trade and other receivables, loans receivable, bank balances and cash, trade and other payables, bills payable and bank borrowings. Details of these financial instruments are disclosed in respective notes. The risks associated with these financial instruments and the policies on how to mitigate these risks are set out below. The management manages and monitors these exposures to ensure that appropriate measures are implemented on a timely and effective manner.

Market risk

(i) Interest rate risk

The Group is exposed to cash flow interest rate risk in relation to bank balances, bank borrowings and variable-rate loans receivable. The Group is also exposed to fair value interest rate risk in relation to fixed-rate loans receivable. The Group has not used any derivative contracts to hedge its exposure to such interest rate risk, however, the management monitors interest rate exposure and will consider other necessary action when significant interest rate exposure is anticipated.

The Group's exposure to interest rate risk 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 Hong Kong Interbank Offer Rate ("HIBOR") arising from bank borrowings.

6. 金融工具 *(續)*

b. 財務風險管理目標及政策

本集團之主要金融工具包括可供出售投資、持作買賣投資、貿易及其他應收款項、應收貸款、銀行結餘及現金、貿易及其他應付款項、應付票據及銀行借貸。該等金融工具之詳情已披露於相關附註內。該等金融工具涉及之風險以及降低該等風險之政策則載列如下。管理層管理及監察該等風險，確保適時和有效地採取適當措施。

市場風險

(i) 利率風險

本集團承受關於銀行結餘、銀行借貸及浮息應收貸款之現金流利率風險。本集團亦承受關於定息應收貸款之公平值利率風險。本集團並沒有使用任何衍生合約以對沖該利率風險，然而，管理層會不時監察利率風險及將考慮在預期有重大利率風險的情況下採取其他適當行動。

本集團於金融負債之利率風險已於本附註之流動資金風險管理一節內詳述。本集團之現金流利率風險主要集中於與銀行借貸之香港銀行同業拆息波動。

Notes to the Consolidated Financial Statements *(continued)*

綜合財務報表附註 *(續)*

For the Year Ended 31 March 2012

截至2012年3月31日止年度

6. FINANCIAL INSTRUMENTS *(continued)*

b. Financial risk management objectives and policies *(continued)*

Market risk *(continued)*

(i) Interest rate risk *(continued)*

Sensitivity analysis

The sensitivity analyses below have been determined based on the exposure to interest rates for bank balances, bank borrowings and variable-rate loans receivable. The analyses were prepared assuming these balances outstanding at the end of the reporting period were outstanding for the whole year. 10 basis points increase or decrease represents management's assessment of the reasonably possible change in interest rates. If interest rate had been 10 basis points higher or lower and all other variables were held constant, the Group's post-tax profit for the year ended 31 March 2012 would decrease or increase by HK\$25,000.

In management's opinion, the sensitivity analysis is unrepresentative of the inherent interest rate risk as the year end exposure does not reflect the exposure during the year.

No sensitivity analysis has been presented for the year ended 31 March 2011 as the Group's exposure to interest rate risk is not significant.

6. 金融工具 *(續)*

b. 財務風險管理目標及政策 *(續)*

市場風險 *(續)*

(i) 利率風險 *(續)*

敏感度分析

以下之敏感度分析乃基於銀行結餘、銀行借貸及浮息應收貸款之利率風險計算。編制本分析乃假設此等於報告期末之結餘於全年度存在。10個基準點增加或減少代表管理層評估利率之可能合理變動。倘利率高於或低於10個基準點而所有其他因素維持不變，本集團於截至2012年3月31日止年度之稅後溢利將減少或增加25,000港元。

管理層認為，該敏感度分析並不能代表潛在利率風險，因報告期末風險不能反映年內風險。

由於本集團承受利率風險不重大，故不呈列截至2011年3月31日止年度之敏感度分析。

Notes to the Consolidated Financial Statements (continued)
 綜合財務報表附註(續)

For the Year Ended 31 March 2012

截至2012年3月31日止年度

6. FINANCIAL INSTRUMENTS (continued)

b. Financial risk management objectives and policies
 (continued)

Market risk (continued)

(ii) *Currency risk*

Certain subsidiaries of the Company have sales denominated in currencies other than their functional currencies, which exposes the Group to foreign currency risk. All of the Group's purchases are denominated in the group entities' functional currency.

The carrying amounts of the group entities' foreign currency denominated monetary assets at the end of the reporting period are as follows:

6. 金融工具(續)

b. 財務風險管理目標及政策(續)

市場風險(續)

(ii) *貨幣風險*

由於本公司若干附屬公司，有銷售以功能貨幣以外之貨幣列值，致使本集團承受外幣風險。本集團所有採購均以集團實體之功能貨幣列值。

集團實體於報告期末以外幣列值之貨幣資產之賬面值如下：

		Assets 資產		Liabilities 負債	
		2012 HK\$'000 千港元	2011 HK\$'000 千港元	2012 HK\$'000 千港元	2011 HK\$'000 千港元
Renminbi ("RMB")	人民幣	171	—	—	—
United States dollars ("USD")	美元	55,359	3,057	86	—
Euro	歐元	10,199	—	—	—
HKD	港元	87	—	—	—

Notes to the Consolidated Financial Statements *(continued)*

綜合財務報表附註 *(續)*

For the Year Ended 31 March 2012

截至2012年3月31日止年度

6. FINANCIAL INSTRUMENTS *(continued)*

b. Financial risk management objectives and policies *(continued)*

Market risk *(continued)*

(ii) Currency risk *(continued)*

Sensitivity analysis

The Group is mainly exposed to the exchange rate risk on HKD against RMB, USD and Euro for the foreign currency denominated monetary assets.

As HKD is pegged to USD, the financial impact on exchange risk is expected to be insignificant.

The following table details the group entities' sensitivity to a 5% increase and decrease in functional currency of the relevant group entities against the relevant foreign currencies. 5% represents management's assessment of the reasonably possible change in foreign exchange rates. The sensitivity analysis includes only outstanding foreign currency denominated monetary items and adjusts their translation at the year end for a 5% change in foreign currency rates. A positive number below indicates an increase in profit where functional currency of the relevant group entities weaken 5% against the relevant foreign currency. For a 5% strengthening of functional currency of the relevant group entities against the relevant foreign currency, there would be an equal and opposite impact on the profit, and the balances below would be negative. No sensitivity analysis was presented as at 31 March 2011 as the management considered that the financial impact was insignificant.

6. 金融工具 *(續)*

b. 財務風險管理目標及政策 *(續)*

市場風險 *(續)*

(ii) 貨幣風險 *(續)*

敏感度分析

本集團就外幣列值之貨幣資產之匯率風險主要是來自港元兌人民幣、美元及歐元之風險。

由於基於港元與美元掛鈎，預期匯率風險之財務影響並不重大。

下表詳列集團實體之功能貨幣兌相關外幣升值及貶值5%之敏感度。5%為管理層對匯率可能合理變動之評估。敏感度分析僅包括未平倉以外幣列值之貨幣項目，並於年末調整其兌換以反映匯率之5%變動。下列正數表示有關集團實體之功能貨幣兌相關外幣貶值5%所導致的溢利增加。倘集團實體之功能貨幣兌相關外幣升值5%，將會對溢利造成相等及相反之影響，而下列結餘將會為負數。沒有呈列於2011年3月31日之敏感度分析因管理層認為其金融影響並不重大。

Notes to the Consolidated Financial Statements (continued)
 綜合財務報表附註(續)

For the Year Ended 31 March 2012

截至2012年3月31日止年度

6. FINANCIAL INSTRUMENTS (continued)

6. 金融工具(續)

b. Financial risk management objectives and policies
 (continued)

b. 財務風險管理目標及政策(續)

Market risk (continued)

市場風險(續)

(ii) Currency risk (continued)

(ii) 貨幣風險(續)

Sensitivity analysis (continued)

敏感度分析(續)

		RMB Impact 人民幣之影響		Euro Impact 歐元之影響	
		2012 HK\$'000 千港元	2011 HK\$'000 千港元	2012 HK\$'000 千港元	2011 HK\$'000 千港元
Increase in profit	溢利增加	9	—	510	—

The Group currently does not have a foreign currency hedging policy to eliminate the currency exposures. However, the management monitors the related foreign currency exposure closely and will consider hedging significant foreign currency exposures should the need arise. In management's opinion, the sensitivity analysis is unrepresentative of the currency risk as the exposure at the end of the reporting period does not reflect the exposures during the year.

本集團現時並無貨幣對沖政策以減低貨幣風險。然而，管理層會緊密監察相關之貨幣風險及考慮在有需要時就重大貨幣風險進行對沖。管理層認為，該敏感度分析並不能代表貨幣風險，因報告期末風險不能反映年內風險。

Notes to the Consolidated Financial Statements *(continued)*

綜合財務報表附註 *(續)*

For the Year Ended 31 March 2012

截至2012年3月31日止年度

6. FINANCIAL INSTRUMENTS *(continued)*

b. Financial risk management objectives and policies *(continued)*

Market risk *(continued)*

(iii) Equity price risk

The Group is exposed to equity price risk through its investments in listed equity securities. The management manages this exposure by maintaining a portfolio of investments with different risk profiles and the Group has a team to monitor the price risk and will consider hedging the risk exposure should the need arise. The Group's equity price risk is concentrated on equity securities listed in Hong Kong and these investments are diversified into several different industries.

Sensitivity analysis

The sensitivity analysis below has been determined based on the exposure to equity price risk at the end of the reporting date.

If the prices of the listed equity securities classified as investments held for trading had been 10% (2011: 10%) higher/lower, profit for the year ended 31 March 2012 would increase/decrease by HK\$12,442,000 (2011: HK\$8,095,000) as a result of the changes in fair value of investments held for trading.

If the prices of the listed equity securities classified as available-for-sale investments had been 10% (2011: 10%) higher/lower, the investment revaluation reserve would increase/decrease by HK\$3,553,000 (2011: HK\$4,629,000) as a result of the changes in fair value of available-for-sale investments.

6. 金融工具 *(續)*

b. 財務風險管理目標及政策 *(續)*

市場風險 *(續)*

(iii) 證券價格風險

透過本集團投資於上市股本證券，致使本集團承受證券價格風險。管理層透過持有不同風險之證券投資組合以管理該風險，本集團亦有人員負責監察相關價格風險及考慮在有需要時對沖該風險。本集團之證券價格風險集中於香港上市之股本證券，而該等投資已分散在不同行業。

敏感度分析

以下敏感度分析是根據於報告期末所承受之證券價格風險釐定。

倘列作持作買賣投資之上市股本證券工具價格上升／下降10% (2011年：10%)，持作買賣投資公平值之變動將導致截至2012年3月31日止年度溢利增加／減少12,442,000港元 (2011年：8,095,000港元)。

倘列作可供出售投資之上市股本證券工具價格上升／下降10% (2011年：10%)，可供出售投資公平值之變動則導致投資重估儲備增加／減少3,553,000港元 (2011年：4,629,000港元)。

Notes to the Consolidated Financial Statements (continued) 綜合財務報表附註(續)

For the Year Ended 31 March 2012

截至2012年3月31日止年度

6. FINANCIAL INSTRUMENTS (continued)

b. Financial risk management objectives and policies (continued)

Credit risk

The Group's maximum exposure to credit risk in the event of the counterparties' failure to perform their obligations at 31 March 2012 in relation to each class of recognised financial assets is the carrying amount of those assets as stated in the consolidated statement of financial position.

The Group had concentration of credit risk in relation to loans receivable from a few borrowers amounting to HK\$59,446,000 at 31 March 2012 (2011: HK\$53,815,000). The largest borrower of the Group by itself and together with the other four largest borrowers of the Group accounted for approximately 16% and 46% respectively (2011: 18.6% and 62.0% respectively) of the Group's loans receivable at 31 March 2012. At 31 March 2012 and 2011, all loans receivables are neither past due nor impaired and the borrowers are assessed to have satisfactory credit quality. In order to minimise the credit risk, the management has reviewed the recoverable amounts of the loans receivable regularly to ensure that adequate impairment losses are made for irrecoverable amounts. In this regard, the directors of the Company consider that the Group's credit risk on loans receivable is significantly reduced.

The Group also had concentration of credit risk as the Group's trade receivables as at 31 March 2012 of HK\$16,575,000 (2011: HK\$675,000) was due from a few customers. At 31 March 2012, all trade receivables were not yet past due except for approximately 4% (2011: nil) of these trade receivables were past due but not impaired at the end of the reporting period. The management considers that the credit risk of these trade receivables is minimal as all are with long business relationship.

6. 金融工具(續)

b. 財務風險管理目標及政策(續)

信貸風險

倘對方未能履行於2012年3月31日有關各類已確認金融資產之責任，則本集團所承受之最高信貸風險為綜合財務狀況表所列之該等資產之賬面值。

本集團有關於來自數位借款人於2012年3月31日之金額達59,446,000港元(2011年：53,815,000港元)之應收貸款之集中信貸風險。本集團之最大借款人及連同其他四名最大借款人分別約佔本集團於2012年3月31日之應收貸款16%及46%(2011年：分別18.6%及62%)。於2012年及2011年3月31日，所有應收貸款皆未過期或減值，而該等借款人之信貸質素評為滿意。為減輕該信貸風險，管理層已定期審閱應收貸款之可收回金額，以確保不可收回金額有足夠減值虧損撥備。因此，本公司董事認為本集團於應收貸款之信貸風險已大為減少。

於2012年3月31日，本集團亦有集中之信貸風險，因本集團之貿易應收款項16,575,000港元(2011年：675,000港元)來自幾位客戶。除於報告期末約4%(2011年：無)之貿易應收款項已過期但未減值外，於2012年3月31日，所有貿易應收款項仍未過期。管理層認為該等貿易應收款項之信貸風險極低因全部均有長久業務關係。

Notes to the Consolidated Financial Statements *(continued)*

綜合財務報表附註 *(續)*

For the Year Ended 31 March 2012

截至2012年3月31日止年度

6. FINANCIAL INSTRUMENTS *(continued)*

b. Financial risk management objectives and policies *(continued)*

Credit risk *(continued)*

In order to minimise the credit risk, the directors of the Company continuously monitor the level of exposure to ensure that follow-up actions and/or corrective actions are taken promptly to lower exposure or even to recover overdue debts. In addition, the management has reviewed the recoverable amount of each individual trade debt at the end of the reporting period to ensure that adequate impairment losses are made for irrecoverable amounts. In this regard, the directors of the Company consider that the Group's credit risk on trade receivables is significantly reduced.

In addition, the Group has credit risk on its liquid funds at the end of the reporting period. In the opinion of the directors of the Company, the credit risk on liquid funds is limited because majority of the counterparties are banks with high credit ratings assigned by international credit-rating agencies and banks with good reputation.

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. The management also monitors the utilisation of borrowings and ensures compliance with loan covenants.

At 31 March 2012, the Group has available unutilised bank loan facilities of HK\$60,000,000 (2011: HK\$389,400,000).

6. 金融工具 *(續)*

b. 財務風險管理目標及政策 *(續)*

信貸風險 *(續)*

為減低信貸風險，本公司董事會持續監察風險水平，以確保及時採取跟進及／或改正行動以減低該風險或甚至收回過期債務。此外，管理層已審閱於報告期末之個別貿易債項，以確保不可收回金額有足夠減值虧損撥備。因此，本公司董事認為本集團於貿易應收款項之信貸風險已大為減少。

此外，本集團於報告期末有流動資金之信貸風險。本公司董事認為，流動資金之信貸風險有限，因大部份交易方為被國際信貸評級機構評為高信譽及有良好信譽之銀行。

流動資金風險

就流動資金風險管理而言，本集團之管理層監察及維持一定水平視為足夠之現金及等同現金以供本集團之經營所需。管理層亦監察借貸之動用及確保其遵守相關貸款條款。

於2012年3月31日，本集團之未動用銀行信貸額度為60,000,000港元(2011年：389,400,000港元)。

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the Year Ended 31 March 2012

截至2012年3月31日止年度

6. FINANCIAL INSTRUMENTS (continued)

6. 金融工具(續)

b. Financial risk management objectives and policies (continued)

Liquidity risk (continued)

The following table details the Group's remaining contractual maturity for its financial liabilities. For non-derivative financial liabilities, the table has been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Group can be required to pay.

Liquidity risk tables

		Weighted average effective interest rate	Less than 3 months to			Total undiscounted cash flows	Carrying amounts at 31 March
			Less than 3 months	3 months to 1 year	1 – 20 years		
			months	1 year	1 – 20 years	未折現現金 流量總額	於3月31日 之賬面值
		%	少於3個月	3個月至1年	1至20年	HK\$'000	HK\$'000
		%	千港元	千港元	千港元	千港元	千港元
2012	2012年						
Non-derivative financial liabilities	非衍生金融負債						
Trade and other payables	貿易及其他應付款項	N/A 不適用	31,317	3,945	–	35,262	35,262
Bills payable	應付票據	N/A 不適用	3,687	–	–	3,687	3,687
Secured bank borrowings	有抵押銀行借貸	1.3	5,530	16,589	406,599	428,718	378,779
			40,534	20,534	406,599	467,667	417,728
2011	2011年						
Non-derivative financial liabilities	非衍生金融負債						
Trade and other payables	貿易及其他應付款項	N/A 不適用	10,366	10,565	–	20,931	20,931

b. 財務風險管理目標及政策(續)

流動資金風險(續)

下表詳列本集團之金融負債之剩餘合約到期期限。就非衍生金融負債而言，該表乃按本集團可被要求付款的最早到期日的金融負債未折現現金流量列示。

流動資金風險表

Notes to the Consolidated Financial Statements *(continued)*

綜合財務報表附註 *(續)*

For the Year Ended 31 March 2012

截至2012年3月31日止年度

6. FINANCIAL INSTRUMENTS *(continued)*

c. Fair value

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

- the fair value of financial assets with standard terms and conditions and traded on active liquid markets are determined with reference to quoted market bid prices; and
- the fair value of other financial assets and financial liabilities are determined in accordance with generally accepted pricing models based on discounted cash flow analysis.

