



UBA INVESTMENTS LIMITED

開明投資有限公司

(Incorporated in the Cayman Islands with limited liability)

(於開曼群島註冊成立之有限公司)

Stock code 股份代號 : 768

Opportunities to **Grasp**

2012 Annual Report  
年報



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## CORPORATE INFORMATION

### BOARD OF DIRECTORS

#### Executive Directors

Mr. CHAU Wai Hing (*Chairman*)  
Mr. CHENG Wai Lun, Andrew  
Dr. WONG Yun Kuen

#### Independent Non-executive Directors

Mr. CHAN Chung Yee, Alan  
Dr. FUNG Lewis Hung  
Mr. TANG Hon Bui, Ronald

### COMPANY SECRETARY

Ms. HAU Wing Lai, Queenie

### AUDITORS

#### LI, TANG, CHEN & CO.

*Certified Public Accountants (Practising)*

### AUDIT COMMITTEE

Mr. CHAN Chung Yee, Alan (*Chairman*)  
Dr. FUNG Lewis Hung  
Mr. TANG Hon Bui, Ronald

### REMUNERATION COMMITTEE

Mr. CHAN Chung Yee, Alan (*Chairman*)  
Dr. FUNG Lewis Hung  
Mr. TANG Hon Bui, Ronald  
Mr. CHENG Wai Lun, Andrew

### NOMINATION COMMITTEE

Mr. CHAN Chung Yee, Alan (*Chairman*)  
Dr. FUNG Lewis Hung  
Mr. TANG Hon Bui, Ronald  
Mr. CHENG Wai Lun, Andrew

### PRINCIPAL BANKER

Wing Hang Bank, Limited

### STOCK CODE

Hong Kong Stock Exchange: 768

### WEBSITE

<http://www.uba.com.hk>

## 公司資料

### 董事會

#### 執行董事

周偉興先生 (*主席*)  
鄭偉倫先生  
黃潤權博士

#### 獨立非執行董事

陳宗彝先生  
馮振雄醫生  
鄧漢標先生

### 公司秘書

侯詠麗小姐

### 核數師

李湯陳會計師事務所  
*執業會計師*

### 審核委員會

陳宗彝先生 (*主席*)  
馮振雄醫生  
鄧漢標先生

### 薪酬委員會

陳宗彝先生 (*主席*)  
馮振雄醫生  
鄧漢標先生  
鄭偉倫先生

### 提名委員會

陳宗彝先生 (*主席*)  
馮振雄醫生  
鄧漢標先生  
鄭偉倫先生

### 主要往來銀行

永亨銀行有限公司

### 股票代號

香港聯合交易所：768

### 網址

<http://www.uba.com.hk>

## CORPORATE INFORMATION

### INVESTMENT MANAGER

Upbest Assets Management Limited

### PRINCIPAL PLACE OF BUSINESS IN HONG KONG

2nd Floor, Wah Kit Commercial Centre  
302 Des Voeux Road Central  
Hong Kong

### REGISTERED OFFICE

P.O. Box 309  
Ugland House  
Grand Cayman  
KY1-1104  
Cayman Islands

### CAYMAN ISLANDS PRINCIPAL REGISTRAR

#### Butterfield Fulcrum Group (Cayman) Limited

Butterfield House, 68 Fort Street  
P.O. Box 609  
Grand Cayman KY1-1107  
Cayman Islands

### HONG KONG BRANCH REGISTRAR

#### Tricor Standard Limited

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

## 公司資料

### 投資經理

美建管理有限公司

### 香港主要營業地點

香港  
德輔道中302號  
華傑商業中心2樓

### 註冊辦事處

P.O. Box 309  
Ugland House  
Grand Cayman  
KY1-1104  
Cayman Islands

### 開曼群島主要股份過戶登記處

#### Butterfield Fulcrum Group (Cayman) Limited

Butterfield House, 68 Fort Street  
P.O. Box 609  
Grand Cayman KY1-1107  
Cayman Islands

### 香港股份過戶登記分處

卓佳標準有限公司  
香港  
灣仔  
皇后大道東28號  
金鐘匯中心26樓

**BUSINESS REVIEW**

For the year ended 31st March, 2012, UBA Investments Limited and its subsidiaries (the "Group") recorded a loss attributable to equity holders of approximately HK\$28 million (2011: profit HK\$14 million) and basic loss per share of HK\$0.0260 (2011: earnings per share HK\$0.0130). The loss was due to the continuous price deterioration of listed securities, causing by an increase in the unrealised loss on financial assets at fair value through profit or loss. Based on the prudent accounting approach, the Group has also made HK\$7 million impairment loss of available-for-sale financial assets. As at 31st March, 2012, the net assets of the Group were approximately HK\$103 million (2011: HK\$134 million).

In 2011, the global major stock markets were confronted with various uncertainties across the board. The US credit rating was downgraded by Standard & Poor's, because there were concerns about US banks exposing to European debts, affecting market sentiment. Other major markets however, generally retreated as the risks brought about by the European sovereign debt problems grew. In the Mainland, market sentiment was clouded by domestic uncertainties about monetary policies and measures to curb increases in property prices.

In the first quarter of 2012, concerns over a potential financial crisis in the euro-zone have ebbed substantially, especially after the successful negotiation for a restructuring of privately-held Greek debt. While economic data out of Europe is consistent with recessionary conditions across the Atlantic, the US economy has been gaining strength, with the job market seeing healthy growth. Private sector non-farm payrolls have risen for two consecutive years since March 2010, offsetting weakness in public sector hiring. The US housing market also appears to be turning the corner, with improving homebuilder sentiment, falling inventory levels, rising housing starts, and multiyear-high affordability all set to fuel a recovery in the sector. On the other hand, China's forecast on sustainable growth has led to a lowering of the country's official long-term growth target from 8% to 7.5%. The Chinese government was steering the domestic economy to a consumption-driven model, and inevitably this would have an impact on the overall economic growth.

At home in Hong Kong, the HSI rallied from around 24,500 in mid April 2011 to the lowest point around 16,000 in early October 2011. As of 31st March, 2012, the HSI rebounded to around 20,500. The high and low volatility was 34.7% during this financial year. Along with fluctuations in market conditions, the Group's net asset value per share decreased by 23.1% to HK\$0.10 from HK\$0.13.

**業務回顧**

開明投資有限公司及其附屬公司（「本集團」）截至二零一二年三月三十一日止年度，本公司權益持有人應佔淨虧損為28,000,000港元（二零一一年：淨盈利14,000,000港元）及基本每股虧損0.0260港元（二零一一年：基本每股盈利0.0130港元）。本集團出現虧損是由於上市證券價格持續下跌，導致按公平值於損益賬列賬之財務資產未變現虧損上升。除此之外，管理層基於審慎的會計方法，本集團為可供出售財務資產之減值虧損作出7,000,000港元撥備。本集團於二零一二年三月三十一日之資產淨值下跌至103,000,000港元（二零一一年：134,000,000港元）。

二零一一年，全球各主要市場均面對種種不明朗因素。標準普爾將美國主權信貸評級下降，美國的銀行因持有歐債而備受關注，市場氣氛受壓。其他主要市場卻因為歐洲主權債務問題引發的風險加劇而下跌。市場對中國的貨幣政策及當局採取的遏抑房價措施存有疑慮，影響市場氣氛。

踏入二零一二年第一季，歐元區金融危機的憂慮得到緩解，特別是在希臘政府與國債私人投資者順利達成債務重組的協議後，形勢更見改善。當經濟數據顯示歐洲恐怕將步入經濟衰退之際，美國經濟則繼續走強，就業市場亦出現穩健增長。私人部門的非農就業人數自二零一零年三月起已經連升兩年，抵消疲弱的政府部門招聘情況。不僅如此，美國樓市亦看似出現轉機。而房屋建造商情緒改善、房屋庫存水平降低、新屋開工率上升，以及房屋購買力創多年新高等利好因素，均有望帶領樓市復甦。另一方面，預計中國將推行可持續的經濟發展模式，並將長期維持在8%的經濟增長目標下調至7.5%。中國政府將當地經濟正逐漸轉型至消費導向模式，難免對整體經濟增長有所影響。

二零一一年十月初，恆生指數由四月中高位近24,500點大幅回落至近16,000點的低位。截至二零一二年三月三十一日止，恆生指數回升至近20,500點，全年度高低波幅達34.7%。由於受市場波動所影響，本集團每股資產淨值由0.13港元跌至0.10港元，下跌23.1%。

### Prospects

We expect the global major stock markets will continue to face significant challenge. The US and European debt problems have become increasingly complicated and may last for some time. The problems are clouded by political uncertainties and economic fragility, both in America and Europe. Despite concerted efforts to address the problem, the scale and effectiveness of such international initiatives remain uncertain. Political elections in various countries may affect the economy and the pace of reforms will have to be renewed by the new political leadership. In the Mainland, worries about inflation and uncertainties about monetary policies will continue to weigh on sentiment. Investors are also concerned that the slowdown in GDP growth may indicate an end to the Mainland's boom cycle. As risk of a hard-landing of the Mainland economy grows, Hong Kong's economic and market outlook also may be adversely affected.

In the light of the above factors, the Group will adopt proactive but pragmatic investment strategies. The management will continue to aim at increasing its shareholders value by closely monitoring its portfolio's performance and seize investment opportunities resulting from the changes in global and domestic economy.

### FINANCIAL REVIEW

#### Liquidity and financial resources

As at 31st March, 2012, the Group had bank balances and cash of HK\$3,648,357 (2011: HK\$8,872,456). The Board believes that the Group has sufficient financial resources to satisfy its commitments and working capital requirements.

As at 31st March, 2012, none of listed equity securities of the Group had been pledged to secure margin facilities and loans granted by a related company.

#### Gearing ratio

Gearing ratio had not been presented (2011: nil) as there was no debt as at 31st March, 2012 (2011: HK\$nil).

#### Dividend

The Board has resolved not to recommend any payment of final dividend.

#### Capital structure

There was no change to the Group's capital structure for the year ended 31st March, 2012.

### 前景

我們預期環球股市將繼續面對嚴峻的考驗。歐美債務問題愈趨複雜，並可能會持續一段時間。政局不穩及經濟疲弱，令債務問題更難解決。雖然各國攜手解決有關問題，但措施的規模及成效仍是未知之數。同時，各國的政治選舉或將影響經濟前景和改革步伐。內地方面，由於市場對通脹前景及貨幣政策存有疑慮，市場氣氛將繼續受壓。鑑於國內生產總值增長放緩，投資者亦擔心這可能意味著內地經濟景氣周期可能結束。隨著內地經濟硬著陸的風險增加，香港的經濟及市場前景亦可能受到負面影響。

鑒於以上各種因素，本集團將採取積極、務實的投資策略。管理層將繼續致力於增加股東價值，密切監測投資組合的表現和在必要時作出迅速和有效的行動，並且把握全球和本地經濟的變化以作投資機會。

### 財務回顧

#### 流動資金及財政資源

於二零一二年三月三十一日，本集團銀行結餘及現金共3,648,357港元（二零一一年：8,872,456港元）。董事會相信，本集團具有足夠財政資源履行承諾及應付營運資金要求。

於二零一二年三月三十一日，本集團之上市證券並沒有抵押予關連公司以獲取孖展及借貸。

#### 債務率

於二零一二年三月三十一日，本集團並沒有取得信貸（二零一一年：零港元），因而不能提供債務率（二零一一年：無）。

#### 股息

董事會議決不建議派付末期股息。

#### 資本結構

截至二零一二年三月三十一日，本集團之股份結構並沒有變動。

### Capital commitment and contingent liabilities

As at 31st March, 2012, the Group had no material capital commitment and contingent liabilities.

### Foreign currency fluctuation

The Board believes that the foreign exchange risk is minimal as the Group mainly uses Hong Kong dollars to carry out its business transactions.

### Employment and remuneration policies

As at 31st March, 2012, the Group employed a total of 4 full-time employees (2011: 4), including the executive directors of the Group. Employees' remuneration are fixed and determined with reference to the market rate.

### Share options

The Company does not have share option scheme.

## CORPORATE GOVERNANCE

The Company has complied with the Code on Corporate Governance Practices as set out in Appendix 14 of the Rules Governing the Listing of Securities on the Stock Exchange ("Code") throughout the year ended 31st March, 2012, with deviations from code provisions A.4.1 of the Code only in respect of the service term of directors.

None of the independent non-executive directors of the Company were appointed for a specific term. But all the directors of the Company are subject to retirement by rotation according to the provisions under Article 157 of the Articles of Association of the Company. As such, the Company considers that sufficient measures have been taken to ensure that the Company's corporate governance practices are no less exacting than those in the Code.

## APPRECIATION

The Board would like to take this opportunity to extend our sincere thanks and express appreciation to those who have supported us during the year.

By order of the Board

**CHAU Wai Hing**

*Chairman and Executive Director*

Hong Kong, 21st June, 2012

### 資金承擔及或然負債

於二零一二年三月三十一日，本集團並無重大資金承擔及或然負債。

### 外幣波動

董事會相信，由於本集團主要以港元進行商業交易，因此所承受之外匯風險極低。

### 僱員及薪酬政策

於二零一二年三月三十一日，本集團合共僱用4名全職僱員(二零一一年：4名)包括集團執行董事。僱員之薪酬按市場薪酬而釐定。

### 購股權

本公司並無購股權計劃。

### 企業管治

除有關董事之服務年期事宜偏離守則內條文第A.4.1條外，本公司已於截至二零一二年三月三十一日止年度內一直遵守聯交所證券上市規則附錄14所載之企業管治常規守則。

本公司現時之獨立非執行董事並無特定任期，然而，本公司全體董事須遵守本公司組織章程細則第157條之退任條文。因此，本公司認為已採取足夠措施，以確保本公司之企業管治常規不遜於守則所載者。

### 鳴謝

董事會謹藉此機會衷心感謝各界人士在本年度對本公司之鼎力支持。

承董事會命

*主席及執行董事*

**周偉興**

香港，二零一二年六月二十一日

## PROFILE OF DIRECTORS

### EXECUTIVE DIRECTORS

**Mr. CHAU Wai Hing (“Mr. Chau”)**, aged 46, is the chairman and executive director of the Company. He is a fellow member of the Institute of Public Accountants in Australia, a chartered member of the Chartered Institute for Securities & Investment and a member of the Hong Kong Securities Institute. He obtained his Bachelor Degree in Quantitative Analysis for Business, Postgraduate Certificate in Professional Accounting and Master Degree in Finance from the City University of Hong Kong. He also holds a Master Degree in Professional Accounting from the Southern Cross University in Australia. Prior to joining the Company, he possesses over 18 years of experience in banking, finance and wealth management and held senior positions at several international financial institutions including Bank of America (Asia) Limited and Merrill Lynch (Asia Pacific) Limited. Save as disclosed above, Mr. Chau does not hold directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years.

**Mr. CHENG Wai Lun, Andrew (“Mr. Cheng”)**, aged 39, is an executive director, member of the remuneration committee and member of the nomination committee of the Company. He holds a bachelor's degree from the California State University, USA. He has over 10 years experience in securities, corporate finance and direct investment. He is also an executive director of Upbest Group Limited (Stock Code: 335). Save as disclosed above, Mr. Cheng does not hold directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years.

**Dr. WONG Yun Kuen (“Dr. Wong”)**, aged 54, is an executive director. He received a Ph.D. Degree from Harvard University, and was “Distinguished Visiting Scholar” at Wharton School of the University of Pennsylvania. Dr. Wong has worked in financial industries in the United States and Hong Kong for many years, and has considerable experience in corporate finance, investment and derivative products. He is a member of the Hong Kong Securities Institute. Dr. Wong is an independent non-executive director of Bauhaus International (Holdings) Limited (Stock Code: 483), China Grand Forestry Green Resources Group Limited (Stock Code: 910), Climax International Company Limited (Stock Code: 439), Kingston Financial Group Limited (Stock Code: 1031), Harmony Asset Limited (Stock Code: 428), Hua Yi Copper Holdings Limited (Stock Code: 559), Kaisun Energy Group Limited (Stock Code: 8203), Kong Sun Holdings Limited (Stock Code: 295), China Yunnan Tin Minerals Group Company Limited (Stock Code: 263), New Island Printing Holdings Limited (Stock Code: 377) and ZMAY Holdings Limited (Stock Code: 8085). Dr. Wong was also independent non-executive director of Grand Field Group Holdings Limited (Stock Code: 115) (September 2004 to September 2009), China E-Learning Group Limited (Stock Code: 8055) (August 2007 to June 2010), and Superb Summit International Timber Company Limited (Stock Code: 1228) (April 2007 to June 2010), and the chairman and executive director of Green Energy Group Limited (Stock Code: 979) (December 2009 to May 2010). All the companies mentioned above are listed companies in Hong Kong. Save as disclosed above, Dr. Wong does not hold directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years.

## 董事會人員資料

### 執行董事

**周偉興先生**（「周先生」），46歲，為本公司主席及執行董事。周先生為澳洲公共會計師協會之資深會員，英國特許證券與投資協會之特許會員和香港證券專業學會之會員。周先生擁有香港城市大學工商數量分析學位、專業會計學深造證書及金融學碩士學位。周先生擁有澳洲南格斯大學專業會計碩士學位。加入本公司前，他在銀行、金融、財富管理領域擁有超過十八年經驗及周先生在不同的國際金融機構居高級職位，其中包括美國銀行（亞洲）有限公司及美林（亞太）有限公司。除上文披露者外，於過去三年，周先生並無於任何其他證券於香港及海外證券市場上市之公司擔任董事職務。

**鄭偉倫先生**（「鄭先生」），39歲，為本公司執行董事、薪酬委員會委員及提名委員會委員。彼持有美國加州州立大學之學士學位。彼於證券、企業融資及直接投資累積逾十年經驗。彼同時為美建集團有限公司（股份編號：335）之執行董事。除上文披露者外，於過去三年，鄭先生並無於任何其他證券於香港及海外證券市場上市之公司擔任董事職務。

**黃潤權博士**（「黃博士」），54歲，為本公司執行董事。獲美國哈佛大學博士學位，並曾任美國賓夕法尼亞大學Wharton School「傑出客座學者」。黃博士在美國及香港金融界工作多年，對企業融資、投資和衍生產品均有豐富經驗。彼亦為香港證券學會會員。黃博士現為包浩斯國際（控股）有限公司（股份編號：483）、中國林大綠色資源集團有限公司（股份編號：910）、英發國際有限公司（股份編號：439）、金利豐金融集團有限公司（股份編號：1031）、亨亞有限公司（股份編號：428）、華藝礦業控股有限公司（股份編號：559）、凱順能源集團有限公司（股份編號：8203）、江山控股有限公司（股份編號：295）、中國雲錫礦業集團有限公司（股份編號：263）、新洲印刷集團有限公司（股份編號：377）與中民安園控股有限公司（股份編號：8085）之獨立非執行董事。黃博士從二零零四年九月至二零零九年九月為鈞濠集團有限公司（股份編號：115）之獨立非執行董事、從二零零七年八月至二零一零年六月為中國網絡教育集團有限公司（股份編號：8055）之獨立非執行董事、從二零零七年四月至二零一零年六月為奇峰國際木業有限公司（股份編號：1228）之獨立非執行董事及從二零零九年十二月至二零一零年五月為綠色能源科技集團有限公司（股份編號：979）主席兼執行董事。以上均為香港之上市公司。除上文披露者外，於過去三年，黃博士並無於任何其他證券於香港及海外證券市場上市之公司擔任董事職務。



### INDEPENDENT NON-EXECUTIVE DIRECTORS

**Mr. CHAN Chung Yee, Alan (“Mr. Chan”)**, aged 45, is an independent non-executive director, chairman of the audit committee, the remuneration committee and the nomination committee of the Company. Mr. Chan holds two master degrees in Practising Accounting and Business Law from Monash University, Australia. Professionally, he is a fellow member of The Institute of Chartered Secretaries and Administrators in UK, The Hong Kong Institute of Company Secretaries and The Hong Kong Institute of Directors. He is also an associate member of the Hong Kong Institute of Certified Public Accountants, CPA Australia, Institute of Certified Management Accountants of Australia, and The Hong Kong Institute of Bankers. He is also a Standing Member of the Chinese People's Political Consultative Conference of Yun Fu, Guangdong and secretarial general of China Hong Kong Macau Boundary Crossing Bus Association and Honorary Standing Member of Association for the Advancement of Cooperation Among Guangdong Province, Hong Kong SAR and Macao SAR. Mr. Chan has been appointed to be the member of Board of Review (Inland Revenue) from 2009 to 2011. Currently, he is the managing director and founder of a transportation company which is a subsidiary of a listed company. He is also an independent non-executive director of Upbest Group Limited (Stock code: 335). Save as disclosed above, Mr. Chan does not hold directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years.

**Dr. FUNG Lewis Hung (“Dr. Fung”)**, aged 51, is an independent non-executive director, member of the audit committee, member of the remuneration committee and member of the nomination committee of the Company. He has been the honorary medical adviser of the Institute of Securities Dealers Limited since 2000, the Hong Kong Chamber of Small & Medium Business Limited since 1997 and the International Association of Elevator Engineers (HK Branch) since 1992. Dr. Fung is an affiliated fellow of the Royal Australian College of Physicians and the foundation fellow of Hong Kong Academy of Medicine. In addition, he is a member of the International Society of Nephrology and Hong Kong Society of Nephrology. He also holds a master's degree in business administration from the Newport University in the United States. Save as disclosed above, Dr. Fung does not hold directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years.

**Mr. TANG Hon Bui, Ronald (“Mr. Tang”)**, aged 53, is an independent non-executive director, member of the audit committee, member of the remuneration committee and member of the nomination committee of the Company. Mr. Tang received his legal education from the University of Hong Kong and has been a barrister in private practice since 1981. Save as disclosed above, Mr. Tang has not held any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years.

### 獨立非執行董事

陳宗彝先生（「陳先生」），45歲，為本公司的獨立非執行董事、審核委員會、薪酬委員會及提名委員會之主席。彼持有澳洲蒙納殊大學實務會計碩士學位及商業法律碩士學位。彼持有各項專業資格，現為英國特許秘書及行政人員協會資深會員、香港公司秘書公會資深會士、香港董事學會資深會員、香港會計師公會會計師、澳洲會計師公會會員、澳洲公認管理會計師公會公認管理會計師、香港銀行學會會士。彼出任之公職包括中國人民政治協商會議廣東省雲浮市委員會常務委員、中港澳直通巴士聯會副理事長及秘書長，以及廣東省粵港澳合作促進會名譽常務理事。陳先生於二零零九至二零一一年被委任為香港特別行政區稅務上訴委員會委員。彼現任一間上市公司旗下的附屬客運公司之董事總經理，亦為該公司之創辦人。陳先生亦獲委任為美建集團有限公司（股份編號：335）之獨立非執行董事。除上文披露者外，於過去三年，陳先生並無於任何其他證券於香港及海外證券市場上市之公司擔任董事職務。

馮振雄醫生（「馮醫生」），51歲，為本公司獨立非執行董事、審計委員會成員、薪酬委員會委員及提名委員會委員。馮醫生自二零零零年、一九九七年及一九九二年起分別擔任證券商協會、香港中小型企業商會及香港國際電梯工程師會（香港分部）之榮譽醫療顧問。馮醫生為Royal Australian College of Physicians之附屬資深會員及香港醫科學院之創辦會員。此外，彼為國際腎臟學會及香港腎臟學會之會員。彼亦持有美國Newport University之工商管理碩士學位。除上文披露者外，於過去三年，馮醫生並無於任何其他證券於香港及海外證券市場上市之公司擔任董事職務。

鄧漢標先生（「鄧先生」），53歲，為本公司的獨立非執行董事、審核委員會委員、薪酬委員會委員及提名委員會委員。彼在香港大學接受法律教育。自一九八一年，彼一直從事私人執業大律師。除上文披露者外，於過去三年，鄧先生並無於任何其他證券於香港及海外證券市場上市之公司擔任董事職務。

## REPORT OF THE DIRECTORS

The board of directors (the “Board”) has pleasure in presenting their report and the audited financial statements for the year ended 31st March, 2012.

### PRINCIPAL ACTIVITIES

The Company and its subsidiaries (the “Group”) are investments holding companies.

### SEGMENTAL INFORMATION

The Group’s turnover and contribution to operating results were all derived from investments in listed and unlisted companies in Hong Kong.

### PROPERTY, PLANT AND EQUIPMENT

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

### SUBSIDIARIES

Details of the Company’s subsidiaries at 31st March, 2012 are set out in note 18 to the financial statements.

### SHARE OPTION

The Company does not have share option scheme.

### DIRECTORS’ REMUNERATION

The Directors’ fees are subject to shareholders’ approval at general meetings. Other emoluments are determined by the Company’s board of directors with reference to Directors’ duties, responsibilities and performance and the results of the Group. In addition, the Directors’ remuneration is reviewed by the Remuneration Committee annually.

### RESULTS AND APPROPRIATIONS

The results of the Group for the year ended 31st March, 2012 are set out in the consolidated income statement and the consolidated statement of comprehensive income on page 30 and page 31 respectively.

The Board has resolved not to recommend a payment of final dividend.

### SHARE CAPITAL

Details of the movements in the Company’s share capital during the year are set out in note 24 to the financial statements.

## 董事會報告

董事會(「董事會」)欣然提呈此報告及截至二零一二年三月三十一日止之年度經審核財務報表。

### 主要業務

本公司及其附屬公司(「本集團」)乃投資控股公司。

### 分部資料

本集團之營業額及經營業績貢獻全部均來自本集團於香港之上市及非上市公司之投資。

### 物業、機器及設備

有關於年內物業、機器及設備之變動情況分別刊載於財務報表附註17。

### 附屬公司

本公司於二零一二年三月三十一日之附屬公司之詳情載於財務報表附註18。

### 購股權

本公司並無購股權計劃。

### 董事酬金

董事袍金須於股東大會上經股東批准。其他酬金則由本公司董事會依據董事之職務、責任及表現以及本集團之業績釐定。此外，董事酬金由薪酬委員會每年審閱。

### 業績及分配

本集團截至二零一二年三月三十一日止之年度業績載於第30頁之綜合收益表及第31頁之綜合全面收益表。

董事會議決不派本年度之末期股息。

### 股本

有關本年度內本公司股本之變動詳情載於財務報表附註24。

**FINANCIAL SUMMARY**

A summary of the results and of the assets and liabilities of the Group for the last five financial years is set out below. This summary is not part of the audited financial statements.

**財務概要**

以下為本集團於過去五個財政年度之業績及資產與負債之概要。此概要並非經審核財務報表之部份。

**RESULTS**

## 業績

		<b>1/4/2011 – 31/3/2012</b>	1/4/2010 – 31/3/2011	1/4/2009 – 31/3/2010	1/4/2008 – 31/3/2009	1/4/2007 – 31/3/2008
		<b>HK\$' 000</b>	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	<b>70,806</b>	287,976	128,968	79,621	419,970
(Loss)/profit before taxation	除稅前(虧損)/溢利	<b>(27,587)</b>	13,788	18,509	(34,390)	14,256
Taxation	稅項	–	–	4,914	–	(4,479)
Net (loss)/profit attributable to shareholders	股東應佔 淨(虧損)/溢利	<b>(27,587)</b>	13,788	23,423	(34,390)	9,777

**ASSETS AND LIABILITIES**

## 資產與負債

		<b>31/3/2012</b>	31/3/2011	31/3/2010	31/3/2009	31/3/2008
		<b>HK\$' 000</b>	HK\$' 000	HK\$' 000	HK\$' 000	HK\$' 000
		千港元	千港元	千港元	千港元	千港元
Total assets	資產總值	<b>105,179</b>	139,712	124,258	92,201	149,249
Total liabilities	負債總值	<b>(2,099)</b>	(6,042)	(7,131)	(4,171)	(7,485)
Net assets	資產淨值	<b>103,080</b>	133,670	117,127	88,030	141,764

## REPORT OF THE DIRECTORS

### RESERVES

Movements in the reserves of the Group and the Company during the year are set out in note 25 to the financial statements.

The Company's reserves available for distribution represent the share premium, contributed surplus and retained profits under the Companies Law of the Cayman Islands. The share premium of the Company is available for paying dividends to shareholders subject to the provisions of its Memorandum and Articles of Association and provided that immediately following the distribution of dividend the Company is able to pay its debts as they fall due in the ordinary course of business. In accordance with the Company's Articles of Association, dividends can be distributed out of the share premium, contributed surplus and retained profits of the Company which in aggregate amounted to approximately HK\$84,853,000 (2011: HK\$86,540,000) as at 31st March, 2012.

