China Gamma Group Limited 中國伽瑪集團有限公司

(Incorporated in Bermuda with limited liability) (於百慕達註冊成立之有限公司) Stock Code 股份代號:164



		Pages <i>頁次</i>
Corporate Information	公司資料	2
Management Discussion and Analysis	管理層討論及分析	4
Biographical Details of Directors and Senior Management	董事及高級管理人員履歷	16
Corporate Governance Report	企業管治報告	20
Directors' Report	董事會報告	31
Independent Auditor's Report	獨立核數師報告	42
Consolidated Income Statement	綜合收益表	44
Consolidated Statement of Comprehensive Income	綜合全面收益表	45
Consolidated Balance Sheet	綜合資產負債表	46
Balance Sheet	資產負債表	48
Consolidated Statement of Changes in Equity	綜合權益變動表	49
Consolidated Statement of Cash Flows	綜合現金流量表	50
Notes to the Financial Statements	財務報表附註	52
Financial Summary	財務摘要	163
Particulars of Major Properties	主要物業詳情	164

CORPORATE INFORMATION

公司資料

BOARD OF DIRECTORS

Executive Director:

Wong King Shiu, Daniel

Non-executive Directors:

Ma Kwok Hung, Warren

Chow Siu Ngor

Independent Non-executive Directors:

Wong Hoi Kuen

Chan Chi Yuen

Hung Hing Man

AUDIT COMMITTEE

Wong Hoi Kuen (Chairman)

Chan Chi Yuen

Chow Siu Ngor

Hung Hing Man

REMUNERATION COMMITTEE

Chan Chi Yuen (Chairman)

Wong Hoi Kuen

Chow Siu Ngor

Hung Hing Man

NOMINATION COMMITTEE

Hung Hing Man (Chairman)

Wong Hoi Kuen

Chan Chi Yuen

Wong King Shiu, Daniel

COMPANY SECRETARY

Chan Chun Lam

PRINCIPAL BANKER

The Hongkong and Shanghai Banking Corporation Limited

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黄景兆

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馬國雄

鄒小岳

獨立非執行董事:

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陳志遠

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黃海權(主席)

陳志遠

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孔慶文

薪酬委員會

陳志遠*(主席)* 黃海權

鄒小岳

卿小笛

孔慶文

提名委員會

孔慶文(主席)

黃海權

陳志遠

黄景兆

公司秘書

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香港股份過戶登記處分處

卓佳秘書商務有限公司 香港 皇后大道東28號 金鐘匯中心26樓

管理層討論及分析

The board of directors (the "Board") of China Gamma Group Limited (the "Company") announces the annual results of the Company and its subsidiaries (together, the "Group") for the financial year ended 31 March 2012.

FINANCIAL REVIEW

For the year ended 31 March 2012, turnover of the Group amounted to approximately HK\$26,726,000, representing a decrease of approximately 12% from HK\$30,473,000 in the previous year ended 31 March 2011, mainly due to a decrease in the turnover from the property development, rental and sales business amid the slowdown of the property market in China. Loss from operations for the year amounted to HK\$52,698,000 (2011: HK\$26,498,000). Net loss attributable to equity shareholders of the Company for the year increased to HK\$56,198,000 (2011: HK\$29,203,000). Included in the 2011 financial results was a gain on disposal of a subsidiary, 北京友聯房地產開發有限公司 (Beijing Yo Luan Property Development Company Limited) in February 2011 which amounted to HK\$48,924,000. Included in the 2012 financial results was a start-up cost from the Group's rare resources division and costs related to its first project in the rare earth refinery and processing business in China which together amounted to HK\$25,787,000 (2011: HK\$Nil). After adjusting for such exceptional changes, the operating results for the Group's existing business lines have shown substantial improvements. The Group has not been involved in the trading of any derivative financial instruments such as equity or currency accumulators. Loss per share was HK1.76 cents (2011: HK1.01 cents).

As at 31 March 2012, total assets and net assets of the Group were HK\$1,077,098,000 (2011: HK\$204,748,000) and HK\$360,413,000 (2011: HK\$105,142,000) respectively. The increase in total assets and net assets of the Group was mainly due to the acquisition of a 54% attributable interest in 冕寧縣茂源稀土科技有限公司 (Mianning Mao Yuan Rare Earth Technology Company Limited) in December 2011. Included in the total assets of the Group was intangible asset amounted to HK\$533,785,000 (2011: HK\$Nil) in relation to technical know-how technology to convert rare earth concentrates to a variety of rare earth products, resulting from the acquisition.

The Board does not recommend the payment of dividend for the year ended 31 March 2012. 中國伽瑪集團有限公司(「本公司」)之董事會(「董事會」)謹此宣佈本公司及其附屬公司(統稱「本集團」)於截至二零一二年三月三十一日止財務年度之全年業績。

財務回顧

截至二零一二年三月三十一日止年度, 本集團之營業額由截至二零一一年三月 三十一日止上年度之30,473,000港元減少 約12%至約26,726,000港元,主要原因是 隨中國物業市場發展放緩而令來自物業發 展、租賃及銷售業務的收入減少,年內營 運虧損為52,698,000港元(二零一一年: 26,498,000港元)。年內本公司權益股東應 佔虧損淨額升至56,198,000港元(二零一一 年:29,203,000港元)。二零一一年二月, 本集團出售一間附屬公司北京友聯房地產 開發有限公司,所得之收益48,924,000港 元,已計入二零一一年年度之財務業績。 而二零一二年財務業績則計入,來自本集 團稀有資源部門的啟動成本及其於中國 稀土深加工業務之首個項目之相關成本 25,787,000港元(二零一一年:零港元)。 倘若撇除上述特別變動,本集團現有業務 之經營業績已作出重大改善。本集團並無 涉及任何衍生金融工具如股票或外匯累計 期權之買賣。每股虧損為1.76港仙(二零 --年:1.01港仙)。

於二零一二年三月三十一日,本集團之總資產及淨資產分別為1,077,098,000港元(二零一一年:204,748,000港元)及360,413,000港元(二零一一年:105,142,000港元)。本集團之總資產足經濟產增加主要由於二零一一年十二月收購冕寧縣茂源稀土科技有限公司之54%應佔權益所致。本集團之總資產包括收購事項所產生之有關將稀土精礦轉化成各類稀土產品之技術專門知識之無形資產533,785,000港元(二零一一年:零港元)。

董 事 會 不 建 議 就 截 至 二 零 一 二 年 三 月 三十一日止年度派付股息。

管理層討論及分析

BUSINESS REVIEW

During the financial year under review, the Group has set up its rare resources division and engaged in the exploration of opportunities in rare resources projects.

The Group's first rare resources project is related to the entrance of the Group into the rare earth refinery and processing business in China which the Group believes, will become the major core business of the Group.

In addition, the Group is engaged in gamma ray irradiation services, property development, rental and sales, trading of building materials and provision of renovation services, and securities trading and investment.

Rare Resources Business

The Group's rare resources division was set up to explore and expand into strategic rare resources business with great potentials and applications in China.

As disclosed in the announcement of the Company dated 11 May 2011, the Group proposed to acquire a rare earth refinery and processing business to broaden the income base of the Group and increase shareholders' value. Following the approval by the shareholders of the acquisition at the special general meeting held on 8 September 2011, the Group completed the acquisition of a 54% attributable interest in 冕寧縣茂源稀 土科技有限公司 (Mianning Mao Yuan Rare Earth Technology Company Limited) in December 2011. Through this acquisition, the Group will be able to capture the opportunities in the rare earth market in China and this business will become the major core business of the Group.

Rare earth elements are scarce natural resources which are essential to certain high technology, green energy and defense-related technology products. Demand for rare earth elements has been growing at high single-digit since 2005 with the exception of 2008-2009 when demand shrank resulting from global financial crisis. In 2011, global rare earth elements production was about 130,000 tonnes. China is by far the dominant supplier of rare earth elements, accounting for over 95% of the global market share while Sichuan province accounts for 24% to 30% of the country's total production. As the Chinese government took more measures during the year to restrict exploration, production and export of rare earth elements to protect this strategic resource, expectation of reduced supply drove rare earth elements prices to increase significantly in the second and third quarters of 2011.

業務回顧

於回顧財務年度,本集團已成立其稀有資源部門,並致力於探尋稀有資源項目之機會。

本集團之首個稀有資源項目與進軍中國之 稀土深加工業務相關,本集團相信,該業 務將成為本集團之主要核心業務。

此外,本集團亦從事伽瑪射線照射服務、 物業發展、租賃及銷售、建築材料貿易及 提供裝修服務,以及證券買賣及投資。

稀有資源業務

本集團成立稀有資源部門以探索及拓展至 於中國具有巨大潛力及應用之稀有及策略 性資源業務。

管理層討論及分析

BUSINESS REVIEW (continued)

Rare Resources Business (continued)

冕寧縣茂源稀土科技有限公司 (Mianning Mao Yuan Rare Earth Technology Company Limited) is one of the largest rare earth refinery and processing companies in China. It operates a major rare earth refinery and processing plant situated in Mianning, Sichuan province with a designed processing capacity of 10,000 tonnes of rare earth concentrate per annum. After the completion of the acquisition, the plant started trial production in February 2012. Turnover generated from the rare earth refinery and processing business in the year was approximately HK\$6,000 from samples sales which accounted for approximately 0.02% of the Group's total turnover.

Separately, on 3 May 2011, the Group entered into a memorandum of understanding in relation to a proposed acquisition of a controlling interest in a mining company whose business scope includes development of vanadium mines and mining, processing and sale of vanadium. The memorandum of understanding has expired during the year under review. The Group, after taking into consideration of numerous factors, including terms of the agreement, market condition and economic environment, has decided not to proceed with the proposed acquisition.

This segment reported a loss of approximately HK\$25,787,000 (2011: HK\$Nil). This was mainly due to the amortisation of the intangible asset of the rare earth refinery and processing business which amounted to HK\$13,537,000 (2011: HK\$Nil), and the operating costs of the refinery as well as the operating and project development costs of our Group's rare resources division.

Gamma Ray Irradiation Services

During the financial year ended 31 March 2012, the Group's gamma ray irradiation business, through 淄博利源高科輻照 技術有限公司 (Zibo Liyuan Gamma Ray Technologies Co. Limited) which is owned as to 80% by the Company, has recorded a turnover of approximately HK\$9,404,000 (2011: HK\$6,966,000) that accounted for approximately 35% of the Group's total turnover. This segment reported a profit of approximately HK\$1,080,000 (2011: HK\$297,000). The jump in operating profit was attributable to an increase in processing capacity during the year, successful marketing strategy and operating leverage.

業務回顧(續)

稀有資源業務(續)

冕寧縣茂源稀土科技有限公司是中國其中 一間最大的稀土深加工公司。其於四川省 冕寧縣經營一家主要稀土深加工廠,設計 年加工能力為10,000噸稀土精礦。收購事 項完成後,該工廠於二零一二年二月開始 試產。年內稀土深加工業務產生之營業額 約為6,000港元(來自樣品買賣),約佔本集 團總營業額之0.02%。

此外,於二零一一年五月三日,本集團訂立一份備忘錄,內容有關建議收購一間礦業公司之控股權益,其業務範圍包括開發釩礦以及開採、加工處理及銷售釩。備忘錄已於回顧年內到期。考慮協議條款、市況及經濟環境等多項因素後,本集團已決定不進行該建議收購事項。

該分部錄得虧損約25,787,000港元(二零 ——年:零港元),主要由於稀土深加工業 務無形資產攤銷13,537,000港元(二零—— 年:零港元),深加工廠之經營成本以及本 集團稀有資源部門之經營及項目發展成本 所致。

伽瑪射線照射服務

於截至二零一二年三月三十一日止財務年度,本集團透過淄博利源高科輻照技術有限公司(本公司擁有其80%權益)經營的伽碼射線照射業務錄得營業額約9,404,000港元(二零一一年:6,966,000港元),約佔本集團總營業額之35%。該分部之溢利約1,080,000港元(二零一一年:297,000港元)。經營溢利提升乃由於本年度產能提高、成功之市場推廣策略及經營槓杆所致。

管理層討論及分析

BUSINESS REVIEW (continued)

Property Development, Rental and Sales

Turnover generated from the property development, rental and sales was approximately HK\$16,450,000 for the year under review (2011: HK\$22,385,000). Segment loss was HK\$7,793,000 (2011: HK\$23,092,000). The decrease in turnover was mainly attributable to the slowing down of the market generally in view of the macro economic control measures imposed by the Chinese government during the year as well as the decrease in property price. The decrease in segmental loss was due to the fact that in last financial year there were substantial amount of expenses incurred by the primary land development project held by 北京友聯房地產開發有限公司 (Beijing Yo Luan Property Development Company Limited) which was disposed of in February 2011.

The Group has an entire interest in a land parcel of approximately 5,800 square meters located in Phase III Phoenix Town, No. 500 Hongjin Avenue, Yubei District, Chongqing, the PRC with a total saleable area of approximately 35,000 square meters mainly for residential purpose. The Group also has commercial properties including shops and car park lots located in Phase I and Phase II at the same location which were being for sale in the period. Though the residential project in Yubei District is still at the preliminary stage of development, we do not rule out the possibilities of divesting this project if there are any good opportunities.

Trading of Building Materials and Provision of Renovation Services

The operating environments of building materials trading and renovation services remained weak during the year under review. This segment's turnover decreased 23% to approximately HK\$866,000 (2011: HK\$1,122,000) and suffered a loss of approximately HK\$392,000 (2011: HK\$1,523,000), which was mainly attributable to an increase in cost of sales.

Securities Trading and Investment

During the year under review, the global stock markets remained volatile amid the influence of European sovereign debt crisis and concerns over global economic recovery. Due to both unrealised and realised gains on equity investments held for trading, this segment reported a profit of HK\$14,999,000 (2011: loss of HK\$6,238,000).

業務回顧(續)

物業發展、租賃及銷售

回顧年度內來自物業發展、租賃及銷售之營業額約為16,450,000港元(二零一一年:22,385,000港元)。分部虧損為7,793,000港元(二零一一年:23,092,000港元)。營業額減少主要由於中國政府於年內實施之宏觀經濟調控政策使市場普遍放緩以及物業價格降低所致。分部虧損減少乃由於上個財務年度北京友聯房地產開發有限公司(已於二零一一年二月被出售)持有之土地開發項目引致之大額開支所致。

本集團擁有位於中國重慶市渝北區紅錦大 道500號鳳凰城3期一幅面積約5,800平方 米土地之全部權益,該幅土地之可銷售面 積約35,000平方米,主要作住宅用途。本 集團亦擁有位於該項目第一期及第二期之 商用物業(包括商舖及停車位),並已於本 期間發售。儘管位於渝北區之住宅項目仍 處於初步發展階段,惟倘出現任何理想商 機,本集團可能會出售此項目。

建築材料貿易及提供裝修服務

於回顧年度,建築材料貿易及裝修服務之營運環境仍然艱難。該分部之營業額減少23%至約866,000港元(二零一一年:1,122,000港元),錄得虧損約392,000港元(二零一一年:1,523,000港元),主要由於銷售成本增加所致。

證券買賣及投資

於回顧年度,由於受到歐洲主權債務危機之影響及對全球經濟復甦狀況之關注,全球股票市場仍然動盪不穩。由於持作買賣股權投資產生未變現及已變現收益,該分部錄得溢利14,999,000港元(二零一一年:虧損6,238,000港元)。

管理層討論及分析

PROSPECT

The Group's rare resources division will continue to focus on the development and explorations of opportunities in the area of rare resources in China and around the world which the Group believes, will have strategic applications in China. The completion of the acquisition of the rare earth refinery and processing business during current financial year marked the successful start of our Group's business in this regard. The Group will continue to deepen and widen its participation in this strategic rare resources business in the coming future.

As it relates to the rare earth refinery and processing business, it is expected that the Chinese Government will continue to consolidate the rare earth industry and restrict industry output in the coming year. These regulatory policies would provide more opportunities for qualified rare earth miners and processors in longer term. In May 2011, the Chinese State Council issued "Guidelines to Promote Sustainable and Sound Development of the Rare Earth Industry". According to the guidelines, the government commits to industrial reformation, and announced the suspension of issuance of new production licenses, cracking down on illegal mining and rare earths smuggling, and phasing out outdated and polluting mining practices. With the cracking down of illegal rare earth operators and smugglers, rare earth product prices are expected to rebound in the second-half of the year as their disruption to the market supply will come to an end. The elimination and consolidation of rare earth operators will improve supplydemand balance and profitability of the industry.

Meanwhile, demand for rare earth products is expected to rise steadily, particularly in the fast growing green energy and high tech segments. Neodymium, one of the light rare earth elements with applications in permanent magnets, auto catalysts, petroleum refining and lasers, has been classified by the US Department of Energy on the critical list and will be in short supply at least in the coming eight years. The Group is in production of this rare earth element and is positive on the outlook of rare earth market.

前景

本集團之稀有資源部門將繼續專注於開發 及探尋在中國有策略性應用之稀有資源之 商機(包括在中國及全球範圍內)。於本財 務年度完成收購之稀土深加工業務標誌著 本集團業務在該方面之成功開始。本集團 將在未來繼續深入及擴大其對此稀有及策 略性資源業務的參與。

同時,對稀土產品之需求預期將穩步提升 (特別是快速增長之環保能源及高科技板塊)。釹(輕稀土元素之一,應用於永久磁 鐵、汽車催化劑、石油精煉及激光器)已 被美國能源部列入關鍵列表,至少在未來 八年中將供應短缺。本集團生產該稀土元 素,對稀土市場之前景預期充滿信心。

管理層討論及分析

PROSPECT (continued)

Being one of the largest rare earth refinery and processing companies in China, we will ride on the industrial reformation to broaden our customers base and to expand market share. In addition, we will explore the opportunities of forming strategic partnership with international rare earth players, so as to leverage on the synergy effects of the refinery technology know-how and management expertise. We are optimistic that the Group's rare resources division will make significant and positive contribution to the Group in the future.

CAPITAL INVESTMENT AND COMMITMENTS

At 31 March 2012, the Group had capital commitments contracted for but not provided for in the consolidated financial statements in respect of the purchase of plant and machinery amounting to approximately HK\$678,000.

At 31 March 2011, the Group had no significant capital commitments.

The Company had no significant capital commitments at both balance sheet dates.

LIQUIDITY AND FINANCIAL RESOURCES

As at 31 March 2012, the Group had cash and cash equivalents of HK\$18,774,000 (31 March 2011: HK\$19,757,000). Short term bank borrowings, long term bank and other borrowings, and liability component of convertible note as at 31 March 2012 were HK\$9,864,000 (31 March 2011: HK\$Nil), HK\$424,850,000 (31 March 2011: HK\$Nil) respectively. The increase in borrowings was mainly due to the cash used in operating activities and payments made for acquisition of subsidiaries. The gearing ratio, being the ratio of the sum of total borrowings and convertible note to total equity was 145% (31 March 2011: 9%). The liquidity ratio, being the ratio of current assets over current liabilities, was 108% as at 31 March 2012 (31 March 2011: 169%).

前景(續)

作為中國其中一家最大稀土深加工企業, 我們將憑藉行業改革擴大客戶基礎及擴 市場份額。此外,我們將尋求與國際稀土 商家結成戰略合作夥伴之機會,以便充分 利用精煉技術與管理知識之協同效應。 集團的稀有資源部門期望在未來為本集 之現金流量及收入帶來重大及積極貢獻, 對此我們抱持樂觀態度。

資本投資及承擔

於二零一二年三月三十一日,本集團就購買廠房及機器於綜合財務報表內有已訂約但未撥備之資本承擔約678,000港元。

於二零一一年三月三十一日,本集團並無 重大資本承擔。

於兩個結算日,本公司並無重大資本承擔。

流動資金及財務資源

於二零一二年三月三十一日,本集團擁有 現金及現金等額項目為18,774,000港元 (二零一一年三月三十一日:19,757,000港 元)。於二零一二年三月三十一日,短期 銀行借貸、長期銀行借貸及其他借貸以及 可換股票據之負債部份分別為9,864,000港 元(二零一一年三月三十一日:零港元)、 424,850,000港元(二零一一年三月三十一 日:9,501,000港元)及88,848,000港元(二 零一一年三月三十一日:零港元)。借貸增 加主要由於經營活動所用現金及收購附屬 公司作出之付款所致。資產負債比率(即借 貸及可換股票據之總額相對權益總額之比 率) 為145%(二零一一年三月三十一日: 9%)。於二零一二年三月三十一日流動 資金比率(即流動資產除以流動負債之比 率) 為108%(二零一一年三月三十一日: 169%)。

管理層討論及分析

PLEDGE OF ASSETS

At 31 March 2012, the Group's land use rights and certain property, plant and equipment with carrying amount of approximately HK\$15,885,000 (31 March 2011: HK\$15,877,000) were pledged to a bank to secure the bank borrowing granted to the Group.

CONTINGENT LIABILITIES

At 31 March 2012, the Company had given guarantees to two lenders in respect of other borrowings utilised by a subsidiary to an extent of RMB256,000,000 (equivalent to approximately HK\$315,193,000) (2011: HK\$Nil). The directors do not consider it probable that a claim will be made against the Company under any of the guarantees. The maximum liability of the Company at 31 March 2012 under the guarantees by the Company is the aggregate amount of the borrowings drawn down by the subsidiary. In the opinion of the directors, the fair value of these guarantees is not significant.

The Company had contingent liabilities in respect of financial support given to certain subsidiaries which have capital deficiencies to allow them to continue as a going concern and to meet their liabilities as and when they fall due.

The Group had no other significant contingent liabilities as at both balance sheet dates.

SHARE CAPITAL STRUCTURE

418,000,000 new shares of HK\$0.01 each were issued and allotted during the year upon exercise of share options granted by the Company.

As at 31 March 2012, the total number of issued shares of the Company was 3,373,681,490. Save as the above, there was no change in the share capital structure of the Company during the year under review.

資產抵押

於二零一二年三月三十一日,本集團的土地使用權及若干物業、廠房和設備賬面值約15,885,000港元(二零一一年三月三十一日:15,877,000港元)已抵押予一銀行以取得其授予本集團之銀行貸款。

或然負債

於二零一二年三月三十一日,本公司向兩名貸方就一間附屬公司使用之其他借貸作出人民幣256,000,000元(約相當於315,193,000港元)之擔保(二零一一年宗港元)。董事認為將根據任何該等擔保向本公司作出索償的可能性不大。本介第一二零一二年三月三十一日就擔保承擔的最大負債為該附屬公司提取的借貸總額。董事認為,該等擔保之公平值並不重大。

本公司就對存在資本虧絀的若干附屬公司 提供財務支持而承擔或然負債,以允許彼 等繼續經營及於彼等到期時滿足彼等之負 債。

於兩個結算日,本集團並無其他重大或然 負債。

股本結構

因本公司授出之購股權獲行使,本公司於 年內發行及配發418,000,000股每股面值 0.01港元之新股份。

於二零一二年三月三十一日,本公司已發 行股份總數為3,373,681,490股。除上述者 外,本公司於回顧年度之股本架構並無變 動。

管理層討論及分析

MATERIAL ACQUISITIONS AND DISPOSALS OF SUBSIDIARIES

On 11 May 2011. 北京伽瑪企業管理有限公司 (Beijing Gamma Corporate Management Company Limited) ("BGCM"), a wholly-owned subsidiary of the Company in the PRC, entered into a sale and purchase agreement with Mr. Hu Zhengzhi, pursuant to which BGCM has conditionally agreed to purchase and Mr. Hu has conditionally agreed to disposal of 90% of the equity interest of 雲南和達投資有限公司 (Yunnan He Da Investments Company Limited) and sale loan at a consideration of RMB380,000,000. Details of the transaction are set out in the Company's announcements dated on 11 May 2011 and 29 December 2011 respectively, and the circular dated on 24 August 2011. The transaction has been completed in December 2011. Upon completion, the Group indirectly holds 90% equity interest in 雲南和達投資有限公 司 (Yunnan He Da Investments Company Limited), which in turn holds 60% equity interest in 冕寧縣茂源稀土科技有限 公司 (Mianning Mao Yuan Rare Earth Technology Company Limited). It follows that the Group owns 54% attributable interest in 冕寧縣茂源稀土科技有限公司 (Mianning Mao Yuan Rare Earth Technology Company Limited).

On 8 March 2011, the Group entered into an agreement in relation to a proposed acquisition of a vanadium mining project (the "Proposed Acquisition"). On 3 May 2011, the parties entered into a memorandum of understanding in relation to the Proposed Acquisition to replace the said agreement (the "MOU"). Details of the MOU and the Proposed Acquisition are set out in the Company's announcement dated 3 May 2011. No formal sale and purchase agreement was entered into, and the MOU has expired during the year.

Save as disclosed herein, the Group had no material acquisition and disposal of subsidiaries during the year ended 31 March 2012.

附屬公司之重大收購及出售

於二零一一年五月十一日,本公司之中國 全資附屬公司北京伽瑪企業管理有限公司 (「BGCM」)與胡征志先生訂立買賣協議, 據此,BGCM有條件地同意購買及胡先生 有條件地同意出售雲南和達投資有限公 司之90%股權及銷售貸款,代價為人民幣 380,000,000元。有關交易詳情分別載於 本公司日期為二零一一年五月十一日及二 零一一年十二月二十九日之公布及日期為 二零一一年八月二十四日之通函內。交易 已於二零一一年十二月完成。於交易完成 後,本集團間接持有雲南和達投資有限公 司90%股本權益,其持有冕寧縣茂源稀土 科技有限公司60%股本權益。因此,本集 團擁有冕寧縣茂源稀土科技有限公司54% 應佔權益。

於二零一一年三月八日,本集團訂立協 議,內容有關建議收購釩礦項目(「建議收 購事項」)。於二零一一年五月三日,訂 各方就建議收購事項訂立一份備忘錄以取 代上述協議(「備忘錄」)。備忘錄及建議收 購事項之詳情載於本公司日期為二零一一 年五月三日之公布內。本年度並無訂立 式買賣協議,而備忘錄已於年內到期。

除於此所披露者外,本集團於截至二零 一二年三月三十一日止年度內並無附屬公 司之重大收購及出售。

管理層討論及分析

LITIGATIONS

On 24 October 2007, Silver Wind International Limited ("Silver Wind"), a wholly owned subsidiary of the Company, entered into a conditional agreement (the "Acquisition Agreement") with Stronway Development Limited ("Stronway Development"), pursuant to which Silver Wind agreed to acquire from Stronway Development the entire equity interest in Winmax Asia Investment Limited ("Winmax Asia"). Under the arrangement, Winmax Asia would in turn acquire the entire equity interest in Beijing Jianxing Real Estate Development Co. ("Jianxing") along with Jianxing's standalone villas development project in Beijing known as "新星花園". The aggregate consideration payable for the acquisition was RMB433,000,000 which was to be settled in cash, and two villas. In December 2007, RMB20,000,000 was paid under the Acquisition Agreement to Stronway Development by Silver Wind as deposit (the "Deposit"). Details of the acquisition are set out in the Company's circular dated 14 December 2007.

In April 2008, on the grounds, amongst other things, that the subject matter under the Acquisition Agreement was frustrated, Silver Wind decided to terminate the Acquisition Agreement and, through its legal representative has served a notice of termination to Stronway Development. In order to protect the position of Silver Wind and to recover, amongst other things, the Deposit from Stronway Development, the legal proceedings were instigated against Stronway Development on this matter in the High Court of Hong Kong on 15 April 2008.

As at the date hereof, the legal proceedings against Stronway Development are still pending and there is no significant development.

EXPOSURE TO EXCHANGE RATE RISK AND INTEREST RATE RISK

The Group's transactions are denominated in Hong Kong dollars and Renminbi. The Group did not enter into any foreign exchange forward contracts to hedge against exchange rates fluctuations. Foreign exchange risk arising from the normal course of operations is considered to be minimal and the management will closely monitor the fluctuation in the currency and take appropriate actions when condition arises.

In terms of the interest rate risk exposures, the Group does not have any significant interest rate risk as both the borrowings of the Group and the interest rates currently remain at low levels.

訴訟

於二零零七年十月二十四日,本公司之 全資附屬公司Silver Wind International Limited (「Silver Wind」) 與Stronway Development Limited (\subseteq Stronway Development」) 訂立有條件協議(「收購協 議」),據此,Silver Wind同意向Stronway Development收購凱成亞太投資有限公司 (「凱成亞太」)之全部股權。根據該安排, 凱成亞太將會收購北京建興房地產開發有 限公司(「建興」)之全部股權,連同建興在 北京名稱為「新星花園」之獨立別墅發展項 目。就該收購事項應付之總代價為現金人 民幣433,000,000元及轉讓兩座別墅。於 二零零七年十二月, Silver Wind根據收購 協議向Stronway Development支付人民幣 20,000,000元作為按金(「該按金」)。收購 事項之詳情載於本公司於二零零七年十二 月十四日刊發之通函內。

於二零零八年四月,基於(其中包括)收購協議之標的事項受挫失效,Silver Wind決定終止收購協議,並透過其法律代表向Stronway Development送達終止通知書。為保障Silver Wind之利益及向Stronway Development追討(其中包括)該按金,Silver Wind於二零零八年四月十五日就此事於香港高等法院對Stronway Development展開法律程序。

於本報告日期,針對Stronway Development 之法律程序仍待決,且並無重大發展。

匯率及利率風險

本集團之交易以港元及人民幣為結算單位。本集團並無加入任何外匯期貨合約以 對沖外匯波動風險。來自正常營運過程之 外匯風險不大,且管理層會密切監控貨幣 波動情況,並在必要時採取恰當措施應對。

利率風險方面,由於目前本集團之借貸及 利率仍處於低位水平,故本集團並無重大 利率風險。

EMPLOYEES AND REMUNERATION POLICY

As at 31 March 2012, the Group employed 250 employees (31 March 2011: 57). Remuneration packages are generally structured by reference to market terms and individual merits. Salaries are reviewed periodically based on performance appraisal and other relevant factors. Staff benefits plans maintained by the Group include medical insurance, hospitalization scheme, mandatory provident fund and share option scheme.

Employees in the PRC are remunerated according to the prevailing market conditions in the locations of their employments.

DIVIDENDS

The Board does not recommend the payment of dividend for the year ended 31 March 2012 (2011: HK\$Nil).

CONNECTED TRANSACTION

A subscription agreement dated 8 March 2011 (the "Subscription Agreement") and a supplemental agreement to the Subscription Agreement dated 3 May 2011 were entered into between the Company and Mega Market Assets Limited ("Mega Market"), a substantial shareholder of the Company, pursuant to which, the Company shall issue the 1% unsecured convertible note to Mega Market with principal amount of HK\$105,000,000 in a term of 3 years (the "Convertible Note"). The initial convertible price of the Convertible Note is HK\$0.27 per share, subject to adjustment pursuant to the terms of the Subscription Agreement. Details of the Subscription Agreement (as amended by the supplemental agreement) and the Convertible Note are set out in the Company's announcement and circular dated 3 May 2011 and 17 June 2011 respectively. The transaction has been approved in a special general meeting of the Company held on 5 July 2011. The Convertible Note has been issued to Mega Market on 17 October 2011. There was no movement in the Convertible Note since issuance and during the year ended 31 March 2012.

員工及薪酬政策

於二零一二年三月三十一日,本集團聘用 250名(二零一一年三月三十一日:57名) 員工。薪酬待遇一般參考市場條款及個人 表現釐定。薪金乃根據表現評估及按其他 有關因素定期作出檢討。本集團推行之員 工福利計劃包括醫療保險、住院計劃、強 制性公積金及購股權計劃。

中國員工之薪酬待遇參考聘用地區之現行市況釐定。

股息

董事會不建議就截至二零一二年三月 三十一日止年度派付股息(二零一一年:零 港元)。

關連交易

本公司與本公司主要股東Mega Market Assets Limited (「Mega Market」) 於二零 一一年三月八日訂立認購協議(「認購協 議」),並於二零一一年五月三日訂立認購 協議之補充協議,據此,本公司將發行本 金金額為105,000,000港元票息為1%之三 年期無抵押可換股票據(「可換股票據」)予 Mega Market。可換股票據之初步轉換價為 每股0.27港元(可根據認購協議之條款予以 調整)。有關認購協議(經補充協議修定)及 可換股票據之詳情分別載於本公司日期為 二零一一年五月三日之公布及二零一一年 六月十七日之通函內。交易已於二零一一 年七月五日舉行之本公司股東特別大會上 獲得批准。可換股票據已於二零一一年十 月十七日發行予Mega Market。可換股票據 自發行起及於截至二零一二年三月三十一 日止年度內並無變動。

管理層討論及分析

CORPORATE GOVERNANCE

The Corporate Governance Report is included in the Group's annual report for the year ended 31 March 2012.

Good corporate governance has always been recognized as vital to the Group's success and to sustain development of the Group. We commit ourselves to a high standard of corporate governance and have devoted considerable efforts to identifying and formulating corporate governance practices appropriate to the Company's needs.

The Company has put in place corporate governance practices to meet the code provisions that are considered to be relevant to the Group and has complied with most of the code provisions for the time being in force throughout the year under review save for certain deviations from the code provisions, details of which will be explained in the relevant paragraphs in the Corporate Governance Report. The Company periodically reviews its corporate governance practices to ensure that these continue to meet the requirements of the Corporate Governance Code contained in Appendix 14 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules").

AUDIT COMMITTEE

The audit committee of the Company has reviewed with the management and the Company's external auditors, the accounting principles and practices adopted by the Group and discussed the auditing, internal control and financial reporting process including the review of the financial statements for the year ended 31 March 2012.

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") as set out in Appendix 10 to the Listing Rules. Specific enquiry has been made to all the directors and the directors have confirmed that they have complied with the Model Code throughout the year ended 31 March 2012.

企業管治

企業管治報告已列載於本集團截至二零 一二年三月三十一日止年度之年報。

本集團一直認為良好之企業管治乃本集團 成功及持續發展之關鍵。我們致力維持高 水平之企業管治並盡最大努力找出及制定 適合本公司業務需要之企業管治常規。

本公司已實施企業管治常規,以符合與本 集團相關之守則條文,於整個回顧年度, 除若干偏離守則條文,並將於企業管治完 告相關段落解釋之詳情外,本公司已遵守 大部份當其時生效的守則條文。本等已 期檢討其企業管治守則以確保彼等能 行合香港聯合交易所有限公司證券上 則(「上市規則」)附錄14之企業管治守則之 規定。

審核委員會

本公司審核委員會已聯同管理層及本公司 外聘核數師審閱本集團所採納之會計原則 和慣例,以及討論核數、內部監控及財務 申報程序,包括審閱截至二零一二年三月 三十一日止年度之財務報表。

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所載上市發行人董事進行證券交易之標準守則(「標準守則」)。本公司已向所有董事作出特別查詢,董事確認彼等於截至二零一二年三月三十一日止年度全年均有遵守標準守則。

管理層討論及分析

PURCHASE, SALE OR REDEMPTION OF THE COMPANY'S LISTED SECURITIES

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

購買、出售或贖回本公司之上市 證券

年內,本公司或其任何附屬公司概無購買、出售或贖回本公司任何上市證券。

APPRECIATION

On behalf of the Board, I would like to express my heartfelt gratitude to shareholders, customers, suppliers, bankers and professional advisors for their support of the Company over the past year and to sincerely thank the staff for their ongoing dedication and contribution made in the year.

致謝

本人謹代表董事會,就各股東、客戶、供應商、往來銀行及專業顧問去年對本公司之鼎力支持衷心致謝,亦對各員工於本年度之持續努力及奉獻深表謝意。

On behalf of the Board

代表董事會

Wong King Shiu, Daniel Executive Director

Hong Kong, 18 June 2012

執*行董事* **黃景兆**

香港,二零一二年六月十八日

BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT

董事及高級管理人員履歷

EXECUTIVE DIRECTOR

Mr. Wong King Shiu, Daniel, aged 52, joined the Board on 13 January 2012. Prior to that, Mr. Wong has been the vice president of the Group since 2010. He is responsible for the overall strategic management, development and marketing of the resources projects. Mr. Wong has over 11 years of experience in natural resources industry and served as an executive director in a various natural resources company which is listed in Hong Kong. He also has extensive experience in the management and development of natural resources projects in China.

NON-EXECUTIVE DIRECTORS

Mr. Ma Kwok Hung, Warren, aged 55, joined the Board on 24 July 2006. He had been an executive director of the Company since 24 July 2006 and had been redesignated to non-executive director of the Company with effect from 23 May 2008. Prior to that, Mr. Ma served as an executive director and a company secretary of a Hong Kong listed company for over 7 years. He has over 23 years of accounting experience and is an associate member of both the Hong Kong Institute of Certified Public Accountants and the Institute of Chartered Accountants in England and Wales and a fellow member of the Association of Chartered Certified Accountants.

Mr. Chow Siu Ngor, aged 56, joined the Board on 30 April 2006. He had been an independent non-executive director of the Company since 30 April 2006 and had been redesignated to non-executive director of the Company with effect from 20 November 2007. He is a practicing solicitor in Hong Kong. Mr. Chow graduated from the Chinese University of Hong Kong in 1981 with an honors degree in Social Science. He then obtained an honors degree in Laws from the University of Birmingham in England in 1987. Mr. Chow was admitted as a solicitor of the Supreme Court of Hong Kong in 1990 and has been in private practice since then. Currently, Mr. Chow is a Partner of King & Wood Mallesons, Solicitors, Hong Kong. He serves as an independent non-executive director of CCT Tech International Limited and REXLot Holdings Limited, both are listed companies in Hong Kong.

執行董事

黃景兆先生,52歲,於二零一二年一月十三日加入董事會。在此之前,黃先生自二零一零年起出任本集團之副總裁。彼負責資源項目之全面策略管理、開發及市場推廣。黃先生於天然資源業擁有逾11年之經驗,曾在一家於香港上市之多種天然資源公司擔任執行董事。彼亦於管理及開發中國天然資源項目方面擁有豐富經驗。

非執行董事

董事及高級管理人員履歷

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Wong Hoi Kuen, aged 51, joined the Board on 13 February 2006. He is a practising certified public accountant in Hong Kong and a chartered accountant in the United Kingdom. Mr. Wong is a fellow member of both the Hong Kong Institute of Certified Public Accountants and the Association of Certified Public Accountants and an associate member of the Institute of Chartered Accountants in England and Wales. He also serves as an independent non-executive director of Sino Resources Group Limited, a listed company in Hong Kong.

Mr. Chan Chi Yuen, aged 45, joined the Board on 30 April 2006. He holds a bachelor degree in Business Administration and a master of science degree in Corporate Governance and Directorship. He is a fellow member of the Hong Kong Institute of Certified Public Accountants and the Association of Chartered Certified Accountants and an associate member of the Institute of Chartered Accountants in England and Wales. Mr. Chan is a practicing certified public accountant and has extensive experience in accounting, taxation, financial management, corporate finance and corporate governance. He is currently an executive director of Kong Sun Holdings Limited and Sam Woo Holdings Limited and an independent non-executive director of Asia Energy Logistics Group Limited, China Gogreen Assets Investment Limited, China Grand Forestry Green Resources Group Limited, Media Asia Group Holdings Limited (formerly known as Rojam Entertainment Holdings Limited), New Times Energy Corporation Limited (redesignated from non-executive director with effect from 18 May 2012) and U-RIGHT International Holdings Limited, all of which are listed on The Stock Exchange of Hong Kong Limited. Mr. Chan was an executive director of Amax Holdings Limited from August 2005 to January 2009 and Kong Sun Holdings Limited from February 2007 to November 2009 and was an independent non-executive director of Superb Summit International Timber Company Limited from April 2007 to June 2010, The Hong Kong Building and Loan Agency Limited from October 2009 to February 2011 and Richly Field China Development Limited from February 2009 to August 2010, all of which are listed companies in Hong Kong.