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

Fair value measurements recognised in the consolidated statement of financial position

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

- Level 1 fair value measurements are those derived from quoted prices (unadjusted) in active market for identical assets or liabilities.

6. 金融工具 *(續)*

c. 公平值

金融資產及金融負債之公平值之釐定如下：

- 有標準條款及活躍流通市場買賣之金融資產之公平值乃參考市場上所報之出價而釐定；及
- 其他金融資產及金融負債之公平值則按普遍接受之定價模式，此乃根據折現現金流量分析而釐定。

本公司董事認為，以攤銷成本列於綜合財務報表之金融資產及金融負債之賬面值與其公平值相近。

於綜合財務狀況表確認之公平值計量

下表提供於初次確認後以公平值計量之金融工具分析，按其可觀察之公平值程度分為第1至3級。

- 第1級公平值計量乃按相同的資產或負債於活躍市場所報之未調整價格得出。

Notes to the Consolidated Financial Statements (continued)
 綜合財務報表附註(續)

For the Year Ended 31 March 2012
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6. FINANCIAL INSTRUMENTS (continued)

6. 金融工具(續)

c. Fair value (continued)

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

c. 公平值(續)

- 第2級公平值計量乃按資產或負債可直接(即作為價格)或間接(即按價格衍生)觀察之輸入值(第1級計入的報價除外)得出。
- 第3級公平值計量乃按估值技術,包括資產或負債之輸入值而不按可觀察之市場資料(不可觀察輸入值)得出。

		Level 1 and total 第1級及總值 HK\$'000 千港元
At 31 March 2012	於2012年3月31日	
Available-for-sale investments	可供出售投資	
Listed equity securities	上市股本證券	35,530
Investments held for trading	持作買賣投資	149,009
		184,539
At 31 March 2011	於2011年3月31日	
Available-for-sale investments	可供出售投資	
Listed equity securities	上市股本證券	46,293
Investments held for trading	持作買賣投資	96,948
		143,241

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the Year Ended 31 March 2012

截至2012年3月31日止年度

7. TURNOVER

Turnover represents the aggregate of the amounts received or receivable in respect of property sales and garment sales, rental income from property leasing, interest income from loan financing and building management fee income during the year. An analysis of the Group's turnover from its continuing operations is as follows:

		2012 HK\$'000 千港元	2011 HK\$'000 千港元
Property sales	物業銷售	82,875	—
Garment sales	成衣銷售	76,494	—
Rental income	租金收入	40,507	35,327
Interest income from loan financing	來自貸款融資利息收入	3,296	4,345
Building management fee income	樓宇管理費收入	411	314
		203,583	39,986

8. SEGMENT INFORMATION

Information reported to the Group's chief executive officer, being the chief operating decision maker, for the purposes of resources allocation and assessment of segment performance focuses on types of goods delivered or services provided. This is also the basis of organisation, whereby the management has chosen to organise the Group around differences in products and services.

The Group's operating and reportable segments from continuing operations include (i) property investments, (ii) property development, (iii) investment in securities, (iv) loan financing and (v) garment sourcing and exporting. A new segment "garment sourcing and exporting" is presented in the current year as a result of acquisition of subsidiaries during the year ended 31 March 2012 (see note 32).

7. 營業額

營業額指年內物業銷售及成衣銷售、出租物業租金收入、來自貸款融資利息收入及樓宇管理費收入之已收及應收款項之總額。本集團來自持續經營業務之營業額分析如下：

8. 分類資料

就資源分配及表現評估而言，呈報給本集團之主要經營決策者首席行政總裁之資料，乃集中於貨品交付或服務提供之種類。此亦為組織之基準，管理層選擇以此來組織本集團產品及服務之差異。

本集團來自持續經營業務之經營及呈報分部包括：(i) 物業投資、(ii) 物業發展、(iii) 證券投資 (iv) 貸款融資及 (v) 採購及出口成衣。截至2012年3月31日止年內因收購附屬公司而在本年度呈列新增之分部「採購及出口成衣」(見附註32)。

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the Year Ended 31 March 2012

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8. SEGMENT INFORMATION (continued)

(a) Segment revenue and results

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

For the year ended 31 March 2012

Continuing operations:

8. 分類資料(續)

(a) 分類營業額及業績

按經營及呈報分部分析本集團來自持續經營業務之分類營業額及業績如下：

截至2012年3月31日止年度

持續經營業務：

		Property investments	Property development	Investment in securities	Loan financing	Garment sourcing and exporting	Eliminations	Consolidated
		物業投資	物業發展	證券投資	貸款融資	採購及出口成衣	撇銷	綜合
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元	千港元
SEGMENT REVENUE	分類營業額							
External sales	外來銷售	40,918	82,875	–	3,296	76,494	–	203,583
Inter-segment sales*	分類業務間銷售*	1,034	–	–	–	–	(1,034)	–
		41,952	82,875	–	3,296	76,494	(1,034)	203,583
RESULT	業績							
Segment result	分類業績	28,557	35,381	(18,864)	3,120	(3,898)	62	44,358
Unallocated corporate income	無分配之公司收入							2,794
Unallocated corporate expenses	無分配之公司開支							(10,481)
Gain from a bargain purchase	來自一項協議收購之收益							206,276
Loss on disposal of associates	出售聯營公司之虧損							(114,454)
Share of results of associates	分佔聯營公司業績							(17,957)
Finance costs	融資成本							(2,995)
Profit before taxation (continuing operations)	除稅前溢利 (持續經營業務)							107,541

* Inter-segment sales are charged at prevailing market rates.

* 分類業務間銷售以現行市場率計算。

Notes to the Consolidated Financial Statements (continued)
 綜合財務報表附註(續)

For the Year Ended 31 March 2012

截至2012年3月31日止年度

8. SEGMENT INFORMATION (continued)

(a) Segment revenue and results (continued)

For the year ended 31 March 2011

Continuing operations:

		Property investments	Property development	Investment in securities	Loan financing	Eliminations	Consolidated
		物業投資	物業發展	證券投資	貸款融資	撇銷	綜合
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元
SEGMENT REVENUE	分類營業額						
External sales	外來銷售	35,641	—	—	4,345	—	39,986
RESULT	業績						
Segment result	分類業績	397,482	(4,984)	30,557	3,930	(249)	426,736
Unallocated corporate income	無分配之公司收入						579
Unallocated corporate expenses	無分配之公司開支						(10,176)
Share of results of associates	分佔聯營公司業績						21,451
Profit before taxation (continuing operations)	除稅前溢利 (持續經營業務)						438,590

The accounting policies of the operating segments are the same as the Group's accounting policies described in note 3. Segment results represent the profit earned by each segment without allocation of certain interest income, corporate expenses, gain from a bargain purchase, loss on disposal of associates, share of results of associates and finance costs. This is the measure reported to the Group's chief executive officer for the purposes of resource allocation and performance assessment.

8. 分類資料(續)

(a) 分類營業額及業績(續)

截至2011年3月31日止年度

持續經營業務：

如附註3所述，經營分部之會計政策與本集團之會計政策相同。分類業績代表各分部賺取之溢利，當中沒有分配若干利息收入、企業開支、來自一項協議收購之收益、出售聯營公司之虧損、分佔聯營公司業績及融資成本，用以向本集團之首席行政總裁匯報，作為資源分配及表現評估之參考。

Notes to the Consolidated Financial Statements (continued)
 綜合財務報表附註(續)

For the Year Ended 31 March 2012

截至2012年3月31日止年度

8. SEGMENT INFORMATION (continued)

8. 分類資料(續)

(b) Segment assets and liabilities

(b) 分類資產及負債

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

按經營及呈報部分分析本集團之資產及負債如下：

At 31 March 2012

於2012年3月31日

		Property investments	Property development	Investment in securities	Loan financing	Garment sourcing and exporting	Consolidated
		物業投資	物業發展	證券投資	貸款融資	採購及出口成衣	綜合
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元
ASSETS	資產						
Segment assets from continuing operations	來自持續經營業務之分類資產	1,664,541	547,022	184,541	59,682	24,283	2,480,069
Bank balances and cash	銀行結餘及現金						403,369
Deferred tax assets	遞延稅項資產						15,241
Unallocated corporate assets	無分配之公司資產						38,965
Consolidated assets	綜合資產						2,937,644
LIABILITIES	負債						
Segment liabilities from continuing operations	來自持續經營業務之分類負債	19,618	17,410	15	75	11,675	48,793
Secured bank borrowings	有抵押銀行借貸						378,779
Tax payable	應付稅項						39,321
Deferred tax liabilities	遞延稅項負債						166,436
Unallocated corporate liabilities	無分配之公司負債						13,662
Consolidated liabilities	綜合負債						646,991

Notes to the Consolidated Financial Statements (continued)
 綜合財務報表附註(續)

For the Year Ended 31 March 2012

截至2012年3月31日止年度

8. SEGMENT INFORMATION (continued)

8. 分類資料(續)

(b) Segment assets and liabilities (continued)

(b) 分類資產及負債(續)

At 31 March 2011

於2011年3月31日

		Property investments 物業投資 HK\$'000 千港元	Property development 物業發展 HK\$'000 千港元	Investment in securities 證券投資 HK\$'000 千港元	Loan financing 貸款融資 HK\$'000 千港元	Consolidated 綜合 HK\$'000 千港元
ASSETS	資產					
Segment assets from continuing operations	來自持續經營 業務之分類 資產	1,167,488	538,934	143,241	54,102	1,903,765
Interests in associates	聯營公司權益					182,740
Bank balances and cash	銀行結餘及 現金					73,851
Unallocated corporate assets	無分配之公司 資產					2,409
Consolidated assets	綜合資產					2,162,765
LIABILITIES	負債					
Segment liabilities from continuing operations	來自持續經營 業務之分類 負債	13,590	35,515	—	70	49,175
Tax payable	應付稅項					24,092
Deferred tax liabilities	遞延稅項負債					126,203
Unallocated corporate liabilities	無分配之公司 負債					664
Consolidated liabilities	綜合負債					200,134

Notes to the Consolidated Financial Statements *(continued)*

綜合財務報表附註 *(續)*

For the Year Ended 31 March 2012

截至2012年3月31日止年度

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 operating and reportable segments other than unallocated bank and cash balances, deferred tax assets, and assets used jointly by operating and reportable segments.
- all liabilities are allocated to operating and reportable segments other than bank borrowings, tax payable and deferred tax liabilities, and liabilities for which operating and reportable segments are jointly liable.

8. 分類資料 *(續)*

(b) 分類資產及負債 *(續)*

就監察分部表現及就分部間資源分配而言：

- 除沒有分配銀行及現金結餘、遞延稅項資產以及經營及呈報分部共同使用之資產外，所有資產已分配至經營及呈報分部。
- 除銀行借貸、應付稅項及遞延稅項負債以及經營及呈報分部共同承擔之負債外，所有負債已分配至經營及呈報分部。

Notes to the Consolidated Financial Statements (continued)
 綜合財務報表附註(續)

For the Year Ended 31 March 2012

截至2012年3月31日止年度

8. SEGMENT INFORMATION (continued)

8. 分類資料(續)

(c) Other segment information

(c) 其他分類資料

For the year ended 31 March 2012

截至2012年3月31日止年度

Continuing operations:

持續經營業務：

		Property investments	Property development	Investment in securities	Loan financing	Garment sourcing and exporting 採購及 出口成衣	Consolidated 綜合
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元
Amounts included in the measure of segment assets or segment result:	已包含在分類資產 或分類業績計量 之金額：						
Capital additions	資本添置	182,031	875	—	—	—	182,906
Depreciation of property, plant and equipment	物業、廠房及設備 之折舊	502	171	—	—	254	927
Gain arising on changes in fair value of investment properties	投資物業之公平值 變動收益	5,302	—	—	—	—	5,302
Loss on fair value changes of investments held for trading	持作買賣投資之 公平值變動 虧損	—	—	23,133	—	—	23,133

Notes to the Consolidated Financial Statements (continued)
 綜合財務報表附註(續)

For the Year Ended 31 March 2012
 截至2012年3月31日止年度

8. SEGMENT INFORMATION (continued)

8. 分類資料(續)

(c) Other segment information (continued)

(c) 其他分類資料(續)

For the year ended 31 March 2011

截至2011年3月31日止年度

Continuing operations:

持續經營業務：

		Property investments	Property development	Investment in securities	Loan financing	Consolidated
		物業投資	物業發展	證券投資	貸款融資	綜合
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元
Amounts included in the measure of segment assets or segment result:	已包含在分類資產或分類業績計量之金額：					
Capital additions	資本添置	12	4	—	—	16
Depreciation of property, plant and equipment	物業、廠房及設備之折舊	80	1	—	—	81
Gain on disposal of available-for-sale investments	出售可供出售投資之收益	—	—	23,936	—	23,936
Gain arising on changes in fair value of investment properties	投資物業之公平值變動收益	370,881	—	—	—	370,881
Gain on fair value changes of investments held for trading	持作買賣投資之公平值變動收益	—	—	2,662	—	2,662
Loss on disposal of property, plant and equipment	物業、廠房及設備之出售虧損	24	—	—	—	24

Notes to the Consolidated Financial Statements (continued)
 綜合財務報表附註(續)

For the Year Ended 31 March 2012

截至2012年3月31日止年度

8. SEGMENT INFORMATION (continued)

(d) Geographical information

The Group's operations are located in Hong Kong (place of domicile), PRC and Singapore.

The Group's revenue from continuing operations from external customers based on location of its customers and information about the Group's non-current assets (excluding interests in associates, available-for-sale investments, loans receivable, deferred tax assets and those relating to discontinued operations), analysed by the geographical area in which the assets are located, are as follows:

8. 分類資料(續)

(d) 地區分類資料

本集團之營運乃位於香港(住處)、中國及新加坡。

按客戶之地區市場劃分本集團來自持續經營業務之營業額及按資產之所在地區劃分分析本集團之非流動資產之賬面值(不包括聯營公司權益、可供出售投資、應收貸款、遞延稅項資產及有關已終止經營業務之資產)之資料如下：

		Revenue from external customers 來自外來客戶之營業額		Carrying amounts of non-current assets 非流動資產之賬面值	
		2012 HK\$'000 千港元	2011 HK\$'000 千港元	2012 HK\$'000 千港元	2011 HK\$'000 千港元
Hong Kong	香港	122,258	36,672	1,367,748	997,322
PRC	中國	1,369	—	174,668	—
Singapore	新加坡	3,462	3,314	170,589	170,515
The United States of America	美國	66,070	—	—	—
Europe	歐洲	10,424	—	—	—
		203,583	39,986	1,713,005	1,167,837

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the Year Ended 31 March 2012

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8. SEGMENT INFORMATION (continued)

(e) Information about major customers

Information about major customers

Revenues from continuing operations from customers of the corresponding years contributing over 10% of the total revenue of the Group are as follows:

Customer A ¹	客戶 A ¹
Customer B ²	客戶 B ²
Customer C ²	客戶 C ²

- ¹ Revenue from garment sourcing and exporting.
² Revenue from property investments.
* The corresponding revenue does not contribute over 10% of the total revenue of the Group in the respective year.

8. 分類資料(續)

(e) 主要客戶之資料

主要客戶之資料

來自持續經營業務之客戶於相關年度貢獻本集團總營業額超過10%以上之營業額如下：

2012 HK\$'000 千港元	2011 HK\$'000 千港元
62,534	—
*	4,783
*	4,200

- ¹ 來自採購及出口成衣之營業額。
² 來自物業投資之營業額。
* 有關營業額並沒有於相關年度貢獻本集團總營業額超過10%以上。

9. LOSS ON DISPOSAL OF ASSOCIATES

At 31 March 2011, the Group had 31.70% equity interests in Easyknit Enterprises Holdings Limited (“Easyknit Enterprises”), a company also listed on the Main Board of the Stock Exchange. Easyknit Enterprises and its subsidiaries (collectively the “EE Group”) have been accounted for as associates of the Group. As set out in note 32, the Group’s interests in Easyknit Enterprises increased to 50.11% on 25 October 2011. The Company has obtained control previously held over the EE Group with effect from 25 October 2011, which became subsidiaries of the Company. The Group’s interests in the EE Group were re-measured based on the fair value of the shares of Easyknit Enterprises held by the Group. Accordingly, a loss on disposal of HK\$114,454,000 was recognised in profit or loss.