### MAJOR CUSTOMERS AND SUPPLIERS

A substantial portion of the Group's income is derived from the Group's investments and the disclosure of information regarding customers would not be meaningful. The Group has no major suppliers requiring disclosure.

### REPURCHASE, SALE AND REDEMPTION OF THE COMPANY'S LISTED SECURITIES

Neither the Company nor any of its subsidiaries repurchased, sold or redeemed any of the Company's listed securities during the year.

### DIRECTORS

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

#### Executive Directors

Mr. CHAU Wai Hing (*Chairman*)

Mr. CHENG Wai Lun, Andrew

Dr. WONG Yun Kuen

#### Independent Non-executive Directors

Mr. CHAN Chung Yee, Alan

Dr. FUNG Lewis Hung

Mr. TANG Hon Bui, Ronald

## 董事會報告

### 儲備

有關本年度內之本集團及本公司儲備變動情況載於財務報表附註25。

根據開曼群島公司法之規定，本公司可供分派之儲備乃指股份溢價、實繳盈餘及保留溢利。本公司之股份溢價可根據本公司之組織章程大綱及細則之規定，用作向股東派發股息，惟本公司須在緊隨派發股息後仍須有能力支付在日常業務程序下到期應付之債務。於二零一二年三月三十一日，本公司之股份溢價、實繳盈餘及保留溢利合共約為84,853,000港元（二零一一年：86,540,000港元）。根據本公司之組織章程細則之規定，該等款項均可用作派發股息。

### 主要客戶和供應商

本集團之營運收益絕大部份來自投資回報，故披露往來客戶資料並無意義。本集團並無任何必須予以披露之主要供應商。

### 購回、出售及贖回本公司之上市證券

本公司或其任何附屬公司在本年度內並無購回、出售或贖回本公司之任何上市證券。

### 董事

在有關本年度內及截至本年報刊發日期為止，本公司之董事如下：

#### 執行董事

周偉興先生 (*主席*)

鄭偉倫先生

黃潤權博士

#### 獨立非執行董事

陳宗彝先生

馮振雄醫生

鄧漢標先生

## REPORT OF THE DIRECTORS

In accordance with Article 157 of the Company's Articles of Association, Mr. CHAU Wai Hing and Mr. TANG Hon Bui, Ronald shall retire by rotation from office and, being eligible, offer themselves for re-election. All other directors continue in office.

The term of office of each of the independent non-executive directors lasts until his retirement by rotation in accordance with the Company's Articles of Association.

At the Annual General Meeting, ordinary resolutions will be proposed to re-elect Mr. CHAU Wai Hing as executive director, and Mr. TANG Hon Bui, Ronald as independent non-executive director.

The Company received confirmation of independence in respect of the year ended 31st March, 2012 from each of the independent non-executive directors pursuant to Rule 3.13 of the Revised Listing Rules. Up to and as at the date of this report, the Company still considers the independent non-executive directors to be independent.

### DIRECTORS' SERVICE CONTRACTS

None of the directors who are proposed for re-election at the forthcoming Annual General Meeting has a service contract which is not determinable by the Group within one year without payment of compensation other than statutory compensation.

### DIRECTORS' INTERESTS IN CONTRACTS

In the opinion of the Board, there were no contracts of significance in relation to the Group's business to which the Company or any of its subsidiaries was a party and in which any director of the Company had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year.

## 董事會報告

根據本公司之組織章程細則第157條周偉興先生及鄧漢標先生將輪值告退，惟彼等符合資格願膺選連任，並均願意被提名重選。所有其他董事仍留任董事會。

各獨立非執行董事之任期乃直至其根據本公司之組織章程細則須依章輪值告退為止。

於股東週年大會上將提呈有關重選周偉興先生為執行董事，鄧漢標先生為獨立非執行董事之普通決議案。

本公司已接獲各獨立非執行董事根據上市規則第3.13條發出有關截至二零一二年三月三十一日止年度之獨立確認書。截至及於本報告書日期，本公司仍然視獨立非執行董事屬獨立。

### 董事服務合約

在即將舉行之股東週年大會上獲提名重選連任之董事與本集團概無訂立本集團如不作出賠償（法定賠償除外）則不能在一年內予以終止之服務合約。

### 董事於合約之權益

根據董事會之意見，本公司或其任何附屬公司訂立有關本公司業務之重大合約中，本公司董事概無直接或間接擁有重大利益，且於本年度完結時或於年內任何時間仍然生效。

### DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS AND SHORT POSITIONS IN THE SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY OR ANY ASSOCIATED CORPORATION

As at 31st March, 2012, the interests and short positions of the directors of the Company in the shares, underlying shares and debentures of the Company and its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO")) which were notified to the Company and The Stock Exchange of Hong Kong Limited (the "SEHK") pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which the directors and the chief executive of the Company were deemed or taken to have under such provisions of the SFO) or which were required to be and were recorded in the register required to be kept pursuant to Section 352 of the SFO or as otherwise notified to the Company and the SEHK pursuant to the Model Code for Securities Transactions by Directors of Listed Companies (the "Model Code") in the Listing Rules were as follows:

董事及行政總裁於本公司或任何聯營公司之股份、相關股份及債券之權益及淡倉

於二零一二年三月三十一日，本公司董事於本公司及其相聯法團（定義見證券及期貨條例第XV部（「證券及期貨條例」））之股份、相關股份及債券中擁有根據證券及期貨條例第XV部第7及第8分部須知會本公司及香港聯合交易所有限公司（「聯交所」）之權益及淡倉（包括根據證券及期貨條例之該等條文本公司董事及最高行政人員被視為或被當作擁有之權益及淡倉），或須列入而已列入按證券及期貨條例第352條存置之登記冊內，或根據上市規則之上市公司董事進行證券交易之標準守則（「標準守則」）須知會本公司及聯交所之權益及淡倉如下：

Name of director 董事姓名	Number of shares 股份數目				Total 總額	Percentage of issued share capital 已發行股本 百分比
	Personal interests 個人權益	Family interests 家屬權益	Corporate interests 法團權益	Other interests 其他權益		

#### Ordinary Shares of HK\$0.01 each in the Company

本公司每股面值0.01港元之普通股

CHENG Wai Lun, Andrew (Note) 鄭偉倫(附註)	-	-	340,000,000	-	340,000,000	32.08%
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Note:

Mr. CHENG Wai Lun, Andrew is one of the discretionary objects of a trust which assets include interests in the entire issued share capital of Fung Fai Growth Limited. Fung Fai Growth Limited holds 340,000,000 shares of the Company.

附註：

該等股份由Fung Fai Growth Limited持有，Fung Fai Growth Limited由一信託全資實益擁有，而鄭偉倫先生為其中一位酌情受益人。Fung Fai Growth Limited持有本公司340,000,000股股份。

Save as disclosed above, at no time during the year ended 31st March, 2012 was the Company, its subsidiaries or its associate a party to any arrangement to enable the directors or chief executives of the Company, or their spouses or children under the age of 18, to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or its associated corporation.

除上文披露者外，於截至二零一二年三月三十一日止年度內之任何時間，本公司、其附屬公司或其聯營公司概無訂立任何安排，令本公司之董事或主要行政人員或其配偶或其未滿十八歲之子女可藉購入本公司或其他相聯法團之股份或債券而獲益。

Save as disclosed above, none of the directors or the chief executives of the Company had or was deemed to have any interests or short positions in the shares, underlying shares or debentures of the Company or any associated corporation (within the meaning of Part XV of the SFO) as recorded in the register required to be kept under section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Companies contained in the Listing Rules.

### SUBSTANTIAL SHAREHOLDER'S INTERESTS AND SHORT POSITIONS IN THE SHARES, UNDERLYING SHARES OF THE COMPANY

As at 31st March, 2012, the following persons or corporations, other than the interest disclosed above in respect of the directors, interest in 5% or more in the shares and underlying shares of the Company have been notified to the Company and recorded in the register of substantial shareholders' interests in shares and short positions required to be kept under Section 336 of Part XV of the SFO:

除上文披露者外，本公司各董事或主要行政人員並無於本公司或其相聯法團（定義見證券及期貨條例第十五部份）之股份、相關股份或債券擁有權益或淡倉，而須登記於根據證券及期貨條例第352條規定須存置之登記冊內，或根據上市規則所載上市公司董事進行證券交易的標準守則須知會本公司及聯交所之任何權益及淡倉。

### 主要股東於本公司之股份及相關股份之權益及淡倉

於二零一二年三月三十一日，根據本公司按證券及期貨條例第XV部第336條規定而設置之主要股東權益及淡倉登記冊紀錄所顯示，以下人士或公司（除上述披露有關董事所持之權益外）持有本公司已發行股本及相關股份百分之五或以上之股份權益：

Name of shareholders 股東名稱	Number of shares held 所持股票數目	Approximate percentage of the total number of shares in issued 約佔已發行股份百分比
<b>Ordinary shares of HK\$0.01 each in the Company</b> 本公司每股面值0.01港元之普通股		
Fung Fai Growth Limited (Note (a)) Fung Fai Growth Limited (附註(a))	340,000,000	32.08%
Kingswell Holdings Group Limited (Note (b)) Kingswell Holdings Group Limited (附註(b))	192,000,000	18.12%
Notes:	附註：	
(a) The entire issued share capital of Fung Fai Growth Limited is owned by a trust of which the discretionary objects are family members of Mr. CHENG Kai Ming, Charles, including a director of the Company, Mr. CHENG Wai Lun, Andrew.	(a)	Fung Fai Growth Limited之全部已發行股本乃由一項信託持有，其酌情受益人乃鄭啟明先生之家族成員，包括本公司之董事鄭偉倫先生。
(b) The entire issued share capital of Kingswell Holdings Group Limited is beneficially owned by Mr. Janusz Mieczyslaw STEPNOWSKI.	(b)	Kingswell Holdings Group Limited之全部已發行股本乃由Mr. Janusz Mieczyslaw STEPNOWSKI實益擁有。

Save as disclosed above, as at 31st March, 2012, the Directors are not aware of any other persons who have interests or short positions in the shares, underlying shares of equity derivatives or debentures of the Company or any associated corporations (within the meaning of Part XV of the SFO) which would be required to be disclosed to the Company pursuant to Part XV of the SFO.

### CONNECTED TRANSACTIONS AND CONTINUING CONNECTED TRANSACTIONS

Significant related party transactions entered by the Group during the year ended 31st March, 2012 which also constitute continuing connected transactions under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules"), are disclosed in note 28 to the financial statements.

The independent non-executive directors have reviewed the connected transactions and continuing connected transactions in note 28 to the financial statements and have confirmed that the connected transactions and continuing connected transactions have been entered into:

- i) in the ordinary and usual course of business of the Group;
- ii) on normal commercial terms or on terms no less favourable to the Group than terms available to or from (as appropriate) independent third parties; and
- iii) in accordance with the relevant agreements governing them on terms that are fair and reasonable and in the interests of the shareholders of the Company as a whole.

The auditors of the Company have reviewed the continuing connected transactions during the year as set out in note 28 to the financial statements and confirmed that these transactions:

- i) were approved by the Board of Directors of the Company;
- ii) where applicable, were in accordance with the pricing policies of the Company;
- iii) had been entered into in accordance with the relevant agreements governing the transactions; and
- iv) have not exceeded the caps stated in the relevant announcement.

除上文所披露者外，於二零一二年三月三十一日，董事並不知悉有任何其他人士於本公司或任何相聯法團（定義見證券及期貨條例第XV部）之股份、相關股份股本衍生工具或債券中擁有根據證券及期貨條例第XV部，須向本公司披露之權益或淡倉。

### 關連交易及持續關連交易

截至二零一二年三月三十一日止年度，本集團進行之重大關聯人士交易（根據香港聯合交易所有限公司證券上市規則（「上市規則」）同時構成持續關連交易），乃載於財務報表附註28。

獨立非執行董事已審閱在財務報表中附註28關於關連交易及持續關連交易，並確定有關之關連交易及持續關連交易是：

- i) 屬本集團的日常業務；
- ii) 按照一般商務條款下進行或所訂的交易條款，不比本集團所給予獨立第三方或獨立第三方所給予本集團的條款為差；及
- iii) 該等交易是根據有關交易的協議條款進行，而交易條款公平合理，並且符合本集團股東的整體利益。

本公司之核數師已審閱載於財務報告附註28之年內持續關連交易，並確認此等交易：

- i) 已獲本公司董事會批准；
- ii) 如適用，符合本公司之價格政策；
- iii) 乃按有關交易之協議條款進行；及
- iv) 並無超逾相關公告內所述之上限。



### MANAGEMENT CONTRACTS

Details of significant management contracts in relation to the Company's business are included in note 28 to the financial statements.

Save as disclosed above, no other contracts concerning the management and administration of the whole or any substantial part of the business of the Company were entered into or existed during the year.

### PRE-EMPTIVE RIGHTS

There are no provisions for pre-emptive rights which would oblige the Company to offer new shares on a pro-rata basis to existing shareholders under the Company's Memorandum and Articles of Association and the Companies Laws of the Cayman Islands.

### AUDIT COMMITTEE

The Company has established an audit committee according to "A Guide for The Formation of an Audit Committee" published by the Hong Kong Institute of Certified Public Accountants. The primary duties of the audit committee are to review and supervise the financial reporting process and internal control system of the Group. The Audit Committee had also reviewed the annual results of the Group for the year ended 31st March, 2012 in conjunction with the Company's external auditors.

The audit committee of the Group consists of 3 independent non-executive directors, namely Mr. CHAN Chung Yee, Alan, Dr. FUNG Lewis Hung and Mr. TANG Hon Bui, Ronald.

### CORPORATE GOVERNANCE

The Company has complied throughout the year ended 31st March, 2012 with the Code on Corporate Governance Practices set out in Appendix 14 of the Rules Governing the Listing of Securities on the Stock Exchange, except that independent non-executive directors of the Company were not appointed for a specific term but are subject to retirement by rotation according to the Articles of Association of the Company. As such, the Company considers that sufficient measures have been taken to ensure that the Company's corporate governance practices are no less exacting than those in the Code.

### 管理合約

有關本公司業務之重大管理合約之詳情已載於財務報表附註28。

除上文披露者外，本公司於本年度並沒有簽訂或存在任何關於本公司全部或大部份業務之管理及行政合約。

### 優先購買權

本公司之公司組織章程大綱及細則及開曼群島法例均無載列有關本公司須按比例基準向現有股東提呈新股之優先購買權之規定。

### 審核委員會

本公司已根據香港會計師公會頒佈之「成立審核委員會指引」成立審核委員會，其主要職責為審閱並監察本集團之財務匯報程序及內部監控制度。審核委員會亦已聯同本公司之外聘核數師審閱本集團截至二零一二年三月三十一日止之年度業績。

本集團審核委員會由三名獨立非執行董事組成，分別為陳宗彞先生、馮振雄醫生及鄧漢標先生。

### 企業管治

本公司於截至二零一二年三月三十一日止年度內一直遵守聯交所證券上市規則附錄14所載之企業管治常規守則，惟本公司之獨立非執行董事並無特定任期，惟須根據本公司組織章程細則之規定輪席告退。因此，本公司認為已採取足夠措施，以確保本公司之企業管治常規不遜於守則所載者。

## REPORT OF THE DIRECTORS

### MODEL CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") set out in Appendix 10 of the Listing Rules. Upon enquiry by the Company, all Directors of the Company have confirmed that they have complied with the required standards set out in the Model Code throughout the period.

### SUFFICIENCY OF PUBLIC FLOAT

According to the information that is publicly available to the Company and within the knowledge of the Board, the percentage of the Company's shares which are in the hands of the public exceeds 25% of the Company's total number of issued shares.

### AUDITORS

Messrs. Li, Tang, Chen & Co. acted as auditors of the Company for the years ended 31st March, 2010, 2011 and 2012.

Messrs. Li, Tang, Chen & Co. retire and a resolution for their reappointment as auditors of the Company will be proposed at the forthcoming annual general meeting.

On behalf of the Board

#### **Chau Wai Hing**

*Chairman and Executive Director*

Hong Kong, 21st June, 2012

## 董事會報告

### 董事進行證券交易之標準守則

本公司已採納上市規則附錄10所載上市公司董事進行證券交易的標準守則(「標準守則」)。經本公司查詢後，本公司全體董事確認，彼等於期內一直遵照標準守則所載之標準規定。

### 足夠公眾持股量

根據本公司獲得之公開資料及據董事會所知、公眾人士所持有本公司股份超過本公司已發行股份總數25%。

### 核數師

李湯陳會計師事務所於截至二零一零年、二零一一年及二零一二年三月三十一日止年度擔任本公司核數師一職。

李湯陳會計師事務所將任滿告退，惟於本公司應屆股東週年大會上將提呈一項決議案，續聘其為本公司之核數師。

承董事會命

*主席及執行董事*

**周偉興**

香港，二零一二年六月二十一日

Sound corporate governance practices are crucial to the smooth, effective and transparent operation of a company and its ability to attract investment, protect rights of shareholders and stakeholders, and enhance shareholder value. The Company is committed to high standards of corporate governance with a view to being transparent, open and accountable to our shareholders.

On 1st January, 2005, the Code of Best Practices contained in Appendix 14 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (“the Listing Rules”) was replaced by the Code on Corporate Governance Practices (“the Code”). The Company adopted all the code provisions in the Code as its own code on corporate governance practices.

The Company has complied with the code provisions as set out in the Code during the year ended 31st March, 2012 with exception.

### CORPORATE GOVERNANCE PRACTICE

With the assistance of the Compliance Department, the Board has designed a proper corporate governance structure. Currently, there are four board committees, including Audit Committee, Executive Committee, Remuneration Committee and Nomination Committee. Audit Committee, Remuneration Committee and Nomination Committee perform their distinct roles in accordance with their respective terms of reference. Executive Committee assist the Group to set up business strategy and planning.

### BOARD OF DIRECTORS

#### Composition

The Board of Directors of the Company comprises six members. Mr. CHAU Wai Hing, acts as Chairman of the Board, whereas Mr. CHENG Wai Lun, Andrew acts as Managing Director of the Company. Other executive director is Dr. WONG Yun Kuen. The Company has three independent non-executive directors, they are Mr. CHAN Chung Yee, Alan, Dr. FUNG Lewis Hung and Mr. TANG Hon Bui, Ronald. One of whom namely, Mr. CHAN Chung Yee, Alan has appropriate professional accounting experience and expertise.

All directors have distinguished themselves in their field of expertise, and have exhibited high standards of personal and professional ethics and integrity. The biographical details of each director are disclosed in pages 7 to 8 of this Annual Report.

穩健之企業管治常規對公司之順暢、有效及具透明度之運作，以及其吸引投資、保障股東及股權持有人權利及提升股東價值極為關鍵。本公司致力維持高水平之企業管治，以對其股東透明、公開及問責。

於二零零五年一月一日，香港聯合交易所有限公司證券上市規則（「上市規則」）附錄十四所載之最佳應用守則，已為《企業管治常規守則》（「該守則」）所代替。本公司已採納該守則內所有守則條文，作為其本身之企業管治常規守則。

除特殊情況外，截至二零一二年三月三十一日止年度，本公司一直遵守該守則所載之守則條文。

### 企業管治常規

在監管部門之協助下，董事會已制定合適之企業管治架構。目前，本公司有四個董事委員會，包括審核委員會、執行委員會、薪酬委員會及提名委員會。審核委員會、薪酬委員會及提名委員會各自在特定之職權範圍內履行本身獨有之職能。執行委員會協助本集團制定業務策略及計劃。

### 董事會

#### 成員

本公司董事會由六名成員組成，周偉興先生為董事會主席，而鄭偉倫先生為本公司董事總經理。其他執行董事為黃潤權博士。本公司共有三名獨立非執行董事，分別為陳宗彝先生、馮振雄醫生及鄧漢標先生，當中陳宗彝先生具有合適之專業會計經驗及專業知識。

全體董事於本身之專業範圍均為傑出人士，展現出高水準之個人及專業道德及品格。各董事之履歷於本年報第7頁至第8頁披露。

Each independent non-executive director has pursuant to the Rule 3.13 of the Listing Rules, confirmed that he is independent of the Company and the Company also considers that they are independent.

The Company has adopted the Model Code set out in Appendix 10 of the Listing Rules as the code of conduct regarding securities transaction by the directors (the "Model Code"). Having made specific enquiry of all directors, the Company confirmed that all directors have complied with the required standards as set out in the Model Code during the year.

There is no relationship (including financial, business, family or other material relationship) among members of the Board.

Pursuant to the Articles of Association of the Company, the directors shall hold office subject to retirement by rotation at the annual general meeting of the Company at least once every three years and eligible for re-election.

Pursuant to Code Provision A.4.1, non-executive directors should be appointed for a specific term, subject to re-election. None of the non-executive directors has entered or proposed to enter into any service contracts with the Company or its subsidiaries. Accordingly, the non-executive directors have no set term of office but they are subject to retirement by rotation at least once every three years. As such, the Board considers that sufficient measures have been taken to serve the purpose of the Code Provision A.4.1.

### Function

The Board of Directors, headed by the Chairman, is responsible for formulation and approval of the Group's development and business strategies and policies, approval of annual budgets and business plans, recommendation of dividend, and supervision of management in accordance with the rules governing the meeting of the Board of Directors, the Managing Director's working guides, articles of association and rules governing the meeting of shareholders.

The executive directors are responsible for day-to-day management of the Company's operations. These executive directors conduct regular meetings with the senior management of the Company and its subsidiaries and associated companies, at which operational issues and financial performance are evaluated.

The Company views well-developed and timely reporting systems and internal controls are essential, and the Board of Directors plays a key role in the implementation and monitoring of internal financial controls.

每名獨立非執行董事均已根據上市規則第3.13條確認其獨立於本公司，而本公司亦認為彼等確屬獨立人士。

本公司已採納上市規則附錄十所載之《標準守則》作為董事進行證券交易之操守守則（「標準守則」）。本公司經向全體董事作出特定查詢後確認，彼等於年內均全面遵守《標準守則》之規定。

董事會成員之間並不存有任何關係（包括財務、業務、家屬或其他重大之關係）。

根據本公司之組織章程細則，在職董事須最少每三年於股東週年大會上輪值告退一次，並符合資格膺選連任。

根據守則條文第A.4.1條，非執行董事應有特定委任年期，並須膺選連任。本公司或其附屬公司並無與非執行董事訂立或擬訂立任何服務合約。因此，非執行董事並無特定委任年期，惟須最少每三年輪值告退一次。因此，董事會認為本公司已具備足夠措施達至守則條文第A.4.1條之目的。

### 職能

董事會由主席領導，負責根據規管董事會會議之規則、董事總經理工作指引、組織章程細則及規管股東大會之規則訂定及批准本集團之發展及業務策略及政策、批准週年預算及業務計劃、建議股息，以及監督管理層。

執行董事負責本公司營運之日常管理。執行董事與本公司及其附屬公司及聯營公司之高級管理層定期舉行會議，會上評估經營事宜及財務表現。

本公司認為發展成熟及適時之申報制度及內部監控為基本所需，而董事會在實行及監控內部財務監控方面扮演重要角色。

The Board of Directors has established procedure to enable directors, upon reasonable request, to seek independent professional advice in appropriate circumstances, at the Company's expenses.

The Articles of Association of the Company contain description of responsibilities and operation procedures of the Board of Directors. The Board of Directors holds regular meeting and listens to the operating reports of the Company and makes policies. Significant operating policies of the Company have to be discussed and passed by the Board of Directors. Board meetings include regular meetings and irregular meetings. The Board of Directors meets formally at least 4 times a year.

Besides regular and irregular meetings, the Board of Directors obtains adequate information through working meetings, presided by the Chairman in a timely manner, to monitor objectives and strategies of the management, financial conditions and operating results of the Company and provisions of significant agreements.

For the financial year ended 31st March, 2012, the Board of Directors held 12 regular Board meetings at approximately monthly interval and 4 irregular Board meetings which were convened when deemed necessary. Due notice and Board papers were given to all directors prior to the meeting in accordance with the Company's Articles of Association and the Code. Details of individual attendance of directors are set out below:

董事會已訂有程序，讓董事按合理要求，可在適當之情況下尋求獨立專業意見，費用由本公司支付。

本公司組織章程細則載有董事會責任及運作程序之描述。董事會定期舉行會議，聽取本公司之營運報告，並制定政策。本公司之重大經營政策須經董事會討論及通過。董事會會議包括定期會議及不定期會議。董事會每年召開至少四次正式會議。

除定期及不定期會議外，董事會亦透過由主席適時主持之工作會議取得足夠資料，以監控管理層目標及策略、本公司財務狀況及經營業績，以及重大合約之條文。

於截至二零一二年三月三十一日止之財政年度，董事會曾舉行十二次定期董事會會議，大約每月一次，另亦曾舉行四次不定期董事會會議，乃於認為有需要時召開。適當通知及董事會文件已根據本公司組織章程細則及守則在會議前送交全體董事。各董事之出席詳情載列如下：

#### Attendance/Total Meetings Held

出席次數／會議總數

Name of directors	董事姓名	
<b>Executive Directors</b>	<b>執行董事</b>	
Mr. CHAU Wai Hing	周偉興先生	16/16
Mr. CHENG Wai Lun, Andrew	鄭偉倫先生	16/16
Dr. WONG Yun Kuen	黃潤權博士	16/16
<b>Independent Non-executive Directors</b>	<b>獨立非執行董事</b>	
Mr. CHAN Chung Yee, Alan	陳宗彝先生	4/16
Dr. FUNG Lewis Hung	馮振雄醫生	3/16
Mr. TANG Hon Bui, Ronald	鄧漢標先生	3/16

### Chairman and Managing Director

The roles of the Chairman and the Managing Director are segregated and assumed by two separate individuals who have no relationship with each other to strike a balance of power and authority so that the job responsibilities are not concentrated on any one individual.

The Chairman of the Board is responsible for the leadership and effective running of the Board. The Chairman is also responsible for deciding the agenda of each Board meeting, taking into account, where appropriate, matters proposed by other directors for inclusion in the agenda.

The Managing Director is delegated with the authorities to manage the Group's business in all aspects effectively, implement major strategies, make day-to-day decision and coordinate overall business operation.

The number of independent non-executive directors is half of the Board membership. The Board membership is covered by professionally qualified and widely experienced personnel so as to bring in valuable contribution and different professional advices and consultancy for the development of the Company.

### Responsibilities

In the course of discharging their duties, the directors act in good faith, with due diligence and care, and in the best interests of the Company and its shareholders. Their responsibilities include:

- Regular board meetings focusing on business strategy, operational issues and financial performance.
- Active participation on the boards of subsidiaries.
- Approval of annual budgets for each operating company covering strategy, financial and business performance, key risks and opportunities.
- Monitoring the quality, timeliness, relevance and reliability of internal and external reporting.
- Monitoring and managing potential conflicts of interest of management, Board members and shareholders, including misuse of corporate assets and abuse in related party transaction.
- Ensuring processes are in place to maintain the overall integrity of the Company, including financial statements, and relationship with other stakeholders, and compliance with all laws and ethics.

### 主席及董事總經理

主席及董事總經理之角色應分開，應由彼此間並無關係之兩名獨立人士擔任，以達到平衡權力及職權，致使工作職責不會集中於任何一人。

董事會主席負責領導及有效管理董事會。主席亦負責釐定每次董事會會議之議程，並考慮將其他董事提出之事務（如適當）包含於議程內。

董事總經理獲授予職權以有效方式管理本集團業務之各方面事務、執行重要策略、作出日常決定及協調整體業務運作。

獨立非執行董事之人數佔董事會成員一半。董事會成員包括具有專業資格及豐富經驗之人士，藉以為本公司帶來寶貴之貢獻，以及就本公司之發展提供各類專業建議及意見。

### 職責

在履行職責之過程中，董事真誠地、竭盡所能及謹慎，及以本公司及其股東之最佳利益行事。其責任包括：

- 定期召開董事會會議，專注於業務策略、營運事宜及財務表現。
- 積極參與附屬公司之董事會。
- 為每家經營公司審批週年預算，涵蓋策略、財務及業務表現、主要風險及機會。
- 監察內部及外部報告之素質、適時性、相關性及可靠性。
- 監察及管理管理層、董事會成員與股東之間可能出現之利益衝突，包括誤用企業資產及濫用關聯方交易。
- 確保訂有程序維持本公司之整體行事持正，包括財務報表，及其他股權持有人之關係，以及遵守所有法例及操守規定。

To enable the Company's directors to meet their obligations, an appropriate organizational structure is in place with clearly defined responsibilities and limits of authority.

