



SUGA INTERNATIONAL HOLDINGS LIMITED

信佳國際集團有限公司

(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 : 912

The background of the cover is a vibrant blue and purple digital network. A central globe is surrounded by various white line-art icons: a person in a suit, a hand holding a pen, a guitar, a hand holding a remote, and a hand holding a smartphone. A white line-art graph is also visible. A horizontal bar with a red-to-purple gradient is positioned across the middle of the globe.

Annual Report
2012/13 年報

CORPORATE OBJECTIVE 企業目標

To become the leading and most reputable and reliable EMS (Electronics Manufacturing Services) provider in Asia.
成為亞洲最知名可靠的電子製造服務商

MISSION STATEMENT 企業使命

We contribute to the advancement of society by providing people with quality products and employing advanced technology, with protecting the environment always in mind. We hire and nurture professionals and, together, we march towards our goals in pace with time. Putting customers first, we provide them with the best products and services, assuring win-win results.

創新科技、倡導環保、培育英才、共創理想、以客為本、互惠雙贏

CONTENTS 目錄

Corporate Information 公司資料	2	Independent Auditor's Report 獨立核數師報告	61
Financial Highlights 財務摘要	4	Balance Sheets 資產負債表	63
Chairman's Statement 主席報告	9	Consolidated Income Statement 綜合收益表	65
Management Discussion and Analysis 管理層討論及分析	15	Consolidated Statement of Comprehensive Income 綜合全面收入表	66
Directors and Senior Management Profiles 董事及高級管理人員履歷	23	Consolidated Statement of Changes in Equity 綜合權益變動表	67
Corporate Governance Report 企業管治報告	29	Consolidated Cash Flow Statement 綜合現金流量表	68
Report of the Directors 董事會報告	43	Notes to the Financial Statements 財務報表附註	70
		Five Year Financial Summary (unaudited) 五年財務概要(未經審計)	184

Corporate Information

公司資料

BOARD OF DIRECTORS

EXECUTIVE DIRECTORS

Dr. Ng Chi Ho (*Chairman*)
Mr. Ma Fung On (*Deputy Chairman*)

NON-EXECUTIVE DIRECTOR

Mr. Lee Kam Hung

INDEPENDENT NON-EXECUTIVE DIRECTORS

Professor Wong Sook Leung, Joshua
Mr. Leung Yu Ming, Steven
Mr. Chan Kit Wang

COMPANY SECRETARY

Mr. Huen Po Wah

AUDIT COMMITTEE

Professor Wong Sook Leung, Joshua
Mr. Leung Yu Ming, Steven
Mr. Chan Kit Wang

AUDITOR

PricewaterhouseCoopers
Certified Public Accountants

LEGAL ADVISERS

Mallesons Stephen Jaques

PRINCIPAL BANKERS

Standard Chartered Bank (Hong Kong) Limited
The Hongkong and Shanghai Banking Corporation Limited
Bank of China (Hong Kong) Limited
Australia and New Zealand Banking Group Limited
DBS Bank (Hong Kong) Limited

REGISTERED OFFICE

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

董事會

執行董事

吳自豪博士 (*主席*)
馬逢安先生 (*副主席*)

非執行董事

李錦雄先生

獨立非執行董事

黃肅亮教授
梁宇銘先生
陳杰宏先生

公司秘書

禰寶華先生

審核委員會

黃肅亮教授
梁宇銘先生
陳杰宏先生

核數師

羅兵咸永道會計師事務所
執業會計師

法律顧問

萬盛國際律師事務所

主要銀行

渣打銀行(香港)有限公司
香港上海滙豐銀行有限公司
中國銀行(香港)有限公司
澳新銀行集團有限公司
星展銀行(香港)有限公司

註冊辦事處

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS

22nd Floor
Tower B
Billion Centre
1 Wang Kwong Road
Kowloon Bay
Kowloon
Hong Kong

BERMUDA PRINCIPAL SHARE REGISTRAR

Butterfield Fund Services (Bermuda) Limited
Rosebank Centre
11 Bermudiana Road
Pembroke HM 08
Bermuda

HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

Computershare Hong Kong Investor Services Limited
Shops 1712–1716
17th Floor
Hopewell Centre
183 Queen's Road East
Wanchai
Hong Kong

PUBLIC RELATIONS CONSULTANT

Strategic Financial Relations Limited
Unit A
29th Floor
Admiralty Centre I
18 Harcourt Road
Hong Kong

CONTACTS

Telephone: (852) 2953 0383
Facsimile: (852) 2953 1523
Website: www.suga.com.hk
Stock code: 912

總辦事處及主要營業地點

香港
九龍
九龍灣
宏光道一號
億京中心
B座
22樓

百慕達主要股份登記處

Butterfield Fund Services (Bermuda) Limited
Rosebank Centre
11 Bermudiana Road
Pembroke HM 08
Bermuda

香港股份過戶及登記分處

香港中央證券登記有限公司
香港
灣仔
皇后大道東183號
合和中心
17樓
1712-1716號舖

公共關係顧問

縱橫財經公關顧問有限公司
香港
夏慤道18號
海富中心第一期
29樓
A室

聯絡資料

電話：(852) 2953 0383
傳真：(852) 2953 1523
網址：www.suga.com.hk
股份代號：912

Financial Highlights

財務摘要

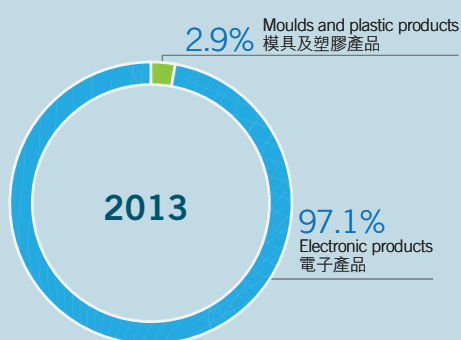
	2013 HK\$'000 二零一三年 千港元	2012 HK\$'000 二零一二年 千港元
OPERATING RESULTS 經營業績		
For the year ended 31 March 截至三月三十一日止年度		
Revenue 收益	1,107,488	1,241,997
Gross profit 毛利	146,889	165,277
Operating profit 經營溢利	81,806	99,962
Profit attributable to owners of the Company 本公司擁有人應佔溢利	77,841	93,252
Earnings per share – Basic (HK cents) 每股盈利—基本 (港仙)	28.59	34.26
Interim dividend, paid, per ordinary share (HK cents) 每股普通股已付中期股息 (港仙)	7.0	7.0
Final dividend, proposed, per ordinary share (HK cents) 每股普通股擬派末期股息 (港仙)	7.0	10.0
FINANCIAL POSITION 財務狀況		
As at 31 March 於三月三十一日		
Total equity 權益總額	472,704	437,206
Net current assets 流動資產淨值	339,009	299,884
Net cash 現金淨額	141,166	112,120
Capital expenditure 資本開支	72,475	15,821
Net assets value per share (HK cents) 每股資產淨值 (港仙)	173.6	160.6
FINANCIAL RATIOS 財務比率		
Current ratio 流動比率	2.94	2.46
Debt to equity ratio 負債權益比率	21.7%	7.3%
Inventory turnover days 存貨週轉日數	56	53
Debtors turnover days 應收賬款週轉日數	40	38
Return on average equity 平均股本回報率	17.1%	22.2%

REVENUE BY PRODUCT TYPE 收益按產品類別分析

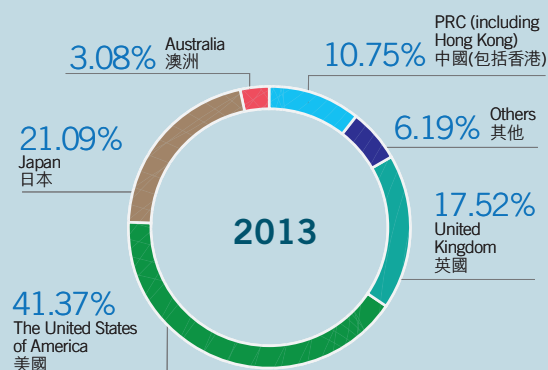
For the year ended 31 March
截至三月三十一日止年度

	2013 HK\$'000 二零一三年 千港元	2012 HK\$'000 二零一二年 千港元	% Change 變動百分比
Electronic products 電子產品	1,075,368	1,193,273	-9.9%
Moulds and plastic products 模具及塑膠產品	32,120	48,724	-34.1%
Total 總計	1,107,488	1,241,997	-10.8%

REVENUE BY PRODUCT TYPE 收益按產品類別分析



REVENUE BY GEOGRAPHICAL SEGMENT 收益按地區分析



REVENUE BY GEOGRAPHICAL SEGMENT 收益按地區分析

For the year ended 31 March
截至三月三十一日止年度

	2013 HK\$'000 二零一三年 千港元	2012 HK\$'000 二零一二年 千港元	% Change 變動百分比
The United States of America 美國	458,159	404,624	13.2%
United Kingdom 英國	194,017	301,611	-35.7%
Japan 日本	233,575	256,426	-8.9%
PRC (including Hong Kong) 中國(包括香港)	119,122	116,516	2.2%
Australia 澳洲	34,090	42,149	-19.1%
Others 其他	68,525	120,671	-43.2%
Total 總計	1,107,488	1,241,997	-10.8%

Production Facility 生產廠房

HUIZHOU PLANTS 惠州廠房

Gross Floor Area
建築面積
110,000 sq.ft.
平方呎

Products : Moulds and Plastic Products
產品 : 模具及塑膠產品



XI XIANG PLANTS 西鄉廠房

Gross Floor Area
建築面積
120,000 sq.ft.
平方呎

Products : Electronic Products
產品 : 電子產品



Production Facility
生產廠房

BUJI PLANTS 布吉廠房

Products : Electronic Products
產品 : 電子產品

Gross Floor Area
建築面積
520,000 sq.ft.
平方呎





SYSTEMATIC MANAGEMENT

注重系統管理



Chairman's Statement 主席報告

On behalf of the Board, I am pleased to present the annual results of Suga International Holdings Limited (the "Company") and its subsidiaries ("SUGA" or the "Group") for the fiscal year ended 31 March 2013 ("FY2012/13").

本人謹代表董事會，欣然提呈信佳國際集團有限公司（「本公司」）及其附屬公司（合稱「信佳」或「本集團」）截至二零一三年三月三十一日止財政年度（「二零一二／一三年財政年度」）的全年業績報告。

FINANCIAL PERFORMANCE

The overall business environment has remained challenging owing to weakened consumer confidence. Nevertheless, SUGA sustained profitability, leveraging a balanced yet diversified product portfolio, as well as benefiting from close cooperation with its longstanding business partners.

業績表現

消費信心疲弱令整個營商環境繼續充滿挑戰，雖然如此，憑藉均衡但多元化的產品組合，加上與長期業務夥伴的緊密合作，信佳仍能保持盈利能力。

The Group recorded revenue of HK\$1,107.5 million, representing a decrease of 10.8% from HK\$1,242.0 million last year. Gross profit was HK\$146.9 million (FY2011/12: HK\$165.3 million). The Group was able to maintain its gross profit margin at 13.3% (FY2011/12: 13.3%) through stringent control of internal costs. Profit attributable to shareholders dipped by 16.5% to HK\$77.8 million (FY2011/12: HK\$93.3 million). Net profit margin was 7.0% (FY2011/12: 7.5%). Basic earnings per share was HK28.59 cents (FY2011/12: HK34.26 cents).

本集團錄得收益1,107,500,000港元，較去年的1,242,000,000港元下降10.8%。毛利為146,900,000港元（二零一一／一二年財政年度：165,300,000港元）。本集團透過嚴格控制內部成本，令毛利率得以維持於13.3%（二零一一／一二年財政年度：13.3%）。股東應佔溢利下降16.5%至77,800,000港元（二零一一／一二年財政年度：93,300,000港元）。純利率為7.0%（二零一一／一二年財政年度：7.5%）。每股基本盈利為28.59港仙（二零一一／一二年財政年度：34.26港仙）。

DIVIDENDS

The Directors have recommended the payment of a final dividend of HK7.0 cents per share (FY2011/12: HK10.0 cents per share) to shareholders whose names appear on the Register of Shareholders of the Company on 15 August 2013. Together with an interim dividend of HK7.0 cents per share already paid, total dividend for the year will amount to HK14.0 cents per share (FY2011/12: HK17.0 cents per share). Subject to approval by shareholders at the 2013 Annual General Meeting, the proposed final dividend is to be paid on or before 22 August 2013. The dividend represents 49.0% of the profit attributable to the owners of the Group for the fiscal year.

BUSINESS OVERVIEW

ELECTRONIC PRODUCTS

The electronic products segment generated sales of HK\$1,075.4 million (FY2011/12: HK\$1,193.3 million), accounting for 97.1% of the Group's total sales.