9. 出售聯營公司之虧損

於2011年3月31日，本集團持有永義實業集團有限公司(「永義實業」)之31.70%股本權益，為一間於聯交所主板上市之公司。永義實業及其附屬公司(統稱「永義實業集團」)以本集團之聯營公司列賬。如附註32所載，於2011年10月25日，本集團於永義實業之權益增加至50.11%。自2011年10月25日起，本公司取得永義實業集團之控制，因而成為本公司之附屬公司。本集團於永義實業集團之權益根據本集團所持有之永義實業股份之公平值重新計量。據此，出售虧損114,454,000港元已於損益確認。

Notes to the Consolidated Financial Statements (continued)
 綜合財務報表附註(續)

For the Year Ended 31 March 2012

截至2012年3月31日止年度

10. PROFIT FOR THE YEAR FROM CONTINUING OPERATIONS

10. 來自持續經營業務之本年度溢利

		2012 HK\$'000 千港元	2011 HK\$'000 千港元
Profit for the year from continuing operations has been arrived at after charging:	來自持續經營業務之本年度溢利 已扣除：		
Directors' remuneration (note 11(a))	董事酬金(附註 11(a))	5,968	4,365
Other staff costs, including retirement benefits costs	其他職工成本，包括退休福利成本	9,136	5,390
Total staff costs	職工成本總額	15,104	9,755
Auditor's remuneration	核數師酬金	1,775	1,538
Cost of inventories and properties recognised as expense	已確認為開支之存貨成本及物業	113,908	—
Depreciation of property, plant and equipment	物業、廠房及設備之折舊	927	81
Loss on disposal of property, plant and equipment	出售物業、廠房及設備之虧損	—	24
and after crediting to other income:	並已於其他收入計入：		
Dividend income from listed investments	來自上市投資之股息收入	4,300	3,959
Bank interest income	銀行利息收入	2,590	3

Notes to the Consolidated Financial Statements (continued)
 綜合財務報表附註(續)

For the Year Ended 31 March 2012

截至2012年3月31日止年度

11. DIRECTORS' AND EMPLOYEES' EMOLUMENTS

11. 董事及僱員之酬金

(a) Information regarding directors' emoluments

(a) 有關董事酬金之資料

Details of emoluments to the directors of the Company for the year ended 31 March 2012 are as follows:

截至2012年3月31日止年度本公司董事酬金載列如下：

		Executive director 執行董事			Non-executive director 非執行董事	Independent non-executive director 獨立非執行董事			
		Kwong Jimmy	Lui Yuk	Koon Ho Yan,	Tse Wing	Jong Koon	Tsui Chun	Hon Tam	
		Tim	Chu	Candy	Ricky	Sang	Kong	Chun	Total
		鄭長添	雷玉珠	官可欣	謝永超	莊冠生	徐震港	韓譚春	總額
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
Fees	董事袍金	—	—	—	170	120	120	120	530
Other emoluments	其他酬金								
— salaries and other benefits	— 薪金及其他津貼	1,395	3,505	442	—	—	—	—	5,342
— retirement benefits schemes contributions	— 退休福利計劃供款	12	67	17	—	—	—	—	96
Total directors' emoluments	董事酬金總額	1,407	3,572	459	170	120	120	120	5,968

Notes to the Consolidated Financial Statements (continued)
 綜合財務報表附註(續)

For the Year Ended 31 March 2012

截至2012年3月31日止年度

11. DIRECTORS' AND EMPLOYEES' EMOLUMENTS (continued)

11. 董事及僱員之酬金 (續)

(a) Information regarding directors' emoluments
 (continued)

(a) 有關董事酬金之資料 (續)

Details of emoluments to the directors of the Company for the year ended 31 March 2011 are as follows:

截至2011年3月31日止年度本公司董事酬金載列如下：

	Executive director			Non-executive director	Independent non-executive director			Total	
	執行董事			非執行董事	獨立非執行董事				
	Kwong			Tse					
	Jimmy	Lui	Koon	Wing	Jong	Tsui	Hon		
	Cheung	Yuk	Ho Yan,	Chiu,	Koon	Chun	Tam		
	Tim	Chu	Candy	Ricky	Sang	Kong	Chun	Total	
	鄭長添	雷玉珠	官可欣	謝永超	莊冠生	徐震港	韓譚春	總額	
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	
	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	
			(Note)						
			(附註)						
Fees	董事袍金	—	—	—	100	100	100	100	400
Other emoluments	其他酬金								
— salaries and other benefits	— 薪金及其他津貼	960	2,650	272	—	—	—	—	3,882
— retirement benefits schemes contributions	— 退休福利計劃供款	12	60	11	—	—	—	—	83
Total directors' emoluments	董事酬金總額	972	2,710	283	100	100	100	100	4,365

Note: Appointed on 5 May 2010.

附註：於2010年5月5日委任。

Notes to the Consolidated Financial Statements (continued)
 綜合財務報表附註(續)

For the Year Ended 31 March 2012

截至2012年3月31日止年度

11. DIRECTORS' AND EMPLOYEES' EMOLUMENTS (continued)

(b) Information regarding employees' emoluments

The five highest paid individuals of the Group during the year included two (2011: two) directors. The emoluments of the remaining three (2011: three) highest paid individuals, not being directors, are as follows:

		2012 HK\$'000 千港元	2011 HK\$'000 千港元
Salaries and other benefits	薪金及其他津貼	2,338	2,604
Retirement benefits schemes contributions	退休福利計劃供款	73	80
		2,411	2,684

The emoluments of these employees fall within the following bands:

		Number of employees 僱員人數	
		2012	2011
Nil to HK\$1,000,000	零至1,000,000 港元	3	2
HK\$1,000,001 – HK\$1,500,000	1,000,001 港元至 1,500,000 港元	—	1
		3	3

During both years, no emoluments were paid by the Group to the directors and the other five highest paid individuals, as an inducement to join or upon joining the Group or as compensation for loss in office. In addition, during both years, no director waived any emoluments.

11. 董事及僱員之酬金(續)

(b) 有關僱員酬金之資料

年內，本集團五名最高薪人士包括2名(2011年：兩名)董事。其餘3名(2011年：3名)並非董事之最高薪人士之酬金載列如下：

		2012 HK\$'000 千港元	2011 HK\$'000 千港元
Salaries and other benefits	薪金及其他津貼	2,338	2,604
Retirement benefits schemes contributions	退休福利計劃供款	73	80
		2,411	2,684

該等僱員之酬金介乎下列範圍：

		Number of employees 僱員人數	
		2012	2011
Nil to HK\$1,000,000	零至1,000,000 港元	3	2
HK\$1,000,001 – HK\$1,500,000	1,000,001 港元至 1,500,000 港元	—	1
		3	3

於兩年內，本集團沒有支付酬金予董事及其他5名最高薪人士，作為加入或經加入本集團時之獎勵或作為失去職務之補償。此外，於兩年內，沒有董事放棄任何酬金。

Notes to the Consolidated Financial Statements (continued)
 綜合財務報表附註(續)

For the Year Ended 31 March 2012

截至2012年3月31日止年度

12. TAXATION CHARGE

12. 稅項開支

		2012 HK\$'000 千港元	2011 HK\$'000 千港元
Continuing operations:	持續經營業務：		
The charge comprises:	開支包括：		
Hong Kong Profits Tax Charge for the year	香港利得稅 本年度開支	2,306	—
Taxation arising in other jurisdictions Charge for the year	其他司法之稅項 本年度開支	218	237
		2,524	237
Deferred taxation (note 30) Charge for the year	遞延稅項(附註30) 本年度開支	2,803	49,268
Tax charge attributable to the Company and its subsidiaries	本公司及其附屬公司之 應佔稅項開支	5,327	49,505

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

香港利得稅按本年度預計應課稅溢利以16.5%計算。

No provision for Hong Kong Profits Tax has been made for the year ended 31 March 2011 as the estimated assessable profits for that year were wholly absorbed by tax losses brought forward.

截至2011年3月31日止年度之預計應課稅溢利已與承前稅項虧損全部抵銷，故沒有計提香港利得稅。

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

根據中國公佈企業所得稅法(「企業所得稅」)及企業所得稅之實施條例，本集團於中國之附屬公司自2008年1月1日起之稅率為25%。

No provision for PRC Enterprise income tax had been made as the Group had no assessable profit for both years.

因本集團於兩個年度內並無應課稅溢利，故不計提中國企業所得稅。

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

其他司法之稅項乃按相關司法之適用稅率計算。

Notes to the Consolidated Financial Statements (continued)
 綜合財務報表附註(續)

For the Year Ended 31 March 2012

截至2012年3月31日止年度

12. TAXATION CHARGE (continued)

12. 稅項開支(續)

Taxation charge for the year can be reconciled to the results per the consolidated statement of comprehensive income as follows:

本年度稅項開支與綜合全面收益表業績之對賬如下：

		2012 HK\$'000 千港元	2011 HK\$'000 千港元
Profit before taxation (from continuing operation)	除稅前溢利 (來自持續經營業務)	107,541	438,590
Tax charge of Hong Kong Profits Tax at 16.5% (2011: 16.5%)	按香港利得稅稅率 16.5% (2011年: 16.5%)計算之 稅項開支	17,744	72,367
Tax effect of expenses not deductible for tax purposes	不獲扣稅開支之 稅項影響	22,418	693
Tax effect of income not taxable for tax purposes	無須課稅收入之 稅項影響	(37,018)	(9,459)
Tax effect of share of results of associates	分佔聯營公司業績之稅項影響	2,963	(3,539)
Tax effect of tax losses not recognised	未確認稅項虧損之稅項影響	567	797
Tax effect of utilisation of tax losses previously not recognised	動用過往未確認稅項虧損之 稅項影響	(1,531)	(228)
Release of deferred taxation arising from disposal of an investment property	出售投資物業時解除之 遞延稅項	—	(11,187)
Effect of different tax rate of subsidiaries operating in other jurisdictions	按其他司法營運之附屬公司 稅率差異之影響	184	61
Taxation charge for the year	本年度稅項開支	5,327	49,505

Notes to the Consolidated Financial Statements *(continued)*

綜合財務報表附註(續)

For the Year Ended 31 March 2012

截至2012年3月31日止年度

13. DISCONTINUED OPERATIONS

During the year ended 31 March 2011, the garment sourcing and exporting businesses operated by Mary Mac Apparel, Inc. (“Mary Mac”), a then wholly owned subsidiary of the Company, ceased substantially and Mary Mac was subsequently dissolved during that year.

The results of the discontinued operations included in the consolidated statement of comprehensive income and consolidated statement of cash flows are set out below.

Profit for the year from the discontinued operations was analysed as follows:

13. 已終止經營業務

截至2011年3月31日止年度內，由Mary Mac Apparel, Inc. (「Mary Mac」)經營之採購及出口成衣業務已大部分終止及Mary Mac隨後已於年內結束。

已包括在綜合全面收益表及綜合現金流量表之已終止經營業務的業績載列如下。

來自已終止經營業務之本年度溢利之分析如下：

	2012 HK\$'000 千港元	2011 HK\$'000 千港元
Profit from garment sourcing and exporting operations of Mary Mac for the year	—	226
來自Mary Mac之採購及出口成衣業務之本年度溢利		

Notes to the Consolidated Financial Statements (continued) 綜合財務報表附註(續)

For the Year Ended 31 March 2012

截至2012年3月31日止年度

13. DISCONTINUED OPERATIONS (continued)

13. 已終止經營業務(續)

The results of the garment sourcing and exporting operations of Mary Mac for the year, which were included in the consolidated statement of comprehensive income, were as follows:

已包括在綜合全面收益表之Mary Mac之採購及出口業務之本年度業績如下：

		2012 HK\$'000 千港元	2011 HK\$'000 千港元
Revenue	營業額	—	2,138
Cost of sales	銷售成本	—	(1,001)
Gross profit	毛利	—	1,137
Other income	其他收入	—	629
Distribution and selling expenses	經銷成本	—	(233)
Administrative expenses	行政開支	—	(1,307)
Profit for the year from discontinued operations attributable to owners of the Company	本公司權益持有人應佔 來自己終止經營業務之 本年度溢利	—	226
Profit for the year from discontinued operations includes the following:	來自己終止經營業務之 本年度溢利包含下列各項：		
Directors' remuneration	董事酬金	—	—
Other staff costs, including retirement benefits costs	其他職工成本，包括退休 福利成本	—	769
Total staff costs	職工成本總額	—	769
Auditor's remuneration	核數師酬金	—	—
Cost of inventories recognised as an expense	已確認為開支之存貨 成本	—	1,001
Depreciation of property, plant and equipment	物業、廠房及設備之 折舊	—	10
Loss on disposal of property, plant and equipment	出售物業、廠房及設備之 虧損	—	74

Notes to the Consolidated Financial Statements (continued)
 綜合財務報表附註(續)

For the Year Ended 31 March 2012

截至2012年3月31日止年度

13. DISCONTINUED OPERATIONS (continued)

13. 已終止經營業務(續)

		2012 HK\$'000 千港元	2011 HK\$'000 千港元
Cash flows from discontinued operations	來自已終止經營業務之現金流量		
Net cash used in operating activities	用於經營業務之現金淨額	—	(644)
Net cash outflows	現金流出淨額	—	(644)

14. DIVIDEND

14. 股息

		2012 HK\$'000 千港元	2011 HK\$'000 千港元
Dividends recognised as distribution during the year	於年內已確認派發之股息		
Final dividend for financial year ended 31 March 2011 of HK\$0.12 per share (2011: nil)	截至2011年3月31日止財政年度之末期股息為每股0.12港元(2011年：無)	9,530	—
Interim dividend for financial year ended 31 March 2012 of HK\$0.10 per share (2011: interim dividend for financial year ended 31 March 2011 of HK\$0.08 per share)	截至2012年3月31日止財政年度之中期股息為每股0.10港元(2011年：截至2011年3月31日止財政年度之中期股息為每股0.08港元)	7,942	6,354
Special dividend for financial year ended 31 March 2011 of HK\$0.50 per share	截至2011年3月31日止財政年度之特別股息為每股0.50港元	—	39,710
		17,472	46,064
Dividend proposed	股息建議		
Proposed final dividend for financial year ended 31 March 2012 of HK\$0.04 per share (2011: financial year ended 31 March 2011 HK\$0.12 per share)	截至2012年3月31日止財政年度建議之末期股息為每股0.04港元(2011年：截至2011年3月31日止財政年度為每股0.12港元)	3,177	9,530

Notes to the Consolidated Financial Statements *(continued)*

綜合財務報表附註 *(續)*

For the Year Ended 31 March 2012

截至2012年3月31日止年度

14. DIVIDEND *(continued)*

The final dividend of HK\$0.04 per share in respect of the year ended 31 March 2012 (2011: HK\$0.12 per share) has been proposed by the directors of the Company and is subject to approval by the shareholders of the Company in the forthcoming annual general meeting.

15. BASIC EARNINGS PER SHARE

For continuing and discontinued operations:

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

14. 股息 *(續)*

有關截至2012年3月31日止年度之每股0.04港元之末期股息(2011年：每股0.12港元)已由本公司董事建議並須於應屆股東週年大會上得到本公司股東之批准。

15. 每股基本盈利

來自持續經營及已終止經營業務：

本公司權益持有人應佔之每股基本盈利乃根據以下資料計算：

		2012	2011
		HK\$'000	HK\$'000
		千港元	千港元
Earnings for the purpose of basic earnings per share (profit for the year attributable to owners of the Company)	就每股基本盈利而言之盈利 (本公司權益持有人應佔之本年度溢利)	96,789	389,311
<hr/>			
		2012	2011
Number of shares	股份數目		
Number of shares in issue during the year, for the purpose of calculating basic earnings per share	就計算每股基本盈利而言之於年內已發行股份數目	79,420,403	79,420,403

Notes to the Consolidated Financial Statements (continued)
 綜合財務報表附註(續)

For the Year Ended 31 March 2012

截至2012年3月31日止年度

15. BASIC EARNINGS PER SHARE (continued)

15. 每股基本盈利(續)

From continuing operations:

The calculation of the basic earnings per share from continuing operations attributable to owners of the Company is based on the following data:

Earnings are calculated as follows:

		2012 HK\$'000 千港元	2011 HK\$'000 千港元
Profit for the year attributable to owners of the Company	本公司權益持有人應佔之本年度溢利	96,789	389,311
Less: Profit for the year from discontinued operations attributable to owners of the Company	減：本公司權益持有人應佔來自自己終止經營業務之本年度溢利	—	(226)
Profit for the purpose of calculating basic earnings per share from continuing operations	就計算來自持續經營業務之每股基本盈利而言之溢利	96,789	389,085

來自持續經營業務：

本公司權益持有人應佔來自持續經營業務之每股基本盈利乃根據以下資料計算：

盈利之計算如下：

		2012	2011
Number of shares	股份數目		
Number of shares in issue during the year for the purpose of calculating basic earnings per share	就計算每股基本盈利而言之於年內已發行股份數目	79,420,403	79,420,403

No diluted earnings per share is presented as there is no potential ordinary shares of the Company outstanding during both years.

由於本公司於兩個年度內並無尚未行使之潛在普通股權，故不呈列每股攤薄盈利。

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the Year Ended 31 March 2012

截至2012年3月31日止年度

15. BASIC EARNINGS PER SHARE (continued)

From discontinued operations:

Basic earnings per share for the discontinued operations was HK\$0.003 per share for the year ended 31 March 2011, based on the profit for the year from discontinued operations of HK\$226,000 and the denominators detailed above for basic earnings per share.