獨立非執行董事

黃海權先生,51歲,於二零零六年二月十三日加入董事會。彼為香港執業會計師及英國特許會計師。黃先生為香港會計師公會及英國特許公認會計師公會資深會員;以及英格蘭及威爾斯特許公認會計師公會會員。彼亦為香港上市公司神州資源集團有限公司之獨立非執行董事。

陳志遠先生,45歲,於二零零六年四月 三十日加入董事會。彼持有工商管理學士 學位及公司管治與董事學理學碩士學位。 彼為香港會計師公會及英國特許公認會 計師公會資深會員,以及英格蘭及威爾斯 特許公認會計師公會會員。陳先生為執業 會計師,於會計、稅務、財務管理、企業 融資及企業管治方面擁有豐富經驗。彼現 為江山控股有限公司及三和集團有限公 司之執行董事,及亞洲能源物流集團有限 公司、中國保綠資產投資有限公司、中國 林大綠色資源集團有限公司、寰亞傳媒 集團有限公司(前稱Rojam Entertainment Holdings Limited)、新時代能源有限公司 (於二零一二年五月十八日自非執行董事調 任)及佑威國際控股有限公司之獨立非執行 董事,該等公司於香港聯合交易所有限公 司上市。陳先生曾於二零零五年八月至二 零零九年一月期間為奧瑪仕控股有限公司 及於二零零七年二月至二零零九年十一月 期間為江山控股有限公司之執行董事,以 及於二零零十年四月至二零一零年六月期 間為奇峰國際木業有限公司、於二零零九 年十月至二零一一年二月期間為香港建屋 貸款有限公司及於二零零九年二月至二零 一零年八月期間為裕田中國發展有限公司 之獨立非執行董事,該等公司均為香港上 市公司。

BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT

董事及高級管理人員履歷

INDEPENDENT NON-EXECUTIVE DIRECTORS

(continued)

Mr. Hung Hing Man, aged 41, joined the Board on 31 March 2009. He holds a masters degree in Business Administration from the University of Western Sydney. He is a fellow member of the Association of Chartered Certified Accountants, the Hong Kong Institute of Certified Public Accountants and the Taxation Institute of Hong Kong and a member of the Society of Chinese Accountants and Auditors. Mr. Hung is currently a proprietor of a certified public accountants firm. He has over 15 years of working experience in corporate finance, accounting, auditing and taxation sectors. Mr. Hung was an independent non-executive director of SMI Corporation Limited from July 2009 to December 2009 and Eternity Investment Limited from May 2010 to November 2011, and is currently an independent non-executive director of Madex International (Holdings) Limited, all of which are listed companies in Hong Kong.

SENIOR MANAGEMENT

Mr. Chan Chun Lam, aged 39, is the Financial Controller and Company Secretary of the Company. Mr. Chan holds a bachelor degree of Business Administration in Accounting with honors from Hong Kong Baptist University. He is a fellow member of both the Association of Chartered Certified Accountants and the Hong Kong Institute of Certified Public Accountants. He has over 17 years of professional experience in financial management and auditing.

Mr. Gu Zhong Xiang, aged 70, is the senior engineer of rare resources division of the Group and is responsible for the sales and development of rare earth products. He is a Professorlevel Senior Engineer. Mr. Gu graduated from Department of Modern Chemistry, University of Science and Technology of China. He has over 40 years of experience in natural resources industry and specialises in sales, development and analysis for the rare earth products. He has cooperated with Bureau of Geology Survey on Non-ferrous Metal of Guangdong Province (廣東有色地勘局) in the inspection of ion-absorbedtype rare earth resources in South China. He has involved in the foundation of several rare earth refinery and processing enterprises in Shaanxi Province and Sichuan Province of China, including a Japanese-funded enterprise. During this period, Mr. Gu engaged in rare earth processing technology development and product analysis testing. He is also a standing director of 陝西省稀土協會 (Shaanxi Province Rare Earth Society).

獨立非執行董事(續)

高級管理人員

陳俊霖先生,39歲,為本公司之財務總監及公司秘書。陳先生持有香港浸會大學工商管理(榮譽)學士學位,主修會計學。彼為英國特許公認會計師公會及香港會計師公會資深會員。彼於財務管理及核數方面擁有逾17年專業經驗。

BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT

董事及高級管理人員履歷

SENIOR MANAGEMENT (continued)

Mr. Li Ming Dong, aged 49, is the senior engineer of rare resources division of the Group and is responsible for the planning and coordinating the production of the rare earth refinery business in Xichang. Mr. Li graduated from Department of Chemistry, Peking University. He has over 23 years of experience in natural resources industry and specialises in operation and planning for the rare earth refinery.

Mr. Yang Zi Jiang, aged 71, is the director of a wholly-owned subsidiary of the Company and is responsible for the evaluation of resources projects, including geology and exploration assessment, of the Group. Mr. Yang graduated from Chengdu College of Geology, the PRC. He has over 36 years of experience in geological exploration, and the research and studies of various kinds of natural resources and metals including rare earth. Mr. Yang is one of the draftsmen of "稀土礦產地質勘查規範"(Specifications for rare earth mineral exploration)issued by the Ministry of Land and Resources of the People's Republic of China in 2002.

Mr. Fang Yan Qun, aged 68, is the director of a wholly-owned subsidiary of the Company and is responsible for the development and operation of resources projects, including mineral processing. Mr. Fang graduated from Central South University, the PRC, major in mineral processing. He has over 44 years of experience in natural resources industry and specialises in processing of various kinds of mineral resources. He has worked as an engineer, a senior engineer, and subsequently as a professor-level senior engineer in Wuhan Iron and Steel (Group) Limited for a period of more than 28 years.

高級管理人員(續)

李明東先生,49歲,為本集團稀有資源部門之高級工程師,負責規劃及協調於西昌之稀土深加工業務。李先生於北京大學選修化學系。彼於天然資源業擁有逾23年經驗,擅長於經營和規劃稀土深加工業務。

楊子江先生,71歲,為本公司全資附屬公司之董事,負責評估本集團之資源項目(包括地質及勘探評估)。楊先生畢業於中國成都地質學院。彼於地質勘探、調查及研究各種天然資源及金屬包括稀土擁有逾36年經驗。楊先生是中華人民共和國國土資源部2002年發布的「稀土礦產地質勘查規範」的其中一位起草人。

方雁群先生,68歲,為本公司全資附屬公司之董事,負責開發及經營資源專案(包括礦物加工)。方先生畢業於中國中南大學選礦專業。彼於天然資源業擁有逾44年經驗,擅長於多種礦物資源之加工。彼在武漢鋼鐵集團公司擔任工程師、高級工程師、教授級高級工程師逾28年。

企業管治報告

The Board is pleased to present this Corporate Governance Report of the Group for the year ended 31 March 2012.

Good corporate governance has always been recognized as vital to the Group's success and to sustain development of the Group. We commit ourselves to a high standard of corporate governance and have devoted considerable efforts to identifying and formulating corporate governance practices appropriate to the Company's needs.

The Company has put in place corporate governance practices to meet the code provisions of the Code on Corporate Governance Practices (the "Code") contained in Appendix 14 of the Listing Rules as promulgated by The Stock Exchange of Hong Kong Limited (the "Stock Exchange"). The Group has complied with most of the code provisions for the time being in force throughout the year under review save for certain deviations from the code provisions, details of which will be explained in the relevant paragraphs in this report. The Company periodically reviews its corporate governance practices to ensure that these continue to meet the requirements of the Code.

The key corporate governance principles and practices of the Company are summarized as follows:

THE BOARD

Responsibilities

The Board is responsible for the leadership and control of the Company and oversees the Group's businesses, strategic decisions and performances and is collectively responsible for promoting the success of the Company by directing and supervising its affairs. In practice, the Board takes responsibility for decision making in all major matters of the Company including: the approval and monitoring of all policy matters, the setting of objectives and overall strategies, material transactions (in particular those may involve conflict of interests), appointment of directors and other significant financial and operational matters. The day-to-day management, administration and operation of the Company are delegated to the senior executives. Approval has to be obtained from the Board prior to any significant transactions entered into by these senior executives and the Board has the full support of them to discharge its responsibilities.

董事會欣然呈奉本集團截至二零一二年三 月三十一日止年度之企業管治報告。

本集團一直認為良好之企業管治乃本集團 成功及持續發展之關鍵。我們致力維持高 水平之企業管治並全力找出及制定適合本 公司業務需要之企業管治守則。

本公司已實施企業管治常規,以符合由香港聯合交易所有限公司(「聯交所」) 頒 14項所載之企業管治常規則(「守則」) 之守則條文。本集團已於整個回顧年內遵守大部份當其時生效之守則條文所推若干偏離守則條文除外,詳計計算數等。本公司定期檢討其之報告相關段落解釋。本公司定期檢守則之規定。

本公司之主要企業管治原則及常規概述如下:

董事會

部書

董事會負責領導及監控本公司以及監管本公司以及監管本公司事務、策略方針及表現,並透領本公司事務,共同負責責政、實質上,董事會負責,是事項、制定工程、對於政策等項、制定工程、對於政策等項、制定工程、對於政策等項、制定工程、對於政策等項、對於政策等,可以與政策等,可以與政策等,可以與政策等,可以與政策等,可以與政策等,可以與政策等,可以與政策等,可以與政策等,可以與政策等,可以與政策等,可以與政策等,可以與政策等,可以以及政策等,可以以及政策。

企業管治報告

THE BOARD (continued)

Responsibilities (continued)

All directors have full and timely access to all relevant information as well as the advice and services of the professional advisers, as and when required, with a view to ensuring that Board procedures and all applicable rules and regulations are followed.

Each director is normally able to seek independent professional advice in appropriate circumstances at the Company's expense, upon making request to the Board.

Composition

The composition of the Board reflects the necessary balance of skills and experience desirable for effective leadership of the Company and independence in decision making.

The Company has met the recommended best practice under the Code for the Board to have at least one-third of its members comprising independent non-executive directors.

The Board of the Company as at the date of this report comprises the following directors:

Executive director:

Mr. Wong King Shiu, Daniel (Member of Nomination Committee)

Non-executive directors:

Mr. Ma Kwok Hung, Warren

Mr. Chow Siu Ngor

(Member of Audit Committee & Remuneration Committee)

Independent non-executive directors:

Mr. Wong Hoi Kuen

(Chairman of Audit Committee, Member of Remuneration Committee & Nomination Committee)

Mr. Chan Chi Yuen

(Chairman of Remuneration Committee, Member of Audit Committee & Nomination Committee)

Mr. Hung Hing Man

(Chairman of Nomination Committee, Member of Audit Committee & Remuneration Committee)

During the year ended 31 March 2012, the Board at all times met the requirements of the Listing Rules relating to the appointment of at least three independent non-executive directors with at least one independent non-executive director possessing appropriate professional qualifications, or accounting or related financial management expertise.

董事會(續)

職責(續)

為確保董事會程序及所有適用規則及規例 均獲得遵守,全體董事均有充足及適時之 途徑取得一切有關資料及專業顧問之意見 及服務。

每名董事一般可在適當情況下向董事會提 出要求尋求獨立專業意見,費用由本公司 承擔。

組成

董事會之組成體現了於有效領導本公司及獨立決策時所須具備之技巧及經驗之平衡。

本公司已符合守則內有關董事會之建議最 佳常規,至少三分之一之董事會成員須為 獨立非執行董事。

本公司之董事會於本報告日期包括以下董事:

執行董事:

黄景兆先生

(提名委員會成員)

非執行董事:

馬國雄先生

鄒小岳先生

(審核委員會成員及薪酬委員會成員)

獨立非執行董事:

黃海權先生

(審核委員會主席、薪酬委員會成員及 提名委員會成員)

陳志遠先生

(薪酬委員會主席、審核委員會成員及 提名委員會成員)

孔慶文先生

(提名委員會主席、審核委員會成員及 薪酬委員會成員)

截至二零一二年三月三十一日止年度,董事會一直符合上市規則之要求,委任最少三名獨立非執行董事,而其中最少一名獨立非執行董事須具備適當專業資格,或具備會計或有關財務管理之專業知識。

企業管治報告

THE BOARD (continued)

Composition (continued)

The list of directors (by category) is also disclosed in the Stock Exchange's website and all corporate communications issued by the Company pursuant to the Listing Rules from time to time.

None of the members of the Board is related to one another.

The Company has received written annual confirmation from each independent non-executive director of his independence pursuant to the requirements of the Listing Rules. The Company considers all independent non-executive directors to be independent in accordance with the independence guidelines set out in the Listing Rules.

Appointment and Succession Planning of Directors

The procedures and process of appointment, re-election and removal of directors are laid down in the Company's Bye-laws.

Code Provision A.4.1 stipulates that non-executive directors should be appointed for a specific term, subject to re-election.

Code Provision A.4.2 stipulates that all directors appointed to fill a casual vacancy should be subject to election by shareholders at the first general meeting after their appointment and that every director, including those appointed for a specific term, should be subject to retirement by rotation at least once every three years.

Save for Mr. Wong Hoi Kuen, none of the independent non-executive directors is appointed for a specific term. Pursuant to the Company's Bye-laws, all directors of the Company, regardless of his/her term of appointment, if any, are subject to retirement by rotation at least once every three years. Whereas pursuant to the Company's Private Act enacted in Bermuda, managing director of the company shall not be subject to retirement by rotation.

Under the existing Bye-laws, new director appointed to fill a casual vacancy shall be subject to re-election by shareholders at the first general meeting after his/her appointment and all directors including Chairman (save for Managing Director) shall be subject to retirement by rotation once every three years.

董事會(續)

組成(續)

董事名單(按類別劃分)亦會於聯交所網站及本公司不時根據上市規則刊發之一切公司通訊中披露。

董事會成員彼此互相概無任何關連。

本公司已收到每名獨立非執行董事根據上 市規則發出之年度獨立性確認書。根據上 市規則所載之獨立指引,本公司認為所有 獨立非執行董事均為獨立。

董事之委任及繼任計劃

委任、重選及罷免董事之程序及過程均列 載於本公司之公司細則內。

守則條文第A.4.1條規定非執行董事須按指定任期委任,並須膺選連任。

守則條文第A.4.2條規定所有獲委任填補臨時空缺之董事須於獲委任後首次股東大會由股東選舉,而每名董事(包括按指定任期委任者)須至少每三年輪值退任一次。

除黃海權先生外,概無獨立非執行董事以 指定任期委任。根據本公司之公司細則, 本公司所有董事(不論彼之委任任期(如 有))須至少每三年輪值退任一次。然而根 據於百慕達頒佈之公司法例,公司之董事 總經理毋須輪值退任。

根據現行公司細則,獲委任填補臨時空缺之新任董事須於委任後首次股東大會由股東重選,而全體董事包括主席(不包括董事總經理)須每三年輪值退任一次。

企業管治報告

THE BOARD (continued)

Appointment and Succession Planning of Directors (continued)

In accordance with the Company's Bye-laws, Mr. Wong King Shiu, Daniel, executive director, Mr. Ma Kwok Hung, Warren, non-executive director, and Mr. Chan Chi Yuen, independent non-executive director, shall retire and being eligible, offer themselves for re-election at the 2012 annual general meeting. Detailed information of the directors standing for re-election are contained in a circular to be dispatched to the shareholders of the Company.

Training for Directors

Each newly appointed director received comprehensive induction on the first occasion of his appointment, so as to ensure that he has appropriate understanding of the business and operations of the Company and that he is fully aware of his responsibilities and obligations under the Listing Rules and relevant regulatory requirements.

The directors have access to seek professional advice on legal and regulatory developments at the Company's expenses whenever feel necessary.

Remuneration of Directors

The remuneration committee was set up on 20 July 2006. The committee was responsible for reviewing the remuneration policy and packages of the directors and senior executives and made recommendations about their proposals to the Board which were determined by reference to the performance of the individuals and the Group and market practices and conditions on the basis of retaining and motivating executives to pursue the growth and development of the Group.

董事會(續)

董事之委任及繼任計劃(續)

根據本公司之公司細則,執行董事黃景兆 先生、非執行董事馬國雄先生及獨立非執 行董事陳志遠先生將退任,並符合資格於 二零一二年股東週年大會上膺選連任。膺 選連任之董事詳細資料載於將寄發予本公 司股東之通函內。

董事培訓

每名新任董事於其首次獲委任時均收到全面之入職介紹,以確保彼能適當掌握本公司之業務及營運,並完全了解其根據上市規則及相關法規之職務與責任。

董事可於必要時提出要求尋求法律及監管發展之專業意見,費用由本公司承擔。

董事之薪酬

薪酬委員會於二零零六年七月二十日成立,委員會負責檢討董事及高級行政人員之薪酬政策及待遇,並向董事會提交按照個別員工之表現、本集團業績、市場慣例及市況釐定之建議,務求挽留及激勵行政人員繼續為本集團之增長及發展效力。

企業管治報告

THE BOARD (continued)

Board and Board Committee Meetings

Number of Meetings and Directors' Attendance

Regular Board meetings should be held at least four times a year at approximately quarterly intervals for reviewing and approving the financial and operating issues, and considering and approving the overall strategies and policies of the Company.

During the year ended 31 March 2012, 7 Board meetings, 2 Audit Committee meetings and 2 Remuneration Committee meetings were held. There was no Nomination Committee meeting held during the year ended 31 March 2012 since it was established on 27 March 2012.

The individual attendance record of each director at the meetings of the Board, Audit Committee and Remuneration Committee during the year ended 31 March 2012 is set out below:

董事會(續)

董事會及董事委員會會議

會議舉行次數及董事出席次數

常規董事會會議須最少每年舉行四次,約 為每季舉行一次,以檢討及批准財務及營 運事宜,並考慮及批准本公司整體策略及 政策。

截至二零一二年三月三十一日止年度,本公司曾舉行七次董事會會議:兩次審核委員會會議及兩次薪酬委員會會議。自提名委員會於二零一二年三月二十七日成立起,截至二零一二年三月三十一日止年度內並無舉行提名委員會會議。

截至二零一二年三月三十一日止年度,每 名董事出席董事會、審核委員會及薪酬委 員會會議之個別記錄列載如下:

Attendance/Number of meetings entitled to attend 出席次數/會議舉行次數

Name of Directors 董事姓名		Board 董事會	Audit Committee 審核委員會	Remuneration Committee 薪酬委員會
Executive Director	執行董事			
- Mr. Wong King Shiu, Daniel (appointed on 13 January 2012)	- 黄景兆先生 <i>(於二零一二年一月十三日獲委任)</i>	1/1	N/A 不適用	N/A 不適用
- Mr. Ho Chi Ho (resigned on 13 January 2012)	一何志豪先生 (於二零一二年一月十三日辭任)	6/6	N/A 不適用	N/A 不適用
Non-executive Directors	非執行董事			
– Mr. Ma Kwok Hung, Warren – Mr. Chow Siu Ngor	一馬國雄先生 一鄒小岳先生	7/7 7/7	N/A 不適用 2/2	N/A 不適用 2/2
Independent Non-executive Directors	獨立非執行董事			
Mr. Wong Hoi KuenMr. Chan Chi YuenMr. Hung Hing Man	一黃海權先生 一陳志遠先生 一孔慶文先生	6/7 7/7 7/7	2/2 2/2 2/2	2/2 2/2 2/2

企業管治報告

THE BOARD (continued)

Practices and Conduct of Meetings

Annual meeting schedules and draft agenda of each meeting are normally made available to directors in advance.

Notices of regular Board meetings are served to all directors at least 14 days before the meetings. For other Board and committee meetings, reasonable notices are generally given.

Board papers together with all appropriate, complete and reliable information are sent to all directors at least 3 days before each Board meeting or committee meeting to keep the directors apprised of the latest developments and financial position of the Company and to enable them to make informed decisions. All directors are given an opportunity to include matters in the agenda for regular Board meetings. The Board and each director also have separate and independent access to the senior executives in order to ensure that the directors receive adequate, complete and reliable information in a timely manner and appropriate briefing on issues arising at Board meetings.

Minutes of all Board meetings recording sufficient details of matters considered and decisions reached are kept by secretary of the meetings and open for inspection by the directors.

The Company's Bye-laws contain provisions requiring directors to abstain from voting and not to be counted in the quorum at meetings for approving transactions in which such directors or any of their associates have a material interest.

CHAIRMAN AND CHIEF EXECUTIVE OFFICER

Code Provision A.2.1 of the Code stipulates that the roles of Chairman and Chief Executive Officer should be separate and should not be performed by the same individual.

The Company does not at present have a Chairman nor a Chief Executive Officer. Nevertheless, the main duties and responsibilities of a Chairman and a Chief Executive Officer are currently held by separate individuals with written guidelines for the division of responsibilities with a view to maintaining an effective segregation of duties between the management of the Board and the day-to-day management of the Group's business and operations.

董事會(續)

會議常規及守則

每年會議之安排及每次會議之草擬議程一 般會預先向董事提供。

召開常規董事會會議之通告於會議前至少 十四天向所有董事發出。至於其他董事會 會議及轄下委員會會議,一般會發出合理 通知。

所有董事會之會議記錄詳細記錄所考慮及 所達到之決定並由會議之秘書保管並可供 董事查閱。

本公司之公司細則規定,於批准董事或其 任何聯繫人士牽涉重大利益之交易之會議 上,有關董事須放棄表決,且不計入該會 議之法定人數內。

主席及行政總裁

守則內之守則條文第A.2.1條規定,主席及 行政總裁之角色應有區分及不應由一人同 時兼任。

本公司目前並無主席或行政總裁。然而, 主席及行政總裁之主要職責及職務目前按 照職責分配之書面指引由不同個別人士負 責,以有效劃分董事會管理與本集團業務 及營運之日常管理之職務。

企業管治報告

CHAIRMAN AND CHIEF EXECUTIVE OFFICER

(continued)

The Company will continue to review the effectiveness of the Group's corporate governance structure and consider the appointment of a Chairman of the Board and a Chief Executive Officer if candidates with suitable leadership, knowledge, skills and experience can be identified within or outside the Group.

BOARD COMMITTEES

The Board has established three committees, namely, the Nomination Committee, Remuneration Committee and Audit Committee, for overseeing particular aspects of the Company's affairs. All Board committees are established with defined written terms of reference. The terms of reference of the Board committees are disclosed in the websites of Stock Exchange and the Company.

All the members of each Board committee are independent non-executive directors, executive director and/or non-executive director and the list of the chairman and members of each Board committee is set out under "Composition" of this report.

The Board committees are provided with sufficient resources to discharge their duties and, upon reasonable request, are able to seek independent professional advice in appropriate circumstances, at the Company's expenses.

Nomination Committee

The Nomination Committee was established on 27 March 2012 which comprises three independent non-executive directors and one executive director. There was no meeting held during the year ended 31 March 2012.

The main responsibilities of the Nomination Committee include reviewing the structure, size and composition (including the skills, knowledge and experience) of the Board and make recommendations on any proposed changes to the Board to complement the Company's corporate strategy. The Nomination Committee is also responsible for identifying individuals suitably qualified to become Board members and select or make recommendations to the Board on the selection of individuals nominated for directorships. The Nomination Committee shall assess the independence of independent non-executive directors; and make recommendations to the Board on the appointment or reappointment of directors and succession planning for directors.

主席及行政總裁(續)

本公司將繼續檢討本集團企業管治架構之 有效性,倘能夠於本集團內部或外間物色 到具備合適領導才能、知識、技能及經驗 之人選,將會考慮委任為董事會主席及行 政總裁。

董事委員會

董事會成立了三個委員會,即提名委員會、薪酬委員會及審核委員會,以監督本公司事務之特定範疇。各個董事委員會均有界定之書面職權範圍。董事委員會之書面職權範圍乃於聯交所及本公司網站內披露。

每個董事委員會之全體成員乃獨立非執行董事、執行董事及/或非執行董事,每個董事委員會之主席及成員名單列載於本報告「組成」一節內。

董事委員會具備充足資源履行職務,並可 於合理要求在適當情況下尋求獨立專業之 意見,費用由本公司承擔。

提名委員會

提名委員會於二零一二年三月二十七日成立,由三名獨立非執行董事及一名執行董 事組成。截至二零一二年三月三十一日止 年度內並無舉行會議。

企業管治報告

BOARD COMMITTEES (continued)

Remuneration Committee

The Remuneration Committee comprises three independent non-executive directors and one non-executive director. Two meetings were held during the year ended 31 March 2012.

The primary objectives of the Remuneration Committee include reviewing, making recommendations on and approving the remuneration policy and structure and remuneration packages of the executive directors and the senior executives. The Remuneration Committee is also responsible for establishing transparent procedures for developing such remuneration policy and structure to ensure that no director or any of his/her associates will participate in deciding his/her own remuneration, which remuneration will be determined by reference to the performance of the individual and the Group as well as market practice and conditions. The Human Resources Department is responsible for collection and administration of the human resources data and making recommendations to the Remuneration Committee for consideration. The Remuneration Committee shall consult the Board and the management of the Company about these recommendations on remuneration policy and structure and remuneration packages.

Audit Committee

The Audit Committee comprises three independent non-executive directors and one non-executive director (including at least one independent non-executive director who possesses the appropriate professional qualifications or accounting or related financial management expertise). None of the members of the Audit Committee is a former partner of the Company's existing external auditors.

The main duties of the Audit Committee include the following:

- (a) To review the financial statements and reports and consider any significant or unusual items raised by the qualified accountant, internal auditor or external auditors before submission to the Board.
- (b) To review the relationship with the external auditors by reference to the work performed by the auditors, their fees and terms of engagement, and make recommendation to the Board on the appointment, re-appointment and removal of external auditors.

董事委員會(續)

薪酬委員會

薪酬委員會由三名獨立非執行董事及一 名非執行董事組成。截至二零一二年三月 三十一日止年度開會兩次。

審核委員會

審核委員會包括三名獨立非執行董事及一 名非執行董事(包括至少一名具適當專業資 格或會計或相關財務管理專業知識之獨立 非執行董事)。審核委員會概無任何成員為 本公司現時外聘核數師之前任合夥人。

審核委員會之主要職責包括下列各項:

- (a) 審閱財務報表及報告並於提交董事會 前考慮任何由合資格會計師、內部核 數師或外聘核數師提出之主要或不尋 常項目。
- (b) 參考核數師進行之工作、酬金及委聘條款檢討與外聘核數師之關係,並就委任、重新委任及撤換核數師向董事會提出建議。

企業管治報告

BOARD COMMITTEES (continued)

Audit Committee (continued)

(c) To review the adequacy and effectiveness of the Company's financial reporting system, internal control system and risk management system and associated procedures.

The Audit Committee held two meetings during the year ended 31 March 2012 to review the financial results and reports, financial reporting and compliance procedures, report on the Company's internal control and risk management review and processes and the re-appointment of the external auditors.

There are no material uncertainties relating to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern.

There is no disagreement between the Board and the Audit Committee regarding the selection, appointment, resignation or dismissal of external auditors.

The Audit Committee has reviewed with the management and the Company's external auditors the accounting principles and practices adopted by the Group and discussed the auditing, internal control and financial reporting process including the review of the financial statements for the year ended 31 March 2012.

MODEL CODE FOR SECURITIES TRANSACTIONS

The Company has adopted the Model Code as set out in Appendix 10 to the Listing Rules.

Specific enquiry has been made to all the directors and the directors have confirmed that they have complied with the Model Code throughout the year ended 31 March 2012.

The Company has not established written guidelines for securities transactions by employees (the "Employees Written Guidelines") who are likely to be in possession of unpublished price-sensitive information of the Company. Steps are being taken to adopt the Employees Written Guidelines on no less exacting terms than the Model Code.

董事委員會(續)

審核委員會(續)

(c) 審閱本公司財務報告系統、內部監控 系統及風險管理系統及相關程序之準 確及有效性。

截至二零一二年三月三十一日止年度,審核委員會共舉行了兩次會議,以審閱財務 業績及報告、財務報告及遵例程序、對本 公司內部監控及風險管理審閱與流程之報 告及重新委任外聘核數師。

並無重大不明朗之事件或狀況,可引起對 本公司是否有能力作持續經營實體之重大 疑問。

董事會及審核委員會於甄選、委任、辭退或罷免外聘核數師上並無任何異議。

審核委員會已同管理層及本公司外聘核數師檢討本集團採納之會計原理及常規,並已討論核數、內部控制及財務報告流程(包括審閱截至二零一二年三月三十一日止年度之財務報表)。

證券交易標準守則

本公司已採納上市規則附錄10所載之標準 守則。

本公司已向所有董事作出特定查詢,董事確認彼等於截至二零一二年三月三十一日 止年度全年均有遵守標準守則。

本公司並未就可能管有本公司未公開之股 價敏感資料之僱員制定有關僱員進行證券 交易之書面指引(「僱員書面指引」)。本公 司現正採取步驟以採納不遜於標準守則之 僱員書面指引。

RESPONSIBILITIES IN RESPECT OF THE FINANCIAL STATEMENTS

The Board is responsible for presenting a balanced, clear and understandable assessment of annual and interim reports, price-sensitive announcements and other disclosures required under the Listing Rules and other regulatory requirements.

The directors acknowledge their responsibilities for preparing the financial statements of the Company for the year ended 31 March 2012.

The statement of the external auditors of the Company about their reporting responsibilities on the financial statements is set out in the "Independent Auditor's Report" on pages 42 to 43 of the annual report.

AUDITOR'S REMUNERATION

The remuneration paid to the external auditors of the Company in respect of audit services and non-audit services for the year ended 31 March 2012 amounted to HK\$1,100,000 and HK\$300,000 respectively.

SHAREHOLDER RIGHTS AND INVESTOR RELATIONS

The rights of shareholders and the procedures for demanding a poll on resolutions at shareholders' meetings are contained in the Company's Bye-laws. Pursuant to Rule 13.39(4) of the Listing Rules, any vote of Shareholders in relation to the resolutions to be proposed at the general meeting will be taken by poll. As such, all the resolutions set out in the notice of the annual general meeting will be voted by poll.

The general meetings of the Company provide an opportunity for communication between the shareholders and the Board.

Separate resolutions were proposed at 2011 annual general meeting on each substantial issue, including the election of individual directors.

有關財務報表之責任

董事會須負責就年度及中期報告、股價敏 感公布及根據上市規則及其他監管規定而 須發表之其他披露呈報作出平衡、清晰及 可理解之評估。

董事確認彼等有責任編製本公司截至二零 一二年三月三十一日止年度之財務報表。

關於本公司外聘核數師就彼等於財務報表 之申報責任聲明列載於年報第42至第43頁 之「獨立核數師報告」內。

核數師薪酬

截至二零一二年三月三十一日止年度已付本公司外聘核數師有關核數服務及非核數服務之酬金分別為1,100,000港元及300,000港元。

股東權利及投資者關係

於股東大會上股東之權利及要求就決議案 進行投票表決之程序載於本公司細則。根 據上市規則第13.39(4)條,股東於股東大 會上就所提呈之決議案所作的任何表決將 以投票方式進行。因此,股東週年大會通 告所載之全部決議案將以投票方式表决。

本公司之股東大會為股東與董事會之間提供溝通機會。

對每項重大事宜,於二零一一年股東週年 大會上另行提呈獨立決議案,包括選舉個 別董事。

企業管治報告

SHAREHOLDER RIGHTS AND INVESTOR RELATIONS (continued)

The Company continues to enhance communications and relationships with its investors. Designated senior executives maintain regular dialogue with institutional investors and analysts to keep them abreast of the Company's developments. Enquiries from investors are dealt with in an informative and timely manner. Investors may write directly to the Company at the principal place of business in Hong Kong for any inquiries.

INTERNAL CONTROL

To protect its assets and to ensure the accuracy and reliability of the financial information that the Company employs in its business or releases to the public, the Company conducts regular reviews of the effectiveness of the Group's internal controls. The scope of these reviews includes, among others, finance, operations, regulation compliance and risk management.

股東權利及投資者關係(續)

本公司會繼續加強與投資者之溝通及關係。專責之高級行政人員會定期與機構投資者及分析員交流,讓他們掌握本公司之發展情況。此外並會及時提供資訊回應投資者之查詢。投資者可以直接致函予本公司之香港主要營業地點提出任何查詢。

內部控制

為了保護其資產,並確保在業務上所使用 或向公眾所發佈財務資料之準確性及可靠 性,本公司定期檢討本集團之內部控制。 檢討範圍其中包括財務、營運、規則遵守 及風險管理。

董事會報告

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

董事謹此提呈截至二零一二年三月三十一 日止年度之報告及經審核財務報表。

PRINCIPAL ACTIVITIES

The Company is an investment holding company. The activities of its principal subsidiaries are set out in note 6 to the financial statements.

主要業務

本公司為投資控股公司,其主要附屬公司之業務呈列於財務報表附註6。

RESULTS

The results of the Group for the year ended 31 March 2012 are set out in the consolidated income statement on page 44.

業績

本集團截至二零一二年三月三十一日止年 度之業績列載於第44頁之綜合收益表。

PRINCIPAL SUBSIDIARIES

Details of the principal subsidiaries of the Company at 31 March 2012 are set out in note 43 to the financial statements.

主要附屬公司

於二零一二年三月三十一日本公司各主要 附屬公司詳情列載於財務報表附註43。

INVESTMENT PROPERTIES

Details of movements in investment properties of the Group during the year are set out in note 16 to the financial statements.

投資物業

本集團投資物業於年內之變動詳情載於財 務報表附註16。

PROPERTY, PLANT AND EQUIPMENT

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

物業、廠房及設備

本集團物業、廠房及設備於本年度內變動 詳情,列載於財務報表附註15。

SHARE CAPITAL

418,000,000 new shares of HK\$0.01 each were issued and allotted during the year upon exercise of share options granted by the Company.

Details of movements in the share capital of the Company during the year are set out in note 31 to the financial statements.

股本

因本公司授出之購股權獲行使,本公司於 年內發行及配發418,000,000股每股面值 0.01港元之新股份。

本公司年內之股本變動詳情載於財務報表 附註31。

DIRECTORS' REPORT

董事會報告

DIRECTORS

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

Executive directors:

Mr. Wong King Shiu, Daniel (appointed on 13 January 2012) Mr. Ho Chi Ho (resigned on 13 January 2012)

Non-executive directors: Mr. Ma Kwok Hung, Warren Mr. Chow Siu Ngor

Independent non-executive directors:

Mr. Wong Hoi Kuen Mr. Chan Chi Yuen Mr. Hung Hing Man

In accordance with the Company's Bye-law 86(2), Mr. Wong King Shiu, Daniel will retire at the forthcoming annual general meeting and, being eligible, offer himself for re-election.

In accordance with the Company's Bye-law 87(2), Mr. Ma Kwok Hung, Warren and Mr. Chan Chi Yuen will respectively retire by rotation at the forthcoming annual general meeting and, being eligible, offer themselves for re-election.

董事

於本年度內及截至本報告日期止,本公司 之董事如下:

執行董事: 黃景兆先生 (於二零一二年一月十三日獲委任) 何志豪先生 (於二零一二年一月十三日辭任)

非執行董事: 馬國雄先生 鄒小岳先生

獨立非執行董事: 黃海權先生 陳志遠先生 孔慶文先生

根據本公司之公司細則第86(2)條,黃景兆 先生將於應屆股東週年大會上退任,惟彼 合資格並願意膺選連任。

根據本公司之公司細則第87(2)條,馬國雄 先生及陳志遠先生將分別於應屆股東週年 大會上輪值退任,惟彼等合資格並願意膺 選連任。

DIRECTORS' INTERESTS IN SHARES, UNDERLYING SHARES AND DEBENTURES

As at 31 March 2012, the interests of the directors and their associates in the shares, underlying shares and debentures of the Company and its associated corporations, as recorded in the register maintained by the Company pursuant to Section 352 of the Securities and Futures Ordinance ("SFO"), or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code, were as follows:

董事於股份、相關股份及債權證 之權益

於二零一二年三月三十一日,本公司根據 證券及期貨條例(「證券及期貨條例」)第 352條存置之登記冊所記錄,或根據標準 守則已知會本公司及聯交所者,董事及彼 等之聯繫人士於本公司及其相聯法團之股 份、相關股份及債權證之權益如下:

Long position in ordinary shares of HK\$0.01 each in the Company

於本公司每股面值0.01港元普通股之好倉

Name of Director 董事姓名	Type of interest	Number of issued ordinary shares held 所持有已發行 普通股數目	Percentage of the issued share capital of the Company 佔本公司已發行 股本百分比
<u> </u>	1		
Wong King Shiu, Daniel 黃景兆	Beneficial owner 實益擁有人	1,200,000	0.04%
Ma Kwok Hung, Warren 馬國雄	Beneficial owner 實益擁有人	3,000,000	0.09%
Hung Hing Man 孔慶文	Beneficial owner 實益擁有人	400,000	0.01%

Long position in share options of the Company

於本公司購股權之好倉 Percentage of the Number of share issued share capital Name of Director Type of interest options held of the Company 所持有 佔本公司已發行 董事姓名 權益類別 購股權數目 股本百分比 Chan Chi Yuen Beneficial owner 3,000,000 0.09% 陳志遠 實益擁有人 Chow Siu Ngor Beneficial owner 3,000,000 0.09% 鄒小岳 實益擁有人

Other than as disclosed above, none of the directors nor their associates had any interests or short positions in the shares, underlying shares and debentures of the Company or any of its associated corporations as at 31 March 2012.

除上文披露者外,於二零一二年三月 三十一日,董事或彼等之聯繫人士概無於 本公司或其任何相聯法團之股份、相關股 份及債權證中擁有任何權益或淡倉。

DIRECTORS' REPORT

董事會報告

SHARE OPTIONS

On 24 April 2002, the Company adopted a share option scheme (the "2002 Scheme") which, unless otherwise terminated, will remain valid and effective for a period of 10 years from 24 April 2002. At the annual general meeting of the Company held on 22 August 2011, the Company adopted a new share option scheme (the "2011 Scheme") in place of the 2002 Scheme. Upon the 2011 Scheme becoming unconditional and effective on 23 August 2011, the 2002 Scheme was terminated on the same date. Nevertheless, share options granted under the 2002 Scheme prior to its termination shall continue to be valid and exercisable in accordance with their terms of issue. Particulars of the Company's share option scheme are set out in note 32 to the financial statements.