While the lackluster economic conditions did affect some of our clients, we were able to leverage our balanced product portfolio to sustain the growth of some of our major products, thus mitigating the impact of lower demand for other products. In respect of pet training devices, we saw satisfactory sales growth as the pet market in the U.S. gradually picked up. As for the professional audio equipment segment, it performed in a stable manner, providing a steady source of income to the Group. However, sales from general consumer electronic products tapered slightly, as a renowned Japanese client took a more conservative approach towards placing orders, a clear indication of the sluggish economic climate. The underperformance of the interactive educational products business was more prominent than expected in the second half year as our partner, which principally operates in Europe, continued to be impacted by the economic crisis and weak consumption sentiment.

SUGA was able to capture more opportunities with longstanding partners by enhancing its value-added services. Case in point, our pet training devices and interactive education products partners have sought for our greater involvement in product development, seeking to leverage the Group's R&D expertise and cost advantage.

股息

董事建議派付末期股息每股股份7.0港仙(二零一一年/一二年財政年度:每股10.0港仙)予二零一三年八月十五日名列本公司股東名冊的股東。連同早前派發的中期股息每股7.0港仙,全年股息總額為每股14.0港仙(二零一一年/一二年財政年度:每股17.0港仙)。待股東於二零一三年股東週年大會批准後,建議的末期股息將於二零一三年八月二十二日或之前派付。股息佔本財政年度本集團擁有人應佔溢利的49.0%。

業務回顧

電子產品

電子產品業務的銷售額達1,075,400,000港元(二零一一年/一二年財政年度:1,193,300,000港元),佔本集團總銷售額97.1%。

經濟不景影響本集團若干客戶的表現,透過均衡的產品組合,我們得以維持部份主要產品的增長,從而減低其他產品需求下降所帶來的影響。隨著美國寵物市場逐步好轉,本集團的寵物培訓器材業務錄得理想的銷售增長。專業音響設備業務的表現亦見穩定,為本集團帶來穩健的收入來源。然而,一位知名日本客戶因經濟狀況不佳而於訂貨方面採取保守態度,導致一般消費電子產品的銷售輕微下降。互動教學產品業務下半年的表現遜於預期,原因為本集團的業務夥伴主要於歐洲經營業務,其業績持續受經濟危機及消費意欲疲弱影響所致。

信佳透過加強增值服務,把握更多由長期夥伴提供的商機。如我們的寵物培訓器材及互動教學產品業務夥伴均希望與我們進一步合作,善用信佳的研發能力及成本優勢,邀請我們參與產品開發。

Apart from protecting the wellbeing of our existing businesses, we have sought to enter new product segments. The PETNFANS pet tracking product is a clear example. Introduced at the Hong Kong Electronics Fair (Spring Edition) in April 2013, PETNFANS, which employs Bluetooth 4.0 low-energy technology, received a warm reception from the market.

MOULDS AND PLASTIC PRODUCTS

Sales from the moulds and plastic segment recorded revenue of HK\$32.1 million (FY11/12: HK\$48.7 million), accounting for 2.9% of SUGA's total sales. With most of the products from this segment used to satisfy the Group's internal needs, such accessibility again highlights the importance of the business in playing a vertical integration role. Despite the ancillary position of this business, the management remains committed to ensuring that a reasonable margin level is sustained.

CORPORATE SOCIAL RESPONSIBILITY ACTIVITIES AND GREEN ACHIEVEMENTS

The Group is committed to being a responsible corporate citizen. This commitment includes environmental protection as demonstrated by the "Supply Chain Sustainability" method employed by Suga Electronics Limited, which went on to garner the Green Achievement Award – Certificate of Merit, part of HSBC Living Business Awards 2012. To directly give back to the community, we have been involved in a number of social activities, including Green Council's International Coastal Cleanup 2012 Hong Kong; The Hong Kong Electronic Industries Association's fund raising walkathon; and Green Power's Green Power Hike 2013, all of which not only raised money for worthwhile causes but also attracted staff members' participation.

除繼續發展現有業務之外，本集團亦致力進軍新產品範疇。例如，我們於二零一三年四月舉行的香港春季電子產品展推出PETNFANS寵物追蹤器。有關產品採用藍芽4.0低耗電技術，深受市場歡迎。

模具及塑膠產品

模具及塑膠分部的收益為32,100,000港元（二零一一年／一二年財政年度：48,700,000港元），佔信佳總銷售額的2.9%。由於該分部生產的大部份產品乃用作滿足本集團內部所需，有利於實現業務的垂直整合。雖然有關業務為輔助性質，管理層仍然致力確保其維持合理的毛利率。

企業社會責任及環保成就

本集團矢志成為負責任的企業公民。例如，信佳電子有限公司在「滙豐營商新動力獎勵計劃2012」中獲得綠色成就獎的優異獎狀，表揚其在「供應鏈可持續性」方面的卓越表現。為回饋社會，本集團亦參與多個社會活動，包括環保促進會舉辦的香港國際海岸清潔運動2012、香港電子業商會舉辦的步行籌款及「綠色力量環島行2013」。上述活動不單籌得善款，更吸引員工踴躍參與。

PROSPECTS

Despite economic conditions in Europe remaining shaky, there are signs of an economic recovery in the United States, which, as the world's largest economy, will help moderate volatility in the global economy. What is more, the generally positive sentiment from customers about the coming financial year offers optimism for the Group. As opportunities emerge in tandem with greater consumer confidence, SUGA will be prepared to grasp such opportunities.

For interactive educational products and pet training devices, new models will be launched in FY2013/14. We expect that sales from these new models together with recovering demand for existing models will help drive up revenue for the two product segments.

We are also proactively strengthening ties with customers by offering value-added services, with the ultimate goal of enhancing our profit margins. For the past several years, SUGA's R&D capability has been gaining recognition from its partners, resulting in a gradual rise in collaborative work. In view of our cost advantage and ability to deliver reliable technologies, we were selected to develop a new interactive educational product and pet training device. Aside from these products, we are working with a U.S. partner on a telecommunications device for the hearing impaired. The management is optimistic about the potential of this niche product as it will be particularly relevant to the elderly, and given that many parts of the world have aging populations. We will seek to secure still more R&D opportunities with existing and new customers going forward.

Yet another product in the works is PETNFANS, a pet tracking product that employs Bluetooth 4.0 technology and directed towards smart phone users. It will be introduced on the market in July 2013. We will be exploring even more applications for Bluetooth 4.0 as we seek to tap a larger variety of electronic devices.

展望

儘管歐洲經濟仍不穩定，但作為全球最大經濟體系的美國正呈現經濟復甦跡象，這將有助緩和全球經濟動盪。此外，本集團客戶對下一個財政年度前景普遍持正面態度，令本集團感到樂觀。隨著消費者信心增加帶來更多機遇，本集團將會作好準備，抓緊商機。

在互動教學產品及寵物培訓器材業務方面，新款產品將於二零一三／一四年財政年度陸續面市。我們預期新產品的銷售貢獻，加上現有產品的需求回升，將有助提高兩項業務的收益。

本集團亦透過提供增值服務，積極加強與客戶的關係，從而提升利潤率。過去數年，合作夥伴對信佳的研發能力深表認同，正逐漸加強彼此的合作。鑒於我們擁有成本優勢而且具備可靠的技術，因此獲委託開發新款互動教學產品及寵物培訓器材。此外，我們現正與一名美國夥伴合作為聽障人士開發電訊設備，管理層對這專門產品的潛力感到樂觀，原因是全球多國均出現人口老化現象，而這產品正好與長者息息相關。我們未來將繼續把握與現有及新客戶合作研發的機會。

除上述產品以外，本集團亦正預備推出一個採用藍芽4.0技術的PETNFANS寵物追蹤器，以智能電話用家為目標客戶。產品將於二零一三年七月面市。我們亦將積極擴大藍芽4.0技術的應用範疇，涵蓋更多電子設備種類。

Market research indicates that the online market for pet products in the PRC is immense. We are therefore exploring the possibility of cooperating with partners experienced in online retailing with the goal of introducing a dedicated platform for our pet products. This online store will create a direct link with physical stores to improve brand recognition and sales.

Complementing on product development efforts will be the consolidation of our production activities. The activities that have been conducted at our Buji and Xi Xiang factories will be brought to the Dongguan facility in 2014. This will lead to centralized production and allow us to capitalize on lower labor costs. Having commenced construction at the end of 2012, the Dongguan factory is expected to be completed in the first quarter of 2014.

Following the decision to shift production to Dongguan, the Group entered into a Sale and Purchase Agreement in December 2012 regarding the Buji Shenzhen property, which is where one of the factories is currently located. A cash consideration of RMB138,000,000 has been agreed upon with the purchaser, and the transaction will be completed in 2014.

Though the global economic recovery remains slow, we will leverage our solid foundation to explore new business opportunities, so as to deliver satisfactory returns to our shareholders.

APPRECIATION

On behalf of the Group, I would like to express my appreciation to the management team and the entire workforce for their dedication and hard work over the past year. Certainly, all of our customers, business partners and shareholders must be lauded for their unequivocal support.

Ng Chi Ho

Chairman

Hong Kong, 25 June 2013

有市場研究指出，中國的網上寵物產品市場龐大。有見及此，本集團正與具豐富網上零售經驗的夥伴探討合作的可能性，以推出旗下寵物產品的專屬銷售平台。網上商店將與實體店相輔相成，以提高品牌認受性及銷售。

我們將整合生產設施以配合產品開發努力。本集團將於二零一四年把布吉及西鄉廠房的生產線遷往東莞廠房。此舉將幫助我們實現集中生產及減低勞工成本。東莞廠房已於二零一二年底開始動工興建，預期將於二零一四年第一季落成。

在落實把生產線遷往東莞後，本集團於二零一二年十二月就深圳布吉的物業簽署了買賣協議，該物業現為本集團旗下其中一個廠房的所在地。本集團已與買家協定現金代價為人民幣138,000,000元，而有關交易將於二零一四年完成。

眼見全球經濟復甦仍然緩慢，本集團將憑著穩固的業務基礎發掘更多商機，以為股東帶來理想回報。

致謝

本人謹代表本集團感謝管理團隊及全體員工在過去一年的全情投入及勤奮努力，並向各客戶、業務夥伴和股東的不懈支持表示謝意。

主席

吳自豪

香港，二零一三年六月二十五日



UNDERSTANDING OF CUSTOMERS' REQUIREMENTS

深明客戶需求



Management Discussion and Analysis

管理層討論及分析

FINANCIAL REVIEW

REVENUE

During the year, the Group recorded revenue of HK\$1,107.5 million, representing a decrease of 10.8% as compared with HK\$1,242.0 million in last year. The decrease was mainly due to the drop in sales of interactive educational products and the moulds and plastic products.

The Group determines its operating segments based on the reports that are used to make strategic decisions by the Group senior management. The Group senior management considers the Group business mainly from product perspective, and the products of the Group are mainly divided into electronic products and moulds and plastic products.

For the year ended 31 March 2013, sales of electronic products decreased by 9.9% to HK\$1,075.4 million (2012: HK\$1,193.3 million). The electronic products segment covers specialized electronic products, general consumer electronic products and other electronic products.

財務回顧

收益

於本年度內，本集團錄得之收益達1,107,500,000港元，較去年之1,242,000,000港元減少10.8%。減少主要由於互動教學產品以及模具及塑膠產品之銷售額減少所致。

本集團之經營分部按本集團高級管理人員作出策略決定所用之報告為基準釐定。本集團高級管理人員主要按產品評定本集團業務表現，而本集團之產品大致分為電子產品以及模具及塑膠產品。

截至二零一三年三月三十一日止年度，電子產品銷售額減少9.9%至1,075,400,000港元（二零一二年：1,193,300,000港元）。電子產品分部涵蓋專門電子產品、一般消費電子產品及其他電子產品。

As for moulds and plastic products, revenue decreased by 34.1% to HK\$32.1 million (2012: HK\$48.7 million) and accounted for 2.9% of the group's total revenue.

Geographically, for the year ended 31 March 2013, revenue generated from the top 3 countries, the United States of America, the United Kingdom and Japan, accounting for 80.0% of the Group's total sales (2012: 77.5%).

PROFIT ATTRIBUTABLE TO OWNERS OF THE COMPANY

Despite continuous rise in production cost, especially labour cost, the Group is able to maintain a steady gross profit margin of 13.3% (2012: 13.3%) through stringent control of internal cost, including greater automation, implemented by the management. Gross profit for the year decreased by 11.1% to 146.9 million (2012: HK\$165.3 million).

Operating profit was HK\$81.8 million, compared with HK\$100.0 million last year, a decreased of 18.2%. The decrease in operating profit was primarily due to the decrease in revenue, and the increase in selling and distribution expenses, and general and administration expenses. Selling and distribution expenses increased by 22.2% during the year primarily due to the employment of the overseas sale team after the acquisition of the remaining 50% share of Suga Technology Limited in May 2012. General and administration expenses increased by 16.4% during the year mainly attributable to the increase in depreciation expense, professional fees and bank charges. The increase in those expenses was due to the acquisition of a parcel of land in Dongguan in May 2012 and the borrowing of two long-term bank loans during the year for financing the acquisition of land and construction of the new factory buildings in Dongguan.