16. RELATED PARTY TRANSACTIONS/ CONNECTED TRANSACTIONS

(a) During the year ended 31 March 2011, the Group received rental income of HK\$251,000 from related parties/persons deemed to be “connected persons” pursuant to Chapter 14A of the Rules Governing the Listing of Securities on the Stock Exchange, being entities controlled by certain relatives of Ms. Lui Yuk Chu, her spouse, Mr. Koon Wing Yee, and her daughter, Ms. Koon Ho Yan, Candy. Ms. Lui Yuk Chu is a director of the Company and is also one of the beneficiaries under a family trust which holds 36.74% (2011: 36.74%) equity interest of the Company at 31 March 2012. She also holds 21.95% (2011: 21.95%) equity interest of the Company through an entity wholly-owned by her.

(b) During the year, the Group had the following transactions with the EE Group when Easyknit Enterprises and its subsidiaries were associates of the Group:

15. 每股基本盈利(續)

來自已終止經營業務：

截至2011年3月31日止年度已終止經營業務之每股基本盈利為每股0.003港元，此乃根據來自已終止經營業務之本年度溢利226,000港元及以上有關每股基本盈利之分子而計算。

16. 關連人士交易／關連交易

(a) 截至2011年3月31日止年內，本集團收取關連人士／根據聯交所上市規則第14A章視為「關連人士」之人士(由雷玉珠女士，其配偶官永義先生，及其女兒官可欣女士之若干親屬所控制之實體)租金收入251,000港元。雷玉珠女士為本公司董事及為一項家族信託於2012年3月31日持有本公司36.74%(2011年：36.74%)權益受益人之一。彼亦透過一間其全資擁有之公司而持有本公司21.95%(2011年：21.95%)權益。

(b) 年內，當永義實業及其附屬公司為本集團聯營公司時，本集團與永義實業集團進行之交易如下：

		2012 HK\$'000 千港元	2011 HK\$'000 千港元
Rental income	租金收入	1,448	2,275

Notes to the Consolidated Financial Statements *(continued)* 綜合財務報表附註 *(續)*

For the Year Ended 31 March 2012

截至2012年3月31日止年度

16. RELATED PARTY TRANSACTIONS/ CONNECTED TRANSACTIONS *(continued)*

(c) In January 2010, the Company entered into a consultancy agreement with Mr. Koon Wing Yee for consultancy services provided by Mr. Koon Wing Yee to the Company for a fee of HK\$498,000 per annum which shall be payable in arrears by twelve monthly instalments of HK\$41,500 each. The consultancy agreement was for a period of one year commencing on 15 January 2010 and expired in January 2011. Consultancy fee paid and payable to Mr. Koon Wing Yee during the year ended 31 March 2011 amounted to HK\$394,250. In January 2011, the Company and Easyknit Enterprises each entered into an employment contract with Mr. Koon Wing Yee to act as general manager of the Group and Easyknit Enterprises for a salary of HK\$50,000 per month. The employment agreements commenced on 21 February 2011 but may be terminated by either party at any time by three months' notice. The remuneration of Mr. Koon Wing Yee as general manager of the Group during the year ended 31 March 2012 was HK\$939,000 (2011: HK\$64,000) and was included in the "compensation of key management personnel" in (d) below in respect of his employment as general manager of the Group with effect from 21 February 2011.

16. 關連人士交易／關連交易 *(續)*

(c) 於2010年1月，本公司與官永義先生訂立一項顧問協議，官永義先生提供顧問服務予本公司，每年收取費用498,000港元，按每月41,500港元分十二期支付。該顧問協議為期一年，由2010年1月15日開始及於2011年1月終止。截至2011年3月31日止年度已付及應付官永義先生之顧問費為394,250港元。於2011年1月，本公司與永義實業分別與官永義先生訂立僱用協議，以月薪50,000港元僱用彼為本集團及永義實業之總經理。該僱用協議由2011年2月21日開始，但可由其中任何一方給予三個月通知而終止。截至2012年3月31日止年內官永義先生作為本集團之總經理之酬金為939,000港元(2011年：64,000港元)及有關自官永義先生由2011年2月21日僱用為本集團之總經理已包括在以下(d)項之「主要管理人員之薪酬」內。

Notes to the Consolidated Financial Statements (continued)
 綜合財務報表附註(續)

For the Year Ended 31 March 2012

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**16. RELATED PARTY TRANSACTIONS/
 CONNECTED TRANSACTIONS** (continued)

16. 關連人士交易／關連交易 (續)

(d) Compensation of key management personnel

The remuneration of directors and other members of key management during the year was as follows:

		2012	2011
		HK\$'000	HK\$'000
		千港元	千港元
Short-term employee benefits	短期僱員津貼		
Salaries and other benefits	薪金及其他津貼	8,563	6,953
Contribution to retirement benefit schemes	退休福利計劃供款	213	176
		8,776	7,129

The remuneration of directors and key executives are determined by the remuneration committee and the executive directors, respectively, having regard to the performance of individuals and market trends.

(d) 主要管理人員之薪酬

董事及其他主要管理成員於年內之酬金如下：

董事及主要行政人員之酬金分別由薪酬委員會及執行董事按照個別人士之表現及市場趨勢而釐定。

Notes to the Consolidated Financial Statements (continued)
綜合財務報表附註(續)

For the Year Ended 31 March 2012

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17. PROPERTY, PLANT AND EQUIPMENT

17. 物業、廠房及設備

		Leasehold properties 租約物業 HK\$'000 千港元	Furniture, fixtures and equipment 傢俬、裝置 及設備 HK\$'000 千港元	Motor vehicles 汽車 HK\$'000 千港元	Construction in progress 在建工程 HK\$'000 千港元	Total 總額 HK\$'000 千港元
COST	成本					
At 1 April 2010	於2010年4月1日	3,319	3,263	—	—	6,582
Additions	添置	—	16	—	—	16
Eliminated on disposals	於出售時撇銷	—	(671)	—	—	(671)
At 31 March 2011	於2011年3月31日	3,319	2,608	—	—	5,927
Exchange realignment	匯兌調整	—	1	4	111	116
Additions	添置	—	69	806	—	875
Acquisition of subsidiaries (note 32)	收購附屬公司 (附註32)	—	234	265	10,384	10,883
Transferred from properties held for development for sale (note 22)	轉撥自持作出售 發展物業 (附註22)	12,774	—	—	—	12,774
Transferred from investment properties (note 18)	轉撥自投資物業 (附註18)	36,500	—	—	—	36,500
At 31 March 2012	於2012年3月31日	52,593	2,912	1,075	10,495	67,075
ACCUMULATED DEPRECIATION	累計折舊					
At 1 April 2010	於2010年4月1日	1,113	3,134	—	—	4,247
Provided for the year	本年度撥備	59	32	—	—	91
Eliminated on disposals	於出售時撇銷	—	(573)	—	—	(573)
At 31 March 2011	於2011年3月31日	1,172	2,593	—	—	3,765
Exchange realignment	匯兌調整	—	1	3	—	4
Provided for the year	本年度撥備	613	79	235	—	927
At 31 March 2012	於2012年3月31日	1,785	2,673	238	—	4,696
CARRYING VALUES	賬面值					
At 31 March 2012	於2012年3月31日	50,808	239	837	10,495	62,379
At 31 March 2011	於2011年3月31日	2,147	15	—	—	2,162

Notes to the Consolidated Financial Statements (continued) 綜合財務報表附註(續)

For the Year Ended 31 March 2012

截至2012年3月31日止年度

17. PROPERTY, PLANT AND EQUIPMENT

(continued)

The above items of property, plant and equipment other than construction in progress are depreciated on a straight-line basis according to the following useful lives:

Leasehold properties	Over the duration of the leases or fifty years, whichever is the shorter
Furniture, fixtures and equipment	3 to 10 years
Motor vehicles	5 to 10 years

The carrying value of leasehold properties shown above comprises:

Properties situated in Hong Kong under: 位於香港之物業:

Long lease	長期租約
Medium-term lease	中期租約

17. 物業、廠房及設備(續)

上述各項物業、廠房及設備除在建工程外，均以直線法根據以下之可使用年期計算折舊：

租約物業	按租約之年期或五十年，以較短者計算
傢俬、裝置及設備	3至10年
汽車	5至10年

以上租約物業之賬面值包括：

	2012 HK\$'000 千港元	2011 HK\$'000 千港元
Properties situated in Hong Kong under: 位於香港之物業:		
Long lease 長期租約	12,646	—
Medium-term lease 中期租約	38,162	2,147
	50,808	2,147

During the year ended 31 March 2012, the Group transferred certain properties from properties held for development for sale of HK\$12,774,000 to property, plant and equipment since there is a change of use of the property for owner-occupation rather than for sale in the ordinary course of business.

截至2012年3月31日止年內，由於改變物業用途為自用而非在正常業務範圍內出售，本集團由持作出售發展物業12,774,000港元轉撥若干物業至物業、廠房及設備。

Notes to the Consolidated Financial Statements (continued)
 綜合財務報表附註(續)

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18. INVESTMENT PROPERTIES

18. 投資物業

		HK\$'000 千港元
FAIR VALUE	公平值	
At 1 April 2010	於2010年4月1日	866,372
Exchange realignment	匯兌調整	16,382
Increase in fair value recognised in profit or loss	於損益確認之公平值增加	370,881
Disposals	出售	(87,960)
At 31 March 2011	於2011年3月31日	1,165,675
Exchange realignment	匯兌調整	1,875
Additions	添置	164,031
Acquisition of subsidiaries (note 32)	收購附屬公司(附註32)	317,703
Transferred from properties held for development for sale (note 22)	轉撥自持作出售發展物業(附註22)	14,540
Transferred to property, plant and equipment (note 17)	轉撥至物業、廠房及設備(附註17)	(36,500)
Increase in fair value recognised in profit or loss	於損益確認之公平值增加	5,302
At 31 March 2012	於2012年3月31日	1,632,626

During the year ended 31 March 2012, investment properties with fair value of HK\$36,500,000 being leased to the EE Group were transferred from investment properties to property, plant and equipment upon Easyknit Enterprises becoming a subsidiary of the Company. Also, during the year ended 31 March 2012, the Group transferred certain properties from properties held for development for sale of HK\$14,540,000 to investment properties upon the change in use evidenced by commencement of operating lease of respective properties.

截至2012年3月31日止年內，當永義實業成為本公司一間附屬公司時，公平值為36,500,000港元出租予永義實業集團之投資物業由投資物業轉撥至物業、廠房及設備。同時，截至2012年3月31日止年內，當相關物業之經營租約開始證實改變用途時，本集團由持作出售發展物業轉撥14,540,000港元之若干物業至投資物業。

Notes to the Consolidated Financial Statements (continued) 綜合財務報表附註(續)

For the Year Ended 31 March 2012

截至2012年3月31日止年度

18. INVESTMENT PROPERTIES (continued)

The fair values of the Group's investment properties at 31 March 2012 and 2011 and dates of transfers were arrived at on the basis of valuation carried out as at these dates by the following independent firms of qualified professional property valuers not connected with the Group. The valuations were arrived at by reference to market evidence of transaction prices for similar properties and by reference to net rental income allowing for reversionary income potential using the applicable market yields for the respective locations and types of properties.

Name of valuer	Location of investment properties
At 31 March 2012	
Knight Frank Petty Limited	Hong Kong and PRC
Vigers Appraisal and Consulting Limited	Hong Kong
DTZ Debenham Tie Leung (SEA) Pte Ltd	Singapore
At 31 March 2011	
Vigers Appraisal and Consulting Limited	Hong Kong
DTZ Debenham Tie Leung (SEA) Pte Ltd	Singapore

All of the Group's leasehold interests in land held under operating leases to earn rentals are measured using the fair value model and are classified and accounted for as investment properties.

18. 投資物業(續)

本集團於2012年及2011年3月31日及於轉撥日期之投資物業公平值乃按下列與本集團沒有關連之獨立合資格專業物業估值師行就該日期進行估值之基準釐定。該等估值乃經參考同類物業之市場成交價及參考採用適用市場收益之相關所在地及物業類型之歸屬之潛在收入得出之租金收入淨額。

估值師行名稱	投資物業之所在地
於2012年3月31日	
萊坊測計師行有限公司	香港及中國
威格斯資產評估顧問有限公司	香港
DTZ Debenham Tie Leung (SEA) Pte Ltd	新加坡
於2011年3月31日	
威格斯資產評估顧問有限公司	香港
DTZ Debenham Tie Leung (SEA) Pte Ltd	新加坡

本集團所有於經營租約項下賺取租金之土地租約權益乃以公平值模式計量及列作投資物業列賬。

Notes to the Consolidated Financial Statements (continued)
綜合財務報表附註(續)

For the Year Ended 31 March 2012

截至2012年3月31日止年度

18. INVESTMENT PROPERTIES (continued)

The carrying value of investment properties shown above comprises:

18. 投資物業(續)

以上投資物業之賬面值包括：

		2012 HK\$'000 千港元	2011 HK\$'000 千港元
Property interests situated in Hong Kong under:	位於香港之物業權益：		
Long lease	長期租約	518,100	250,000
Medium-term lease	中期租約	779,780	745,160
		1,297,880	995,160
Property interests situated in the PRC under:	位於中國之物業權益：		
Medium-term lease	中期租約	164,157	—
Freehold properties situated in Singapore	位於新加坡之免租物業	170,589	170,515
		1,632,626	1,165,675

19. INTERESTS IN ASSOCIATES

19. 聯營公司權益

		2012 HK\$'000 千港元	2011 HK\$'000 千港元
Listed securities in Hong Kong, at cost	於香港上市之證券，按成本	—	200,029
Share of post-acquisition losses	分佔收購後虧損	—	(24,194)
Share of translation reserve	分佔匯兌儲備	—	10,477
Share of property revaluation reserve	分佔物業重估儲備	—	12,878
Unrealised gain on disposal of certain garment sourcing and exporting companies (note a)	出售若干採購及出口成衣之公司之未變現收益(附註a)	—	(16,450)
		—	182,740
Market value of listed securities	上市證券之市值	—	68,964

Notes to the Consolidated Financial Statements (continued)
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For the Year Ended 31 March 2012

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19. INTERESTS IN ASSOCIATES (continued)

19. 聯營公司權益(續)

The summarised financial information in respect of the Group's associates is set out below:

本集團聯營公司之財務資料概要載列如下：

		2012 HK\$'000 千港元	2011 HK\$'000 千港元
Total assets	總資產	—	702,005
Total liabilities	總負債	—	(73,643)
Net assets	資產淨值	—	628,362
Group's share of net assets of associates	本集團分佔聯營公司之資產淨值	—	199,190
Turnover (note b)	營業額(附註b)	207,125	347,992
(Loss) profit for the period/year (note c)	本期間/本年度(虧損)溢利(附註c)	(57,991)	65,060
Group's share of results of associates for the period/year (note d)	本期間/本年度本集團之分佔聯營公司業績(附註d)	(18,508)	20,624
Realised gain on disposal of certain garment sourcing and exporting companies (note e)	出售若干採購及出口成衣公司之已變現收益(附註e)	551	827
Total share of results of associates for the period/year	本期間/本年度分佔聯營公司業績總額	(17,957)	21,451

Notes:

附註：

(a) The amount related to the portion of the gain on disposal by the Group of the entire issued share capital of certain garment sourcing and exporting companies to a wholly-owned subsidiary of Easyknit Enterprises, a then associate of the Group, during the year ended 31 March 2010, which is attributable to the Group's interests in the associates.

(a) 該金額乃關於截至2010年3月31日止年內出售若干採購及出口成衣之公司之全部已發行股本予本集團當時之聯營公司永義實業一間全資附屬公司之部分收益，該收益歸屬於本集團之聯營公司權益。

Notes to the Consolidated Financial Statements *(continued)*

綜合財務報表附註 *(續)*

For the Year Ended 31 March 2012

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19. INTERESTS IN ASSOCIATES *(continued)*

Notes: *(continued)*

- (b) The amount for the year ended 31 March 2012 represents turnover for the period from 1 April 2011 to 25 October 2011 when the EE Group became subsidiaries of the Group.
- (c) The amount for the year ended 31 March 2012 represents loss for the period from 1 April 2011 to 25 October 2011 when the EE Group became subsidiaries of the Group.
- (d) Share of results of associates for the year ended 31 March 2012 was up to 25 October 2011 when the EE Group became subsidiaries of the Group.

Included in the Group's share of results of associates for the year ended 31 March 2011 was the Group's share of loss from the discontinued operations of the associates amounting to HK\$6,398,000 (2012: nil).

- (e) The amount represents the realised portion of gain on disposal of certain garment sourcing and exporting companies during the years ended 31 March 2012 and 2011 as a result of amortisation of intangible asset and tax effect thereon arising from the acquisition of these garment sourcing and exporting companies by the EE Group.

The Group performed impairment assessment on interests in associates as at 31 March 2011. The recoverable amounts of these interests in associates were determined based on a value-in-use calculation using discounted cashflow analysis to estimate the present value of the estimated future cash flows expected to be generated by the Group from its associates. This calculation used cash flow projections based on financial budgets approved by management of Easyknit Enterprises using a growth rate of zero% and a discount rate of 5%.