### Board Committees

A number of Board Committees, including Audit Committee, Remuneration Committee and Nomination Committee, have been established by the Board of Directors to strengthen its functions and to enhance its expertise. These committees have been formed with specific written terms of reference which is available on the Company's website set out details of the Committee's duties, powers and functions.

### Remuneration Committee

The Board has established a Remuneration Committee comprising one executive director, Mr. CHENG Wai Lun, Andrew and three independent non-executive directors, Mr. CHAN Chung Yee, Alan, Dr. FUNG Lewis Hung and Mr. TANG Hon Bui, Ronald. It is chaired by Mr. CHAN Chung Yee, Alan.

The terms of reference of the Remuneration Committee have been reviewed with reference to the Corporate Governance Code.

The Remuneration Committee's responsibilities are to review and consider Company's policy for remuneration of directors and senior management, to determine remuneration packages of executive directors and senior management including benefits in kind, pension rights and compensation payments, and to recommend to the Board of Directors remuneration of independent non-executive directors.

Set out below is the summary of work of the Remuneration Committee done during the year:

- to review the remuneration policy for 2011/2012;
- to review the remuneration of the executive directors and the independent non-executive directors; and
- to review the annual share option policy (if any).

為讓本公司董事可履行彼等之義務，現已有合適之組織架構，清楚界定責任及權限。

### 董事委員會

董事會已設立多個董事委員會，包括審核委員會、薪酬委員會及提名委員會，以加強其職能及提升其專業能力。該等委員會經已設立，其特定之職權範圍已登載本公司網站並詳載該委員會職責、權力和職能。

### 薪酬委員會

董事會已成立薪酬委員會，由一名執行董事鄭偉倫先生及三名獨立非執行董事陳宗彝先生、馮振雄醫生及鄧漢標先生組成，並由陳宗彝先生擔任主席。

薪酬委員會之權責範圍已參考企業管治守則進行檢討。

薪酬委員會之主要責任為檢討及考慮本公司有關董事及高級管理層薪酬之政策，決定執行董事及高級管理層之薪酬組合包括實物利益、退休金權利及補償付款，以及向董事會推薦獨立非執行董事之薪酬。

以下列載薪酬委員會於年內之工作概要：

- 檢討二零一一／二零一二年度之薪酬政策；
- 檢討執行董事及獨立非執行董事之薪酬；及
- 檢討年度購股權政策（如有）。

The Remuneration Committee held one meeting during the year. Details of individual attendance of its members are set out in the table below:

年內，薪酬委員會曾舉行一次會議。各成員之出席詳情載於下表：

		<b>Attendance/Total meetings Held</b>
		出席次數／會議總數
<b>Name of directors</b>	<b>董事姓名</b>	
<b>Executive Director</b>	<b>執行董事</b>	
Mr. CHENG Wai Lun, Andrew	鄭偉倫先生	1/1
<b>Independent Non-executive Directors</b>	<b>獨立非執行董事</b>	
Mr. CHAN Chung Yee, Alan	陳宗彞先生	1/1
Dr. FUNG Lewis Hung	馮振雄醫生	1/1
Mr. TANG Hon Bui, Ronald	鄧漢標先生	1/1

#### Audit Committee

The Company's Audit Committee is composed of three independent non-executive directors, namely Mr. CHAN Chung Yee, Alan, Dr. FUNG Lewis Hung and Mr. TANG Hon Bui, Ronald. It is chaired by Mr. CHAN Chung Yee, Alan. It reports directly to the Board of Directors and reviews matters within the scope of audit, such as financial statements and internal controls, to protect the interests of the Company's shareholders.

#### 審核委員會

本公司審核委員會成員包括三名獨立非執行董事，即陳宗彞先生、馮振雄醫生及鄧漢標先生，由陳宗彞先生擔任主席。審核委員會直接向董事會匯報，並檢討審核範圍以內之事宜，例如財務報表及內部監控，以保障本公司股東之權益。

The Audit Committee meets regularly with the Company's external auditors to discuss audit process and accounting issues, and reviews effectiveness of internal controls and risk evaluation. Written terms of reference, which describes the authority and duties of the Audit Committee are regularly reviewed and updated by the Board.

審核委員會與本公司外聘核數師定期舉行會議，以討論審核程序及會計事宜，並檢討內部監控及風險評估是否有效。其職權範圍描述審核委員會之權限及職責，並由董事會定期檢討及更新。

Set out below is the summary of work done during the year:

以下列載於年內之工作概要：

- to review the financial statements for the year ended 31st March, 2011 and for the six months ended 30th September, 2011
  - to review effectiveness of the internal control, financial controls and risk management system;
  - to review auditors' statutory audit plan and letters of representation; and
  - to consider and approve 2011 audit fees and audit work.
- 審閱截至二零一一年三月三十一日止年度及截至二零一一年九月三十日止六個月之財務報表；
  - 檢討內部監控、財務控制及風險管理系統是否有效；
  - 審閱核數師之法定審核計劃及聲明函件；及
  - 考慮及批准二零一一年核數費用及審核工作。



The Audit Committee held two meetings during the year. Details of individual attendance of its members are set out in the table below:

年內，審核委員會曾舉行兩次會議。各成員之出席詳情載於下表：

**Attendance/Total meetings Held**  
出席次數／會議總數

<b>Name of directors</b>	<b>董事姓名</b>	
<b>Independent Non-executive Directors</b>	<b>獨立非執行董事</b>	
Mr. CHAN Chung Yee, Alan	陳宗彝先生	2/2
Dr. FUNG Lewis Hung	馮振雄醫生	2/2
Mr. TANG Hon Bui, Ronald	鄧漢標先生	2/2

### Nomination Committee

The Board has established a nomination committee on 21st March, 2012 comprising one executive director, Mr. CHENG Wai Lun, Andrew and three independent non-executive directors, Mr. CHAN Chung Yee, Alan, Dr. FUNG Lewis Hung and Mr. TANG Hon Bui, Ronald. It is chaired by Mr. CHAN Chung Yee, Alan.

### 提名委員會

董事於二零一二年三月二十一日成立提名委員會，由一名執行董事鄭偉倫先生及三名獨立非執行董事陳宗彝先生、馮振雄醫生及鄧漢標先生組成，並由陳宗彝先生擔任主席。

The terms of reference of the nomination committee, which is available on the Company's website, set out details of the Committee's duties, powers and functions, nomination procedures and the process and criteria adopted for selection and recommendation of candidates for directorship of the Company, summary of which is set out below:

本公司網站已登載獲採納之提名委員會職權範圍，詳載該委員會職責、權力和職能、挑選及建議合適人選加入本公司董事會之提名程序、過程及準則，其內容撮要載列如下。

- |  |  |
|--|--|
| <ul style="list-style-type: none"> <li>- to determine the policy for the nomination of Directors;</li> <li>- to review the size and composition (including the skills, knowledge and experience and length of service) of the Board annually; and making recommendations to the Board regarding any proposed changes to implement the Company's corporate strategy;</li> <li>- to identify individuals suitably qualified to become Board members and select or make recommendations to the Board on the selection of individuals nominated for directorships;</li> <li>- to assess the independence of independent non-executive director; and</li> <li>- to make recommendations to the Board on the relevant matters relating to the appointment or re-appointment of Directors.</li> </ul> | <ul style="list-style-type: none"> <li>- 釐定提名董事之政策；</li> <li>- 每年檢討董事會的規模及架構（包括技能、知識、經驗及服務任期等方面），並就本公司企業策略的執行向董事會提出任何改動建議；</li> <li>- 物色具備合適資格可擔任董事會成員之人士，並挑選提名有關人士出任董事或就此向董事會作出建議；</li> <li>- 評核獨立非執行董事之獨立性；及</li> <li>- 就董事委任或重新委任向董事會作出建議。</li> </ul> |
|--|--|

**External Auditors**

During the year and up to the date of this report, the remuneration paid to the Group's external auditors, Li, Tang, Chen & Co. Certified Public Accountants, are set out as follows:

**外聘核數師**

年內及直至本報告日期，本集團已付核數師李湯陳會計師事務所之酬金載列如下：

**Services rendered for the Group**

向本集團提供之服務

**Fees paid**

已付之費用

HK\$

港元

**Fees payable**

應付之費用

HK\$

港元

Audit services	審計服務	155,000	160,000
Non-audit services	非審計服務	8,700	8,000
<b>Total</b>	<b>總計</b>	<b>163,700</b>	<b>168,000</b>

**INTERNAL CONTROL AND RISK MANAGEMENT**

The Company places great importance on internal control and risk management. The Company is making comprehensive improvements to its internal control system and will implement a stricter and more regulated internal control system in the new financial year and disclose the relevant measures to the public in a timely manner.

**內部監控及風險管理**

本公司相當重視內部監控及風險管理。本公司現正對其內部監控系統作出全面改善，將在新財政年度實行更嚴謹監管之內部監控系統，並在適當時候向公眾人士披露有關措施。

The Board has established an on-going process for identifying, evaluating and managing the significant risks faced by the Group and this process includes updating the system of internal controls when there are changes to business environment or regulatory guidelines.

董事會已確立既定程序，以確定、評估及管理本集團所面對的重大風險，程序包括當營商環境或規例指引變更時，更新內部監控系統。

The Board is of the view that the system of internal controls in place for the year under review and up to the date of issuance of the annual report and financial statements is sound and is sufficient to safeguard the interests of shareholders and employees, and the Group's assets.

董事會認為回顧年內及截至本年報及財務報表刊發日期，現存之內部監控系統穩健，足以保障股東及員工之利益，及本集團之資產。

The investment manager assists the Board in the implementation of the board's policies and procedures on risk and control by identifying and assessing the risks faced, and involving in the design, operation and monitoring of suitable internal controls to mitigate and control these risks.

投資經理協助董事會推行風險及控制之政策及程序，確定及評估所面對之風險，並參與設計、運作及監察合適之內部監控措施，以減少及控制此等風險。

The key processes that have been established in reviewing the adequacy and integrity of the system of internal controls include the following:

- The Executive Committee is established by the Board to ensure the effectiveness of the daily operations and that the operations are in accordance with the corporate objectives and strategies.
- The Audit Committee of the Company reviews internal control issues identified by external auditors, regulatory authorities and management, and evaluates the adequacy and effectiveness of the Group's risk management and internal control systems.

Policies and procedures have been designed for safeguarding assets against unauthorised use or disposition; maintenance of proper accounting records for the use of reliable information within the business or external publication, and compliance of relevant regulations, rules and legislations. The policies and procedures are designed for providing reasonable but not absolute assurance to avoid fraud, material misstatements or errors.

### Finance

The Company's assets were used in an appropriate manner, the expenditures in each of the operating units of the Group were under a strict control, expenditures exceeding certain predetermined amounts needed management's authorisation. Accounting records were properly maintained. The allocation of resources and manpower in performing accounting and financial reporting function are adequate to comply with the requirement of Listing Rules.

### Operation

A hierarchical system with proper work flow and reporting procedures was duly established in each of the operating units. Every employee was assigned with a specific area of duty and responsibility.

Regular meetings with the attendance of senior management and representatives from each of the operating units were held during the year so as to improve communication and identify potential issues within the Group.

本集團已確立主要程序以審閱內部監控系統之充足性及完整性，該等程序包括：

- 董事會成立執行委員會，以確保日常運作有效率，及根據企業目標及策略營運。
- 本公司之審核委員會審閱外聘核數師、監管機構及管理層所確定之內部監控事項，並評估集團風險管理及內部監控系統之充足性及有效性。

本公司已訂立政策及程序保障資產不會在未經許可下使用及處置；妥當存置會計記錄為業務間或外部刊物提供可靠資料以及遵守有關規例、規則及法規之規定。本公司已訂立政策及程序提供合理而非絕對之保證以防止欺詐、重大誤述或誤差。

### 財務

本公司妥善運用資產，本集團各營運單位之開支均受嚴緊控制，超過若干預訂金額之開支須經由管理層審批。會計記錄亦已妥善保存。在履行會計及財務報告的職責時，資源及人力之分配足以滿足上市規則之要求。

### 營運

各營運單位均設有合適工作流程及申報程序之等級體系。各僱員均擁有特定範疇之職能及責任。

年內已定期舉行由高級管理層及各營運單位代表出席之會議，務求改善本集團內之溝通及物色具發展潛力之事項。

### Listing Rules Compliance

During the year, the continuing connected transactions undertaken by the Group are included in the transactions set out in note 28 to the financial statements. The Group has fully complied with the Listing Rules requirements. Financial Reports, announcements and circulars have been prepared and published in accordance with the requirements of the Listing Rules. The Listing Rules Task Force has been formed and continued to monitor the operations of the Company. The prevailing internal control system are compliant with all the requirements of the Listing Rules.

### Going Concern

The Directors, having made appropriate enquiries, consider that the Company has adequate resources to continue in operational existence for the foreseeable future and that, for this reason, it is appropriate to adopt the going concern basis in preparing the financial statements.

### Shareholder Communication

The objective of shareholder communication is to provide our shareholders with detailed information about the Company so that they can exercise their rights as shareholders in an informed manner.

The Company uses a range of communication tools to ensure its shareholders are kept well informed of key business imperatives. These include annual general meeting, annual report, various notices, announcements and circulars. All resolutions put forward at a shareholders meeting will be taken by poll pursuant to the Listing Rules and the poll results will be posted on the websites of the Company and of the Stock Exchange after the shareholders meeting.

### Directors' Responsibility in Preparing the Financial Statements

The Directors acknowledge that it is their responsibilities in preparing the financial statements. The Statement of the Auditors about their reporting responsibilities on the financial statements is set out in the Independent Auditor's Report on pages 28 to 29.

### 上市規則遵守

本年度，本集團所從事的持續關連交易已包括在財務報表中之附註28中。本集團一直遵守上市規則之要求，財務報表、公告及通函已根據上市規則之要求而編制及出版。上市規則專案小組已成立及持續監督本公司之營運。現時之內部監控符合上市規則所有要求。

### 持續經營

董事經作出適當查詢後認為，本公司擁有足夠資源在可見將來繼續經營，因此，在編製財務報表時採納持續經營基準實屬合適。

### 與股東之溝通

與股東之溝通旨在向本公司股東提供有關本公司之詳細資料，使彼等能在知情情況下行使彼等身為股東之權利。

本公司使用多種溝通工具，以確保其股東能夠得悉主要業務活動之最新資料，包括股東週年大會、年度報告、各項通告、公告及通函。所有於股東大會提呈之決議案將根據上市規則進行投票表決，投票結果將於股東大會結束後在本公司及聯交所網站內刊載。

### 董事編製財務報表之責任

董事知悉彼等有責任編製財務報表。核數師就彼等對財務報表之申報責任所作出之聲明已載於第28頁至29頁之獨立核數師報告。

## INDEPENDENT AUDITOR'S REPORT

## 獨立核數師報告

### TO THE SHAREHOLDERS OF UBA INVESTMENTS LIMITED

(incorporated in the Cayman Islands with limited liability)

We have audited the consolidated financial statements of UBA Investments Limited ("the Company") and its subsidiaries (together "the Group") set out on pages 30 to 100, which comprise the consolidated and company statements of financial position as at 31st March, 2012, and the consolidated income statement, the consolidated statement of comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and a summary of significant accounting policies and other explanatory information.

### DIRECTORS' RESPONSIBILITY FOR THE CONSOLIDATED FINANCIAL STATEMENTS

The directors of the Company are responsible for the preparation of consolidated financial statements that give a true and fair view in accordance with Hong Kong Financial Reporting Standards issued by the Hong Kong Institute of Certified Public Accountants 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, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

We conducted our audit in accordance with Hong Kong Standards on Auditing issued by the Hong Kong Institute of Certified Public Accountants. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

致開明投資有限公司全體股東

(於開曼群島註冊成立的有限公司)

我們已審核載於第30頁至100頁的開明投資有限公司(「公司」)及附屬公司(統稱「集團」)的綜合財務報表，此財務報表包括截至二零一二年三月三十一日的綜合財務狀況表和公司財務狀況表與截至該日止年度的綜合收益表、綜合全面收益表、綜合權益變動表、綜合現金流動表以及主要會計政策概要和其他解釋資料。

### 董事就綜合財務報表須承擔的責任

公司董事須負責根據香港會計師公會頒佈的香港財務報告準則和香港公司條例的披露規定編製真實而公平的綜合財務報表，以及維持董事認為必要的有關內部控制，以確保編製綜合財務報表時不存在由於欺詐或錯誤而導致的重大錯誤陳述。

### 核數師的責任

我們的責任是根據我們的審核對該等綜合財務報表作出意見，僅向整體股東報告，除此之外本報告別無其他目的。我們不會就本報告的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的香港審計準則進行審核。這些準則要求我們遵守道德規範，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。

## INDEPENDENT AUDITOR'S REPORT

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 Company and of the Group as at 31st March, 2012 and of the Group's loss 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.

#### **Li, Tang, Chen & Co.**

*Certified Public Accountants (Practising)*

10/F Sun Hung Kai Centre  
30 Harbour Road  
Wanchai  
Hong Kong

21st June, 2012

## 獨立核數師報告

審核涉及執行情序以獲取有關綜合財務報表所載金額和披露資料的審核證據。所選定的程序取決於核數師的判斷，包括評估由於欺詐或錯誤而導致綜合財務報表存有重大錯誤陳述的風險。在評估該等風險時，核數師考慮與該公司編製真實而公平的綜合財務報表相關的內部控制，以設計適當的審核程序，但並非對公司的內部控制的有效性發表意見。審核亦包括評價董事所採用的會計政策的合適性及作出的會計估計的合理性，以及評價綜合財務報表的整體列報方式。

我們相信，我們所獲得的審核證據充足且適當地為我們的審核意見提供基礎。

### 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本公司和本集團於二零一二年三月三十一日的財務狀況及集團截至該日止年度的虧損和現金流動，並已按照香港公司條例的披露規定妥為編製。

#### **李湯陳會計師事務所**

*執業會計師*

香港  
灣仔  
港灣道三十號  
新鴻基中心十樓

二零一二年六月二十一日

## CONSOLIDATED INCOME STATEMENT

For the year ended 31st March, 2012

## 綜合收益表

截至二零一二年三月三十一日止年度

		Note 附註	2012 HK\$ 港元	2011 HK\$ 港元
<b>Turnover</b>	營業額	9	<b>70,806,165</b>	287,976,209
Costs of listed securities disposed	出售上市證券之成本		<b>(67,515,824)</b>	(265,026,767)
Other revenue	其他收入	10	<b>957,977</b>	1,296,161
Other net loss	其他虧損淨額	10	<b>(19,392,221)</b>	(391,549)
Impairment loss on available-for-sale financial assets	可供出售財務資產之減值虧損		<b>(7,177,335)</b>	(1,817,801)
Impairment loss on amount due from an investee company	應收投資公司款項之減值虧損		<b>(1,300,000)</b>	–
Administrative and other operating expenses	行政及其他經營支出	28(a)	<b>(3,934,026)</b>	(8,072,812)
Finance costs	融資成本	11	<b>(31,477)</b>	(175,678)
<b>(Loss)/profit before taxation</b>	除稅前(虧損)/溢利	12	<b>(27,586,741)</b>	13,787,763
Income tax expense	所得稅開支	14(a)	–	–
<b>(Loss)/profit for the year attributable to equity holders of the Company</b>	本年度本公司權益持有人應佔之(虧損)/溢利	15	<b>(27,586,741)</b>	13,787,763
<b>(Loss)/earnings per share</b>	每股(虧損)/盈利			
Basic	基本	16	<b>(2.60cents)</b>	1.30cents
Diluted	攤薄	16	<b>N/A</b>	N/A
<b>Dividend</b>	股息		<b>Nil</b>	Nil

**CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME**

For the year ended 31st March, 2012

**綜合全面收益表**

截至二零一二年三月三十一日止年度

		<b>2012</b>	2011
		<b>HK\$</b>	HK\$
		港元	港元
<b>(Loss)/profit for the year attributable to equity holders of the Company</b>	本年度本公司權益持有人應佔之(虧損)/溢利	<b>(27,586,741)</b>	13,787,763
<b>Other comprehensive (loss)/income</b>	其他全面(虧損)/收益		
Available-for-sale financial assets:	可供出售財務資產：		
– Fair value changes during the year	– 一年內公平值之變動	<b>(9,682,361)</b>	2,569,064
– Reclassification adjustments transferred to consolidated income statement	– 重新分類調整轉移到綜合收益表		
– Impairment loss	– 減值虧損	<b>7,142,890</b>	1,143,376
– Released upon disposal of available-for-sale financial assets	– 因出售可供出售財務資產而變現	<b>(464,270)</b>	(956,886)
Other comprehensive (loss)/income for the year, net of tax	除稅後之本年度其他全面(虧損)/收益	<b>(3,003,741)</b>	2,755,554
<b>Total comprehensive (loss)/income attributable to equity holders of the Company</b>	本公司權益持有人全面(虧損)/收益總額	<b>(30,590,482)</b>	16,543,317



# CONSOLIDATED STATEMENT OF FINANCIAL POSITION

As at 31st March, 2012

# 綜合財務狀況表

於二零一二年三月三十一日

		Note 附註	2012 HK\$ 港元	2011 HK\$ 港元
<b>Non-current assets</b>	<b>非流動資產</b>			
Property, plant and equipment	物業、機器及設備	17	<b>28,224</b>	11,443
Available-for-sale financial assets	可供出售財務資產	19	<b>32,551,904</b>	44,188,510
			<b>32,580,128</b>	44,199,953
<b>Current assets</b>	<b>流動資產</b>			
Amounts due from investee companies	應收投資公司款項	20	<b>6,321,169</b>	8,431,169
Amounts due from related companies	應收關聯公司款項	21	<b>614,891</b>	408,846
Other receivables, prepayments and deposits	其他應收款項、預付款及按金	22	<b>61,577</b>	69,238
Financial assets at fair value through profit or loss	按公平值於損益賬列賬之財務資產	23	<b>61,952,755</b>	77,730,705
Cash and bank balances	現金及銀行結餘		<b>3,648,357</b>	8,872,456
			<b>72,598,749</b>	95,512,414
<b>Current liabilities</b>	<b>流動負債</b>			
Accruals	應付費用		<b>215,152</b>	4,158,160
Other payables	其他應付款項		<b>1,884,200</b>	1,884,200
			<b>2,099,352</b>	6,042,360
<b>Net current assets</b>	<b>流動資產淨值</b>		<b>70,499,397</b>	89,470,054
<b>Net assets</b>	<b>資產淨值</b>		<b>103,079,525</b>	133,670,007
<b>Capital and reserves</b>	<b>資本及儲備</b>			
Share capital	股本	24	<b>10,597,782</b>	10,597,782
Reserves	儲備	25	<b>92,481,743</b>	123,072,225
<b>Total equity</b>	<b>總權益</b>		<b>103,079,525</b>	133,670,007
<b>Net asset value per share</b>	<b>每股資產淨值</b>	26	<b>0.10</b>	0.13

The financial statements on pages 30 to 100 were approved and authorised for issue by the board of directors on 21st June, 2012

第30至100頁之財務報表已獲董事會於二零一二年六月二十一日批准及授權發出。

**CHAU Wai Hing**  
Executive Director  
執行董事  
周偉興

**CHENG Wai Lun, Andrew**  
Executive Director  
執行董事  
鄭偉倫

## STATEMENT OF FINANCIAL POSITION

As at 31st March, 2012

## 財務狀況表

於二零一二年三月三十一日

		Note 附註	2012 HK\$ 港元	2011 HK\$ 港元
<b>Non-current assets</b>	<b>非流動資產</b>			
Property, plant and equipment	物業、機器及設備	17	<b>28,224</b>	11,443
Interests in subsidiaries	於附屬公司之權益	18	<b>93,128,368</b>	94,673,148
Available-for-sale financial assets	可供出售財務資產	19	<b>354,468</b>	387,490
			<b>93,511,060</b>	95,072,081
<b>Current assets</b>	<b>流動資產</b>			
Deposits	按金	22	<b>60</b>	2,160
Cash and bank balances	現金及銀行結餘		<b>1,984,594</b>	6,085,237
			<b>1,984,654</b>	6,087,397
<b>Current liabilities</b>	<b>流動負債</b>			
Accruals	應付費用		<b>101,150</b>	4,047,658
<b>Net current assets</b>	<b>流動資產淨值</b>		<b>1,883,504</b>	2,039,739
<b>Net assets</b>	<b>資產淨值</b>		<b>95,394,564</b>	97,111,820
<b>Capital and reserves</b>	<b>資本及儲備</b>			
Share capital	股本	24	<b>10,597,782</b>	10,597,782
Reserves	儲備	25	<b>84,796,782</b>	86,514,038
<b>Total equity</b>	<b>總權益</b>		<b>95,394,564</b>	97,111,820

The financial statements on pages 30 to 100 were approved and authorised for issue by the board of directors on 21st June, 2012

第30至100頁之財務報表已獲董事會於二零一二年六月二十一日批准及授權發出。

**CHAU Wai Hing**  
Executive Director

執行董事  
周偉興

**CHENG Wai Lun, Andrew**  
Executive Director

執行董事  
鄭偉倫

## CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the year ended 31st March, 2012

## 綜合權益變動表

截至二零一二年三月三十一日止年度

		Share capital	Share premium	Fair value reserves	Retained profits	Total
		股本	股份溢價	公平值儲備	保留溢利	總計
		HK\$	HK\$	HK\$	HK\$	HK\$
		港元	港元	港元	港元	港元
Balance as at 1st April, 2010	於二零一零年四月一日結餘	10,597,782	92,564,355	(2,068,307)	16,032,860	117,126,690
Total comprehensive income for the year	本年度全面收益總額	-	-	2,755,554	13,787,763	16,543,317
Balance as at 31st March, 2011 and 1st April, 2011	於二零一一年三月三十一日及 二零一一年四月一日結餘	10,597,782	92,564,355	687,247	29,820,623	133,670,007
Total comprehensive loss for the year	本年度全面虧損總額	-	-	(3,003,741)	(27,586,741)	(30,590,482)
Balance as at 31st March, 2012	於二零一二年三月三十一日結餘	10,597,782	92,564,355	(2,316,494)	2,233,882	103,079,525

# CONSOLIDATED STATEMENT OF CASH FLOWS

For the year ended 31st March, 2012

# 綜合現金流動表

截至二零一二年三月三十一日止年度

		2012 HK\$ 港元	2011 HK\$ 港元
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>	<b>經營業務之現金流動</b>		
(Loss)/profit before taxation	除稅前(虧損)/溢利	<b>(27,586,741)</b>	13,787,763
Adjustments for:	已就下列各項作出調整:		
Interest income	利息收入	<b>(30,661)</b>	(110,364)
Interest expenses	利息支出	<b>31,477</b>	175,678
Depreciation	折舊	<b>4,299</b>	1,937
Net realised and unrealised loss/(gain) on financial assets at fair value through profit or loss	按公平值於損益賬列賬之財務資產之已變現及未變現淨虧損/(收益)	<b>19,255,779</b>	(17,470,227)
Impairment loss on amount due from an investee company	應收投資公司款項之減值虧損	<b>1,300,000</b>	-
Gain on disposal of available-for-sale financial assets	出售可供出售財務資產之收益	<b>(3,632)</b>	(2,675,412)
Impairment loss on available-for-sale financial assets	可供出售財務資產之減值虧損	<b>7,177,335</b>	1,817,801
(Increase)/decrease in amounts due from related companies	應收關聯公司款項之(增加)/減少	<b>(206,045)</b>	20,726
Decrease in other receivables, prepayments and deposits	其他應收款項、預付款及按金之減少	<b>7,661</b>	772,194
Increase in financial assets at fair value through profit or loss	按公平值於損益賬列賬之財務資產之增加	<b>(3,477,829)</b>	(2,149,851)
Decrease in accruals	應付費用之減少	<b>(3,943,008)</b>	(1,088,933)
<b>Cash used in operations</b>	<b>經營業務應用之現金</b>	<b>(7,471,365)</b>	(6,918,688)
Interest received	已收利息	<b>30,661</b>	110,364
Interest paid	已付利息	<b>(31,477)</b>	(175,678)
Income tax refunded	已退稅項	<b>-</b>	4,888,657
<b>Net cash used in operating activities</b>	<b>經營業務應用之現金淨額</b>	<b>(7,472,181)</b>	(2,095,345)
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>	<b>投資活動之現金流動</b>		
Purchase of property, plant and equipment	購買物業、機器及設備	<b>(21,080)</b>	(12,400)
Purchase of available-for-sale financial assets	購買可供出售財務資產之繳付款項	<b>(513,120)</b>	(22,321,926)
Proceeds from sale of available-for-sale financial assets	出售可供出售財務資產之所得款項	<b>1,972,282</b>	7,414,674
Repayments from investee companies	投資公司之償還	<b>810,000</b>	2,710,000
<b>Net cash from/(used in) investing activities</b>	<b>投資活動產生/(應用)之現金淨額</b>	<b>2,248,082</b>	(12,209,652)
<b>NET DECREASE IN CASH AND CASH EQUIVALENTS</b>	<b>現金及現金等價物之減少淨額</b>	<b>(5,224,099)</b>	(14,304,997)
<b>CASH AND CASH EQUIVALENTS AT THE BEGINNING OF THE YEAR</b>	<b>年初之現金及現金等價物</b>	<b>8,872,456</b>	23,177,453
<b>CASH AND CASH EQUIVALENTS AT THE END OF THE YEAR</b>	<b>年末之現金及現金等價物</b>	<b>3,648,357</b>	8,872,456
Representing:	代表:		
Cash and bank balances	現金及銀行結餘	<b>3,648,357</b>	8,872,456

# NOTES ON THE FINANCIAL STATEMENTS

For the year ended 31st March, 2012

# 財務報表附註

截至二零一二年三月三十一日止年度

## 1. GENERAL

The Company is a public limited company incorporated in the Cayman Islands with its shares listed on The Stock Exchange of Hong Kong Limited (the "Stock Exchange"). The address of its registered office is P.O. Box 309, Ugland House, Grand Cayman, KY1-1104, Cayman Islands. The principal place of business is 2nd Floor, Wah Kit Commercial Centre, 302 Des Voeux Road Central, Hong Kong.