在模具及塑膠產品方面，收益減少34.1%至32,100,000港元（二零一二年：48,700,000港元），佔本集團總收益之2.9%。

就地區而言，截至二零一三年三月三十一日止年度，來自三大國家（分別為美國、英國及日本）之收益佔本集團銷售總額之80.0%（二零一二年：77.5%）。

本公司擁有人應佔溢利

雖然生產成本，尤其是勞工成本持續上升，但透過管理層實施的嚴格內部成本控制如提高自動化等，令本集團之毛利率得以維持在13.3%（二零一二年：13.3%）。本年度毛利減少11.1%至146,900,000港元（二零一二年：165,300,000港元）。

經營溢利為81,800,000港元，較去年100,000,000港元減少18.2%。經營溢利減少主要由於收益下降，及銷售及分銷費用以及一般及行政管理費用增加所致。於本年度內，銷售及分銷費用增加22.2%，主要原因為於二零一二年五月收購信佳技術有限公司之餘下50%權益後招聘海外銷售團隊所致。於本年度內，一般及行政管理費用增加16.4%，主要由於折舊開支、專業費用及銀行收費增加所致。該等費用增加之主要原因為於二零一二年五月收購於東莞之一幅土地以及於本年度內為於東莞收購土地及興建新廠房大廈提供資金而借入兩筆新長期銀行貸款所致。

For the year ended 31 March 2013, the Group has achieved a net finance income of HK\$1.9 million (2012: HK\$1.9 million). The finance income was arising from income received from bonds investments and short-term deposits.

As a result of the aforementioned factors, profit attributable to owners of the Company decreased to HK\$77.8 million from HK\$93.3 million last year, representing a decrease of 16.5%.

LIQUIDITY AND FINANCIAL RESOURCES

As at 31 March 2013, the Group has current assets of HK\$513.5 million and current liabilities of HK\$174.5 million. The current ratio was 2.94 (31 March 2012: 2.46).

Bank borrowings were HK\$102.5 million as at 31 March 2013 (31 March 2012: HK\$31.8 million). The increase in total bank borrowings was mainly due to the drawdown of two new long-term bank loans during the year. Gearing ratio (calculated by dividing total bank borrowings by total equity) was 21.7% (31 March 2012: 7.3%) The Group maintained a net cash balance of HK\$141.2 million as at the balance sheet date (31 March 2012: HK\$112.1 million).

As at 31 March 2013, the Group had aggregate banking facilities of approximately HK\$437.7 million (31 March 2012: HK\$349.8 million) from its principal bankers for overdrafts, loans and trade financing, with unused facilities of HK\$312.6 million (31 March 2012: HK\$299.3 million).

The Group generally finances its operations by internally generated resources and banking facilities provided by its principal bankers in Hong Kong. Banking facilities used by the Group include revolving loans, trust receipt loans, overdrafts, leasing and term loans, which are primarily on floating interest rates basis.

截至二零一三年三月三十一日止年度，本集團錄得融資收入淨額1,900,000港元（二零一二年：1,900,000港元）。融資收入乃來自債券投資及短期存款所收取之收入。

基於上述因素，本公司擁有人應佔溢利由去年之93,300,000港元減少至77,800,000港元，減幅達16.5%。

流動資金及財務資源

於二零一三年三月三十一日，本集團的流動資產及流動負債分別為513,500,000港元及174,500,000港元，流動比率為2.94（二零一二年三月三十一日：2.46）。

於二零一三年三月三十一日之銀行借貸為102,500,000港元（二零一二年三月三十一日：31,800,000港元）。銀行借貸總額增加乃主要由於年內提取兩筆新長期銀行貸款所致。資產負債比率（按銀行借貸總額除以總權益計算）為21.7%（二零一二年三月三十一日：7.3%）。於結算日，本集團維持現金結餘淨額141,200,000港元（二零一二年三月三十一日：112,100,000港元）。

於二零一三年三月三十一日，本集團就透支、貸款及貿易融資向主要往來銀行取得銀行信貸總額約437,700,000港元（二零一二年三月三十一日：349,800,000港元），而未動用的信貸額則為312,600,000港元（二零一二年三月三十一日：299,300,000港元）。

本集團一般以內部產生資源及其香港主要往來銀行提供之銀行信貸為業務經營提供資金。本集團所動用銀行信貸包括循環貸款、信託收據貸款、透支、租賃及定期貸款，主要按浮動利率計息。

ACQUISITION OF SUGA TECHNOLOGY LIMITED

In May 2012, the Group entered into a business combination to acquire the remaining 50% equity interest in Suga Technology Limited (formerly known as Suga-AI Limited), a then jointly controlled entity, from the other shareholder of Suga Technology Limited. The consideration was satisfied by US\$2,000,000 (equivalent to HK\$15,500,000) in cash. A contingent consideration, subject to a maximum of US\$500,000 was also agreed should certain performance results achieved by Suga Technology Limited during the 30 months period from acquisition date. Upon acquisition, Suga Technology Limited became a wholly owned subsidiary of the Group.

Based on a valuation performed by an independent valuer, the fair value of the 50% equity interest in Suga Technology Limited previously held by the Group on acquisition date was assessed to be HK\$8,908,000. A gain on re-measurement of this previously held interest of HK\$8,908,000 has accordingly been recognized as “other gains, net” in the consolidated income statement.

ACQUISITION OF THE ENTIRE EQUITY INTEREST IN BENEFIT HOLDING CO., LTD.

On 7 May 2012, Suga International Limited (“Suga International”), a wholly owned subsidiary of the Company, and Mr. Ni Cheng-Tao (the “Vendor”) entered into an agreement pursuant to which Suga International agreed to purchase, and the Vendor agreed to sell, the entire equity interest of Benefit Holding Co., Ltd. (“Benefit Holding”) a company incorporated in Samoa, at a consideration of RMB43.9 million (the “Purchase Consideration”). The principal business activity of Benefit Holding is investment holding and the sole non-current asset of Benefit Holding is its 100% equity interest in Dongguan Benefit Mechanicals Co., Ltd. (“Dongguan Benefit”). Dongguan Benefit owns the land use rights of a parcel of land with site area of approximately 53,361 square metres located at Sanzhong Village, Qingxi Town, Dongguan City, Guangdong Province, PRC (the “Dongguan Land”). The Group proposes to expend its production facilities in the PRC with the Dongguan Land. The transaction was completed and the Purchase Consideration fully paid in December 2012.

收購信佳技術有限公司

於二零一二年五月，本集團進行業務合併，向當時的共同控制實體信佳技術有限公司（前稱為Suga-AI Limited）的另一位股東收購信佳技術有限公司其餘50%股本權益。有關現金代價為2,000,000美元（相等於15,500,000港元）。另外亦協定，倘若於收購日期起計三十個月期間內，信佳技術有限公司達到若干表現業績，則會有或有代價最多500,000美元。於收購事項後，信佳技術有限公司成為本集團的全資附屬公司。

根據由獨立估值師所進行的估值，於收購日期，先前由本集團所持有於信佳技術有限公司之50%股本權益的公平值評估為8,908,000港元。據此，該先前所持有權益重新計量的收益8,908,000港元已經在綜合收益表內「其他收益，淨額」中確認。

收購BENEFIT HOLDING CO., LTD.全部股本權益

於二零一二年五月七日，本公司之全資附屬公司Suga International Limited（「Suga International」）與倪正道先生（「賣方」）訂立協議，據此，Suga International同意購買及賣方同意出售Benefit Holding Co., Ltd.（「Benefit Holding」）之全部股本權益，Benefit Holding為一間於薩摩亞註冊成立之公司，有關代價為人民幣43,900,000元（「購買代價」）。Benefit Holding之主要業務活動為投資控股，而Benefit Holding之唯一非流動資產為其於東莞町強機電有限公司（「東莞町強」）之100%股本權益。東莞町強擁有一幅土地之土地使用權，其為一幅位於中國廣東省東莞市清溪鎮三中村，佔地面積約53,361平方米之土地（「東莞土地」）。本集團擬在中國以東莞土地擴建其生產設施。該交易已完成而購買代價已於二零一二年十二月悉數支付。

DISPOSAL OF UNIVERSAL GAIN

On 19 December 2012, Suga International Limited (“Suga International”), and Mr. Wong Chun Leung (the “Purchaser”) entered into a sale and purchase agreement (the “Agreement”) pursuant to which the Purchaser conditionally agreed to purchase, and Suga International conditionally agreed to sell, the entire issued capital of Universal Gain Assets Limited (“Universal Gain”) for a cash consideration of RMB138,000,000 (the “Consideration”). Universal Gain holds 100% of the entire issued share capital of Typhoon International Limited (“Typhoon International”) which owns two factory blocks, three staff quarters, one electricity room and one canteen with a total gross floor area of 48,300 square meters erected on Li Lang, Buji, Shenzhen City, Guangdong Province, the PRC (the “Buji Property”). Suga International had received from the Purchaser RMB13,800,000, being 10% of the Consideration, within five days from the date of the Agreement. The balance of the Consideration shall be paid by the Purchaser to Suga International after the delivery of the Buji Property by the Group to the Purchaser. The Group expects the transaction will be completed in mid-2014 (the “Completion”). Upon Completion, the Group expects to recognize an unaudited accounting gain of approximately HK\$149.8 million, being the difference between the Consideration of RMB138,000,000 and the estimated unaudited consolidated net asset value of Universal Gain as at 31 March 2013. The actual gain or loss as a result of the disposal of Universal Gain to be recorded by the Group is subject to audit and will be determined as at the date of Completion.

出售 UNIVERSAL GAIN

於二零一二年十二月十九日，Suga International Limited (「Suga International」) 與黃振良先生 (「買方」) 訂立買賣協議 (「該協議」)，據此，買方有條件地同意購買，而Suga International有條件地同意出售Universal Gain Assets Limited (「Universal Gain」) 之全部已發行股本，現金代價為人民幣138,000,000元 (「代價」)。Universal Gain持有大豐國際有限公司 (「大豐國際」) 之全部已發行股本之100%權益，而大豐國際擁有位於中國廣東省深圳市布吉李朗之兩幢工廠大廈、三座員工宿舍、一間發電房及一間食堂，總建築面積為48,300平方米 (「布吉物業」)。Suga International已於該協議日期起計五日內自買方收取人民幣13,800,000元 (即代價之10%)。代價餘額將於本集團交付布吉物業予買方後由買方支付予Suga International。本集團預期交易將於二零一四年年中完成 (「完成」)。於交易完成日，本集團預期將確認未經審核會計收益約149,800,000港元 (即人民幣138,000,000元之代價與Universal Gain於二零一三年三月三十一日之估計未經審核綜合資產淨值之差額)。本集團因出售Universal Gain而錄得之實際收益或虧損須經審核且將於完成日釐定。

CAPITAL EXPENDITURES

The Group's total capital expenditures for the year under review were HK\$72.5 million. The capital expenditures were mainly for the purchase of the Dongguan Land and the construction of new factory buildings amounting to HK\$57.6 million and HK\$7.2 million respectively. The remaining balance of the capital expenditures was mainly for the additions of machineries and equipment for PRC production plants.

FOREIGN EXCHANGE EXPOSURE

The Group's transaction and monetary assets are principally dominated in Reminbi, Hong Kong dollars and United States dollars. The Group did not experience any difficulties or effects on its operations or liquidity as a result of the fluctuations in currency exchange rates during the year ended 31 March 2013.

During the year, the Group entered into several foreign exchange contracts to manage the currency translation risk of Reminbi against United States dollars. All these foreign exchange contracts were for managing risk and it is the policy of the Group not to enter into any derivative contracts purely for speculative activities. The net realized and unrealized profit on derivative instruments as of the balance sheet date was HK\$2.7 million.

PLEDGE OF ASSETS

As at 31 March 2013, the Group had pledged its office premise located at 22nd floor, tower B, Billion Centre, Kowloon Bay together with 4 car parking spaces to secure a bank mortgage loan of HK\$20.8 million (31 March 2012: HK\$23.5 million) for financing the acquisition of the office premise and car parking spaces. Other than the said mortgage loan, the Group had not pledged any of its assets as security for the banking facilities granted to the Group.

資本開支

於回顧年度，本集團之資本開支總額為72,500,000港元。資本開支主要為購買東莞土地及興建新廠房大廈分別約為57,600,000港元及7,200,000港元。餘下資本開支主要為中國內地生產廠房購置機器及設備。

外匯風險

本集團交易及貨幣資產主要以人民幣、港元及美元結算。截至二零一三年三月三十一日止年度，本集團並無因貨幣匯率波動導致其經營或流動資金出現任何困難或受到任何影響。

年內，本集團訂立數份外匯合約，以管理人民幣兌美元之貨幣匯兌風險。所有該等外匯合約均作管理風險用途，本集團並恪守不純粹基於投機而訂立任何衍生工具合約之政策。於結算日，衍生工具之已變現及未變現收益淨額為2,700,000港元。

資產抵押

截至二零一三年三月三十一日，本集團已抵押其位於九龍灣億京中心B座22樓之辦公室單位，連同四個車位，以取得銀行按揭貸款20,800,000港元（二零一二年三月三十一日：23,500,000港元），藉此撥付收購該辦公室單位及該等車位所需資金。除上述按揭貸款外，本集團並無抵押其任何資產，作為本集團獲授銀行信貸之抵押。

CAPITAL COMMITMENTS AND CONTINGENT LIABILITIES

On 6 December 2012 Dongguan Benefit, an indirect wholly-owned subsidiary of the Company, entered into a construction contract with Guangdong Hongda Construction Engineering Co., Ltd. (the “Contractor”), under which the Contractor has agreed to construct two factory buildings and three dormitories with gross construction floor area of approximately 72,723 square metres on the Dongguan Land for Dongguan Benefit for RMB78.2 million. The construction work will take about 365 days to complete.