No share option has been granted during the year ended 31 March 2012. The movements in the share options granted under the 2002 Scheme during the year ended 31 March 2012 are shown below:

購股權

於截至二零一二年三月三十一日止年度概 無授出任何購股權。於截至二零一二年三 月三十一日止年度根據二零零二年計劃已 授出購股權之變動如下:

		Number of options 購股權數目							
Category of participant	At 1 April 2011	Granted during the year	Exercised during the year	Lapsed during the year	At 31 March 2012	Date of grant	Exercise price per share	Exercisable period	Weighted average closing price of the shares immediately before the respective exercise date
參與人類別	於二零一一年 四月一日	年內授出	年內行使	年內失效	於二零一二年 三月三十一日	授出日期	每股 行使價 (HK\$) (港元)	可行使期間	緊接各自之行使 日期前股份之 加權平均收市價 (HK\$)
Directors 董事									
Ma Kwok Hung, Warren 馬國雄	2,500,000	-	(2,500,000)	-	-	16/09/2009	0.116	16/09/2009- 15/09/2012	0.2195
	500,000	-	(500,000)	-	-	25/01/2011	0.150	25/01/2011- 24/01/2013	0.2511
Chow Siu Ngor 鄒小岳	2,500,000	-	-	-	2,500,000	16/09/2009	0.116	16/09/2009- 15/09/2012	N/A 不適用
	500,000	-	-	-	500,000	25/01/2011	0.150	25/01/2011- 24/01/2013	N/A 不適用

DIRECTORS' REPORT

董事會報告

SHARE OPTIONS (continued)

購股權(續)

	Number of options 購股權數目								
Category of participant	At 1 April 2011	Granted during the year	Exercised during the year	Lapsed during the year	At 31 March 2012	Date of grant	Exercise price per share	Exercisable period	Weighted average closing price of the shares immediately before the respective exercise date 緊接各自之行使
参與人類別	於二零一一年 四月一日	年內授出	年內行使	年內失效	於二零一二年 三月三十一日	授出日期	每股 行使價 (HK\$) (港元)	可行使 期間	日期前股份之加權平均收市價 (HK\$) (港元)
Directors 董事									
Wong Hoi Kuen 黃海權	2,500,000	-	(2,500,000)	-	-	16/09/2009	0.116	16/09/2009- 15/09/2012	0.2195
	500,000	-	(500,000)	-	-	25/01/2011	0.150	25/01/2011- 24/01/2013	0.2511
Chan Chi Yuen 陳志遠	2,500,000	-	-	-	2,500,000	16/09/2009	0.116	16/09/2009- 15/09/2012	N/A 不適用
	500,000	-	-	-	500,000	25/01/2011	0.150	25/01/2011- 24/01/2013	N/A 不適用
Hung Hing Man 孔慶文	500,000	-	(500,000)	-	-	25/01/2011	0.150	25/01/2011- 24/01/2013	0.2511
Ho Chi Ho (resigned on 13/01/2012) 何志豪 <i>(於二零一二年 一月十三日辭任)</i>	225,000,000 (Note) (附註)	-	(225,000,000)	-	-	11/05/2009	0.073	31/07/2009- 10/05/2012	0.1863

董事會報告

SHARE OPTIONS (continued)

購股權(續)

		M	Number of options 購股權數目						
Category of participant	At 1 April 2011	Granted during the year	Exercised during the year	Lapsed during the year	At 31 March 2012	Date of grant	Exercise price per share	Exercisable period	Weighted average closing price of the shares immediately before the respective exercise date 緊接各自之行使
參與人類別	於二零一一年 四月一日	年內授出	年內行使	年內失效	於二零一二年 三月三十一日	授出日期	每股 行使價 (HK \$) (港元)	可行使期間	系及符目之刊使 日期前股份之 加權平均收市價 (HK\$)
Others 其他									
Employees 僱員	500,000	-	(500,000)	-	-	16/09/2009	0.116	16/09/2009- 15/09/2012	0.2195
	57,000,000	-	(57,000,000)	-	-	25/01/2011	0.150	25/01/2011- 24/01/2013	0.2511
Other eligible participants 其他合資格參與人	27,000,000	-	-	-	27,000,000	16/09/2009	0.116	16/09/2009- 15/09/2012	N/A 不適用
	157,000,000		(129,000,000)	-	28,000,000	25/01/2011	0.150	25/01/2011- 24/01/2013	0.2511
	479,000,000		(418,000,000)		61,000,000				

Note:

These 225,000,000 share options are vested in four tranches with (i) 20% exercisable on 31 July 2009; (ii) 20% exercisable on the date immediately after the expiry of the 9th month of the date of grant (i.e. 11 February 2010); (iii) 30% exercisable on the date immediately after the expiry of the 15th month of the date of grant (i.e. 11 August 2010); and (iv) 30% exercisable on the date immediately after the expiry of the 21st month of the date of grant (i.e. 11 February 2011).

該225,000,000份購股權分四個部份獲歸屬,其中(i)20%於二零零九年七月三十一日可行使;(ii)20%於緊隨授出日期第九個月屆滿後日期(即二零一零年二月十一日)可行使;(iii)30%於緊隨授出日期第十五個月屆滿後日期(即二零一零年八月十一日)可行使;及(iv)30%於緊隨授出日期第二十一個月屆滿後日期(即二零一一年二月十一日)可行使。

附註:

董事會報告

DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBT SECURITIES

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

SUBSTANTIAL SHAREHOLDERS

At 31 March 2012, the register of substantial shareholders maintained by the Company pursuant to Section 336 of the SFO shows that the following shareholders, other than a director or chief executive, had notified the Company of relevant interests in the share capital of the Company:

Long position in the ordinary shares of HK\$0.01 each in the Company

董事購買股份或債務證券之權利

除上文披露者外,本公司或其任何附屬公司於本年度內均無參與任何安排,致令本公司董事可藉收購本公司或任何其他法人團體之股份或債權證而獲益。

主要股東

於二零一二年三月三十一日,按本公司根據證券及期貨條例第336條存置之主要股東登記冊所示,下列股東(董事或高級行政人員以外),已知會本公司彼等於本公司股本中之相關權益:

於本公司每股面值0.01港元普通股之好倉

Name of shareholder	Type of interest	Number of issued ordinary shares held 所持已發行	Number of underlying shares held	Total	Percentage of the issued share capital of the Company 佔本公司已發行
股東姓名/名稱	權益類別	普通股數目	所持相關股份數目	總計	股本百分比
Chan How Chung, Victor 陳孝聰	Beneficial owner/interest of controlled corporation 實益擁有人/受控法團權益	918,147,585	388,888,888	1,307,036,473 <i>(Note 1)</i> <i>(附註1)</i>	38.74%
Mega Market Assets Limited	Beneficial owner 實益擁有人	665,097,585	388,888,888	1,053,986,473 <i>(Note 2)</i> <i>(附註2)</i>	31.24%

董事會報告

SUBSTANTIAL SHAREHOLDERS (continued)

Notes:

- Mr. Chan How Chung, Victor had a personal interest in 157,550,000 shares, and is taken to be interested in (i) 665,097,585 shares and 388,888,888 underlying shares of the Company held by Mega Market Assets Limited; and (ii) 95,500,000 shares held by Kingly Profits Corporation. Kingly Profits Corporation is wholly owned by Smart Ease Corporation, which in turn, is wholly owned by Mr. Chan.
- 2. Mega Market Assets Limited was interested in 665,097,585 shares and 388,888,888 underlying shares of the Company derived from the convertible note in the principal amount of HK\$105,000,000 issued by the Company at an initial conversion price of HK\$0.27 per share. Mega Market Assets Limited is beneficially wholly owned by Mr. Chan How Chung, Victor. These interests have been included in the interests held by Mr. Chan disclosed in this section.

Other than as disclosed above, the Company has not been notified of any other relevant interests or short positions in the shares or underlying shares of the Company as at 31 March 2012.

主要股東(續)

附註:

- 1. 陳孝聰先生於157,550,000股股份中擁有個人權益,並視為於(i) Mega Market Assets Limited所持有本公司之665,097,585 股股份及388,888,888股相關股份中:及(ii) Kingly Profits Corporation所持有之95,500,000股股份中擁有權益。Kingly Profits Corporation由Smart Ease Corporation全資擁有,而該公司則由陳先生全資擁有。
- 2. Mega Market Assets Limited於665,097,585股股份及根據本公司按初步換股價每股0.27港元發行本金額105,000,000港元之可換股票據所產生之388,888,888股相關股份中擁有權益。Mega Market Assets Limited由陳孝聰先生全資實益擁有。該等權益已計入本節所披露由陳先生所持有之權益內。

除上述所披露者外,於二零一二年三月 三十一日,本公司未曾就其股份或相關股份中接獲任何其他相關權益或淡倉之通知。

CONNECTED TRANSACTION

A subscription agreement dated 8 March 2011 (the "Subscription Agreement") and a supplemental agreement to the Subscription Agreement dated 3 May 2011 were entered into between the Company and Mega Market Assets Limited ("Mega Market"), a substantial shareholder of the Company, pursuant to which, the Company shall issue the 1% unsecured convertible note to Mega Market with principal amount of HK\$105,000,000 in a term of 3 years (the "Convertible Note"). The initial convertible price of the Convertible Note is HK\$0.27 per share, subject to adjustment pursuant to the terms of the Subscription Agreement. Details of the Subscription Agreement (as amended by the supplemental agreement) and the Convertible Note are set out in the Company's announcement and circular dated 3 May 2011 and 17 June 2011 respectively. The transaction has been approved in a special general meeting of the Company held on 5 July 2011. The Convertible Note has been issued to Mega Market on 17 October 2011. There was no movement in the Convertible Note since issuance and during the year ended 31 March 2012.

DIRECTORS' INTEREST IN CONTRACTS OF SIGNIFICANCE

Apart from the transactions as disclosed in Note 40 to the financial statements, no other contracts of significance to which the Company or any of its subsidiaries was a party and in which a director of the Company had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year.

MAJOR CUSTOMERS AND SUPPLIERS

During the year, the aggregate turnover attributable to the Group's five largest customers were less than 37% of the Group's turnover for the year. Purchases from the Group's five largest suppliers accounted for approximately 79% of the total purchases for the year and purchases from the largest supplier included therein amounted to approximately 48%.

None of the directors, or any of their associates or any other shareholders, which, to the best knowledge of the directors, owns more than 5% of the Company's issued share capital, had any beneficial interest in the Group's five largest suppliers during the year.

關連交易

本公司與本公司主要股東Mega Market Assets Limited (「Mega Market」) 於二零 一一年三月八日訂立認購協議(「認購協 議」),並於二零一一年五月三日訂立認購 協議之補充協議,據此,本公司將發行本 金金額為105,000,000港元票息為1%之三 年期無抵押可換股票據(「可換股票據」)予 Mega Market。可換股票據之初步轉換價為 每股0.27港元(可根據認購協議之條款予以 調整)。有關認購協議(經補充協議修定)及 可換股票據之詳情分別載於本公司日期為 二零一一年五月三日之公布及二零一一年 六月十七日之通函內。是項交易已於二零 一一年七月五日舉行之本公司股東特別大 會上獲得批准。可換股票據已於二零一一 年十月十七日發行予Mega Market。可換 股票據自發行起及於截至二零一二年三月 三十一日止年度內並無變動。

董事之重大合約權益

除財務報表附註40所披露之交易外,於本年度結束時或本年度內任何時間,本公司各董事概無於本公司或其任何附屬公司當時生效之重要合約中直接或間接擁有重大權益。

主要客戶及供應商

於本年度,本集團五大客戶所佔營業額合 共少於本集團本年度營業額37%。從本集 團五大供應商之採購額佔本年度總採購額 之約79%,而其中從最大供應商之採購額 佔約48%。

年內,董事或彼等各自之任何聯繫人士或任何其他股東(就董事所深知擁有本公司已發行股本5%以上者)概無於本集團之五大供應商中擁有任何實益權益。

董事會報告

PURCHASE, SALE OR REDEMPTION OF THE COMPANY'S LISTED SECURITIES

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

EMOLUMENT POLICY

The emolument policy of the employees of the Group is set up by the Board on the basis of their merit, qualifications and competence. The emoluments of the directors of the Company are decided by the Board, as authorized by the shareholders at the annual general meeting, having regard to the Group's operating results, individual performance and comparable market statistics.

The Company has adopted a share option scheme as an incentive to directors and eligible employees, details of which are set out in note 32 to the financial statements.

PRE-EMPTIVE RIGHTS

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

購 買、出 售 或 贖 回 本 公 司 上 市 證券

於年內,本公司或其任何附屬公司概無購買、出售或贖回本公司任何上市證券。

薪酬政策

本集團僱員之薪酬政策乃由董事會按僱員 之功績、資歷及才能制定。本公司董事之 薪酬,乃由董事會按股東於股東週年大會 所授權,經計及本集團營運業績、個人表 現及可資比較市場數據後決定。

本公司已採納購股權計劃,作為對董事及 合資格僱員之獎勵,詳情載於財務報表附 註32。

優先購買權

本公司之公司細則或百慕達法例均無優先 購買權之條文,規定本公司須向現有股東 按比例提呈發售新股份。

董事會報告

CORPORATE GOVERNANCE

Good corporate governance has always been recognized as vital to the Group's success and to sustain development of the Group. We commit ourselves to a high standard of corporate governance and have devoted considerable efforts to identifying and formulating corporate governance practices appropriate to the Company's need.

The Company has put in place corporate governance practices to meet the code provisions that are considered to be relevant to the Group and has complied with most of the code provisions for the time being in force throughout the year under review save for certain deviations from the code provisions, details of which will be explained in the relevant paragraphs in the Corporate Governance Report on pages 20 to 30. The Company periodically reviews its corporate governance practices to ensure that these continue to meet the requirements of the Code on Corporate Governance Practices contained in Appendix 14 of the Listing Rules.

SUFFICIENCY OF PUBLIC FLOAT

The Company has maintained a sufficient public float throughout the year ended 31 March 2012.

AUDITOR

Ting Ho Kwan & Chan retire and being eligible, offer themselves for re-appointment. A resolution for re-appointment of Ting Ho Kwan & Chan as auditor of the Company is to be proposed at the forthcoming annual general meeting.

On behalf of the Board

Wong King Shiu, Daniel Executive Director

Hong Kong, 18 June 2012

企業管治

本集團一直認為良好之企業管治乃本集團 成功及持續發展之關鍵。我們致力維持高 水平之企業管治並全力找出及制定適合本 公司業務需要之企業管治常規。

本公司已實施企業管治常規,以符合與本 集團相關之守則條文,於整個回顧年2 內,除若干偏離守則條文,並將於第20至 第30頁之企業管治報告相關段落解釋之詳 情外,本公司已遵守大部份當其時生效的 守則條文。本公司定期檢討其企業管治常 規以確保彼等能持續符合上市規則附錄14 所載之企業管治常規守則之規定。

充足公眾持股量

本公司於截至二零一二年三月三十一日止 年度一直維持充足公眾持股量。

核數師

丁何關陳會計師行告退,並合資格且願意 膺選連任。應屆股東週年大會上將提呈一 項決議案續聘丁何關陳會計師行為本公司 核數師。

代表董事會

執行董事 **黃景兆**

香港,二零一二年六月十八日

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

TING HO KWAN & CHAN CERTIFIED PUBLIC ACCOUNTANTS (PRACITSING)

9th Floor, Tung Ning Building 249-253 Des Voeux Road Central Hong Kong 東 寧 大 廈 9 字 樓 香港德輔道中49—253 號

TO THE MEMBERS OF CHINA GAMMA GROUP LIMITED

(incorporated in Bermuda with limited liability)

We have audited the consolidated financial statements of China Gamma Group Limited (the "Company") set out on pages 44 to 162, which comprise the consolidated and the Company balance sheets as at 31 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 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. This report is made solely to you, as a body, in accordance with Section 90 of the Bermuda Companies Act 1981, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report. We conducted our audit in accordance with Hong Kong Standards on Auditing issued by the Hong Kong Institute of

致中國伽瑪集團有限公司股東

(於百慕達註冊成立之有限公司)

本核數師已完成審核中國伽瑪集團有限公司(「貴公司」) 載於第44頁至第162頁之綜合財務報表,包括於二零一二年三月三十一日之綜合及 貴公司資產負債表、截至該日止年度之綜合收益表、綜合權益變動表及綜合現金流量表,以及重大會計政策概要及其它説明資料。

董事就財務報表須承擔之責任

貴公司董事負責根據香港會計師公會頒佈 之香港財務報告準則及香港公司條例之披 露規定編製該等真實兼公平之財務報表, 並對董事釐定就編製並無重大錯誤陳述(無 論因欺詐或錯誤)之綜合財務報表而言屬必 要之有關內部監控負責。

核數師之責任

我們之責任為根據我們對該等財務報表 之審核作出意見,並按照百慕達一九八一 年公司法第90條之規定,僅向整體股東報 告。除此以外,我們之報告不可用作其他 用途。我們概不就本報告之內容,對任何 其他人士負責或承擔法律責任。我們已按

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

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.

照香港會計師公會頒佈之香港審計準則進 行審核工作。這些準則要求我們遵守道德 規範, 並規劃及執行審核, 以合理確定此 等財務報表是否不存有重大錯誤陳述。

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's presentation 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.

審核涉及執行程序以獲取有關綜合財務報 表所載金額及披露資料之審核憑證。所選 定之程序取決於核數師之判斷,包括評估 由於欺詐或錯誤而導致財務報表存有重大 錯誤陳述之風險。在評估該等風險時,核 數師考慮與該公司編製及真實而公平地呈 列財務報表相關之內部監控,以設計適當 之審核程序,但並非為對公司之內部監控 的效能發表意見。審核亦包括評價董事所 採用之會計政策的合適性及所作出的會計 估算的合理性,以及評價財務報表之整體 呈列方式。

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

我們相信,我們所獲得之審核憑證是充足 及適當地為我們之審核意見提供基礎。

OPINION

In our opinion, the consolidated financial statements give a true and fair view of the state of affairs of the Company and the Group as at 31 March 2012 and of the loss and cash flows of the Group 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.

意見

我們認為,綜合財務報表已根據香港財 務報告準則真實及公平地反映 貴公司 及 貴集團於二零一二年三月三十一日的 財務狀況及 貴集團於截至該日止年度的 虧損及現金流量狀況,並已遵照香港公司 條例的披露規定妥善編製。

Ting Ho Kwan & Chan

Certified Public Accountants (Practising) Hong Kong, 18 June 2012

執業會計師

丁何關陳會計師行

香港,二零一二年六月十八日

CONSOLIDATED INCOME STATEMENT

綜合收益表

For the year ended 31 March 2012 截至二零一二年三月三十一日止年度

		NOTES 附註	2012 二零一二年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元
Turnover Other revenue and gains, net	營業額 其他收入及收益,淨額	7 7	26,726 22,590	30,473 44,430
			49,316	74,903
Cost of sales Administrative expenses Impairment losses on	銷售成本 行政費用 其他應收賬項之	9	(30,957) (71,057)	
other receivables	減值虧損			(1,346)
Loss from operations	營運虧損		(52,698)	(26,498)
Finance costs	融資成本	8	(14,232)	(558)
Loss before taxation Taxation	除税前虧損 税項	9 11	(66,930) 2,406	(27,056) (3,684)
Loss for the year	本年度虧損		(64,524)	(30,740)
Attributable to: Equity shareholders	以下人士應佔: 本公司權益股東	12	(56.100)	(20, 207)
of the Company Non-controlling interests	非控股權益	12	(56,198) (8,326)	
			(64,524)	(30,740)
Loss per share for loss attributable to equity shareholders of the Company	本公司權益股東應佔虧損 之每股虧損	14		
– Basic	一基本		(1.76) cents仙	(1.01) cents仙
– Diluted	一攤薄		(<u>1.76</u>) cents仙	(1.01) cents仙

The notes on pages 52 to 162 are an integral part of these consolidated financial statements.

載於第52至第162頁之附註為此等綜合財 務報表之一部份。

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

綜合全面收益表

For the year ended 31 March 2012 截至二零一二年三月三十一日止年度

			2012 二零一二年	2011 二零一一年
		NOTE 附註	HK\$'000 千港元	HK\$'000 千港元
Loss for the year	本年度虧損		(64,524)	(30,740)
Other comprehensive income: Exchange differences – net	其他全面收益: 匯兑差額-匯兑			
movement in exchange reserve	儲備淨變動	13	3,204	6,081
Total comprehensive expenses	本年度全面支出總額		(61.720)	(24.650)
for the year			(61,320)	(24,659)
Attributable to: Equity shareholders of the	以下人士應佔: 本公司權益股東			
Company			(52,709)	(22,880)
Non-controlling interests	非控股權益		(8,611)	(1,779)
Total comprehensive expenses	本年度全面支出總額			
for the year			(61,320)	(24,659)

The notes on pages 52 to 162 are an integral part of these consolidated financial statements.

載於第52至第162頁之附註為此等綜合財務報表之一部份。

CONSOLIDATED BALANCE SHEET

綜合資產負債表

At 31 March 2012 於二零一二年三月三十一日

		NOTES 附註	2012 二零一二年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元
Non-current Assets Property, plant and equipment Land use rights Goodwill Intangible asset	非流動資產 物業、廠房及設備 土地使用權 商譽 無形資產	15 17 18 19	141,156 17,627 195,129 533,785 887,697	33,804 12,201 23,592 - 69,597
Current Assets Inventories Properties under development Trade and other receivables Financial assets at fair value through profit or loss Cash and cash equivalents	流動資產 存貨 發展中物業 應收貿易及其他賬項 按公平值計入損益之 金融資產 現金及現金等額項目	21 22 23 24 25	44,599 43,777 42,645 39,606 18,774	32,777 41,897 35,198 5,522 19,757
Current Liabilities Trade and other payables Amount due to a non-controlling shareholder of a subsidiary Current taxation payable Bank and other borrowings	流動負債 應付貿易及其他賬項 應付附屬公司 非控股股東款項 應付本期税款 銀行及其他借貸	26 27 28	165,134 - - 9,864 - 174,998	59,056 20,827 79 –
Net Current Assets	流動資產淨值		14,403	55,189
Non-current Liabilities Amount due to a non-controlling shareholder of a subsidiary Bank and other borrowings Convertible note Deferred taxation	非流動負債 應付附屬公司非控股 股東款項 銀行及其他借貸 可換股票據 遞延税項	27 28 29 30	20,330 424,850 88,848 7,659 541,687	9,501 - 10,143 - 19,644
Net Assets	資產淨值		360,413	105,142

CONSOLIDATED BALANCE SHEET

綜合資產負債表

At 31 March 2012 於二零一二年三月三十一日

		NOTE 附註	2012 二零一二年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元
Equity Capital and reserves attributable	權益 本公司權益股東應佔			
to the Company's equity	資本及儲備:			
shareholders: Share capital	股本	31	33,737	29,557
Reserves	儲備		77,400	70,749
			111,137	100,306
Non-controlling interests	非控股權益		249,276	4,836
Total Equity	權益總額		360,413	105,142

The financial statements on pages 44 to 162 were approved and authorised for issue by the Board of Directors on 18 June 2012 and are signed on its behalf by:

董事會已於二零一二年六月十八日批准及授權刊發第44至第162頁之財務報表,並由以下人士代表董事會簽核:

Wong King Shiu, Daniel 黃景兆 DIRECTOR 董事 Ma Kwok Hung, Warren 馬國雄 DIRECTOR 董事

The notes on pages 52 to 162 are an integral part of these consolidated financial statements.

載於第52至第162頁之附註為此等綜合財 務報表之一部份。

BALANCE SHEET

資產負債表

At 31 March 2012 於二零一二年三月三十一日

				As restated 經重列
			2012 二零一二年	2011 二零一一年
		NOTES 附註	HK\$'000 千港元	HK\$'000 千港元
Non-current Assets	非流動資產			
Property, plant and equipment Interests in subsidiaries	物業、廠房及設備 於附屬公司之權益	15 20	139 250,925	185 233,359
			251,064	233,544
Current Assets	流動資產			
Other receivables Cash and cash equivalents	其他應收賬項 現金及現金等額項目	23 25	6,611	53 508
			6,683	561
Current Liabilities Other payables	流動負債 其他應付賬項	26	8,348	9,622
Net Current Liabilities	流動負債淨額		(1,665)	(9,061)
Non-current Liabilities	非流動負債			
Amounts due to subsidiaries Convertible note	應付附屬公司款項 可換股票據	20 29	55,277 88,848	148,694
			144,125	148,694
Net Assets	資產淨值		105,274	75,789
Capital and Reserves	資本及儲備			
Share capital Reserves	股本 儲備	31 33	33,737 71,537	29,557 46,232
Total Equity	權益總額		105,274	75,789

Wong King Shiu, Daniel 黃景兆 DIRECTOR 董事

The notes on pages 52 to 162 are an integral part of these financial statements.

Ma Kwok Hung, Warren 馬國雄 DIRECTOR 董事

載於第52至第162頁之附註為此等財務報 表之一部份。

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

綜合權益變動表

For the year ended 31 March 2012 截至二零一二年三月三十一日止年度

Attributable to equity shareholders of the Company

本公司權益股東應佔 Share Capital Convertible Share Non-Share premium redemption note options Exchange Special Contributed Accumulated controlling capital account reserve reserve reserve reserve reserve surplus losses Total interests Total 股份 資本 可換股 購股權 非控股 股本 溢價賬 贖回儲備 票據儲備 儲備 匯兑儲備 特別儲備 繳入盈餘 累計虧損 總額 權益 總額 HK\$'000 千港元 Balance at 1 April 2010 於二零一零年四月一日之結餘 28,677 591,839 13,878 7,818 302 78,176 684,966 (1,303,114) 102,542 6,615 109,157 本年度虧損 Loss for the year (29,203) (29,203) (1,537) (30,740) Other comprehensive income 其他全面收入 6,323 6,323 (242) 6,081 Share options granted 授出購股權 8 362 8 362 8 362 Exercise of share options 行使購股權 880 13,700 (2,298)12.282 12,282 Transfer on lapse of share options 購股權失效時轉撥 (2,726) 2,726 Balance at 31 March 2011 於二零一一年三月三十一日 and 1 April 2011 及二零一一年四月一日 之結餘 29,557 605,539 13,878 11,156 684,966 100,306 4,836 105,142 6,625 78,176 (1,329,591) Loss for the year 本年度虧損 (56, 198)(56, 198)(8,326)(64,524) 其他全面收入 Other comprehensive income 3,489 3,489 (285)3,204 Acquisition of subsidiaries 收購附屬公司 253,051 253,051 Exercise of share options 行使購股權 (9,550) 4,180 50,558 45,188 45,188 Convertible note - equity component, 可換股票據一權益部份, net of transaction costs 扣除交易成本 18,352 18,352 18,352 Balance at 31 March 2012 於二零一二年三月三十一日 之結餘 33.737 13.878 18.352 111,137 360,413 656.097 1,606 10,114 78,176 684.966 (1,385,789) 249,276

The notes on pages 52 to 162 are an integral part of these consolidated financial statements.

載於第52至第162頁之附註為此等綜合財 務報表之一部份。

CONSOLIDATED STATEMENT OF CASH FLOWS

綜合現金流量表

For the year ended 31 March 2012 截至二零一二年三月三十一日止年度

				As restated 經重列
			2012 二零一二年	2011 二零一一年
		NOTES 附註	HK\$'000 千港元	HK\$'000 千港元
OPERATING ACTIVITIES Loss from operations	經營活動 營運虧損		(F2 608)	(26.409)
Adjustments for:	經下列項目調整:		(52,698)	(26,498)
Interest income	利息收入	7	(27)	(24)
Dividend income	股息收入	7	(249)	_
Depreciation of property, plant and equipment	物業、廠房及設備折舊	9	6,147	3,715
Amortisation of land use rights	土地使用權攤銷	9	508	457
Amortisation of intangible asset	無形資產攤銷	9	13,537	_
Loss on disposal of property,	出售物業、廠房及設備			
plant and equipment	之虧損	9	1	14
Gain on disposal of investment properties	出售投資物業之收益			(0)
Net unrealised gains on financial	按公平值計入損益之		_	(8)
assets at fair value through	金融資產之未變現			
profit or loss	收益淨額	7	(9,486)	(1,018)
Gain on disposal of a subsidiary	出售附屬公司收益	7	-	(48,924)
Other receivables written off	其他應收款項撇銷		-	1,346
Fair value gain on investment properties	投資物業之公平值收益	7	_	(1,098)
Share-based payment	以股份為基礎之付款	,	_	8,362
Exchange differences	進 兑差額		(1,152)	90
Operating cash outflows before	營運資金變動前之經營			
movements in working capital	現金流出		(43,419)	(63,586)
(Increase)/decrease in inventories	存貨(增加)/減少		(12,795)	349
Decrease/(increase) in trade and	應收貿易及其他賬項			
other receivables	減少/(増加)		5,190	(24,347)
(Increase)/decrease in financial assets at fair value	按公平值計入損益之金融資產之(增加)/減少		(0.0.50.5)	
through profit or loss Decrease in properties held for sale	. 扶佐山佳物 类试小		(24,598)	3,175
(Decrease)/increase in trade and	應付貿易及其他賬項		24,717	21,384
other payables	(減少)/增加		(49,716)	29,702
CASH USED IN OPERATION	經營活動所用現金		(100,621)	(33,323)
Overseas tax paid	已付海外税項		(512)	(169)
NET CASH USED IN OPERATING	經營活動所用現金淨額			
ACTIVITIES			(101,133)	(33,492)

CONSOLIDATED STATEMENT OF CASH FLOWS

綜合現金流量表

For the year ended 31 March 2012 截至二零一二年三月三十一日止年度

				As restated 經重列
			2012 二零一二年	2011 二零一一年
		NOTES 附註	HK\$'000 千港元	HK\$'000 千港元
INVESTING ACTIVITIES Interest received	投資活動 已收利息	7	27	24
Dividend received Payment for the purchase of	股息收入 購買物業、廠房及	7	249	-
property, plant and equipment Acquisition of subsidiaries	設備之付款 收購附屬公司	15 34	(5,176) (468,478)	(14,036) -
Addition of investment properties Addition of properties under	添置投資物業 添置開發中物業			(15)
development Proceeds from disposal of	出售附屬公司所得款項		(276)	(24)
a subsidiary Proceeds from disposal of property,	出售物業、廠房及設備之	35	_	44,482
plant and equipment Net proceeds from disposal of	所得款項 出售投資物業之所得		268	7
investment properties	款項淨額			193
NET CASH (USED IN)/ GENERATED FROM INVESTING ACTIVITIES	投資活動(所用)/ 產生現金淨額		(473,386)	30,631
FINANCING ACTIVITIES New bank borrowing raised Proceeds on exercise of share	融資活動 新增銀行借貸 行使購股權所得款項		_	9,501
options New other borrowings raised	新增其他借貸		45,188 424,850	12,282
Net proceeds from issue of convertible note	發行可換股票據之所得 款項淨額		104,630	_
(Repayment to)/advance from a non-controlling shareholder	(償還)/來自附屬公司 非控股股東墊款		12.7	
of a subsidiary Repayment of bank borrowing	償還銀行借貸		(497) -	1,842 (7,720)
Interest paid	已付利息		(1,067)	(558)
NET CASH GENERATED FROM FINANCING ACTIVITIES	融資活動所得現金淨額		573,104	15,347
NET (DECREASE)/INCREASE IN CASH AND CASH EQUIVALENTS	現金及現金等額項目 (減少)/增加淨額		(1,415)	12,486
CASH AND CASH EQUIVALENTS AT BEGINNING OF THE YEAR EFFECT OF FOREIGN EXCHANGE	年初之現金及現金等額 項目 匯率變動之影響		19,757	7,218
RATE CHANGES	-		432	53
CASH AND CASH EQUIVALENTS AT END OF THE YEAR	年終之現金及現金等額 項目	25	18,774	19,757

The notes on pages 52 to 162 are an integral part of these consolidated financial statements.

載於第52至第162頁之附註為此等綜合財 務報表之一部份。

財務報表附註

For the year ended 31 March 2012 截至二零一二年三月三十一日止年度

1. GENERAL INFORMATION

The Company is incorporated in Bermuda as an exempted company with limited liability and its shares are listed on The Stock Exchange of Hong Kong Limited (the "Stock Exchange").

The Company is an investment holding company. The registered office of the Company is located at Clarendon House, Church Street, Hamilton HM11, Bermuda. The principal place of business of the Group is located at Suite 2602, 26/F., Sino Plaza, 255-257 Gloucester Road, Causeway Bay, Hong Kong. The principal activities of its principal subsidiaries are set out in Note 43.

2. BASIS OF PREPARATION OF FINANCIAL STATEMENTS

The consolidated financial statements of the Group have been prepared in accordance with Hong Kong Financial Reporting Standards ("HKFRS"), which also include Hong Kong Accounting Standards ("HKAS") and Interpretations ("Int") issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA"), accounting principles generally accepted in Hong Kong and the disclosure requirements of Hong Kong Companies Ordinance. These financial statements also comply with the applicable disclosure provisions of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited. The consolidated financial statements have been prepared under the historical cost convention, except for certain financial assets which are carried at fair value.

The preparation of financial statements in conformity with HKFRS requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the Group's accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the consolidated financial statements, are disclosed in Note 5.

1. 一般資料

本公司乃於百慕達註冊成立之獲豁免 有限公司,其股份在香港聯合交易所 有限公司(「聯交所」)上市。

本公司為投資控股公司,註冊辦事處 位於Clarendon House, Church Street, Hamilton HM11, Bermuda。本集團主 要營業地點位於香港銅鑼灣告士打道 255-257號信和廣場26樓2602室。其 主要附屬公司之主要業務列載於附註 43。

2. 財務報表編製基準

於編製符合香港財務報告準則之財務報表時需要使用若干關鍵會計估算,同時管理層亦需要於應用本集團會計政策之過程中運用其判斷力。涉及較高程度之判斷或複雜性之範疇或涉及對綜合財務報表屬重大假設及估計之範疇在附註5內作出披露。

財務報表附註

For the year ended 31 March 2012 截至二零一二年三月三十一日止年度

2. BASIS OF PREPARATION OF FINANCIAL STATEMENTS (continued)

The HKICPA has issued certain new and revised HKFRS that are first effective for the current accounting period of the Group as follows:

HKAS 24 (revised 2009) Related party disclosures

Improvements to HKFRSs (2010)

HK(IFRIC) – Int-19 Extinguishing financial liabilities with equity instruments

LIVAC 10 The Professional

Amendments to HKAS 19 – The limit on a HK(IFRIC) – Int-14 defined benefit asset, minimum funding

requirements and their interaction – Prepayments of a minimum funding

requirement

Note 4 summarise the accounting policies of the Group. The Group has not applied any new standard or interpretation that is not yet effective for the current accounting period. The amendments to HK(IFRIC) – Int-14 have had no material impact on the Group's financial statements as the Group does not have such minimum funding requirement. HK(IFRIC) – Int-19 has not yet had a material impact on the Group's financial statements as these changes will first be effective as and when the Group enters a relevant transaction (for example, a debt for equity swap).

2. 財務報表編製基準(續)

香港會計師公會已頒佈若干於本集團 本會計期間首次生效之新訂及經修訂 的香港財務報告準則:

香港會計準則第24號 關連方披露 (二零零九年經修訂)

香港財務報告準則的改進(二零一零年)

香港(國際財務報告 以股本工具抵銷 詮釋委員會)一詮釋 金融負債

第19號

香港(國際財務報告 香港會

詮釋委員會)一詮釋 第14號的修訂 香港會計準則第19號 一對定額福利資產 之限制、最低注資 要求及兩者之相互 關係一最低注資

要求預付款項

附註4概述本集團之會計政策。本集團並無應用於本會計期間仍未生效之任何新準則或詮釋。香港(國際財務報告 詮釋委員會)一詮釋第14號的修訂原本集團之財務報表並無重大影響,原因是本集團並無相關最低注資要求。香港(國際財務報告詮釋委員會)一段報告之財務報告登釋委員會)一段。 19號仍未對本集團之財務報告至 第19號仍未對本集團之財務報表產生 重要影響,而該等變更將首次於本集團訂立一項相關交易(如由債轉股)時生效。

財務報表附註

For the year ended 31 March 2012 截至二零一二年三月三十一日止年度

2. BASIS OF PREPARATION OF FINANCIAL STATEMENTS (continued)

The impacts of other developments are discussed below:

HKAS 24 (revised 2009) revises the definition of a related party. As a result, the Group has re-assessed the identification of related parties and concluded that the revised definition does not have any material impact on the Group's related party disclosures in the current and previous accounting periods. HKAS 24 (revised 2009) also introduces modified disclosure requirements for government-related entities. This does not impact the Group because the Group is not a government-related entity.

Improvements to HKFRSs (2010) omnibus standard introduces a number of amendments to the disclosure requirements in HKFRS 7, Financial instruments: Disclosures. The disclosures about the Group's financial instruments in Note 39 have been conformed to the amended disclosure requirements. These amendments do not have any material impact on the classification, recognition and measurements of the amounts recognised in the financial statements in the current and previous accounting periods.

3. POSSIBLE IMPACT OF AMENDMENTS, NEW STANDARDS AND INTERPRETATIONS ISSUED BUT NOT YET EFFECTIVE FOR THE YEAR ENDED 31 MARCH 2012

Up to the date of issue of these financial statements, the HKICPA has issued a number of amendments, new standards and interpretations which are not yet effective for the year ended 31 March 2012 and which have not been early adopted in these financial statements.

2. 財務報表編製基準(續)

其他變動之影響如下:

香港會計準則第24號(二零零九年經修訂)修訂了關連方之定義。因此,本經集團重新評估了對於關連方的認定問題方數之一數。 為修訂後的定義沒有對本會計期間本集團關連方交會計期間本集團關連方交會計期間本集團關連方會計算的, 露構成任何重大影響。香港會計更 第24號(二零零九年經修訂)即求 了對政府相關企業之披露要因是本集團並非政府相關企業。

香港財務報告準則的改進(二零一零年)為香港財務報告準則第7號金融工具:披露引進若干修訂。附註39內有關本集團金融工具之披露已符合經會訂之披露規定。此等修訂並無對本會計期間及過往會計期間財務報表內金融工具的分類、確認及計量產生任何重大影響。

3. 截至二零一二年三月三十一日 止年度已頒佈但未生效之修 訂、新準則及詮釋之可能影響

截至本財務報表刊發日期,香港會計師公會已頒佈若干修訂、新準則及詮釋,惟尚未於截至二零一二年三月三十一日止年度生效,且並未提早於本財務報表內採納。

財務報表附註

For the year ended 31 March 2012 截至二零一二年三月三十一日止年度

- 3. POSSIBLE IMPACT OF AMENDMENTS, NEW STANDARDS AND INTERPRETATIONS ISSUED BUT NOT YET EFFECTIVE FOR THE YEAR ENDED 31 MARCH 2012 (continued)
- 3. 截至二零一二年三月三十一日 止年度已頒佈但未生效之修 訂、新準則及詮釋之可能影響 (續)

Effective for accounting periods beginning on or after 於以下日期或之後開始之會計期間生效

Amendments to HKFRS 7	Financial instruments:	1 July 2011
	Disclosures – Transfers of financial assets	
香港財務報告準則第7號的修訂	金融工具:披露-轉讓金融資產	二零一一年七月一日
Amendments to HKFRS 7	Financial instruments: Disclosures – Offsetting	1 January 2013
	financial assets and financial liabilities	,
香港財務報告準則第7號的修訂	金融工具:披露一抵銷金融資產及金融負債	二零一三年一月一日
Amendments to HKAS 12	Income taxes – Deferred tax: Recovery of underlying assets	1 January 2012
香港會計準則第12號的修訂	所得税-遞延税項:收回相關資產	二零一二年一月一日
Amendments to HKAS 1	Presentation of financial statements – Presentation	1 July 2012
	of items of other comprehensive income	
香港會計準則第1號的修訂	呈列財務報表一呈列其他全面收入項目	二零一二年七月一日
Amendments to HKAS 32	Financial instruments: Presentation – Offsetting	1 January 2014
	financial assets and financial liabilities	
香港會計準則第32號的修訂	金融工具:呈列一抵銷金融資產及金融負債	二零一四年一月一日
HKFRS 9	Financial instruments	1 January 2015
香港財務報告準則第9號	金融工具	二零一五年一月一日
HKFRS 10	Consolidated financial statements	1 January 2013
香港財務報告準則第10號	綜合財務報表	二零一三年一月一日
HKFRS 11	Joint arrangements	1 January 2013
香港財務報告準則第11號	聯合安排	二零一三年一月一日
HKFRS 12	Disclosure of interests in other entities	1 January 2013
香港財務報告準則第12號	披露於其他實體之權益	二零一三年一月一日
HKFRS 13	Fair value measurement	1 January 2013
香港財務報告準則第13號	公平值計量	二零一三年一月一日
HKAS 19 (2011)	Employee benefits	1 January 2013
香港會計準則第19號(二零一一年)	僱員福利	二零一三年一月一日
HKAS 27 (2011)	Separate financial statements	1 January 2013
香港會計準則第27號(二零一一年)	獨立財務報表	二零一三年一月一日
HKAS 28 (2011)	Investments in associates and joint ventures	1 January 2013

The Group is in the process of making an assessment of what the impact of these amendments, new standards and new interpretations is expected to be in the period of initial application. So far it has concluded that the adoption of them is unlikely to have a significant impact on the Group's results of operations and financial position.