The Company and its subsidiaries are engaged in investment holding and trading of securities.

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

## 2. CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES

The Group has adopted the following new and revised Hong Kong Financial Reporting Standards ("HKFRSs") for the first time for the current year's financial statements.

HKFRS 1 Amendment	Amendment to HKFRS 1 <i>First-time Adoption of Hong Kong Financial Reporting Standards – Limited Exemption from Comparative HKFRS 7 Disclosures for First-time Adopters</i>
HKAS 24 (Revised)	<i>Related Party Disclosures</i>
HKAS 32 Amendment	Amendment to HKAS 32 <i>Financial Instruments: Presentation – Classification of Rights Issues</i>
HK(IFRIC)-Int 14 Amendments	Amendments to HK(IFRIC)-Int 14 <i>Prepayments of a Minimum Funding Requirement</i>
HK(IFRIC)-Int 19	<i>Extinguishing Financial Liabilities with Equity Instruments</i>
<i>Improvements to HKFRSs 2010</i>	Amendments to a number of HKFRSs issued in May 2010

Other than as further explained below regarding the impact of HKAS 24 (Revised) and *Improvements to HKFRSs 2010*, the adoption of the new and revised HKFRSs has had no significant financial effect on these financial statements.

## 1. 一般資料

本公司乃一間於開曼群島註冊成立有限責任之公眾公司，其股份於香港聯合交易所有限公司（「聯交所」）上市。本公司之註冊地址為 P.O. Box 309, Ugland House, Grand Cayman, KY1-1104, Cayman Islands。其主要營業地點位於香港德輔道中302號華傑商業中心2樓。

本公司及其附屬公司均從事投資控股及證券交易。

財務報表以港元呈列，與本公司之功能貨幣相同。

## 2. 會計政策及披露之更改

本集團於本年度之財務報表首次採納下列新訂及經修訂香港財務報告準則。

香港財務報告準則第1號 (修訂本)	修訂香港財務報告準則第1號 <i>首次採納香港財務報告準則— 香港財務報告準則第7號 對首次採納者披露比較資料之 有限豁免</i>
香港會計準則第24號 (經修訂)	<i>關聯人士之披露</i>
香港會計準則第32號 (修訂本)	修訂香港會計準則第32號 <i>金融工具：呈列—供股權之 分類</i>
香港(國際財務報告 詮釋委員會)—詮釋 第14號(修訂本)	修訂香港(國際財務報告詮釋 委員會)—詮釋第14號最低 <i>資金需求之預付款項</i>
香港(國際財務報告 詮釋委員會) —詮釋第19號	<i>以股本工具抵銷金融負債</i>
二零一零年香港財務 報告準則之改進	於二零一零年五月份頒佈對多項 香港財務報告準則之修訂

除就香港會計準則第24號(經修訂)及二零一零年香港財務報告準則之改進外，採納該等新訂及經修訂香港財務報告準則對此等財務報表並無重大財務影響。

## NOTES ON THE FINANCIAL STATEMENTS

For the year ended 31st March, 2012

## 財務報表附註

截至二零一二年三月三十一日止年度

### 2. CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES (continued)

The principal effects of adopting these HKFRSs are as follows:

**a)** HKAS 24 (Revised) *Related Party Disclosures*

HKAS 24 (Revised) clarifies and simplifies the definitions of related parties. The new definitions emphasise a symmetrical view of related party relationships and clarify the circumstances in which persons and key management personnel affect related party relationships of an entity. The revised standard also introduces an exemption from the general related party disclosure requirements for transactions with a government and entities that are controlled, jointly controlled or significantly influenced by the same government as the reporting entity. The accounting policy for related parties has been revised to reflect the changes in the definitions of related parties under the revised standard. The adoption of the revised standard did not have any impact on the financial position or performance of the Group. Details of the related party transactions, including the related comparative information, are included in note 28 on the consolidated financial statements.

**b)** Improvements to HKFRSs 2010 issued in May 2010 sets out amendments to a number of HKFRSs. There are separate transitional provisions for each standard. While the adoption of some of the amendments may result in changes in accounting policies, none of these amendments has had a significant financial impact on the financial position or performance of the Group.

### 2. 會計政策及披露之更改(續)

採納該等新訂及經修訂香港財務報告準則之主要影響如下：

**(a)** 香港會計準則第24號(經修訂) *關聯人士之披露*

香港會計準則第24號(經修訂)闡明及簡化關聯人士的定義。新定義強調關聯人士關係的對稱性，並闡明人士及主要管理人員影響一家實體的關聯人士關係的情況。經修訂準則亦引入報告的實體與政府及受同一政府控制、共同控制或重大影響的實體進行交易的一般關聯人士披露規定的豁免。關聯人士的會計政策已修訂，以反映根據經修訂準則的關聯人士定義變動。該經修訂準則不會對本集團財務狀況或表現構成任何影響。

**b)** 於二零一零年五月份頒佈的二零一零年香港財務報告準則之改進載列對多項香港財務報告準則作出的修訂。各項準則均設有個別過渡性條文。儘管採納部分修訂導致會計政策變動，該等修訂對本集團的財政狀況或表現並無構成重大財務影響。

## NOTES ON THE FINANCIAL STATEMENTS

For the year ended 31st March, 2012

## 財務報表附註

截至二零一二年三月三十一日止年度

### 3. ISSUED BUT NOT YET EFFECTIVE HONG KONG FINANCIAL REPORTING STANDARDS

The Group has not applied the following new and revised HKFRSs, that have been issued but are not yet effective, in these financial statements:

HKFRS 1 Amendments	Amendments to HKFRS 1 <i>First-time Adoption of Hong Kong Financial Reporting Standards – Severe Hyperinflation and Removal of Fixed Dates for First-time Adopters</i> <sup>1</sup>	香港財務報告準則第1號 (修訂本)	修訂香港財務報告準則第1號 首次採納香港財務報告準則— 嚴重惡性通脹及取消首次 採納者的固定日期 <sup>1</sup>
HKFRS 7 Amendments	Amendments to HKFRS 7 <i>Financial Instruments: Disclosures – Offsetting Financial Assets and Financial Liabilities</i> <sup>4</sup>	香港財務報告準則第7號 (修訂本)	修訂香港財務報告準則第7號 金融工具：披露—金融資產與 金融負債之抵銷 <sup>4</sup>
HKFRS 9	<i>Financial Instruments</i> <sup>6</sup>	香港財務報告準則第9號	金融工具 <sup>6</sup>
HKFRS 10	<i>Consolidated Financial Statements</i> <sup>4</sup>	香港財務報告準則第10號	綜合財務報表 <sup>4</sup>
HKFRS 11	<i>Joint Arrangements</i> <sup>4</sup>	香港財務報告準則第11號	合營安排 <sup>4</sup>
HKFRS 12	<i>Disclosure of Interests in Other Entities</i> <sup>4</sup>	香港財務報告準則第12號	披露其他實體權益 <sup>4</sup>
HKFRS 13	<i>Fair Value Measurement</i> <sup>4</sup>	香港財務報告準則第13號	公平價值計量 <sup>4</sup>
HKAS 1 Amendments	Amendments to HKAS 1 <i>Presentation of Financial Statements – Presentation of Items of Other Comprehensive Income</i> <sup>3</sup>	香港會計準則第1號 (修訂本)	修訂香港會計準則第1號 財務報表的呈列—其他全面 收益項目的呈列 <sup>3</sup>
HKAS 12 Amendments	Amendments to HKAS 12 <i>Income Taxes – Deferred Tax: Recovery of Underlying Assets</i> <sup>2</sup>	香港會計準則第12號 (修訂本)	修訂香港會計準則第12號 所得稅—遞延稅項： 相關資產的收回 <sup>2</sup>
HKAS 32 Amendments	Amendments to HKAS 32 <i>Financial Instruments: Presentation – Offsetting Financial Assets and Financial Liabilities</i> <sup>5</sup>	香港會計準則第32號 (修訂本)	修訂香港會計準則第32號 金融工具：呈列—金融資產與 金融負債之抵銷 <sup>5</sup>
HKAS 19 (2011)	<i>Employee Benefits</i> <sup>4</sup>	香港會計準則第19號 (二零一一年)	僱員福利 <sup>4</sup>
HKAS 27 (2011)	<i>Separate Financial Statements</i> <sup>4</sup>	香港會計準則第27號 (二零一一年)	獨立財務報表 <sup>4</sup>
HKAS 28 (2011)	<i>Investments in Associates and Joint Ventures</i> <sup>4</sup>	香港會計準則第28號 (二零一一年)	於聯營公司及合營公司的投資 <sup>4</sup>
HK(IFRIC) – Int 20	<i>Stripping Costs in the Production Phase of a Surface Mine</i> <sup>4</sup>	香港(國際財務報告 詮釋委員會) —詮釋第20號	露天礦生產階段的剝採成本 <sup>4</sup>

### 3. 已頒佈但尚未生效之香港財務報告準則

本集團並無於此等財務報表採納以下已頒佈但尚未生效的新訂及經修訂之香港財務報告準則：

## NOTES ON THE FINANCIAL STATEMENTS

For the year ended 31st March, 2012

### 3. ISSUED BUT NOT YET EFFECTIVE HONG KONG FINANCIAL REPORTING STANDARDS (continued)

- 1 Effective for annual periods beginning on or after 1st July, 2011
- 2 Effective for annual periods beginning on or after 1st January, 2012
- 3 Effective for annual periods beginning on or after 1st July, 2012
- 4 Effective for annual periods beginning on or after 1st January, 2013
- 5 Effective for annual periods beginning on or after 1st January, 2014
- 6 Effective for annual periods beginning on or after 1st January, 2015

The Group is in the process of making an assessment of the impact of these new and revised HKFRSs upon initial application. So far, the Group considers that these new and revised HKFRSs are unlikely to have a significant impact on the Group's results of operations and financial position.

### 4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The principal accounting policies applied in the preparation of these consolidated financial statements are set out below. These policies have been consistently applied to all the years presented.

#### a) Basis of preparation:

The financial statements have been prepared in accordance with HKFRSs which collective term includes all applicable individual Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards ("HKASs") and Interpretations issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA"), accounting principles generally accepted in Hong Kong and the disclosure requirements of the Hong Kong Companies Ordinance. The financial statements have been prepared under the historical cost convention except that available-for-sale financial assets and financial assets at fair value through profit or loss are stated at fair value.

## 財務報表附註

截至二零一二年三月三十一日止年度

### 3. 已頒佈但尚未生效之香港財務報告準則(續)

- 1 於二零一一年七月一日或之後開始之年度期間生效
- 2 於二零一二年一月一日或之後開始之年度期間生效
- 3 於二零一二年七月一日或之後開始之年度期間生效
- 4 於二零一三年一月一日或之後開始之年度期間生效
- 5 於二零一四年一月一日或之後開始之年度期間生效
- 6 於二零一五年一月一日或之後開始之年度期間生效

本集團現正就該等新訂及經修訂香港財務報告準則於首次採納時之影響進行評估。到目前為止，本集團認為該等新訂及經修訂之香港財務報告準則不大可能對本集團之營運業績及財務狀況產生重大影響。

### 4. 主要會計政策概要

編製該等綜合財務報表所應用之主要會計政策載列如下。該等政策均貫徹應用於所呈報之所有年度。

#### a) 編製基準：

本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，這共同名詞包括由香港會計師公會所定立之香港會計準則及其詮釋、香港公認會計原則及香港公司條例之披露規定。本財務報表乃根據歷史成本常規法編製，惟可供出售財務資產及按公平值於損益賬列賬之財務資產按公平值列賬。



## 4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(continued)

### b) Basis of consolidation:

The consolidated financial statements include the financial statements of Company and its subsidiaries (collectively referred to as the "Group") for the year ended 31st March, 2012. The financial statements of the subsidiaries are prepared for the same reporting period as the Company, using consistent accounting policies. The results of subsidiaries are consolidated from the date of acquisition, being the date on which the Group obtains control, and continue to be consolidated until the date that such control ceases. All intra-group balances, transactions, unrealised gains and losses resulting from intra-group transactions and dividends are eliminated on consolidation in full.

### c) Property, plant and equipment:

Property, plant and equipment are stated at cost less accumulated depreciation and accumulated impairment losses. The cost of an item of property, plant and equipment comprises its purchase price and any directly attributable costs of bringing the assets to working condition and location for its intended use. Expenditure incurred after items of property, plant and equipment have been put into operation, such as repairs and maintenance and overhaul cost, is normally charged to the profit or loss in the period in which it is incurred. In situations where it can be clearly demonstrated that the expenditure has resulted in an increase in the future economic benefits expected to be obtained from the use of an item of property, plant and equipment, the expenditure is capitalised as an additional cost of the asset.

Depreciation is provided to write off the cost of property, plant and equipment over their estimated useful lives using the straight-line method. The annual rate used for furniture, fixtures and equipment is 20%.

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continuing 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 the profit or loss in the year in which the item is derecognised.

## 4. 主要會計政策概要 (續)

### b) 綜合帳目之基準：

綜合財務報表包括本公司及其附屬公司(統稱「本集團」)截至二零一二年三月三十一日止年度之財務報表。附屬公司之財務報表使用與本公司一致之會計政策按同一報告期間編製。附屬公司之業績由收購日期(即本集團取得控制權當日)起計入綜合帳目，並持續計入綜合帳目至該控制權終止當日為止。所有集團內部公司間結餘、交易、因集團內部公司間交易而產生之未變現盈虧及股息已於綜合計算時全數抵銷。

### c) 物業、機器及設備：

物業、機器及設備以成本減去累積折舊及任何減值虧損列賬。一項物業、機器及設備項目之成本包括其購入價及將該資產達至其營運狀態及其預定用途之工作地點涉及之任何直接應佔成本。該物業、機器及設備運作後產生之開支，包括維修及保養及檢修成本，一般在其產生之期間在損益賬中扣除。倘若可清楚顯示有關開支導致使用該物業、機器及設備而預計可取得之未來經濟效益有所增加，則有關開支予以資本化，作為該資產之額外成本。

物業、機器及設備折舊以直線法於其預計可用年期內將其撇銷。傢具、裝置及設備之年折舊率為20%。

物業、機器及設備乃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。於取消確認該資產時產生之任何收益或虧損(以出售所得款項淨額與該項目之賬面值之差額計算)乃計入於該項目取消確認年度之損益賬內。

### 4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(continued)

#### d) Subsidiaries:

Subsidiaries are all entities (including special purpose entities) over which the Group has the power to govern the financial and operating policies generally accompanying a shareholding of more than one half of the voting rights. The existence and effect of potential voting rights that are currently exercisable or convertible are considered when assessing whether the Group controls another entity.

Investments in subsidiaries are included in the Company's statement of financial position at cost less any impairment losses. The results of subsidiaries are accounted for by the Company on the basis of dividends received and receivable.

#### e) Investments:

The Group classifies its investments in the following categories: financial assets at fair value through profit or loss, loans and receivables and available-for-sale financial assets. The classification depends on the purpose for which the investments were acquired. Management determines the classification of its investments at initial recognition and re-evaluates this designation at every reporting date.

##### i) *Financial assets at fair value through profit or loss*

At the end of each reporting period subsequent to initial recognition, financial assets at fair value through profit or loss are measured at fair value, with changes in fair value recognised directly in profit or loss in the period in which they arise. All derivatives financial assets are also categorised as financial assets at fair value through profit or loss unless they are designated as hedges.

### 4. 主要會計政策概要(續)

#### d) 附屬公司：

附屬公司是本集團有權控制其財務及營運政策的公司(包括特別功能機構)，通常連同擁有其過半數投票權之股權。在評估本集團是否控制另一實體時，會考慮是否存在即可行使或可轉換潛在投票權及其作用。

於附屬公司之投資乃按成本值減任何減值虧損並於本公司之財務狀況表中列賬。附屬公司之業績按已收及應收股息之基準在本公司之財務報表中列賬。

#### e) 投資：

本集團將投資項目劃分為以下類別：按公平值於損益賬列賬之財務資產、貸款及應收款項以及可供出售財務資產。分類方法取決於投資項目之收購目的。管理層於初始確認時為其投資項目分類，並於每個報告日重新評估此分類。

##### i) *按公平值於損益賬列賬之財務資產*

於初次確認後之每個報告期末，按公平值於損益賬列賬之財務資產乃按公平值計算，公平值變動於產生期內直接於損益賬確認。所有衍生財務資產被類別為按公平值於損益賬列賬之財務資產，除非該項目被指定為對沖。

## 4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(continued)

## e) Investments: (continued)

## ii) Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. At the end of each reporting period subsequent to initial recognition, loans and receivables are carried at amortised cost using the effective interest method, less any identified impairment losses. An impairment loss is recognised in profit or loss when there is objective evidence that the asset is impaired, and is measured as the difference between the asset's carrying amount and the present value of the estimated future cash flows discounted at the original effective interest rate. Impairment losses are reversed in subsequent periods when an increase in the asset's recoverable amount can be related objectively to an event occurring after the impairment was recognised, subject to a restriction 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.

## iii) Available-for-sale financial assets

Available-for-sale financial assets are non-derivatives that are either designated or not classified as any of the other categories (set out above).

After initial recognition, available-for-sale financial assets are subsequently measured at fair value, with unrealised gains or losses recognised as other comprehensive income in the available-for-sale assets fair value reserve until the investment is derecognised, at which time the cumulative gain or loss is recognised in the income statement, or until the investment is determined to be impaired, at which item the cumulative gain or loss is recognised in the income statement and removed from the available-for-sale assets fair value reserve.

## 4. 主要會計政策概要 (續)

## e) 投資：(續)

## ii) 貸款及應收款項

貸款及應收款項為並未於交投活躍之市場內報價而附帶固定或可議定付款之非衍生金融資產。於初步確認後之每個報告期末，貸款及應收款項使用實際利率法按攤銷成本減任何可識別減值虧損列賬。當有客觀證據顯示資產已減值，則於損益賬內確認減值虧損，並以資產之賬面值與按原實際利率折現其估計未來現金流動之現值兩者之差額計算。當於確認減值後發生一項事件可以客觀地與增加資產可收回款項聯繫時，減值虧損於往後期間撥回，但以所撥回於減值日期的資產之賬面值為限，不得超過該項資產原未確認減值之已攤銷成本。

## iii) 可供出售財務資產

可供出售財務資產為非衍生項目，無論是否劃分為其他類別(載於上文)。

在初步確認後，可供出售財務資產其後以公平價值計量，未變現收益或虧損於可供出售資產公平值儲備內確認為其他全面收益，直至有關投資被取消確認時累計收益或虧損於收益表內確認為其他收入，或被確認出減值時，累計收益或虧損由可供出售資產公平值儲備撥往收益表內確認。

## NOTES ON THE FINANCIAL STATEMENTS

For the year ended 31st March, 2012

## 財務報表附註

截至二零一二年三月三十一日止年度

### 4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(continued)

#### e) Investments: (continued)

##### iii) Available-for-sale financial assets (continued)

When the fair value of unlisted equity securities cannot be reliably measured because (a) the variability in the range of reasonable fair value estimates is significant for that investment or (b) the probabilities of the various estimates within the range cannot be reasonably assessed and used in estimating fair value, such securities are stated at cost less any impairment losses.

#### f) Impairment of assets:

At the end of each 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 the recoverable amount of an asset is estimated to be less than its carrying amount, the carrying amount of the asset is reduced to its recoverable amount. An impairment loss is recognised as an expense immediately.

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

### 4. 主要會計政策概要(續)

#### e) 投資：(續)

##### iii) 可供出售財務資產(續)

倘非上市股本證券之公平價值因(a)估計合理公平價值之差異變動範圍就該投資而言屬重大或(b)未能就差異範圍內各公平價值估計之機會率作出合理評估並用以估計公平價值而未能可靠地計量，則該等證券按成本值減任何減值虧損入賬。

#### f) 資產減值：

於各報告期末，本集團會審視其資產之賬面值，以確定是否有跡象顯示該等資產出現任何減值虧損。倘資產之可收回數額估計低於其賬面值，則會將該項資產之賬面值減至其可收回數額。減值虧損即時確認作支出。

倘於其後撥回減值虧損，則該項資產之賬面值會增加至經修訂之估計可收回數額，惟限於增加後之賬面值不會超逾該項資產倘於過往年度並無確認減值虧損所計算之賬面值。減值虧損之撥回即時確認為收入。

## 4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(continued)

### g) Foreign currency translation:

- i) *Functional and presentation currency*  
Items included in the financial statements of each of the Group's entities are measured using the currency of the primary economic environment in which the entity operates ("the functional currency"). The consolidated financial statements are presented in Hong Kong dollars, which is the Company's functional and presentation currency.
- ii) *Transactions and balances*  
Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at year end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in profit or loss.
- iii) *Group companies*  
The results and financial position of all the Group's entities that have a functional currency different from the presentation currency are translated into the presentation currency as follows:
  - a) assets and liabilities for each statement of financial position presented are translated at the closing rate at the date of that statement of financial position;
  - b) income and expenses for each income statement are translated at average exchange rates (unless this average is not a reasonable approximation of the cumulative effect of the rates prevailing on the transaction dates, in which case income and expenses are translated at the dates of the transactions); and
  - c) the resulting exchange differences are recognised in other comprehensive income and accumulated in the exchange reserve.

## 4. 主要會計政策概要 (續)

### g) 外幣換算：

- i) *功能和列賬貨幣*  
本集團旗下公司之財務報表所列項目均採用有關公司營業所在之主要經濟環境之通用貨幣(「功能貨幣」)為計算單位。綜合財務報表以港幣列賬，港幣為本公司之功能及列賬貨幣。
- ii) *交易及結餘*  
外幣交易按交易當日之匯率兌換為功能貨幣。因結算交易及按年結日匯率換算外幣資產及負債所產生之外匯收益及虧損均列入損益賬。
- iii) *集團公司*  
本集團旗下所有公司之功能貨幣倘有別於列賬貨幣，其業績及財務狀況須按如下方式兌換為列賬貨幣：
  - a) 各財務狀況表所列之資產及負債按其報告期末之收市匯率換算；
  - b) 各損益賬所列之收支按平均匯率換算(除非此平均匯率不足以合理地概括反映交易日期適用匯率之累積影響，在此情況下，收支則按交易日期之匯率換算)；及
  - c) 產生之匯兌差異在其他全面收益中確認並在換算儲備中累計。

## NOTES ON THE FINANCIAL STATEMENTS

For the year ended 31st March, 2012

## 財務報表附註

截至二零一二年三月三十一日止年度

### 4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(continued)

#### h) 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 profit or loss because it excludes items of income or expense that are taxable or deductible in other years and it further excludes items that are never taxable or deductible. The Group's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax is recognised on differences between the carrying amounts of assets and liabilities in the 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 and deferred tax assets are recognised to the extent that it is probable that taxable profits will be available against which 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 arising on investments in subsidiaries, except where the Group is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future.

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

### 4. 主要會計政策概要(續)

#### h) 稅項：

所得稅開支為即期應繳之稅項與遞延稅項總和。

本期應繳稅項乃按年內應課稅溢利計算。由於應課稅溢利不包括其他年度之應課稅收入或可扣稅之開支項目，且亦不計及永久毋須課稅或不可扣稅之項目，故有別於損益賬內呈報之應課稅溢利淨額。集團之本期稅項負債乃按報告期末前已生效或大致上生效之稅率計算。

遞延稅項乃按綜合財務報表內資產及負債賬面值與計算應課稅溢利所相應稅基之差額計算預期應付或可收回之稅項確認。遞延稅項負債一般就所有應課稅暫時差額確認，而遞延稅項資產則於可能有應課稅溢利以抵銷可扣減暫時差額時確認。倘暫時差額因商譽產生，或自不影響課稅溢利或會計溢利之交易項目下其他資產及負債之初步確認(業務合併除外)所產生，則不會確認有關資產及負債。

投資附屬公司所產生之應課稅暫時差額會確認為遞延稅項負債，惟本集團可控制撥回暫時差額之時間，及有可能在可預見未來不會撥回則除外。

遞延稅項資產之賬面值於各報告期末審閱，並於不再可能有足夠應課稅溢利以收回全部或部份資產之情況下作出相應扣減。

## 4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(continued)

### h) **Taxation:** (continued)

Deferred tax is calculated at the tax rates that are expected to apply in the period when the liability is settled or the asset realised. Deferred tax is charged or credited to profit or loss, except when it relates to items recognised in other comprehensive income or directly in equity, in which case, the deferred tax is also recognised in other comprehensive income or directly in equity, respectively.

### i) **Provisions and contingent liabilities:**

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

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

### j) **Revenue recognition:**

- i) Sale of investments in securities and futures including available-for-sale financial assets and financial assets at fair value through profit or loss are recognised on a trade date basis when the risks and rewards of ownership are transferred and title has passed.
- ii) Interest income is recognised as it accrues using the effective interest method.
- iii) Dividend income from investments is recognised when the shareholders' rights to receive payment have been established.

## 4. 主要會計政策概要 (續)

### h) **稅項:** (續)

遞延稅項按預期於清還負債或變現資產期間適用之稅率計算。遞延稅項於損益賬內扣除或計入，惟倘與直接扣除或計入權益之項目相關，則遞延稅項亦於權益中處理。

### i) **撥備及或然負債:**

倘若本集團或本公司須就過去之事件承擔法律或推定責任，而且履行責任可涉及經濟效益之流出，並可作出可靠之估計，則就不確定時間或數額之負債確認撥備。倘若貨幣之時間值屬重大，撥備則以預計履行責任之開支現值列示。

如有關債務可能不會導致經濟利益流出，或未能可靠地估計金額，則有關債務會披露為或然負債，除非經濟利益流出之可能性很低。純粹視乎日後有否出現一個或多個情況而可能產生之債務，亦披露為或然負債，除非經濟利益流出之可能性很低。

### j) **收入確認:**

- i) 當擁有權之風險及回報轉讓及業權轉移，出售投資證券及期貨(包括可供出售財務資產及按公平值於損益賬列賬之財務資產)按交易日基準予以確認。
- ii) 利息收入是按存款的存放時間和實際利率計算確認。
- iii) 因投資而產生之股息收入在確立股東收取股息之權利時予以確認。

## NOTES ON THE FINANCIAL STATEMENTS

For the year ended 31st March, 2012

## 財務報表附註

截至二零一二年三月三十一日止年度

### 4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(continued)

#### k) Operating lease:

Leases in which a significant portion of the risks and rewards of ownership are retained by the lessor are classified as operating leases. Payments made under operating leases (net of any incentives received from the lessor) are recognised as expenses in profit or loss on a straight-line basis over the period of the lease.