As at 31 March 2013, the Group had a capital commitment of HK\$92.5 million for the above construction contract (31 March 2012: nil). Corporate guarantees given to banks to secure the borrowings granted to subsidiaries as at 31 March 2013 amounted to HK\$125.1 million (31 March 2012: HK\$50.6 million) and the Group did not have any significant contingent liability.

HUMAN RESOURCES

As at 31 March 2013 the Group has 2,178 employees, of which 51 were based in Hong Kong and Macao while the rest were mainly in Mainland China. Remuneration policy was reviewed regularly, making reference to current legislation, market condition and both the individual and company performance. In addition to salaries and other usual benefits like annual leave, medical insurance and various mandatory pension schemes, the Group also provides educational sponsorship subsidies, discretionary performance bonus and share options. A new share option scheme was adopted on 6 August 2012 which is valid and effective for a period of 10 years from the adoption date, detailed of which are specified in the Section “Share Option Scheme” on page 47 of this annual report.

資本承擔及或然負債

於二零一二年十二月六日，本公司之間接全資附屬公司東莞町強與廣東宏達建設工程有限公司（「承包商」）訂立建築合約，據此，承包商已同意以人民幣78,200,000元為東莞町強於東莞土地上興建兩幢廠房及三座宿舍樓，總建築面積約為72,723平方米。建築工程將需時約三百六十五日竣工。

於二零一三年三月三十一日，本集團就上述建築合約之資本承擔為92,500,000港元（二零一二年三月三十一日：無）。於二零一三年三月三十一日，本集團就附屬公司所獲授借貸向銀行作出公司擔保125,100,000港元（二零一二年三月三十一日：50,600,000港元），本集團並無任何重大或然負債。

人力資源

於二零一三年三月三十一日，本集團有2,178名僱員，其中51名長駐香港及澳門，其餘主要長駐中國內地。薪酬政策參考現行法例、市況及個人與公司表現定期作出檢討。除薪金及其他一般福利（如年假、醫療保險及各類強制性退休金計劃）外，本集團亦提供教育資助津貼、酌情表現花紅及購股權。本集團於二零一二年八月六日採納一項新購股權計劃，自採納日期起計十年期間有效，有關詳情載於本年報第47頁之「購股權計劃」一節。



GOOD QUALITY
追求卓越品質



Directors and Senior Management Profiles 董事及高級管理人員履歷

EXECUTIVE DIRECTOR

Dr. NG Chi Ho, aged 63 is the founder, chairman and managing director of the Group. He is responsible for the formulation of corporate strategy, strategic planning and development, and overall management of the Group. Dr. NG has over 36 years of management experience in the electronics industry and had been a lecturer in electronic engineering at the Hong Kong Polytechnic University for 4 years. He has been appointed by Beijing JiaoTong University as the Advisory Professor in the School of Electronic and Information Engineering since 2013. Dr. NG holds a bachelor degree in science from the Chinese University of Hong Kong, a master of philosophy degree in computer engineering from the University of Hong Kong, and an honorary doctor of engineering degree from Lincoln University, USA. Dr. NG is a

執行董事

吳自豪博士，六十三歲，本集團創辦人、主席兼董事總經理。彼負責制定公司策略、集團之策略規劃及發展以及整體管理。吳博士擁有超過三十六年電子業管理經驗，曾於香港理工大學任電子工程講師四年。彼自二零一三年起獲委任為北京通大學電子與信息工程學院之顧問教授。吳博士持有香港中文大學之理學士學位、香港大學之電機及電子工程哲學碩士學位以及美國林肯大學之工程學榮譽博士學位。吳博士亦為英國特許工程師及英國電機工程技術學會以及香港董事學會之資深會員，以及加拿大特許

chartered engineer, a fellow of the Institution of Engineering and Technology, UK, a fellow of the Hong Kong Institute of Directors and an honorary fellow of the Canadian Chartered Institute of Business Administration. In addition, Dr. NG is a general committee member of the Federation of Hong Kong Industries, chairman of Hong Kong Electronics Industries Council, honorary vice chairman of Hong Kong Electronic Industries Association. He is also a member of the advisory committee of Electronic and Electrical Industries of the Hong Kong Trade Development Council, as well as member of the advisory committee on Electronic Engineering of the Chinese University of Hong Kong.

Mr. MA Fung On, aged 55, is the deputy chairman of the Group. Mr. MA is responsible for the formulation of the Group's overall strategic planning and policies, as well as overseeing the personnel, administration and logistics of the Group. Mr. MA has worked with the Group for more than 20 years and has over 31 years of experience in the electronics industry. He graduated from the Hong Kong Polytechnic University with a higher diploma in electronic engineering. Mr. MA is the Electronics and Telecommunications Training Board Member, the Advisory Committee Member on Pro-Act Training and Development Centre (Electronics) Courses of Vocational Training Council and member of Working Party on Manpower Survey, Electronics & Communication Training Board.

NON-EXECUTIVE DIRECTOR

Mr. LEE Kam Hung, aged 55, is a non-executive director of the Group. He holds a master degree in engineering business management from the University of Warwick in the UK. Mr. LEE is now the founder, chairman and technical director of Hong Kong Automotive X'tals Limited and its group companies. Mr. LEE is a fellow member of The Hong Kong Institution of Engineers. In addition, Mr. LEE is the vice president of Hong Kong Young Industrialists Council and Youth Council, director of Hong Kong Auto Parts Industry Association, member of Design Smart Initiative Assessment Panel and Shield Industrial Centre Owner's Corporation, executive committee member of the Federation of Hong Kong Industries. He is also an advisory committee member on Department of Applied Physics and honorary life director of PolyU Development Foundation of the Hong Kong Polytechnic University.

管理學院榮譽院士。另外，吳博士為香港工業總會常任理事會成員、香港電子業總會主席以及香港電子業商會榮譽副會長。彼亦為香港貿易發展局電子及電氣業顧問委員會成員以及香港中文大學電子工程學系顧問委員會成員。

馬逢安先生，五十五歲，本集團副主席。馬先生負責制定本集團之整體策略規劃及政策以及監督本集團之人事、行政及物流工作。馬先生已於本集團服務超過二十年，並於電子業擁有超過三十一年之經驗。彼畢業於香港理工大學，取得電子工程高級文憑。馬先生為職業訓練局卓越培訓發展中心（電子業）電子業及電訊業訓練委員會委員、卓越培訓發展中心（電子業）課程顧問委員會成員及人力調查、電子業及電訊業訓練委員會之工作組成員。

非執行董事

李錦雄先生，五十五歲，本集團非執行董事。彼持有英國華威大學工程商業管理碩士學位。李先生現為香港汽車晶體有限公司及其集團公司之創辦人，集團主席及技術總監。李先生為香港工程師學會資深會員。另外，李先生為香港青年工業家協會及青年議會副會長，香港汽車零部件工業協會理事、設計智優計劃評審小組及順豐工業中心業主立案法團成員及香港工業總會執行委員。彼亦為香港理工大學應用物理學系顧問委員會委員及理大發展基金永遠榮譽會董。

INDEPENDENT NON-EXECUTIVE DIRECTOR

Professor WONG Sook Leung, Joshua, aged 74, is an independent non-executive director of the Group. He is also the chairman of the audit committee, remuneration committee and nomination committee of the Group. Prof. WONG is presently the Professor Emeritus of the Hong Kong Polytechnic University. He has over 34 years of working experience with tertiary educational institutions including 28 years with the Hong Kong Polytechnic University of which 6 years as the vice president, 2 years as the senior consultant, 10 years as chair professor in electronic and information engineering department and 16 years as the head of electronic engineering department. Prior to joining the Hong Kong Polytechnic University, he was an associate professor of California State University at Los Angeles, US from 1968 to 1974. In addition, he was the president of the Hong Kong Association for the Advancement of Science and Technology in 1988/89. Prof. WONG is currently president of the Hong Kong Semiconductor Industries Council. Prof. WONG obtained his bachelor of engineering degree from the University of Hong Kong and his doctor of philosophy degree from Leeds University, UK. He is also a chartered engineer, a fellow member of the Institution of Engineering and Technology, UK and a fellow member of the Hong Kong Institution of Engineers.

Mr. LEUNG Yu Ming, Steven, aged 54, is an independent non-executive Director of the Group and a member of audit committee, remuneration committee and nomination committee of the Group. Mr. LEUNG holds a master degree in accounting from Charles Sturt University in Australia and a bachelor degree in social science from the Chinese University of Hong Kong. Mr. LEUNG is an associate member of The Institute of Chartered Accountants in England and Wales, a practising certified accountant of CPA Australia and 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 respectively. Mr. LEUNG is also a practising certified public accountant in Hong Kong. Mr. LEUNG previously worked in

獨立非執行董事

黃肅亮教授，七十四歲，本集團獨立非執行董事。彼亦為本集團審核委員會、薪酬委員會及提名委員會主席。黃教授現為香港理工大學榮休教授。彼具有超過三十四年高等院校之工作經驗，其中二十八年任職於香港理工大學，曾任副校長六年、高級顧問兩年、電子及資訊工程學系首席教授十年以及電子工程學系主任十六年。彼在加入香港理工大學之前，自一九六八年至一九七四年在美國洛杉磯加州州立大學任副教授。另外，彼於一九八八／八九年度曾擔任香港科技協進會主席，現為香港半導體行業協會主席。黃教授於香港大學獲得工程理學士學位，並於英國列斯大學獲得哲學博士學位。彼亦為註冊工程師、英國電機工程技術學會資深會員及香港工程師學會資深會員。

梁宇銘先生，五十四歲，本集團獨立非執行董事兼本集團審核委員會、薪酬委員會及提名委員會成員。梁先生持有澳洲Charles Sturt大學會計學碩士學位及香港中文大學社會科學學士學位。梁先生為英格蘭及威爾斯特許會計師公會會員及澳洲執業會計師公會執業會計師，並分別為英國特許公認會計師公會、香港會計師公會及香港稅務學會資深會員。梁先生亦為香港執業會計師。梁先生曾就職於野村國際（香港）

Nomura International (Hong Kong) Limited as an assistant vice president in the International Finance and Corporate Finance Department. He commenced public practice in auditing and taxation since 1990. He is now the senior partner of a certified public accountants firm. Mr. LEUNG has over 28 years of experience in assurance, accounting, taxation, financial management and corporate finance. Mr. LEUNG is also an independent non-executive director of C C Land Holdings Limited, The Cross Harbour (Holdings) Limited, Y.T. Realty Group Limited and Yugang International Limited, all of which are companies listed on the Hong Kong Stock Exchange.

Mr. CHAN Kit Wang, aged 60, is an independent non-executive director of the Group and a member of audit committee, remuneration committee and nomination committee of the Group. Mr. CHAN graduated from the Hong Kong Polytechnic University in 1977 with a higher diploma in accountancy. Mr. CHAN is a fellow member of The Association of Chartered Certified Accountants, associate member of The Hong Kong Institute of Certified Public Accountants and The Institute of Chartered Accountants in England and Wales. He is now a senior partner of a certified public accountants firm. Mr. CHAN has over 36 years of working experience in accounting, auditing and taxation.

SENIOR MANAGEMENT

Mr. LEE Yiu Cheung, Alex, aged 56, is the chief financial officer of the Group. Mr. LEE is responsible for overseeing the corporate and financial matters of the Group. Mr. LEE is a practising certified public accountant in Hong Kong. He is also an associate member of The Hong Kong Institute of Certified Public Accountants and a fellow member of The Association of Chartered Certified Accountants. Mr. LEE joined the Group in early 2005 and has over 33 years of experience in corporate finance, accounting and auditing. Before joining the Group, he worked for a blue chip listed company in Hong Kong for over 18 years in a senior executive position. Mr. LEE graduated from the Hong Kong Polytechnic University with a higher diploma in accountancy. He is the brother-in-law of Dr. NG Chi Ho, the Chairman and Managing Director of the Group.