香港會計準則第28號(二零一一年) 於聯營公司及合營企業之投資

本集團正評估該等修訂、新準則及新 詮釋對首次採納期間所產生之影響, 而迄今為止,結論為有關採納將不大 可能對本集團之經營業績及財務狀況 產生重大影響。

二零一三年一月一日

財務報表附註

For the year ended 31 March 2012 截至二零一二年三月三十一日止年度

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The principal accounting policies adopted are set out below:

(a) Basis of consolidation

The consolidated financial statements incorporate the financial statements of the Company and its subsidiaries made up to 31 March.

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

(b) Subsidiaries and non-controlling interests

Subsidiaries are entities controlled by the Group. Controls exist when the Group has the power to govern the financial and operating policies of an entity so as to obtain benefits from its activities. In assessing control, potential voting rights that presently are exercisable are taken into account.

The Group uses the acquisition method of accounting to account for business combinations. The consideration transferred for the acquisition of a subsidiary is the fair values of the assets transferred, the liabilities incurred and the equity interests issued by the Group. The consideration transferred includes the fair value of any asset or liability resulting from a contingent consideration arrangement. Acquisition-related costs are expensed as incurred. Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are measured initially at their fair values at the acquisition date.

4. 主要會計政策概要

所採用之主要會計政策列載於下文:

(a) 綜合基準

綜合財務報表包括本公司及其附 屬公司每年截至三月三十一日止 之財務報表。

於本年度內所收購或出售之附屬 公司業績,在列入綜合收益表時 乃分別由收購之生效日期起計或 計算至出售之生效日期(視乎適用 情況而定)。

(b) 附屬公司及非控股權益

附屬公司為由本集團控制之實體。控制權指本集團有掌控實體 之財務及經營政策以便從其活動 中獲得利益之權力。在評估控制 權時,則會計及當前可予行使之 潛在投票權。

財務報表附註

For the year ended 31 March 2012 截至二零一二年三月三十一日止年度

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

(b) Subsidiaries and non-controlling interests (continued)

An investment in a subsidiary is consolidated into the consolidated financial statements from the date that control commences until the date that control ceases. Intra-group balances and transactions and any unrealised profits arising from intra-group transactions are eliminated in full in preparing the consolidated financial statements. Unrealised losses resulting from intra-group transactions are eliminated in the same way as unrealised gains but only to the extent that there is no evidence of impairment.

Non-controlling interests represent the equity in a subsidiary not attributable directly or indirectly to the Company, and in respect of which the Group has not agreed any additional terms with the holders of those interests which would result in the Group as a whole having a contractual obligation in respect of those interests that meets the definition of a financial liability. For each business combination, the Group can elect to measure any non-controlling interests either at fair value or at their proportionate share of the subsidiary's net identifiable assets.

Non-controlling interests are presented in the consolidated balance sheet within equity, separately from equity attributable to the equity shareholders of the Company. Non-controlling interests in the results of the Group are presented on the face of the consolidated income statement and the consolidated statement of comprehensive income as an allocation of the total profit or loss and total comprehensive income for the year between non-controlling interests and the equity shareholders of the Company. Loan from holders of non-controlling interests and other contractual obligations towards these holders are presented as financial liabilities in the consolidated balance sheet in accordance with Notes 4(o) or 4(p) depending on the nature of the liability.

4. 主要會計政策概要(續)

(b) 附屬公司及非控股權益(續)

財務報表附註

For the year ended 31 March 2012 截至二零一二年三月三十一日止年度

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

(b) Subsidiaries and non-controlling interests (continued)

Changes in the Group's interests in a subsidiary that do not result in a loss of control are accounted for as equity transactions, whereby adjustments are made to the amounts of controlling and non-controlling interests within consolidated equity to reflect the change in relative interests, but no adjustments are made to goodwill and no gain or loss is recognised.

When the Group loses control of a subsidiary, it is accounted for as a disposal of the entire interest in that subsidiary, with a resulting gain or loss being recognised in profit or loss. Any interest retained in that former subsidiary at the date when control is lost is recognised at fair value and this amount is regarded as the fair value on initial recognition of a financial asset (see Note 4(h)).

In the Company's balance sheet, an investment in a subsidiary is stated at cost less impairment loss (see Note 4(l)), unless the investment is classified as held for sale (or included in a disposal group that is classified as held for sale). The results of the subsidiary are accounted for by the Company on the basis of dividend received and receivables.

(c) Goodwill

Goodwill represents the excess of

- (i) the aggregate of the fair value of the consideration transferred, the amount of any non-controlling interest in the acquiree and the fair value of the Group's previously held equity interest in the acquiree; over
- (ii) the Group's interest in the net fair value of the acquiree's identifiable assets and liabilities measured as at the acquisition date.

4. 主要會計政策概要(續)

(b) 附屬公司及非控股權益(續)

若不會導致失去控制權,則本集 團於附屬公司之權益變動列作股 本交易,據此在綜合權益內調整 控股及非控股權益之金額以反 映相關權益變動,但不會調整商 譽,亦無確認盈虧。

若本集團失去附屬公司之控制權,則按出售於該附屬公司之控制權,則按出售於該附屬公司制之至部權益列賬,而有關盈虧於且在 賬內確認。於失去控制權當日在 該前附屬公司保留之任何權益乃 按公平值確認,而該金額於初步 確認財務資產時視為公平值(見附 註4(h))。

於本公司之資產負債表內,於附屬公司之投資乃按成本扣除減值虧損列賬(見附註4(I)),除非投資分類為持作出售(或計入分類為持作出售之出售組別內)。附屬公司之業績乃由本公司按已收及應收股息之基準列賬。

(c) 商譽

商譽指

- (i) 已轉讓代價之公平值、於被 收購方之任何非控股權益數 額及本集團於被收購方先前 所持股權之公平值總和:超 過
- (ii) 本集團於收購日期計量之於 被收購方之可辨別資產及負 債之公平淨值之權益的部分。

財務報表附註

For the year ended 31 March 2012 截至二零一二年三月三十一日止年度

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

(c) Goodwill (continued)

When (ii) is greater than (i), then this excess is recognised immediately in profit or loss as a gain on a bargain purchase.

Goodwill is stated at cost less accumulated impairment losses. Goodwill arising on a business combination is allocated to each cash-generating unit, or groups of cash-generating units, that is expected to benefit from the synergies of the combination and is tested annually for impairment (see Note 4(l)).

On disposal of a cash-generating unit during the year, any attributable amount of the purchased goodwill is included in the calculation of profit or loss on disposal.

(d) Intangible assets (other than goodwill)

Expenditure on research activities is recognised as an expense in the period in which it is incurred. Expenditure on development activities is capitalised if the product or process is technically and commercially feasible and the Group has sufficient resources and the intention to complete development. The expenditure capitalised includes the cost of materials, direct labour, and an appropriate proportion of overheads and borrowing costs, where applicable. Capitalised development costs are stated at cost less accumulated amortisation and impairment losses. Other development expenditure is recognised as an expense in the period in which it is incurred.

Other intangible assets that are acquired by the Group are stated in the balance sheet at cost less accumulated amortisation (where the estimated useful life is finite) and impairment losses. Expenditure on internally generated goodwill and brands is recognised as an expense in the period in which it is incurred.

4. 主要會計政策概要(續)

(c) 商譽(續)

若(ii)高於(i),則該超出部分隨即 於損益內確認為廉價購買之收益。

商譽乃按成本減累計減值虧損列 賬。因業務合併產生之商譽被分 配予預期將從因合併業務而產生 協同效果中獲利之現金產生單位 (或其組別),且每年會進行減值 測試(參閱附註4(I))。

年內出售現金產生單位時,所購入商譽之任何應佔金額會於出售 時用於計算有關損益。

(d) 無形資產(商譽除外)

本集團收購之其他無形資產乃按 成本減累計攤銷(倘估計可使用年 期為有限)及減值虧損於資產負債 表內列賬。內部產生之商譽及品 牌之費用於其產生期間確認為開 支。

財務報表附註

For the year ended 31 March 2012 截至二零一二年三月三十一日止年度

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

(d) Intangible assets (other than goodwill)

(continued)

Amortisation of intangible assets with finite useful lives is charged to profit or loss on a straight-line basis over the assets' estimated useful lives. Technical know-how for separation of rare resources concentrates is amortised from the date it is available for use and its estimated useful life is 10 years.

Both the period and method of amortisation are reviewed annually.

(e) Property, plant and equipment

Property, plant and equipment are stated at historical cost less accumulated depreciation and amortisation and any accumulated impairment losses. Historical cost includes expenditure that is directly attributable to the acquisition of the items. Cost may also include transfers from equity of any gains/losses on qualifying cash flow hedges of foreign currency purchases of property, plant and equipment.

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

4. 主要會計政策概要(續)

(d) 無形資產(商譽除外)(續)

可使用年期有限的無形資產的攤銷於有關資產的估計可使用年期內按直線法於損益扣除。分離稀有資源精礦之專門技術乃自其可使用日期起攤銷,而其估計可使用年期為十年。

攤銷期間及方法均會每年檢討。

(e) 物業、廠房及設備

物業、廠房及設備按歷史成本減累計折舊及攤銷及任何累計減值虧損列賬。歷史成本包括收購內重接開支。成本明能的直接開支。成本明能的重接開支。成本明能包括由股本權益中轉撥有關以合資物業、廠房及設備的合何收益/虧損。

隨後的成本只有在與該項目有關的未來經濟利益有可能流入本集團,而該項目的成本能可靠地計量時,才包括在資產的賬面值或確認為獨立資產(如適用)。所有其他維修及保養於產生的財務期間在損益支銷。

財務報表附註

For the year ended 31 March 2012 截至二零一二年三月三十一日止年度

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

(e) Property, plant and equipment (continued)

Depreciation is calculated to write off the cost of items of property, plant and equipment, less their residual value, if any, on a straight-line method over their estimated useful lives as follows:

Leasehold buildings	20 years
Leasehold land and buildings	30 years
Leasehold improvements	2 years
Plant and machinery	3 – 20 years
Motor vehicles	4 – 8 years
Furniture and fixtures	3 - 10 years

Construction in progress represents buildings, structures, plant and machinery and other fixed assets under construction or installation and is stated at cost less any accumulated impairment losses, and is not depreciated. Cost comprises direct costs of construction, installation and testing as well as capitalised borrowing costs on related borrowed funds during the period of construction or installation. Construction in progress is reclassified to the appropriate category of property, plant and equipment or investment properties when completed and ready for use.

The assets' residual values (if any) and useful lives are reviewed, and adjusted if appropriate, at each balance sheet date. An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. The gain or loss on derecognition of the asset, calculated as the difference between the net disposal proceeds and the carrying amount of the item, is included in profit or loss in the period the item is derecognised.

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount.

4. 主要會計政策概要(續)

(e) 物業、廠房及設備(續)

物業、廠房及設備項目之折舊乃 以直線法在以下估計可使用年期 內撇銷其成本減其殘值(如有)計 算:

租賃樓宇	20年
租賃土地及樓宇	30年
租賃物業裝修	2年
廠房及機器	3至20年
汽車	4至8年
傢俬及裝置	3至10年

若資產的賬面值高於其估計可收 回價值,其賬面值即時撇減至其 可收回金額。

財務報表附註

For the year ended 31 March 2012 截至二零一二年三月三十一日止年度

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

(f) Land use rights

Land use rights are lump sum upfront payments to acquire long-term interest in lessee-occupied properties. Land use rights relating to buildings of the Group are stated at cost and are amortised over the period of the lease on the straight-line basis to profit or loss.

(g) Leases

(i) Operating lease (both as the lessee or the lessor)

Leases in which a significant portion of the risks and rewards of ownership are retained by the lessor are classified as operating leases. Where the Group is the lessee, payments made under operating leases (net of any incentives received from the lessor) are expensed in profit or loss on a straight-line basis over the period of the lease. Where the Group is the lessor, assets leased by the Group under operating leases are included in non-current assets and rentals receivable under the operating leases are credited to profit or loss in a straight line basis over the lease period.

(ii) Finance lease (as the lessee)

Leases of assets where the Group has substantially obtained all the risks and rewards of ownership are classified as finance leases. Finance leases are capitalised at the lease's commencement at the lower of the fair value of the leased property and the present value of the minimum lease payments. Each lease payment is allocated between the liability and finance charges so as to achieve a constant rate on the finance balance outstanding. The corresponding rental obligations, net of finance charges, are included in current and non-current obligation under a finance lease. The interest element of the finance cost is recognised in profit or loss over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period. The investment properties acquired under finance leases are carried at their fair value, while the property, plant and equipment acquired under finance leases are depreciated over the shorter of the useful lives of the assets or the lease terms.

4. 主要會計政策概要(續)

(f) 土地使用權

土地使用權指於購入由承租人佔用之物業的長期權益時須先付的數額。土地使用權內有關之集團物業均以成本列賬及於租契期內按直線法攤銷並列入損益。

(g) 租賃

(i) 經營租賃(同時為承租人或出 租人)

(ii) 融資租賃(作為承租人)

由本集團承擔所有權之大部 份風險及回報的租賃均被分 類為融資租賃。融資租賃之 價值乃在租賃開始時按租賃 物業之公平值與最低租賃付 款的現值之較低者入賬。每 期租金均分攤為負債及財務 費用,以藉此制定對負債餘 額之固定息率。相應之租賃 責任(扣除融資開支)會計 入流動及非流動的融資租賃 承擔。融資成本之利息部份 會在有關租賃年期於損益確 認,以藉此制定每個期間對 負債餘額之固定息率。以融 資租賃方式入賬的投資物業 根據其公平值列示; 而以融 資租賃方式入賬的物業、廠 房及設備則根據其可使用年 期或租賃期(以較短者為準) 予以折舊。

財務報表附註

For the year ended 31 March 2012 截至二零一二年三月三十一日止年度

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

(h) Financial assets

Regular purchases and sales of financial assets are recognised on the trade date when the Group commits to purchase or sell the asset. Investments are initially recognised at fair value plus transaction costs for all financial assets not carried at fair value through profit or loss. Financial assets carried at fair value through profit or loss are initially recognised at fair value, and transaction costs are expensed in the statement of comprehensive income. At each balance sheet date, the Group assesses whether there is any objective evidence that a financial asset or a group of financial assets is impaired, such as a significant or prolonged decline in the fair value of an investment in an equity investment below its costs. Financial assets other than investments in subsidiaries, associates and jointly controlled entities are further categorised into the following classifications for the measurement after initial recognition.

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

Investments in securities held for trading are classified as financial assets at fair value through profit or loss included in current assets and are stated in the balance sheet at fair value. Derivatives are also categorised as held for trading unless they are designated as hedges. Gain or loss on the fair value changes of financial assets at fair value through profit or loss is recognised in profit or loss.

4. 主要會計政策概要(續)

(h) 金融資產

(i) 按公平值計入損益之金融資 產

財務報表附註

For the year ended 31 March 2012 截至二零一二年三月三十一日止年度

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

(h) Financial assets (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. They are subsequently carried at amortised cost using the effective interest method. They arise when the Group provides money, goods or services directly to a debtor with no intention of trading the receivable. They are included in current assets, except for maturities greater than 12 months after the balance sheet date which are classified as non-current assets. The Group's loans and receivables comprise "Trade and other receivables" and "Cash and cash equivalents" in the consolidated balance sheet.

(i) Inventories

Properties held for sale

Properties held for sale are stated at the lower of cost and net realisable value. Cost includes the acquisition cost, architect's fees and other direct costs attributable to such properties.

Rare resources and building materials

Inventories are stated at the lower of cost and net realisable value. Cost is calculated using the weighted average cost formula and comprises all cost of purchase, cost of conversion and other costs incurred in bringing the inventories to their present location and condition. Net realisable value is determined on the basis of anticipated sale proceeds less estimated selling expenses.

When inventories are sold, the carrying amount of those inventories is recognised as an expense in the period in which the related revenue is recognised. The amount of any write-down of inventories to net realisable value and all losses of inventories are recognised as an expense in the period the write-down or loss occurs. The amount of any reversal of any write-down of inventories is recognised as a reduction in the amount of inventories recognised as an expense in the period in which the reversal occurs.

4. 主要會計政策概要(續)

(h) 金融資產(續)

(ii) 貸款及應收賬項

貸款及應收賬項並非於活 躍市場報價而具備固定或 可釐定款項之非衍生工具金 融資產,其後運用實際利率 法按攤銷成本入賬。當本集 **国直接向债務人提供款項、** 貨物或服務且無意買賣應收 款項,則產生貸款及應收賬 項。此等款項包括於流動資 產內,惟不包括到期日為結 算日起計12個月之後者。該 等款項會列作非流動資產。 本集團貸款及應收賬項包括 綜合資產負債表內的「應收貿 易及其他賬項」及「現金及現 金等額項目 |。

(i) 存貨

持作出售物業

持作出售物業按成本及可變現淨 值之較低者列賬。成本包括收購 成本、建築設計費及其他涉及有 關物業之直接成本。

稀有資源及建築材料

存貨按成本及可變現淨值較低者 列賬。成本使用加權平均成本 式計算,包括所有收購成本、轉 換成本及存貨達到現有地點及 設引致之其他成本。可變現 根據預期銷售所得款項減估計銷 售開支釐定。

財務報表附註

For the year ended 31 March 2012 截至二零一二年三月三十一日止年度

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

(j) Properties under development

Properties under development are stated at the lower of cost and net realisable value. Net realisable value is determined by reference to estimated sales proceeds of the properties sold in the ordinary course of business less costs to complete development and estimated selling expenses.

Development cost of properties comprises land use rights, construction costs, borrowing costs and professional fees as incurred during the development period. On completion, all development costs of the properties are transferred to completed properties held for sale as inventories.

(k) Trade and other receivables

Trade and other receivables are initially recognised at fair value and, after initial recognition, at amortised cost less any allowance for impairment of bad and doubtful debts, except for the following receivables:

- interest-free loans made to related parties without any fixed repayment terms or the effect of discounting being immaterial, that are measured at cost less any allowance for impairment of bad and doubtful debts; and
- short term receivables with no stated interest rate and the effect of discounting being immaterial, that are measured at their original invoiced amount less any allowance for impairment of bad and doubtful debts.

4. 主要會計政策概要(續)

(i) 開發中物業

開發中物業以成本及可變現淨值 兩者中較低者列賬。可變現淨值 乃參考物業於日常業務過程中出 售之估計出售所得款項減完成開 發之成本及估計出售開支釐定。

物業之開發成本包括土地使用權、建築成本、借款成本及開發期間產生之專業費用。於完成時,物業之所有開發成本轉撥至持作出售之已完成物業作為存貨。

(k) 應收貿易及其他賬項

應收貿易及其他賬項初步按公平 值確認入賬,於初步確認後,則 按攤銷成本減去任何呆壞賬減值 撥備列賬,以下應收款項除外:

- 向關連人士提供沒有任何固定還款期的免息貸款或其貼現影響並不重大,則應收款項須按成本減呆壞賬減值撥備列賬;及
- 免息短期應收賬項及其貼現 影響並不重大,則應收款項 須按其原來發票值減去任何 呆壞賬減值撥備列賬。

財務報表附註

For the year ended 31 March 2012 截至二零一二年三月三十一日止年度

4. SUMMARY OF SIGNIFICANT ACCOUNTING 4. POLICIES (continued)

(I) Impairment of assets

(i) Impairment of investments in equity securities and other receivables

Investment in equity securities (other than investments in subsidiaries: see note (ii) below) and other current and non-current receivables that are stated at cost or amortised cost or are classified as available-for-sale securities are reviewed at each balance sheet date to determine whether there is objective evidence of impairment. Objective evidence of impairment includes observable data that comes to the attention of the Group about one or more of the following loss events:

- significant financial difficulty of the debtor;
- a breach of contract, such as a default or delinquency in interest or principal payments;
- it becoming probable that the debtor will enter bankruptcy or other financial reorganisation;
- significant changes in the technological, market, economic or legal environment that have an adverse effect on the debtor; and
- a significant or prolonged decline in the fair value of an investment in an equity instrument below its cost.

4. 主要會計政策概要(續)

(1) 資產減值

(i) 股本證券投資及其他應收款 項減值

- 債務人有重大財務困難;
- 一違反合約,如拖欠利息或本金的償還;
- 債務人可能破產或進行 其他財務重組;
- 科技、市場、經濟或法 律環境有重大的改變而 對債務人有不利影響: 及
- 股本工具投資的公平值 大幅或長期下跌至低於 其成本值。

財務報表附註

For the year ended 31 March 2012 截至二零一二年三月三十一日止年度

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

(I) Impairment of assets (continued)

- (i) Impairment of investments in equity securities and other receivables (continued)
 If any such evidence exists, any impairment loss is determined and recognised as follows:
 - For investments in subsidiaries, the impairment loss is measured by comparing the recoverable amount of the investment with its carrying amount in accordance with Note 4(l)(ii). The impairment loss is reversed if there has been a favourable change in the estimates used to determine the recoverable amount in accordance with Note 4(l)(ii).
 - For unquoted equity securities carried at cost, the impairment loss is measured as the difference between the carrying amount of the financial asset and the estimated future cash flows, discounted at the current market rate of return for a similar financial asset where the effect of discounting is material. Impairment losses for equity securities are not reversed.

4. 主要會計政策概要(續)

(1) 資產減值(續)

- (i) 股本證券投資及其他應收款 項減值(續) 如有任何此類證據存在,則 會釐定任何減值虧損並按以 下方式確認:
 - 一 就於附屬公司之投資而言,減值虧損透過根據 附註4(l)(ii)比較投資可 收回金額與其賬面值計 量。倘根據附註4(l)(ii) 用於釐定可收回金額, 估計發生有利變動,則 減值虧損被撥回。
 - 一 就以成本列賬的無報價 股本證券而言,減值虧, 損是以財務資產的賬 值與以同類財務資稅 值與以同類財務折現 當時市場回報率折現(倘 折現會造成重大影響)的 預計未來現金流量之證 的差額計量。股本證 的減值虧損不予機回。

財務報表附註

For the year ended 31 March 2012 截至二零一二年三月三十一日止年度

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

(I) Impairment of assets (continued)

- (i) Impairment of investments in equity securities and other receivables (continued)
 - For trade and other current receivables and other financial assets carried at amortised cost, the impairment loss is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows, discounted at the financial asset's original effective interest rate (i.e. the effective interest rate computed at initial recognition of these assets), where the effect of discounting is material. This assessment is made collectively where financial assets carried at amortised cost share similar risk characteristics, such as similar past due status, and have not been individually assessed as impaired. Future cash flows for financial assets which are assessed for impairment collectively are based on historical loss experience for assets with credit risk characteristics similar to the collective group.

If in a subsequent period the amount of an impairment loss decreases and the decrease can be linked objectively to an event occurring after the impairment loss was recognised, the impairment loss is reversed through profit or loss. A reversal of an impairment loss shall not result in the asset's carrying amount exceeding that which would have been determined had no impairment loss been recognised in prior years.

4. 主要會計政策概要(續)

(I) 資產減值(續)

- (i) 股本證券投資及其他應收款 項減值(續)
 - 就以攤銷成本列賬的貿 易及其他流動應收款項 及其他財務資產而言, 減值虧損是以資產的賬 面值與以其初始實際利 率(即在初步確認有關 資產時計算的實際利率) 折現的預計未來現金流 量現值之間的差額計量 (倘折現的影響重大)。 如按攤銷成本列賬的金 融資產具備類似的風險 特徵,例如類似的逾期 情況及並未單獨被評估 為減值,則有關的評估 會同時進行。金融資產 的未來現金流量會根據 與被評估資產具有類似 信貸風險特徵資產的過 往虧損情況來一同減值。

財務報表附註

For the year ended 31 March 2012 截至二零一二年三月三十一日止年度

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

(I) Impairment of assets (continued)

(i) Impairment of investments in equity securities and other receivables (continued) Impairment losses are written off against the corresponding assets directly, except for impairment losses recognised in respect of trade debtors included within trade and other receivables, whose recovery is considered doubtful but not remote. In this case, the allowance for impairment of bad and doubtful debts are recorded using an allowance account. When the Group is satisfied that recovery is remote, the amount considered irrecoverable is written off against trade debtors and bills receivable directly and any amounts held in the allowance account relating to that debt are reversed. Subsequent recoveries of amounts previously charged to the allowance account are reversed against the allowance account. Other changes in the allowance account and subsequent recoveries of amounts previously written off directly are recognised in profit or loss.

(ii) Impairment of other assets

Internal and external sources of information are reviewed at each balance sheet date to identify indicators that the following assets may be impaired or, except in the case of goodwill, an impairment loss previously recognised no longer exists or may have decreased:

- property, plant and equipment (other than properties carried at revalued amounts);
- pre-paid interests in land use rights classified as being held under an operating lease;
- intangible assets; and
- goodwill.

4. 主要會計政策概要(續)

(I) 資產減值(續)

(i) 股本證券投資及其他應收款 項減值(續)

> 因包含在應收貿易及其他款 項中的應收貿易賬項的可收 回性被視為難以預料而並 非微平其微,就其確認的減 值虧損不會從相應的資產中 直接撇銷。在此情況下,呆 壞賬之減值撥備應以備抵賬 入賬。當本集團認為該等賬 項不可能收回,不可收回的 金額直接與貿易應收款及應 收票據抵銷,任何在備抵賬 內有關該欠款之金額應該撥 回。隨後收回先前在該備抵 賬項扣除之金額應從該備抵 賬內撥回。備抵賬之其他變 動及隨後收回先前所撇銷之 金額應直接在損益確認。

(ii) 其他資產減值

於每個結算日均會審閱內部及外部資料,以識別下列資產是否可能出現減值跡象或(商譽除外)之前已確認的減值虧損是否不再存在或已減少:

- 物業、廠房及設備(按重 估值列賬的物業除外);
- 島類為按經營租賃持有 的土地使用權的預付權 益:
- 無形資產;及
- 商譽。

財務報表附註

For the year ended 31 March 2012 截至二零一二年三月三十一日止年度

4. SUMMARY OF SIGNIFICANT ACCOUNTING 4 POLICIES (continued)

(I) Impairment of assets (continued)

(ii) Impairment of other assets (continued)

If any such indication exists, the asset's recoverable amount is estimated. In addition, for goodwill, intangible assets that are not yet available for use and intangible assets that have indefinite useful lives, the recoverable amount is estimated annually whether or not there is any indication of impairment.

Calculation of recoverable amount

The recoverable amount of an asset is the greater of its net selling price and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of time value of money and the risks specific to the asset. Where an asset does not generate cash flows largely independent of those from other assets, the recoverable amount is determined for the smallest group of assets that generates cash inflows independently (i.e. cash-generated unit).

Recognition of impairment losses

An impairment loss is recognised in profit or loss whenever the carrying amount of an asset, or the cash-generating unit to which it belongs, exceeds its recoverable amount. Impairment losses recognised in respect of cash-generating units are allocated first to reduce the carrying amount of any goodwill allocated to the cash-generated units (or group of units) and then, to reduce the carrying amount of the other assets in the unit (or group of units) on a pro rata basis, except that the carrying value of an asset will not be reduced below its individual fair value less costs to sell, or value in use, if determinable.

4. 主要會計政策概要(續)

(1) 資產減值(續)

(ii) 其他資產減值(續)

如果發現有減值跡象,則會 估計該資產的可收回數額 此外,就商譽、尚未明 用之無形資產及具有無限可 使用年期之無形資產而言,以 須每年估計可收回金額,以 確定是否存在任何減值跡象

- 計算可收回金額

資產的可收回金額以其 銷售淨價和使用價值兩 者中的較高者為準。在 評估使用價值時,會使 用除税前折現率將估計 未來現金流量折現至現 值。該折現率應是反映 市場當時所評估的貨幣 時間價值和該資產的獨 有風險。如果資產並不 能獨立於其他資產而產 生大量現金流入,則以 資產所屬的可獨立產生 現金流入的最小組別資 產(即現金產生單位)來 釐定可收回金額。

- 確認減值虧損

財務報表附註

For the year ended 31 March 2012 截至二零一二年三月三十一日止年度

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

(I) Impairment of assets (continued)

- (ii) Impairment of other assets (continued)
 - Reversals of impairment losses

In respect of assets other than goodwill, an impairment loss is reversed if there has been a favourable change in the estimates used to determine the recoverable amount. An impairment loss in respect of goodwill is not reversed.

A reversal of an impairment loss is limited to the asset's carrying amount that would have been determined had no impairment loss been recognised in prior years. Reversals of impairment losses are credited to profit or loss in the year in which the reversals are recognised.

(m) Cash and cash equivalents

Cash and cash equivalents comprise cash at bank and on hand, demand deposits with banks and other financial institutions, and short-term, highly liquid investments that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value, having been within three months of maturity at acquisition.

4. 主要會計政策概要(續)

(I) 資產減值(續)

- (ii) 其他資產減值(續)
 - 減值虧損撥回

就商譽以外之資產而言,倘用以釐定可收回金額的估計出現有利轉變,則撥回減值虧損。商譽減值虧損概不撥回。

減值虧損的撥回僅限於資產的賬面值(在以往年度內並無確認任何減值虧損的情況下原應釐定額)。減值虧損的撥回在確認撥回的年度內撥入損益。

(m) 現金及現金等額項目

現金及現金等額項目包括銀行存款及現金、在銀行及其他金融機構的活期存款以及流動性極高的短期投資。這些投資可以即時轉換為已知金額的現金,而在價值變動方面的風險並不巨大,且獲取時的到期日在三個月之內。

財務報表附註

For the year ended 31 March 2012 截至二零一二年三月三十一日止年度

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

(n) Share capital

Ordinary shares are classified as equity.

Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceeds.

Where any group company purchases the Company's equity share capital (Treasury shares), the consideration paid, including any directly attributable incremental costs (net of income taxes), is deducted from equity attributable to the Company's equity shareholders until the shares are cancelled, reissued or disposed of. Where such shares are subsequently sold or reissued, any consideration received, net of any directly attributable incremental transaction costs and the related income tax effects, is included in equity attributable to the Company's equity shareholders.

(o) Trade and other payables

Trade and other payables are initially recognised at fair value. Except for financial guarantee liabilities (if any) measured in accordance with Note 4(t)(i), trade and other payables are subsequently stated at amortised cost except for the following payables:

- short-term payables with no stated interest rate and the effect of discounting being immaterial, that are measured at their original invoiced amount; and
- interest free loans from related parties without any fixed repayment terms or the effect of discounting being immaterial, that are measured at cost.

4. 主要會計政策概要(續)

(n) 股本

普诵股被列為權益。

直接歸屬於發行新股或購股權之 新增成本(除税後)在權益中列為 所得款之扣減。

倘任何集團公司購買本公司之權 益股本(庫存股份),所支付之代 價(包括任何增加之直接應佔成本 (扣除所得税))從本公司權 東應佔之權益中扣除,直至 被註銷、重新發行或出售或 份有關股份其後被出售或 行,則任何所收取之代價(本 及 關所得稅影響)計入本公司權益股 東應佔之權益。

(o) 應付貿易及其他賬項

應付貿易及其他賬項按公平值確認。除根據附註4(t)(i)計算之財務擔保負債外(如有),應付貿易及其他賬項其後按攤銷成本入賬,不包括以下應付賬項:

- 免息短期應付賬項而或其貼 現影響並不重大,則應付款 項須按其原來發票值列賬;及
- 由關連人士提供無固定還款 期的免息貸款或其貼現影響 並不重大,則應付款項須按 成本列賬。

財務報表附註

For the year ended 31 March 2012 截至二零一二年三月三十一日止年度

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

(p) Bank and other borrowings

Bank and other borrowings are recognised initially at fair value, net of transaction costs incurred. Transaction costs are incremental costs that are directly attributable to the acquisition, issue or disposal of a financial asset or financial liability, including fees and commissions paid to agents, advisers, brokers and dealers, levies by regulatory agencies and securities exchanges, and transfer taxes and duties. Bank and other borrowings are subsequently stated at amortised cost; any difference between the proceeds (net of transaction costs) and the redemption value is recognised in profit or loss over the period of the borrowings using the effective interest method.

Bank and other borrowings are classified as current liabilities unless the Group has an unconditional right to defer settlement of the liability for at least 12 months after the balance sheet date.

(q) Convertible note

Convertible note which contain an equity component are accounted for as follows:

Convertible note that can be converted to equity share capital at the option of the holder, where the number of shares that would be issued on conversion and the value of the consideration that would be received at that time do not vary, are accounted for as compound financial instruments which contain both a liability component and an equity component.

4. 主要會計政策概要(續)

(p) 銀行及其他借貸

除非本集團可無條件將償還負債 的期限延至結算日起計最少12個 月後,否則銀行及其他借貸均列 作流動負債。

(q) 可換股票據

含有股本部份之可換股票據入賬 如下:

持有人可選擇轉換為權益股本之 可換股票據,倘轉換時將予發行 之股份數目及當時將予收取之代 價價值並無改變,則入賬為包含 負債部份及股本部份之複合金融 工具。

財務報表附註

For the year ended 31 March 2012 截至二零一二年三月三十一日止年度

4. SUMMARY OF SIGNIFICANT ACCOUNTING 4 POLICIES (continued)

(q) Convertible note (continued)

An initial recognition the liability component of the convertible notes is measured as the present value of the future interest and principal payments, discounted at the market rate of interest applicable at the time of initial recognition to similar liabilities that do not have a conversion option. Any excess of proceeds over the amount initially recognised as the liability component is recognised as the equity component. Transaction costs that relate to the issue of a compound financial instrument are allocated to the liability and equity components in proportion to the allocation of proceeds.

The liability component is subsequently carried at amortised cost. The interest expense recognised in profit or loss on the liability component is calculated using the effective interest method. The equity component is recognised in the convertible note reserve until either the note is converted or redeemed.

If the note is converted, the convertible note reserve, together with the carrying amount of the liability component at the time of conversion, is transferred to share capital and share premium as consideration for the shares issued. If the note is redeemed, the convertible note reserve is released directly to accumulated losses.

4. 主要會計政策概要(續)

(q) 可換股票據(續)

負債部份其後按攤銷成本列賬。 於損益確認之負債部份利息開支 以實際利息法計算。股本部份於 可換股票據儲備確認,直至票據 獲轉換或贖回為止。

倘票據獲轉換,可換股票據儲備 連同負債部份賬面值於轉換時轉 撥至股本及股份溢價,作為發行 股份之代價。倘票據獲贖回,可 換股票據儲備直接撥回累計虧損。

財務報表附註

For the year ended 31 March 2012 截至二零一二年三月三十一日止年度

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

(r) Income tax

Income tax for the year comprises current tax and movements in deferred tax assets and liabilities. Current tax and movements in deferred tax assets and liabilities are recognised in profit or loss except to the extent that they relate to items recognised in other comprehensive income or directly in equity, in which case the relevant amounts of tax are recognised in other comprehensive income or directly in equity, respectively.

Current tax is the expected tax payable on the taxable income for the year, using tax rates (and laws) enacted or substantively enacted at the balance sheet date, and any adjustment to tax payable in respect of previous years.

Deferred tax is provided in full, using the liability method, on temporary differences arising between tax bases of assets and liabilities and their carrying amounts in the financial statements. However, if the deferred tax arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting nor taxable profit or loss, it is not accounted for. The amount of deferred tax is measured based on the expected manner of realisation or settlement of the carrying amount of the assets and liabilities, using tax rates enacted or substantively enacted at the balance sheet date. Deferred tax assets and liabilities are not discounted.

Deferred tax assets are recognised to the extent that it is probable that future taxable profit will be available against which the temporary differences can be utilised. Deferred tax assets also arise from unused tax losses and unused tax credits.

At each balance sheet date, the Group reviews and assesses the recognised and unrecognised deferred tax assets and the future taxable profit to determine whether any recognised deferred tax assets should be derecognised and any unrecognised deferred tax assets should be recognised.

4. 主要會計政策概要(續)

(r) 所得税

本年度之所得税包括本期税項及 遞延税項資產及負債之變動動 項及遞延税項資產及負債產 變動均在損益確認,但與於確 全面收益確認或直接於權益 之相關稅項金額,則分別確認 之面收益或直接於權益內確認。

本期税項為預計應付税項就本年 度應課税收入按結算日已實行或 實質實行税率(及法律)計算,並 就過往年度之應付税項作出調整。

遞延税項資產乃確認至可能出現 的暫時性差額可用作抵銷未來應 課税溢利。遞延税資產也可以由 未利用的税務虧損和未利用的税 款抵減產生。

於各結算日,本集團檢討及評估已確認及未確認遞延税項資產及未來應課稅溢利,以釐定任何已確認遞延稅項資產是否應不再確認及任何未確認遞延稅項資產是否應予以確認。

財務報表附註

For the year ended 31 March 2012 截至二零一二年三月三十一日止年度

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

(r) Income tax (continued)

Deferred tax asset is provided on temporary differences arising on investments in subsidiaries, except where the timing of the reversal of the temporary differences is controlled by the Group and it is probable that the temporary difference will not reverse in the foreseeable future.

(s) Employee benefits

(i) Retirement benefit costs

Payments to defined contribution plans under the mandatory provident fund scheme and state-managed retirement benefits scheme are charged as expenses as they fall due.

(ii) Share-based payments

For grants of share options that are conditional upon satisfying specified vesting conditions, the fair value of services received is determined by reference to the fair value of share options granted at the grant date and is expensed on a straight-line basis over the vesting period, with a corresponding increase in equity (share options reserve). At the balance sheet date, the Group revises its estimates of the number of options that are expected to ultimately vest. The impact of the revision of the original estimates, if any, is recognised in profit or loss such that the cumulative expense reflects the revised estimate, with a corresponding adjustment to share options reserve. For share options that are vested at the date of grant, the fair value of the share options granted is expensed immediately to profit or loss.

At the time when the share options are exercised, the amount previously recognised in share options reserve will be transferred to share premium. When the share options are forfeited after the vesting date or are still not exercised at the expiry date, the amount previously recognised in share options reserve will be transferred to accumulated losses.

4. 主要會計政策概要(續)

(r) 所得税(續)

遞延税項資產乃按於附屬公司之 投資所產生暫時差額計提撥備, 惟若本集團可控制撥回暫時差額 之時間及暫時差額有可能於可見 將來不會撥回之情況除外。

(s) 員工福利

(i) 退休福利成本

向強制性公積金計劃及中國 國家管理之退休福利計劃之 定額供款於到期支付時列為 開支。

(ii) 以股份為基礎之付款

就授予購股權(須待達成指定 歸屬條件後方可作實)而言, 所獲服務之公平值乃參考所 獲授購股權於授出日期之公 平值釐定,於歸屬期以直線 法基準支銷,並於權益(購股 權儲備)作出相應增加。於結 算日,本集團修訂其預期最 終歸屬之購股權估計數目, 修訂原估計之影響(如有) 於損益賬確認,以使累計開 支反映經修訂之估計,並於 購股權儲備作相應調整。就 授出日期已歸屬之購股權而 言,已授出購股權之公平值 隨即於損益賬支銷。

於購股權獲行使時,過往於購股權儲備確認之金額將轉撥至股份溢價。倘購股權於歸屬日期後被沒收,或於屆滿日仍未行使,過往於購股權儲備確認之金額將轉撥至累計虧損。

財務報表附註

For the year ended 31 March 2012 截至二零一二年三月三十一日止年度

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

(t) Financial guarantees issued, provisions and contingent liabilities

of a debt instrument.