#### l) Related parties:

a) A person or a close member of that person's family is related to the Group if that person:

- i) has control or joint control over the Group;
- ii) has significant influence over the Group; or
- iii) is a member of the key management personnel of the Group or the Group's parent;

b) An entity is related to the Group if any of the following conditions applies:

- i) The entity and the Group are members of the same Group (which means that each parent, subsidiary and fellow subsidiary is related to the others).
- ii) One entity is an associate or joint venture of the other entity (or an associate or joint venture of a member of a Group of which the other entity is a member).
- iii) Both entities are joint ventures of a same third party.
- iv) One entity is a joint venture of a third entity and the other entity is an associate of the third entity.

### 4. 主要會計政策概要(續)

#### k) 經營租賃：

倘資產擁有權之絕大部份風險及回報仍屬出租人所有，有關租賃則列為經營租賃。根據經營租賃作出之付款（扣除出租人給予之任何優惠）按租期以直線法於損益賬確認為開支。

#### l) 關聯人士：

a) 有關人士為以下人士或以下人士之近親：

- i) 控制或共同控制本集團；
- ii) 對本集團發揮重大影響力；或
- iii) 為本集團或本集團之母公司關鍵管理層成員；

b) 在下列情況下，有關實體將視為本集團之關聯人士：

- i) 有關實體及本集團為相同集團之成員公司（即各母公司、附屬公司及同系附屬公司彼此間有關連。）；
- ii) 一個實體為另一實體的聯營公司或合營企業（或另一實體之母公司、附屬公司或同系附屬公司）；
- iii) 有關實體與本集團為相同第三方之合營企業；
- iv) 一個實體為第三方實體之合營企業，而另一實體為該第三方實體之聯營公司；



4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(continued)

l) Related parties: (continued)

b) (continued)

- v) The entity is a post-employment benefit plan for the benefit of employees of either the Group or an entity related to the Group.
- vi) The entity is controlled or jointly controlled by a person identified in (a).
- vii) A person identified in (a)(i) has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity).

Close members of the family of a person are those family members who may be expected to influence, or be influenced by, that person in their dealings with the entity.

m) Segment reporting:

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

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

4. 主要會計政策概要 (續)

l) 關聯人士：(續)

b) (續)

- v) 有關實體為本集團或與本集團有關聯之實體為僱員福利而設之離職後福利計劃；
- vi) 有關實體受(a)項所述人士控制或共同控制；
- vii) (a)(i)項所述人士可對該實體發揮重大影響力或為該實體(或該實體之母公司)之關鍵管理層成員。

任何個別人士之近親是指與該實體交易時預期可影響該個別人士或受該個別人士影響之家庭成員。

m) 分部申報：

財務報告中之營運分部及分部項目之金額乃自財務資料中確認，並定期向本集團最高管理層提供以分配資源及評估本集團各業務之表現及地域位置。

就財務報告而言，除非分部具備相似的經濟特徵及在產品及服務性質、生產工序性質、客戶類型或類別、用作分配產品或提供服務之方法及監管環境之性質相似，否則各個重大營運分部不會進行合算。個別非重大之營運分部，如果按上述大部份標準，則可進行合算。

## NOTES ON THE FINANCIAL STATEMENTS

For the year ended 31st March, 2012

## 財務報表附註

截至二零一二年三月三十一日止年度

### 4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(continued)

#### n) Cash and cash equivalents:

For the purpose of the consolidated statement of cash flows, cash and cash equivalents comprise cash on hand and demand deposits, and short-term highly liquid investments which are readily convertible into known amounts of cash and which are subject to an insignificant risk of changes in value, and have a short maturity of generally within three months when acquired, less bank overdrafts which are repayable on demand and form an integral part of the Group's cash management.

#### o) Employees benefits:

*Pension obligations*

The Group participates a defined contribution mandatory provident fund scheme (the "MPF Scheme") which is available to all employees. Contributions to the MPF Scheme by the Group and its employees are calculated at 5% of the employees' basic salaries with a maximum cap of HK\$1,000 per month. The Group's contributions to the fund are incurred as expenses and the assets of the MPF Scheme are held separately from those of the Group in an independently administrated fund.

Payments to the Group's MPF Scheme are charged as expenses as they fall due.

### 5. CRITICAL ACCOUNTING ESTIMATES AND JUDGMENTS

Estimates and judgments are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. The Group did not use any critical accounting estimates in the preparation of the financial statements.

In the process of applying the Group's accounting policies, management has made the following judgments, apart from those involving estimations, which have the most significant effect on the amounts recognised in the financial statements.

### 4. 主要會計政策概要(續)

#### n) 現金及現金等價物：

就綜合現金流動表而言，現金及現金等價物包括手頭現金及活期存款，以及可隨時轉換為已知數額現金且價值變動風險較少之短期高度流動性投資及購入後一般在三個月內可予兌現減去須應要求償還並構成本集團現金管理之組成部份之銀行透支。

#### o) 僱員福利：

*退休金責任*

本集團為所有僱員提供界定供款之強制性公積金計劃（「強積金計劃」）。本集團及其僱員對該強積金計劃所作之供款乃按僱員基本薪金之5%計算，上限為每月1,000港元。本集團於供款時作為支出，而強積金計劃之資產乃存放於獨立管理之基金內，與本集團之資產分開持有。

本集團之強積金計劃供款乃於到期時扣除為開支。

### 5. 關鍵會計估計及判斷

估計及判斷會不斷進行評估，並根據過往經驗及其他因素（包括於具體情況下相信將屬於合理之未來事件預期）達致。本集團於編製財務報表時並無採用任何關鍵會計估計。

於應用本集團會計政策之過程中，管理層已作出下列判斷（涉及估計而對在財務報表確認之款額造成最重大影響之該等判斷除外）。

### 5. CRITICAL ACCOUNTING ESTIMATES AND JUDGMENTS

*(continued)*

#### Impairment of available-for-sale financial assets

For available-for-sale financial assets, a significant or prolonged decline in fair value below cost is considered to be objective evidence of impairment. Judgment is required when determining whether a decline in fair value has been significant and/or prolonged. In making this judgment, the historical data on market volatility as well as the price of the specific investment are taken into account. The Group also takes into account other factors, such as industry and sector performance and financial information regarding the issuer/investee.

### 6. CAPITAL RISK MANAGEMENT

The Group manages its capital to ensure that 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 years.

The capital structure of the Group consists of equity reserves attributable to equity holders of the Company, comprising issued share capital, other reserves and retained profits.

The directors of the Company review the capital structure on a semi-annual basis. As part of this review, the directors of the Company 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 and new share issues.

### 5. 關鍵會計估計及判斷(續)

#### 可供出售財務資產之減值

就可供出售財務資產而言，公平值顯著或持續低於成本被視為減值之客觀憑證。於釐定公平值下跌是否顯著及／或持續須運用判斷。於作出此判斷時，市場波動情況之過往數據及特定投資之價格均屬考慮之列。本集團亦考慮其他因素，例如行業及環節表現及有關發行人／投資公司之財務資料。

### 6. 資本風險管理

本集團管理其資本，以確保本集團能夠持續經營，同時透過債務及股本結餘的最優化盡量提高股東回報。從以往年度起，本集團之整體策略與往年一樣維持不變。

本集團之資本架構包括本公司股權持有人應佔股本儲備(計有已發行股本、其他儲備及保留溢利)。

本公司董事每半年檢討資本架構。在此項檢討工作中，本公司董事考慮資本成本和每類資本附帶之風險。本集團將依據董事之意見，透過派息及發行新股份以平衡其整體資本架構。

## NOTES ON THE FINANCIAL STATEMENTS

For the year ended 31st March, 2012

## 財務報表附註

截至二零一二年三月三十一日止年度

### 7. FINANCIAL INSTRUMENTS BY CATEGORY

The carrying amounts of each of the categories of financial instruments as at the end of the reporting period are as follows:

### 7. 金融工具分類

各類金融工具於報告期末之賬面值如下：

2012 The Group Financial assets		二零一二年 本集團 財務資產		Available- for-sale financial assets	Total
		Financial assets at fair value through profit or loss 按公平值於 損益賬列賬 之財務資產 HK\$ 港元	Loans and receivables 貸款及 應收款項 HK\$ 港元	可供出售 財務資產 HK\$ 港元	總計 HK\$ 港元
Available-for-sale financial assets	可供出售財務資產	-	-	32,551,904	32,551,904
Amounts due from investee companies	應收投資公司款項	-	6,321,169	-	6,321,169
Amounts due from related companies	應收關聯公司款項	-	614,891	-	614,891
Other receivables and deposits	其他應收款項 及按金	-	60,060	-	60,060
Financial assets at fair value through profit or loss	按公平值於損益賬列賬 之財務資產	61,952,755	-	-	61,952,755
Cash and bank balances	現金及銀行結餘	-	3,648,357	-	3,648,357
		<b>61,952,755</b>	<b>10,644,477</b>	<b>32,551,904</b>	<b>105,149,136</b>
<b>Financial liabilities</b>		財務負債		<b>Financial liabilities at amortised cost</b> 以攤銷成本 計價的財務負債 HK\$ 港元	
Accruals	應付費用			215,152	
Other payables	其他應付款項			1,884,200	
				<b>2,099,352</b>	

## NOTES ON THE FINANCIAL STATEMENTS

For the year ended 31st March, 2012

## 財務報表附註

截至二零一二年三月三十一日止年度

### 7. FINANCIAL INSTRUMENTS BY CATEGORY (continued)

2011

#### The Group

#### Financial assets

		Financial assets at fair value through profit or loss 按公平值於 損益賬列賬 之財務資產 HK\$ 港元	Loans and receivables 貸款及 應收款項 HK\$ 港元	Available- for-sale financial assets 可供出售 財務資產 HK\$ 港元	Total 總計 HK\$ 港元
Available-for-sale financial assets	可供出售財務資產	-	-	44,188,510	44,188,510
Amounts due from investee companies	應收投資公司款項	-	8,431,169	-	8,431,169
Amounts due from related companies	應收關聯公司款項	-	408,846	-	408,846
Other receivables and deposits	其他應收款項 及按金	-	66,204	-	66,204
Financial assets at fair value through profit or loss	按公平值於損益賬列賬 之財務資產	77,730,705	-	-	77,730,705
Cash and bank balances	現金及銀行結餘	-	8,872,456	-	8,872,456
		77,730,705	17,778,675	44,188,510	139,697,890

#### Financial liabilities

#### 財務負債

		Financial liabilities at amortised cost 以攤銷成本 計價的財務負債 HK\$ 港元
Accruals	應付費用	4,158,160
Other payables	其他應付款項	1,884,200
		6,042,360

## NOTES ON THE FINANCIAL STATEMENTS

For the year ended 31st March, 2012

## 財務報表附註

截至二零一二年三月三十一日止年度

### 7. FINANCIAL INSTRUMENTS BY CATEGORY (continued)

2012

The Company

Financial assets

### 7. 金融工具分類(續)

二零一二年

本公司

財務資產

		Loans and receivables	Available- for-sale financial assets	Total
		貸款及 應收款項	可供出售 財務資產	總計
		HK\$	HK\$	HK\$
		港元	港元	港元
Available-for-sale financial assets	可供出售財務資產	-	354,468	354,468
Deposits	按金	60	-	60
Cash and bank balances	現金及銀行結餘	1,984,594	-	1,984,594
		1,984,654	354,468	2,339,122

Financial liabilities

財務負債

		Financial liabilities at amortised cost
		以攤銷成本 計價的財務負債
		HK\$
		港元
Accruals	應付費用	101,150

## NOTES ON THE FINANCIAL STATEMENTS

For the year ended 31st March, 2012

## 財務報表附註

截至二零一二年三月三十一日止年度

### 7. FINANCIAL INSTRUMENTS BY CATEGORY (continued)

2011

#### The Company

#### Financial assets

		Loans and receivables 貸款及 應收款項 HK\$ 港元	Available- for-sale financial assets 可供出售 財務資產 HK\$ 港元	Total 總計 HK\$ 港元
Available-for-sale financial assets	可供出售財務資產	-	387,490	387,490
Deposits	按金	2,160	-	2,160
Cash and bank balances	現金及銀行結餘	6,085,237	-	6,085,237
		6,087,397	387,490	6,474,887

#### Financial liabilities

#### 財務負債

		Financial liabilities at amortised cost 以攤銷成本 計價的財務負債 HK\$ 港元
Accruals	應付費用	4,047,658

## NOTES ON THE FINANCIAL STATEMENTS

For the year ended 31st March, 2012

## 財務報表附註

截至二零一二年三月三十一日止年度

### 8. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

#### a) Financial risk factors:

The Group's major financial instruments comprise available-for-sale financial assets, amounts due from investee companies, amounts due from related companies, other receivables, deposits, financial assets at fair value through profit or loss, cash and bank balances, accruals and other payables.

The Group's activities expose it to a variety of financial risks: equity price risk, credit risk, liquidity risk, interest rate risk and foreign currency risk. The Group's overall risk management programme focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the Group's financial performance.

#### i) Equity price risk

The Group and the Company are exposed to equity securities which are classified in the consolidated statement of financial position either as available-for-sale financial assets or financial assets at fair value through profit or loss. These are susceptible to equity price risk arising from uncertainties about the future prices of the instruments. The Group's and the Company's equity price risk is managed through diversification of the investment portfolio ratios by exposures.

The following table demonstrates the sensitivity to every 1% change in the fair values of the listed equity securities or the derivative financial instruments, with all other variables held constant and before any impact on tax, based on their carrying amounts at the end of the reporting period.

### 8. 財務風險管理目標及政策

#### a) 財務風險因素：

本集團之主要財務工具包括可供出售財務資產、應收投資公司款項、應收關聯公司款項、其他應收款項、按金、按公平值於損益賬列賬之財務資產、現金及銀行結餘、應付費用以及其他應付款項。

本集團業務面對多項不同形式之財務風險：股本價格風險、信貸風險、流動資金風險、利率風險及外幣風險。本集團之整體風險管理計劃專注於金融市場無法預測之特性，以及尋求盡量減少對本集團財務表現可能造成之不利影響。

#### i) 股本價格風險

本集團及本公司持有之股本證券乃於綜合財務狀況表內分類為可供出售財務資產或按公平值於損益賬列賬之財務資產。該等證券較易受到股本價格風險所影響，而該等風險則由於與該等工具之未來價格有關之不確定因素而產生。本集團及本公司之股本價格風險乃透過按風險計算之投資組合比例進行多元化管理。

下表列示上市股本證券或衍生金融工具之相關之公平價值每1%變動之敏感度(其他變數保持不變及不計任何稅項影響之前)，按其於報告期末之賬面值計算。



## NOTES ON THE FINANCIAL STATEMENTS

For the year ended 31st March, 2012

## 財務報表附註

截至二零一二年三月三十一日止年度

### 8. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

#### a) Financial risk factors: (continued)

##### i) Equity price risk (continued)

#### The Group

		Increase/ (decrease) in fair value	Increase/ (decrease) in profit before taxation	Increase/ (decrease) in equity
		公平值之 增加/(減少) %	除稅前溢利之 增加/(減少) HK\$ 港元	權益之 增加/(減少) HK\$ 港元
<b>2012</b>	<b>二零一二年</b>			
Investments listed in Hong Kong:	於香港上市之投資：			
– Available-for-sale financial assets	– 可供出售財務資產	<b>1</b>	<b>–</b>	<b>295,581</b>
		<b>(1)</b>	<b>–</b>	<b>(295,581)</b>
– Financial assets at fair value through profit or loss	– 按公平值於損益賬 列賬之財務資產	<b>1</b>	<b>619,528</b>	<b>517,306</b>
		<b>(1)</b>	<b>(619,528)</b>	<b>(517,306)</b>
<b>2011</b>	<b>二零一一年</b>			
Investments listed in Hong Kong:	於香港上市之投資：			
– Available-for-sale financial assets	– 可供出售財務資產	1	–	411,602
		(1)	–	(411,602)
– Financial assets at fair value through profit or loss	– 按公平值於損益賬 列賬之財務資產	1	777,307	649,051
		(1)	(777,307)	(649,051)

## NOTES ON THE FINANCIAL STATEMENTS

For the year ended 31st March, 2012

## 財務報表附註

截至二零一二年三月三十一日止年度

### 8. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

#### a) Financial risk factors: (continued)

##### i) Equity price risk (continued)

#### The Company

		Increase/ (decrease) in fair value 公平值之 增加/(減少) %	Increase/ (decrease) in profit before taxation 除稅前溢利之 增加/(減少) HK\$ 港元	Increase/ (decrease) in equity 權益之 增加/(減少) HK\$ 港元
<b>2012</b>	<b>二零一二年</b>			
Investments listed in Hong Kong:	於香港上市之投資:			
– Available-for-sale financial assets	– 可供出售財務資產	<b>1</b>	–	<b>3,545</b>
		<b>(1)</b>	–	<b>(3,545)</b>
<b>2011</b>	<b>二零一一年</b>			
Investments listed in Hong Kong:	於香港上市之投資:			
– Available-for-sale financial assets	– 可供出售財務資產	1	–	3,875
		(1)	–	(3,875)

Concentration of equity price risk may arise if the Group has a significant investment in a single equity investment. At the end of the reporting period, the Group has a certain concentration risk in four (2011: four) equity investments (Company: Nil) which account for more than 5% of the total assets of the Group.

如果本集團擁有大量的投資在單一股權投資，股本價格集中風險可能會產生。於報告期末，本集團有四項股權投資含有若干集中風險(二零一一年：四項)(公司：無)，佔本集團總資產之5%以上。

#### % of total assets of the Group

佔本集團總資產之百分比

		<b>2012</b>	2011
Zhongda International Holdings Limited	中大國際控股有限公司	<b>13.08%</b>	14.50%
Fountain Set (Holdings) Limited	福田實業(集團)有限公司	<b>5.73%</b>	8.60%
PCCW Limited	電訊盈科有限公司	<b>15.33%</b>	13.46%
Xinjiang Xinxin Mining Industry Co., Ltd	新疆新鑫礦業股份有限公司	<b>N/A*</b>	5.43%
Grand Field Group Holdings Limited	鈞濠集團有限公司	<b>5.22%</b>	N/A*

Note:

\* The corresponding investment did not account for more than 5% of the total assets of the Group.

附註：

\* 相應的投資並沒有佔本集團總資產之5%以上。

## 8. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

### a) Financial risk factors: (continued)

#### ii) Credit risk

The Group takes on exposure to credit risk, which is the risk that a counterparty will be unable to pay amounts in full when due. Impairment provisions are provided for losses that have been incurred by the end of the reporting period, if any. The Group is responsible for monitoring the amount of credit exposure to any financial institution.

#### iii) Liquidity risk

The Group and the Company invests in both listed and unlisted securities which are designated as available-for-sale financial assets and/or financial assets at fair value through profit or loss. Those listed securities are considered readily realisable as they are listed in regulated stock exchanges. Those unlisted securities may not be traded in an organised public market and may be illiquid. As a result, the Group and the Company may not be able to liquidate quickly its investments in these instruments at an amount close to their fair value in order to meet its liquidity requirements or to respond to specific events such as deterioration in the creditworthiness of any particular issuer. Prudent liquidity risk management implies maintaining sufficient cash and marketable securities, the availability of funding through an adequate amount of credit facilities and the ability to close out market positions.

The following table details the Group's and the Company'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 the financial liabilities based on the earliest date on which the Group and the Company can be required to pay. The table includes both interest and principal cash flows.

## 8. 財務風險管理目標及政策(續)

### a) 財務風險因素：(續)

#### ii) 信貸風險

本集團面對之信貸風險乃交易對方將無法全數支付到期應付款項之風險。於報告期末已產生之虧損(如有)會作提撥減值準備。本集團負責監察對任何金融機構承擔之信貸風險款額。

#### iii) 流動資金風險

本集團及本公司投資於上市及非上市兩類證券，乃分類為可供出售財務資產及/或按公平值於損益賬列賬之財務資產。由於該等上市證券在受規管之證券交易所上市，故被視為易於變現。該等非上市證券可能並非於架構完善之公開市場買賣，故流通量可能不足。因此，本集團及本公司可能無法以接近此等工具公平值之款額迅速變賣於此等工具之投資，以應付本集團之流動資金需要或回應特定事件(例如任何特定發行人之信貸水平惡化)。審慎之流動資金風險管理，意味著維持足夠現金及有價證券、透過款額充裕之信貸融資以維持可供動用資金，及結算市場頭寸之能力。

下表詳細載列本集團及本公司之財務負債之餘下合約屆滿期。就非衍生財務負債而言，該表乃以本集團及本公司於須予付款之最早日期之財務負債之未貼現現金流動為基準而編製。該表包括利息及本金現金流動。

## NOTES ON THE FINANCIAL STATEMENTS

For the year ended 31st March, 2012

## 財務報表附註

截至二零一二年三月三十一日止年度

### 8. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

#### a) Financial risk factors: (continued)

##### iii) Liquidity risk (continued)

#### The Group

### 8. 財務風險管理目標及政策(續)

#### a) 財務風險因素：(續)

##### iii) 流動資金風險(續)

#### 本集團

		Repayable on demand	Less than 1 month	1 to 3 months	3 months to 1 year	Carrying amount at 31st March
		通知時償還	少於1個月	1至3個月	3個月至1年	三月三十一日
		HK\$	HK\$	HK\$	HK\$	賬面值
		港元	港元	港元	港元	港元
2012	二零一二年					
<b>Non-derivative financial liabilities</b>	<b>非衍生財務負債</b>					
Accruals	應付費用	-	5,000	-	210,152	215,152
Other payables	其他應付款項	1,884,200	-	-	-	1,884,200
		<b>1,884,200</b>	<b>5,000</b>	<b>-</b>	<b>210,152</b>	<b>2,099,352</b>
2011	二零一一年					
<b>Non-derivative financial liabilities</b>	<b>非衍生財務負債</b>					
Accruals	應付費用	-	5,000	-	4,153,160	4,158,160
Other payables	其他應付款項	1,884,200	-	-	-	1,884,200
		<b>1,884,200</b>	<b>5,000</b>	<b>-</b>	<b>4,153,160</b>	<b>6,042,360</b>

## NOTES ON THE FINANCIAL STATEMENTS

For the year ended 31st March, 2012

## 財務報表附註

截至二零一二年三月三十一日止年度

### 8. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

#### a) Financial risk factors: (continued)

##### iii) Liquidity risk (continued)

##### The Company

	Repayable on demand	Less than 1 month	1 to 3 months	3 months to 1 year	Carrying amount at 31st March
	通知時償還	少於1個月	1至3個月	3個月至1年	三月三十一日
	HK\$	HK\$	HK\$	HK\$	賬面值
	港元	港元	港元	港元	港元

2012 二零一二年

#### Non-derivative financial liabilities 非衍生財務負債

Accruals 應付費用	-	5,000	-	96,150	101,150
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2011 二零一一年

#### Non-derivative financial liabilities 非衍生財務負債

Accruals 應付費用	-	5,000	-	4,042,658	4,047,658
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##### iv) Interest rate risk

The Group and the Company have no interest-bearing financial liabilities at the end of the reporting period. The Group and the Company only expose to changes in interest rates to its interest-bearing short-term bank fixed deposits.

Due to fact that the changes in interest rates would have no material impact on the results of the Group and the Company and accordingly, the sensitivity analysis in respect of changes in interest rate is not presented.

### 8. 財務風險管理目標及政策(續)

#### a) 財務風險因素：(續)

##### iii) 流動資金風險(續)

##### 本公司

##### iv) 利率風險

於報告期末，本集團及本公司並無財務負債之付息借貸。本集團及本公司僅面對利率變動影響其短期銀行定期存款之利息。

事實上，由於利率的變化不會對本集團及本公司有重大影響的結果。因而不能提供敏感性分析利率之變化。

## NOTES ON THE FINANCIAL STATEMENTS

For the year ended 31st March, 2012

## 財務報表附註

截至二零一二年三月三十一日止年度

### 8. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

#### a) Financial risk factors: (continued)

##### v) Foreign currency risk

The Group holds assets denominated in currencies other than the Hong Kong dollars, the functional currency. The Group does not enter into any hedging transactions to manage the potential fluctuation in foreign currency as the directors consider the Group has no significant foreign currencies risk exposure.

#### b) Fair values:

##### i) Fair value hierarchy

The Group and the Company uses the following hierarchy for determining and disclosing the fair value of financial instruments:

Level 1: fair values measured based on quoted prices (unadjusted) in active markets for identical assets or liabilities

Level 2: fair values measured based on valuation techniques for which all inputs which have a significant effect on the recorded fair value are observable, either directly or indirectly

Level 3: fair values measured based on valuation techniques for which all inputs which have a significant effect on the recorded fair value are not based on observable market data (unobservable inputs)

### 8. 財務風險管理目標及政策(續)

#### a) 財務風險因素：(續)

##### v) 外幣風險

本集團持有港元(功能貨幣)以外貨幣列值之資產。本集團現時並無透過對沖交易管理外匯變動，因董事認為本集團並無重大外幣風險。

#### b) 公平值：

##### i) 公平值等級

本集團及本公司使用下面的等級以確定和披露金融工具的公平值：

第一層：公平值計量是根據在活躍市場相同資產或負債之(未經調整)報價

第二層：公平值計量是根據估值技術，無論是直接或間接輸入所有重大影響的記錄而可觀察的公平價值

第三層：公平值計量是根據估值技術，無論是直接或間接輸入所有重大影響的記錄而不可根據觀察市場數據(不可觀察的輸入)

## NOTES ON THE FINANCIAL STATEMENTS

For the year ended 31st March, 2012

## 財務報表附註

截至二零一二年三月三十一日止年度

### 8. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

#### b) Fair values: (continued)

##### i) Fair value hierarchy (continued)

As at 31st March, 2012 and 2011, the Group and the Company held the following financial instruments measured at fair value:

#### The Group

2012

		二零一二年			Total
		Level 1	Level 2	Level 3	
		第一層	第二層	第三層	總計
		HK\$	HK\$	HK\$	HK\$
		港元	港元	港元	港元
<b>Financial assets</b>	<b>財務資產</b>				
Available-for-sale financial assets	可供出售財務資產	29,558,068	-	-	29,558,068
Financial assets at fair value through profit or loss	按公平值於損益賬列賬之財務資產	61,952,755	-	-	61,952,755
		<b>91,510,823</b>	<b>-</b>	<b>-</b>	<b>91,510,823</b>

2011

		二零一一年			Total
		Level 1	Level 2	Level 3	
		第一層	第二層	第三層	總計
		HK\$	HK\$	HK\$	HK\$
		港元	港元	港元	港元
<b>Financial assets</b>	<b>財務資產</b>				
Available-for-sale financial assets	可供出售財務資產	41,160,229	-	-	41,160,229
Financial assets at fair value through profit or loss	按公平值於損益賬列賬之財務資產	77,730,705	-	-	77,730,705
		<b>118,890,934</b>	<b>-</b>	<b>-</b>	<b>118,890,934</b>

### 8. 財務風險管理目標及政策(續)

#### b) 公平值：(續)

##### i) 公平值等級(續)

截至二零一二年及二零一一年三月三十一日，本集團及本公司持有以下按公平值計算的金融工具：

#### 本集團

二零一二年

		Level 1	Level 2	Level 3	Total
		第一層	第二層	第三層	總計
		HK\$	HK\$	HK\$	HK\$
		港元	港元	港元	港元
<b>Financial assets</b>	<b>財務資產</b>				
Available-for-sale financial assets	可供出售財務資產	29,558,068	-	-	29,558,068
Financial assets at fair value through profit or loss	按公平值於損益賬列賬之財務資產	61,952,755	-	-	61,952,755
		<b>91,510,823</b>	<b>-</b>	<b>-</b>	<b>91,510,823</b>

二零一一年

		Level 1	Level 2	Level 3	Total
		第一層	第二層	第三層	總計
		HK\$	HK\$	HK\$	HK\$
		港元	港元	港元	港元
<b>Financial assets</b>	<b>財務資產</b>				
Available-for-sale financial assets	可供出售財務資產	41,160,229	-	-	41,160,229
Financial assets at fair value through profit or loss	按公平值於損益賬列賬之財務資產	77,730,705	-	-	77,730,705
		<b>118,890,934</b>	<b>-</b>	<b>-</b>	<b>118,890,934</b>

## NOTES ON THE FINANCIAL STATEMENTS

For the year ended 31st March, 2012

## 財務報表附註

截至二零一二年三月三十一日止年度

### 8. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

#### b) Fair values: (continued)

##### i) Fair value hierarchy (continued)

**The Company**  
**2012**

	Level 1	Level 2	Level 3	Total
	第一層	第二層	第三層	總計
	HK\$	HK\$	HK\$	HK\$
	港元	港元	港元	港元
<b>Financial assets</b>				
Available-for-sale financial assets	<b>354,468</b>	<b>-</b>	<b>-</b>	<b>354,468</b>

2011

二零一一年

	Level 1	Level 2	Level 3	Total
	第一層	第二層	第三層	總計
	HK\$	HK\$	HK\$	HK\$
	港元	港元	港元	港元
<b>Financial assets</b>				
Available-for-sale financial assets	<b>387,490</b>	<b>-</b>	<b>-</b>	<b>387,490</b>

During the years ended 31st March, 2012 and 2011, there were no transfer of fair value measurements between Level 1 and Level 2 and no transfer into or out of Level 3.