有限公司，擔任國際金融及企業融資部之助理副總裁。彼於一九九零年起從事審核及稅務行業，現為一家執業會計師行之首席合夥人。梁先生在審計、會計、稅務、財務管理及企業融資方面積逾二十八年經驗。梁先生亦為香港聯交所上市公司中渝置地控股有限公司、港通控股有限公司、渝太地產集團有限公司及渝港國際有限公司之獨立非執行董事。

陳杰宏先生，六十歲，本集團獨立非執行董事兼本集團審核委員會、薪酬委員會及提名委員會成員。陳先生於一九七七年畢業於香港理工大學，取得會計高級文憑。陳先生為英國特許公認會計師公會資深會員、香港會計師公會及英格蘭及威爾斯特許會計師公會註冊會員。彼現任一家執業會計師事務所高級合夥人。陳先生於會計、審核及稅務方面擁有逾三十六年之豐富工作經驗。

高級管理人員

李耀祥先生，五十六歲，本集團之首席財務總監。李先生負責監察本集團企業及財務事宜。李先生為香港執業會計師，並為香港會計師公會會員及英國特許公認會計師公會資深會員。李先生於二零零五年初加入本集團，在企業財務、會計及審計方面擁有逾三十三年經驗。在加入本集團前，彼曾於香港一間藍籌上市公司工作超過十八年，擔任高級行政人員職位。李先生畢業於香港理工大學，取得會計學高級文憑。彼為本集團主席兼董事總經理吳自豪博士之襟弟。

Mr. WONG Wai Lik, Lamson, aged 49, is the general manager of moulds and plastic products division and is responsible for overseeing the operations of Huizhou plant. Mr. WONG graduated from the Hong Kong Polytechnic University with a higher diploma in production and industrial engineering. He joined the Group in 1992 and has over 26 years of experience in production operations and supervision.

Ms. WONG Sin, Kathy, aged 43, is the general manager of electronic manufacturing service (“EMS”) division of the Group in Xixiang plant and is responsible for overseeing the operations of the factory. Ms. WONG holds an EMBA from Shanghai Jiao Tong University, China. She joined the Group in 2002 and has over 20 years of experience in the electronics manufacturing industry.

Mr. TENG Boon Han, Eric, aged 35, is the general manager of EMS and pet training products divisions and is responsible for the overall operations including programme management, order management, supply chain management, product development and manufacturing in Buji plant. Mr. TENG holds a bachelor degree of Business Administration in Finance and Economics from University of New Brunswick, Canada. He joined the Group in 2007. Prior to joining the Group, Mr. TENG worked for global IT and telecommunication companies. He has had international working exposure in the USA, Malaysia, Indonesia and Thailand within those companies.

Mr. FUNG Chi Leung, Mark, aged 49, is the general manager of the marketing division in Buji plant. He holds a Bachelor of Science degree from the University of Toronto in Canada. Mr. FUNG has over 26 years of working experience in electronics sales and marketing.

黃為力先生，四十九歲，模具及塑膠產品部總經理，負責監察惠州廠房運作。黃先生畢業於香港理工大學，取得生產及工業工程高級文憑。彼於一九九二年加入本集團，於生產運作及監察方面積逾二十六年經驗。

王倩女士，四十三歲，本集團西鄉廠房電子製造服務（「電子製造服務」）部總經理，負責監管該廠房之運作。王女士持有中國上海交通大學EMBA學位。彼於二零零二年加入本集團，擁有超過二十年電子製造業工作經驗。

湯文罕先生，三十五歲，本集團電子製造服務部及寵物培訓產品部總經理，負責監察布吉廠房之整體運作，包括程式管理、訂單管理、供應鏈管理、產品發展及製造。湯先生持有加拿大新紐伯倫瑞克大學(University of New Brunswick)工商管理學士學位。彼於二零零七年加入本集團。於加入本集團前，湯先生於多間國際資訊科技及電訊公司任職。彼於該等公司累積了於美國、馬來西亞、印尼及泰國之跨國工作經驗。

馮志良先生，四十九歲，布吉廠房市場推廣部總經理。彼持有加拿大多倫多大學理學士學位。馮先生於電子銷售及市場推廣方面累積逾二十六年工作經驗。



ADVANCED
TECHNOLOGY
應用領先科技



Corporate Governance Report 企業管治報告

The Board of Directors (the “Board”) and the management of Suga International Holdings Limited (the “Company”) are committed to attain and uphold a high standard of corporate governance that properly protect and promote the interests of its shareholders and other stakeholders including customers, suppliers, employees and the general public.

Throughout the financial year ended 31 March 2013, the Company has complied with the Corporate Governance Code (effective from 1 April, 2012) (the “CG Code”) contained in Appendix 14 of the Rules Governing the Listing of Securities of The Stock Exchange of Hong Kong Limited (the “Listing Rules”), except for CG Code A.2.1.

CG Code A2.1 stipulates that the roles of Chairman and Chief Executive Officer should be separate and should not be performed by the same individual. Up to the date of this report, the Group does not have a separate Chairman and Chief Executive Officer and Dr. Ng Chi Ho currently holds both positions. The Board believes that vesting the roles of Chairman and Chief Executive Officer in the same person provides the Group with strong and consistent leadership in the development and execution of long-term business strategies. Going forward, the Group will periodically review the effectiveness of this arrangement and considers appointing an individual as Chief Executive Officer when it thinks appropriate.

信佳國際集團有限公司(「本公司」)董事會(「董事會」)及管理層致力達到及維持高水準之企業管治，妥善保障及促進其股東及其他持份者(包括客戶、供應商、僱員及公眾人士)的權益。

於截至二零一三年三月三十一日止財政年度整個年度內，本公司已遵從香港聯合交易所有限公司證券上市規則(「上市規則」)附錄14所載企業管治守則(自二零一二年四月一日起生效)(「企業管治守則」)，惟企業管治守則第A.2.1條除外。

企業管治守則第A2.1條訂明須區分主席與行政總裁之角色，並不應由同一人擔任。截至本報告日期，本集團並無區分主席及行政總裁職務，現時由吳自豪博士身兼兩職。董事會相信，由同一人兼任主席及行政總裁，可貫徹本集團之強勢領導，發展及執行長遠業務策略。本集團將於日後定期檢討此安排是否有效，並於認為適當時委任個別人士為行政總裁。

Save the abovementioned deviation, none of the directors of the Company is aware of information that would reasonably indicate the Company is not or was not in compliance with the CG Code for the year under review.

BOARD OF DIRECTORS

The Group's overall management is vested in its board of directors, which now comprises six members, coming from diverse businesses and professional backgrounds. The Board consisted of two executive directors, Dr. Ng Chi Ho (Chairman), Mr. Ma Fung On (Deputy Chairman), one non-executive director, Mr. Lee Kam Hung and three independent non-executive directors ('INED'), Professor Wong Sook Leung, Joshua, Mr. Leung Yu Ming, Steven and Mr. Chan Kit Wang (collectively the 'Directors').

The principal functions of the Board are to supervise the Group's business and affairs; to review the Group's financial performance; to review the Group's systems of internal control; to approve the strategic plans, investment and funding decision. For the financial reporting accountability, the Board has the ultimate responsibility for preparing the financial statements. The day-to-day management is conducted by senior management and employees of the Group, under the direction and supervision of the Directors. When the Directors are aware of any events or conditions that may cast significant doubt upon the Group's ability to continue as a going concern, such events or conditions will be clearly set out and discussed in this Corporate Governance Report.

The Company has complied with Rules 3.10 (1) and (2) of the Listing Rules relating to the appointment of at least three INEDs among whom one has to have appropriate professional qualifications, or accounting or related finance management expertise. The role of INED is to bring an independent and objective view to the Board's deliberations and decisions. The Company has received from each of the INED an annual confirmation of his independence pursuant to Rule 3.13 of the Listing Rules. The Company considers all of the INEDs are independent.

All non-executive directors (including INEDs) have been appointed for a term of one year and is subject to retirement by rotation and re-election in accordance with the bye-laws of the Company and Listing Rules at each annual general meeting. Save as disclosed in the biographical details of each director, there is no other relationship (including financial, business, family or other material/relevant relationship) among members of the board.

除上述偏離外，本公司董事概不知悉有任何資料合理顯示本公司目前或曾經於回顧年內不遵守企業管治守則。

董事會

本集團之整體管理由董事會負責，董事會現由六名來自不同行業及專業背景的人士組成。董事會成員包括兩名執行董事吳自豪博士（主席）、馬逢安先生（副主席）、一名非執行董事李錦雄先生及三名獨立非執行董事（「獨立非執行董事」）黃肅亮教授、梁宇銘先生及陳杰宏先生（統稱「董事」）。

董事會之主要職能為監督集團業務及事務；檢討本集團之財務表現；檢討本集團之內部監控制度；批准策略計劃、投資及資金決策。於財務申報問責方面，董事會須承擔編製財務報表之最終責任。本集團高級管理層及僱員於董事指引及監督下處理日常管理事務。倘董事知悉有任何可能對本集團繼續以持續方式經營之能力構成重大疑問之事件或情況，該等事件或情況將清楚載於本企業管治報告並於當中討論。

本公司已遵守上市規則第3.10(1)及(2)條之規定，委任最少三名獨立非執行董事，其中一名具備合適專業資格或擁有會計或相關財務管理專業知識。獨立非執行董事之角色為就董事會之商議及決策提供獨立客觀意見。根據上市規則第3.13條，本公司已收到各獨立非執行董事就其獨立身份發出之年度確認。本公司認為全體獨立非執行董事均為獨立人士。

全部非執行董事（包括獨立非執行董事）均獲委任一年之任期，並須根據本公司之公司細則及上市規則於各股東週年大會上輪值告退及重選。除各董事之履歷詳情所披露者外，董事會成員間概無其他關係（包括財務、業務、家族或其他重大／相關關係）。

ROLE OF THE BOARD

The Board meets at least four times annually to review business development and overall strategic policies. The Board is supplied with relevant information by the senior management pertaining to matters to be brought before the Board for decision as well as reports relating to operational and financial performance of the Group before each regular board meeting. At least 14 days notice of a regular board meeting is given to all directors to give them the opportunity to attend. Board papers are dispatched to the directors at least three days before the meeting to ensure that they have sufficient time to review the papers and be adequately prepared for the meeting.

The Board is responsible for the system of internal controls of the Company and its subsidiaries, setting appropriate policies and reviewing the effectiveness of such controls. Internal control is defined as a process effected by the Board, management and other personnel, designed to manage rather than eliminate the risk of failure to achieve business objectives and can only provide reasonable, not absolute assurance of the following:

- effectiveness and efficiency operations
- reliability of financial reporting
- compliance with applicable laws and regulations
- effectiveness of risk management functions

The Board conducted a review of the system of internal controls of the Company and its subsidiaries for the year ended 31 March 2013 including the consideration of the adequacy of resources, qualifications and experience of staff of the Company's accounting and financial reporting function and their training programmes and budget. The Board assessed the effectiveness of internal control by considering reviews performed by the Audit Committee, executive management and the independent auditors' management letters, if any, and is satisfied that the system of internal control of the Group is functioning properly.

董事會角色

董事會每年最少舉行四次會議，檢討業務發展及整體策略政策。於舉行各例行董事會會議前，董事會獲高級管理人員提供有關將提呈董事會決策事宜之資料以及有關本集團業務及財務表現之報告。全體董事均獲發最少14日例行董事會會議通知，以便彼等安排出席會議。董事會文件將至少於舉行會議三日前送交董事，以確保彼等有足夠時間審閱文件及於會議舉行前作充足準備。

董事會負責監察本公司及其附屬公司內部監控制度，制定合適政策及檢討監控成效。內部監控界定為由董事會、管理層及其他人士落實之程序，旨在管理而非杜絕未能達標之風險，並僅可提供以下範疇之合理而非絕對保證：

- 營運效益及效率
- 財務申報之可靠性
- 遵守適用法律及規例
- 風險管理部門效益

董事會已審閱截至二零一三年三月三十一日止年度本公司及其附屬公司之內部監控制度，包括考慮本公司在會計及財務匯報職能方面之資源、員工資歷及經驗以及彼等之培訓課程及預算是否足夠。董事會考慮審核委員會、行政管理人員及獨立核數師之管理函件所進行之檢討（如有），評估內部監控之有效性，並信納本集團之內部監控制度行之有效。

Five regular meetings of the Board and one Annual General Meeting were held during the year of 2012/13. The attendance of each director at the meeting is set out as follows:–

於二零一二／一三年度內，共舉行五次常規董事會會議及一次股東週年大會。各董事出席會議之出席詳情如下：

Name of directors 董事姓名		Board meeting 董事會會議	AGM 股東週年大會
Executive directors	執行董事		
Dr. Ng Chi Ho (<i>Chairman</i>)	吳自豪博士 (主席)	5/5	1/1
Mr. Ma Fung On (<i>Deputy Chairman</i>)	馬逢安先生 (副主席)	5/5	1/1
Non-executive directors	非執行董事		
Mr. Lee Kam Hung	李錦雄先生	5/5	1/1
INEDs	獨立非執行董事		
Professor Wong Sook Leung Joshua	黃肅亮教授	5/5	1/1
Mr. Leung Yu Ming Steven	梁宇銘先生	5/5	1/1
Mr. Chan Kit Wang	陳杰宏先生	5/5	1/1

DIRECTORS' TRAINING

Based on the training records provided to the Company by the directors, the directors have participated in the following training during the year of 2012/13:

董事培訓

根據董事向本公司提供之培訓記錄，於二零一二／一三年度內，董事曾參與以下培訓：

Directors 董事		Attended training courses, seminars, workshops, in-house briefs 出席培訓課程、研討會、 討論會、內部短會
Executive directors	執行董事	
Dr. Ng Chi Ho	吳自豪博士	✓
Mr. Ma Fung On	馬逢安先生	✓
Non-executive directors	非執行董事	
Mr. Lee Kam Hung	李錦雄先生	✓
INEDs	獨立非執行董事	
Professor Wong Sook Leung Joshua	黃肅亮教授	✓
Mr. Leung Yu Ming Steven	梁宇銘先生	✓
Mr. Chan Kit Wang	陳杰宏先生	✓

DIRECTORS' AND OFFICERS' LIABILITIES INSURANCE AND INDEMNITY

To indemnify Directors and officers of the Company against all costs, charges, losses, expenses and liabilities incurred by them in the executive of and discharge of their duties or in relation thereto, the Company has arranged insurance cover for this purpose.