(i) Financial guarantees issued
Financial guarantees are contracts that require
the issuer (i.e. the guarantor) to make specified
payment to reimburse the beneficiary of the
guarantee (the "holder") for a loss the holder
incurs because a specified debtor fails to make
payment when due in accordance with the terms

Where the Group issues a financial guarantee, the fair value of the guarantee (being the transaction price, unless the fair value can otherwise be reliably estimated) is initially recognised as deferred income within trade and other payables. Where consideration is received or receivable for the issuance of the guarantee, the consideration is recognised in accordance with the Group's policies applicable to that category of asset. Where no such consideration is received or receivable, an immediate expense is recognised in profit or loss on initial recognition of any deferred income.

The amount of the guarantee initially recognised as deferred income is amortised in profit or loss over the term of the guarantee as income from financial guarantees issued. In addition, provisions are recognised in accordance with note (iii) below if and when (i) it becomes probable that the holder of the guarantee will call upon the Group under the guarantee and (ii) the amount of that claim on the Group is expected to exceed the amount currently carried in trade and other payables in respect of that guarantee, i.e. the amount initially recognised, less accumulated amortisation.

4. 主要會計政策概要(續)

(t) 已發出財務擔保合約、撥備及或 然負債

(i) 已發出財務擔保合約 財務擔保合約指發出人(即擔保人)須由於個別債務人未 有根據債務文據條款於到期 時支付款項,而作出指定付 款以償付擔保受益人(「持有 人」)所產生虧損之合約。

財務報表附註

For the year ended 31 March 2012 截至二零一二年三月三十一日止年度

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

(t) Financial guarantees issued, provisions and contingent liabilities (continued)

(ii) Contingent liabilities acquired in business combinations

Contingent liabilities acquired as part of a business combination are initially recognised at fair value, provided the fair value can be reliably measured. After their initial recognition at fair value, such contingent liabilities are recognised at the higher of the amount initially recognised, less accumulated amortisation where appropriate, and the amount that would be determined in accordance with note (iii) below. Contingent liabilities acquired in a business combination that cannot be reliably fair valued are disclosed in accordance with note (iii) below.

(iii) Other provisions and contingent liabilities

Provisions are recognised for other liabilities of uncertain timing or amount when the Group 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.

4. 主要會計政策概要(續)

(t) 已發出財務擔保合約、撥備及或 然負債(續)

(ii) 於業務合併中獲得之或然負 債

(iii) 其他撥備及或然負債

財務報表附註

For the year ended 31 March 2012 截至二零一二年三月三十一日止年度

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

(u) Revenue recognition

Revenue is measured at the fair value of the consideration received or receivable. Revenue excludes value added and business taxes, and is after deduction of trade discounts, if any.

Provided it is probable that the economic benefits will flow to the Group and the revenue and the costs, if applicable, can be measured reliably, revenue is recognised in profit or loss as follows:

- (i) Revenue arising from rare resources is recognised when the Group has transferred to the customer the significant risks and rewards of ownership of the goods.
- (ii) Revenue arising from gamma ray irradiation services is recognised in the accounting period in which the services are rendered.
- (iii) Revenue arising from property management is recognised in the accounting period in which the services are rendered.
- (iv) Rental income is recognised on a straight line basis over the term of the relevant lease.
- (v) Revenue from sales of properties is recognised when the Group has delivered the relevant properties to the purchaser and the collectability of related receivable is reasonably assured.

4. 主要會計政策概要(續)

(u) 收入之確認

收入按已收或應收代價之公平值 計量。收入不包括增值及商業税 項,並已扣除貿易折讓(如有)。

倘若經濟利益將可能流入本集團 及收入及成本(如適用)能夠可靠 地予以計量,則收入於損益表中 確認如下:

- (i) 稀有資源產生之收入於本集 團將商品所有權之重大風險 及報償轉移至客戶時確認。
- (ii) 伽瑪射線照射服務之收入乃 於提供服務之會計期間確認。
- (iii) 物業管理產生之收入於提供 服務之會計期間確認。
- (iv) 租金收入乃於有關租賃期內 以百線法確認。
- (v) 出售物業產生之收入乃當本 集團已向買方交付有關物業 且相關應收款項之收取有合 理保證。

財務報表附註

For the year ended 31 March 2012 截至二零一二年三月三十一日止年度

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

(u) Revenue recognition (continued)

- (vi) When the renovation services are provided and the outcome of the renovation project can be estimated reliably, renovation service income is recognised on the percentage of completion method measured by reference to the value of work carried out during the year. When the outcome of a renovation project cannot be measured reliably, revenue is recognised only to the extent of the project costs incurred that it is probable will be recoverable.
- (vii) Sales of building materials are recognised when they are delivered and title has passed.
- (viii) Realised gain or loss on investments held for trading is recognised on a trade date basis whilst unrealised gain or loss on investments held for trading is recognised to restate to their fair value on the balance sheet date.
- (ix) Interest income is recognised as it accrues using the effective interest method.
- (x) Dividend income from investments is recognised when the Group's rights to receive payment have been established prior to the balance sheet date.

4. 主要會計政策概要(續)

(u) 收入之確認(續)

- (vi) 當裝修服務已提供,及該裝修項目之結果能夠可靠估計,則按完成百分比法,等年內所進行工程價值裝修服務之收入。當裝修服務之收入。當裝修項目之結果不能可靠地估計,則按可能收回之項目成本確認。
- (vii) 出售建築材料之收入於付運 及所有權轉移時確認。
- (viii) 持有作買賣投資之變現收益或虧損乃於買賣日期確認,而持有作買賣投資之未變現收益或虧損乃於彼等之公平值在結算日重新申報時確認。
- (ix) 利息收入乃採用實際利率法 於產生時予以確認。
- (x) 投資之股息收入乃於本集團 收取款項之權利已於結算日 前確立時確認。

財務報表附註

For the year ended 31 March 2012 截至二零一二年三月三十一日止年度

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

(v) Foreign currencies 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 HK dollars, which
is the Company's functional and the Group's
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, except those arising from foreign currency borrowings used to hedge a net investment in a foreign operation which are recognised in other comprehensive income.

Translation differences on non-monetary items, such as equity instruments held at fair value through profit or loss, are reported as part of the fair value gain or loss. Translation differences on non-monetary items, such as equities classified as available-for-sale financial assets, are recognised in other comprehensive income and accumulated separately in equity in the fair value reserve.

4. 主要會計政策概要(續)

(v) 外幣換算

(i) 功能及呈列貨幣

本集團各實體之財務報表所包含之項目均以該實體營運 所在之主要經濟環境之貨幣 (「功能貨幣」)計量。綜合財 務報表以港幣呈列,為本公 司之功能及本集團之呈列貨 幣。

(ii) 交易及結餘

財務報表附註

For the year ended 31 March 2012 截至二零一二年三月三十一日止年度

4. SUMMARY OF SIGNIFICANT ACCOUNTING 4. 主要f POLICIES (continued)

(v) Foreign currencies translation (continued)

(iii) Group companies

The results and financial position of all the group entities (none of which has the currency of a hyperinflationary economy) that have a functional currency different from the presentation currency are translated into the presentation currency as follows:

- (a) assets and liabilities for each balance sheet presented are translated at the closing rate at the date of that balance sheet;
- (b) income and expenses for each financial statements 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) all resulting exchange differences are recognised in other comprehensive income and accumulated separately in equity in the exchange reserve.

On consolidation, exchange differences arising from the translation of the net investment in foreign entities, and of borrowings and other currency instruments designated as hedges of such investments, are recognised in other comprehensive income and accumulated separately in equity in exchange reserve. When a foreign operation is sold, such exchange differences are reclassified from equity to profit or loss when the profit or loss on disposal is recognised.

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

4. 主要會計政策概要(續)

(v) 外幣換算(續)

(iii) 集團公司

功能貨幣與呈列貨幣不同之 所有集團實體(各實體均無處 於惡性通貨膨脹經濟地區中) 之業績及財務狀況均按以下 方式換算為呈列貨幣:

- (a) 每項資產負債表中列示 的資產與負債均以資產 負債表之結算日的收市 匯率換算:
- (b) 每項收益表中列示的收入及費用按平均匯率換算(除非該平均匯價未能合理反映交易期間匯價的累計影響,則收入費用以交易日的匯價換算);及
- (c) 所有因匯價換算而產生 的差異於其他全面收益 中確認並於權益之匯兑 儲備內累計。

購入外國企業所產生的商譽 及公平值調整,乃作為該外 國公司的資產及負債處理, 並按年終收市匯率換算。

財務報表附註

For the year ended 31 March 2012 截至二零一二年三月三十一日止年度

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

(w) Borrowing costs

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

(x) 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 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.

4. 主要會計政策概要(續)

(w) 借貸成本

(x) 關連人士

- (a) 該名人士須符合以下條件 時,該名人士或其關係密切 的家族成員與本集團方有關 連:
 - (i) 對本集團擁有控制權;
 - (ii) 對本集團擁有重大影響; 或
 - (iii) 為本集團或本集團的母 公司之主要管理人員。

財務報表附註

For the year ended 31 March 2012 截至二零一二年三月三十一日止年度

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

(x) Related parties (continued)

- (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 entity is a member).
 - (iii) Both entities are joint ventures of the 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.
 - (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 (a)(i) has significant over 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.

4. 主要會計政策概要(續)

(x) 關連人士(續)

- (b) 實體符合以下任何條件時, 與本集團方有關連:
 - (i) 實體與本集團為同一集 團成員,即母公司、附 屬公司及同系附屬公司 各自彼此相互關連。
 - (ii) 某一實體為另一實體之 聯營公司或合營公司, 或為另一實體所屬集團 成員之聯營公司或合營 公司。
 - (iii) 實體均為同一第三方之 合營公司。
 - (iv) 實體為第三實體之合營 公司,而另一實體為第 三實體之聯營公司。
 - (v) 實體為本集團或與本集 團有關之實體之員工福 利的退休福利計劃。
 - (vi) 實體受(a)所界定人士控制或聯合控制。
 - (vii) (a)(i)所界定人士對實體 擁有重大影響或為實體 (或該名實體母公司)之 主要管理人員。

關係密切的家族成員為預期將會 影響與實體交易之該名人士或受 其影響之家族成員。

財務報表附註

For the year ended 31 March 2012 截至二零一二年三月三十一日止年度

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

(y) 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.

5. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS

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

4. 主要會計政策概要(續)

(y) 分部報告

營運分部及財務報表所呈報之各 分部項目金額,乃根據就分配資 源予本集團各項業務及地區分部 及評估其表現而定期提供予本集 團最高層管理人員之財務資料而 確定。

5. 關鍵會計估計及判斷

本集團經常評估所作之估計及判斷,並以過往經驗及其他因素(包括相信日後在若干情況下發生事件之合理預期) 為依據。

本集團就未來發展作出估計及假設。 該等會計估計,很少與有關實際結果 相同。有關附帶風險足以導致須於下 一財務年度就資產及負債賬面值作出 重大調整之估計及假設在下文論述。

財務報表附註

For the year ended 31 March 2012 截至二零一二年三月三十一日止年度

5. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS (continued)

(i) Allowance for impairment of trade and other receivables

The Group makes allowance for impairment of bad and doubtful debts based on an assessment of the recoverability of trade and other receivables. Allowances are applied to trade and other receivables where events or changes in circumstances indicate that the balances may not be collectible. The identification of impairment of bad and doubtful debts requires the use of judgement and estimates. Where the expectation is different from the original estimate, such difference will impact carrying value of receivables and allowances for impairment losses in the period in which such estimate has been changed.

(ii) Estimation of impairment of goodwill

The Group tests annually whether goodwill has suffered any impairment, in accordance with the accounting policy stated in Note 4(l). The recoverable amounts of cash-generating units have been determined based on value in use calculations. These calculations require the use of estimates (Note 18).

(iii) Amortisation of intangible asset

Intangible asset is amortised on a straight-line basis over its estimated useful lives in accordance with the accounting policy stated in Note 4(d). The determination of the useful lives involves management's estimation. The Group re-assesses the useful life of the intangible asset and, if the expectation differs from the original estimate, such a difference may impact the amount of amortisation charged to consolidated income statement during the year and the estimate will be changed in the future period.

5. 關鍵會計估計及判斷(續)

(i) 應收貿易及其他賬項之減值撥備

(ii) 估計商譽減值

本集團每年根據列載於附註4(I)之會計政策測試商譽有否減值。現金產生單位之可收回金額經已按價值使用計算法釐定。該等計算需使用估計(附註18)。

(iii) 無形資產攤銷

根據附註4(d)內列載之會計政策,無形資產按直線基準於其估計使用年期內予以攤銷。產定更用年期涉及管理層估計。本集團重估無形資產之使用年期,倘關差異可能影響本年度於綜合收納差數,而估計將之攤銷金額,而估計將於未來期間改變。

財務報表附註

For the year ended 31 March 2012 截至二零一二年三月三十一日止年度

5. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS (continued)

(iv) Income taxes

Deferred tax asset in relation to the unused tax losses of approximately HK\$248,785,000 (2011: HK\$274,204,000) was not recognised in the Group's consolidated balance sheet. The realisability of the deferred tax asset mainly depends on whether sufficient future profits or taxable temporary differences will be available in the future. In cases where the actual future profits generated are less than expected, a material reversal of deferred tax assets may arise, which would be recognised in profit or loss for the period in which such a reversal takes place.

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

6. SEGMENTAL INFORMATION

Business segments

For management purpose, the Group is organised into five (2011: four) major operating divisions – rare resources, gamma ray irradiation services, property development, rental and sales, trading of building materials and provision of renovation services, and securities trading and investment. These divisions are the basis on which the Group reports its primary segment information.

5. 關鍵會計估計及判斷(續)

(iv) 所得税

6. 分部資料

業務分部

就管理而言,本集團現時分為五個(二零一一年:四個)主要營運劃分一稀有資源、伽瑪射線照射服務、物業發展、租賃及銷售、建築材料貿易及提供裝修服務及證券買賣及投資。本集團按該等劃分申報主要分部資料。

財務報表附註

For the year ended 31 March 2012 截至二零一二年三月三十一日止年度

6. SEGMENTAL INFORMATION (continued)

6. 分部資料(續)

分部業績、資產及負債

以下呈列按業務分部分析之本集團營

業額、經營業績貢獻、分部資產及負

Segment results, assets and liabilities

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

債:

二零一二年 2012

		Rare resources 稀有資源 HK\$'000 千港元	Gamma ray irradiation services 伽瑪射線 照射服務 HK\$'000 千港元	Property development, rental and sales 物業 發展、租賃 及銷售 HK\$'000 千港元	Trading of building materials and provision of renovation services 建築材料貿易及提供裝修服務HK\$'000千港元	Securities trading and investment 證券買賣 及投資 HK\$'000 千港元	Unallocated 未分配 HK\$'000 千港元	Consolidated 綜合 HK\$'000 千港元
INCOME STATEMENT FOR THE YEAR ENDED 31 MARCH 2012	收益表 截至二零一二年 三月三十一日止年度	1 7870	17670	17670	1 /6/0	1 /8/0	17670	17870
REVENUE Turnover	收益 營業額	6	9,404	16,450	866			26,726
Segment results	分部業績	(25,787)	1,080	(7,793)	(392)	14,999		(17,893)
Unallocated other operating income	未分配其他營運收入							3
Unallocated corporate expenses	未分配公司開支							(34,808)
Loss from operations Finance costs	營運虧損融資成本							(52,698) (14,232)
Loss before taxation Taxation	除税前虧損税項							(66,930) 2,406
Loss before non-controlling interests	除非控股權益前虧損							(64,524)

財務報表附註

For the year ended 31 March 2012 截至二零一二年三月三十一日止年度

6. SEGMENTAL INFORMATION (continued)

6. 分部資料(續)

Segment results, assets and liabilities (continued) 2012 (continued)

分部業績、資產及負債(續) 二零一二年(續)

		Rare resources 稀有資源 HK\$'000 千港元	Gamma ray irradiation services 伽瑪射線 照射服務 HK\$'000 千港元	Property development, rental and sales 物果、租賃 及銷售 HK\$'000 千港元	Trading of building materials and provision of renovation services 建築材料貿易及提供裝修服務HK\$'000千港元	Securities trading and investment 證券買賣 及投資 HK\$'000 千港元	Unallocated 未分配 HK\$'000 千港元	Consolidated 綜合 HK\$'000 千港元
BALANCE SHEET AT 31 MARCH 2012	資產負債表 於二零一二年 三月三十一日							
ASSETS Segment assets Unallocated corporate assets	資產 分部資產 未分配公司資產	875,363	69,002	64,589	506	39,972	-	1,049,432 27,666
Consolidated total assets	綜合資產總值							1,077,098
LIABILITIES Segment liabilities Unallocated corporate liabilities	負債 分部負債 未分配公司負債	638,180	9,965	35,776	420	123	-	684,464 <u>32,221</u>
Consolidated total liabilities	綜合負債總額							716,685
OTHER INFORMATION FOR THE YEAR ENDED 31 MARCH 2012	其他資料 截至二零一二年 三月三十一日止年度							
Addition to goodwill Intangible asset Capital additions Depreciation and amortisation Net unrealised gains on financial assets at fair value through profit	新增商譽 無形增資產 新增資產本性支出 1 折舊公平攤銷計入損益之 金融資產之未變現 收益淨額	171,536 547,472 4,514 15,102	- - 50 4,701	- 543 73	- - - 7	- - - -	- - 69 309	171,536 547,472 5,176 20,192
or loss	N-TITE / J. HZ					9,486		9,486

財務報表附註

For the year ended 31 March 2012 截至二零一二年三月三十一日止年度

6. SEGMENTAL INFORMATION (continued) 6. 分部資料(續)

Segment results, assets and liabilities (continued) 分部業績、資產及負債(續) 二零一一年 2011 Trading of building materials Gamma Securities Property and provision trading ray irradiation development, of renovation and Consolidated services rental and sales services investment Unallocated 建築材料 物業 發展、租賃 貿易及提供 證券買賣 伽瑪射線 照射服務 及銷售 裝修服務 及投資 未分配 綜合 HK\$'000 HK\$'000 HK\$'000 HK\$'000 HK\$'000 HK\$'000 千港元 千港元 千港元 千港元 千港元 千港元 收益表 INCOME STATEMENT 截至二零一一年 FOR THE YEAR ENDED 三月三十一日止年度 31 MARCH 2011 REVENUE 收益 營業額 Turnover 6,966 22,385 1,122 30,473 Segment results 分部業績 297 (23,092)(1,523)(6,238)(30,556)Gain on disposal of a subsidiary 出售附屬公司收益 48,924 Unallocated other operating income 未分配其他營運收入 120 Unallocated corporate expenses 未分配公司開支 (44,986)Loss from operations 營運虧損 (26,498)Finance costs 融資成本 (558)Loss before taxation 除税前虧損 (27,056)Taxation 税項 (3,684)Loss before non-controlling interests 除非控股權益前虧損 (30,740)

財務報表附註

For the year ended 31 March 2012 截至二零一二年三月三十一日止年度

6. SEGMENTAL INFORMATION (continued)

6. 分部資料(續)

Segment results, assets and liabilities (continued) 2011 (continued)

分部業績、資產及負債(續)

二零一一年(續)

		Gamma ray irradiation services 伽瑪射線 照射服務 HK\$'000 千港元	Property development, rental and sales 物業 發展、租賃 及銷售 HK\$'000 千港元	Trading of building materials and provision of renovation services 建築材料貿易及提供裝修服務HK\$'000	Securities trading and investment 證券買賣 及投資 HK\$'000 千港元	Unallocated 未分配 HK\$'000 千港元	Consolidated 綜合 HK\$'000 千港元
BALANCE SHEET AT 31 MARCH 2011	資產負債表 於二零一一年三月三十一日						
ASSETS Segment assets Unallocated corporate assets	資產 分部資產 未分配公司資產	70,069	121,327	1,111	5,522	-	198,029 6,719
Consolidated total assets	綜合資產總值						204,748
LIABILITIES Segment liabilities Unallocated corporate liabilities	負債 分部負債 未分配公司負債	9,696	52,310	135	-	-	62,141
Consolidated total liabilities	綜合負債總額						99,606
OTHER INFORMATION FOR THE YEAR ENDED 31 MARCH 2011	其他資料 截至二零一一年 三月三十一日止年度						
Capital additions Depreciation and amortisation Impairment losses on other receivables Fair value gain on investment properties Net unrealised gains on financial assets at fair value through profit or loss	新增資本性支出 折舊及攤銷 其他應收賬項之減值虧損 投資物業之公平值收益 按公平值計入損益之 金融資產之未變現	13,547 3,705 –	61 163 1,346 1,098	- 58 - -	- - - -	467 246 – –	14,075 4,172 1,346 1,098
	收益淨額				1,018		1,018

財務報表附註

For the year ended 31 March 2012 截至二零一二年三月三十一日止年度

6. SEGMENTAL INFORMATION (continued)

Segment results, assets and liabilities (continued)

Revenue reported above represents revenue generated from external customers. There were no inter-segment sales during the year (2011: HK\$Nil).

Segment results represents the profit (loss) earned or incurred by each segment without allocation of central administration costs including directors' salaries, investment and other income, finance costs, and income tax expense. This is the measure reported to the chief operating decision maker for the purposes of resource allocation and assessment of segment performance.

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

- all assets are allocated to reportable segments other than current and deferred tax assets. Goodwill is allocated to reportable segments as described in Note 18. Assets used jointly by segments are allocated on the basis of the revenues earned by individual segments; and
- all liabilities are allocated to reportable segments other than certain borrowings and current and deferred tax liabilities. Liabilities for which segments are jointly liable are allocated in proportion to segment assets.

Geographical segments

All of the Group's operations are principally located in Hong Kong and the People's Republic of China (the "PRC"). The Group's administration is carried out in Hong Kong.

6. 分部資料(續)

分部業績、資產及負債(續)

上文所呈報之收益指來自外部客戶之 收益。於本年度並無內部銷售(二零 一一年:零港元)。

分部業績指在未分配重大行政費用(包括董事薪金、投資及其他收入、融資成本及所得税開支)前,由各分部所赚取或產生之溢利(虧損)。此為向主要經營決策者呈報以作資源分配及評估分部表現之方法。

就監察分部表現及在分部間分配資源 而言:

- 所有資產均分配至申報分部(惟本期及遞延税項資產除外)。商譽乃按照附註18所述分配至申報分部。各分部共同使用之資產乃根據個別分部所賺取之收益予以分配;及
- 所有負債均分配至申報分部(惟若 干借貸及本期及遞延税項負債除 外)。各分部共同承擔之負債則根 據分部資產之比例予以分配。

地區分部

本集團所有業務主要位於香港及中華 人民共和國(「中國」)。本集團之行政 工作於香港進行。

財務報表附註

For the year ended 31 March 2012 截至二零一二年三月三十一日止年度

6. SEGMENTAL INFORMATION (continued)

Geographical segments (continued)

An analysis of the Group's turnover by geographical market, irrespective of the origin of the goods and services, is presented below:

Hong Kong 香港 The PRC 中國

The following is an analysis of the carrying amount of segment assets, and additions to goodwill, intangible asset and property, plant and equipment, analysed by the geographical area in which the assets are located:

6. 分部資料(續)

地區分部(續)

以下呈列本集團按地區市場劃分之營 業額(不論產品及服務來源地)分析:

2012	2011
二零一二年	二零一一年
HK\$'000	HK\$'000
千港元	千港元
866	1,122
25,860	29,351
26,726	30,473
	-

以下為按資產所在地劃分之分部資產 賬面值以及新增商譽、無形資產及物 業、廠房及設備之分析:

Carrying amount of segment assets

Additions to goodwill, intangible asset and property, plant and equipment 新增商譽、無形資產及 物業、廠房及設備

分部資產賬面值

2012	2011	2012	2011
二零一二年	二零一一年	二零一二年	二零一一年
HK\$'000	HK\$'000	HK\$'000	HK\$'000
千港元	千港元	千港元	千港元
59,832	12,161	38	_
1,017,266	192,587	724,146	14,075
1,077,098	204,748	724,184	14,075

Hong Kong 香港 The PRC 中國

Information about major customers

During the year ended 31 March 2011, the Group's customer base was diversified and no single external customer exceeded 10% of the total turnover of the Group.

During the year ended 31 March 2012, revenue from a customer amounting to HK\$2,835,000 contributed over 10% of the total turnover of the Group.

有關主要客戶之資料

於截至二零一一年三月三十一日止年度,本集團之客戶基礎分散,並無單一之外部客戶超過本集團總營業額之 10%。

於截至二零一二年三月三十一日止年度,來自一名客戶之收入2,835,000港元對本集團總營業額的貢獻超過10%。

財務報表附註

For the year ended 31 March 2012 截至二零一二年三月三十一日止年度

7. TURNOVER, OTHER REVENUE AND GAINS, NET

Turnover represents the aggregate of the net amounts received and receivable from third parties during the year. An analysis of the Group's turnover, other revenue and gains, net is as follows:

7. 營業額、其他收入及收益,淨 額

營業額指年內從第三方已收及應收款 項淨額總數。本集團營業額、其他收 入及收益,淨額分析如下:

		2012 二零一二年 HK\$'000	2011 二零一一年 HK\$'000
		千港元	千港元
Turnover Rare resources Gamma ray irradiation services	營業額 稀有資源 伽瑪射線照射服務收入	6	-
income		9,404	6,966
Sale proceeds from properties held for sale	出售可出售物業所得款項	16,179	20,942
Properties management fees	物業管理費	_	369
Rental income from properties Renovation services	物業租金收入 裝修服務	271 161	1,074 111
Trading of building materials	建築材料貿易	705	1,011
		26,726	30,473
Other revenue and gains, net Interest income on financial assets not at fair value through profit	其他收入及收益,淨額 並非按公平值計入損益之 金融資產之利息收入		
or loss		27	24
Dividend income from listed investments	上市投資之股息收入	249	_
Net realised gains (losses) on financial assets at fair value	按公平值計入損益之 金融資產之已變現		
through profit or loss	收益(虧損)淨額	5,275	(7,321)
Net unrealised gains on financial assets at fair value through profit	按公平值計入損益之 金融資產之未變現收益淨額		
or loss		9,486	1,018
Gain on disposal of a subsidiary (Note 35)	出售附屬公司收益 <i>(附註35)</i>	_	48,924
Gain on disposal of investment	出售投資物業收益		
properties Fair value gain on investment	投資物業之公平值收益	_	8
properties (Note 16)	(附註16)	_	1,098
Bad debts recovered Reversal of allowance on	壞賬收回 撥回貿易應收賬項撥備,	5,114	_
trade receivables, net (Note 23)	淨額 <i>(附註23)</i>	192	_
Exchange gain Sundry income	匯兑收益 雜項收入	1,152 1,095	- 679
	// ///		
		22,590	44,430
		49,316	74,903
Gross proceeds from securities	證券買賣之收益總額		
trading	ログリ貝と以血総 領	98,389	36,585
		·	

財務報表附註

For the year ended 31 March 2012 截至二零一二年三月三十一日止年度

8. FINANCE COSTS

8. 融資成本

		2012	2011
		二零一二年	二零一一年
		HK\$'000	HK\$'000
		千港元	千港元
Interest on:	利息:		
Bank borrowing wholly repayable	須於五年內全數償還之		
within five years	銀行借貸	797	558
Other borrowings wholly repayable	須於五年內全數償還之		
within five years	其他借貸	10,387	_
Convertible note (Note 29)	可換股票據(附註29)	3,048	_
Total interest expense on financial	並非按公平值計入損益之		
liabilities not at fair value through	金融負債之總利息支出		
profit or loss		14,232	558

財務報表附註

For the year ended 31 March 2012 截至二零一二年三月三十一日止年度

9. LOSS BEFORE TAXATION

9. 除税前虧損

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

除税前虧損於扣除/(計入)下列項目 後得出:

		2012	2011
		二零一二年	二零一一年
		HK\$'000	HK\$'000
		千港元	千港元
Staff costs*	員工成本#		
- directors' remuneration (Note 10)	-董事酬金(附註10)	979	2,473
 basic salaries and other benefits 	-基本薪金及其他福利	7,951	9,085
- retirement benefits scheme	一退休福利計劃供款		
contributions		321	110
 share-based payments 	一以股份為基礎之付款	_	7,101
		9,251	18,769
Auditors' remuneration	核數師酬金	1,177	1,100
Depreciation and amortisation of	物業、廠房及設備折舊	·	•
property, plant and equipment*	及攤銷#	6,147	3,715
Amortisation of intangible asset	無形資產攤銷	13,537	_
Amortisation of land use rights	土地使用權攤銷	508	457
Loss on disposal of property, plant	出售物業、廠房及設備之虧損		
and equipment		1	14
Operating lease payments (Note 38)	經營租賃付款(附註38)	4,918	6,547
Cost of sales#	銷售成本#	30,957	25,777
Write-down of inventories	存貨撇減	9,826	317
Rental income net of direct outgoings	租金收入扣除直接支出		
of HK\$Nil (2011: HK\$Nil)	零港元(二零一一年:零港元)	(271)	(1,074)

^{*} Cost of sales includes HK\$4,632,000 (2011: HK\$3,452,000) relating to staff costs and depreciation expenses, which amount is also included in the respective total amounts disclosed separately above and other direct operating expenses of HK\$1,109,000 (2011: HK\$780,000).

^{*} 銷售成本包括與員工成本及折舊開支 有關之4,632,000港元(二零一一年: 3,452,000港元),該款項亦計入上文 分開披露之各自總額,其他直接經營 開支為1,109,000港元(二零一一年: 780,000港元)。

財務報表附註

For the year ended 31 March 2012 截至二零一二年三月三十一日止年度

10. DIRECTORS' REMUNERATION AND HIGHEST PAID INDIVIDUALS' EMOLUMENTS

10. 董事及最高薪酬人士之酬金

(a) Directors' emoluments

Directors' remuneration for the year, disclosed pursuant to The Rules Governing the Listing of Securities on the Stock Exchange and Section 161 of the Hong Kong Companies Ordinance, is as follows:

(a) 董事酬金

Retirement

根據聯交所證券上市規則及香港公司條例第161條披露之本年度董事酬金如下:

				benefits	Share-		
		Directors'	Salaries and	scheme	based	2012	2011
Name of directors		fees	allowances	contributions	payments	Total	Total
				退休福利	以股份為	二零一二年	二零一一年
董事名稱		董事袍金	薪金及津貼	計劃供款	基礎之付款	總計	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元
Executive directors	執行董事						
Mr. Ho Chi Ho (Note a)	何志豪先生 <i>(附註a)</i>	-	254	4	-	258	1,808
Mr. Wong King Shiu, Daniel	黄景兆先生 <i>(附註b)</i>						
(Note b)		-	118	3	-	121	-
Non-executive directors	非執行董事						
Mr. Ma Kwok Hung, Warren	馬國雄先生	120	-	-	-	120	133
Mr. Chow Siu Ngor	鄒小岳先生	120	-	-	-	120	133
Independent non-executive directors	獨立非執行董事						
Mr. Wong Hoi Kuen	黃海權先生	120	-	-	-	120	133
Mr. Chan Chi Yuen	陳志遠先生	120	-	-	-	120	133
Mr. Hung Hing Man	孔慶文先生	120				120	133
Total 2012	二零一二年總額	600	372	7		979	2,473
Total 2011	二零一一年總額	600	600	12	1,261		

Notes:

附註:

- (a) Resigned on 13 January 2012
- (b) Appointed on 13 January 2012

- (a) 於二零一二年一月十三日辭任
- (b) 於二零一二年一月十三日獲委任

財務報表附註

For the year ended 31 March 2012 截至二零一二年三月三十一日止年度

10. DIRECTORS' REMUNERATION AND HIGHEST PAID INDIVIDUALS' EMOLUMENTS (continued)

(b) Highest paid individuals

Of the five individuals with the highest emoluments in the Group, one (2011: one) was director of the Company whose emoluments are set out above. The emoluments of the remaining individuals were as follows:

Salaries and other benefits 薪金及其他福利
Retirement benefits scheme 退休福利計劃供款
contributions
Share-based payments 以股份為基礎之付款

The emoluments of the remaining highest paid individuals were within the following bands:

Up to HK\$1,000,000 1,000,000港元以內 HK\$1,000,001 1,000,001港元至 to HK\$2,000,000 2,000,000港元

During the year, no emoluments were paid by the Group to the five highest paid individuals, including directors and employees, as an inducement to join or upon joining the Group or as compensation for loss of office. None of the directors has waived any emoluments during the year.

10. 董事及最高薪酬人士之酬金

(b) 最高薪酬人士

本集團五名最高薪酬人士包括一名(二零一一年:一名)本公司董事,其酬金詳情載於上文。其餘人士之酬金如下:

2012	2011
二零一二年	二零一一年
HK\$'000	HK\$'000
千港元	千港元
1,721	2,686
31	46
_	155
1,752	2,887

其餘最高薪酬人士酬金介乎以下 範圍:

2012	2011
二零一二年	二零一一年
Number of	Number of
employees	employees
僱員人數	僱員人數
4	3
	1

年內,本集團並無向五名最高薪酬人士(包括董事及僱員)支付酬金,以作為加入本集團或於加入本集團之獎勵或離職之補償。年內並無董事放棄任何酬金。

財務報表附註

For the year ended 31 March 2012 截至二零一二年三月三十一日止年度

11.TAXATION IN THE CONSOLIDATED INCOME STATEMENT

11. 綜合收益表內之税項

		2012 二零一二年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元
Taxation in the consolidated income statement represents:	綜合收益表內之税項指:		
Overseas tax: Current year Under-provision in previous years	海外税項: 本年度 先前年度撥備不足	433	246
Deferred tax (Note 30): Origination and reversal of temporary differences	遞延税項(附註30): 暫時差異之產生及撥回	(2,839)	248 3,436
Taxation (credit)/charge	税項(抵免)/支出	(2,406)	3,684

No provision for Hong Kong Profits Tax has been made in the consolidated financial statements as the Company and its subsidiaries in Hong Kong have no assessable profits for both years. Taxation for the PRC subsidiaries is charged at the appropriate current rate of taxation ruling in the PRC.

由於本公司及其香港附屬公司於兩個 年度均無應課税溢利,故並無於財務 報表作出香港利得稅撥備。中國附屬 公司稅項乃按中國適用當期稅率繳納。

財務報表附註

For the year ended 31 March 2012 截至二零一二年三月三十一日止年度

11. TAXATION IN THE CONSOLIDATED INCOME STATEMENT (continued)

The taxation on the Group's loss before taxation differs from the theoretical amount that would arise using the domestic taxation rates applicable to losses of the consolidated companies as follows:

11. 綜合收益表內之税項(續)

本集團除稅前虧損之稅項與使用適用 於併入公司虧損之本地稅率所產生之 理論性金額有所不同,情況如下:

		2012 二零一二年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元
Loss before taxation	除税前虧損	(66,930)	(27,056)
Tax at the domestic income tax rate of 16.5% (2011: 16.5%)	按本地所得税税率16.5% (二零一一年:16.5%)		
	計算之税務	(11,044)	(4,464)
Tax effect of non-deductible expenses	不可扣税開支的税務影響	15,032	8,917
Tax effect of non-taxable income	不計税收入的税務影響	(2,354)	(12,487)
Tax effect of temporary differences	本年度未確認之暫時差異的		
not recognised for the year	税務影響	23	45
Tax effect of tax losses not	本年度未確認之税務虧損的		
recognised for the year	税務影響	1,196	9,543
Tax effect of utilisation of tax losses	動用先前未確認之税務虧損		
previously unrecognised	的税務影響	(2,418)	(87)
Effect of different tax rates of	在其他司法管轄區營業之		
subsidiaries operating in	附屬公司不同税率的影響		
other jurisdictions		(2,841)	2,215
Under-provision in previous years	先前年度撥備不足	_	2
Taxation (credit)/charge	税項(抵免)/支出	(2,406)	3,684

12. LOSS ATTRIBUTABLE TO EQUITY SHAREHOLDERS OF THE COMPANY

The loss attributable to equity shareholders of the Company has been dealt with in the financial statements of the Company to the extent of HK\$34,055,000 (2011: HK\$29,820,000).

12.本公司權益股東應佔虧損

本公司權益股東應佔虧損計有 34,055,000港元(二零一一年: 29,820,000港元)於本公司財務報表 內處理。

財務報表附註

For the year ended 31 March 2012 截至二零一二年三月三十一日止年度

13. OTHER COMPREHENSIVE INCOME

13.其他全面收入

	2012 二零一二年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元
Exchange reserve:		
Exchange differences on translation 換算海外附屬公司財務		
of financial statements of 報表之匯兑差額		
overseas subsidiaries	3,204	4,513
Reclassification adjustments: 重新分類調整:		
- Realisation of exchange reserve —出售附屬公司時變現		
on disposal of a subsidiary		
(Note 35) (附註35)	_	1,568
Net movement in the exchange 於其他全面收入確認之		
reserve during the year recognised 本年度匯兑儲備凈變動		
in other comprehensive income	3,204	6,081

14.LOSS PER SHARE

The calculation of the basic loss per share is based on the loss for the year attributable to equity shareholders of the Company of approximately HK\$56,198,000 (2011: approximately HK\$29,203,000) and on the weighted average number of 3,198,951,982 (2011: 2,888,604,778) ordinary shares in issue during the year.

The calculation of diluted loss per share for the year ended 31 March 2012 and 31 March 2011 has not included the potential effect of share options outstanding and the deemed conversion of the convertible note into ordinary shares as they have an anti-dilutive effect on the basic loss per share for the year.