19. 聯營公司權益 *(續)*

附註 *(續)* :

- (b) 截至2012年3月31日止年度之金額乃代表由2011年4月1日至2011年10月25日當永義實業集團成為本集團之附屬公司期間之營業額。
- (c) 截至2012年3月31日止年度之金額乃代表由2011年4月1日至2011年10月25日當永義實業集團成為本集團之附屬公司期間之虧損。
- (d) 截至2012年3月31日止年度之分佔聯營公司業績乃至2011年10月25日當永義實業集團成為本集團之附屬公司。

於截至2011年3月31日止年內，本集團分佔聯營公司業績包括本集團分佔聯營公司之已終止經營業務溢利6,398,000港元(2012年：無)。

- (e) 該金額代表於截至2012年及2011年3月31日止年內就永義實業集團就收購若干採購及出口成衣公司所產生之無形資產攤銷及稅項影響而導致之出售採購及出口成衣公司之收益已變現部分。

本集團於2011年3月31日就聯營公司權益進行減值檢討評估。根據採用折現現金流量分析以預測本集團就聯營公司估計所產生之未來現金流量之現值而計算之使用價值，以釐定聯營公司權益之可收回金額。該現金流量預測乃根據永義實業管理層所審批以增長率零%及折讓率5%之財務預算而計算。

Notes to the Consolidated Financial Statements (continued) 綜合財務報表附註(續)

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19. INTERESTS IN ASSOCIATES (continued)

Since the recoverable amounts of the interests in associates were higher than their carrying amounts as at 31 March 2011, the directors of the Company were of the opinion that no impairment on interests in associates were considered necessary.

As set out in note 32, the EE Group was acquired as subsidiaries of the Group in October 2011 and the interests in the EE Group as associates were treated as if it were disposed of and re-acquired at fair value on the acquisition date. The loss on disposal of associates as a result of such acquisition was HK\$114,454,000 (note 9).

Particulars of the Group's principal associates as at 31 March 2011 were as follows:

Name of associate 聯營公司名稱	Form of business structure 業務架構形式	Place of incorporation/ establishment/ registration 註冊成立/成立/ 登記地點	Principal place of operation 主要經營地點	Class of shares held 持有股份類別	Proportion of nominal value of issued capital/ paid up registered capital held by the Group 本集團持有已發行股本/ 繳足註冊股本/ 聲明股本面值百分比	Nature of business 業務性質
Easyknit Enterprises 永義實業	Incorporated 註冊成立	Bermuda 百慕達	Hong Kong 香港	Ordinary 普通股	31.70%	Investment holding 投資控股
Principal subsidiaries of Easyknit Enterprises: 永義實業之主要附屬公司:						
Chancemore Limited	Incorporated 註冊成立	British Virgin Islands 英屬處女島	Hong Kong 香港	Ordinary 普通股	31.70%	Property investment 物業投資
Clever Wise Holdings Limited 智聰控股有限公司	Incorporated 註冊成立	British Virgin Islands 英屬處女島	Hong Kong 香港	Ordinary 普通股	31.70%	Property investment 物業投資
Easyknit Global Company Limited 永義環球有限公司	Incorporated 註冊成立	Hong Kong 香港	Hong Kong 香港	Ordinary 普通股	31.70%	Trading of garments 成衣買賣
Gainever Corporation Limited 永達恒有限公司	Incorporated 註冊成立	Hong Kong 香港	Hong Kong 香港	Ordinary 普通股	31.70%	Trading of marketable securities 買賣證券
Easyknit Enterprises (Huzhou) Co., Ltd. ("Enterprises Huzhou") (formerly known as Easyknit Garment (Huzhou) Co., Ltd. ¹) 永義實業(湖州)有限公司(「湖州實業」)(前稱永義製衣 (湖州)有限公司) ¹	Establishment 成立	PRC 中國	PRC 中國	N/A 不適用	31.70%	Property investment 物業投資

19. 聯營公司權益(續)

由於聯營公司權益之可收回金額較2011年3月31日之賬面值為高，本公司董事認為聯營公司權益無需考慮減值。

如附註32所載，於2011年10月，永義實業集團被收購成為本集團之附屬公司，本集團於永義實業集團之聯營公司權益被視為已出售並於收購日期以公平值重新收購，就該收購而產生之出售聯營公司虧損為114,454,000港元(見附註9)。

於2011年3月31日，本集團之主要聯營公司之詳情如下：

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

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19. INTERESTS IN ASSOCIATES (continued)

- ¹ Enterprises Huzhou is a wholly foreign owned enterprise established in the PRC, to be operated for 50 years up to 14 December 2054.

The above table lists the associates of the Group, which, in the opinion of the directors of the Company, principally affected the results for the year ended 31 March 2011 or constituted a substantial portion of the assets of the Group at 31 March 2011. To give details of other associates would in the opinion of the directors, result in particulars of excessive length.

20. AVAILABLE-FOR-SALE INVESTMENTS

Equity securities listed in Hong Kong
at market value

於香港上市之股本證券，
按市值

2012 HK\$'000 千港元	2011 HK\$'000 千港元
35,530	46,293

19. 聯營公司權益(續)

- ¹ 湖州實業為一間於中國成立之外資投資企業，經營期為五十年，直至2054年12月14日。

根據本公司董事之意見，上表所列表之本集團聯營公司，為主要影響截至2011年3月31日止年度之業績或構成本集團於2011年3月31日資產主要部分。列出其他聯營公司之詳情會使資料過於冗長。

20. 可供出售投資

Notes to the Consolidated Financial Statements (continued) 綜合財務報表附註(續)

For the Year Ended 31 March 2012

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21. LOANS RECEIVABLE

21. 應收貸款

		2012 HK\$'000 千港元	2011 HK\$'000 千港元
Unsecured amount	無抵押金額		
— guaranteed by outside parties and bearing interest at a fixed rate of 5% (2011: a fixed rate ranging from 5% to 7%) per annum	— 由第三者擔保及按固定息率5厘(2011年:固定息率:由5厘至7厘)之年利率計算	17,100	17,765
— bearing interest at a fixed rate ranging from 5% to 7% (2011: ranging from 5% to 7%) per annum	— 按固定息率5厘至7厘(2011年:由5厘至7厘)之年利率計算	36,610	31,050
Amount secured by a property and bearing interest at a fixed rate of 4.5% (2011: 4.5%) per annum	以物業作抵押及按固定息率4.5厘(2011年:4.5厘)之年利率計算	5,000	5,000
Amount secured by properties and bearing interest at prime rate	以物業作抵押及按最優惠貸款利率計算	736	—
		59,446	53,815
Less: Amount due from borrowers repayable within one year shown under current assets	減: 顯示於流動資產之一年內到期償還之應收借入金額	(53,721)	(44,515)
Amount due from borrowers repayable after one year shown under non-current assets	顯示於非流動資產之一年後到期償還之應收借入金額	5,725	9,300

The management closely monitors the credit quality of loans receivable and considers loans receivable that are neither past due nor impaired to be of good credit quality based on historical settlement records. No loans receivable is past due at the end of the reporting period.

All loans receivable are denominated in HKD, functional currency of the relevant group entity, at the end of the reporting period.

管理層緊密監察應收貸款之信貸質素及認為沒有過期及減值之應收貸款按過往償還記錄為有良好信貸質素。於報告期末並無已過期應收貸款。

所有應收貸款於報告期末均以相關集團實體之功能貨幣港元列值。

Notes to the Consolidated Financial Statements *(continued)*
 綜合財務報表附註(續)

For the Year Ended 31 March 2012

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22. PROPERTIES HELD FOR DEVELOPMENT FOR SALE **22. 持作出售發展物業**

Movements of properties held for development for sale are as follows: 持作出售發展物業之變動如下：

		HK\$'000 千港元
At 1 April 2010	於2010年4月1日	400,605
Acquired from acquisition of a subsidiary <i>(note a)</i>	收購附屬公司時購入(附註a)	15,185
Additions <i>(note b)</i>	添置(附註b)	123,040
At 31 March 2011	於2011年3月31日	538,830
Additions	添置	63,230
Transferred to properties held for sale	轉撥至持作出售物業	(230,490)
Transferred to property, plant and equipment <i>(note 17)</i>	轉撥至物業、廠房及設備 (附註17)	(12,774)
Transferred to investment properties <i>(note 18)</i>	轉撥至投資物業(附註18)	(14,540)
At 31 March 2012	於2012年3月31日	344,256

Notes to the Consolidated Financial Statements (continued) 綜合財務報表附註(續)

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22. PROPERTIES HELD FOR DEVELOPMENT FOR SALE (continued)

22. 持作出售發展物業(續)

Notes:

附註：

- (a) During the year ended 31 March 2011, the Group entered into a sale and purchase agreement with an outside individual to acquire the entire issued share capital of Chief Access Limited ("Chief Access") for a consideration of HK\$5,650,000. Chief Access held interests in units of the building situated on the remaining portion of Section A of Kowloon Inland Lot No. 2978 (Nos. 311A and 311C Prince Edward Road West, Kowloon, Hong Kong) (the "311A and 311C Prince Edward Road Building"). This transaction had been accounted for as a purchase of assets and liabilities rather than business combination as Chief Access was not a business. The net assets acquired were as follows:

- (a) 截至2011年3月31日止年內，本集團與外間人士訂立買賣協議，以5,650,000港元之代價，收購Chief Access Limited(「Chief Access」)之全部已發行股本。Chief Access擁有位於九龍內地段第2978號A段之餘下部分(香港九龍太子道西第311A號及311C號)一座樓宇(「太子道311A號及311C號樓宇」)內單位之物業之權益。由於Chief Access並不是業務，該收購以購入資產及負債而不是以業務合併形式記賬。購入之資產淨值詳情如下：

		2011 HK\$'000 千港元
Net assets acquired:	購入資產淨值：	
Properties held for development	持作發展物業	15,185
Amount due to a former shareholder	應付一名前股東	(9,535)
		9,650
Settlement of amount due to a former shareholder by the Group	本集團支付應付一名前股東	9,535
		15,185
Total consideration satisfied by cash and cash outflow in respect of the acquisition	收購之總代價以現金及現金流出反映	15,185

The cash outflow was included in the operating activities for the year ended 31 March 2011 as the acquisition was for the purpose of acquiring properties held for development for sale in the ordinary course of business.

於日常業務範圍購入持作出售發展物業之現金流出已包括在截至2011年3月31日止年度之經營活動內。

- (b) During the year ended 31 March 2011, Chief Access completed the acquisition of all units in the 311A and 311C Prince Edward Road Building at a total consideration of HK\$98,996,000 (including direct costs). The net balance of HK\$89,461,000, after deducting deposits of HK\$9,535,000, was included in the additions to the properties held for development for the year ended 31 March 2011.

- (b) 截至2011年3月31日止年內，Chief Access以總代價98,996,000港元(包括直接成本)完成購入太子道311A號及311C號樓宇之所有單位，扣除按金9,535,000港元之後，結餘淨額89,461,000港元已包括在截至2011年3月31日止年度持作發展物業之添置內。

Notes to the Consolidated Financial Statements *(continued)*

綜合財務報表附註 *(續)*

For the Year Ended 31 March 2012

截至2012年3月31日止年度

22. PROPERTIES HELD FOR DEVELOPMENT FOR SALE *(continued)*

At 31 March 2012, the properties held for development of HK\$344,256,000 (2011: HK\$538,830,000) were included in the Group's current assets in the consolidated statement of financial position as it is expected that the properties will be realised in the Group's normal operating cycle for properties development. These properties are expected to be realised more than twelve months after the end of the reporting period.

At 31 March 2012 and 31 March 2011, the Group performed impairment assessment on its properties held for development to assess their recoverable amounts with reference to valuations made by independent qualified professional property valuers not connected to the Group. The valuations were arrived at by using the residual valuation method. As the recoverable amounts of the properties held for development are higher than their carrying amounts as at the end of the reporting period, the directors of the Company are of the opinion that no impairment on these properties is considered necessary.

23. INVESTMENTS HELD FOR TRADING

Equity securities listed in Hong Kong
at market value

於香港上市之股本證券，
按市值

22. 持作出售發展物業 *(續)*

於2012年3月31日，持作發展物業344,256,000港元(2011年：538,830,000港元)於綜合財務狀況表列作本集團之流動資產。該物業將於本集團物業發展之正常營業週期內變現。預期該物業於報告日期十二個月後變現。

於2012年3月31日及2011年3月31日，本集團已就持作發展物業進行減值評估，參考與本集團無關連之獨立合資格專業估值師行之估值以評估其可收回金額。該等估值乃根據剩餘估值法得出。由於持作發展物業之可收回金額高於其於報告期末之賬面值，本公司董事認為持作發展物業無需考慮減值。

23. 持作買賣投資

	2012 HK\$'000 千港元	2011 HK\$'000 千港元
Equity securities listed in Hong Kong at market value	149,009	96,948

Notes to the Consolidated Financial Statements (continued)
綜合財務報表附註(續)

For the Year Ended 31 March 2012

截至2012年3月31日止年度

24. TRADE AND OTHER RECEIVABLES

24. 貿易及其他應收款項

		2012 HK\$'000 千港元	2011 HK\$'000 千港元
Trade receivables	貿易應收款項	16,575	675
Deposits paid to suppliers to be realised within 1 year	於1年內變現之已付予供應商按金	5,632	—
Other receivables	其他應收款項	8,824	1,776
		31,031	2,451

The Group allows credit period of up to 20 days to its lessees and up to 90 days to its other customers. The aged analysis of trade receivables, based on invoice date, at the end of the reporting period is as follows:

本集團允許其承租人之信貸期最高達20日及其他客戶達90日。根據發票日期，貿易應收款項於報告期末之賬齡分析如下：

		2012 HK\$'000 千港元	2011 HK\$'000 千港元
0 – 60 days	0至60日	16,554	675
61 – 90 days	61至90日	21	—
		16,575	675

The management closely monitors the credit quality of trade and other receivables and considers trade and other receivables that are neither past due nor impaired to be of good credit quality.

管理層緊密監察貿易及其他應收款項之信貸質素及認為沒有過期及減值之貿易及其他應收款項為有良好信貸質素。

Included in the Group's trade receivables balance at 31 March 2012 were debtors with aggregate carrying amount of HK\$705,000 (2011: nil) which were past due at the end of the reporting period for which the Group has not provided for allowance. The Group did not hold any collateral over these balances.

於2012年3月31日，本集團之貿易應收款項中，包括賬面值合共705,000港元(2011年：無)為已過期但沒有計提撥備。本集團並沒有就該等結餘持有任何抵押。

Notes to the Consolidated Financial Statements (continued)
 綜合財務報表附註(續)

For the Year Ended 31 March 2012

截至2012年3月31日止年度

24. TRADE AND OTHER RECEIVABLES

(continued)

The following is an aged analysis of trade receivables which are past due but not impaired:

Overdue by 1 to 60 days	已過期1至60日
Overdue by 61 to 90 days	已過期61至90日

24. 貿易及其他應收款項(續)

已過期但未減值之貿易應收款項之賬齡分析如下：

2012 HK\$'000 千港元	2011 HK\$'000 千港元
684	—
21	—
705	—

Based on the historical experience of the Group, trade receivables that are past due are generally recoverable and as a result, no allowance was made for trade receivables at the end of the reporting period.

根據本集團之歷史經驗，已過期之貿易應收款項一般均可以收回，故不就貿易應收款項於報告期末計提撥備。

The Group's trade and other receivables that are denominated in currencies other than the functional currencies of the relevant group entities are set out below:

本集團以有關集團實體功能貨幣以外之貨幣列值之貿易及其他應收款項如下：

	2012 HK\$'000 千港元	2011 HK\$'000 千港元
USD 美元	14,391	—
RMB 人民幣	157	—

Notes to the Consolidated Financial Statements (continued) 綜合財務報表附註(續)

For the Year Ended 31 March 2012

截至2012年3月31日止年度

25. BANK BALANCES AND CASH

The amounts comprise cash held by the Group and short-term bank deposits with an original maturity of three months or less, at prevailing market interest rates ranging from 0.001% to 3.1% (2011: 0.001% to 0.01%) per annum.