BOARD COMMITTEES

The board has established four committees and has delegated various responsibilities to the committees including the audit committee (the "Audit Committee"), the remuneration committee (the "Remuneration Committee"), the nomination committee (the "Nomination Committee") and the corporation governance Committee (the "Corporation Governance Committee"). All the Board Committees perform their distinct roles in accordance with their respective terms of reference. 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 expense.

AUDIT COMMITTEE

The Audit Committee comprises three INEDs who are Professor Wong Sook Leung Joshua, Mr. Leung Yu Ming Steven and Mr. Chan Kit Wang. The composition and members of the Audit Committee complies with the requirements under Rule 3.21 of the Listing Rules. The Chairman of the Audit Committee is Professor Wong Sook Leung Joshua.

The Audit Committee meetings are held not less than twice a year to review and discuss the internal control systems of the Group, to review the Group's interim and annual financial statements, and also monitors the appointment and function of the Group's independent auditors. Additional meetings may also be held by the Committee from time to time to discuss special projects or other issues of which the Audit Committee considers necessary. The Committee's authority and duties are set out in written terms of reference and are posted on the websites of the Company and the Hong Kong Stock Exchange.

董事及高級職員之責任保險及彌償

為彌償本公司董事及高級職員因執行及履行其職責或與之有關所產生之所有費用、收費、損失、開支及債務，本公司已就此安排保險投保。

董事會委員會

董事會轄下已成立四個委員會，並將各種職責分派至各委員會，包括審核委員會（「審核委員會」）、薪酬委員會（「薪酬委員會」）、提名委員會（「提名委員會」）及企業管治委員會（「企業管治委員會」）。所有董事會委員會均按其各自的職權範圍履行其特定之角色。董事會委員會有充足資源以履行其職責，且在合理要求下，可由本公司自費在適合情況下尋求獨立專業意見。

審核委員會

審核委員會由三名獨立非執行董事（分別為黃肅亮教授、梁宇銘先生及陳杰宏先生）組成。審核委員會之組成及成員符合上市規則第3.21條項下之規定。審核委員會主席為黃肅亮教授。

審核委員會每年舉行不少於兩次會議，以檢討及討論本集團內部監控制度，審閱本集團中期及年度財務報表，以及監督本集團獨立核數師的委任及職能。審核委員會亦可能不時舉行額外會議，討論特別項目或審核委員會認為需要討論之其他事宜。委員會之權力及職責載於書面職權範圍內，其已經載於本公司及香港聯交所之網站內。

During the year, two Audit Committee meetings were held and the individual attendance of each member is set out below:–

年內共舉行兩次審核委員會會議，各成員之個別出席詳情載列如下：

Member of Audit Committee
審核委員會成員

Meeting attended
出席會議次數

Professor Wong Sook Leung Joshua (<i>Chairman</i>)	黃肅亮教授 (主席)	2/2
Mr. Leung Yu Ming Steven	梁宇銘先生	2/2
Mr. Chan Kit Wang	陳杰宏先生	2/2

During the year, the Audit Committee reviewed the fiscal year 2011/2012 annual report and fiscal year 2012/2013 interim report, including the accounting principles and practice adopted by the Group, reviewed and discussed the financial results and internal control systems of the Group, conducted discussions with the independent auditors on financial reporting, compliance, and reported all relevant matters to the Board.

年內，審核委員會已審閱二零一一／二零一二年度財政年度年報及二零一二／二零一三年財政年度中期報告，包括檢討本集團所採納之會計原則及慣例、審閱及討論集團財務業績及內部監控制度、與獨立核數師討論財務申報及合規事宜，並向董事會匯報所有相關事宜。

The Audit Committee has also reviewed the fiscal year 2012/2013 annual report in a meeting held on 19 June 2013.

審核委員會亦已於二零一三年六月十九日舉行之會議上審閱二零一二／二零一三年財政年度年報。

REMUNERATION COMMITTEE

The Remuneration Committee comprises three INEDs and is currently chaired by Professor Wong Sook Leung Joshua. No director or senior executive will be involved in any discussion in connection with his own remuneration. The meeting of the Remuneration Committee shall normally be held not less than once a year

薪酬委員會

薪酬委員會由三名獨立非執行董事組成，主席現為黃肅亮教授。董事或高級行政人員將不會參與討論彼等本身之薪酬。薪酬委員會一般每年舉行不少於一次會議。

The Company has adopted a model where the Remuneration Committee performs an advisory role to the Board, with the Board retaining the final authority to approve the recommendation of executive directors and senior management.

本公司採納薪酬委員會履行董事會顧問角色之運作模式，而董事會保留最終權力批准執行董事及高級管理層之薪酬。

The Committee's principal responsibilities are to make recommendation to the Board on the remuneration packages of individual executive directors and senior management, make recommendations to the Board on the remuneration of non-executive directors and make recommendations to the Board on the remuneration structure. It also reviews and guides the formulation of the Group's performance related pay schemes. Term of reference which described the authorities and duties of the Remuneration Committee are publicly available on the websites of the Company and the Hong Kong Stock Exchange and the contents of which are in compliance with the CG Code.

During the year, two Remuneration Committee meetings were held and the individual attendance of each member is set out below:—

Member of the Remuneration Committee

薪酬委員會成員

Meeting attended

出席會議次數

Professor Wong Sook Leung Joshua (<i>Chairman</i>)	黃肅亮教授 (主席)	2/2
Mr. Leung Yu Ming Steven	梁宇銘先生	2/2
Mr. Chan Kit Wang	陳杰宏先生	2/2

During the year, the Remuneration Committee reviewed and made recommendations to the Board on the remuneration packages of individual executive directors, non-executive directors, the INEDs, and senior management; and reviewed the bonus to senior management.

委員會之主要職責為就個別執行董事及高級管理人員之薪酬待遇向董事會提供建議；就非執行董事之薪酬向董事會提供建議及就有關薪酬架構向董事會提供建議。委員會亦檢討本集團與表現掛鈎之薪酬方案並提供制訂指引。闡述薪酬委員會權責之職權範圍公開載於本公司及香港聯交所之網站內，有關內容符合企業管治守則。

年內共舉行兩次薪酬委員會會議，各成員之個別出席次數載列如下：

年內，薪酬委員會已審閱及就個別執行董事、非執行董事、獨立非執行董事及高級管理層之薪酬待遇向董事會提出建議，並已審閱高級管理層之花紅。

REMUNERATION OF DIRECTORS AND SENIOR MANAGEMENT

For the year ended 31 March, 2013, the remuneration of the members of the senior management by band is set out below:—

Remuneration bands (HK\$) 薪酬範圍 (港元)

Remuneration bands (HK\$) 薪酬範圍 (港元)		Number of persons 人數
\$500,001 to \$1,000,000	500,001港元至1,000,000港元	3
\$1,000,001 to \$2,000,000	1,000,001港元至2,000,000港元	2
\$2,000,001 to \$3,000,000	2,000,001港元至3,000,000港元	1

Further particulars regarding directors' remunerations and the five highest paid employees as required to be disclosed pursuant to Appendix 16 to the Listing Rules are set out in note 36 to the consolidated financial statements.

董事及高級管理層之薪酬

截至二零一三年三月三十一日止年度，高級管理人員按範圍劃分之薪酬載列如下：

根據上市規則附錄16須予以披露有關董事薪酬及五名最高薪僱員之進一步詳情載於綜合財務報表附註36。

NOMINATION COMMITTEE

The Nomination Committee comprises three INEDs who are Professor Wong Sook Leung Joshua, Mr. Leung Yu Ming Steven and Mr. Chan Kit Wang and is currently chaired by Professor Wong Sook Leung Joshua.

The meeting of the Nomination Committee shall normally be held not less than once a year. The Committee will identify qualified candidates to fill the Board membership whenever such vacancy arises. It will nominate such candidates for the Board to consider, and regularly review the composition of the Board as well as make suggestions as to any change that may be required. The Committee's authority and duties are set out in written terms of reference and are posted on the websites of the Company and the Hong Kong Stock Exchange.

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

Member of the Nomination Committee 提名委員會成員

Professor Wong Sook Leung Joshua (<i>Chairman</i>)	黃肅亮教授 (主席)
Mr. Leung Yu Ming Steven	梁宇銘先生
Mr. Chan Kit Wang	陳杰宏先生

提名委員會

提名委員會由三名獨立非執行董事 (分別為黃肅亮教授、梁宇銘先生及陳杰宏先生) 組成，主席現為黃肅亮教授。

提名委員會一般每年舉行不少於一次會議。委員會將於董事會成員出現空缺時物色合資格人選填補，並將提名有關人選供董事會考慮，以及定期檢討董事會組成及就任何可能所需變動作出建議。委員會之權力及職責載於書面職權範圍內，其已經載於本公司及香港聯交所之網站內。

年內，提名委員會共舉行兩次會議。各成員之個別出席詳情載列於下表：

Meeting attended 出席會議次數

Professor Wong Sook Leung Joshua (<i>Chairman</i>)	黃肅亮教授 (主席)	2/2
Mr. Leung Yu Ming Steven	梁宇銘先生	2/2
Mr. Chan Kit Wang	陳杰宏先生	2/2

During the year, the Nomination Committee reviewed the structure, size and composition of the Board; make recommendations to the Board on re-election of the directors subject to retirement by rotation under the bye-laws at the 2013 annual general meeting and assess the independence of the independent non-executive directors.

CORPORATE GOVERNANCE COMMITTEE

The Corporation Governance Committee of the Company was established on 21 February, 2012. As at the date of this annual report, the Corporation Governance Committee comprised of two executive directors, namely Dr. Ng Chi Ho (Chairman) and Mr. Ma Fung On.

The role and main function of the Corporate Governance Committee is to assist the Board in developing and reviewing the policies and practices on corporate governance which are applicable to the Group and making recommendations to the Board.

The terms of reference of the Corporate Governance Committee include the duties set out in Code Provision D.3.1. (a) to (e) for the time being in force. The terms of reference of the Corporate Governance Committee are available on the website of the Company.

The Corporate Governance Committee held one meeting during the year. The attendance at this meeting is as follows:-

Member of the Corporate Governance Committee

企業管治委員會成員

Dr. Ng Chi Ho	吳自豪博士
Mr. Ma Fung On	馬逢安先生

During the year, the Corporate Governance Committee reviewed and discussed the new requirements of the Corporate Governance Code of the Listing Rules and reviewed and monitored the training and continuous professional development of directors and senior management.

年內，提名委員會檢討董事會之架構、人數及組成；就重選董事（須根據公司細則於二零一三年股東週年大會上輪值告退）向董事會提出建議，以及評估獨立非執行董事之獨立性。

企業管治委員會

本公司企業管治委員會於二零一二年二月二十一日成立。於本年報日期，企業管治委員會由兩名執行董事（即吳自豪博士（主席）及馬逢安先生）組成。

企業管治委員會之角色及主要職能為協助董事會制定及檢討適用於本集團之企業管治政策及常規，並向董事會提出建議。

企業管治委員會之職權範圍包括當時生效之守則條文第D.3.1.(a)至(e)條所載之職責。企業管治委員會之職權範圍可於本公司網站查閱。

年內，企業管治委員會共舉行一次會議。該會議之出席詳情如下：

Meeting attended 出席會議次數

1/1
1/1

年內，企業管治委員會已審閱及討論上市規則之企業管治守則之新規定，並已檢討及監察董事及高層管理人員之培訓及持續專業發展。

MODEL CODE FOR SECURITIES TRANSACTIONS

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (“Model Code”) as set out in Appendix 10 to the Listing Rules as its own code of conduct regarding directors’ securities transactions. The Company made specific enquiry of all directors as to whether they complied with the required standard set out in the Model Code regarding their securities transactions. It was confirmed that there was full compliance. The relevant employee who, because of their office in the Group, are likely to be in possession of unpublished price sensitive information, have been requested to comply with the provisions of the Model Code.

DIRECTORS’ RESPONSIBILITY FOR PREPARING THE CONSOLIDATED FINANCIAL STATEMENTS

The Directors acknowledge that it is their responsibilities in preparing the consolidated financial statements. The finance department of the Company is taken charge by the Chief Financial Officer of the Company. With the assistance of the finance department, the Directors ensure that the consolidated financial statements of the Group have been properly prepared in accordance with relevant regulations and applicable accounting principles.