截至二零一二年及二零一一年三月三十一日止年度，公平值計量沒有轉移第一層與第二層以及進入或離開第三層。

##### ii) Fair values of financial instruments carried at other than fair value

The carrying amounts of the Group's and Company's other financial instruments carried at costs are not materially different from their fair values as at 31st March, 2012 and 31st March, 2011.

##### ii) 公平值的金融工具乃按公平值以外計算

於二零一二年三月三十一日及二零一一年三月三十一日，本集團及本公司其他按成本計算的金融工具之賬面值與其公平值並無重大不同。



## NOTES ON THE FINANCIAL STATEMENTS

For the year ended 31st March, 2012

## 財務報表附註

截至二零一二年三月三十一日止年度

### 9. TURNOVER

Proceeds from sale of available-for-sale financial assets – listed	出售可供出售財務資產之所得款項—上市
Proceeds from sale of available-for-sale financial assets – unlisted	出售可供出售財務資產之所得款項—非上市
Proceeds from sale of financial assets at fair value through profit or loss – listed	出售按公平值於損益賬列賬之財務資產所得款項—上市
Dividend income from listed equity securities	上市股本證券之股息收入
Dividend income from unlisted equity securities	非上市股本證券之股息收入

No analysis of the Group's turnover and contribution to operating profit for the current and prior year set out by principal activities and geographical markets is provided as the Group has only one single business segment, investment holding and all the consolidated turnover and the consolidated results of the Group are attributable to performance of the markets in Hong Kong.

No information about major customers has been disclosed as a substantial portion of the Group's income is derived from the Group's investments and the disclosure of information regarding customers would not be meaningful.

### 9. 營業額

	2012 HK\$ 港元	2011 HK\$ 港元
	<b>1,972,282</b>	6,128,960
	<b>–</b>	1,285,714
	<b>65,789,661</b>	278,128,555
	<b>2,423,222</b>	2,054,980
	<b>621,000</b>	378,000
	<b>70,806,165</b>	287,976,209

由於本集團只有投資控股單一業務，以及本集團所有綜合營業額及綜合業績乃源於香港市場，因此並無依據主要業務及地區市場，呈列本集團於本年度及往年度之營業額及經營溢利。

由於本集團之營運收益絕大部份來自本集團之投資回報，所以沒有就主要客戶的資料作出披露及披露客戶資料並無意義。

## NOTES ON THE FINANCIAL STATEMENTS

For the year ended 31st March, 2012

## 財務報表附註

截至二零一二年三月三十一日止年度

### 10. OTHER REVENUE AND NET LOSS

		2012 HK\$ 港元	2011 HK\$ 港元
Other revenue	其他收入		
Bad debt recovery	回收壞賬	927,316	1,185,797
Interest income	利息收入	30,661	110,364
		<b>957,977</b>	1,296,161
Other net loss	其他虧損淨額		
Net unrealised loss on financial assets at fair value through profit or loss	按公平值於損益賬列賬之 財務資產之未變現虧損淨額	(19,498,266)	(370,822)
Net gain/(loss) from futures and metals trading	期貨及金屬交易之 收益/(虧損)淨額	106,045	(20,727)
		<b>(19,392,221)</b>	(391,549)

### 10. 其他收入及其他虧損淨額

### 11. FINANCE COSTS

		2012 HK\$ 港元	2011 HK\$ 港元
Interest on other borrowings wholly repayable within five years	其他於五年內全數償還借款之 利息支出	31,477	175,678

### 11. 融資成本

### 12. (LOSS)/PROFIT BEFORE TAXATION

(Loss)/profit before taxation has been arrived at after charging:

		2012 HK\$ 港元	2011 HK\$ 港元
Auditors' remuneration	核數師酬金	160,000	155,000
Depreciation	折舊	4,299	1,937
Investment management fee paid to a related company	支付予關聯公司之投資 管理費用	1,740,217	1,994,872
Performance fee payable to a related company	應付給關聯公司之表現費	—	3,945,658
Staff costs, including defined contributions of HK\$16,500 (2011: HK\$14,466) to MPF Scheme	員工成本，包括員工強積金計 劃界定供款16,500港元 (二零一一年：14,466港元)	497,500	384,447
Minimum lease payments on properties under operating leases	根據經營租賃租用物業之 最低應付租金	240,000	240,000

### 12. 除稅前(虧損)/溢利

除稅前(虧損)/溢利已扣除下列各項：

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For the year ended 31st March, 2012

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截至二零一二年三月三十一日止年度

### 13. DIRECTORS' AND SENIOR MANAGEMENT'S EMOLUMENTS

- a) The remuneration of every director for the year ended 31st March, 2012 is as follows:

	Basic salaries, housing benefits, other allowances and benefits in kind		Retirement benefits contributions	Discretionary bonuses and/or performance-related bonuses		Compensation for loss of office	Inducement for joining the Group	Total
	Fees	袍金		其他津貼及實物利益	酌情花紅及／或績效花紅			
	HK\$	HK\$	HK\$	HK\$	HK\$	HK\$	HK\$	HK\$
	港元	港元	港元	港元	港元	港元	港元	港元
<b>Executive directors: 執行董事:</b>								
CHAU Wai Hing 周偉興	12,000	-	1,500	18,000	-	-	31,500	
CHENG Wai Lun, Andrew 鄭偉倫	12,000	-	1,500	18,000	-	-	31,500	
WONG Yun Kuen 黃潤權	12,000	-	1,500	18,000	-	-	31,500	
<b>Independent non-executive directors: 獨立非執行董事:</b>								
CHAN Chung Yee, Alan 陳宗彝	12,000	-	-	18,000	-	-	30,000	
FUNG Lewis Hung 馮振雄	12,000	-	-	18,000	-	-	30,000	
TANG Hon Bui, Ronald 鄧漢標	30,000	-	-	18,000	-	-	48,000	
	90,000	-	4,500	108,000	-	-	202,500	

### 13. 董事及高級管理層酬金

- a) 各董事於截至二零一二年三月三十一日止年度之酬金載列如下:

## NOTES ON THE FINANCIAL STATEMENTS

For the year ended 31st March, 2012

## 財務報表附註

截至二零一二年三月三十一日止年度

### 13. DIRECTORS' AND SENIOR MANAGEMENT'S EMOLUMENTS (continued)

- a) The remuneration of every director for the year ended 31st March, 2011 is as follows: (continued)

	Basic salaries, housing benefits, other allowances and benefits Fees	in kind 基本薪金、 房屋福利、 其他津貼 及實物利益	Retirement benefits contributions 退休福利 供款	Discretionary bonuses and/or performance- related bonuses 酌情花紅及/ 或績效花紅	Compensation for loss of office 離職賠償	Inducement for joining the Group 加盟本集團 之獎勵	Total 總計
	HK\$ 港元	HK\$ 港元	HK\$ 港元	HK\$ 港元	HK\$ 港元	HK\$ 港元	HK\$ 港元
<b>Executive directors: 執行董事:</b>							
CHAU Wai Hing 周偉興	12,000	-	600	-	-	-	12,600
CHENG Wai Lun, Andrew 鄭偉倫	12,000	-	600	-	-	-	12,600
WONG Yun Kuen 黃潤權	12,000	-	600	-	-	-	12,600
<b>Independent non-executive directors: 獨立非執行董事:</b>							
CHAN Chung Yee, Alan 陳宗彝	12,000	-	-	-	-	-	12,000
FUNG Lewis Hung 馮振雄	12,000	-	-	-	-	-	12,000
TANG Hon Bui, Ronald 鄧漢標	30,000	-	-	-	-	-	30,000
	90,000	-	1,800	-	-	-	91,800

No directors waived or agreed to waive any remuneration during the year (2011: Nil).

本年內並無董事已放棄或同意放棄任何酬金(二零一一年:無)。

## NOTES ON THE FINANCIAL STATEMENTS

For the year ended 31st March, 2012

## 財務報表附註

截至二零一二年三月三十一日止年度

### 13. DIRECTORS' AND SENIOR MANAGEMENT'S EMOLUMENTS (continued)

- b) Details of emoluments of the five highest paid individuals (including directors and other employees) are:

		2012 HK\$ 港元	2011 HK\$ 港元
Fees	袍金	66,000	54,000
Basic salaries	基本薪酬	258,000	279,981
Housing benefits, other allowances and benefits in kind	房屋福利、其他津貼及實物利益	—	—
Retirement benefits contributions	退休福利供款	16,500	13,866
Discretionary bonuses and/or performance-related bonuses	酌情花紅及／或績效花紅	97,000	—
Compensation for loss of office	離職賠償	—	—
Inducement for joining the Group	加盟本集團之獎勵	—	—
		<b>437,500</b>	<b>347,847</b>

Four (2011: Three) of the five highest paid individuals were directors of the Company, whose emoluments are included in Note 13(a).

Analysis of the emoluments of the five highest paid individuals (including directors and other employees) by number of individuals and emolument ranges is as follows:

		2012	2011
Nil to HK\$1,000,000	零至1,000,000港元	5	5

### 13. 董事及高級管理層酬金(續)

- b) 五名最高薪酬人士(包括董事及其他僱員)之酬金詳情:

	2012 HK\$ 港元	2011 HK\$ 港元
Fees	66,000	54,000
Basic salaries	258,000	279,981
Housing benefits, other allowances and benefits in kind	—	—
Retirement benefits contributions	16,500	13,866
Discretionary bonuses and/or performance-related bonuses	97,000	—
Compensation for loss of office	—	—
Inducement for joining the Group	—	—
	<b>437,500</b>	<b>347,847</b>

五名最高薪酬人士中，四名(二零一一年：三名)為本公司董事，彼等之酬金已載於附註13(a)。

五名最高薪酬人士(包括董事及其他僱員)按人數及酬金範圍分析載列如下:

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For the year ended 31st March, 2012

## 財務報表附註

截至二零一二年三月三十一日止年度

### 14. INCOME TAX EXPENSE

- a) No provision for Hong Kong profits tax has been made as the Group incurred a loss for the year ended 31st March, 2012 (2011: No provision for Hong Kong profits tax had been made as the tax losses brought forward from prior years exceeded the estimated assessable profits for the year ended 31st March, 2011).
- b) Reconciliation between income tax expense and the Group's accounting profit at the statutory income tax rate is set out below:

		2012 HK\$ 港元	2011 HK\$ 港元
(Loss)/profit before taxation	除稅前(虧損)/溢利	<b>(27,586,741)</b>	13,787,763
Tax calculated at the statutory income tax rate of 16.5% (2011: 16.5%)	以法定所得稅率16.5% (二零一一年: 16.5%) 計算之稅項	<b>(4,551,812)</b>	2,274,981
Tax effect of profit not subject to taxation	毋須課稅溢利之稅務影響	<b>(682,190)</b>	(1,056,751)
Tax effect of non-deductible expenses	不可扣除開支之稅務影響	<b>1,448,715</b>	376,023
Tax effect on unrecognised temporary differences	未確認臨時差額之稅務影響	<b>(1,857)</b>	(1,160)
Utilisation of tax losses previously not recognised	使用以往未確認之稅務虧損	-	(2,056,304)
Tax effect of unused tax losses not recognised	未確認之未使用稅項虧損之稅務影響	<b>3,787,144</b>	463,211
Income tax expense	所得稅開支	-	-

- c) At the end of the reporting period, the Group has unutilised tax losses of HK\$47,960,921 (2011: HK\$25,008,531) available for offsetting against future taxable profits. However, no deferred tax asset has been recognised due to the unpredictability of future taxable profits. The tax losses may be carried forward indefinitely.

### 14. 所得稅開支

- a) 由於本集團截至二零一二年三月三十一日止年度產生虧損，因此無就香港利得稅提供任何撥備。(截至二零一一年三月三十一日止年度內雖然錄得稅前溢利，但由於往年之稅務虧損可作抵銷，因此並無就香港利得稅作出任何撥備。)
- b) 所得稅開支與本集團之會計溢利按法定稅率計算之對賬：

- c) 於報告期末，本集團有可供抵銷未來應課稅溢利之未動用稅務虧損47,960,921港元(二零一一年：25,008,531港元)。然而，由於未能預測未來應課稅溢利之情況，因此並無確認遞延稅務資產。稅務虧損可無限期結轉。

## NOTES ON THE FINANCIAL STATEMENTS

For the year ended 31st March, 2012

## 財務報表附註

截至二零一二年三月三十一日止年度

### 15. LOSS FOR THE YEAR ATTRIBUTABLE TO EQUITY HOLDERS OF THE COMPANY

The loss attributable to equity holders of the Company is dealt with in the financial statements of the Company to the extent of HK\$1,684,233 (2011: HK\$2,404,954).

### 16. (LOSS)/EARNINGS PER SHARE

The basic (loss)/earnings per share is based on the Group's loss attributable to equity holders of the Company of HK\$27,586,741 (2011: Group's profit attributable to equity holders of the Company of HK\$13,787,763) and the 1,059,778,200 (2011: 1,059,778,200) ordinary shares in issue during the year.

There are no diluted (loss)/earnings per share for the years ended 31st March, 2012 and 31st March, 2011 presented since the Company has no dilutive potential ordinary shares.

### 15. 本年度本公司權益持有人應佔虧損

本公司權益持有人應佔虧損1,684,233港元(二零一一年: 2,404,954港元)已在本公司之財務報表中處理。

### 16. 每股(虧損)/盈利

每股基本(虧損)/盈利乃根據期內本公司權益持有人應佔本集團虧損淨額27,586,741港元(二零一一年: 本公司權益持有人應佔本集團溢利淨額13,787,763港元)及期內已發行之普通股1,059,778,200股(二零一一年: 1,059,778,200股)計算。

由於本公司並無攤薄效應之普通股，因此並無展示截至二零一二年三月三十一日及二零一一年三月三十一日止年度之每股攤薄(虧損)/盈利。

## NOTES ON THE FINANCIAL STATEMENTS

For the year ended 31st March, 2012

## 財務報表附註

截至二零一二年三月三十一日止年度

### 17. PROPERTY, PLANT AND EQUIPMENT

### 17. 物業、機器及設備

#### The Group and the Company

本集團及本公司

#### Furniture, fixtures and equipment

傢具、裝置及設備

HK\$

港元

As at 1st April, 2010	於二零一零年四月一日	
Cost	成本	35,000
Accumulated depreciation	累積折舊	(34,020)
Net book value	賬面淨值	980
Net book value as at 1st April, 2010	於二零一零年四月一日之賬面淨值	980
Additions	添置	12,400
Depreciation	折舊	(1,937)
Net book value as at 31st March, 2011	於二零一一年三月三十一日之賬面淨值	11,443
As at 31st March, 2011	於二零一一年三月三十一日	
Cost	成本	47,400
Accumulated depreciation	累積折舊	(35,957)
Net book value	賬面淨值	11,443
Net book value as at 1st April, 2011	於二零一一年四月一日之賬面淨值	11,443
Additions	添置	21,080
Depreciation	折舊	(4,299)
Net book value as at 31st March, 2012	於二零一二年三月三十一日之賬面淨值	28,224
As at 31st March, 2012	於二零一二年三月三十一日	
Cost	成本	68,480
Accumulated depreciation	累積折舊	(40,256)
Net book value	賬面淨值	28,224



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For the year ended 31st March, 2012

## 財務報表附註

截至二零一二年三月三十一日止年度

### 18. INTERESTS IN SUBSIDIARIES

Unlisted shares, at cost	非上市股份成本
Amounts due from subsidiaries	應收附屬公司款項
Less: provision for impairment loss on amounts due from subsidiaries	減：應收附屬公司款項之減值 虧損撥備
Amounts due to subsidiaries	應付附屬公司款項

The amounts due from/(to) subsidiaries are unsecured, interest-free and have no fixed terms of repayment.

Details of the Company's subsidiaries at 31st March, 2012 are as follows:

### 18. 於附屬公司之權益

		The Company 本公司	
		2012 HK\$ 港元	2011 HK\$ 港元
		<b>4,187,795</b>	4,187,795
		<b>109,357,253</b>	111,775,224
		<b>113,545,048</b>	115,963,019
		<b>(9,574,000)</b>	(10,339,000)
		<b>103,971,048</b>	105,624,019
		<b>(10,842,680)</b>	(10,950,871)
		<b>93,128,368</b>	94,673,148

應收／(應付)附屬公司之款項為無抵押、免息及無固定還款期。

本公司於二零一二年三月三十一日之附屬公司詳情如下：

Name of subsidiary 附屬公司名稱	Place of incorporation 註冊成立地點	Issued and fully paid ordinary share capital 已發行及繳足 股款之普通股本	Percentage of equity interest held 持有股權百分比		Principal activity 主要業務
			Directly 直接 %	Indirectly 間接 %	
Best Idea Development Limited	British Virgin Islands 英屬處女群島	US\$1 美元1元	100	–	Investment holding 投資控股
Cyber Features Limited	British Virgin Islands 英屬處女群島	US\$1 美元1元	–	100	Investment holding 投資控股
Effort Assets Limited	Samoa 薩摩亞	US\$1 美元1元	100	–	Investment holding 投資控股
Profit Mind Group Limited	British Virgin Islands 英屬處女群島	US\$1 美元1元	100	–	Investment holding 投資控股

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## 財務報表附註

截至二零一二年三月三十一日止年度

### 18. INTERESTS IN SUBSIDIARIES (continued)

Details of the Company's subsidiaries at 31st March, 2012 are as follows: (continued)

Name of subsidiary 附屬公司名稱	Place of incorporation 註冊成立地點	Issued and fully paid ordinary share capital 已發行及繳足股款之普通股本	Percentage of equity interest held 持有股權百分比率		Principal activity 主要業務
			Directly 直接 %	Indirectly 間接 %	
Smart Hero Holdings Limited	British Virgin Islands 英屬處女群島	US\$1 美元1元	100	–	Investment holding 投資控股
Super Idea International Limited	British Virgin Islands 英屬處女群島	US\$1 美元1元	100	–	Investment holding 投資控股
UBA Development Limited	British Virgin Islands 英屬處女群島	US\$1 美元1元	100	–	Investment holding 投資控股
UBA Financial Trading Limited 開明財經商貿有限公司	Hong Kong 香港	HK\$2 港元2元	100	–	Investment holding and trading of securities 投資控股及證券買賣
UBA Gold Investment Limited	Samoa 薩摩亞	US\$1 美元1元	100	–	Bullion trading 貴金屬買賣
UBA Technologies Holdings Limited	British Virgin Islands 英屬處女群島	US\$1 美元1元	100	–	Investment holding 投資控股
UBA Venture Limited	British Virgin Islands 英屬處女群島	US\$1 美元1元	100	–	Investment holding 投資控股

All subsidiaries operate in Hong Kong.

None of the subsidiaries had any loan capital outstanding at the end of the year or at any time during the year.

### 18. 於附屬公司之權益(續)

本公司於二零一二年三月三十一日之附屬公司詳情如下：(續)

所有附屬公司在香港經營業務。

各附屬公司在本年度結束時或在本年度任何時間內並無任何尚未償還之借貸資本。

## NOTES ON THE FINANCIAL STATEMENTS

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## 財務報表附註

截至二零一二年三月三十一日止年度

### 19. AVAILABLE-FOR-SALE FINANCIAL ASSETS

### 19. 可供出售財務資產

		The Group 本集團		The Company 本公司	
		2012 HK\$ 港元	2011 HK\$ 港元	2012 HK\$ 港元	2011 HK\$ 港元
Unlisted equity securities, at cost	非上市股本證券，按成本值	<b>9,471,281</b>	9,471,281	-	-
Less: provision for impairment loss	減：減值虧損撥備	<b>(6,477,445)</b>	(6,443,000)	-	-
		<b>2,993,836</b>	3,028,281	-	-
Listed equity securities in Hong Kong	香港上市股本證券	<b>29,558,068</b>	41,160,229	<b>354,468</b>	387,490
		<b>32,551,904</b>	44,188,510	<b>354,468</b>	387,490
Market value of listed equity securities	上市股本證券市值	<b>29,558,068</b>	41,160,229	<b>354,468</b>	387,490

As at the end of the reporting period, all available-for-sale financial assets are stated at fair value except for those unlisted equity securities, of which their fair values cannot be measured reliably. Fair values of listed equity securities have been determined by reference to published price quotations in active markets.

於報告期末，除未能可靠計算公平值之非上市股本證券外，所有可供出售財務資產乃按公平值列賬。上市股本證券之公平值乃經參考活躍市場所報之已刊載報價釐定。

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## 財務報表附註

截至二零一二年三月三十一日止年度

### 19. AVAILABLE-FOR-SALE FINANCIAL ASSETS (continued)

a) Details of the Group's listed equity securities as at 31st March, 2012 are as follows:

Name of investee companies 投資公司名稱	Cost 成本 HK\$ 港元	Unrealised holding gain/(losses) already recognised in profit and loss accounts prior to 31st March, 2005 under previous Statement of Standard Accounting Practice 24 根據舊有之 會計實務準則24， 於二零零五年 三月三十一日 之前未變現之 盈利/(虧損) 已確認於損益賬內	Accumulated impairment loss charged to profit and loss since 1st April, 2005 自二零零五年 四月一日 累積減值虧損 於損益賬內扣除	Fair value at 31st March, 2012 於二零一二年 三月三十一日 公平值	Total accumulated fair value changes recognised in other comprehensive income/fair value reserve at 31st March, 2012 於二零一二年 三月三十一日 總累積公平價值已 確認於其他全面 收益/公平值儲備	% of total assets of the Group 佔本集團 總資產 之百分比	Net assets/ (liabilities) attributable to the Group 本集團 所佔之資產/ (負債)淨值 HK\$ 港元
		HK\$ 港元	HK\$ 港元	HK\$ 港元	HK\$ 港元	HK\$ 港元	HK\$ 港元
HKT Trust and HKT Limited-SS 香港電訊信託與香港電訊有限公司-SS	114,422	-	-	270,786	156,364	0.26%	214,884
Century City International Holdings Limited 世紀城市國際控股有限公司	862,366	-	(539,676)	296,240	(26,450)	0.28%	975,534
Chun Wo Development Holdings Limited 俊和發展集團有限公司	3,669,697	-	-	1,820,488	(1,849,209)	1.73%	6,456,604
Grand Field Group Holdings Limited 鈞濠集團有限公司	6,404,546	(21,723)	(892,823)	5,490,000	-	5.22%	5,533,838
Harmony Asset Limited 亨亞有限公司	1,732,500	495,000	-	3,425,400	1,197,900	3.26%	6,810,543
HKC International Holdings Limited 香港通訊國際控股有限公司	1,629,758	(39,742)	-	1,300,800	(289,216)	1.24%	2,674,180
PCCW Limited 電訊盈科有限公司	17,608,296	(13,617,135)	-	2,536,097	(1,455,064)	2.41%	765,710
Qunxing Paper Holdings Company Limited 群星紙業控股有限公司	600,469	-	(433,044)	149,607	(17,818)	0.14%	382,625
Sinotrans Shipping Limited 中外運航運有限公司	381,258	-	(255,258)	93,000	(33,000)	0.09%	212,600
Tonic Industries Holdings Limited 東力實業控股有限公司	8,489,764	(5,321,214)	(2,156,850)	1,011,700	-	0.96%	58,535
EganaGoldfeil (Holdings) Limited 聯州國際集團有限公司	8,939,987	(434,410)	(8,505,577)	-	-	-	(2,774,810)
Zhongda International Holdings Limited 中大國際控股有限公司	18,584,400	-	(5,420,450)	13,163,950	-	12.52%	13,992,093
	69,017,463	(18,939,224)	(18,203,678)	29,558,068	(2,316,493)		

### 19. 可供出售財務資產(續)

a) 本集團於二零一二年三月三十一日之上市股本證券詳情如下：

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## 財務報表附註

截至二零一二年三月三十一日止年度

### 19. AVAILABLE-FOR-SALE FINANCIAL ASSETS (continued)

b) Details of unlisted equity securities as at 31st March, 2012 are as follows:

Name of investee companies	Place of incorporation	Proportion of share capital owned	Cost	Impairment loss	Carrying amount	% of total assets of the Group	Principal activities
投資公司名稱	成立地點	所持股份比例	成本 HK\$ 港元	減值虧損 HK\$ 港元	賬面值 HK\$ 港元	佔本集團總 資產之百分比	主要業務
Basic Investment Group Limited 貝斯投資集團有限公司	Macau 澳門	30% <sup>1,2</sup>	7,281	-	7,281	0.007%	Property investment 物業投資
Capital Venture Limited 濠滿有限公司	Hong Kong 香港	26% <sup>1,2</sup>	520,000	(520,000)	-	-	Property investment and money lending services 物業投資及借貸服務
Chief Finance Limited 卓思財務有限公司	Hong Kong 香港	26% <sup>1,2</sup>	2,600,000	(2,600,000)	-	-	Money lending business 借貸服務
Efinance 28 Limited	Hong Kong 香港	25% <sup>1,2</sup>	1,000,000	(998,445)	1,555	0.001%	Provision of electronic financing services 提供電子財務服務
Enviro Technology International Limited 環保科技國際有限公司	Hong Kong 香港	33.33% <sup>1,6,12</sup>	780,000	(780,000)	-	-	Development of battery recharges 發展充電電池
Fujita Glass Limited 藤田玻璃有限公司	Hong Kong 香港	15%	250,000	(250,000)	-	-	Trading of glasses 玻璃貿易
Fullpower Holdings Limited	British Virgin Islands 英屬處女群島	20%	1,000,000	(1,000,000)	-	-	Investments holding 投資控股
Pacific Life Science Holdings Limited	British Virgin Islands 英屬處女群島	3.7%	389,000	(329,000)	60,000	0.057%	Investment holding 投資控股
Blue Legend Investment Limited	Samoa 薩摩亞	30% <sup>1,2</sup>	2,925,000	-	2,925,000	2.781%	Property development 物業發展
			9,471,281	(6,477,445)	2,993,836		

### 19. 可供出售財務資產(續)

b) 於二零一二年三月三十一日之非上市股本證券詳情如下：

19. AVAILABLE-FOR-SALE FINANCIAL ASSETS (continued)

b) Details of unlisted equity securities as at 31st March, 2012 are as follows: (continued)

\*1 This appears to exceed 30% limit of the share capital and/or voting right of the investee company according to the current Chapter 21 of the Listing Rules of The Stock Exchange of Hong Kong Limited because at the time of making this investment the old limit Chapter 21 of the Listing Rules was 35%. Therefore there is no violation of the Chapter 21 limit.

\*2 According to Hong Kong Accounting Standard 28, the Group has no significant influence over the investee companies. Therefore they are not regarded as associates.

c) Particulars of major available-for-sale financial assets

i) Listed equity securities

**HKT Trust and HKT Limited-SS (“HKT-SS”)**

HKT-SS is incorporated in Cayman Islands and is principally engaged in the provision of telecommunications and related services, which include local telephony, local data and broadband, international telecommunications, mobile, customer premises equipment sales, outsourcing, consulting and contact centers.

The Group holds 44,832 shares in HKT-SS, representing 0.0007% interest in the issued share capital of HKT-SS based on the annual report at 31st December, 2011. No dividend was received during the year. Based on the annual report at 31st December, 2011, the net asset value of HKT-SS was approximately HK\$30,756,000,000.

**Century City International Holdings Limited (“Century C Int’l”)**

Century C Int’l is incorporated in Bermuda and is principally engaged in the property development and investment, construction and building related business and other investments.

The Group holds 529,000 shares in Century C Int’l, representing 0.0163% interest in the issued share capital of Century C Int’l based on the annual report at 31st December, 2011 and derived a dividend income of HK\$16,227 for the year ended 31st March, 2012. Based on the annual report at 31st December, 2011, the net asset value of Century C Int’l was approximately HK\$5,968,000,000.