The Group's bank balances and cash that are denominated in currencies other than the functional currencies of the relevant group entities are set out below:

25. 銀行結餘及現金

該金額包括本集團持有之現金以及按銀行年利率由0.001厘至3.1厘(2011年：0.001厘至0.01厘)之3個月或之前到期之短期銀行存款。

本集團以有關集團實體功能貨幣以外之貨幣列值之銀行結餘及現金如下：

		2012 HK\$'000 千港元	2011 HK\$'000 千港元
HKD	港元	87	—
RMB	人民幣	14	—
USD	美元	40,968	3,057
Euro	歐元	10,199	—

26. TRADE AND OTHER PAYABLES

26. 貿易及其他應付款項

		2012 HK\$'000 千港元	2011 HK\$'000 千港元
Trade payables	貿易應付款項	16,164	7,659
Rental deposits received and rental received in advance	已收租金按金及預收租金	11,726	6,968
Deposits received from pre-sale of residential units	已收預售住宅單位之按金	7,185	26,993
Other taxes payable	其他應付稅項	11,070	—
Accruals and other payables	預提及其他應付款項	12,623	8,219
		58,768	49,839

Notes to the Consolidated Financial Statements (continued) 綜合財務報表附註(續)

For the Year Ended 31 March 2012

截至2012年3月31日止年度

26. TRADE AND OTHER PAYABLES (continued)

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

		2012 HK\$'000 千港元	2011 HK\$'000 千港元
0 – 60 days	0至60日	12,219	7,659
61 – 90 days	61至90日	730	—
Over 90 days	90日以上	3,215	—
		16,164	7,659

The Group's trade and other payables that are denominated in currencies other than the function currencies of the relevant group entities are set out below:

		2012 HK\$'000 千港元	2011 HK\$'000 千港元
USD	美元	85	—

27. BILLS PAYABLE

At 31 March 2012, the bills payable are aged within 30 days. All the Group's bills payable are denominated in the functional currencies of the relevant group entities.

26. 貿易及其他應付款項(續)

根據發票日期，貿易應付款項於報告期末之賬齡分析如下：

		2012 HK\$'000 千港元	2011 HK\$'000 千港元
0 – 60 days	0至60日	12,219	7,659
61 – 90 days	61至90日	730	—
Over 90 days	90日以上	3,215	—
		16,164	7,659

本集團以有關集團實體功能貨幣以外之貨幣列值之貿易及其他應付款項如下：

		2012 HK\$'000 千港元	2011 HK\$'000 千港元
USD	美元	85	—

27. 應付票據

於2012年3月31日，應付票據之賬齡為30日內。本集團之所有應付票據均以相關集團實體之功能貨幣列值。

Notes to the Consolidated Financial Statements (continued)
綜合財務報表附註(續)

For the Year Ended 31 March 2012

截至2012年3月31日止年度

28. SECURED BANK BORROWINGS

28. 有抵押銀行借貸

		2012 HK\$'000 千港元	2011 HK\$'000 千港元
Carrying amount repayable:	應償還之賬面值		
– within one year	– 一年內	17,308	–
– between one to two years	– 一至兩年	17,524	–
– between two to five years	– 二至五年	54,629	–
– more than five years	– 超過五年	289,318	–
		378,779	–
Less: Amount due within one year shown under current liabilities	減：顯示於流動負債之一年內到期 應付金額	(17,308)	–
Amount due after one year	一年後到期應付金額	361,471	–

At 31 March 2012, the Group's secured bank borrowings carried interest at HIBOR plus 1%, with effective interest ranging from 1.2% to 1.4% per annum, and are repayable by 240 monthly instalments. The loans are secured by investment properties of the Group with an aggregate carrying amount of HK\$677,500,000. The proceeds were used to finance acquisition of investment properties, development of properties and acquisition of subsidiaries (see note 32).

All bank borrowings are denominated in HKD, functional currencies of the relevant group entities, at the end of the reporting period.

於2012年3月31日，本集團之有抵押銀行借貸乃以香港銀行同業拆息加1厘計算，有效年利率乃由1.2厘至1.4厘，及須分240期每月償還。該等貸款乃以本集團賬面值合共677,500,000港元之投資物業作抵押。所得款項用作購入投資物業、發展物業，以及收購附屬公司(見附註32)。

於報告期末，所有銀行借貸均以相關集團實體之功能貨幣港元列值。

Notes to the Consolidated Financial Statements (continued) 綜合財務報表附註(續)

For the Year Ended 31 March 2012

截至2012年3月31日止年度

29. SHARE CAPITAL

29. 股本

		2012 & 2011 HK\$'000 千港元
<i>Authorised:</i>	<i>法定:</i>	
10,000,000,000 ordinary shares of HK\$0.1 each	10,000,000,000 股面值 0.1 港元之普通股	1,000,000
<i>Issued and fully paid:</i>	<i>已發行及繳足:</i>	
79,420,403 ordinary shares of HK\$0.1 each	79,420,403 股面值 0.1 港元之普通股	7,942

There were no changes in the Company's authorised, issued and fully paid share capital in both years.

本公司之法定、已發行及繳足股本在兩個年度並無變動。

30. DEFERRED TAXATION

30. 遞延稅項

The followings are the major deferred tax liabilities (assets) recognised and movements thereon during the current and prior years:

於本年度及過往年度之已確認主要遞延稅項負債(資產)及其變動如下:

		Accelerated tax depreciation HK\$'000 千港元	Revaluation of properties HK\$'000 千港元	Tax losses HK\$'000 千港元	Total HK\$'000 千港元
At 1 April 2010	於 2010 年 4 月 1 日	36	88,957	(14,843)	74,150
Exchange realignment	匯兌調整	—	2,785	—	2,785
Charge to profit or loss	於損益扣除	33	57,367	3,055	60,455
Credit to profit or loss upon disposal	出售時於損益計入	—	(11,187)	—	(11,187)
At 31 March 2011	於 2011 年 3 月 31 日	69	137,922	(11,788)	126,203
Exchange realignment	匯兌調整	—	167	—	167
Acquisition of subsidiaries (note 32)	收購附屬公司 (附註 32)	—	23,054	(1,032)	22,022
Charge to profit or loss	於損益扣除	862	1,589	352	2,803
At 31 March 2012	於 2012 年 3 月 31 日	931	162,732	(12,468)	151,195

Notes to the Consolidated Financial Statements (continued) 綜合財務報表附註(續)

For the Year Ended 31 March 2012

截至2012年3月31日止年度

30. DEFERRED TAXATION (continued)

For the purpose of presentation in the consolidated statement of financial position, the above deferred tax liabilities and assets have been offset.

The following is the analysis of the deferred tax balances for financing reporting purposes:

		2012 HK\$'000 千港元	2011 HK\$'000 千港元
Deferred tax assets	遞延稅項資產	15,241	—
Deferred tax liabilities	遞延稅項負債	(166,436)	(126,203)
		(151,195)	(126,203)

At 31 March 2012, the Group has unused tax losses of HK\$116,700,000 (2011: HK\$86,238,000) available for offset against future profits. A deferred tax asset has been recognised in respect of HK\$75,564,000 (2011: HK\$71,443,000) of such losses. No deferred tax asset has been recognised in respect of the remaining tax losses of HK\$41,136,000 (2011: HK\$14,795,000) due to the unpredictability of future profits streams, of which HK\$32,176,000 was arising from acquisition of subsidiaries in October 2011. At 31 March 2012, all of the unrecognised tax losses may be carried forward indefinitely.

30. 遞延稅項(續)

就呈列綜合財務狀況表而言，上述遞延稅項負債及資產已作抵銷。

就財務報告而言，遞延稅項結餘之分析如下：

於2012年3月31日，本集團之未動用稅項虧損為116,700,000港元(2011年：86,238,000港元)，可用於抵銷未來溢利。其中稅項虧損75,564,000港元(2011年：71,443,000港元)已確認為遞延稅項資產。由於未能預計未來溢利流入，故並無確認餘下41,136,000港元(2011年：14,795,000港元)之稅項虧損為遞延稅項資產，當中32,176,000港元乃來自2011年10月收購附屬公司時產生。於2012年3月31日，未確認稅項虧損應可無限期結轉。

Notes to the Consolidated Financial Statements *(continued)*

綜合財務報表附註(續)

For the Year Ended 31 March 2012

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31. SHARE OPTION SCHEMES

The Company

The Company has a share option scheme (the “EI Scheme”) approved at the special general meeting of the Company held on 18 February 2002 (the “Adoption Date”). Under the EI Scheme the directors of the Company may at their absolute discretion grant options to any employee(s) including executive or non-executive directors of the Group or associated companies, controlling shareholders, business partners, joint venture partners, contractors, agents, representatives, suppliers, customers, landlords, tenants, advisers or consultants of the Group (including any company controlled by any of the above persons) to subscribe for shares in the Company.

The EI Scheme is for the primary purpose of attracting, retaining and motivating talented employees, providing participants of the EI Scheme with opportunity to acquire proprietary interests in the Company and encouraging participants as incentives to work towards enhancing the value of the Company and its shares for the benefit of the Company and its shareholders as a whole and as rewards for the participants’ contribution or potential contribution to the Group. The EI Scheme expired on 18 February 2012.

The maximum number of shares which may be issued upon exercise of all options to be granted under the EI Scheme must not exceed 10% of the shares in issue on the Adoption Date. The overall limit on the number of shares which may be issued upon exercise of all options granted and yet to be exercised under the EI Scheme and other share option schemes of the Company not exceed 30% of the shares in issue from time to time.

31. 購股權計劃

本公司

本公司於2002年2月18日(「採納日期」)舉行之本公司股東特別大會上批准一項購股權計劃(「永義國際購股權計劃」)。根據永義國際購股權計劃，本公司董事可絕對酌情向任何僱員包括本集團或聯營公司之執行或非執行董事、本集團之控股股東、業務夥伴、合營企業夥伴、承包商、代理人、營業代表、供應商、客戶、業主、租戶、諮詢人或顧問(包括由任何上述人士所控制之任何公司)授出購股權，以認購本公司之股份。

永義國際購股權計劃主要目的是為吸引、挽留及鼓勵有才幹之僱員，讓永義國際購股權計劃之參與者有機會可認購本公司之所有權權益，並鼓勵參與者為提升本公司及其股份之價值而努力，以符合本公司及其股東之整體利益，以及作為參與者對本集團貢獻或潛在貢獻之獎勵。永義國際購股權計劃於2012年2月18日屆滿。

可於永義國際購股權計劃及已授出之購股權予以行使時發行之最高股份數目，不得超逾於採納日期本公司已發行股份10%。可於永義國際購股權計劃及本公司其他購股權計劃所有已授出但尚未行使之購股權予以行使時發行之股份數目之整體上限，不得超逾本公司不時已發行股份30%。

Notes to the Consolidated Financial Statements *(continued)*

綜合財務報表附註 *(續)*

For the Year Ended 31 March 2012

截至2012年3月31日止年度

31. SHARE OPTION SCHEMES *(continued)*

The Company *(continued)*

Each grant of options to any director, chief executive or substantial shareholder of the Company, or any of their respective associates, shall be subject to the approval of the independent non-executive directors of the Company. Where any grant of options to a substantial shareholder or an independent non-executive director of the Company, or any of their respective associates, would result in the shares issued and to be issued upon exercise of all options already granted and to be granted to such person in the 12-month period representing in aggregate over 0.1% of the shares of the Company in issue and having an aggregate value, based on the closing price of the Company's shares as stated in the Stock Exchange's daily quotations sheet on the date of each grant, in excess of HK\$5,000,000, such further grant of options shall be subject to shareholders' approval with the connected persons of the Company abstaining from voting.

Subject to the aforesaid, the total number of shares issued and to be issued upon exercise of the options granted and to be granted to each grantee (including both exercised and outstanding options) in any 12-month period must not exceed 1% of the shares of the Company in issue. Any further grant of options in excess of the limit shall be subject to shareholders' approval with such grantee and his associates abstaining from voting.

31. 購股權計劃 *(續)*

本公司 *(續)*

向本公司任何董事、主要行政人員或主要股東或任何彼等各自之聯繫人授出之每項購股權，均須取得本公司獨立非執行董事批准。倘向本公司主要股東或獨立非執行董事或任何彼等各自之聯繫人授出任何購股權，會導致在任何12個月期間內，向該名人士已授出及將授出之所有購股權獲行使時已發行及將發行之股份總數，超過本公司已發行股份0.1%，及根據於每次授出日期於聯交所之每日報價表所列之本公司股份收市價計算之股份總值超過5,000,000港元時，此等進一步授出購股權須取得股東批准，而本公司之關連人士須在表決時放棄投票。

受上文所述之限制下，在任何12個月期間內，向各承授人已授出及將授出之購股權(包括已行使及尚未行使之購股權)獲行使時已發行及將發行之股份總數，不得超過本公司已發行股份1%。任何進一步授出超過該上限之購股權須取得股東批准，而承授人及其聯繫人須在表決時放棄投票。

Notes to the Consolidated Financial Statements *(continued)*

綜合財務報表附註 *(續)*

For the Year Ended 31 March 2012

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31. SHARE OPTION SCHEMES *(continued)*

The Company *(continued)*

The offer of the grant of options must be accepted within 30 days from the date of offer with the payment of a nominal consideration of HK\$1. The exercise period of the share options is determined by the directors of the Company and shall not expire later than ten years from the date of offer. The subscription price is determined by the directors of the Company, and will not be less than the highest of (i) the closing price of the Company's shares as stated in the daily quotations sheets issued by the Stock Exchange on the date of offer; (ii) the average closing price of the Company's shares as stated in the daily quotations sheets issued by the Stock Exchange for the five business days immediately preceding the date of offer; and (iii) the nominal value of a share of the Company on the date of offer. Unless otherwise determined by the directors of the Company, there is no minimum period for which an option must be held before it can be exercised.

There was no share options outstanding at 31 March 2012 and 2011 or at any time during the years ended 31 March 2012 and 2011.

Easyknit Enterprises

On 6 June 2002, a share option scheme (the "EE Scheme") was approved by the shareholders of Easyknit Enterprises. Under the terms of the EE Scheme, the board of directors of Easyknit Enterprises may, at its absolute discretion, offer options to any employee (full-time and part-time), director, supplier, consultant or advisor of any member of the EE Group to subscribe for shares in Easyknit Enterprises subject to the terms and conditions stipulated therein. The EE Scheme is valid during the period of 10 years commencing 6 June 2002, unless otherwise cancelled or amended.

31. 購股權計劃 *(續)*

本公司 *(續)*

授出購股權建議必須由建議日期起30日內接納，並支付象徵式代價1港元。購股權之行使期由本公司董事決定，及不會於建議授出日期十年後到期。認購價由本公司董事釐定，惟不得低於以下三者中之最高者：(i)於建議授出日期於聯交所發出之每日報價表所列之本公司股份之收市價；(ii)緊接建議授出日期前五個營業日於聯交所發出之每日報價表所列之本公司股份之平均收市價；及(iii)於建議授出日期本公司股份之面值。除非本公司董事另行釐定，否則購股權於行使前並無必須持有之最低期限。

於2012年及2011年3月31日及於截至2012年及2011年3月31日止年度任何期間內概無未行使的購股權。

永義實業

於2002年6月6日，永義實業股東批准一項購股權計劃（「永義實業購股權計劃」）。根據永義實業購股權計劃之條款，永義實業董事會可按其絕對酌情權，根據所規定之條款及條件向永義實業集團任何成員公司之任何僱員（全職或兼職）、董事、供應商、顧問或諮詢人授出可認購永義實業股份之購股權。永義實業購股權計劃除非以其他方式註銷或修訂，否則由2002年6月6日起計10年期間內一直生效。

Notes to the Consolidated Financial Statements *(continued)*

綜合財務報表附註 *(續)*

For the Year Ended 31 March 2012

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31. SHARE OPTION SCHEMES *(continued)*

Easyknit Enterprises *(continued)*

The purposes of the EE Scheme are to attract and retain the best available personnel, to provide additional incentives to eligible participants and to promote the success of the business of Easyknit Enterprises and its subsidiaries.

The maximum number of shares which may be issued under the EE Scheme must not (when aggregate with any shares to be issued under any other share option schemes of Easyknit Enterprises) exceed 10% of the shares in issue at the date of adoption of the EE Scheme.

The maximum number of shares issuable upon the exercise of the share options granted to each eligible participant of the EE Scheme within any 12-month period, is limited to 1% of the shares of Easyknit Enterprises in issue. Any further grant of share options in excess of this limit is subject to shareholders' approval in a general meeting of Easyknit Enterprises with such grantee and his associate(s) abstaining from voting.

The exercise period of the share options is determined by the board of directors of Easyknit Enterprises and shall end on a date which is not later than 10 years from the date of grant of the options. There is no specific requirement under the EE Scheme that an option must be held for any minimum period before it can be exercised, but its terms provide that the board of directors of Easyknit Enterprises has the discretion to impose a minimum period at the time of offer of any particular option. The offer of a grant of share options may be accepted within 14 days from the date of the offer, with the payment of a nominal consideration of HK\$1 in total by the offeree.

31. 購股權計劃 *(續)*

永義實業 *(續)*

永義實業購股權計劃旨在吸引及挽留最佳現有人員、提供額外鼓勵予合資格參與者及推廣永義實業及其附屬公司之成功業務。

永義實業購股權計劃可能發行之最高股份數目不得(與根據永義實業之任何其他購股權計劃將予發行之任何股份合併計算)超過於採納永義實業購股權計劃當日之已發行股份之10%。

於任何12個月期間內，當永義實業購股權計劃之各合資格參與者行使其所獲授予之購股權時，將予發行之最高股份數目，以永義實業已發行股份之1%為限。任何進一步授出超過此限額之購股權，須待股東於永義實業股東大會上批准方可作實，而該承授人及其聯繫人須放棄投票。

購股權之行使期由永義實業董事會決定，但須不遲於授出購股權當日起計10年之日結束。永義實業購股權計劃並沒有特定要求規定購股權行使之前必須持有之最短期限，惟其條款給予永義實業董事會酌情權，就任何特定購股權進行要約時可施加該最短期限。受要約人可於要約日期起14日內接納授出購股權之要約，並支付象徵式代價共1港元。

Notes to the Consolidated Financial Statements *(continued)*

綜合財務報表附註 *(續)*

For the Year Ended 31 March 2012

截至2012年3月31日止年度

31. SHARE OPTION SCHEMES *(continued)*

Easyknit Enterprises *(continued)*

The exercise price in respect of any particular option of the EE Scheme may be determined by the board of directors of Easyknit Enterprises in its absolute discretion and notified to each offeree but may not be less than the highest of (i) the closing price of the shares of Easyknit Enterprises on the Stock Exchange as stated in the Stock Exchange's daily quotations sheets on the date of offer, which must be a business day; (ii) the average closing price of the shares of Easyknit Enterprises on the Stock Exchange as stated in the Stock Exchange's daily quotations sheets for the five business days immediately preceding the date of offer; and (iii) the nominal value of the shares of Easyknit Enterprises on the date of offer.