14. 每股虧損

每股基本虧損乃根據本公司權益股東應佔本年度虧損約56,198,000港元(二零一一年:約29,203,000港元)及年內已發行普通股加權平均數3,198,951,982股(二零一一年:2,888,604,778股)計算。

計算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的每 股攤薄虧損時並無計及未行使購股權 及可換股票據被視作轉換為普通股的 潛在影響,原因為彼等對年度的每股 基本虧損具反攤薄影響。

財務報表附註

For the year ended 31 March 2012 截至二零一二年三月三十一日止年度

15. PROPERTY, PLANT AND EQUIPMENT

15.物業、廠房及設備

		Leasehold buildings 租賃樓宇 HK\$'000 千港元	Leasehold land and buildings 租賃土地 及樓宇 HK\$'000 千港元	Leasehold improve- ments 租賃物業 裝修 HK\$'000 千港元	Plant and machinery 廠房 及機器 HK\$'000 千港元	Motor vehicles 汽車 HK\$ ¹ 000 千港元	Furniture Co and fixtures 傢俬 及裝置 HK\$'000 千港元	onstruction in progress 在建工程 HK\$'000 千港元	Total 總計 HK\$'000 千港元
THE GROUP Cost At 1 April 2010 Additions Disposals Reclassification Disposal of a subsidiary (Note 35) Exchange realignment	本集團 成本 零年四月一日 新增 出售	3,788 3,508 - 120 -	3,912 - - - - 173	39 - - -	17,161 9,925 - - (54)	3,382 461 - - (264)	1,506 106 (47) - (53) 16	80 36 - (120)	29,868 14,036 (47) - (371) 1,224
At 31 March 2011	於二零一一年三月三十一日	7,582	4,085	39	27,786	3,690	1,528		44,710
At 1 April 2011 Additions Disposals Acquisition of a subsidiary	於二零一一年四月一日 新增 出售 收購附屬公司	7,582 2,064 –	4,085 - -	39 - -	27,786 2,301 –	3,690 497 (2,200)	1,528 124 (3)	- 190 -	44,710 5,176 (2,203)
(Note 34) Exchange realignment	(<i>附註34</i>) 匯兑調整	73,176 290	156		29,867 1,063	196 110		4,128	107,367 1,636
At 31 March 2012	於二零一二年三月三十一日	83,112	4,241	39	61,017	2,293	1,666	4,318	156,686
Depreciation, amortisation and impairment At 1 April 2010	於二零一零年四月一日 本年度折舊撥備 出售時抵銷	5 402 -	3,718 16 -	3 19 -	203 2,715 —	2,338 337 -	831 226 (26)	- - -	7,098 3,715 (26)
	(附註35)	10	165		(29) 73	(159) <u>84</u>	(29) 4		(217) 336
At 31 March 2011	於二零一一年三月三十一日	417	3,899	22	2,962	2,600	1,006		10,906
At 1 April 2011 Depreciation provided	於二零一一年四月一日 本年度折舊撥備	417	3,899	22	2,962	2,600	1,006	-	10,906
for the year Eliminated on disposal 出售時抵銷 Acquisition of a subsidiary (Note 34) Exchange realignment 匯兑調整	出售時抵銷	883 -	17 -	17 -	4,705 -	327 (1,931)	198 (3)	-	6,147 (1,934)
	(附註34)		149		165	10 55	6		10 401
At 31 March 2012	於二零一二年三月三十一日	1,326	4,065	39	7,832	1,061	1,207		15,530
Net book values At 31 March 2012	賬面淨值 於二零一二年三月三十一日	81,786	176		53,185	1,232	459	4,318	141,156
At 31 March 2011	於二零一一年三月三十一日	7,165	186	17	24,824	1,090	522		33,804

財務報表附註

For the year ended 31 March 2012 截至二零一二年三月三十一日止年度

15. PROPERTY, PLANT AND EQUIPMENT

(continued)

The Group's leasehold buildings are situated in the PRC held under medium term lease.

The Group's leasehold land and buildings are situated in the PRC held under long term lease. As the prepaid land lease payment cannot be allocated reliably between the land and building elements, the entire lease payment is included in the cost of land and buildings as a finance lease in property, plant and equipment in accordance with HKAS 16.

Depreciation expense of HK\$4,064,000 (2011: HK\$3,031,000) has been expensed in cost of sales and HK\$2,083,000 (2011: HK\$684,000) in administrative expenses.

At 31 March 2011, one of the Group's leasehold buildings with carrying value of HK\$3,703,000 (2011: HK\$3,676,000) is pledged to secure bank borrowing granted to the Group (*Note 28*).

15.物業、廠房及設備(續)

本集團之租賃樓宇位於中國及以中期 租約持有。

本集團之租賃土地及樓宇位於中國及 以長期租約持有。由於預付租賃土地 款項不能於土地及樓宇元素間可靠地 分配,因此全部租賃款項根據香港會 計準則第16號按物業、廠房及設備之 融資租賃包含於土地及樓宇成本之內。

折舊開支中,4,064,000港元(二零 --年:3,031,000港元)已計入銷 售成本,而2,083,000港元(二零--年:684,000港元)則計入行政費用。

於二零一一年三月三十一日,本集團 其中一賬面值為3,703,000港元(二零 一一年:3,676,000港元)之租賃樓宇 被作為本集團獲授予銀行借貸之抵押 品(附註28)。

財務報表附註

For the year ended 31 March 2012 截至二零一二年三月三十一日止年度

15. PROPERTY, PLANT AND EQUIPMENT

15.物業、廠房及設備(續)

(continued)

(commuco)		Leasehold improvements 租賃物業裝修 HK\$'000 千港元	Furniture and fixtures 傢俬及裝置 HK\$'000 千港元	Total 總計 HK\$'000 千港元
THE COMPANY Cost	本公司			
At 1 April 2010 Disposals	於二零一零年四月一日 出售	39 _	501 (47)	540 (47)
Disposais	н н			(17)
At 31 March 2011	於二零一一年三月三十一日	39	454	493
At 1 April 2011	於二零一一年四月一日	39	454	493
Additions	新增			38
At 31 March 2012	於二零一二年三月三十一日	39	492	531
Depreciation At 1 April 2010 Depreciation provided	折舊 於二零一零年四月一日 本年度折舊撥備	3	248	251
for the year		19	64	83
Eliminated on disposals	出售時抵銷		(26)	(26)
At 31 March 2011	於二零一一年三月三十一日	22	286	308
At 1 April 2011 Depreciation provided	於二零一一年四月一日 本年度折舊撥備	22	286	308
for the year		17	67	84
At 31 March 2012	於二零一二年三月三十一日	39	353	392
Net book values At 31 March 2012	賬面淨值 於二零一二年三月三十一日		139	139
At 31 March 2011	於二零一一年三月三十一日	17	168	185

財務報表附註

For the year ended 31 March 2012 截至二零一二年三月三十一日止年度

16. INVESTMENT PROPERTIES

16. 投資物業

THE GROUP 本集團

2012	2011
二零一二年	二零一一年
HK\$'000	HK\$'000
千港元	千港元
_	50,967
_	15
_	(185)
_	1,098
_	883
_	(52,778)
_	_

At beginning of the year 於年初
Additions 添置
Disposals 出售
Fair value gain (Note 7) 公平值收益(附註7)
Exchange realignment 匯兑調整
Transfer to inventories 轉撥至存貨

At end of the year 於年終

The investment properties, being situated in the PRC held under medium-term land use rights, were revalued at 30 September 2010, being the date of transfer to properties held for sale on market value basis by RHL Appraisal Ltd, an independent firm of professional property valuer, as to approximately HK\$52,778,000. The fair value gain of approximately HK\$1,098,000 had been credited to the consolidated income statement for the year ended 31 March 2011.

投資物業(位於中國,根據中期土地使用權持有)已於二零一零年九月三十日(即轉撥至持作出售物業之日期)由獨立專業物業估值師永利行評值顧問有限公司按市值基準進行重估約為52,778,000港元。公平值收益約1,098,000港元已計入截至二零一一年三月三十一日止年度之綜合收益表。

財務報表附註

For the year ended 31 March 2012 截至二零一二年三月三十一日止年度

17. LAND USE RIGHTS

17.土地使用權

THE GROUP 本集團

		2012	2011	
		二零一二年	二零一一年	
		HK\$'000	HK\$'000	
		· 千港元	千港元	
			17世儿	
Cost	成本			
		12.700	10 177	
At 1 April	於四月一日	12,708	12,173	
Acquisition of subsidiaries (Note 34)	收購附屬公司 <i>(附註34)</i>	5,473	_	
Exchange realignment	匯兑調整	486	535	
Exchange realignment				
At 31 March	於三月三十一日	18,667	12,708	
71. 6 1 111.61.01.				
Accumulated amortisation	累計攤銷			
At 1 April	於四月一日	507	37	
•				
Amortisation provided for the year	本年度攤銷撥備	508	457	
Exchange realignment	進 兑調整	25	13	
	—,5,4,5			
At 31 March	於三月三十一日	1,040	507	
Net book value	賬面淨值			
At 31 March	於三月三十一日	17,627	12,201	
AC 3 F INIGICIT	W/ — / I — H	17,027	12,201	

The Group's interests in land use rights are outside Hong Kong with medium term leases.

At 31 March 2012, the Group's land use rights with carrying value of HK\$12,182,000 (2011: HK\$12,201,000) are pledged to secure bank borrowing granted to the Group (Note 28).

本集團於土地使用權之權益位於香港 以外,並根據中期租約持有。

於二零一二年三月三十一日,本集團 賬面值為12,182,000港元(二零一一年:12,201,000港元)之土地使用權作 為本集團獲授予銀行借貸之抵押品(附 註28)。

財務報表附註

For the year ended 31 March 2012 截至二零一二年三月三十一日止年度

18. GOODWILL

18. 商譽

THE GROUP 本集團

		2012	2011
		二零一二年	二零一一年
		HK\$'000	HK\$'000
		千港元	千港元
Cost	成本		
At 1 April	於四月一日	23,592	31,201
Arising on acquisition of subsidiaries	於收購附屬公司時產生		
(Note 34)	(附註34)	171,536	_
Disposal of a subsidiary (Note)	出售附屬公司(附註)	_	(7,609)
Exchange realignment	匯兑調整	1	_
At 31 March	於三月三十一日	195,129	23,592
Accumulated impairment	累計減值		
At 1 April	於四月一日	_	7,609
Disposal of a subsidiary (Note)	出售附屬公司(附註)	_	(7,609)
At 31 March	於三月三十一日	_	_
Net book value	賬面淨值		
At 31 March	於三月三十一日	195,129	23,592

At the balance sheet date, the amount represents goodwill arising from acquisition of 80% equity interest in Zibo Liyuan Gamma Ray Technologies Co. Limited of HK\$23,592,000 during the year ended 31 March 2010, and goodwill arising from acquisition of 54% equity interest in Mianning Mao Yuan Rare Earth Technology Company Limited of HK\$171,536,000 during the year ended 31 March 2012.

Note:

The goodwill arising from acquisition of Beijing Yo Luan Property Development Company Limited amounting to HK\$7,609,000 had been fully impaired during the year ended 31 March 2009. The carrying cost of goodwill and the related accumulated impairment were eliminated on disposal of this subsidiary during the year ended 31 March 2011 (Note 35).

於結算日,該款項指截至二零一零年三月三十一日止年度收購淄博利源高科輻照技術有限公司之80%股權所產生之商譽23,592,000港元及截至二零一二年三月三十一日止年度收購冕寧縣茂源稀土科技有限公司之54%股權所產生之商譽171,536,000港元。

附註:

收購北京友聯房地產開發有限公司產生之商譽7,609,000港元已於截至二零零九年三月三十一日止年度內悉數減值。商譽之賬面成本及相關累計減值於截至二零一一年三月三十一日止年度出售該附屬公司時抵銷(附註35)。

財務報表附註

For the year ended 31 March 2012 截至二零一二年三月三十一日止年度

18. GOODWILL (continued)

Impairment tests for goodwill

For the purposes of impairment testing, goodwill has been allocated to the groups of cash-generating units (CGUs) comprising the gamma ray irradiation services segment and rare resources segment.

The recoverable amount of the gamma ray irradiation services operation has been determined based on a value-in-use calculation, which uses a cash flow projection based on financial forecast approved by management covering a 5-year period. The discount rate applied to cash flow projection is 16.72% (2011: 10%) and cash flow beyond the 5-year period is extrapolated using zero growth rate. The recoverable amount of the CGU of gamma ray irradiation services segment is higher than the carrying amount. Accordingly, no impairment loss charge needed to be made against the goodwill as at 31 March 2012 and 31 March 2011.

The Group performed an impairment review for the CGU of rare resources segment with reference to a valuation carried out by a firm of independent professional valuers. The recoverable amount of the rare resources segment has been determined based on a value-in-use calculation, which uses a cash flow projection based on financial forecast approved by management covering a 10-year period. The discount rate applied to cash flow projection is 20.67% and cash flow beyond the 10-year period is extrapolated using a steady 3.66% per annum growth rate. The growth rate used does not exceed the long-term average growth rate for the business in which the CGU operates. The recoverable amount of the CGU of rare resources segment is higher than the carrying amount. Accordingly, no impairment loss charge needed to be made against the goodwill as at 31 March 2012.

In view of the immense development potentials in rare earth processing business in China which will benefit from the Chinese government's policies in recent years to consolidate the industry and restrict output, the management believed that the projected cash flow based on financial forecasts for a period of 10 years is reliable.

18. 商譽(續)

商譽減值測試

就減值測試而言,商譽已分配至現金 產生單位組別(包括伽瑪射線服務分部 及稀有資源分部)。

本集團參考一間獨立專業估值師公司 所進行之估值,對稀有資源分部的現 金產生單位進行減值檢討。稀有資源 分部之可收回金額乃根據使用價值計 算予以釐定,而使用價值計算採用現 金流量預測,而該預測基於管理層所 批准之涵蓋十年期之財務預測。現金 流量預測所採用之貼現率為20.67%, 而十年後之現金流量乃使用每年 3.66%之穩定增長率推算。所使用之 增長率並不超過現金產生單位營運所 在業務之長期平均增長率。稀有資源 分部之現金產生單位之可收回金額高 於賬面值。因此,於二零一二年三月 三十一日, 毋須對商譽作出任何減值 虧損支出。

鑒於中國稀土加工業務之巨大發展 潛力,這將受惠於中國政府近幾年鞏 固行業及限制產量之政策,管理層相 信,基於十年期之財務預測之預測現 金流量屬可靠。

財務報表附註

HK\$'000

For the year ended 31 March 2012 截至二零一二年三月三十一日止年度

18. GOODWILL (continued)

Impairment tests for goodwill (continued)

Management determined the budgeted sales and gross margins based on past performance, expectation for the market development and planned production strategy. The discount rate used is pre-tax and reflects specific risks relating to gamma ray irradiation services and rare resources segments.

18. 商譽(續)

商譽減值測試(續)

管理層根據過往表現、市場發展之預期及計劃之生產策略釐定預算銷售額及毛利率。所採用之貼現率屬稅前, 反映與伽瑪射線服務及稀有資源分部 有關之特定風險。

19. INTANGIBLE ASSET

19. 無形資產

千港元 THE GROUP 本集團 Cost 成本 Arising on acquisition of a subsidiary 因收購附屬公司產生(附許34) (Note 34) 547,472 At 31 March 2012 於二零一二年三月三十一日 547.472 Accumulated amortisation 累計攤銷 本年度支出 Charge for the year 13,537 Exchange realignment 匯兑調整 150 At 31 March 2012 於二零一二年三月三十一日 13,687 Net book value 賬面淨值 At 31 March 2012 於二零一二年三月三十一日 533,785

The intangible asset relates to the technical know-how technology to convert rare earth concentrates into a variety of rare earth products.

The technical know-how has a finite useful life and is amortised on a straight-line basis over its estimated useful life of 10 years.

無形資產有關將稀土精礦轉換為多種 稀土產品之技術訣竅。

技術訣竅有有限使用年期,根據直線 基準按其估計使用年期十年攤銷。

財務報表附註

For the year ended 31 March 2012 截至二零一二年三月三十一日止年度

19.INTANGIBLE ASSET (continued)

In accordance with the Group's accounting policies, the Group has assessed the recoverable amount of the technical know-how based on a value-in-use calculations, which uses cash flow projections based on financial budgets approved by the management covering the 10-year operation period of the business with discount rate of 20.67% per annum. The discount rate used reflect specific risk relating to the rare resources segment.

The directors of the Company are of the opinion that there is no indication of impairment in the carrying amount of the intangible asset as at 31 March 2012 and accordingly no impairment loss was recognised.

The amortisation charge for the year is included in administrative expenses in the consolidated income statement.

The Company

The Company has no intangible asset as at 31 March 2012 (2011: HK\$Nil).

20. INTERESTS IN SUBSIDIARIES

19.無形資產(續)

根據本集團之會計政策,本集團已根據使用價值計算法(其使用基於管理層批准之涵蓋十年的業務營運期間的財務預算之現金流量預測)評估技術訣竅之可收回金額,而貼現率為每年20.67%。所採用之貼現率反映與稀有資源分部相關之特定風險。

本公司董事認為,於二零一二年三月 三十一日,無形資產之賬面值並無出 現減值跡象,因此並無確認減值虧損。

本年度攤銷支出計入綜合收益表行政 開支內。

本公司

本公司於二零一二年三月三十一日並 無無形資產(二零一一年:零港元)。

20.於附屬公司之權益

THE COMPANY ★ △ ■

		42	公司
		2012 二零一二年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元
Unlisted shares, at cost	非上市股份,按成本值	一 一 —	一 一 一
Amounts due from subsidiaries Allowance for impairment	應收附屬公司款項 減值撥備	617,724 (366,799)	600,158 (366,799)
		250,925	233,359
Amounts due to subsidiaries	應付附屬公司款項	(55,277)	(148,694)

財務報表附註

For the year ended 31 March 2012 截至二零一二年三月三十一日止年度

20. INTERESTS IN SUBSIDIARIES (continued)

The Company's cost of investments in the unlisted shares of its directly held subsidiaries is less than HK\$1,000.

Amounts due from/to subsidiaries are unsecured, interest free and have no fixed term of repayment. In the opinion of the directors, the amounts will not be recovered/settled within twelve months of the balance sheet date and are accordingly classified as non-current.

In view of the subsidiaries which sustained losses and had poor operating performance, not financially capable of repaying to the Company, the directors opined that it is appropriate to make an allowance for impairment of HK\$366,799,000 (2011: HK\$366,799,000) after considering the profitability, financial positions, cash flows and future prospects of these subsidiaries.

Movements on the allowance account are as follows:

At beginning of the year	於年初
Reversal of allowance	撥回撥備

At end of the year 於年終

Details of the Company's principal subsidiaries at 31 March 2012 are set out in Note 43.

20.於附屬公司之權益(續)

本公司於其直接持有的附屬公司之非 上市股份投資成本少於1,000港元。

應收/付附屬公司之款項為無抵押、 免息及無固定還款期。董事認為,有 關款項將不會於結算日起計十二個月 內收回/償還。因此,該等款項已分 類為非流動。

鑑於該等附屬公司維持虧損及營業表現欠佳,故在財政上未能還款予本公司,因此,董事考慮該等附屬公司之盈利能力、財務狀況、現金流量及未來前景後認為作出366,799,000港元(二零一一年:366,799,000港元)之減值撥備屬適當。

撥備賬目之變動如下:

2012	2011
二零一二年	二零一一年
HK\$'000	HK\$'000
千港元	千港元
366,799	377,399
_	(10,600)
366,799	366,799

本公司各主要附屬公司於二零一二年 三月三十一日之詳情列載於附註43。

財務報表附註

For the year ended 31 March 2012 截至二零一二年三月三十一日止年度

21. INVENTORIES

21. 存貨

			THE GROUP 本集團	
			2012 二零一二年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元
(a) Inventories in the consolidated balance sheet comprise:	(a)	資產負債表內之存貨包括:		
Properties held for sale Raw materials Work in progress Finished goods		持作出售物業 原材料 在製品 製成品	9,010 4,772 28,853 1,964	32,751 - - 26
			44,599	32,777
(b) The amount of inventories recognised as an expense during the year:	(b)	本年度確認為開支之 存貨金額:		
Carrying amount of inventories sold		已出售存貨賬面金額	25,216	21,545

22. PROPERTIES UNDER DEVELOPMENT

22. 發展中物業

		本集團	
		2012	2011
		二零一二年	二零一一年
		HK\$'000	HK\$'000
		千港元	千港元
At beginning of the year	於年初	41,897	40,110
Additions	添置	276	24
Exchange realignment	匯兑調整	1,604	1,763
At end of the year	於年終	43,777	41,897

The properties under development represent medium term land use rights in the PRC.

發展中物業指於中國之中期土地使用權。

THE GROUP

財務報表附註

For the year ended 31 March 2012 截至二零一二年三月三十一日止年度

23. TRADE AND OTHER RECEIVABLES

23. 應收貿易及其他賬項

		THE GROUP 本集團		THE COMPANY 本公司	
		2012 二零一二年	2011	2012 二零一二年	2011
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元
Trade receivables Less: allowance for	應收貿易賬項 <i>減:</i> 減值撥備	3,491	3,774	_	-
impairment		2,632	2,901		
Trade receivables, net Other receivables and	應收貿易賬項淨值 其他應收賬項及	859	873	_	-
prepayments	預付款項	41,786	34,325	72	53
		42,645	35,198	72	53

In the opinion of the directors, all of the above trade and other receivables are expected to be recovered or recognised as expense within one year.

The directors consider that the carrying amounts of trade and other receivables approximate to their fair values.

The Group allows an average credit period of 60 days to 90 days to its trade customers. The ageing analysis of the Group's trade receivables, based on the invoiced date and net of allowances, is as follows:

董事認為,上述所有應收貿易及其他 賬項預計可於一年內收回或確認為費 用。

董事認為應收貿易及其他賬項之賬面 值與其公平值相若。

本集團給予其貿易客戶平均介乎60日至90日之信貸期。本集團基於發票日期及扣除撥備額之應收貿易賬項的賬齡分析如下:

THE GROUP 本集團

2012	2011
二零一二年	二零一一年
HK\$'000	HK\$'000
千港元	千港元
627	310
231	385
1	178
859	873

Up to 30 days	30日內
31 to 90 days	31至90日
91 to 365 days	91至365日

財務報表附註

For the year ended 31 March 2012 截至二零一二年三月三十一日止年度

23. TRADE AND OTHER RECEIVABLES

23. 應收貿易及其他賬項(續)

(continued)

The movements on the allowance for impairment are as follows:

減值撥備之變動如下:

THE GROUP 本集團

2012	2011
二零一二年	二零一一年
HK\$'000	HK\$'000
千港元	千港元
2,901	2,901
2,301	98
-	90
(77)	_
(192)	(98)
2,632	2,901

At end of the year

於年終

The uncollectible amount written off for the Group during the year ended 31 March 2011 was in aggregate less than HK\$1,000.

At 31 March 2012, trade receivables of HK\$2,632,000 (2011: HK\$2,948,000) were impaired. The amount of allowance for impairment was HK\$2,632,000 as at 31 March 2012 (2011: HK\$2,901,000). The individually impaired receivables mainly related to a number of customers that were in financial difficulties and have remained long overdue.

本集團於截至二零一一年三月三十一 日止年度撇銷無法收回款項總額少於 1,000港元。

於二零一二年三月三十一日,應收貿易賬項2,632,000港元(二零一一年:2,948,000港元)已作減值。於二零一二年三月三十一日之減值撥備為2,632,000港元(二零一一年:2,901,000港元)。個別減值的應收賬項,主要涉及數名陷入財政困難及長期欠款之客戶。

財務報表附註

For the year ended 31 March 2012 截至二零一二年三月三十一日止年度

23. TRADE AND OTHER RECEIVABLES

(continued)

The ageing analysis of the trade receivables that are considered to be impaired is as follows:

23. 應收貿易及其他賬項(續)

認為須予減值之應收貿易賬項賬齡分析如下:

THE GROUP 本集團

2012	2011
二零一二年	二零一一年
HK\$'000	HK\$'000
千港元	千港元
_	78
_	25
25	42
2,607	2,803
	,
2,632	2,948

The ageing analysis of the trade receivables that are not considered to be impaired is as follows:

認為無須減值之應收貿易賬項賬齡分 析如下:

THE GROUP 本集團

2012 二零一二年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元
627 231 1	545 328
859	873

The maximum exposure to credit risk at the balance sheet date is the fair value of each class of receivables mentioned above. The Group does not hold any collateral or other credit enhancements over these balances. All of the other classes within trade and other receivables are neither past due nor impaired with good credit quality.

於結算日所須承受之最高信貸風險為上述各類應收賬項之公平值。本集團並無就該等結餘持有任何抵押品或其他信用增益。由於信貸質素良好,故所有其他應收貿易及其他賬項既沒有逾期也無需減值。

財務報表附註

For the year ended 31 March 2012 截至二零一二年三月三十一日止年度

23. TRADE AND OTHER RECEIVABLES

(continued)

Included in trade and other receivables is the following amount denominated in a currency other than the functional currency of the Company to which they relate:

23. 應收貿易及其他賬項(續)

應收貿易及其他賬項中包括下列並非 以本公司之功能貨幣為單位之金額:

THE GROUP 本集團

20122011二零一二年二零一一年'000イ元千元千元26,94028,785

Renminbi 人民幣

24. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS

24. 按公平值計入損益之 金融資產

THE GROUP 本集團

2012 二零一二年 HK\$'000 千港元 39,606 39,606 5,522 39,606 5,522

Listed securities held for trading: 持作買賣之上市證券:
- Equity securities - Hong Kong - 股本證券-香港

Market value of listed securities 上市證券市值

None of the carrying amount of interest in listed securities exceeded 10% of total assets of the Group at balance sheet dates.

於結算日,上市證券權益的賬面值並 不超過本集團資產總額之10%。

財務報表附註

For the year ended 31 March 2012 截至二零一二年三月三十一日止年度

25. CASH AND CASH EQUIVALENTS

25. 現金及現金等額項目

THE GROUP 本集團		THE COMPANY 本公司		
	2012	2011	2012	2011
	二零一二年	二零一一年	二零一二年	二零一一年
	HK\$'000	HK\$'000	HK\$'000	HK\$'000
	千港元	千港元	千港元	千港元
	18,774	19,757	6,611	508

Bank balances and cash 銀行結餘及現金

Cash and cash equivalents include the following for the purposes of the consolidated statement of cash flows:

就綜合現金流量報表而言,現金及現 金等額項目包括下列各項:

THE GROUP 本集團

2012 二零一二年 HK\$'000 千港元

18,774

2011 二零一一年 HK\$'000 千港元

19,757

Bank balances and cash as per above

銀行結餘及現金,如上述

as per above

Included in cash and cash equivalents in the balance sheet are the following amounts denominated in currencies other than the functional currency of the Company to which they relate: 資產負債表內的現金及現金等額項目 包括下列並非以本公司之功能貨幣為 單位的金額:

		THE G 本質		THE COMPANY 本公司		
		2012	2011	2012	2011	
		二零一二年	二零一一年	二零一二年	二零一一年	
		′000	′000	′000	′000	
		千元	千元	千元	千元	
United States Dollars	美元	255	_	_	_	
Renminbi	人民幣	4,942	12,224	_	3	
Japanese Yen	日圓	20	_	20	_	
Malaysian Ringgit	馬來西亞元	1	_	1	_	

財務報表附註

For the year ended 31 March 2012 截至二零一二年三月三十一日止年度

26.TRADE AND OTHER PAYABLES

26. 應付貿易及其他賬項

			iROUP 美團	THE COMPANY 本公司		
		2012	2011	2012	2011	
		二零一二年	二零一一年	二零一二年	二零一一年	
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	
		千港元	千港元	千港元	千港元	
Trade payables	應付貿易賬項	35,425	81	_	_	
Other payables and	其他應付賬項					
accruals	及應計款項	129,709	55,375	8,348	6,022	
Amount due to	應付董事款項					
a director		-	3,600	_	3,600	
		165,134	59,056	8,348	9,622	

In the opinion of the directors, all of the trade and other payables are expected to be settled or recognised as income within one year or are repayable on demand.

The amount due to a director is unsecured, interest free and has no fixed term of repayment.

The directors consider that the carrying amount of trade and other payables approximates to their fair value.

The ageing analysis of the Group's trade payables is as follows:

董事認為,所有貿易及其他應付賬項 預計於一年內支付或確認為收入或應 要求付還。

應付董事款項為無抵押、免息及並無 固定還款期。

董事認為應付貿易及其他賬項之賬面 值與其公平值相若。

本集團應付貿易賬項之賬齡分析如下:

THE GROUP 本集團

2012	2011
二零一二年	二零一一年
HK\$'000	HK\$'000
千港元	千港元
10,440	52
6,271	_
18,714	29
35,425	81

Up to 30 days	30日內
31 to 90 days	31至90日
Over 90 days	超過90日

財務報表附註

For the year ended 31 March 2012 截至二零一二年三月三十一日止年度

26.TRADE AND OTHER PAYABLES (continued)

Included in trade and other payables is the following amount denominated in a currency other than the functional currency of the Company to which they relate:

26. 應付貿易及其他賬項(續)

應付貿易及其他賬項包括下列並非以本公司之功能貨幣為單位的金額:

THE GROUP 本集團

2012	2011
2012	2011
二零一二年	二零一一年
′000	′000
千元	千元
34	_
121,557	14,242

Australian dollar Renminbi

27. AMOUNT DUE TO A NON-CONTROLLING SHAREHOLDER OF A SUBSIDIARY

At 31 March 2012, the amount due to a non-controlling shareholder of a subsidiary is unsecured, interest free and has no fixed terms of repayment. The directors are of the opinion that the amount is not repayable in the next twelve months from the balance sheet date and is therefore shown as non-current.

澳元

人民幣

At 31 March 2011, the amount due to a non-controlling shareholder of a subsidiary was unsecured, interest free and repayable on demand.

27. 應付附屬公司非控股股東款項

於二零一二年三月三十一日,應付一間附屬公司之一名非控股股東款項屬無抵押、免息及無固定還款期限。董事認為有關款額自結算日起十二個月內不會被要求償還,因此列為非流動。

於二零一一年三月三十一日,應付一間附屬公司之一名非控股股東款項屬 無抵押、免息及須應要求償還。

財務報表附註

For the year ended 31 March 2012 截至二零一二年三月三十一日止年度

28. BANK AND OTHER BORROWINGS

28.銀行及其他借貸

		THE G 本身	
		2012 二零一二年	2011 二零一一年
		HK\$'000 千港元	HK\$'000 千港元
Current Bank borrowing – secured (Note a)	流動 銀行借貸一有抵押(附註a)	9,864	
Non-current Bank borrowing – secured (Note a) Other borrowings – unsecured	非流動 銀行借貸一有抵押(附註a) 其他借貸一無抵押(附註b)	-	9,501
(Note b)	关心旧身 <u>無</u> 為非(<i>附配U)</i>	424,850	
Total borrowings	借貸總額	434,714	9,501
		THE G 本身	
		2012 二零一二年	2011 二零一一年
		—◆ — — HK\$′000 千港元	—◆ + HK\$′000 千港元
Bank borrowing repayable Within one year	應償還銀行借貸 1年內	9,864	_
In the second year	第2年		9,501
		9,864	9,501
Other borrowings repayable Within one year	應償還其他借貸 1年內	_	_
In the second year	第2年	424,850	
		424,850	
Total bank and other borrowings	銀行及其他借貸總額	434,714	9,501



For the year ended 31 March 2012 截至二零一二年三月三十一日止年度

28. BANK AND OTHER BORROWINGS

28. 銀行及其他借貸(續)

(continued)

The carrying amounts and fair value of the non-current borrowings are as follows:

非流動借貸之賬面值及公平值如下:

		2012		20	11
		二零·	一二年	二零-	年
		Carrying		Carrying	
THE GROUP		amount	Fair value	amount	Fair value
本集團		賬面值	公平值	賬面值	公平值
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元
Bank borrowing	銀行借貸	-	_	9,501	8,517
Other borrowings	其他借貸	424,850	350,393	_	_
		424,850	350,393	9,501	8,517

The carrying amount of short-term bank borrowing was approximate to its fair value.

The carrying amount of borrowing is denominated in the following currency:

短期銀行借貸之賬面值與其公平值相 若。

借貸的賬面值以下列貨幣為單位:

THE GROUP 本集團

2012	2011
二零一二年	二零一一年
HK\$'000	HK\$'000
千港元	千港元
434,714	9,501

Renminbi 人民幣

財務報表附註

For the year ended 31 March 2012 截至二零一二年三月三十一日止年度

28. BANK AND OTHER BORROWINGS

(continued)

Notes:

- (a) The bank borrowing matures until 25 September 2012 and the average effective interest rate of the bank borrowing is approximately 8.17% (2011: 7.313%) per annum. At 31 March 2012 and 31 March 2011, the bank borrowing is secured by certain leasehold buildings and land use rights of the Group (Notes 15 and 17).
- (b) At 31 March 2012, other borrowings include two loans ("Loan A" and "Loan B") obtained by a whollyowned subsidiary from independent third parties. Both Loan A and Loan B are guaranteed by the Company. Loan A amounting to RMB180,000,000 (equivalent to approximately HK\$221,620,000) is unsecured, interest bearing at a rate of 11.5% per annum payable halfyearly and due for repayment in full in December 2013. Lender of Loan A has the right to demand the Company to transfer a maximum of 25% equity interest in a non wholly-owned subsidiary, 冕寧縣茂源稀土科技有限公司 (Mianning Mao Yuan Rare Earth Technology Company Limited) to the lender in the event of a default to repay the loan by the subsidiary or the Company on due date. Loan B amounting to RMB76,000,000 (equivalent to approximately HK\$93,573,000) is unsecured, interest bearing at a rate of 13.5% per annum payable half-yearly and is due for repayment in full in December 2013.

The remaining balance represents unsecured and interest free borrowings of RMB46,000,000 (equivalent to approximately HK\$56,636,000) and RMB43,000,000 (equivalent to approximately HK\$53,021,000) obtained from a company controlled by a substantial shareholder of the Company and an individual respectively. These borrowings have no fixed terms of repayment. The directors are of the opinion that these amounts are not repayable in the next twelve months from the balance sheet date and are therefore shown as non-current.

28.銀行及其他借貸(續)

附註:

- (a) 銀行借貸直至二零一二年九月二十五 日到期,銀行借貸之平均實際利 率約為每年8.17%(二零一一年: 7.313%)。於二零一二年三月三十一 日及二零一一年三月三十一日,銀行 借貸以本集團若干租賃樓宇及土地使 用權作抵押(附註15及17)。
- (b) 於二零一二年三月三十一日,一間 全資附屬公司自獨立第三方獲得兩 份貸款(「貸款A | 及「貸款B |)。貸款 A及貸款B均由本公司擔保。貸款A為 數人民幣180,000,000元(約相當於 221.620.000港元)屬無抵押,按年利 率11.5%計息,每半年支付利息,並 須於二零一三年十二月悉數償還。倘 該附屬公司或本公司未能於到期日還 款,則貸款A之借貸人有權要求本公 司轉讓非全資附屬公司冕寧縣茂源稀 土科技有限公司最多25%之股權。貸 款B為數人民幣76,000,000元(約相當 於93,573,000港元)屬無抵押,按年 利率13.5%計息,每半年支付利息, 並須於二零一三年十二月悉數償還。

餘下結餘指分別自受本公司主要股東控制之公司及一名個別人士獲得之無抵押及免息借貸人民幣46,000,000元(約相當於56,636,000港元)及人民幣43,000,000元(約相當於53,021,000港元)。該等借貸並無固定還款期限。董事認為有關款額自結算日起十二個月內不會被要求償還,因此列為非流動。

財務報表附註

For the year ended 31 March 2012 截至二零一二年三月三十一日止年度

29. CONVERTIBLE NOTE

On 8 March 2011, the Company entered into a subscription agreement (as amended by a supplemental agreement dated 3 May 2011) to issue 3-years 1% convertible note in a principal amount of HK\$105,000,000 to Mega Market Assets Limited. Mega Market Assets Limited is a substantial shareholder of the Company. The issue of the convertible note was completed on 17 October 2011.

Pursuant to the subscription agreement, the convertible note are convertible at the option of the noteholder into ordinary shares on or after 17 October 2011 up to and including 17 October 2014 on the basis of one ordinary share with a par value of HK\$0.01 each at an initial conversion price of HK\$0.27 per share, subject to adjustments in accordance with the terms and conditions of the subscription agreement in certain events.

Unless previously converted, redeemed, purchased or cancelled, any convertible note not converted will be redeemed by the Company on 17 October 2014 at its principal amount outstanding together with all accrued and unpaid interest thereon. The convertible note carries interest at 1% per annum, which is payable half-yearly in arrears.

At initial recognition, the convertible note are separated into a liability component consisting of the straight debt element and an equity component representing the conversion options of the noteholder to convert the convertible note into equity. The equity component is presented as convertible note reserve in equity, whereas the liability component is classified under non-current liabilities. The proceeds received from the issue of the convertible note have been split as follows:

29. 可換股票據

於二零一一年三月八日,本公司訂立認購協議(經二零一一年五月三日訂立之補充協議所修訂),以向Mega Market Assets Limited發行本金額105,000,000港元之三年期票息1厘之可換股票據。Mega Market Assets Limited為本公司之主要股東。發行可換股票據一事已於二零一一年十月十七日完成。

根據認購協議,票據持有人可自二零 一一年十月十七日或之後起至二零 一四年十月十七日(包括該日)止期 間,按初步轉換價每股0.27港元(可根 據認購協議之條款及條件在若干情況 下作出調整)將可換股票據轉換為一股 每股面值0.01港元之普通股。

除非先前轉換、贖回、購買或註銷, 否則尚未轉換的任何可換股票據可由 本公司於二零一四年十月十七日按尚 未償還本金連同所有應計及未支付利 息贖回。可換股票據按年利率1厘計 息,並須每半年支付利息。

於初次確認時,可換股票據分為包含直接債務元素的負債部份與權益部份,而權益部份即票據持有人轉換股票據為權益之換股權,並在權益內列為可換股票據儲備,而負債股票據之已收取所得款項可劃分為以下部份:

財務報表附註

For the year ended 31 March 2012 截至二零一二年三月三十一日止年度

29. CONVERTIBLE NOTE (continued)

- (i) Liability component represents the fair value of the contractually determined stream of cash flows discounted at the prevailing market interest rate applicable to instruments of comparable credit status and providing substantially the same cash flows, on the same terms, but without the conversion features. The interest charged for the period is calculated by applying an effective interest rate of 7.757% to the liability component since the convertible note was issued.
- (ii) Equity component represents the conversion options, which is determined by deducting the fair value of the liability component from the proceeds of issue of the convertible note as a whole.

The movement of the liability component and the equity component of the convertible note for the year is set out below:

29. 可換股票據(續)

- (i) 負債部份,指合同釐定現金流量 之公平值,乃按信貸情況相若並 提供大致相同現金流,條款亦相 同,但並無換股特性之金融工具 所適用的現行市場利率貼現。 期內所計的利息是以自發行票 據起計,就負債部份以實際利率 7.757%計算。
- (ii) 權益部份,指換股權,乃透過於 發行可換股票據之整筆所得款項 中扣減負債部份之公平值釐定。

可換股票據之負債部份及權益部份在 本年度之變動如下:

THE GROUP AND THE COMPANY 本集團及本公司

		2012	2011
		二零一二年	二零一一年
		HK\$'000	HK\$'000
		千港元	千港元
Nominal value of convertible note	年內發行可換股票據之面值		
issued during the year	十四级门引法风示源之间但	105,000	_
Equity component* (Note 33)	權益部份*(附註33)	(18,417)	_
Transaction costs attributable to	負債部份應佔之交易成本		
the liability component		(305)	-
Liability component on initial	於初步確認時之負債部份		
recognition		86,278	_
mputed interest expense (Note 8)	推定利息開支(附註8)	3,048	_
nterest payable	應付利息	(478)	
. 1.00			
iability component at 31 March	於三月三十一日之負債部份	88,848	

^{*} The transaction costs attributable to the equity component of the convertible note amounted to HK\$65,000.

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可換股票據權益部份應佔之交易成本 為65,000港元。

財務報表附註

For the year ended 31 March 2012 截至二零一二年三月三十一日止年度

29. CONVERTIBLE NOTE (continued)

No conversion, redemption or purchase and cancellation of the convertible note has occurred up to 31 March 2012.

The fair value of the liability component of the convertible note based on cash flows discounted using a rate based on borrowing rate as at 31 March 2012 is approximately HK\$90,779,000.