19. 可供出售財務資產(續)

b) 於二零一二年三月三十一日之非上市股本證券詳情如下：(續)

\*1 根據現有香港聯合交易所有限公司上市規則第21章，出現超過投資公司股本及／或投票權30%之上限，是因為當時投資時，舊有的第21章的上限是35%，所以並沒有違反第21章的限制。

\*2 根據香港會計準則第28號，本集團並沒有對有關投資公司有重大影響，因此他們沒有被視為聯營公司。

c) 主要可供出售財務資產之詳情

i) 上市股本證券

**香港電訊信託與香港電訊有限公司-SS (「香港電訊-SS」)**

香港電訊-SS於開曼群島註冊成立主要經營之業務為提供包括本地電話、本地數據及寬頻、國際電訊、流動通訊、客戶器材銷售、外判服務、顧問服務及客戶聯絡中心在內的電訊及相關服務。

本集團持有44,832股香港電訊-SS股份，根據香港電訊-SS於二零一一年十二月三十一日之年報佔香港電訊-SS已發行股本之0.0007%。本年度並無任何股息收入。根據香港電訊-SS年報，於二零一一年十二月三十一日，香港電訊-SS之資產淨值約為30,756,000,000港元。

**世紀城市國際控股有限公司 (「世紀城市」)**

世紀城市於百慕達註冊成立，主要經營之業務為物業發展及投資、建築及與建築有關之業務及其他投資。

本集團持有529,000股世紀城市之股份，根據世紀城市於二零一一年十二月三十一日之年報佔世紀城市已發行股本之0.0163%及於截至二零一二年三月三十一日止年度共收取16,227港元股息。根據世紀城市年報，於二零一一年十二月三十一日，世紀城市之資產淨值約為5,968,000,000港元。

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### 19. AVAILABLE-FOR-SALE FINANCIAL ASSETS (continued)

#### c) Particulars of major available-for-sale financial assets (continued)

##### i) Listed equity securities (continued)

#### Chun Wo Development Holdings Limited (“Chun Wo Dev”)

Chun Wo Dev is incorporated in Bermuda and is principally engaged in the civil engineering, electrical and mechanical engineering foundation, building construction work and property development.

The Group holds 4,283,500 shares in Chun Wo Dev, representing 0.4676% interest in the issued share capital of Chun Wo Dev based on the interim report at 30th September, 2011. No dividend was received during the year. Based on the interim report at 30th September, 2011, the net asset value of Chun Wo Dev was approximately HK\$1,380,913,000.

#### Grand Field Group Holdings Limited (“Grand Field GP”)

Grand Field GP is incorporated in Bermuda and is principally engaged in property development and investment.

The Group holds 52,500,000 shares in Grand Field GP, representing 2.086% interest in the issued share capital of Grand Field GP based on the annual report at 31st December, 2011. No dividend was received during the year. Based on the annual report at 31st December, 2011, the net asset value of Grand Field GP was approximately HK\$265,288,000.

### 19. 可供出售財務資產(續)

#### c) 主要可供出售財務資產之詳情(續)

##### i) 上市股本證券(續)

#### 俊和發展集團有限公司 [「俊和」]

俊和於百慕達註冊成立，主要經營土木工程、機電工程、地基及樓宇建築工程與物業發展。

本集團持有4,283,500股俊和股份，根據俊和於二零一一年九月三十日之中期報告佔俊和已發行股本之0.4676%。本年度並無任何股息收入。根據俊和中期報告，於二零一一年九月三十日，俊和之資產淨值約為1,380,913,000港元。

#### 鈞濠集團有限公司 [「鈞濠」]

鈞濠於百慕達註冊成立，主要經營物業發展及投資。

本集團持有52,500,000股鈞濠股份，根據鈞濠於二零一一年十二月三十一日之年報佔鈞濠已發行股本之2.086%。本年度並無任何股息收入。根據鈞濠年報，於二零一一年十二月三十一日，鈞濠之資產淨值約為265,288,000元。

**19. AVAILABLE-FOR-SALE FINANCIAL ASSETS (continued)**

**c) Particulars of major available-for-sale financial assets (continued)**

*i) Listed equity securities (continued)*

**Harmony Asset Limited (“Harmony Asset”)**

Harmony Asset is incorporated in Cayman Islands and is principally engaged in investments in securities listed on the Stock Exchange and unlisted investments with a potential for earnings growth and capital appreciation.

The Group holds 990,000 shares in Harmony Asset, representing 2.5347% interest in the issued share capital of Harmony Asset based on the annual report at 31st December, 2011 and derived a dividend income of HK\$147,579 for the year ended 31st March, 2012. Based on the annual report at 31st December, 2011, the net asset value of Harmony Asset was approximately HK\$268,697,000.

**HKC International Holdings Limited (“HKC Int’l Hold”)**

HKC Int’l Hold is incorporated in Cayman Islands and is principally engaged in the sale of mobile phones, sale of business solutions and property investment.

The Group holds 6,504,000 shares in HKC Int’l Hold, representing 1.2859% interest in the issued share capital of HKC Int’l Hold based on the interim report at 30th September, 2011 and derived a dividend income of HK\$58,305 for the year ended 31st March, 2012. Based on the interim report at 30th September, 2011, the net asset value of HKC Int’l Hold was approximately HK\$207,958,000.

**19. 可供出售財務資產(續)**

**c) 主要可供出售財務資產之詳情(續)**

*i) 上市股本證券(續)*

**亨亞有限公司(「亨亞」)**

亨亞於開曼群島註冊成立，主要投資於在聯交所上市之證券及具盈利增長與資本增值潛力之非上市投資項目。

本集團持有990,000股亨亞股份，根據亨亞於二零一一年十二月三十一日之年報佔亨亞已發行股本之2.5347%及於截至二零一二年三月三十一日止年度共收取147,579港元股息。根據亨亞年報，於二零一一年十二月三十一日，亨亞之資產淨值約為268,697,000港元。

**香港通訊國際控股有限公司(「香港通訊」)**

香港通訊於開曼群島註冊成立，主要從事銷售流動電話，銷售商業解決方案及物業投資。

本集團持有6,504,000股香港通訊股份，根據香港通訊於二零一一年九月三十日之中期報告佔香港通訊已發行股本之1.2859%及於截至二零一二年三月三十一日止年度共收取58,305港元股息。根據香港通訊中期報告，於二零一一年九月三十日，香港通訊之資產淨值約為207,958,000港元。



## 19. AVAILABLE-FOR-SALE FINANCIAL ASSETS (continued)

### c) Particulars of major available-for-sale financial assets (continued)

#### i) Listed equity securities (continued)

#### PCCW Limited (“PCCW”)

PCCW is incorporated in Hong Kong and is principally engaged in the provision of telecommunications services, internet and multimedia services, sale and rental of equipment and technical services; and investment in and development of infrastructure, properties and technology related business.

The Group holds 912,265 shares in PCCW, representing 0.0125% interest in the issued share capital of PCCW based on the annual report at 31st December, 2011 and derived a dividend income of HK\$140,480 for the year ended 31st March, 2012. Based on the annual report at 31st December, 2011, the net asset value of PCCW was approximately HK\$6,104,000,000.

#### Qunxing Paper Holdings Company Limited (“QX Paper”)

QX Paper is incorporated in Cayman Islands and is principally engaged in the production of decorative base paper products and printing paper product.

The Group holds 153,601 shares in QX Paper, representing 0.0097% interest in the issued share capital of QX Paper based on the annual report at 31st December, 2011 and derived a dividend income of HK\$17,758 for the year ended 31st March, 2012. Based on the annual report at 31st December, 2011, the net asset value of QX Paper was approximately HK\$3,951,757,000.

## 19. 可供出售財務資產 (續)

### c) 主要可供出售財務資產之詳情 (續)

#### i) 上市股本證券 (續)

#### 電訊盈科有限公司 (「電盈」)

電盈於香港註冊成立，主要業務為提供電訊服務、互聯網及互動多媒體服務、銷售及租賃器材及其他技術服務；投資及發展基建、物業及科技相關業務。

本集團持有912,265股電盈股份，根據電盈於二零一一年十二月三十一日之年報佔電盈已發行股本之0.0125%及於截至二零一二年三月三十一日共收取140,480港元股息。根據電盈年報，於二零一一年十二月三十一日，電盈之資產淨值約為6,104,000,000港元。

#### 群星紙業控股有限公司 (「群星紙業」)

群星紙業於開曼群島註冊成立，主要經營之業務為製造及銷售特種紙產品 (裝飾原紙產品) 及印刷用紙產品。

本集團持有153,601股群星紙業之股份，根據群星紙業於二零一一年十二月三十一日之年報佔群星紙業已發行股本之0.0097%及於截至二零一二年三月三十一日共收取17,758港元股息。根據群星紙業年報，於二零一一年十二月三十一日，群星紙業之資產淨值約為3,951,757,000港元。

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### 19. AVAILABLE-FOR-SALE FINANCIAL ASSETS (continued)

#### c) Particulars of major available-for-sale financial assets (continued)

##### i) Listed equity securities (continued)

#### Sinotrans Shipping Limited (“Sinotrans Ship”)

Sinotrans Ship is incorporated in Hong Kong and is principally engaged in dry bulk and container vessels owning (including dry bulk vessel time chartering and container vessel time chartering), oil tanker shipping, dry bulk cargo voyage charter and other shipping related businesses (the “Vessel Owning and Related Business”).

The Group holds 50,000 shares in Sinotrans Ship, representing 0.0013% interest in the issued share capital of Sinotrans Ship based on the annual report at 31st December, 2011 and derived a dividend income HK\$3,935 for the year ended 31st March, 2012. Based on the annual report at 31st December, 2011, the net asset value of Sinotrans Ship was approximately HK\$16,974,414,000.

#### Tonic Industries Holdings Limited (“Tonic Ind Hold”)

Tonic Ind Hold is incorporated in Cayman Islands and is principally engaged in design, manufacture and marketing of consumer audio and video products and home appliances products.

The Group holds 1,510,000 shares in Tonic Ind Hold, representing 0.1413% interest in the issued share capital of Tonic Ind Hold based on the interim report at 30th September, 2011. No dividend was received during the year. Based on the interim report at 30th September, 2011, the net asset value of Tonic Ind Hold was approximately HK\$41,419,000.

### 19. 可供出售財務資產(續)

#### c) 主要可供出售財務資產之詳情(續)

##### i) 上市股本證券(續)

#### 中外運航運有限公司(「中外運」)

中外運於香港註冊成立，主要經營之業務為乾散貨船及集裝箱船(包括乾散貨船期租及集裝箱船期租)、油輪航運、乾散貨船程租及其他航運相關業務(「貨船擁有及相關業務」)。

本集團持有50,000股中外運之股份，根據中外運於二零一一年十二月三十一日之年報佔中外運已發行股本之0.0013%及截至二零一二年三月三十一日止年度共收取3,935港元股息。根據中外運年報，於二零一一年十二月三十一日，中外運之資產淨值約為16,974,414,000港元。

#### 東力實業控股有限公司(「東力實業」)

東力實業於開曼群島註冊成立，主要經營之業務為設計、製造及銷售消費影音產品及家庭電器產品。

本集團持有1,510,000股東力實業之股份，根據東力實業於二零一一年九月三十日之中期報告佔東力實業已發行股本之0.1413%。本年度並無任何股息收入。根據東力實業中期報告，於二零一一年九月三十日，東力實業之資產淨值約為41,419,000港元。

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### 19. AVAILABLE-FOR-SALE FINANCIAL ASSETS (continued)

#### c) Particulars of major available-for-sale financial assets (continued)

##### i) Listed equity securities (continued)

#### Zhongda International Holdings Limited (“Zhongda Int’l”)

Zhongda Int’l is incorporated in Bermuda and is principally engaged in the development, manufacture and sales of automobile equipment and buses and trading of automobile spare parts.

The Group holds 30,974,000 shares in Zhongda Int’l, representing 2.8488% interest in the issued share capital of Zhongda Int’l based on the interim report at 30th June, 2011. No dividend was received during the year. Based on the interim report at 30th June, 2011, the net asset value of Zhongda Int’l was approximately HK\$488,697,000.

##### ii) Unlisted equity securities

#### Pacific Life Science Holdings Limited (“Pacific Life”)

Pacific Life is principally engaged in investments holding. The Group holds 500,000 shares in Pacific Life, representing 3.7% interest in the issued share capital of Pacific Life. No dividend was received during the year. Based on the unaudited financial statements at 31st March, 2012, the Group’s share of the net asset value of Pacific Life was approximately HK\$141,000.

#### Blue Legend Investment Limited (“Blue Legend”)

Blue Legend is principally engaged in property development in Hong Kong. The Group holds 300,000 shares in Blue Legend, representing 30% interest in the issued share capital of Blue Legend. No dividend was received during the year. Based on the unaudited financial statements at 31st March, 2012, the Group’s share of the net asset value of Blue Legend was approximately HK\$2,901,000.

### 19. 可供出售財務資產(續)

#### c) 主要可供出售財務資產之詳情(續)

##### i) 上市股本證券(續)

#### 中大國際控股有限公司 (「中大國際」)

中大國際於百慕達註冊成立，主要從事開發、生產及銷售汽保設備和公車及買賣汽車零部件。

本集團持有30,974,000股中大國際之股份，根據中大國際於二零一一年六月三十日之中期報告佔中大國際已發行股本之2.8488%。本年度並無任何股息收入。根據中大國際中期報告，於二零一一年六月三十日，中大國際之資產淨值約為488,697,000港元。

##### ii) 非上市股本證券

#### Pacific Life Science Holdings Limited (「Pacific Life」)

Pacific Life主要業務為投資控股。本集團持有500,000股Pacific Life股份，佔Pacific Life已發行股本之3.7%。本年度並無任何股息收入。根據Pacific Life於二零一二年三月三十一日未經審核財務報表，本集團於Pacific Life所佔之資產淨值約為141,000港元。

#### Blue Legend Investment Limited (「Blue Legend」)

Blue Legend主要業務為在香港物業發展。本集團持有300,000股Blue Legend之股份，佔Blue Legend已發行之股本之30%。本年度並無任何股息收入。根據二零一二年三月三十一日之未經審核財務報表，本集團應佔Blue Legend之資產淨值約為2,901,000港元。

## NOTES ON THE FINANCIAL STATEMENTS

For the year ended 31st March, 2012

## 財務報表附註

截至二零一二年三月三十一日止年度

### 20. AMOUNTS DUE FROM INVESTEE COMPANIES

		The Group 本集團		The Company 本公司	
		2012 HK\$ 港元	2011 HK\$ 港元	2012 HK\$ 港元	2011 HK\$ 港元
Amounts due from investee companies	應收投資公司款項	14,000,254	14,810,254	-	-
Less: provision for impairment loss	減：減值虧損撥備	(7,679,085)	(6,379,085)	-	-
		<b>6,321,169</b>	8,431,169	-	-

Amounts due from investee companies are unsecured, interest-free and have no fixed terms of repayment.

應收投資公司款項乃沒有抵押，沒有利息及沒有指定還款期。

### 21. AMOUNTS DUE FROM RELATED COMPANIES

The amounts are unsecured, interest-free and have no fixed terms of repayment.

### 21. 應收關聯公司款項

應收款項乃沒有抵押，沒有利息及沒有指定還款期。

### 22. OTHER RECEIVABLES, PREPAYMENTS AND DEPOSITS

		The Group 本集團		The Company 本公司	
		2012 HK\$ 港元	2011 HK\$ 港元	2012 HK\$ 港元	2011 HK\$ 港元
Other receivables	其他應收款項	-	4,044	-	-
Prepayments	預付款	1,517	3,034	-	-
Deposits	按金	60,060	62,160	60	2,160
		<b>61,577</b>	69,238	<b>60</b>	2,160

### 22. 其他應收款項、預付款及按金

		The Group 本集團		The Company 本公司	
		2012 HK\$ 港元	2011 HK\$ 港元	2012 HK\$ 港元	2011 HK\$ 港元
Other receivables	其他應收款項	-	4,044	-	-
Prepayments	預付款	1,517	3,034	-	-
Deposits	按金	60,060	62,160	60	2,160
		<b>61,577</b>	69,238	<b>60</b>	2,160

## NOTES ON THE FINANCIAL STATEMENTS

For the year ended 31st March, 2012

## 財務報表附註

截至二零一二年三月三十一日止年度

### 23. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS

### 23. 按公平值於損益賬列賬之財務資產

		The Group 本集團		The Company 本公司	
		2012 HK\$ 港元	2011 HK\$ 港元	2012 HK\$ 港元	2011 HK\$ 港元
Equity securities listed in Hong Kong at fair value	於香港上市股本證券，按公平值	61,952,755	77,730,705	-	-
Market value of listed equity securities	上市股本證券之市值	61,952,755	77,730,705	-	-

a) Listed equity securities of the Group as at 31st March, 2012 are as follows:

a) 於二零一二年三月三十一日之上市股本證券載列如下：

Name of investee companies 投資公司名稱	Cost 成本 HK\$ 港元	Fair value 公平值 HK\$ 港元	Accumulated unrealised gain/(losses) 累積未變現之盈利/(虧損) HK\$ 港元	% of total assets of the Group 佔本集團總資產之百分比	Net assets attributable to the Group 本集團所佔之資產淨值 HK\$ 港元
China Railway Group Limited 中國中鐵股份有限公司	6,459,438	2,490,000	(3,969,438)	2.37%	4,162,539
China Infrastructure Investment Limited 中國基建投資有限公司	576,715	360,000	(216,715)	0.34%	341,933
China Grand Forestry Green Resources Group Limited 中國林大綠色資源集團有限公司	3,050,915	70,000	(2,980,915)	0.07%	40,393
China Agrotech Holdings Limited 浩倫農業科技集團有限公司	754,960	142,200	(612,760)	0.14%	1,147,133
Fountain Set (Holdings) Limited 福田實業(集團)有限公司	8,242,477	6,024,900	(2,217,577)	5.73%	21,386,135

## NOTES ON THE FINANCIAL STATEMENTS

For the year ended 31st March, 2012

## 財務報表附註

截至二零一二年三月三十一日止年度

### 23. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS (continued)

- a) Listed equity securities of the Group as at 31st March, 2012 are as follows: (continued)

### 23. 按公平值於損益賬列賬之財務資產 (續)

- a) 於二零一二年三月三十一日之上市股本證券載列如下：(續)

Name of investee companies 投資公司名稱	Cost 成本 HK\$ 港元	Fair value 公平值 HK\$ 港元	Accumulated unrealised gain/(losses) 累積未變現之盈利/ (虧損) HK\$ 港元	% of total assets of the Group 佔本集團總資產之百分比	Net assets attributable to the Group 本集團所佔之資產淨值 HK\$ 港元
Mongolia Investment Group Limited 蒙古投資集團有限公司	1,088,614	86,000	(1,002,614)	0.08%	370,265
MTR Corporation Limited 香港鐵路有限公司	3,515,533	2,873,213	(642,320)	2.73%	2,302,206
Mascotte Holdings Limited 馬斯葛集團有限公司	2,323,794	34,340	(2,289,454)	0.03%	342,391
Shanghai Industrial Urban Development Group Limited 上海實業城市開發集團有限公司	2,455,531	355,000	(2,100,531)	0.34%	676,380
PCCW Limited 電訊盈科有限公司	25,099,810	13,588,640	(11,511,170)	12.92%	4,102,742
Qunxing Paper Holdings Company Limited 群星紙業控股有限公司	7,578,179	1,767,880	(5,810,299)	1.68%	4,521,408
Sunny Optical Technology (Group) Company Limited 舜宇光學科技(集團)有限公司	2,331,641	1,995,000	(336,641)	1.90%	1,435,093
Xinjiang Xinxin Mining Industry Co., Ltd. 新疆新鑫礦業股份有限公司	14,359,372	3,488,000	(10,871,372)	3.32%	4,769,669
China Molybdenum Company Limited 洛陽樂川鉬業集團股份有限公司	351,209	171,080	(180,129)	0.16%	140,790
Swire Pacific Limited "A" 太古股份有限公司「A」	3,039,370	2,611,500	(427,870)	2.48%	1,750,096
Cathay Pacific Airways Limited 國泰航空有限公司	881,603	719,000	(162,603)	0.68%	709,344

## NOTES ON THE FINANCIAL STATEMENTS

For the year ended 31st March, 2012

## 財務報表附註

截至二零一二年三月三十一日止年度

### 23. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS (continued)

- a) Listed equity securities of the Group as at 31st March, 2012 are as follows: (continued)

Name of investee companies	Cost	Fair value	Accumulated unrealised gain/(losses)	% of total assets of the Group	Net assets attributable to the Group
投資公司名稱	成本 HK\$ 港元	公平值 HK\$ 港元	累積未變現之盈利/ (虧損) HK\$ 港元	佔本集團總資產之百分比	本集團所佔之資產淨值 HK\$ 港元
Hong Kong Exchanges and Clearing Limited 香港交易及結算所有限公司	4,395,867	3,915,000	(480,867)	3.72%	254,439
Swire Properties Limited 太古地產有限公司	–	405,300	405,300	0.39%	631,949
HKT Trust and HKT Limited – SS 香港電訊信託與香港電訊有限公司 – SS	519,436	1,209,577	690,141	1.15%	959,870
Wing Hang Bank Limited 永亨銀行有限公司	733,317	771,500	38,183	0.73%	565,707
Zhongda International Holdings Limited 中大國際控股有限公司	978,679	595,850	(382,829)	0.57%	630,166
China Construction Bank Corporation 中國建設銀行股份有限公司	4,240,316	4,200,000	(40,316)	3.99%	2,802,531
Green Energy Group Limited 綠色能源科技集團有限公司	853,222	500,000	(353,222)	0.48%	68,198
Metallurgical Corporation of China Limited 中國冶金科工股份有限公司	420,812	174,000	(246,812)	0.17%	311,264
Bank of China Limited 中國銀行股份有限公司	4,905,323	4,382,000	(523,323)	4.17%	4,475,539
Viva China Holdings Limited 非凡中國控股有限公司	5,315,531	1,123,500	(4,192,031)	1.07%	1,144,468
China New Economy Fund Limited 中國新經濟投資有限公司	1,124,210	650,000	(474,210)	0.62%	786,729

### 23. 按公平值於損益賬列賬之財務資產 (續)

- a) 於二零一二年三月三十一日之上市股本證券載列如下：(續)

## NOTES ON THE FINANCIAL STATEMENTS

For the year ended 31st March, 2012

## 財務報表附註

截至二零一二年三月三十一日止年度

### 23. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS (continued)

- a) Listed equity securities of the Group as at 31st March, 2012 are as follows: (continued)

### 23. 按公平值於損益賬列賬之財務資產 (續)

- a) 於二零一二年三月三十一日之上市股本證券載列如下：(續)

Name of investee companies	Cost	Fair value	Accumulated unrealised gain/(losses)	% of total assets of the Group	Net assets attributable to the Group
投資公司名稱	成本 HK\$ 港元	公平值 HK\$ 港元	累積未變現之盈利/ (虧損) HK\$ 港元	佔本集團總資產之百分比	本集團所佔之資產淨值 HK\$ 港元
Hang Lung Properties Limited 恒隆地產有限公司	707,330	569,000	(138,330)	0.54%	498,403
Shun Tak Holdings Limited 信德集團有限公司	1,458,714	1,079,375	(379,339)	1.03%	2,516,813
Greatview Aseptic Packaging Company Limited 紛美包裝有限公司	87,895	61,200	(26,695)	0.06%	22,767
CVM Minerals Limited 南亞礦業有限公司	2,376,129	671,600	(1,704,529)	0.64%	837,830
Leoch International Technology Limited 理士國際技術有限公司	1,714,778	698,400	(1,016,378)	0.66%	776,380
IRC Limited 鐵江現貨有限公司	127,270	81,200	(46,070)	0.08%	131,295
China Pacific Insurance (Group) Co., Ltd. 中國太平洋保險(集團)股份 有限公司	5,409,352	4,088,500	(1,320,852)	3.89%	1,873,287
	117,477,342	61,952,755	(55,524,587)		



## NOTES ON THE FINANCIAL STATEMENTS

For the year ended 31st March, 2012

## 財務報表附註

截至二零一二年三月三十一日止年度

### 23. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS (continued)

- b) Particulars of major financial assets at fair value through profit or loss

#### Fountain Set (Holdings) Limited (“Fountain Set”)

Fountain Set is incorporated in Hong Kong and is principally engaged in production and sales of dyed fabrics, sewing threads, yarns and garments.

The Group holds 6,342,000 shares in Fountain Set, representing 0.7987% interest in the issued share capital of Fountain Set based on the interim report at 29th February, 2012 and derived a dividend income of HK\$63,027 for the year ended 31st March, 2012. Based on the interim report at 29th February, 2012, the net asset value of Fountain Set was approximately HK\$2,677,519,000.

#### MTR Corporation Limited (“MTR Corporation”)

MTR Corporation is incorporated in Hong Kong and is principally engaged in owning and operating the Mass Transit Railway and Octopus smart card system in Hong Kong; properties development and sale; leasing of commercial facilities and provision of other services within the Mass Transit Railway.

The Group holds 103,353 shares in MTR Corporation, representing 0.0018% interest in the issued share capital of MTR Corporation based on the annual report at 31st December, 2011 and derived a dividend income of HK\$71,448 for the year ended 31st March, 2012. Based on the annual report at 31st December, 2011, the net asset value of MTR Corporation was approximately HK\$128,859,000,000.

### 23. 按公平值於損益賬列賬之財務資產 (續)

- b) 主要按公平值於損益賬列賬之財務資產之詳情

#### 福田實業(集團)有限公司(「福田實業」)

福田實業於香港註冊成立，主要經營之業務為生產和銷售染色布料、縫紉線、紗線及成衣。

本集團持有6,342,000股福田實業之股份，根據福田實業於二零一二年二月二十九日之中期報告佔福田實業已發行股本之0.7987%及於截至二零一二年三月三十一日止年度共收取63,027港元股息收入。根據福田實業中期報告，於二零一二年二月二十九日，福田實業之資產淨值約為2,677,519,000港元。

#### 香港鐵路有限公司(「港鐵公司」)

港鐵公司於香港註冊成立，主要經營之業務為在香港擁有及經營地下鐵路及八達通聰明卡系統；物業發展及銷售；在地下鐵路出租商業設施及提供其他服務。

本集團持有103,353股港鐵公司之股份，根據港鐵公司於二零一一年十二月三十一日之年報佔港鐵公司已發行股本之0.0018%及於截至二零一二年三月三十一日止年度共收取71,448港元股息收入。根據港鐵公司年報，於二零一一年十二月三十一日，港鐵公司之資產淨值約為128,859,000,000港元。

## NOTES ON THE FINANCIAL STATEMENTS

For the year ended 31st March, 2012

## 財務報表附註

截至二零一二年三月三十一日止年度

### 23. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS (continued)

- b) Particulars of major financial assets at fair value through profit or loss (continued)

#### PCCW Limited (“PCCW”)

PCCW is incorporated in Hong Kong and is principally engaged in the provision of telecommunications services, internet and multimedia services, sale and rental of equipment and technical services; and investment in and development of infrastructure, properties and technology related business.

The Group holds 4,888,000 shares in PCCW, representing 0.0672% interest in the issued share capital of PCCW based on the annual report at 31st December, 2011 and derived a dividend income of HK\$752,943 for the year ended 31st March, 2012. Based on the annual report at 31st December, 2011, the net asset value of PCCW was approximately HK\$6,104,000,000.

#### Qunxing Paper Holdings Company Limited (“QX Paper”)

QX Paper is incorporated in Cayman Islands and is principally engaged in the manufacturing and trading of decorative base paper products and printing paper product.

The Group holds 1,815,072 shares in QX Paper, representing 0.1144% interest in the issued share capital of QX Paper based on the annual report at 31st December, 2011 and derived a dividend income of HK\$209,838 for the year ended 31st March, 2012. Based on the annual report at 31st December, 2011, the net asset value of QX Paper was approximately HK\$3,951,757,000.