No share options were granted or exercised during the years ended 31 March 2012 and 31 March 2011.

32. ACQUISITION OF SUBSIDIARIES

On 12 September 2011, Goodco Development Limited ("Goodco"), a wholly-owned subsidiary of the Company, entered into an agreement (the "Conditional Share Purchase Agreement") with an independent third party for acquiring 61,775,205 shares in the share capital of Easyknit Enterprises ("EE Shares") when Easyknit Enterprises was an associate of the Group for an aggregate consideration of HK\$18,533,000, or HK\$0.30 per EE Share. The 61,775,205 EE Shares represented approximately 11.22% of the issued share capital of Easyknit Enterprises as at the date of the Conditional Share Purchase Agreement. Immediately following the completion of the Conditional Share Purchase Agreement on 19 October 2011, the Group owned in aggregate 246,942,192 EE Shares, representing approximately 44.84% of the issued share capital of Easyknit Enterprises.

31. 購股權計劃 *(續)*

永義實業 *(續)*

永義實業董事會可按其絕對酌情權，釐定永義實業購股權計劃之任何特定購股權之行使價，並知會各受要約人，惟有關行使價不得少於(i)於要約日期(必須為營業日)於聯交所之每日報價表所列永義實業股份於聯交所之收市價；(ii)緊接要約日期前五個營業日，於聯交所之每日報價表所列永義實業股份於聯交所之平均收市價；以及(iii)永義實業股份於要約日期之面值(以最高者為準)。

於截至2012年3月31日及2011年3月31日止年度概無購股權獲授出或行使。

32. 收購附屬公司

於2011年9月12日，本公司一間全資附屬公司佳豪發展有限公司(「佳豪」)與一名獨立第三者訂立協議(「有條件股份買賣協議」)以收購本集團一間聯營公司永義實業股本中之61,775,205股股份(「永義實業股份」)，總代價為18,533,000港元，或每股永義實業股份0.3港元。於有條件股份買賣協議訂立日期，61,775,205股永義實業股份代表永義實業已發行股本中之11.22%。緊隨有條件股份買賣協議於2011年10月19日完成，本集團合共擁有246,942,192股永義實業股份，代表永義實業已發行股本約44.84%。

Notes to the Consolidated Financial Statements *(continued)*

綜合財務報表附註(續)

For the Year Ended 31 March 2012

截至2012年3月31日止年度

32. ACQUISITION OF SUBSIDIARIES *(continued)*

Pursuant to the Hong Kong Code on Takeovers and Mergers, the Group was required to make a mandatory conditional offer to acquire all the issued EE Shares not already owned or agreed to be owned by the Group (the “Offer”). The offer price for the Offer is HK\$0.30 per offer share. On 25 October 2011, the Offer was declared unconditional and the Group had in aggregate approximately 50.11% interests in Easyknit Enterprises and has obtained control over the EE Group.

The Offer was closed on 11 November 2011. Immediately after the close of the Offer, the Group owned in aggregate 445,450,671 EE Shares, representing approximately 80.89% of the issued share capital of Easyknit Enterprises. The remaining 19.11% of the issued share capital of Easyknit Enterprises were held by the public. Easyknit Enterprises could not fulfill the minimum public float requirement under the Listing Rules Governing the Listing of Securities on the Stock Exchange. Accordingly on 21 December 2011, Goodco entered into a placing agreement with a placing agent pursuant to which Goodco agreed to place, through the placing agent, 47,000,000 EE Shares to independent investors at a price of HK\$0.27 per placing share (the “Placing”). Upon completion of the Placing on 4 January 2012, the shareholding of the Company in Easyknit Enterprises reduced from approximately 80.89% to approximately 72.36%.

32. 收購附屬公司(續)

根據香港公司收購及合併守則，本集團必須提出強制有條件要約，以收購所有本集團並未擁有或同意擁有之已發行永義實業股份（「要約」）。每股要約股份之要約價為0.3港元。於2011年10月25日，要約宣佈為無條件，本集團合共持有約50.11%之永義實業權益及已取得永義實業集團之控制。

要約已於2011年11月11日截止。緊隨要約截止後，本集團合共擁有445,450,671股永義實業股份，代表永義實業已發行股本約80.89%。剩餘19.11%之永義實業已發行股本由公眾持有。永義實業未能符合聯交所之證券上市規則之最低公眾持股量之要求。據此，於2011年12月21日，佳豪與配售代理訂立配售協議，佳豪同意透過配售代理配售47,000,000股永義實業股份予獨立投資者，每股配售股份價格為0.27港元（「配售」）。於2012年1月4日配售完成時，本公司於永義實業之持股量由約80.89%減至約72.36%。

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the Year Ended 31 March 2012

截至2012年3月31日止年度

32. ACQUISITION OF SUBSIDIARIES (continued)

The above acquisition of subsidiaries has been accounted for using the acquisition method. The Group obtained control over Easyknit Enterprises on 25 October 2011, on which date the amount of gain from bargain purchase is HK\$206,276,000. The Group further increased its equity interests in Easyknit Enterprises subsequent to 25 October 2011 to 72.36% which did not result in the Group losing control over Easyknit Enterprises and hence was accounted for as equity transactions. The difference of HK\$91,032,000 between the amount by which the non-controlling interests are adjusted and the fair value of the net amount of consideration paid amounting to HK\$38,307,000, is recognised directly in equity and attributed to owners of the Company. The EE Group is mainly engaged in garment sourcing and exporting, property investment and investment in securities.

The net assets recognised at 25 October 2011, the date of acquisition, are as follows:

Property, plant and equipment	物業、廠房及設備
Investment properties	投資物業
Investments held for trading	持作買賣投資
Trade and other receivables	貿易及其他應收款項
Bills receivable	應收票據
Bank balances and cash	銀行結餘及現金
Trade and other payables	貿易及其他應付款項
Tax payable	應付稅項
Deferred taxation	遞延稅項

In the opinion of the directors of the Company, the fair values of the receivables acquired (which principally comprised trade and other receivables and bills receivable) approximate to the gross contractual amounts, the best estimate at acquisition date of the contractual cash flows of the receivables which are expected to be collected.

32. 收購附屬公司(續)

以上附屬公司之收購乃以收購法入賬。於2011年10月25日，本集團已取得永義實業之控制，當日之協議收購收益為206,276,000港元。自2011年10月25日後，本集團進一步增加於永義實業之權益至72.36%，由於沒有導致本集團失去永義實業之控制，因而以權益交易入賬。已調整之非控股權益及已付代價公平值淨額38,307,000港元之差異91,032,000港元，已於權益直接確認及已分配至本公司權益持有人。永義實業集團主要從事採購及出口成衣，物業投資及證券投資業務。

於收購日期2011年10月25日已確認之資產淨值如下：

HK\$'000
千港元

10,883
317,703
74,609
61,977
647
184,821
(37,426)
(14,325)
(22,022)

576,867

本公司之董事認為，應收款項(主要包括貿易及其他應收款項及應收票據)之公平值與其總合約金額相約，乃為於收購日期預期收回之應收款項之合約現金流量之最佳估計。

Notes to the Consolidated Financial Statements (continued) 綜合財務報表附註(續)

For the Year Ended 31 March 2012

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32. ACQUISITION OF SUBSIDIARIES (continued)

32. 收購附屬公司(續)

Bargain purchase gain arising on acquisition:

來自收購之協議收購收益：

		HK\$'000 千港元
Consideration transferred:	代價轉讓：	
– Fair value of previously held interests of 44.84% in Easyknit Enterprises	– 已持有永義實業44.84%權益之公平值	74,083
– Consideration paid in respect of obtaining control (from 44.84% to 50.11%)	– 為取得控制之已付代價(由44.84%至50.11%)	8,709
		82,792
Plus: Non-controlling interests (49.89%) measured at proportionate share of the fair value of net assets acquired	加：非控股權益(49.89%)，已收購資產淨值之公平值按比例分估計量	287,799
Less: Net assets acquired	減：已收購資產淨值	(576,867)
Gain from a bargain purchase (credited to profit or loss)	來自一項協議收購之收益(已計入損益)	206,276
Net cash inflow on acquisition:	收購之現金流入淨額：	
Cash and cash equivalents acquired	已收購之現金及等同現金	184,821
Less: Cash consideration paid	減：已付現金代價	(8,709)
		176,112

Included in the revenue and profit for the year is HK\$79,791,000 and HK\$15,260,000 respectively attributable to the EE Group.

包括在本年度之營業額及溢利分別有79,791,000港元及15,260,000港元屬於永義實業集團。

Had the acquisition been completed on 1 April 2011, total group revenue and profit for the year would have been HK\$410,708,000 and HK\$44,223,000 respectively. The pro forma information is for illustrative purposes only and is not necessarily an indication of revenue and results of operations of the Group that actually would have been achieved had the acquisition been completed on 1 April 2011, nor is it intended to be a projection of future results.

假如當收購於2011年4月1日完成，本集團本年度之總營業額及溢利分別為410,708,000及44,223,000港元。備考資料僅作說明用途，並不是指假如收購於2011年4月1日完成所達到之本集團營業額及業績，也不是用作對未來業績作出預測。

33. PLEDGE OF ASSETS

At the end of the reporting period, the following assets of the Group were pledged to a bank to secure credit facilities granted to the Group:

		2012	2011
		HK\$'000	HK\$'000
		千港元	千港元
Investment properties	投資物業	677,500	655,000

33. 資產抵押

於報告期末，本集團之資產已抵押予銀行作為批予本集團銀行借貸之抵押品如下：

34. OPERATING LEASE ARRANGEMENTS**The Group as lessee**

		2012	2011
		HK\$'000	HK\$'000
		千港元	千港元
Minimum lease payments recognised in profit or loss during the year	年內於損益確認之最低租約付款	1,640	1,536

34. 經營租約安排**本集團作為承租人**

At the end of the reporting period, the Group had commitments for future minimum lease payments under non-cancellable operating leases which fall due as follows:

於報告期末，本集團根據不可撤銷經營租約之未來最低租約付款承擔期限如下：

		2012	2011
		HK\$'000	HK\$'000
		千港元	千港元
Within one year	一年內	547	1,620
In the second to fifth year inclusive	第二至第五年內	70	297
		617	1,917

Notes to the Consolidated Financial Statements (continued) 綜合財務報表附註(續)

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34. OPERATING LEASE ARRANGEMENTS

(continued)

Operating lease payments represent rentals payable by the Group for certain of its office premises and directors' quarters. Leases are negotiated for terms of one to two years.

Under the leases entered into by the Group, the lease payments are fixed and no arrangements have been entered into for contingent rental payments.

The Group as lessor

Property rental income earned during the year	年內賺取之物業租金收入
Less: Outgoings	減：支出
Net rental income	租金收入淨額

At the end of the reporting period, the Group had contracted with tenants for the following future minimum lease payments:

Within one year	一年內
In the second to fifth year inclusive	第二至第五年內
Over five years	超過五年

Under the leases entered into by the Group, the rental payments are fixed and no arrangements have been entered into for contingent rental payments. The properties held have committed tenants for terms of one to six years (2011: one to three years).

34. 經營租約安排(續)

經營租約付款指本集團就其若干辦公室及董事住所之應付租金。租約協商為期一至兩年。

根據本集團訂立之租約，租約付款額為固定及並無訂立或然租金付款安排。

本集團作為出租人

2012 HK\$'000 千港元	2011 HK\$'000 千港元
40,507	35,327
(2,274)	(2,064)
38,233	33,263

於報告期末，本集團與租戶訂立以下未來最低租約付款：

2012 HK\$'000 千港元	2011 HK\$'000 千港元
41,571	24,868
18,306	21,233
495	—
60,372	46,101

根據本集團訂立之租約，租約付款為固定及並無訂立或然租金付款安排。持有物業之租約為期一至六年(2011年：一至三年)。

Notes to the Consolidated Financial Statements *(continued)*

綜合財務報表附註(續)

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35. CAPITAL COMMITMENTS

Capital expenditure contracted for but not provided in the consolidated financial statements in respect of:	已訂約但尚未於綜合財務報表中撥備之資本開支：
– property, plant and equipment	– 物業、廠房及設備
– investment properties	– 投資物業

35. 資本承擔

2012 HK\$'000 千港元	2011 HK\$'000 千港元
9,850	—
162,000	—
171,850	—

36. RETIREMENT BENEFITS SCHEMES

The Group had defined contribution retirement scheme (the “Retirement Scheme”) for its employees and the assets of the Retirement Scheme are held under provident funds managed by independent trustees. With effect from 1 December 2000, the Retirement Scheme has become a “Top Up” scheme to supplement the minimum benefit under the mandatory provident fund scheme (the “MPF Scheme”) for all the eligible employees of the Group in Hong Kong.

Under the MPF Scheme, the employees are required to contribute 5% of their monthly salaries or up to a maximum of HK\$1,000 and they can choose to make additional contributions. The employer’s monthly contributions are calculated at 5% of the employee’s monthly salaries or up to a maximum of HK\$1,000 (the “mandatory contributions”). The employees are entitled to 100% of the employer’s mandatory contributions upon their retirement at the age of 65, death or total incapacity.

36. 退休福利計劃

本集團設有僱員界定供款退休福利計劃(「退休計劃」)，退休計劃之資產由一獨立信托人管理基金持有。由2000年12月1日起，退休計劃改變為「增補」計劃以補充為本集團於香港所有合資格員工而設立基本利益之強制性公積金計劃(「強積金計劃」)。

於強積金計劃下，僱員須根據每月薪金供款5%或最多為1,000港元，僱員並可選擇作出額外供款。僱主每月供款為按僱員之每月薪金計算供款5%或最多為1,000港元(「強制性供款」)。僱員於65歲退休時、死亡或完全喪失行為能力時，可享有僱主強制性供款之100%。

Notes to the Consolidated Financial Statements *(continued)*

綜合財務報表附註 *(續)*

For the Year Ended 31 March 2012

截至2012年3月31日止年度

36. RETIREMENT BENEFITS SCHEMES

(continued)

Employees of the subsidiaries in the PRC are members of the state-sponsored pension scheme operated by the PRC government. The subsidiaries are required to contribute a certain percentage of their payroll to the pension scheme to fund the benefits. The only obligation of the Group with respect to the pension scheme is to make the required contributions.

The aggregate employers' contributions which have been dealt with in profit or loss for the year ended 31 March 2012 amounted to HK\$448,000 (2011: HK\$240,000).

At the end of the reporting period, the total amount of forfeited contributions available to reduce the contributions payable in the future years was insignificant.