30. DEFERRED TAXATION

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Details of deferred tax liabilities and amount charged to consolidated income statement are as follows:

29. 可換股票據(續)

截至二零一二年三月三十一日止,可 換股票據概無被轉換、贖回或購回並 註銷。

根據以二零一二年三月三十一日之借貸率貼現之現金流量計算之可換股票據負債部份之公平值約為90,779,000港元。

30. 遞延税項

木佳 圃

遞延税項負債及自綜合收益表扣除之 金額之詳情如下:

THE GROUP		平集團 Properties held						
		F	Revaluation	for sale 持作	Others	Total		
			重估	出售物業	其他	總計		
			HK\$'000	HK\$'000	HK\$'000	HK\$'000		
			千港元	千港元	千港元	千港元		
	At 1 April 2010 Charged to consolidated income statement	於二零一零年四月一日 自綜合收益表扣除 (附註11)	5,636	_	711	6,347		
	(Note 11)		3,436	_	_	3,436		
	Reclassification	重新分類	(9,401)	8,062	1,339	_		
	Exchange realignment	匯兑調整	329		31	360		
	At 31 March 2011	於二零一一年 三月三十一日	_	8,062	2,081	10,143		
	(Credited)/Charged to consolidated income	自綜合收益表 (計入)/扣除			·			
	statement (Note 11)	(附註11)	_	(2,962)	123	(2,839)		
	Exchange realignment	匯兑調整		275		355		
	At 31 March 2012	於二零一二年						
		三月三十一日	_	5,375	2,284	7,659		

財務報表附註

For the year ended 31 March 2012 截至二零一二年三月三十一日止年度

30. DEFERRED TAXATION (continued)

At 31 March 2012, the Group has unutilised tax losses of approximately HK\$248,785,000 (2011: HK\$274,204,000), part of which has not yet been agreed with the Hong Kong Inland Revenue Department, available for offset against future profits. No deferred tax asset has been recognised in respect of the tax losses due to the unpredictability of future profit streams. Included in unutilised tax losses as at 31 March 2012 were losses of approximately HK\$21,790,000 (2011: HK\$21,113,000) that would expire in five years and the remaining balance would not expire under the current tax legislation.

At 31 March 2012, the Group has other deductible temporary differences of approximately HK\$467,000 (2011: HK\$435,000) in respect of allowance for impairment recognised. No deferred tax assets has been recognised in relation to such deductible temporary differences as it is not probable that taxable profit will be available against which the deductible temporary differences can be utilised. These deductible temporary differences do not expire under the current tax legislation.

30. 遞延税項(續)

於二零一二年三月三十一日,本集團可供抵扣未來溢利之未使用稅務 損約為248,785,000港元(二零一 年:274,204,000港元),部分金額預 未獲得香港稅務局同意。由於死稅務 計未來溢利流量,故並未就該稅務 損確認遞延稅項資產。於二零一二 三月三十一日,計入未動用稅務年 三月三十一日,計入未動用稅務年 之虧損約21,790,000港元(二零一一 年:21,113,000港元)可能於五年內到 期,而餘下結餘根據現有稅務法例尚 未到期。

於二零一二年三月三十一日,本集團就已確認減值撥備有其他可扣減暫時差額約467,000港元(二零一一年:435,000港元),由於可能不會產生應課稅溢利用以抵銷可扣減暫時差額經認該等可扣減暫時差額被抵現資產。根據現行稅務法例,該等可扣減暫時差額尚未到期。

財務報表附註

For the year ended 31 March 2012 截至二零一二年三月三十一日止年度

31. SHARE CAPITAL

31.股本

		Number of shares 股份數目	Amount 金額 HK\$'000 千港元
Ordinary shares of HK\$0.01 each:	每股面值0.01港元之普通股:		
Authorised: At 1 April 2010, 31 March 2011 and 31 March 2012	法定: 於二零一零年四月一日、 二零一一年三月三十一日及 二零一二年三月三十一日	15,000,000,000	150,000
Issued and fully paid:	已發行及繳足:		
At 1 April 2010	於二零一零年四月一日	2,867,681,490	28,677
Exercise of share options	行使購股權	88,000,000	880
At 31 March 2011	於二零一一年三月三十一日	2,955,681,490	29,557
Exercise of share options (Note)	行使購股權(附註)	418,000,000	4,180
At 31 March 2012	於二零一二年三月三十一日	3,373,681,490	33,737

Note:

During the year, options were exercised to subscribe for 418,000,000 ordinary shares in the Company at a consideration of HK\$45,188,000 of which HK\$4,180,000 was credited to share capital and the balance of HK\$41,008,000 was credited to the share premium account (*Note 33*) together with a transfer of HK\$9,550,000 from the share options reserve to the share premium account. Details of options outstanding and movements during the year are set out in Note 32.

All the ordinary shares issued during the year ranked pari passu with the existing ordinary shares in all respects.

附註:

於本年度,購股權獲行使以按代價45,188,000港元認購418,000,000股本公司普通股,其中4,180,000港元計入股本,餘額41,008,000港元計入股份溢價賬(附註33),連同9,550,000港元自購股權儲備轉撥至股份溢價賬。本年度尚未行使購股權及變動詳情載於附註32。

於本年度內發行之所有普通股與當時現有股份在所有方面享有同等權益。

財務報表附註

For the year ended 31 March 2012 截至二零一二年三月三十一日止年度

32. SHARE OPTION SCHEME

On 24 April 2002, the Company adopted a share option scheme (the "2002 Scheme") which, unless otherwise terminated, will remain valid and effective for a period of 10 years from 24 April 2002. At the annual general meeting of the Company held on 22 August 2011, the Company adopted a new share option scheme (the "2011 Scheme") in place of the 2002 Scheme. Upon the 2011 Scheme becoming unconditional and effective on 23 August 2011, the 2002 Scheme was terminated on the same date. Nevertheless, share options granted under the 2002 Scheme prior to its termination shall continue to be valid and exercisable in accordance with their terms of issue.

(a) The 2002 Scheme

The 2002 Scheme was adopted by the Company on 24 April 2002 for the primary purpose of providing incentives to directors, eligible employees and consultants. Under the 2002 Scheme, the board of directors of the Company may at its discretion offer to any employee, including executive directors, or consultants of the Company and/or its subsidiaries options to subscribe for shares in the Company at a consideration of HK\$1 for each lot of share options granted. Options granted should be accepted within 30 days from the date of grant.

The exercise price is determined by the directors of the Company and will not be less than the highest of (i) the closing price of the shares on the date of grant, (ii) the average closing price of the shares for the five business days immediately preceding the date of grant, or (iii) the nominal value of the Company's shares.

The total number of shares in respect of which options may be granted under the 2002 Scheme shall not exceed 10% of the shares of the Company in issue as at the date of shareholders' approval of the 2002 Scheme, without a prior approval from the Company's shareholders.

32. 購股權計劃

(a) 二零零二年計劃

行使價由本公司董事釐定,將不低於以下各項之最高者:(i)授出日期的股份收市價:(ii)授出日期前五個營業日股份平均收市價;或(iii)本公司股份面值。

除非獲得本公司股東事先批准, 否則根據二零零二年計劃可予 授出之購股權涉及之股份總數, 不得超過本公司於股東批准二零 零二年計劃當日之已發行股份之 10%。

財務報表附註

For the year ended 31 March 2012 截至二零一二年三月三十一日止年度

32. SHARE OPTION SCHEME (continued)

(a) The 2002 Scheme (continued)

The maximum aggregate number of shares which may be issued upon the exercise of all outstanding options granted and yet to be exercised under the 2002 Scheme and any other schemes, must not, in aggregate, exceed 30% of the total number of shares of the Company in issue from time to time.

The maximum number of shares (issued and to be issued) in respect of which options may be granted to any eligible person in any 12-month period shall not exceed 1% of the total number of shares of the Company in issue, unless a shareholders' approval has been obtained.

An option may be exercised in accordance with the terms of the 2002 Scheme at any time after the date upon which the option is granted and prior to the expiry of 10 years from that date. The period during which an option may be exercised will be determined by the board of directors in its absolute discretion, save that no option may be exercised more than 10 years after it has been granted. No option may be granted more than 10 years after the date of approval of the 2002 Scheme. Subject to earlier termination by the Company in general meeting or by the board of directors' resolution at a general meeting, the 2002 Scheme shall be valid and effective for a period of 10 years after the date of adoption of the 2002 Scheme.

By an ordinary resolution passed by the shareholders of the Company on 22 August 2011 and upon the 2011 Scheme becoming unconditional and effective, the 2002 Scheme was terminated on 23 August 2011. No further share options may be offered under the 2002 Scheme. Nevertheless, share options granted under the 2002 Scheme prior to its termination shall continue to be valid and exercisable in accordance with their terms of issue.

32. 購股權計劃(續)

(a) 二零零二年計劃(續)

根據二零零二年計劃及任何其他計劃已授出而尚未行使之發行在外的購股權獲悉數行使時可予發行之股份總數,最多不得超過本公司不時已發行股份總數之30%。

除已獲得股東批准外,於任何十二個月期間內可向任何合資格人士授出之購股權所涉及之已經及將予發行股份數目,最多不得超過本公司已發行股份總數之1%。

透過本公司股東於二零一年八月二十二日通過之普通決議條件 人名 大學 人名 不得 制成 為無條件 人名 大學 人名 不得 根據 一 一 年 計劃 於 出 ,不得 根據 一 步 授 出 購 股 權 将 根 據 彼 等 之 發 行 條 款 繼 續 有 效 及 可 行 使 。

財務報表附註

For the year ended 31 March 2012 截至二零一二年三月三十一日止年度

32. SHARE OPTION SCHEME (continued)

(b) The 2011 Scheme

The 2011 Scheme was adopted by the Company on 22 August 2011 which will expire on 21 August 2021. The primary purpose of the 2011 Scheme is to provide incentives or reward to the eligible persons for their contribution to, and continuing efforts to promote the interests of, the Group. Under the 2011 Scheme and subject to its terms and conditions, the board of directors of the Company may at its discretion offer to any eligible employee, director, or consultant, agent, supplier, customer or contractor of the Group options to subscribe for shares in the Company. Such offer shall be open for acceptance on a day specified in the letter of grant which shall be no longer than 30 days from the date of the letter of grant. The share options shall be deemed to have been granted and accepted and taken effect when the duplicate letter of grant is signed by the eligible person and returned to the Company together with a remittance in favour of the Company of HK\$1 for each acceptance of grant of the share options.

The exercise price is determined by the directors of the Company, which shall be at least the highest of (i) the closing price of the shares on the date of offer, (ii) the average closing price of the shares for the five business days immediately preceding the date of offer, and (iii) the nominal value of the Company's shares.

The maximum aggregate number of shares which may be issued upon the exercise of all outstanding vested or unvested options granted and yet to be exercised under the 2011 Scheme and any other schemes must not, in aggregate, exceed 30% of the total number of shares of the Company in issue from time to time (the "Overriding Limit").

32. 購股權計劃(續)

(b) 二零一一年計劃

二零一一年計劃由本公司於二零 一年八月二十二日採納,將於 二零二一年八月二十一日到期。 二零一一年計劃的主要目的在於 向合資格人士就彼等對本集團 之貢獻及推動本集團利益之不懈 努力提供激勵或獎勵。根據二零 一一年計劃及受其條款及條件 所限,本公司董事會可酌情向本 集團任何合資格僱員、董事或顧 問、代理、供應商、客戶或承辦 人授出可認購本公司股份之購股 權。有關授出將於授出函件指定 之日期(不遲於授出函件日期起 30日)供接納。當授出函件副本 獲合資格人士簽署及寄回本公 司,並就接納授出購股權向本公 司匯寄1港元,購股權將被視為已 獲授出及接納及生效。

行使價由本公司董事釐定,將至少為以下各項之最高者:(i)授出日期的股份收市價:(ii)授出日期前五個營業日股份平均收市價;或(iii)本公司股份面值。

因根據二零一一年計劃及任何其他購股權計劃授出及仍未行使之所有尚未行使已歸屬或未歸屬購股權獲行使而可能發行之股份數目合共最多不得超過本公司不時已發行股份總數之30%(「最高上限」)。

財務報表附註

For the year ended 31 March 2012 截至二零一二年三月三十一日止年度

32. SHARE OPTION SCHEME (continued)

(b) The 2011 Scheme (continued)

The aggregate number of shares which may be issued upon exercise of all share options to be granted under the 2011 Scheme and any other schemes shall not exceed 10% of the shares of the Company in issue as at the date of shareholders' approval of the 2011 Scheme (the "Scheme Mandate Limit"). Subject to the Overriding Limit, the Company may refresh the Scheme Mandate Limit by ordinary resolution of the shareholders in general meeting, provided that the Scheme Mandate Limit so refreshed shall not exceed 10% of the total number of issued shares as at the date of shareholders' approval of the refreshment.

The maximum number of shares (issued and to be issued) in respect of which options may be granted under the 2011 Scheme and any other schemes to any eligible person in any 12-month period shall not exceed 1% of the total number of shares of the Company in issue, unless a shareholders' approval has been obtained.

Any grant of share options to a director, chief executive or substantial shareholder of the Company, or any of their respective associates must be approved by the independent non-executive directors. Where share options are proposed to be granted to a substantial shareholder or an independent non-executive director, or any of their respective associates, and the grant would result in the aggregate of shares issued and to be issued upon exercise of all options granted or to be granted under the 2011 Scheme and any other schemes to such person in the 12-month period up to and including the date of offer of the relevant share options to (i) represent in aggregate over 0.1% of the total number of issued shares for the time being; and (ii) have an aggregate value, based on the closing price of the shares, in excess of HK\$5,000,000, the proposed grant shall be subject to the approval of the shareholders in general meeting with the connected persons abstaining from voting in favour.

32. 購股權計劃(續)

(b) 二零一一年計劃(續)

因根據二零一一年計劃及其他購 股權計劃將授出之全數購股權獲 行使而可發行之股份數目合共最 多不得超過股東批准二零一一年 計劃當日已發行股份數目之10% (「計劃授權上限」)。受於股東大 計劃授權上可透過於東大 計劃授權上限, 上提呈股東之普通決議案更新計 對權上限不得超過股東批准 權上限不得超過股東批准更 權上限不得超過數之10%。

除非已獲股東批准,否則就可能 於任何十二個月期間根據二零 一一年計劃及任何其他購股權計 劃授予任何合資格人士之購股權 (已發行及將予發行)股份之最大 數目不可超過本公司已發行股份 總數之1%。

任何授予董事、本公司之主要行 政人員或主要股東或任何彼等各 自聯繫人士之購股權必須獲得獨 立非執行董事之批准。倘建議向 主要股東或獨立非執行董事或任 何彼等各自聯繫人士授出購股 權,而建議授出購股權將導致於 截至授出有關購股權之日(包括 該日)止十二個月期間因行使根 據二零一一年計劃及其他購股權 計劃已授予或將授予有關人士之 所有購股權而已發行及將予發行 之股份數目(i)合共超過當時已發 行股份總數之0.1%;及(ii)總價 值(根據股份收市價計算)超過 5,000,000港元,則建議授出須獲 股東於股東大會上批准後,方可 作實,且關連人士須棄權投票。

財務報表附註

For the year ended 31 March 2012 截至二零一二年三月三十一日止年度

32. SHARE OPTION SCHEME (continued)

(b) The 2011 Scheme (continued)

An option may be exercised in accordance with the terms of the 2011 Scheme during such period as may be determined by the board of directors (which shall not be more than 10 years commencing on the date on which the share option is granted and accepted). Unless otherwise determined by the board of directors, there is no minimum period for which a share option must be held before it can be exercised. Subject to early termination by the Company in general meeting or the board of directors, the 2011 Scheme shall be valid and effective for a period of 10 years commencing on its date of adoption.

No share options have been granted under the 2011 Scheme since its date of adoption up to the date of this report.

At the balance sheet date, the Company had 61,000,000 (2011: 479,000,000) share options outstanding under the 2002 Scheme which represented approximately 1.81% (2011: 16.21%) of the Company's share in issue at that date. The exercise in full of the outstanding share options would, under the present capital structure of the Company, result in the issue of 61,000,000 (2011: 479,000,000) additional shares and additional share capital of HK\$610,000 (2011: HK\$4,790,000) and share premium of HK\$7,452,000 (2011: HK\$48,460,000, as restated) (before issue expenses).

The following tables disclose details of the Company's share options held by directors, employees and consultants and movements in the share options granted under the 2002 Scheme.

32. 購股權計劃(續)

(b) 二零一一年計劃(續)

自採納日期起至本報告日期止, 並無根據二零一一年計劃授出購 股權。

於結算日,本公司在二零零二年計劃下有61,000,000份(二零一一年:479,000,000份) 購股權尚未行使,約佔本公司於該日已發行股份之1.81%(二零一一年:16.21%)。根據本公司當前之資本架構,悉數行使協及高之資本架構,悉數行使時股權將導致發行61,000,000股(二零一一年:479,000,000股)額外股份及額外股本610,000港元(二零一一年:4,790,000港元)及股份溢價7,452,000港元(二零一一年:48,460,000港元,經重列)(扣除發行開支前)。

下表披露董事、僱員及顧問持有之本公司購股權及根據二零零二年計劃授 出之購股權變動詳情。

財務報表附註

For the year ended 31 March 2012 截至二零一二年三月三十一日止年度

32. SHARE OPTION SCHEME (continued)

32. 購股權計劃(續)

For the year ended 31 March 2012

截至二零一二年三月三十一日止年度

		i Murch 2		Number of share options 購股權數目					Weighted
Grantee	Date of grant	Exercise price per share	Exercisable period	Outstanding at 31.03.2011	Granted during the year	Exercised during the year	Lapsed during the year	Outstanding at 31.03.2012	average closing share price immediately before exercise date 緊接行使
承授人	授出日期	每股行使價 HK \$ 港元	可行使期間	於二零一一年 三月三十一日 尚未行使	年內授出	年內行使	年內失效	於二零一二年 三月三十一日 尚未行使	多期權 日加權 中市 日期權 中市 日 日 日 日 日 日 日 日 日 日 日 日 日 日 日 日 日 日
Directors 董事 Ho Chi Ho (resigned on 13.01.2012) 何志豪 /於二零一二年 一月十三日群台	11.05.2009	0.0730	31.07.2009– 10.05.2012	225,000,000	-	(225,000,000)	-	-	0.1863
Ma Kwok Hung,	16.09.2009	0.1160	16.09.2009-	2,500,000	-	(2,500,000)	-	-	0.2195
Warren 馬國雄	25.01.2011	0.1500	15.09.2012 25.01.2011– 24.01.2013	500,000	-	(500,000)	-	-	0.2511
Chow Siu Ngor 鄒小岳	16.09.2009	0.1160	16.09.2009-	2,500,000	-	-	-	2,500,000	N/A 不適用
卿'小田	25.01.2011	0.1500	15.09.2012 25.01.2011– 24.01.2013	500,000	-	-	-	500,000	N/A 不適用
Wong Hoi Kuen 黃海權	16.09.2009	0.1160	16.09.2009- 15.09.2012	2,500,000	-	(2,500,000)	-	-	0.2195
共	25.01.2011	0.1500	25.01.2011– 24.01.2013	500,000	-	(500,000)	-	-	0.2511
Chan Chi Yuen 陳志遠	16.09.2009	0.1160	16.09.2009- 15.09.2012	2,500,000	-	-	-	2,500,000	N/A 不適用
TA LU AS	25.01.2011	0.1500	25.01.2011– 24.01.2013	500,000	-	-	-	500,000	N/A 不適用
Hung Hing Man 孔慶文	25.01.2011	0.1500	25.01.2011– 24.01.2013	500,000	-	(500,000)	-	-	0.2511
Employees 僱員	16.09.2009	0.1160	16.09.2009– 15.09.2012	500,000	-	(500,000)	-	-	0.2195
	25.01.2011	0.1500	25.01.2011– 24.01.2013	57,000,000	-	(57,000,000)	-	-	0.2511
Consultants and other eligible	16.09.2009	0.1160	16.09.2009- 15.09.2012	27,000,000	-	-	-	27,000,000	N/A 不適用
participants 顧問及其他 合資格參與人	25.01.2011	0.1500	25.01.2011– 24.01.2013	157,000,000	-	(129,000,000)	-	28,000,000	0.2511
				479,000,000	_	(418,000,000)	_	61,000,000	

財務報表附註

For the year ended 31 March 2012 截至二零一二年三月三十一日止年度

32. SHARE OPTION SCHEME (continued)

32. 購股權計劃(續)

For the year ended 31 March 2011

截至二零一一年三月三十一日止年度

Number of share options 購股權數目

						購股罹數日			
Grantee	Date of grant	Exercise price per share	Exercisable period	Outstanding at 31.03.2010	Granted during the year	Exercised during the year	Lapsed during the year	Outstanding at 31.03.2011	Weighted average closing share price immediately before exercise date 緊接行使
承授人	授出日期	每股行使價 HK \$ 港元	可行使期間	於二零一零年 三月三十一日 尚未行使	年內授出	年內行使	年內失效	於二零一一年 三月三十一日 尚未行使	日期前股份加權市股平市 HK\$
Directors									
董事 Ho Chi Ho	17.09.2007	0.2420	17.09.2007-	18,000,000	-	-	(18,000,000)	-	N/A
何志豪	11.05.2009	0.0730	16.09.2010 31.07.2009– 10.05.2012	225,000,000	-	-	-	225,000,000	不適用 N/A 不適用
Ma Kwok Hung,	16.09.2009	0.1160	16.09.2009-	2,500,000	-	-	-	2,500,000	N/A 不適用
Warren 馬國雄	25.01.2011	0.1500	15.09.2012 25.01.2011– 24.01.2013	-	500,000	-	-	500,000	不適用 N/A 不適用
Chow Siu Ngor	16.09.2009	0.1160	16.09.2009– 15.09.2012	2,500,000	-	-	-	2,500,000	N/A 不適用
鄒小岳	25.01.2011	0.1500	25.01.2011– 24.01.2013	-	500,000	-	-	500,000	N/A 不適用
Wong Hoi Kuen 黃海權	16.09.2009	0.1160	16.09.2009– 15.09.2012	2,500,000	-	-	-	2,500,000	N/A 不適用
央/9 惟	25.01.2011	0.1500	25.01.2011– 24.01.2013	-	500,000	-	-	500,000	N/A 不適用
Chan Chi Yuen 陳志遠	16.09.2009	0.1160	16.09.2009- 15.09.2012	2,500,000	-	-	-	2,500,000	N/A 不適用
LW /C/ VEZ	25.01.2011	0.1500	25.01.2011– 24.01.2013	-	500,000	-	-	500,000	N/A 不適用
Hung Hing Man 孔慶文	25.01.2011	0.1500	25.01.2011– 24.01.2013	-	500,000	-	-	500,000	N/A 不適用
Employees 僱員	16.09.2009	0.1160	16.09.2009– 15.09.2012	500,000	-	-	-	500,000	N/A 不適用
准具	25.01.2011	0.1500	25.01.2011– 24.01.2013	-	118,000,000	(61,000,000)	-	57,000,000	0.1602
Consultants and other eligible	16.09.2009	0.1160	16.09.2009- 15.09.2012	54,000,000	-	(27,000,000)	-	27,000,000	0.1280
participants 顧問及其他 合資格參與人	25.01.2011	0.1500	25.01.2011– 24.01.2013	-	157,000,000	-	-	157,000,000	N/A 不適用
				307,500,000	277,500,000	(88,000,000)	(18,000,000)	479,000,000	

財務報表附註

For the year ended 31 March 2012 截至二零一二年三月三十一日止年度

32. SHARE OPTION SCHEME (continued)

The weighted average share price at the date of exercise for share options exercised during the year was HK\$0.2287 (2011: HK\$0.1533).

During the year ended 31 March 2011, the fair value of the share options granted was HK\$7,166,000 and the Company recognised share-based payment of HK\$8,362,000.

The fair value of equity-settled share options granted is estimated at the date of grant using the Black-Scholes option pricing model (the "Model"), taking into account the terms and conditions upon which the options were granted. Details of the fair values of share options determined at the date of grant using the Model with significant variables and assumptions are as follows:

32. 購股權計劃(續)

年內已行使購股權於行使日之加權平均股價為0.2287港元(二零一一年: 0.1533港元)。

截至二零一一年三月三十一日止年度,已授出購股權之公平值為7,166,000港元,及本公司確認以股份為基礎之付款8,362,000港元。

所授出以股本結算之購股權的公平值 於授出日期以柏力克-舒爾斯估值模 式(該「模式」)估計,並已考慮授出購 股權之條款及條件。有關購股權於授 出日期以該模式釐定之公平值及重大 變量及假設的詳情如下:

> Date of share options grant 購股權授出日期 25.01.2011 二零一一年 一月二十五日

Exercise price (HK\$) 行使價(港元) 0.1500 Dividend yield 股息收益 0% **Expected volatility** 預期波幅 47.593% Risk-free interest rate 無風險利率 0.280% Expected life of option (years) 預期購股權有效期(年) Closing share price at grant date (HK\$) 授出日的股份收市價(港元) 0.1500

The expected volatility, which is based on the approximate historical volatility of closing prices of the share of the Company in the past one year immediately before the date of grant, reflects the assumption that the historical volatility is indicative of future trends, which may also not necessarily be the actual outcome. The risk-free interest rate represents the yields to maturity of respective Hong Kong Exchange Fund Note as at the share options grant date. The expected life of the options is based on the historical data and is not necessarily indicative of exercise patterns that may occur.

No other features of options grant were incorporated into the measurement of fair value. 預期波幅是按本公司股份於緊接授出日期前過去一年之收市價的波幅計算,反映歷史波動可標示未來趨勢的假設,未必為實際結果。無風險利率是指於授出日香港外匯基金票據之到期收益率。預期購股權有效期乃可能歷史數據而釐定,故未必反映其可能出現之行使規律。

計算公平值時並無計及授出購股權的其他特性。

財務報表附註

For the year ended 31 March 2012 截至二零一二年三月三十一日止年度

33. RESERVES

THE GROUP

The contributed surplus of the Group represents the cancellation of an amount of approximately HK\$48,000,000 from the share premium account of the Company and the credit of an amount of approximately HK\$610,247,000 of the Company's share capital cancelled in 2002 and the contribution of approximately HK\$26,719,000 from the placing of warrants in 2002 that had expired in 2003.

The special reserve of the Group represents the difference between the nominal amount of the share capital issued by the Company in exchange for the nominal amount of share capital of its subsidiaries acquired at the date of a previous group reorganisation.

Exchange differences relating to the translation of the net assets of the Group's foreign operations from their functional currencies to the Group's presentation currency (i.e. Hong Kong dollars) are recognised directly in other comprehensive income and accumulated in the exchange reserve. Such exchange differences accumulated in the exchange reserve are reclassified to profit or loss on the disposal of the foreign operation.

33. 儲備

本集團

本集團之繳入盈餘指註銷本公司股份 溢價賬中約48,000,000港元及於二零 零二年註銷本公司股本約610,247,000 港元進賬額及於二零零二年配售於二 零零三年屆滿之認股權證所得款項約 26,719,000港元。

本集團的特別儲備是本公司於過去的 集團重組日期就交換所收購附屬公司 股本面值而發行之股本面值與該等附 屬公司股本面值間的差額。

與將本集團海外業務之淨資產由其功能貨幣換算至本集團呈列貨幣(即港元)有關之匯兑差額乃直接於其他全面收入確認並於匯兑儲備累計。該等於匯兑儲備累計之匯兑差額於出售海外業務時重新分類至損益。

財務報表附註

For the year ended 31 March 2012 截至二零一二年三月三十一日止年度

33. RESERVES (continued)

33. 儲備(續)

THE COMPANY

本公司

		Share	Capital	Convertible		Share		
		premium	redemption	note	Contributed	options	Accumulated	
		account	reserve	reserve	surplus	reserve	losses	Total
			資本贖回	可換股票據				
		股份溢價賬	儲備	儲備	繳入盈餘	購股權儲備	累計虧損	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元	千港元
Balance at 1 April 2010	於二零一零年四月一日之結餘	591,839	13,878	-	907,760	7,818	(1,465,007)	56,288
Share options expenses	購股權支出	2,298	-	-	-	(2,298)	-	-
Share options granted	授出購股權	-	-	-	-	8,362	-	8,362
Exercise of share options	行使購股權	11,402	-	-	-	-	-	11,402
Share options lapsed	購股權失效	_	_	_	_	(2,726)	2,726	_
Total comprehensive	本年度全面支出總額							
expense for the year		_	_	_	_	_	(29,820)	(29,820)
,								
Balance at 31 March 2011	於二零一一年三月三十一日之結餘	605,539	13,878	_	907,760	11,156	(1,492,101)	46,232
Convertible note – equity component, net of	可換股票據一權益部份 (扣除交易成本)	000,000	.0,0.0		337,733	,	(1,102,101)	.0/202
transaction costs	(1619) (177)	_	_	18,352	_	_	_	18,352
Share options expenses	購股權支出	41,008	_		_	_	_	41,008
Exercise of share options	行使購股權	9,550	_	_	_	(9,550)	_	-
Total comprehensive	本年度全面支出總額	3,330				(3,330)		
expense for the year	11.1 及工画人国心识	_	_	_	_	_	(34,055)	(34,055)
expense for the year							(5 1,033)	(31,033)
Balance at 31 March 2012	於二零一二年三月三十一日之結餘	656,097	13,878	18,352	907,760	1,606	(1,526,156)	71,537
20.0.100 dt 0 1 March 2012	TO THE PROPERTY OF THE PROPERT			10,002			(1/320/130)	- 1,557

Convertible note reserve represents the amount allocated to the equity component of convertible note issued by the Company recognised in accordance with the accounting policy adopted for convertible note in Note 4(q).

可換股票據儲備指本公司所發行可換股票據之權益部份獲分配之款額,本公司乃根據附註4(q)可換股票據所採納之會計政策進行確認。

財務報表附註

For the year ended 31 March 2012 截至二零一二年三月三十一日止年度

33. RESERVES (continued)

The contributed surplus of the Company represents:

- the difference between the consolidated shareholders' funds of the subsidiaries at the date on which they were acquired by the Company, and the nominal value of the Company's shares issued for the acquisition at the time of a previous group reorganisation;
- (ii) the cancellation of an amount of approximately HK\$48,000,000 from the share premium account of the Company and the credit of an amount of approximately HK\$610,247,000 of the Company's share capital cancelled in 2002; and
- (iii) the contribution of approximately HK\$26,719,000 from the placing of warrants in 2002 that had expired in 2003.

Under the Companies Act 1981 of Bermuda (as amended), the contributed surplus account of the Company is available for distribution. However, the Company cannot declare or pay a dividend, or make a distribution out of contributed surplus if:

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

In the opinion of the directors, the Company had no reserves available for distribution to shareholders at 31 March 2011 and 31 March 2012.

The share options reserve represents the fair value of share options granted which are yet to be exercised. The amount will either be transferred to the share premium account when the related options are exercised, or be transferred to accumulated losses should the related options expire or be forfeited.

33. 儲備(續)

本公司之繳入盈餘為:

- (i) 本公司所收購之附屬公司於收購 日期的綜合股東資金與過去集團 重組時就收購所發行之本公司股 份面值間的差額:
- (ii) 註銷本公司股份溢價賬當中約 48,000,000港元,以及於二零零 二年註銷的本公司股本中之約 610,247,000港元進賬額:及
- (iii) 於二零零二年配售於二零零三年 屆滿之認股權證之所得款項約 26,719,000港元。

根據百慕達一九八一年公司法(經修訂),本公司之繳入盈餘賬可供分派。 然而,倘出現下列情況,本公司不得 自繳入盈餘宣派或派付股息或作出分 派:

- (a) 本公司無法或將於派發股息後無 法償還到期負債;或
- (b) 本公司資產之可變現價值將因此 而少於其負債、其已發行股本及 股份溢價賬三者之總和。

董事認為,於二零一一年三月三十一 日及二零一二年三月三十一日,本公 司並無可供分派予股東之儲備。

購股權儲備為已授出但尚未被行使之 購股權的公平值。當有關購股權獲行 使時,其價值將轉撥至股份溢價賬, 或當有關購股權屆滿或被沒收時,則 轉撥至累計虧損。

財務報表附註

For the year ended 31 March 2012 截至二零一二年三月三十一日止年度

34. ACQUISITION OF SUBSIDIARIES

On 29 December 2011, the Group completed the acquisition of 90% equity interest in Yunnan He Da Investments Company Limited which held 60% direct equity interest in Mianning Mao Yuan Rare Earth Technology Company Limited ("Mianning Maoyuan"), from an independent third party for a cash consideration of RMB380,000,000 (equivalent to approximately HK\$468,557,000). Mianning Maoyuan operates a rare earth refinery plant located in Sichuan Province, the PRC and is principally engaged in the refinery and processing of rare earth elements into products which have broad applications in industrial and consumer related industries including high-technology and green energy. The acquisition has been accounted for using the acquisition method of accounting.

Details of aggregate net assets acquired and goodwill arising on the acquisition were as follows:

34. 收購附屬公司

是項收購所收購之總資產淨值及產生 之商譽詳情如下:

> Acquirees' fair value at acquisition date 被收購方於收購日期之公平值 HK\$'000 千港元

Net assets acquired:

Property, plant and equipment (Note 15)
Land use rights (Note 17)
Intangible asset (Note 19)
Inventories
Other receivables
Cash and cash equivalents
Trade payables
Other payables

所收購資產淨值:

物業、廠房及設備	
(附註15)	107,357
土地使用權(附註17)	5,473
無形資產(附註19)	547,472
存貨	22,768
其他應收款項	10,847
現金及現金等額項目	79
應付貿易賬項	(19,769)
其他應付賬項	(124,155)

550,072

財務報表附註

For the year ended 31 March 2012 截至二零一二年三月三十一日止年度

34. ACQUISITION OF SUBSIDIARIES (continued)

34. 收購附屬公司(續)

Acquirees' fair value at acquisition date 被收購方於收購日期之公平值 HK\$'000

千港元

Goodwill arising on acquisition: 收購產生之商譽:

Purchase consideration settled in cash 以現金結算之購買代價 468,557 Add: Non-controlling interests 加: 非控股權益 253,051 減:收購之資產淨值 Less: Net assets acquired 550,072

Goodwill (Note 18) 商譽(附註18) 171,536

Net cash outflow arising on acquisition: 收購產生之現金流出淨額:

Cash consideration 現金代價 468,557

減: 收購之現金及現金等額項目 Less: Cash and cash equivalents acquired 79

468,478

The Goodwill arising on the acquisition of Mianning Maoyuan is attributable to the immense development potentials in rare earth processing business in China which will benefit from the Chinese government's policies in recent years to consolidate the industry and restrict output.

The non-controlling interests recognised at the acquisition date was measured at the non-controlling interests' proportionate share of the recognised amounts of the acquiree's identifiable net assets.

Acquisition related costs paid in 2012 of approximately HK\$5,179,000 have been included in administrative expenses in the consolidated income statement.

The acquired subsidiaries contributed approximately HK\$6,000 to the Group's turnover and approximately HK\$12,313,000 loss to the Group's loss attributable to shareholders of the Company for the period from the date of acquisition to 31 March 2012.

If the above acquired businesses had occurred on 1 April 2011, the Group's turnover would have been approximately HK\$28,769,000 and loss for the year ended 31 March 2012 would have been approximately HK\$64,566,000.

收購冕寧茂源所產生之商譽來自中國 稀土加工業務之巨大發展潛力,有關 行業受惠於中國政府近年鞏固業界及 限制產量的政策。

於收購日期所確認之非控股權益乃以 非控股權益按比例應佔的被收購方可 辨識資產淨值之已確認金額計量。

於二零一二年所支付之收購相關成本 約5,179,000港元已計入綜合收益表內 之行政費用。

由收購日期起至二零一二年三月 三十一日止期間,所收購附屬公司為 本集團營業額貢獻約6,000港元及為本 公司股東應佔虧損帶來約12,313,000 港元虧損。

倘上述所收購業務已於二零一一年 四月一日發生,則本集團之營業額將 應為約28,769,000港元,而截至二零 一二年三月三十一日止年度之虧損將 應為約64,566,000港元。

財務報表附註

For the year ended 31 March 2012 截至二零一二年三月三十一日止年度

35. DISPOSAL OF A SUBSIDIARY

On 21 January, 2011, the Group disposed of a subsidiary, Beijing Yo Luan Property Development Company Limited which was engaged in the 1st level of development project at Yang Jia Yuen Village, Huai Ro Town, Huai Ro District, Beijing, the PRC for a total cash consideration of RMB38,000,000 (equivalent to approximately HK\$44,659,000). The consideration consisted of RMB3,000,000 (equivalent to approximately HK\$3,526,000) for disposal of sale shares and RMB35,000,000 (equivalent to approximately HK\$41,133,000) for disposal of sale loan.

The net liabilities at the date of disposal:

35. 出售一間附屬公司

於二零一一年一月二十一日,本集團以現金代價人民幣38,000,000元(約相當於44,659,000港元)出售一間附屬公司北京友聯房地產開發有限公司,其從事中國北京市懷柔區懷柔鎮楊家園村的一級開發項目。代價包括出售人民幣3,000,000元(約相當於3,526,000港元)銷售股份及出售人民幣35,000,000元(約相當於41,133,000港元)銷售貸款。

於出售日期之淨負債:

		HK\$'000 千港元
Property, plant and equipment (Note 15) Other receivables and prepayments Bank balances and cash Amount due to a holding company Other payables and accruals	物業、廠房及設備(附註15) 其他應收款項及預付款項 銀行結餘及現金 應付控股公司款項 其他應付款項及應計費用	154 323 177 (41,133) (6,487)
Net liabilities Less: Sale loan	淨負債 <i>減</i> :銷售貸款	(46,966) (41,133)
Net liabilities	淨負債	(5,833)
Gain on disposal of a subsidiary:	出售附屬公司之收益:	
Cash consideration Net liabilities disposed of Cumulative exchange differences in respect of the net liabilities of the subsidiary reclassified from equity	現金代價 出售之淨負債 附屬公司之淨負債於出售時由 權益重新分類為損益有關 之累計匯兑差額(附註13)	44,659 5,833
to profit or loss on disposal (Note 13)	之条引	(1,568)
Gain on disposal (Note 7)	出售收益(附註7)	48,924
Net cash inflow arising on disposal:	出售產生之現金流入淨額:	
Cash consideration Bank balances and cash disposed of	現金代價 出售之銀行結餘及現金	44,659 (177)
Net inflow of cash and cash equivalents in respect of the disposal of a subsidiary	出售附屬公司有關之現金 及現金等額項目流入淨額	44,482

財務報表附註

For the year ended 31 March 2012 截至二零一二年三月三十一日止年度

35. DISPOSAL OF A SUBSIDIARY (continued)

The subsidiary disposed of during the year ended 31 March 2011 contributed approximately HK\$Nil to the Group's turnover and loss of approximately HK\$5,409,000 to the Group's loss from operations for the year ended 31 March 2011.

36. CAPITAL COMMITMENTS

At 31 March 2012, the Group had capital commitments contracted for but not provided for in the consolidated financial statements in respect of the purchase of plant and machinery amounting to approximately HK\$678,000.

At 31 March 2011, the Group had no significant capital commitments.

The Company had no significant capital commitments at both balance sheet dates.

37. CONTINGENT LIABILITIES

- (a) At 31 March 2012, the Company had given guarantees to two lenders in respect of other borrowings utilised by a subsidiary to an extent of RMB256,000,000 (equivalent to approximately HK\$315,193,000) (2011: HK\$Nil). The directors do not consider it probable that a claim will be made against the Company under any of the guarantees. The maximum liability of the Company at 31 March 2012 under the guarantees by the Company is the aggregate amount of the borrowings drawn down by the subsidiary. In the opinion of the directors, the fair value of these guarantees is not significant.
- (b) The Company had contingent liabilities in respect of financial support given to certain subsidiaries which have capital deficiencies to allow them to continue as a going concern and to meet their liabilities as and when they fall due.
- (c) Other than those mentioned in (a) above, the Group had no other significant contingent liabilities as at both balance sheet dates.