INDEPENDENT AUDITORS

The Group’s independent auditor is PricewaterhouseCoopers (“PwC”). The financial reporting responsibilities of the independent auditors are set out on page 61 to 62 of this annual report.

During the year, remuneration of approximately HK\$2,455,000 was payable to PwC for the provision of audit services. In addition, approximately HK\$589,000 was payable to PwC for other non-audit services. The non-audit services mainly consist of tax compliance and other services.

進行證券交易之標準守則

本公司已採納上市規則附錄十所載之上市發行人董事進行證券交易之標準守則（「標準守則」）作為其本身有關董事進行證券交易之行為守則。本公司已就董事進行證券交易時是否已遵守標準守則所載規定標準，向全體董事作出特定查詢，並已確認彼等已全面遵守有關規定。可能因於本集團之職位而知悉未經公佈之股價敏感資料之有關僱員已被要求遵守標準守則條文。

董事就編製綜合財務報表之責任

董事承認編製綜合財務報表為彼等之責任。本公司財務部門由本公司之財務總監管理。於財務部門之協助下，董事確保，本集團已根據有關法規及適用會計原則妥善編製綜合財務報表。

獨立核數師

羅兵咸永道會計師事務所（「羅兵咸永道會計師事務所」）為本集團之獨立核數師。獨立核數師就財務申報須承擔之責任載於本年報第61至62頁。

年內，羅兵咸永道會計師事務所就提供核數服務應獲支付酬金約為2,455,000港元。此外，羅兵咸永道會計師事務所就其他非核數服務應獲支付約589,000港元。非核數服務主要包括稅項遵例及其他服務。

COMPANY SECRETARY

The Company has engaged and appointed Mr. Huen Po Wah, a representative from an external secretarial services provider as the company secretary of the Company. The primary contact person with the company secretary of the Company is the chief financial officer, Mr. Lee Yiu Cheung. Mr. Huen has duly complied with the relevant training requirement under Rule 3.29 of the Listing Rules.

CONSTITUTIONAL DOCUMENTS

During the year under review, there is no change in the Company's constitutional documents.

INTERNAL CONTROL

The Board has overall responsibilities for maintaining a sound and effective internal control system of the Group. The system includes a defined management structure with limits of authority, safeguard its assets against unauthorized use or disposition, ensures the maintenance of proper accounting records for the provision of reliable financial information for internal use or for publication, and ensures compliance with relevant laws and regulations. The system is designed to provide reasonable, but not absolute, assurance against material misstatement or loss, and to manage the risks of failure in the Group's operational systems and in the achievement of the Group's objectives.

The Board believed that the effectiveness of the Group's internal controls and key areas of the Group's system of internal controls are reasonably implemented, which provide prevention of material misstatement or loss, safeguard the Group's assets, maintain appropriate account records and financial reporting, efficiency of operations and ensure compliance with applicable laws and regulation. The Board will endeavour its best effort to enhance and improve the internal controls in all aspects of the Group, and will regularly monitor the issues raised by the Audit Committee to ensure appropriate remedial measures have been implemented.

公司秘書

本公司已經委聘及委任外聘秘書服務供應商之代表禰寶華先生為本公司之公司秘書。與本公司公司秘書之主要聯絡人員為財務總監李耀祥先生。禰先生已妥為遵守上市規則第3.29條所載之有關培訓規定。

憲章文件

於回顧年度內，本公司之憲章文件並無任何變動。

內部監控

董事會須整體負責維持本集團之內部監控制度妥善有效。該制度包括設有權限之清晰管理架構、防止集團資產被挪用或竊取、確保會計記錄妥為存置，以提供可靠財務資料作內部或公佈之用，以及確保遵循有關法例及法規。該制度旨在合理（但非絕對）保證不會出現重大之錯誤陳述或損失，並管理本集團之營運系統及本集團達成目標之失誤風險。

董事會相信本集團內部監控之效能及本集團內部監控體系之主要方面之合理實施可防止重大之錯誤陳述或損失，保護本集團資產，妥為存置會計記錄及財務報告、以及營運之效率，並確保遵守適用法律法規。董事會將不遺餘力地增強及改善本集團各範疇之內部監控，並將定期監察審核委員會提出之事項，確保實施妥當之補救措施。

COMMUNICATIONS WITH SHAREHOLDERS AND INVESTOR RELATIONS

The Board recognizes the importance of maintaining effective communications with shareholders. In order to develop and maintain continuing relationship with the shareholders of the Company, the Company established various channels to facilitate and enhance communication:

- (i) the annual general meeting provides a useful forum for the shareholders of the Company to raise comments and exchange views with the Board,
- (ii) publication of announcements and circulars on the websites of the Stock Exchange and the Company,
- (iii) publication of financial statements containing a summary of the financial information and affairs of the Group for the interim and full financial year via the websites of the Stock Exchange and the Company,
- (iv) interim reports, annual reports and circulars that are sent to all shareholders,
- (v) notices of and explanatory notes for general meetings,
- (vi) the management of the Group continually conducts meetings with investors, analysts and the media, and provides them with up-to-date and comprehensive information regarding the Company's development and answers to their queries.

The Company also maintains a website at www.suga.com.hk, where updates on the Company's business developments and operations, financial information and news can always be found.

與股東之溝通及投資者關係

董事會了解與股東維持有效溝通之重要性。為與本公司股東建立及維持持續關係，本公司已設立各種渠道，促進及提升溝通：

- (i) 股東週年大會作為本公司股東提出意見及與董事會交流見解之有效平台，
- (ii) 於聯交所及本公司網站刊發公佈及通函，
- (iii) 於聯交所及本公司網站刊發中期及整個財政年度之財務報表，當中載有本集團財務資料及事務之概要，
- (iv) 寄發中期報告、年報及通函予所有股東，
- (v) 股東大會通告及說明附註，
- (vi) 本集團管理層持續與投資者、分析員及媒體會面，並向彼等提供有關本公司發展之最新及最全面資料並解答提問。

本公司亦設立網站www.suga.com.hk，經常更新有關本公司業務發展及營運、財務資料及資訊之最新進展。

Shareholders and investors may at any time send their enquiries and concerns to the Board in writing through the contact details as follows:–

Address: 22nd Floor, Tower B, Billion Centre,
1 Wang Kwong Road, Kowloon Bay,
Kowloon, Hong Kong
Fax: 2953 1523
Email: investorrelations@suga-electronics.com

股東及投資者可隨時以書面形式向董事會提出查詢及關注，聯絡資料如下：

地址：香港九龍
九龍灣宏光道一號
億京中心B座22樓
傳真號碼：2953 1523
電郵地址：investorrelations@suga-electronics.com

SHAREHOLDERS' RIGHTS

Shareholders are entitled to requisition a special general meeting and put forward proposals at general meeting. The procedures are as follows:

(A) PROCEDURES FOR REQUISITIONING A SPECIAL GENERAL MEETING

In accordance with Bermuda Companies Act 1981, the shareholders of the Company holding at the date of the deposit of the requisition not less than one-tenth of such of the paid-up capital of the Company carrying the right of voting at general meetings of the Company, shall have the right to convene a special general meeting of the Company. If the directors do not within twenty-one days from the date of the deposit of the requisition proceed duly to convene a meeting, the requisitionists representing more than one half of the total voting rights may themselves convene a meeting.

The written requisition for the special general meeting can be lodged at the Company's principal office in Hong Kong at 22nd Floor, Tower B, Billion Centre, 1 Wang Kwong Road, Kowloon Bay, Kowloon, Hong Kong.

股東之權利

股東有權請求召開股東特別大會及於股東大會上提呈建議。有關程序如下：

(A) 請求召開股東特別大會之程序

根據百慕達一九八一年公司法，於遞呈請求當日持有不少於十分之一附有權利可於本公司股東大會上投票之本公司繳足股本之本公司股東有權召開本公司之股東特別大會。倘董事於遞呈要求日期起計二十一日內未有召開有關大會，則擁有總表決權半數以上之請求人可自行召開股東特別大會。

召開股東特別大會之書面要求可提交至本公司之香港主要辦事處，地址為香港九龍九龍灣宏光道一號億京中心B座22樓。

(B) PROCEDURES FOR PUTTING FORWARD PROPOSALS AT GENERAL MEETINGS

Shareholder(s) holding not less than one-twentieth of the paid-up capital of the Company carrying the right to vote at general meetings of the Company or not less than 100 shareholders may, at their expense, provide a written request to the attention of the Company Secretary signed and deposited in accordance with the Bermuda Companies Act 1981.

The procedures for the shareholders to propose a person for election of a director at an annual general meeting is available for viewing at the Company's website at www.suga.com.hk.

The above procedures are subject to the bye-laws of the Company and applicable legislation and regulation.

Besides, the updated memorandum of association and bye-laws of the Company has been posted on the website of the Company at www.suga.com.hk and the designated website of the Stock Exchange at www.hkexnews.hk.

(B) 於股東大會提呈建議之程序

持有不少於二十分之一附有權利可於本公司股東大會上投票之本公司繳足股本之股東或不少於100名股東可根據百慕達一九八一年公司法向公司秘書遞交經簽署之書面要求，費用由彼等自行承擔。

有關股東提名某人於股東週年大會上參選董事之程序載於本公司網站 www.suga.com.hk。

上述程序受本公司之公司細則及適用法律及法規所規限。

此外，本公司之經更新之組織章程大綱及公司細則已載於本公司網站 www.suga.com.hk及聯交所指定網站 www.hkexnews.hk。

Report of the Directors 董事會報告

The Directors are pleased to present to the shareholders their report and the audited financial statements of the Company and its subsidiaries (together, “the Group”) for the year ended 31 March 2013.

PRINCIPAL ACTIVITIES

The Company acts as an investment holding company. Its principal subsidiaries are engaged in the research and development, manufacture and sale of electronic products, moulds and plastic products. Details of the principal activities of the Group’s subsidiaries are set out in note 10 to the consolidated financial statements.

An analysis of the Group’s performance for the year by reporting and geographical segment is set out in note 5 to the consolidated financial statements.

RESULTS AND APPROPRIATIONS

The results of the Group for the year ended 31 March 2013 are set out in the consolidated income statement on page 65 of this annual report.

An interim dividend of HK7.0 cents per ordinary share was paid during the financial year. The Directors have proposed the payment of a final dividend of HK7.0 cents per ordinary share for the year ended 31 March 2013. Total dividend for the year ended 31 March 2013 amounted to HK14.0 cents per ordinary share.

The proposed final dividend, if approved at the forthcoming Annual General Meeting of the Company to be held on 8 August 2013 is expected to be paid on or before 22 August 2013 to shareholders of the Company whose names appear on the Register of Shareholders of the Company on 15 August 2013.

董事欣然向股東提呈本公司及其附屬公司（統稱「本集團」）截至二零一三年三月三十一日止年度之報告及經審核財務報表。

主要業務

本公司乃一間投資控股公司。其主要附屬公司從事研發、製造及銷售電子產品、模具及塑膠產品。本集團附屬公司之主要業務詳情載於綜合財務報表附註10。

本集團本年度按呈報分類及地區分類之表現分析載於綜合財務報表附註5。

業績及股息分派

本集團截至二零一三年三月三十一日止年度之業績載於本年報第65頁之綜合收益表。

本財政年度內已派發中期股息每股普通股7.0港仙。董事建議派付截至二零一三年三月三十一日止年度之末期股息每股普通股7.0港仙。截至二零一三年三月三十一日止年度之股息總額為每股普通股14.0港仙。

建議之末期股息（倘於二零一三年八月八日舉行之本公司股東週年大會獲批准）預期於二零一三年八月二十二日或之前派付予於二零一三年八月十五日名列本公司股東名冊之本公司股東。

RESULTS AND APPROPRIATIONS *(Continued)*

The register of Shareholders of the Company will be closed for the following periods:

- (i) The Register of Shareholders of the Company will be closed from, Tuesday, 6 August 2013 to Thursday, 8 August 2013 (both days inclusive), during which period no transfer of shares will be effected. In order to be eligible to attend and vote at the forthcoming Annual General Meeting, completed share transfer forms accompanied by the relevant share anticipants must be lodged with the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on 5 August 2013; and
- (ii) The Register of Shareholders of the Company will be closed from Wednesday, 14 August 2013 to Thursday, 15 August 2013 (both days inclusive), during which period no transfer of shares will be effected. In order to be qualified for the proposed final dividend, completed share transfer forms accompanied by the relevant share anticipants must be lodged with the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on 13 August 2013.

RESERVES

Details of the movements in the reserves of the Group and of the Company during the year are set out in the note 26 to the consolidated financial statements.