36. 退休福利計劃 *(續)*

於中國之附屬公司之僱員為中國政府設立之國家資助退休金計劃成員。附屬公司須按薪金若干百分比向退休金計劃供款。本集團之責任僅為就退休金計劃作出所規定之供款。

於截至2012年3月31日止年度於損益反映之僱主供款總額為448,000港元(2011年：240,000港元)。

於報告期末，可供用作扣減未來年度應付供款之沒收供款總額並不重大。

Notes to the Consolidated Financial Statements *(continued)*

綜合財務報表附註(續)

For the Year Ended 31 March 2012

截至2012年3月31日止年度

37. PARTICULARS OF PRINCIPAL SUBSIDIARIES

37. 主要附屬公司之詳情

Particulars of the Company's principal subsidiaries as at 31 March 2012 and 2011 are as follows:

於2012年及2011年3月31日，本公司主要附屬公司之詳情如下：

Name of subsidiary 附屬公司名稱	Place of incorporation/ establishment and operation 註冊成立/成立 及經營地點	Nominal value of issued share/ registered capital 已發行/ 註冊股本面值	Proportion of nominal value of issued share capital/ registered capital held indirectly by the Company 本公司持有之 已發行股本/ 註冊股本面值比例		Principal activities 主要業務
			2012	2011	
Chancemore Limited #	British Virgin Islands/ Hong Kong 英屬處女群島/香港	Ordinary US\$1 普通股1美元	72.36%	##	Property investment 物業投資
Clever Wise Holdings Limited # 智聰控股有限公司 #	British Virgin Islands/ Hong Kong 英屬處女群島/香港	Ordinary US\$1 普通股1美元	72.36%	##	Property investment 物業投資
Easyknit Enterprises Holdings Limited # 永義實業集團有限公司 #	Bermuda 百慕達	Ordinary HK\$5,506,867 普通股5,506,867港元	72.36%	##	Investment holding 投資控股
Easyknit Global Company Limited # 永義環球有限公司 #	Hong Kong 香港	Ordinary HK\$2 普通股2港元	72.36%	##	Trading of garments 成衣貿易
Easyknit Properties Management Limited 永義物業管理有限公司	Hong Kong 香港	Ordinary HK\$10,000 普通股10,000港元	100%	100%	Property management 物業管理
Gainever Corporation Limited # 永達恒有限公司 #	Hong Kong 香港	Ordinary HK\$2 普通股2港元	72.36%	##	Trading of marketable securities 證券買賣

Notes to the Consolidated Financial Statements *(continued)*

綜合財務報表附註(續)

For the Year Ended 31 March 2012

截至2012年3月31日止年度

37. PARTICULARS OF PRINCIPAL SUBSIDIARIES *(continued)*

37. 主要附屬公司之詳情(續)

Name of subsidiary 附屬公司名稱	Place of incorporation/ establishment and operation 註冊成立/成立 及經營地點	Nominal value of issued share/ registered capital 已發行/ 註冊股本面值	Proportion of nominal value of issued share capital/ registered capital held indirectly by the Company 本公司持有之 已發行股本/ 註冊股本面值比例		Principal activities 主要業務
			2012	2011	
Goldchamp International Limited 世昌國際有限公司	Hong Kong 香港	Ordinary HK\$2 普通股2港元	100%	100%	Property investment 物業投資
Golden Top Properties Limited 高順置業有限公司	Hong Kong 香港	Ordinary HK\$2 普通股2港元	100%	100%	Property investment 物業投資
Grow Well Profits Limited	British Virgin Islands/ Singapore 英屬處女群島/新加坡	Ordinary US\$1 普通股1美元	100%	100%	Property investment 物業投資
Happy Light Investments Limited 明熹投資有限公司	British Virgin Islands/ Hong Kong 英屬處女群島/香港	Ordinary US\$1 普通股1美元	100%	100%	Property development 物業發展
Janson Properties Limited 展勝置業有限公司	Hong Kong 香港	Ordinary HK\$2 普通股2港元	100%	100%	Property investment 物業投資
Kingbest Capital Holdings Limited 佳景資本控股有限公司	British Virgin Islands/ Hong Kong 英屬處女群島/香港	Ordinary US\$1 普通股1美元	100%	100%	Property development 物業發展
Mark Profit Development Limited 卓益發展有限公司	Hong Kong 香港	Ordinary HK\$2 普通股2港元	100%	100%	Property investment and trading of marketable securities 物業投資及證券買賣

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the Year Ended 31 March 2012

截至2012年3月31日止年度

37. PARTICULARS OF PRINCIPAL SUBSIDIARIES (continued)

37. 主要附屬公司之詳情(續)

Name of subsidiary 附屬公司名稱	Place of incorporation/ establishment and operation 註冊成立/成立 及經營地點	Nominal value of issued share/ registered capital 已發行/ 註冊股本面值	Proportion of nominal value of issued share capital/ registered capital held indirectly by the Company 本公司持有之 已發行股本/ 註冊股本面值比例		Principal activities 主要業務
			2012	2011	
Planetic International Limited	Hong Kong 香港	Ordinary HK\$2 普通股2港元	100%	100%	Finance company 融資公司
Trump Elegant Investment Limited 凱雋投資有限公司	Hong Kong 香港	Ordinary HK\$1 普通股1港元	100%	100%	Property development 物業發展
Wellmake Investments Limited 緯豐投資有限公司	Hong Kong 香港	Ordinary HK\$9,998 (Non-voting deferred HK\$2*) 普通股9,998港元 (無投票權遞延股 2港元)*	100%	100%	Property investment 物業投資
Easyknit Enterprises (Huzhou) Co., Ltd. ("Enterprises Huzhou")** (formerly known as Easyknit Garment (Huzhou) Co., Ltd.) # 永義實業(湖州)有限公司(「湖州實業」)** (前稱永義製衣(湖州)有限公司) #	PRC 中國	Registered US\$14,634,274 註冊股本 14,634,274美元	72.36%	##	Property investment 物業投資

Notes to the Consolidated Financial Statements *(continued)*

綜合財務報表附註 *(續)*

For the Year Ended 31 March 2012

截至2012年3月31日止年度

37. PARTICULARS OF PRINCIPAL SUBSIDIARIES *(continued)*

- * The non-voting deferred shares of Wellmake Investments Limited carry no rights to receive notice of, attend or vote at any general meeting and have very limited rights to participate in a distribution of profits and, on liquidation, to the repayment of the amount paid up on the shares.
- ** Enterprises Huzhou is a wholly foreign owned enterprise established in the PRC, to be operated for 50 years up to 14 December 2054.
- # These companies were acquired by the Group during the year ended 31 March 2012. Details are set out in note 32.
- ## These companies were associates of the Group at 31 March 2011 (see note 19).

The above table lists the subsidiaries of the Company, which, in the opinion of the directors of the Company, principally affected the results of the year or constituted a substantial portion of the assets of the Group. To give details of other subsidiaries would in the opinion of the directors, result in particulars of excessive length.

None of the subsidiaries had issued any debt securities at 31 March 2012 or 31 March 2011.

37. 主要附屬公司之詳情 *(續)*

- * 緯豐投資有限公司之無投票權遞延股無權收取任何股東大會之通告、出席大會或於大會上投票，且僅具非常有限權力獲分派溢利及於本公司清盤時獲退回實繳股份之金額。
- ** 湖州實業為一間於中國成立之外資投資企業，經營期為50年，直至2054年12月14日。
- # 該等附屬公司於截至2012年3月31日止年度被本集團收購。詳見附註32。
- ## 該等公司為本集團於2011年3月31日之聯營公司(見附註19)。

上表所列示之本公司附屬公司，據本公司董事之意見，主要影響年內之業績或構成本集團資產之主要部分。而董事之意見認為，提供其他附屬公司之詳情，會令到資料過於冗長。

概無附屬公司於2012年3月31日或2011年3月31日發行任何債務證券。

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the Year Ended 31 March 2012

截至2012年3月31日止年度

38. STATEMENT OF FINANCIAL POSITION OF THE COMPANY 38. 本公司之財務狀況表

		2012	2011
		HK\$'000	HK\$'000
		千港元	千港元
Non-current assets	非流動資產		
Interests in subsidiaries	於附屬公司權益	1,447,888	1,760,398
Current assets	流動資產		
Other receivables	其他應收款項	413	250
Bank balances and cash	銀行結餘及現金	141,980	71,348
		142,393	71,598
Current liabilities	流動負債		
Other payables	其他應付款項	1,249	664
Amounts due to subsidiaries	應付附屬公司款項	31,568	127,818
		32,817	128,482
Net current assets (liabilities)	流動資產(負債)淨值	109,576	(56,884)
Net assets	資產淨值	1,557,464	1,703,514
Capital and reserves	資本及儲備		
Share capital	股本	7,942	7,942
Reserves (Note)	儲備(附註)	1,549,522	1,695,572
Equity attributable to owners of the Company	本公司權益持有人應佔權益	1,557,464	1,703,514

Notes to the Consolidated Financial Statements (continued) 綜合財務報表附註(續)

For the Year Ended 31 March 2012

截至2012年3月31日止年度

38. STATEMENT OF FINANCIAL POSITION OF THE COMPANY (continued) 38. 本公司之財務狀況表(續)

Note: Movements of the Company's reserves during the current and the prior years are as follows:

附註：本公司之儲備於年內及過往年度之變動如下：

		HK\$'000 千港元
At 1 April 2010	於2010年4月1日	1,664,948
Total comprehensive income for the year	本年度全面收入總額	76,688
Dividends	股息	(46,064)
At 31 March 2011	於2011年3月31日	1,695,572
Total comprehensive expense for the year	本年度全面開支總額	(128,578)
Dividends	股息	(17,472)
At 31 March 2012	於2012年3月31日	1,549,522

39. EVENTS AFTER THE END OF THE REPORTING PERIOD

In April 2012, the Group entered into provisional agreements to acquire investment properties in Hong Kong from independent third parties at an aggregate consideration of approximately HK\$81,000,000.

39. 報告期間後事項

於2012年4月，本集團與獨立第三方訂立臨時買賣合約以購入位於香港之投資物業，總代價約為81,000,000港元。

Financial Summary

財務資料概要

RESULTS

業績

		Year ended 31 March 截至3月31日止年度				
		2008	2009	2010	2011	2012
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元
Turnover	營業額	524,583	465,662	35,289	39,986	203,583
Profit (loss) before taxation	除稅前溢利(虧損)	60,100	(106,390)	210,021	438,816	107,541
Taxation credit (charge)	稅項計入(開支)	4,236	5,006	(22,663)	(49,505)	(5,327)
		64,336	(101,384)	187,358	389,311	102,214
Profit (loss) for the year attributable to:	本年度溢利(虧損)分配至					
– owners of the Company	– 本公司權益持有人	64,336	(101,384)	187,358	389,311	96,789
– non-controlling interests	– 非控股權益	–	–	–	–	5,425
		64,336	(101,384)	187,358	389,311	102,214

ASSETS AND LIABILITIES

資產及負債

		At 31 March 於3月31日				
		2008	2009	2010	2011	2012
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元
Total assets	總資產	1,559,398	1,443,902	1,744,172	2,162,765	2,937,644
Total liabilities	總負債	(89,869)	(78,718)	(128,890)	(200,134)	(646,991)
Net assets	資產淨值	1,469,529	1,365,184	1,615,282	1,962,631	2,290,653
Equity attributable to owners of the Company	本公司權益持有人應佔權益	1,469,529	1,365,184	1,615,282	1,962,631	2,126,261
Non-controlling interests	非控股權益	–	–	–	–	164,392
		1,469,529	1,365,184	1,615,282	1,962,631	2,290,653

Summary of Properties

物業概要

As at 31 March 2012

於2012年3月31日

A. INVESTMENT PROPERTIES

A. 投資物業

	Location 地址	Purpose 用途	Approximate gross floor/ saleable area 概約樓面/ 實用面積 (sq. ft.) (平方呎)	Lease term 租約年期
1.	6th Floor, Nos. 650-652 Castle Peak Road, and No. 18A Wing Hong Street, Kowloon 九龍 青山道 650至652號及 永康街18A號, 6樓	Industrial 工業	8,514	Medium 中期
2.	2nd Floor, Nos. 790, 792 and 794 Cheung Sha Wan Road, Kowloon 九龍 長沙灣道 790號、792號及794號2樓	Industrial 工業	2,997	Medium 中期
3.	Block B1 and portion of Block B on 7th Floor, No. 481 Castle Peak Road, Cheung Sha Wan, Kowloon 九龍長沙灣青山道481號 7樓之B1座及 B座部分	Industrial 工業	6,992	Medium 中期

Summary of Properties (continued)

物業概要(續)

As at 31 March 2012

於2012年3月31日

A. INVESTMENT PROPERTIES (continued)

A. 投資物業(續)

	Location 地址	Purpose 用途	Approximate gross floor/ saleable area 概約樓面/ 實用面積 (sq. ft.) (平方呎)	Lease term 租約年期
4.	Unit B on First Floor, Fung Wah Factory Building, Nos. 646, 648, 648A Castle Peak Road, Kowloon 九龍青山道646號、648號及 648A號豐華工業大廈1樓工場B	Industrial 工業	1,937	Medium 中期
5.	Roof, No. 20 Wing Hong Street, Kowloon 九龍永康街20號天台	Industrial 工業	2,657	Medium 中期
6.	Fifth Floor, No. 20 Wing Hong Street, Kowloon 九龍永康街20號5樓	Industrial 工業	2,637	Medium 中期
7.	Easy Tower No. 609 Tai Nan West Street, Cheung Sha Wan, Kowloon 九龍長沙灣 大南西街609號 永義廣場	Industrial/commercial 工業/商業	74,458	Medium 中期

Summary of Properties *(continued)*

物業概要(續)

As at 31 March 2012

於2012年3月31日

A. INVESTMENT PROPERTIES *(continued)*

A. 投資物業(續)

	Location 地址	Purpose 用途	Approximate gross floor/ saleable area 概約樓面/ 實用面積 (sq. ft.) (平方呎)	Lease term 租約年期
8.	Shops 1, 2, 3 on Ground Floor together with showcase on Ground Floor, First Floor and Second Floor of Fa Yuen Plaza, No. 19 Fa Yuen Street, Mong Kok, Kowloon 九龍旺角 花園街19號 花園廣場地下1、2、3號舖及 櫥窗、1樓及2樓	Commercial 商業	13,544	Medium 中期
9.	Ground Floor, No. 50 Yun Ping Road, Causeway Bay, Hong Kong 香港銅鑼灣 恩平道50號地下	Commercial 商業	900	Long 長期
10.	House 9, Villa Castell, No. 20 Yau King Lane, Tai Po, New Territories 新界大埔優景里20號新翠山莊9號洋房	Residential 住宅	2,358	Medium 中期

Summary of Properties (continued)

物業概要(續)

As at 31 March 2012

於2012年3月31日

A. INVESTMENT PROPERTIES (continued)

A. 投資物業(續)

	Location 地址	Purpose 用途	Approximate gross floor/ saleable area 概約樓面/ 實用面積 (sq. ft.) (平方呎)	Lease term 租約年期
11.	Units 1 and 2 on Seventh Floor, Block D and Car Parking Space No. 46 on Lower Ground Floor, Shatin Heights, No. 8003 Tai Po Road, Shatin, New Territories 新界沙田大埔公路8003號 沙田花園D座7樓1號和2號單位及 低層地下車位 第46號	Residential 住宅	2,086	Medium 中期
12.	Third Floor, No. 161 Wong Nai Chung Road, Hong Kong 香港黃泥涌道161號3樓	Residential 住宅	781	Medium 中期
13.	15 Ardmore Park #04-03, Singapore 259959 15 Ardmore Park #04-03 新加坡259959	Residential 住宅	2,885	Freehold 免租
14.	15 Ardmore Park #06-04, Singapore 259959 15 Ardmore Park #06-04 新加坡259959	Residential 住宅	2,885	Freehold 免租

Summary of Properties (continued)

物業概要(續)

As at 31 March 2012

於2012年3月31日

A. INVESTMENT PROPERTIES (continued)

A. 投資物業(續)

	Location 地址	Purpose 用途	Approximate gross floor/ saleable area 概約樓面/ 實用面積 (sq. ft.) (平方呎)	Lease term 租約年期
15.	15 Ardmore Park #18-02, Singapore 259959 15 Ardmore Park #18-02 新加坡 259959	Residential 住宅	2,885	Freehold 免租
16.	Shop C on First Floor, One Victory, Nos. 1, 1A and 3 Victory Avenue, Ho Man Tin, Kowloon 九龍何文田勝利道1號、1A號及3號 勝利道1號1樓C舖	Commercial 商業	2,758	Long 長期
17.	Blocks A, B and D on Ground Floor, Blocks A, B and D on First Floor, Blocks A, B and D on Second Floor, Nos. 301, 301A – C Prince Edward Road West, Ho Man Tin, Kowloon 九龍何文田太子道西301號、301A-C號 地下A、B及D座、 1樓A、B及D座、 2樓A、B及D座	Residential 住宅	8,736	Long 長期
18.	Ground Floor, No. 148 Johnston Road, Wanchai, Hong Kong 香港灣仔莊士敦道148號地下	Commercial 商業	580	Long 長期
19.	Ground Floor and Cockloft, No. 13 Matheson Street, Causeway Bay, Hong Kong 香港銅鑼灣勿地臣街13號地下及閣樓	Commercial 商業	1,232	Long 長期

Summary of Properties *(continued)*

物業概要 *(續)*

As at 31 March 2012

於2012年3月31日

A. INVESTMENT PROPERTIES *(continued)*

A. 投資物業 *(續)*

	Location 地址	Purpose 用途	Approximate gross floor/ saleable area 概約樓面/ 實用面積 (sq. ft.) (平方呎)	Lease term 租約年期
20.	Two parcels of land at an industrial site located at the South of Hengtang Harbour, the West of Dongliang Road, Zhili Town, Wuxing District, Huzhou City, Zhejiang Province of the People's Republic of China with a total of six building blocks being built 兩幅作為工業用地之土地位處於中國浙江省湖州市吳興區織里鎮棟梁路以西橫塘港以南 總計六棟已完成建築之建築物	Industrial 工業	1,805,534	Medium 中期

Summary of Properties *(continued)*

物業概要(續)

As at 31 March 2012

於2012年3月31日

B. PROPERTIES HELD FOR DEVELOPMENT FOR SALE

B. 持作出售發展物業

	Location 地址	Purpose 用途	Approximate gross site area 概約地皮面積 (sq. ft.) (平方呎)	Percentage of interest 權益百分比	Lease term 租約年期	Stage of completion 完成階段
1.	Nos. 311A-D, Nos. 313 & 313A-C Prince Edward Road West, Ho Man Tin Kowloon 九龍何文田太子道西 311A至D號、313號 及313A至C號	Residential 住宅	17,396	100%	Long 長期	Under development 發展中



EASYKNIT INTERNATIONAL HOLDINGS LIMITED

永 義 國 際 集 團 有 限 公 司

(Stock Code 股份代號: 1218)

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