35. 出售一間附屬公司(續)

於截至二零一一年三月三十一日止年 度內所出售之附屬公司為本集團之營 業額貢獻約零港元,為本集團於截至 二零一一年三月三十一日止年度之經 營虧損帶來虧損約5,409,000港元。

36. 資本承擔

於二零一二年三月三十一日,本集團 就購買廠房及機器有已訂約但未於綜 合財務報表撥備的資本承擔約678,000 港元。

於二零一一年三月三十一日,本集團 並無重大資本承擔。

於兩個結算日,本公司均無任何重大資本承擔。

37. 或然負債

- (b) 本公司因向若干資金短缺之附屬 公司提供財政支援以使彼等能持 續經營及能償還到期之負債而有 或然負債。
- (c) 除上文(a)項所述外,於兩個結算 日,本集團並無其他重大或然負 債。

財務報表附註

For the year ended 31 March 2012 截至二零一二年三月三十一日止年度

38. OPERATING LEASE COMMITMENTS

The Group as lessee

The Group made minimum lease payments of approximately HK\$4,918,000 (2011: HK\$6,547,000) under operating leases in respect of office premises during the year.

At the balance sheet date, the Group had commitments for future minimum lease payments under noncancellable operating leases which fall due as follows:

38.經營租約安排

本集團作為承租人

本集團年內根據就寫字樓物業訂立之經營租約作出最低租賃付款約4,918,000港元(二零一一年:6,547,000港元)。

於結算日,本集團須按不可撤銷經營 租約承擔未來最低租約付款,租約屆 滿年期如下:

THE GROUP 本集團

	2012	2011
	二零一二年	二零一一年
	HK\$'000	HK\$'000
	千港元	千港元
	2,731	3,213
)	116	518
	2,847	3,731

In the second to fifth year inclusive 第二年至第五年(包括首尾兩年)

Operating lease payments represent rentals payable by the Group for certain of its office premises and warehouses. Leases are negotiated and fixed for an average term of one to three years.

經營租約付款指本集團就其若干寫字 樓物業及倉庫應付之租金。租約平均 協定為一至三年。

財務報表附註

For the year ended 31 March 2012 截至二零一二年三月三十一日止年度

38. OPERATING LEASE COMMITMENTS

(continued)

The Group as lessor

At the balance sheet date, the Group had commitments for future lease receipts under non-cancellable operating leases which fall due as follows:

38.經營租約安排(續)

本集團作為租賃人

於結算日,本集團按不可撤銷經營租 約承擔未來最低租金收款,租約屆滿 年期如下:

THE GROUP 本集團

2012 二零一二年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元
	317 47
	364

Within one year

一年內

In the second to fifth year inclusive

第二年至第五年(包括首尾兩年)

Operating lease receipts represented rentals receivable by the Group for letting of its properties held for sale. Leases were negotiated and fixed for an average term of one to three years.

The Company had no outstanding commitments under non-cancellable operating leases at both balance sheet dates. 經營租約收款指本集團就出租其持作 出售物業應收之租金。租約平均協定 為一至三年。

於兩結算日,本公司均無未履行之不可撤銷經營租約承擔。



For the year ended 31 March 2012 截至二零一二年三月三十一日止年度

39. FINANCIAL RISK MANAGEMENT

(a) Financial instruments by categories

The accounting policies for financial instruments have been applied to the line items below:

於綜合資產負債表

應收貿易及其他賬項

按公平值計入損益之

現金及現金等額項目 (附註25)

總額

(不包括預付款項)

金融資產(附註24)

於二零一一年三月三十一日

應收貿易及其他賬項

按公平值計入損益之

(附註25)

總額

(不包括預付款項)

金融資產(附註24) 現金及現金等額項目

於二零一二年三月三十一日

之資產

THE GROUP

Assets as per consolidated

Trade and other receivables

Financial assets at fair value

Cash and cash equivalents

(Note 25)

At 31 March 2011

Trade and other receivables

(excluding prepayments)

through profit or loss (Note 24)

Financial assets at fair value

Cash and cash equivalents

(Note 25)

Total

Total

through profit or loss (Note 24)

(excluding prepayments)

balance sheet

At 31 March 2012

39. 財務風險管理

(a) 按類別劃分之金融工具

適用於下列各項財務工具之會計 政策載列如下:

本集團

本集團		
	Financial	
	assets at fair	
Loans and	value through	
receivables	profit or loss	Total
//> +L =	按公平值	
貸款及	計入損益	4 由 電子
應收賬項 HK\$'000	之金融資產 HK\$'000	總額
千港元	千港元	HK\$'000 千港元
丁/仓儿	干磨儿	TACL
30,268	_	30,268
-	39,606	39,606
18,774	-	18,774
49,042	39,606	88,648
35,118	_	35,118
	5 500	F F00
_	5,522	5,522
19,757		19,757
13,737		
54,875	5,522	60,397
34,073	3,322	00,397

財務報表附註

For the year ended 31 March 2012 截至二零一二年三月三十一日止年度

39. FINANCIAL RISK MANAGEMENT (continued)

39. 財務風險管理(續)

(a) Financial instruments by categories (continued)

(a) 按類別劃分之金融工具(續)

Financial

liabilities measured at amortised cost 按攤銷成本計量的

		HK\$'000
		千港元
Liabilities as per consolidated balance sheet	於綜合資產負債表之負債	
At 31 March 2012	於二零一二年三月三十一日	
Trade and other payables	應付貿易及其他賬項	
(excluding advance receipts)	(不包括預收款項)	161,527
Amount due to a non-controlling	應付附屬公司非控股股東之	
shareholder of a subsidiary (Note 27)	款項 <i>(附註27)</i>	20,330
Bank and other borrowings (Note 28)	銀行及其他借貸(附註28)	434,714
Convertible note (Note 29)	可換股票據(附註29)	88,848
Total	總額	705,419
At 31 March 2011	於二零一一年三月三十一日	
Trade and other payables (Note 26) Amount due to a non-controlling	應付貿易及其他賬項(附註26) 應付附屬公司非控股股東	59,056
shareholder of a subsidiary (Note 27)	款項(附註27)	20,827
Bank and other borrowings (Note 28)	銀行及其他借貸(附註28)	9,501
Total	總額	89,384

財務報表附註

For the year ended 31 March 2012 截至二零一二年三月三十一日止年度

39. FINANCIAL RISK MANAGEMENT (continued)

39. 財務風險管理(續)

(a) Financial instruments by categories (continued)

(a) 按類別劃分之金融工具(續)

THE COMPANY

本公司

Loans and receivables 貸款及應收賬項 HK\$'000 千港元

Assets as per balance sheet At 31 March 2012

Amounts due from subsidiaries (*Note 20*) Other receivables (excluding prepayments) Cash and cash equivalents (*Note 25*)

Total

總額

於二零一二年三月三十一日

應收附屬公司款項(附註20)

其他應收賬項(不包括預付款項)

現金及現金等額項目(附許25)

於資產負債表之資產

257,596

250.925

60

6.611

At 31 March 2011

Amounts due from subsidiaries (*Note 20*) Other receivables (excluding prepayments) Cash and cash equivalents (*Note 25*)

Total

於二零一一年三月三十一日

應收附屬公司款項(附註20) 其他應收賬項(不包括預付款項) 現金及現金等額項目(附註25)

233,359

37

508

總額

233,904

Financial liabilities measured at amortised cost 按攤銷成本計量的 財務負債 HK\$'000 千港元

Liabilities as per balance sheet At 31 March 2012

Amounts due to subsidiaries (*Note 20*) Other payables (*Note 26*) Convertible note (*Note 29*)

Total

於資產負債表之負債 於二零一二年三月三十一日

應付附屬公司款項(附註20) 其他應付賬項(附註26) 可換股票據(附註29) 55,277 8,348 88.848

TOLAT

總額 <u>152,473</u>

At 31 March 2011

Amounts due to subsidiaries (Note 20) Other payables (Note 26)

Total

於二零一一年三月三十一日

應付附屬公司款項(附註20) 其他應付賬項(附註26)

158,316

總額

30,3

148,694

9,622

財務報表附註

For the year ended 31 March 2012 截至二零一二年三月三十一日止年度

39. FINANCIAL RISK MANAGEMENT (continued)

(b) Financial risk factors

The Group's activities expose it to a variety of financial risks: market risk (including foreign exchange risk, interest rate risk and price risk), credit risk and liquidity risk arising in the normal course of its business and financial instruments. The Group's risk management objectives and policies mainly focus on minimizing the potential adverse effects of these risks on the Group by closely monitoring the individual exposure as follows:

(1) Market risk

(i) Foreign exchange risk

Foreign exchange risk is the risk of loss due to adverse movements in foreign exchange rates relating to investments denominated in foreign currencies. The Group's assets and liabilities are primarily denominated in Hong Kong dollars. When seeking to optimise the returns on its funds available for investments, the Group has certain investments in foreign operations, whose net assets are exposed to foreign currency translation risk.

At 31 March 2012, if Hong Kong dollars had strengthened/weakened by 10% against the RMB, with all other variable held constant, equity would have been approximately HK\$33,681,000 (2011: HK\$10,605,000), lower or higher.

39. 財務風險管理(續)

(b) 財務風險因素

本集團之業務面對多種財務風險: 市場風險(包括外匯風險、利率風 險及價格風險)、信貸風險,以及 一般業務過程及金融工具產生之 流動資金風險。本集團風險管理 目標及政策主要集中於透過密切 監控以下之個別風險,減低此等 風險對本集團之潛在不利影響:

(1) 市場風險

(i) 外匯風險

於二零一二年三月三十一日,倘港元兑人民幣升值/貶值10%,而其他所有變數維持不變,則權益將減少或增加約為33,681,000港元(二零一一年:10.605,000港元)。

財務報表附註

For the year ended 31 March 2012 截至二零一二年三月三十一日止年度

39. FINANCIAL RISK MANAGEMENT (continued)

(b) Financial risk factors (continued)

- (1) Market risk (continued)
 - (i) Foreign exchange risk (continued)

The sensitivity analysis has been determined assuming that the change in foreign exchange rates had occurred at the balance sheet date and had been applied to each of the Group entities' exposure to currency risk for financial instruments in existence at that date, and that all other variables, in particular interest rates, remain constant. The changes in foreign exchange rate represent management's assessment of a reasonably possible change in foreign exchange rate at that date over the period until the next annual balance sheet date.

Results of the analysis as presented in above represent an aggregation of the effects on each of the Group entities' profit or loss and equity measured in the respective functional currencies, translated into Hong Kong dollars at the exchange rate ruling at the balance sheet date for presentation purposes. The analysis is prepared on the same basis for 2011.

39. 財務風險管理(續)

(b) 財務風險因素(續)

(1) 市場風險(續)

(i) 外匯風險(續)

上述之分析結果乃各集團實體之溢利或虧損及權益所受影響(按其相關之功能貨幣計量,並結算日之匯率匯兑為港幣作呈列用途)之總和。本零一一年亦以相同基準編製。

財務報表附註

For the year ended 31 March 2012 截至二零一二年三月三十一日止年度

39. FINANCIAL RISK MANAGEMENT (continued)

(b) Financial risk factors (continued)

- (1) Market risk (continued)
 - (ii) Interest rate risk

Except for cash and cash equivalents, the Group has no other significant interest-bearing assets. The Group's income and operating cash flows are substantially independent of changes in market interest rates. Management does not anticipate significant impact on interest-bearing assets resulted from the changes in interest rates because the interest rates of bank deposits are not expected to change significantly.

The Group's cash flow interest rate risk is mainly concentrated on the fluctuation of interest rate arising from the Group's bank borrowing denominated in RMB.

Bank borrowing at floating interest rates exposes the Group to cash flow interest-rate risk. Details of the Group's bank borrowing have been disclosed in Note 28.

The Group has not used any interest rate swaps to hedge its exposure to interest rate risk. In order to manage the cash flow interest rate risk, the Group will repay the corresponding borrowing when it has surplus funds.

The sensitivity analysis below has been determined based on the exposure to interest rates for the floating rate bank borrowings at the balance sheet date. For floating rate bank borrowings, the analysis is prepared assuming the amount of liabilities outstanding at the balance sheet date was outstanding for the whole year.

39. 財務風險管理(續)

(b) 財務風險因素(續)

(1) 市場風險(續)

(ii) 利率風險

本集團之現金流量利率 風險主要集中於本集團 以人民幣為單位之銀行 借貸產生之利率波動。

浮動利率銀行借貸使本 集團面對現金流量利率 風險。有關本集團銀行 借貸之詳情,已於附註 28披露。

本集團並無訂立任何利 率掉期以對沖所承擔之 利率風險。為管理現金 流量利率風險,本集團 將在有盈餘資金之情況 下償還相應借款。

以下敏感度分析乃根據 結算日浮息銀行借貸之 利率風險釐定。就浮息 銀行借貸而言,分析乃 假設於結算日之未償還 負債於整個年度均未償 還而編製。

財務報表附註

For the year ended 31 March 2012 截至二零一二年三月三十一日止年度

39. FINANCIAL RISK MANAGEMENT (continued)

(b) Financial risk factors (continued)

(1) Market risk (continued)

(ii) Interest rate risk (continued)

At 31 March 2012, if interest rates on floating rate bank borrowing had been 25 basis points higher/lower with all other variables held constant, loss for the year would have been approximately HK\$25,000 (2011: HK\$24,000) higher/lower, mainly as a result of higher/lower interest expense on floating rate bank borrowing.

The sensitivity analysis has been prepared with the assumption that the change in interest rates had occurred at the balance sheet date and had been applied to the exposure to interest rate risk for the relevant financial instruments in existence at that date. The changes in interest rates represent management's assessment of reasonably possible changes in interest rates at that date over the period until the next annual balance sheet date. The analysis is prepared on the same basis for 2011.

(iii) Price risk

The Group is exposed to equity securities price risk for the equity investments held by the Group which are classified as financial assets at fair value through profit or loss. Majority of the Group's equity securities are listed on the Stock Exchange and are valued at quoted market prices as at the balance sheet date. The Group is not exposed to commodity price risk.

39. 財務風險管理(續)

(b) 財務風險因素(續)

(1) 市場風險(續)

(ii) 利率風險(續)

於二零一二年三月三十一日,倘浮息銀行借貸利率提高/降低25點子而所有其他變數保持不變,則本年度虧損將增加/減少約25,000港元(二零一一年:24,000港元),主要是由於浮息銀行借款之利息支出增加/減少。

(iii) 價格風險

財務報表附註

For the year ended 31 March 2012 截至二零一二年三月三十一日止年度

39. FINANCIAL RISK MANAGEMENT (continued)

(b) Financial risk factors (continued)

- (1) Market risk (continued)
 - (iii) Price risk (continued)

Listed investments held in the financial assets at fair value through profit or loss portfolio have been chosen taking reference to their long term growth potential and returns and are monitored regularly for performance. Given that the volatility of the stock markets may not have a direct correlation with the Group's investment portfolio, it is impractical to determine the impact that the changes in stock market indices would have on the Group's portfolio of equity investments.

At 31 March 2012, it is estimated that an increase/a decrease of 10% in the market value of the Group's financial assets at fair value through profit or loss, with all other variables held constant, loss for the year would decrease/increase by approximately HK\$3,961,000 (2011: HK\$552,000). The stated changes represent management's assessment of reasonably possible changes in the market value of the Group's investment portfolio over the period until the next annual balance sheet date. The analysis is prepared on the same basis for 2011.

The Company is exposed to other price risk in respect of investments in subsidiaries. The sensitivity to price risk in relation to the investments in subsidiaries cannot be reliably determined due to numerous uncertainties regarding the future development of these subsidiaries.

39. 財務風險管理(續)

(b) 財務風險因素(續)

(1) 市場風險(續)

(iii) 價格風險(續)

於二零一二年三月 三十一日,在全部其他 變量維持不變之情況 下,本集團按公平值計 入損益之金融資產之市 值增加/減少10%, 則年度虧損將減少/增 加約3,961,000港元(二 零 一 一 年:552,000港 元)。所述變動指直至下 一個年度結算日之期間 內,管理層對本集團投 資組合之市值的合理可 能變動作出的評估。二 零一一年分析乃按相同 基準編製。

本公司面臨有關於附屬 公司投資之其他價格風 險。因該等附屬公司之 未來發展涉及大量不定 定因素,故涉及附屬公司 定大數價格風險之敏感 度未能可靠釐定。

財務報表附註

For the year ended 31 March 2012 截至二零一二年三月三十一日止年度

39. FINANCIAL RISK MANAGEMENT (continued)

(b) Financial risk factors (continued)

(2) Credit risk

The Group's credit risk is principally attributable to trade and other receivables and bank balances. The Group has no significant concentrations of credit risk. It has policies in place to ensure that sales of products are made and services are provided to customers with an appropriate credit history. The customer with sound payment history would accumulate a higher credit limit.

Further quantitative disclosure in respect of the Group's exposure to credit risk arising from trade and other receivables are set out in Note 23.

The credit risk on bank balances is limited because the counterparties are reputable banks with high quality external credit ratings in Hong Kong and the PRC.

(3) Liquidity risk

Individual operating entities within the Group are responsible for their own cash management, including the short term investment of cash surpluses and the raising of loans to cover expected cash demands, subject to approval by the parent company's board when the borrowings exceed certain predetermined levels of authority. Prudent liquidity risk management implies maintaining sufficient cash and marketable securities, the availability of funding through an adequate amount of committed credit facilities and the ability to close out market positions. The Group aims to maintain flexibility in funding by keeping credit facilities and other borrowings available and sufficient bank deposits to meet short and long term funding requirements.

39. 財務風險管理(續)

(b) 財務風險因素(續)

(2) 信貸風險

涉及因應收貿易及其他賬項 而導致本集團之信貸風險之 進一步披露載列於附註23。

銀行結餘之信貸風險有限, 原因為交易對手是香港及中 國信譽良好的銀行。

(3) 流動資金風險

本集團旗下個別營運中之實 體,須各自負責現金管理, 包括現金盈餘之短期投資和 籌借貸款以應付預期中之現 金需求,惟倘借款超逾當局 預定之若干水平,則須經母 公司董事會批准方可作實。 審慎之流動資金風險管理意 味著維持充裕現金及有價 證券、透過充足之已承諾信 貸融資金額提供資金及有能 力平市場倉盤。本集團旨在 诱過維持可供動用之信貸及 其他借貸,以保持資金之靈 活性,並具備充裕之銀行存 款,以應付短期及長期資金 需要。

財務報表附註

For the year ended 31 March 2012 截至二零一二年三月三十一日止年度

39. FINANCIAL RISK MANAGEMENT (continued)

(b) Financial risk factors (continued)

(3) Liquidity risk (continued)

The following amounts are the contractual undiscounted cash flow payments of the Group's financial liabilities (including interest elements) at the earliest dates the Group requires to pay.

39. 財務風險管理(續)

(b) 財務風險因素(續)

(3) 流動資金風險(續)

下列款項為本集團於最早日期需要償還之財務負債(包括利息成份)合約非貼現現金支出。

Contractual undiscounted cash outflows

合約非貼現現金流出

				More than	More than	
			Within	one year	two years	
			one year	but less	but less	
		Carrying	or on	than two	than five	
		amount	demand	years	years	Total
			一年內或	超過一年	超過兩年	
		賬面值	按要求	但少於兩年	但少於五年	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元
At 31 March 2012	於二零一二年三月三十一日					
Trade and other payables	應付貿易及其他賬項	165,134	165,134	-	-	165,134
Amount due to a non-controlling	應付附屬公司非控股					
shareholder of a subsidiary	股東款項	20,330	-	20,330	-	20,330
Bank and other borrowings	銀行及其他借貸	434,714	48,410	462,969	-	511,379
Convertible note	可換股票據	88,848	1,050	1,050	106,050	108,150
Total	總計 =	709,026	214,594	484,349	106,050	804,993
At 31 March 2011	於二零一一年三月三十一日					
Trade and other payables	應付貿易及其他賬項	59,056	59,056	-	-	59,056
Amount due to a non-controlling	應付附屬公司非控股					
shareholder of a subsidiary	股東款項	20,827	20,827	_	_	20,827
Bank and other borrowings	銀行及其他借貸	9,501		10,585		10,585
Total	總計	00.704	70.007	10.505		00.469
lUldi	I 2000 -	89,384	79,883	10,585		90,468

財務報表附註

For the year ended 31 March 2012 截至二零一二年三月三十一日止年度

39. FINANCIAL RISK MANAGEMENT (continued)

(c) Capital risk management

The Group's primary objectives when managing capital are to safeguard the Group's ability to continue as a going concern, so that it can continue to provide returns for shareholders and benefits for other stakeholders, by pricing products and services commensurately with the level of risk and by securing access to finance at a reasonable cost.

The Group actively and regularly reviews and manages its capital structure to maintain a balance between the higher shareholder returns that might be possible with higher levels of borrowings and the advantages and security afforded by a sound capital position, and makes adjustments to the capital structure in light of changes in economic conditions.

Consistent with industry practice, the Group monitors its capital structure on the basis of a net debt-to-adjusted capital ratio. For this purpose the Group defines net debt as total debt (which include trade and other payables, bank and other borrowings and convertible note) less cash and cash equivalents. Adjusted capital comprises all components of equity. The Group's policy is to keep that ratio at a reasonable level.

39. 財務風險管理(續)

(c) 資本風險管理

本集團的資本管理政策,是通過 對與風險水平相稱之產品及服務 定價以及以合理成本運用融資, 來保障本集團按持續經營基準繼 續營運之能力,以持續為股東帶 來回報,同時兼顧其他權益持有 人的利益。

本集團積極地定期檢討及管理其 資本架構,以在股東之高回報(可 能來自大額借貸)與良好資本狀況 之優勢及安全之間保持平衡,並 按照經濟狀況調整其資本架構。

與行業慣例一致,本集團按照債務淨額對經調整資本比率基準監控其資本架構。就此而言,本集團將債務淨額界定為債務總額(其包括應付貿易及其他賬項、銀行及其他借貸以及可換股票據)減去現金及現金等額項目。經調整資本包括所有權益元素。本集團之政策乃將該比率保持在合理水平。

財務報表附註

For the year ended 31 March 2012 截至二零一二年三月三十一日止年度

39. FINANCIAL RISK MANAGEMENT (continued)

39. 財務風險管理(續)

(c) Capital risk management (continued)

The net debt-to-adjusted capital ratios at 31 March 2012 and 2011 are as follows:

(c) 資本風險管理(續)

於二零一二年及二零一一年三月 三十一日之債務淨額對經調整資本之比率為:

		2012	2011
		二零一二年	二零一一年
		HK\$'000	HK\$'000
		千港元	千港元
Trade and other payables Amount due to a non-controlling	應付貿易及其他賬項 應付附屬公司非控股	165,134	59,056
shareholder of a subsidiary	股東款項	20,330	20,827
Bank and other borrowings	銀行及其他借貸	434,714	9,501
Convertible note – liability	可換股票據-負債部份		
component		88,848	_
Total debt	債務總額	709,026	89,384
Less: Cash and cash equivalents	减:現金及現金等額項目	18,774	19,757
Net debt	債務淨值	690,252	69,627
Adjusted capital – Total equity	經調整資本-權益總額	360,413	105,142
Net debt-to-adjusted capital ratio	債務淨額對經調整資本之比率	192%	66%
,			

Neither the Company nor any of its subsidiaries are subject to either internally or externally imposed capital requirements. 本公司或其任何附屬公司概無受 內部或外界施加的資本規定所規 限。

財務報表附註

For the year ended 31 March 2012 截至二零一二年三月三十一日止年度

39. FINANCIAL RISK MANAGEMENT (continued)

(d) Fair values

The carrying value of financial instruments measured at fair value at the balance sheet date across the three levels of the fair value hierarchy defined in HKFRS 7, Financial Instruments: Disclosures, with the fair value of each financial instrument categorised in its entirety based on the lowest level of input that is significant to that fair value adjustment.

Level 1 (highest level): fair values measured using quoted prices (unadjusted) in active markets for identical financial instruments.

Level 2: fair values measured using quoted prices in active markets for similar financial instruments, or using valuation techniques in which all significant inputs are directly or indirectly based on observable market data.

Level 3 (lowest level): fair values measured using valuation techniques in which any significant input is not based on observable market data.

At 31 March 2012, the only financial instruments measured at fair value of the Group are financial assets at fair value through profit or loss amounting to HK\$39,606,000 (2011: HK\$5,522,000) and were classified as level 1.

(e) Estimation of fair values

The fair value of financial assets at fair value through profit or loss is based on quoted market prices at the balance sheet date without any deduction for transaction costs.

The carrying values less allowance for impairment of current receivables and of current payables are a reasonable approximation of their fair values. Estimated discounted cash flows at the current market interest rate are used to determine fair value for all these financial instruments (i.e. Level 3 – lowest level).

39. 財務風險管理(續)

(d) 公平值

金融工具之賬面值按香港財務報告準則第7號「金融工具:披露」所界定之公平值等級制度的三個等級以公平值計量,而各金融工具之公平值以對該公平值計量屬量大之最低層次輸入數據而整體分類。

第一層(最高層):採用相同金融 工具於活躍市場之報價(未經調整)計量公平值。

第二層:採用類似金融工具於活 躍市場之報價(未經調整),或採 用所有重大輸入均直接或間接依 據可觀察市場數據之估值技術以 計量公平值。

第三層(最低層):採用任何重大輸入並非依據可觀察市場數據之估值技術計量公平值。

於二零一二年三月三十一日,本 集團唯一按公平值計量之金融工 具為按公平值計入損益之金融資 產,金額達39,606,000港元(二 零一一年:5,522,000港元),歸 類為第一層。

(e) 公平值估計

按公平值計入損益之金融資產之 公平值按結算日之市場報價計 算,不會扣除交易成本。

賬面值減即期應收賬款及即期應 付賬款之減值撥備乃公平值之合 理約數。按現時市率計算之估計 已貼現現金流量被用於釐定所有 該等財務工具之公平值(即第三 層一最低層次)。

財務報表附註

For the year ended 31 March 2012 截至二零一二年三月三十一日止年度

40. TRANSACTIONS AND BALANCES WITH RELATED PARTIES

During the year, the Group had significant transactions with the following related parties, together with balances with them as at the balance sheet date, details of which are as follows:

40. 與有關連人士之交易及結餘

年內,本集團與以下有關連人士進行 重大交易,連同於結算日與彼等之結 餘,詳情如下:

2012

2011

		2012	2011
		二零一二年	二零一一年
		HK\$'000	HK\$'000
		千港元	千港元
Key management compensation of the Group: Salaries and other short-term	本集團主要管理人員 薪酬: 薪金及其他短期	.,	
employee benefits	僱員福利	979	2,473
Director:	董事:		
Amount due from the Group	應收本集團款項		3,600
Substantial shareholder:	主要股東:		
Subscription of convertible note	認購可換股票據(附註29)		
(Note 29)		105,000	_
Interest on convertible note	可換股票據之利息(附註29)		
(Note 29)		478	_
A company controlled by a substantial shareholder	由主要股東控制之公司 其他借貸(附註28)		
Other borrowing (Note 28)		56,636	

Save as disclosed above, there were no other significant transactions with related parties during the year or significant balances with them at the end of the year.

The balance due to a director is unsecured, interest free and has no fixed term of repayment. The amount has been settled during the year. 除以上披露者外,年內並無其他與有 關連人士之重大交易,而於本年度年 結日與彼等並無重大結餘。

應付董事結餘為無抵押、免息及並無固定還款期限。該筆款項已於年內清環。

財務報表附註

For the year ended 31 March 2012 截至二零一二年三月三十一日止年度

41. RETIREMENT BENEFITS SCHEME

The Group operates a Mandatory Provident Fund Scheme (the "MPF Scheme") for all employees in Hong Kong. The MPF Scheme is registered with the Mandatory Provident Fund Scheme Authority under the Mandatory Provident Fund Scheme Ordinance. The assets of the MPF Scheme are held separately from those of the Group, in funds under the control of an independent trustee.

Under the rule of the MPF Scheme, the employer and its employees are each required to make contributions at 5% of relevant payroll costs to the scheme, which contribution is matched by employees. The only obligation of the Group with respect to the MPF Scheme is to make the required contributions under the scheme. The contributions arising from the MPF Scheme charged to the consolidated income statement represent contributions payable to the fund by the Group at rates specified in the rules of the scheme. No forfeited contribution is available to reduce the contribution payable in the future years.

The employees in the subsidiaries in the PRC are members of state-managed retirement benefits schemes operated by the PRC government. The subsidiaries are required to contribute a certain percentage of their payroll to the retirement benefits scheme to fund the benefits. The only obligation of the Group with respect to the retirement benefits scheme is to make the required contributions under the scheme.

42. LITIGATIONS

On 24 October 2007, Silver Wind International Limited ("Silver Wind"), a wholly-owned subsidiary of the Company, entered into a conditional agreement (the "Acquisition Agreement") with Stronway Development Limited ("Stronway Development"), pursuant to which Silver Wind agreed to acquire from Stronway Development the entire equity interest in Winmax Asia Investment Limited ("Winmax Asia"). Under the arrangement, Winmax Asia will in turn acquire the entire equity interest in Beijing Jianxing Real Estate Development Co. ("Jianxing") along with Jianxing's standalone villas development project in Beijing known as "新星花園". The aggregate consideration payable for the acquisition was RMB433,000,000 which was to be settled in cash, and two villas. In December 2007, RMB20,000,000 was paid under the Acquisition Agreement to Stronway Development by Silver Wind as deposit (the "Deposit"). Details of the acquisition are set out in the Company's circular dated 14 December 2007.

41. 退休福利計劃

本集團為其全部香港僱員推行強制性 公積金計劃(「強積金計劃」)。強積金 計劃已按強制性公積金計劃條例,於 強制性公積金計劃管理局登記。強積 金計劃之資產由獨立受託人控制之基 金與本集團之資產分開持有。

根據強積金計劃規則,僱主及其僱員 均須按有關薪金之5%向計劃供款。 集團就強積金計劃唯一責任為根據 劃作出指定供款。於收益表扣除之強 積金計劃供款,指本集團根據計劃規 則指定比率向基金應付之供款。沒收 供款。

中國附屬公司之僱員為中國政府推行之國家管理退休福利計劃成員。該等附屬公司必須按僱員工資之若干百分比,向退休福利計劃作出供款,以就福利提供資金。本集團就該退休福利計劃唯一責任為根據計劃作出指定供款。

42. 訴訟

於二零零七年十月二十四日,本 公司之全資附屬公司Silver Wind International Limited ([Silver Wind]) 與Stronway Development Limited (「Stronway Development」)訂立有條 件協議(「收購協議」),據此,Silver Wind同意向Stronway Development收 購凱成亞太投資有限公司(「凱成亞 太」)之全部股權。根據該安排,凱成 亞太將會收購北京建興房地產開發有 限公司(「建興」)之全部股權,連同建 興在北京名稱為「新星花園」之獨立別 墅發展項目。就該收購事項應付之總 代價為現金人民幣433,000,000元及轉 讓兩座別墅。於二零零七年十二月, Silver Wind根據收購協議向Stronway Development支付人民幣20,000,000 元作為按金(「該按金」)。收購事項之 詳情載於本公司於二零零七年十二月 十四日刊發之通函內。

財務報表附註

For the year ended 31 March 2012 截至二零一二年三月三十一日止年度

42. LITIGATIONS (continued)

In April 2008, on the grounds, amongst other things, that the subject matter under the Acquisition Agreement was frustrated, Silver Wind decided to terminate the Acquisition Agreement and, through its legal representative has served a notice of termination to Stronway Development. In order to protect the position of Silver Wind and to recover, amongst other things, the Deposit from Stronway Development legal proceedings were instigated against Stronway Development on this matter in the High Court of Hong Kong on 15 April 2008.

In the opinion of the directors, the probability of recovery of the deposit could not be ascertained and hence full amount had been directly written off in the consolidated financial statements for the year ended 31 March 2008. As at the date of this report, the legal proceedings against Stronway Development are still pending and there is no significant development.

43. PARTICULARS OF PRINCIPAL SUBSIDIARIES

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

42.訴訟(續)

於二零零八年四月,基於(其中包括) 收購協議之標的事項受挫失效,Silver Wind決定終止收購協議,並透過其法 律代表向Stronway Development送達 終止通知書。為保障Silver Wind之利益 及向Stronway Development追討(其中 包括)該按金,Silver Wind於二零零八 年四月十五日就此事於香港高等法院 對Stronway Development展開法律程序。

董事認為未能確認可收回該按金之可能性,故已在截至二零零八年三月三十一日止年度之綜合財務報表直接全數撇銷。於本報告日期,針對Stronway Development之法律程序仍待決,且並無重大發展。

43.主要附屬公司詳情

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於二零一二年三月三十一日,本公司 之主要附屬公司詳情如下:

Name of subsidiary	Place of incorporation/ registration	Paid up share capital/ registered capital	Proportion of nominal value of issued share capital/registered capital held by the Company*/ subsidiaries	Effective proportion of issued capital held by the Group	Principal activities
附屬公司名稱	註冊成立/ 註冊地點	繳足股本/ 註冊資本	本公司#/附屬公司所持已發行 股本/註冊 資本面值比例	本集團所持 已發行股本 實際比例	主要業務
Captain Shore Limited	B.V.I. 英屬處女群島	US \$ 1 1美元	100#	100	Securities trading 證券買賣
Full Champion Financial Limited	B.V.I. 英屬處女群島	US \$ 3 3美元	100#	100	Securities trading 證券買賣
New Team Limited	B.V.I. 英屬處女群島	US \$ 1 1美元	100#	100	Investment holding 投資控股
Power Rise International Limited	B.V.I. 英屬處女群島	US \$ 1 1美元	100#	100	Securities trading 證券買賣

財務報表附註

For the year ended 31 March 2012 截至二零一二年三月三十一日止年度

43. PARTICULARS OF PRINCIPAL SUBSIDIARIES (continued)

43.主要附屬公司詳情(續)

Name of subsidiary	Place of incorporation/registration	Paid up share capital/ registered capital	Proportion of nominal value of issued share capital/registered capital held by the Company*/ subsidiaries	Effective proportion of issued capital held by the Group	Principal activities
, 附屬公司名稱	註冊成立/ 註冊地點	繳足股本/ 註冊資本	本公司*/附屬公司所持已發行股本/註冊資本面值比例%	本集團所持 已發行股本 實際比例 %	主要業務
Prosper City International Limited 盛港國際有限公司	Hong Kong 香港	HK \$ 100 100港元	51	51	Trading of building materials and provision of renovation service 建築材料貿易及 提供裝修服務
上海華龍建設有限公司 (Shanghai Hualong Construction Co. Ltd.)	the PRC 中國	US\$11,080,000 11,080,000美元	51	51	Property development and sales 物業發展及銷售
Sun Spread Group Limited 英康集團有限公司	Hong Kong 香港	HK\$1 1港元	100	100	Investment holding 投資控股
Super Target Limited	B.V.I. 英屬處女群島	US\$1 1美元	100#	100	Investment holding 投資控股
Top Field Technology Limited 德豐科技有限公司	Hong Kong 香港	HK\$1 1港元	100	100	Investment holding 投資控股
Unique Gold Investments Limited 錦元投資有限公司	Hong Kong 香港	HK\$1 1港元	100	100	Investment holding 投資控股
China Gamma Group (Hong Kong) Limited 中國伽瑪集團(香港)有限公司	Hong Kong 香港	HK \$ 1 1港元	100#	100	Investment holding 投資控股
重慶旭日房地產開發有限公司 (Chongqing Sunrise Property Development Company Limited)	the PRC 中國	RMB20,000,000 人民幣20,000,000元	100	100	Property investment 物業投資
重慶鳳弘吉實業有限責任公司 (Chongqing Feng Hong Ji Enterprise Company Limited)	the PRC 中國	RMB10,000,000 人民幣10,000,000元	100	100	Property development 物業發展
淄博利源高科輻照技術有限公司 (Zibo Liyuan Gamma Ray Technologies Co. Limited)	the PRC 中國	RMB29,000,000 人民幣29,000,000元	80	80	Gamma ray irradiation services 伽瑪射線照射服務

財務報表附註

For the year ended 31 March 2012 截至二零一二年三月三十一日止年度

43. PARTICULARS OF PRINCIPAL SUBSIDIARIES (continued)

43.主要附屬公司詳情(續)

Name of subsidiary	Place of incorporation/registration	Paid up share capital/ registered capital	Proportion of nominal value of issued share capital/registered capital held by the Company*/ subsidiaries 本公司*/附屬公司所持已發行	Effective proportion of issued capital held by the Group 本集團所持	Principal activities
附屬公司名稱	註冊成立/ 註冊地點	缴足股本/ 註冊資本	股本/註冊 資本面值比例 %	已發行股本實際比例%	主要業務
雲南和達有限公司 (Yunnan He Da Investments Company Limited)	the PRC 中國	RMB10,000,000 人民幣10,000,000元	90	90	Investment holding 投資控股
冕寧縣茂源稀土科技有限公司 (Mianning Mao Yuan Rare Earth Technology Company Limited)	the PRC 中國	RMB20,000,000 人民幣20,000,000元	60	54	Rare earth refinery and processing business 稀土深加工業務

None of the subsidiaries had any debt securities subsisting at the end of the year or at any time during the year. The above table includes the subsidiaries of the Company which, in the opinion of the directors, principally affected the results of the year or formed a substantial portion of the net assets of the Group. To give details of other subsidiaries would, in the opinion of the directors, result in particulars of excessive length.

於結算日或年內任何時間,附屬公司 概無任何債務證券。上表包括董事認 為對本集團本年度業績構成重大影響 或於本集團之資產淨值中佔有重要比 重之本公司附屬公司。董事認為詳列 其他附屬公司之資料會令篇幅過長。

44. COMPARATIVE FIGURES

Certain comparative amounts have been reclassified to conform to the current year's presentation. In order to present the consolidated statement of cash flows more appropriately, cash flows arising from the purchase and sale of financial assets at fair value through profit or loss are both classified as operating activities instead of being classified separately as investing activities and operating activities. For better presentation of the Company's balance sheet, the amounts due to subsidiaries are presented under non-current liabilities instead of being presented as a net amount in the interests in subsidiaries (*Note 20*) under non-current assets. These reclassifications have no effect on the Group's results and the financial position of the Group and the Company for the current and prior years.

44. 比較數字

FINANCIAL SUMMARY

財務摘要

RESULTS	業績

For the year ended 31 March 截至三月三十一日止年度

2008 2009 二零零八年 二零零九年 二	2010 2011 二零一零年 二零一一年 HK\$'000 HK\$'000	
	HK\$'000 HK\$'000	11/4/000
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 8,410 3,902	3,762 30,473	26,726
Loss attributable to 本公司權益 equity shareholders of 股東應佔 the Company 虧損 (99,379) (78,812)	(51,194) (29,203)	(56,198)

ASSETS AND LIABILITIES

資產及負債

As at 31 March 於三月三十一日

		2008	2009	2010	2011	2012
		二零零八年	二零零九年	二零一零年	二零一一年	二零一二年
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元
Total assets	資產總額	284,182	195,016	176,855	204,748	1,077,098
Total liabilities	負債總額	75,567	64,611	67,698	99,606	716,685
Net assets	資產淨值	208,615	130,405	109,157	105,142	360,413
Non-controlling interests	非控股權益	_	_	6,615	4,836	249,276
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PARTICULARS OF MAJOR PROPERTIES

主要物業詳情

Particulars of major properties held by the Group at 31 March 2012 are as follows:

本集團於二零一二年三月三十一日持有之 主要物業詳情如下:

MAJOR PROPERTIES UNDER DEVELOPMENT

主要開發中物業

Location 地點

Phase III of Phoenix Town located at No.500 Hongjin Avenue, Yubei District, Chongqing, the PRC 中國重慶市渝北區紅錦大道500號 鳳凰城3期

Intended use 擬定用途

Property development 物業開發 Site area 地盤面積

5,802.60 sq.m. 5,802.60平方米 The Group's effective interest 本集團之實際權益

100%