### 23. 按公平值於損益賬列賬之財務資產 (續)

- b) 主要按公平值於損益賬列賬之財務資產之詳情 (續)

#### 電訊盈科有限公司 (「電盈」)

電盈於香港註冊成立，主要業務為提供電訊服務、互聯網及互動多媒體服務、銷售及租賃器材及技術服務；投資及發展基建、物業及科技相關業務。

本集團持有4,888,000股電盈股份，根據電盈於二零一一年十二月三十一日之年報佔電盈已發行股本之0.0672%及於截至二零一二年三月三十一日共收取752,943港元股息收入。根據電盈年報，於二零一一年十二月三十一日，電盈之資產淨值約為6,104,000,000港元。

#### 群星紙業控股有限公司 (「群星紙業」)

群星紙業於開曼群島註冊成立，主要業務為製造及銷售裝飾原紙產品及印刷用紙產品。

本集團持有1,815,072股群星紙業之股份，根據群星紙業於二零一一年十二月三十一日之年報佔群星紙業已發行股本之0.1144%及於截至二零一二年三月三十一日止年度共收取209,838港元股息收入。根據群星紙業年報，於二零一一年十二月三十一日，群星紙業之資產淨值約為3,951,757,000港元。

## NOTES ON THE FINANCIAL STATEMENTS

For the year ended 31st March, 2012

## 財務報表附註

截至二零一二年三月三十一日止年度

### 23. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS (continued)

- b) Particulars of major financial assets at fair value through profit or loss (continued)  
**Xinjiang Xinxin Mining Industry Co., Ltd. (“Xinxin Mining”)**

Xinxin Mining is incorporated in PRC and is principally engaged in the mining, ore processing, smelting and refining operations and sales of nickel, copper and other non-ferrous metals in the PRC.

The Group holds 1,600,000 shares in Xinxin Mining, representing 0.0724% interest in the issued share capital of Xinxin Mining based on the annual report at 31st December, 2011 and derived a dividend income of HK\$256,162 for the year ended 31st March, 2012. Based on the annual report at 31st December, 2011, the net asset value of Xinxin Mining was approximately HK\$6,588,105,000.

#### **Swire Pacific Limited “A” (“Swire Pacific”)**

Swire Pacific is incorporated in Hong Kong and is principally engaged in property, aviation, beverages, marine services and trading & industrial.

The Group holds 30,000 shares in Swire Pacific, representing 0.0008% interest in the issued share capital of Swire Pacific based on the annual report at 31st December, 2011 and derived a dividend income of HK\$123,638 for the year ended 31st March, 2012. Based on the annual report at 31st December, 2011, the net asset value of Swire Pacific was approximately HK\$227,559,000,000.

### 23. 按公平值於損益賬列賬之財務資產 (續)

- b) 主要按公平值於損益賬列賬之財務資產之詳情(續)  
**新疆新鑫礦業股份有限公司 (「新疆新鑫」)**

新疆新鑫於中華人民共和國註冊成立，主要於中華人民共和國內經營採礦、選礦、冶煉和精煉及銷售鎳、銅及其它有色金屬。

本集團持有1,600,000股新疆新鑫之股份，根據新疆新鑫於二零一一年十二月三十一日之年報佔新疆新鑫已發行股本之0.0724%及於截至二零一二年三月三十一日止年度共收取256,162港元股息收入。根據新疆新鑫年報，於二零一一年十二月三十一日，新疆新鑫之資產淨值約為6,588,105,000港元。

#### **太古股份有限公司「A」(「太古」)**

太古於香港註冊成立，主要經營地產、航空、飲料、海洋服務和貿易及實業。

本集團持有30,000股太古之股份，根據太古於二零一一年十二月三十一日之年報佔太古已發行股本之0.0008%及於截至二零一二年三月三十一日止年度共取123,638港元股息收入。根據太古年報，於二零一一年十二月三十一日，太古之資產淨值約為227,559,000,000港元。

## NOTES ON THE FINANCIAL STATEMENTS

For the year ended 31st March, 2012

## 財務報表附註

截至二零一二年三月三十一日止年度

### 23. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS (continued)

- b) Particulars of major financial assets at fair value through profit or loss (continued)  
**Hong Kong Exchanges and Clearing Limited (“HKEX”)**

HKEX is incorporated in Hong Kong and is principally engaged in own and operate the only stock exchange and futures exchange in Hong Kong.

The Group holds 30,000 shares in HKEX, representing 0.0028% interest in the issued share capital of HKEX based on the annual report at 31st December, 2011 and derived a dividend income of HK\$42,632 for the year ended 31st March, 2012. Based on the annual report at 31st December, 2011, the net asset value of HKEX was approximately HK\$9,159,000,000.

#### **China Construction Bank Corporation (“CCB”)**

CCB is incorporated in PRC and is principally engaged in a range of banking services and related financial services.

The Group holds 700,000 shares in CCB, representing 0.0003% interest in the issued share capital of CCB based on the annual report at 31st December, 2011, and derived a dividend income of HK\$121,361 for the year ended 31st March, 2012. Based on the annual report at 31st December, 2011, the net asset value of CCB was approximately HK\$1,000,947,994,000.

### 23. 按公平值於損益賬列賬之財務資產 (續)

- b) 主要按公平值於損益賬列賬之財務資產之詳情 (續)  
香港交易及結算所有限公司 (「香港交易所」)

香港交易所於香港註冊成立，主要業務為擁有及經營本港唯一的股票交易所與期貨交易所。

本集團持有30,000股香港交易所之股份，根據香港交易所於二零一一年十二月三十一日之年報佔香港交易所已發行股本之0.0028%及於截至二零一二年三月三十一日止年度共收取42,632港元股息收入。根據香港交易所年報，於二零一一年十二月三十一日，香港交易所之資產淨值約為9,159,000,000港元。

#### 中國建設銀行股份有限公司 (「建設銀行」)

建設銀行於中華人民共和國註冊成立，主要經營一系列銀行服務及相關金融服務。

本集團持有700,000股建設銀行之股份，根據建設銀行於二零一一年十二月三十一日之年報佔建設銀行股份已發行股本之0.0003%及於截至二零一二年三月三十一日止年度共收取121,361港元股息收入。根據建設銀行年報，於二零一一年十二月三十一日，建設銀行之資產淨值約為1,000,947,994,000港元。

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## 財務報表附註

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### 23. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS (continued)

- b) Particulars of major financial assets at fair value through profit or loss (continued)

#### Bank of China Limited (“Bank of China”)

Bank of China is incorporated in PRC and is principally engaged in provides a range of banking and related financial services, including commercial banking, investment banking, insurance and investment business.

The Group holds 1,400,000 shares in Bank of China, representing 0.0005% interest in the issued share capital of Bank of China based on the annual report at 31st December, 2011 and derived a dividend income of HK\$93,527 for the year ended 31st March, 2012. Based on the annual report at 31st December, 2011, the net asset value of Bank of China was approximately HK\$892,381,908,000.

#### China Pacific Insurance (Group) Co., Ltd. (“CPIC”)

CPIC is incorporated in PRC and is principally engaged in providing life and property and casualty insurance products and services to individual and institutional customers, manage and deploy insurance funds.

The Group holds 170,000 shares in CPIC, representing 0.002% interest in the issued share capital of CPIC based on the annual report at 31st December, 2011 and derived a dividend income of HK\$18,328 for the year ended 31st March, 2012. Based on the annual report at 31st December, 2011, the net asset value of CPIC was approximately HK\$94,766,264,000.

### 23. 按公平值於損益賬列賬之財務資產 (續)

- b) 主要按公平值於損益賬列賬之財務資產之詳情(續)

中國銀行股份有限公司(「中國銀行」)

中國銀行於中華人民共和國註冊成立，主要提供銀行業及有關的金融服務，包括商業銀行業務、投資銀行業務和保險及投資業務等。

本集團持有1,400,000股中國銀行之股份，根據中國銀行於二零一一年十二月三十一日之年報佔中國銀行已發行股本之0.0005%及於截至二零一二年三月三十一日止年度共收取93,527港元股息收入。根據中國銀行年報，於二零一一年十二月三十一日，中國銀行之資產淨值約為892,381,908,000港元。

中國太平洋保險(集團)股份有限公司(「中國太保」)

中國太保於中華人民共和國註冊成立，主要提供人壽及財產保險產品及服務，給個人和機構客戶，管理及運用保險資金。

本集團持有170,000股中國太保之股份，根據中國太保於二零一一年十二月三十一日之年報佔中國太保已發行股本之0.002%及於截至二零一二年三月三十一日止年度共收取18,328港元股息收入。根據中國太保年報，於二零一一年十二月三十一日，中國太保之資產淨值約為94,766,264,000港元。

### 24. SHARE CAPITAL

		24. 股本		Share capital	
		Number of shares 股份數目		股本	
		2012	2011	2012	2011
<b>Ordinary shares of HK\$0.01 each</b>	<b>每股面值0.01港元的普通股</b>				
Authorised	法定	<b>2,000,000,000</b>	2,000,000,000	<b>20,000,000</b>	20,000,000
Issued and fully paid	已發行及繳足	<b>1,059,778,200</b>	1,059,778,200	<b>10,597,782</b>	10,597,782

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## 財務報表附註

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### 25. RESERVES

#### The Group

		Share premium	Contributed surplus	Fair value reserves	Retained profits/ losses (accumulated)	Total
		股份溢價	實繳盈餘	公平值儲備	保留溢利/ (累積虧損)	總計
		HK\$	HK\$	HK\$	HK\$	HK\$
		港元	港元	港元	港元	港元
Balance as at 1st April, 2010	於二零一零年四月一日之結餘	92,564,355	–	(2,068,307)	16,032,860	106,528,908
Total comprehensive income for the year	本年度全面收益	–	–	2,755,554	13,787,763	16,543,317
Balance as at 31st March, 2011 and 1st April, 2011	於二零一一年三月三十一日及二零一一年四月一日之結餘	92,564,355	–	687,247	29,820,623	123,072,225
Total comprehensive loss for the year	本年度全面虧損	–	–	(3,003,741)	(27,586,741)	(30,590,482)
Balance as at 31st March, 2012	於二零一二年三月三十一日結餘	92,564,355	–	(2,316,494)	2,233,882	92,481,743

#### The Company

#### 本公司

		Share premium	Contributed surplus	Fair value reserves	Accumulated losses	Total
		股份溢價	實繳盈餘	公平值儲備	累積虧損	總計
		HK\$	HK\$	HK\$	HK\$	HK\$
		港元	港元	港元	港元	港元
Balance as at 1st April, 2010	於二零一零年四月一日之結餘	92,564,355	4,187,723	(583,868)	(7,810,386)	88,357,824
Total comprehensive loss for the year	本年度全面虧損	–	–	561,168	(2,404,954)	(1,843,786)
Balance as at 31st March, 2011 and 1st April, 2011	於二零一一年三月三十一日及二零一一年四月一日之結餘	92,564,355	4,187,723	(22,700)	(10,215,340)	86,514,038
Total comprehensive loss for the year	本年度全面虧損	–	–	(33,023)	(1,684,233)	(1,717,256)
Balance as at 31st March, 2012	於二零一二年三月三十一日結餘	92,564,355	4,187,723	(55,723)	(11,899,573)	84,796,782

## NOTES ON THE FINANCIAL STATEMENTS

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## 財務報表附註

截至二零一二年三月三十一日止年度

### 26. NET ASSET VALUE PER SHARE

The calculation of net asset value per share is based on the net assets of HK\$103,079,525 (2011: HK\$133,670,007) and the 1,059,778,200 (2011: 1,059,778,200) ordinary shares in issue as at 31st March, 2012.

### 26. 每股資產淨值

每股資產淨值乃根據資產淨值103,079,525港元(二零一一年: 133,670,007港元)及於二零一二年三月三十一日為止之發行普通股1,059,778,200股(二零一一年: 1,059,778,200股)計算。

### 27. OPERATING LEASE COMMITMENTS

#### The Group as lessee

At the end of the reporting period, the Group had entered into the following future minimum lease payments in respect of its office premises under a non-cancellable operating lease:

### 27. 經營租賃承擔

#### 集團為租賃人

於報告期末，本集團根據不可撤銷辦公室物業經營租賃下之未來最低應付租金如下：

		2012 HK\$ 港元	2011 HK\$ 港元
Within one year	一年內	<b>180,000</b>	180,000

### 28. CONNECTED AND RELATED PARTY TRANSACTIONS

During the year, the Group and the Company had the following transactions with its related parties:

### 28. 關連及關聯人士交易

於年內，本集團及本公司有以下重大的關聯人士交易：

	Notes 附註	The Group 本集團		The Company 本公司	
		2012 HK\$ 港元	2011 HK\$ 港元	2012 HK\$ 港元	2011 HK\$ 港元
Investment management fee paid to Upbest Assets Management Limited	(a)	<b>1,740,218</b>	1,994,872	<b>1,740,218</b>	1,994,872
Performance fee payable to Upbest Assets Management Limited	(a)	-	3,945,658	-	3,945,658
Brokerage commission paid to Upbest Securities Company Limited	(b)	<b>344,462</b>	1,417,784	-	296
Handling fee for dividend collection paid to Upbest Securities Company Limited	(c)	<b>12,319</b>	10,694	<b>142</b>	120

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## 財務報表附註

截至二零一二年三月三十一日止年度

### 28. CONNECTED AND RELATED PARTY TRANSACTIONS

(continued)

		The Group 本集團		The Company 本公司		
		2012 HK\$ 港元	2011 HK\$ 港元	2012 HK\$ 港元	2011 HK\$ 港元	
		Notes 附註				
Commission paid to Upbest Commodities Company Limited	支付佣金予美建期貨 有限公司	(d)	2,400	3,200	-	-
Commission paid to Upbest Gold Limited	支付佣金予美建金 有限公司	(e)	18,428	-	-	-
Interest paid to Upbest Investment Company Limited	支付利息予美建投資 有限公司	(f)	31,476	175,678	-	87
Interest paid to Upbest Gold Limited	支付利息予美建金 有限公司	(g)	-	-	-	-
Custodian fee paid to Wing Hang Bank Limited	支付託管費予永亨銀行 有限公司	(h)	60,450	60,450	60,000	60,000
Rental paid to Champion Assets Limited	支付租金予協緯 有限公司	(i)	240,000	240,000	-	-

a) The Company and a subsidiary of Upbest Group Limited, Upbest Assets Management Limited (“UAML”) as investment manager, have on 6th November, 2000, first entered into an investment management agreement pursuant to which UAML provided investment management services to the Company for a term of three years up to 30th November, 2003. Upon the expiration of the second investment management agreement for a period of three years commencing from 1st April, 2003, the same parties again on 31st March, 2006 entered into a supplemental investment agreement for the sole purpose of further extending the term of the second investment management agreement for another three years to 31st March, 2009. This agreement can be terminated by either the Company or UAML serving not less than six months’ notice in writing prior to the expiration. Pursuant to the investment management agreement, monthly investment management fee is payable at 1.5% per annum of the consolidated net asset value of the Group as at the immediately preceding valuation date on the actual number of days in the relevant calendar month over 365 days a year.

a) 本公司與美建集團之附屬公司美建管理有限公司(「美建管理」)在二零零零年十一月六日首次簽訂一份投資管理協議，由美建管理作為投資經理人，向本公司提供為期三年之投資管理服務，直至二零零三年十一月三十日為止。於第二份投資管理協議由二零零三年四月一日開始為期三年期滿之前，當事各方於二零零六年三月三十一日達成投資管理補充協議，進一步把為期三年的時間延續另外三年直至二零零九年三月三十一日為止。這份協議可以由本公司或美建管理在不少於六個月的書面通知結束。根據投資管理協議，美建管理就對開明投資所提供投資管理服務可享有管理費，對開明投資集團之收費乃按開明集團估值日之資產淨值1.5%之年利率及有關曆月實際日數除以全年365日之基準支付投資管理費。



## NOTES ON THE FINANCIAL STATEMENTS

For the year ended 31st March, 2012

## 財務報表附註

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### 28. CONNECTED AND RELATED PARTY TRANSACTIONS

(continued)

**a)** (continued)

In addition to the above, the Company and UAML have on 2nd May, 2008 entered into a supplemental agreements whereby (i) the term will be extended to 31st March, 2010; and (ii) in addition to the management fee, a performance fee payable in Hong Kong dollars equivalent to 20% of net profit of the Group before taxation and before deduction of the management fee payable under the investment management agreements shall be paid to UAML for each financial year. The performance fee of HK\$ Nil (2011: HK\$3,945,658) for the financial year ended 31st March, 2012 has been included under administrative and other operating expenses. These continuing connected transactions were approved on the extraordinary general meeting of the shareholders held on 10th June, 2008.

On 11th February, 2010, the Company and UAML have entered into the Third Supplemental Investment Management Agreement. The annual cap for the management fee and performance fee for the financial years ended 31st March, 2011, 2012 and 2013 are HK\$11,148,000, HK\$13,378,000 and HK\$16,054,000 respectively. These continuing connected transactions were approved on the extraordinary general meeting of the shareholders held on 30th March, 2010.

### 28. 關連及關聯人士交易 (續)

**a)** (續)

另外本公司與美建管理於二零零八年五月二日所簽訂的投資管理補充協議，當中(i)將延長時期至二零一零年三月三十一日；及(ii)除管理費外，於每個財政年度，美建管理可享有根據本集團除稅前盈利及扣除在投資管理協議中所須支付管理費前之盈利的20%之表現費。二零一二年三月三十一日之財政年度並沒有表現費(二零一一年：3,945,658港元)已包括於行政及其他經營開支。這些持續關連交易已於二零零八年六月十日之特別股東大會上通過。

於二零一零年二月十一日，本公司與美建管理已簽訂第三次補充投資管理協議。於二零一一年、二零一二年及二零一三年三月三十一日之財政年度之全年管理費及表現費上限分別為11,148,000港元、13,378,000港元及16,054,000港元。這些持續關連交易已於二零一零年三月三十日之特別股東大會上通過。

## NOTES ON THE FINANCIAL STATEMENTS

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## 財務報表附註

截至二零一二年三月三十一日止年度

### 28. CONNECTED AND RELATED PARTY TRANSACTIONS

(continued)

- b)** The Company and two of its subsidiaries and Upbest Securities Company Limited (“USCL”) have separately entered into a supplemental agreement for the transaction in relation to the securities brokerage service dated 1st November, 2007. Each of the subsidiaries of the Company and USCL agreed to extend the service period from 1st November, 2007 to 31st March, 2010. Brokerage commission fee is charged at 0.25%, the prevailing market rate, on the value of the transactions. On 11th February, 2010, the Company and two of its subsidiaries and USCL have entered into the Securities Brokerage Supplemental Agreements and agreed that the original agreement will be extended from the period of 1st April, 2010 to 31st March, 2013. On 21st October, 2010, the annual cap for the securities brokerage commission set for the financial years ended 31st March, 2011, 2012 and 2013 are HK\$2,000,000, HK\$2,400,000 and HK\$2,900,000 respectively.
- c)** Handling fee for dividend collection is charged at minimum of HK\$30 or 0.5% per transaction amount.
- d)** Commission is charged at a range from HK\$20 to HK\$100 per transaction.
- e)** Commission is charged at a range from US\$10 to US\$500 per transaction.

### 28. 關連及關聯人士交易 (續)

- b)** 本公司與其兩間附屬公司與美建證券有限公司(「美建證券」)各自於二零零七年十一月一日簽訂關於證券經紀服務補充協議。本公司與其兩間之附屬公司與美建證券均同意延伸其服務年期由二零零七年十一月一日至二零一零年三月三十一日。其佣金收費為所買賣證券價值0.25%，這是普遍的市場交易費用。於二零一零年二月十一日，本公司與兩間附屬公司及美建證券已簽訂證券經紀補充協議，同意將原有協議的期限延長由二零一零年四月一日至二零一三年三月三十一日。於二零一零年十月二十一日，二零一一年、二零一二年及二零一三年三月三十一日財政年度證券經紀佣金之全年上限分別擬定為2,000,000港元、2,400,000港元及2,900,000港元。
- c)** 股息徵收手續費的最低收費為30港元或每筆交易金額之0.5%。
- d)** 佣金徵收為每次由20港元至100港元。
- e)** 佣金徵收為每次由10美元至500美元。

**28. CONNECTED AND RELATED PARTY TRANSACTIONS***(continued)*

- f)** On 2nd May, 2008, the Company and two of its subsidiaries had separately entered into a supplemental agreement with Upbest Investment Company Limited (“UICL”) in relation to the provision of securities margin financing service. According to the supplemental agreements, the respective relevant original agreement will be extended to 31st March, 2010 and is subject to renewal by written supplemental agreements between the contracting parties. The securities margin financing services interest rate is charged at 4.25% above prime rate per annum inclusive of custodian fee; and the provision of IPO financing at an interest rate from 0.2% to 1.25% per annum above the borrowing costs of UICL. For the financial year ended 31st March, 2012 interest for the securities margin accounts was charged at 9.5% (2011: 9.5%) per annum. No IPO financing interest paid for the financial year ended 31st March, 2012 (2011: 1.1% to 1.7% per annum).

On 11th February, 2010, the Company and two of its subsidiaries and UICL have entered into the Financial Assistance Supplemental Agreement and agreed that the original agreement will be extended from the period of 1st April, 2010 to 31st March, 2013.

- g)** On 2nd May, 2008, a subsidiary entered into a supplemental agreement with Upbest Gold Limited (“UGL”) in relation to the provision of precious metal margin financing service by UGL to the subsidiary. According to the supplemental agreement, the subsidiary and UGL agreed that the relevant original agreement will be extended to 31st March, 2010 and is subject to renewal by written supplemental agreement between the contracting parties. The supplemental agreement also provided that the interest rate for the precious metal margin financing service will be 1.05% per annum above the borrowing costs of UGL.

On 11th February, 2010, a subsidiary and UGL have entered into the Financial Assistance Supplemental Agreement and agreed that the original agreement will be extended from the period of 1st April, 2010 to 31st March, 2013. The interest rate for the precious metal margin financing service will be from the range of 0.5% to 1% per annum above the borrowing costs of UGL.

**28. 關連及關聯人士交易 (續)**

- f)** 於二零零八年五月二日，本公司及其兩間附屬公司與美建投資有限公司（「美建投資」）分別就證券孖展融資服務達成了補充協議。根據補充協議，原有協議將延續至二零一零年三月三十一日並且雙方以書面補充協議更新。由美建投資在最優惠利率之上加4.25%提供證券孖展融資服務，當中包含保管費及為首次公開招股融資提供借貸成本為美建投資之借貸成本加0.2%至1.25%年利率。二零一二年三月三十一日之財政年度，證券孖展融資戶口的利息為年率9.5%（二零一一年：9.5%）及並沒有首次公開招股融資的利息（二零一一年：1.1%至1.7%）。

於二零一零年二月十一日，本公司與其兩間附屬公司及美建投資已簽訂財政援助補充協議，同意將原有協議的期限延長由二零一零年四月一日至二零一三年三月三十一日。

- g)** 於二零零八年五月二日，開明投資其下一間附屬公司與美建金有限公司（「美建金」）就由美建金提供給該附屬公司貴金屬孖展融資服務簽訂了一份補充協議。根據補充協議，該附屬公司和美建金同意將原有協議延續至二零一零年三月三十一日並且雙方可以書面補充協議更新。而且根據補充協議訂明，貴金屬孖展融資借貸成本為美建金之借貸成本加1.05%年利率。

於二零一零年二月十一日，開明投資其下一間附屬公司及美建金已簽訂財政援助補充協議，同意將原有協議的期限延長由二零一零年四月一日至二零一三年三月三十一日。貴金屬孖展融資借貸服務利率為美建金之借貸成本加0.5%至1%年利率。

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截至二零一二年三月三十一日止年度

### 28. CONNECTED AND RELATED PARTY TRANSACTIONS

(continued)

**g)** (continued)

There are no bullion dealing interest paid for the financial years ended 31st March, 2012 and 2011.

The annual cap regarding the securities and bullion margin financial assistance for each of the financial year ended 31st March, 2011, 2012 and 2013 is HK\$150,000,000. These continuing connected transactions were approved on the extraordinary general meeting of the shareholders held on 30th March, 2010.

**h)** Pursuant to a custodian agreement dated 22nd December, 1999 between the Company and a custodian, the custodian agrees to provide securities custodian services to the Company including the safe custody of the Group's securities and the settlement of the securities of the Group, the collection of dividends and other entitlements on behalf of the Group. The appointment of the custodian commenced on the date of commencement of trading of the Company's shares on the Stock Exchange and will continue in force until it is terminated by either party giving a written notice to the other party at any time.

The custodian is regarded as a connected person of the Company under Rule 21.13 of the Listing Rules, but the custodian fee falls below the de-minimis threshold under Rule 14A.31(2) of the Revised Listing Rules.

**i)** The Company has entered into a tenancy agreement with Champion Assets Limited for one year, commencing from 1st January, 2011. The tenancy agreement was renewed between one of the Company's subsidiaries and Champion Assets Limited for one year, commencing from 1st January, 2012. Details of the leasing commitment are stated in note 27. The total rent paid during the period from 1st April, 2011 to 31st March, 2012 is amounted to HK\$240,000. The transactions were carried out at an amount agreed by both parties. The entire issued share capital of Fung Fai Growth Limited, a substantial shareholder of the Company, is owned by a trust of which the discretionary objects are family members of Mr. Cheng Kai Ming, Charles, including a director of the Company, Mr. Cheng Wai Lun, Andrew. Mr. Cheng Kai Ming, Charles has beneficial interest in Champion Assets Limited.

### 28. 關連及關聯人士交易 (續)

**g)** (續)

於二零一二年及二零一一年三月三十一日之財政年度，並無支付貴金屬買賣之利息。

二零一一年、二零一二年及二零一三年三月三十一日之財政年度證券及貴金屬孖展財務資助上限為150,000,000港元。有關持續關連交易已於二零一零年三月三十日之特別股東大會上批准。

**h)** 根據本公司與託管人於一九九九年十二月二十二日訂立之託管協議，託管人同意向本公司提供證券託管服務，包括本集團證券之妥善託管、本集團證券之結算、代表本集團領取股息及其他權益。託管人之委任期限自本公司股份於聯交所開始買賣日期起生效，並將持續有效，直至任何一方於任何時候以書面通知另一方予以終止為止。

根據上市規則第21.13條，託管人被視為本公司之關連人士，惟託管費乃低於上市規則(經修訂)第14A.31(2)條之最低限額。

**i)** 本公司與協緯有限公司簽署一份為期一年之租賃協議，於二零一一年一月一日起生效。租賃協議已由本公司的附屬公司與協緯有限公司重續一年，由二零一二年一月一日起生效。租賃承擔之詳情載於附註27。二零一一年四月一日至二零一二年三月三十一日期間之已付租金總額為240,000港元。交易之金額由雙方同意協定。Fung Fai Growth Limited(本公司之大股東)之全部已發行股本乃由一項信託持有，其酌情受益人乃鄭啟明先生之家族成員，包括本公司之董事鄭偉倫先生。鄭啟明先生擁有協緯有限公司的實益權益。

## NOTES ON THE FINANCIAL STATEMENTS

For the year ended 31st March, 2012

## 財務報表附註

截至二零一二年三月三十一日止年度

### 28. CONNECTED AND RELATED PARTY TRANSACTIONS

(continued)

j) Fung Fai Growth Limited, an investment holding company, holds approximately 32.08% of the Company. CCAA Group Limited, an investment company, holds approximately 73.65% interest in Upbest Group Limited. The ultimate beneficial owner of Fung Fai Growth Limited and CCAA Group Limited is Cheng's Family Trust. Upbest Assets Management Limited, Upbest Securities Company Limited, Upbest Commodities Company Limited and Upbest Investment Company Limited are wholly-owned subsidiaries and Upbest Gold Limited is a 75% owned subsidiary of Upbest Group Limited, a company incorporated in the Cayman Islands with limited liability, the securities of which are listed on the Stock Exchange.

k) The remuneration of directors and other members of key management during the year were disclosed in note 13.

l) Amounts due from related companies

Details of the balances with related companies are disclosed in note 21 on the financial statements.

The above transactions were carried out in the normal course of the Group's business on terms mutually agreed between the parties.

### 28. 關連及關聯人士交易 (續)

j) 投資控股公司Fung Fai Growth Limited持有本公司約32.08%權益。投資控股公司CCAA Group Limited持有美建集團有限公司約73.65%權益。Fung Fai Growth Limited及CCAA Group Limited之最終實益擁有人為鄭氏家族信託。美建管理有限公司、美建證券有限公司、美建期貨有限公司及美建投資有限公司均為美建集團有限公司(於開曼群島註冊成立之有限公司，其股份於聯交所上市)擁有之附屬公司之全資附屬公司，而美建金有限公司是美建集團有限公司擁有75%權益之附屬公司。

k) 各董事及主要管理層其他成員於年內之酬金已於附註13披露。

l) 應收關聯公司款項

與關聯公司之結餘詳情載於財務報表附註 21。

以上交易乃以本集團一般業務情況及由訂約人互相同意之條款所協定。



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