業績及股息分派 (續)

本公司將於以下期間暫停辦理股東登記手續：

- (i) 本公司將於二零一三年八月六日(星期二)至二零一三年八月八日(星期四)(包括首尾兩日)期間暫停辦理股份登記手續，期間將不會辦理任何股份過戶登記事宜。為符合資格出席應屆股東週年大會並於會上表決，填妥之股份過戶表格(連同相關股票)最遲須於二零一三年八月五日下午四時三十分前，送達本公司之香港股份過戶登記分處香港中央證券登記有限公司，地址為香港灣仔皇后大道東183號合和中心17樓1712-1716號舖，以辦理登記手續；及
- (ii) 本公司將於二零一三年八月十四日(星期三)至二零一三年八月十五日(星期四)(包括首尾兩日)暫停辦理股份登記手續，期間將不會辦理任何股份過戶登記事宜。為符合資格獲派建議之末期股息，填妥之股份過戶表格(連同相關股票)最遲須於二零一三年八月十三日下午四時三十分前，送達本公司之香港股份過戶登記分處香港中央證券登記有限公司，地址為香港灣仔皇后大道東183號合和中心17樓1712-1716號舖，以辦理登記手續。

儲備

年內，本集團及本公司之儲備變動詳情載於綜合財務報表附註26。

SHARE CAPITAL AND SHARE OPTIONS

Details of the movements in share capital and share options of the Company during the year are set out in notes 24 and 25 to the consolidated financial statements respectively.

DISTRIBUTABLE RESERVES

Distributable reserves of the Company as at 31 March 2013 calculated under Company Act of Bermuda amounted to HK\$94,716,000 (2012: HK\$111,088,000).

PRE-EMPTIVE RIGHTS

There is no provision for the 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.

PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES

The Company did not redeem any of its shares during the year. Neither the Company, nor any of its subsidiaries purchased, redeemed or sold any of the Company's shares during the year.

DONATIONS

Charitable and other donations made by the Group during the year amounted to HK\$203,400.

PROPERTY, PLANT AND EQUIPMENT

Details of the movements in property, plant and equipment of the Group is set out in note 6 to the consolidated financial statements.

BANK BORROWINGS

Particular of bank borrowings as at 31 March 2013 are set out in note 22 to the consolidated financial statements.

股本及購股權

年內，本公司之股本及購股權變動詳情分別載於綜合財務報表附註24及25。

可供分派儲備

於二零一三年三月三十一日，本公司根據百慕達公司法計算之可供分派儲備為94,716,000港元（二零一二年：111,088,000港元）。

優先權

本公司之公司細則或百慕達法例並無有關優先權之規定，以規定本公司必須按比例向現有股東提呈發售新股份。

買賣或贖回上市證券

本公司於年內並無贖回其任何股份。本公司或其任何附屬公司於年內概無購買、贖回或出售本公司任何股份。

捐款

年內，本集團之慈善及其他捐款為203,400港元。

物業、廠房及設備

本集團之物業、廠房及設備變動詳情載於綜合財務報表附註6。

銀行借貸

於二零一三年三月三十一日之銀行借貸詳情載於綜合財務報表附註22。

RETIREMENT SCHEMES

Particulars of retirement schemes are set out in note 40 to the consolidated financial statements.

FIVE-YEAR FINANCIAL SUMMARY

A summary of the results and the assets and liabilities of the Group for the last five financial years, as extracted from the audited financial statements and reclassified as appropriate, is set out on page 184 of this annual report.

DIRECTORS AND DIRECTORS' SERVICE CONTRACTS

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

EXECUTIVE DIRECTORS

Dr. Ng Chi Ho (*Chairman*)
Mr. Ma Fung On (*Deputy Chairman*)

NON-EXECUTIVE DIRECTORS

Mr. Lee Kam Hung

INDEPENDENT NON-EXECUTIVE DIRECTORS

Professor Wong Sook Leung, Joshua
Mr. Leung Yu Ming, Steven
Mr. Chan Kit Wang

At the forthcoming annual general meeting, Dr. Ng Chi Ho and Professor Wong Sook Leung, Joshua will retire by rotation in accordance with Bye-law 111 of the Company's Bye-laws. All the retiring Directors are being eligible, offer themselves for re-election.

Each of Non-executive Director and Independent Non-executive Directors is appointed for a term of one year.

退休計劃

退休計劃詳情載於綜合財務報表附註40。

五年財務概要

本集團過去五個財政年度之業績與資產及負債概要（摘錄自經審核財務報表，並於適當情況下重新分類）載於本年報第184頁。

董事及董事服務合約

於本年度及截至本報告日期本公司之董事如下：

執行董事

吳自豪博士（主席）
馬逢安先生（副主席）

非執行董事

李錦雄先生

獨立非執行董事

黃肅亮教授
梁宇銘先生
陳杰宏先生

根據本公司之公司細則下公司細則第111條，吳自豪博士及黃肅亮教授將於應屆股東週年大會輪值告退。全體退任董事合資格並願意膺選連任。

各非執行董事及獨立非執行董事之委任任期為一年。

DIRECTORS AND DIRECTORS' SERVICE CONTRACTS *(Continued)*

Dr. Ng Chi Ho, being Executive Directors of the Company has entered into a service contract with the Company for an initial fixed term of three years commencing from 1 September 2002 and will continue thereafter until terminated by not less than three months' notice in writing served by either party on the other. Mr. Ma Fung On, being Executive Director, has entered into a service contract with the Company for an initial fixed term of three years commencing from 1 April 2004 and will continue thereafter until terminated by not less than three months' notice in writing served by either party on the other. Save as disclosed above, none of the Directors proposed for re-election has a service contract with the Company, which is not determinable by the Company within one year without payment of compensation, other than statutory compensation.

SHARE OPTION SCHEME

The Directors consider the share option scheme, with its broadened basis of participation, will enable the Group to reward the employees, Directors and other selected participants for their contributions to the Group and will also assist the Group in its recruitment and retention of high caliber professional's executives and employees who are instrumental to the growth of the Group.

Pursuant to an ordinary resolution passed on 6 August 2012, the Company's share option scheme adopted on 17 September 2002 (the "Old Share Option Scheme") was terminated and cease to have any further effect except that the Old Share Option Scheme will remain in force to the extent necessary to give effect to the exercise of the options granted thereunder prior to termination thereof. A new share option scheme (the "New Share Option Scheme") was adopted which will remain in force for a period of 10 years from adoption of the New Share Option Scheme and will expire on 5 August 2022.

For details of the principal terms of the New Share Option Scheme, please refer to the circular of the Company dated 5 July 2012.

董事及董事服務合約 (續)

本公司執行董事吳自豪博士與本公司訂立服務合約，自二零零二年九月一日起計初步固定任期為三年，其後將一直重續，直至任何一方向對方發出不少於三個月之書面通知終止為止。執行董事馬逢安先生與本公司訂立服務合約，自二零零四年四月一日起計初步固定任期為三年，其後將一直重續，直至任何一方向對方發出不少於三個月之書面通知終止為止。除上文披露者外，概無擬重選連任的董事與本公司訂有任何若本公司未有支付賠償（法定賠償除外）則不得於一年內終止之服務合約。

購股權計劃

董事認為，購股權計劃之參與基準放寬，可使本集團就僱員、董事及其他選定參與者對本集團之貢獻作出獎賞，並將有助本集團招聘及留用協助本集團增長之專業人才、行政人員及僱員。

根據二零一二年八月六日獲通過之普通決議案，本公司於二零零二年九月十七日採納之購股權計劃（「舊購股權計劃」）予以終止並不再產生任何進一步影響，惟於舊購股權計劃終止前，根據該計劃已授出之購股權仍可在所需範圍內予以行使。一項新購股權計劃（「新購股權計劃」）獲採納，其有效期為自新購股權計劃獲採納日期起計十年及將於二零二二年八月五日屆滿。

有關新購股權計劃之主要條款之詳情，敬請參閱本公司日期為二零一二年七月五日之通函。

SHARE OPTION SCHEME (Continued)

Principal terms of the Share Option Scheme are as follows:—

1. PURPOSE OF THE NEW SHARE OPTION SCHEME

The purpose of the New Share Option Scheme is to enable the Group to grant options to selected participants as incentives or rewards for their contribution to the Group.

The Directors consider the New Share Option Scheme will enable the Group to reward its employees, Directors and other selected participants for their contributions to the Group and will also assist the Group in its recruitment and retention of high calibre professionals, executives and employees who are instrumental to the growth of the Group.

2. WHO MAY JOIN

The Directors (which expression shall, for the purpose of this Appendix, include a duly authorized committee thereof) may, at their absolute discretion subject to the Listing Rules, invite any person belonging to any of the following classes of participants, to take up options to subscribe for Shares:

- (a) any employee (whether full time or part time including any executive director but excluding any non-executive director) of the Company, any of its subsidiaries or any Invested Entity;
- (b) any non-executive directors (including independent non-executive directors) of the Company, any of its subsidiaries or any Invested Entity;
- (c) any supplier of goods or services to any member of the Group or any Invested Entity;
- (d) any customer of any member the Group or any Invested Entity;
- (e) any person or entity that provides research, development or other technological support to any member of the Group or any Invested Entity;

購股權計劃 (續)

以下乃為購股權計劃之主要條款：—

1. 新購股權計劃之目的

本集團藉助新購股權計劃向選定參與人士授出購股權，作為表彰該等人士為本集團所作貢獻之獎勵或酬勞。

董事認為，新購股權計劃將有助於本集團獎勵為本集團作出貢獻之僱員、董事及其他選定參與人士，並有助於本集團招攬或保留對本集團發展有幫助之高質素專業人員、行政人員及僱員。

2. 可參與人士

在上市規則的規限下，董事（就本附錄而言，該詞語包括其妥為授權之委員會）可全權酌情決定邀請屬以下任何類別之參與人士之任何人士接受可認購股份之購股權：

- (a) 本公司、其任何附屬公司或任何投資實體之僱員（全職或兼職，包括任何執行董事，但不包括任何非執行董事）；
- (b) 任何本公司、其任何附屬公司或任何投資實體之非執行董事（包括獨立非執行董事）；
- (c) 任何向本集團任何成員公司或任何投資實體提供產品或服務之供應商；
- (d) 任何本集團任何成員公司或任何投資實體之客戶；
- (e) 任何向本集團任何成員公司或任何投資實體提供研究、開發或其他技術支援之任何人士或實體；

SHARE OPTION SCHEME (Continued)

2. WHO MAY JOIN (Continued)

- (f) any shareholder of any member of the Group or any Invested Entity or any holder of any securities issued by any member of the Group or any Invested Entity;
- (g) any adviser (professional or otherwise) or consultant to any area of business or business development of any member of the Group or any Invested Entity; and
- (h) any other group or classes of participants who have contributed or may contribute by way of joint venture, business alliance or other business arrangements to the development and growth of the Group.

For the purposes of the New Share Option Scheme, the options may be granted to any company wholly owned by one or more persons belonging to any of the above classes of participants. For the avoidance of doubt, the grant of any options by the Company for the subscription of shares or other securities of the Group to any person who fall within any of the above classes of participants shall not, by itself, unless the Directors otherwise determined, be construed as a grant of option under the New Share Option Scheme.

The basis of eligibility of any of the above class of participants to the grant of any options shall be determined by the Directors from time to time on the basis of the Directors' opinion as to his contribution to the development and growth of the Group.

購股權計劃 (續)

2. 可參與人士 (續)

- (f) 本集團之任何成員公司或任何投資實體之任何股東，或本集團任何成員公司或任何投資實體發行之任何股份之持有人；
- (g) 有關本集團任何成員公司或任何投資實體任何業務或業務發展之顧問（專業或其他身份）；及
- (h) 已經或可能以合營企業、業務聯盟或其他業務安排之形式對本集團之發展及成長作出貢獻之任何其他組別或類別的參與人士。

就新購股權計劃而言，購股權可授予由屬於上述任何類別參與人士之一名或多名人士全資擁有之任何公司。為免存疑，除非董事另有決定，本公司授予屬於上述任何類別參與人士之任何人士用以認購股份或本集團其他證券之任何購股權就其本身而言不應理解為根據新購股權計劃授出購股權。

上述可獲授予任何購股權之任何類別參與人士之資格由董事不時根據董事對其對本集團發展及成長的貢獻的看法而決定。

SHARE OPTION SCHEME (Continued)

3. MAXIMUM NUMBER OF SHARES AVAILABLE FOR SUBSCRIPTION

The maximum number of shares in respect of which options may be granted under the New Share Option Scheme must not exceed 10% of the issue share capital of the Company.

As at the date of this annual report, the total number of shares available for issue under the New Share Option Scheme was 28,655,400 shares (including 1,426,000 shares subject to options that have been granted but not yet lapsed or exercised under the Old Share Option Scheme), which represented 10.52% of the issued share capital of the Company.

4. MAXIMUM ENTITLEMENT OF EACH PARTICIPANT

The total number of shares issued and which may fall to be issued upon exercise of the options granted under the New Share Option Scheme and any other share option scheme of the Group (including both exercised, cancelled or outstanding options) to each participant in any 12-month period shall not exceed 1% of the issued share capital of the Company for the time being ("Individual Limit"). Any further grant of options in excess of the Individual Limit in any 12-month period up to and including the date of such further grant shall be subject to the issue of a circular to the Shareholders and the Shareholders' approval in general meeting of the Company with such participant and his associates abstaining from voting. The number and terms (including the exercise price) of the options to be granted to such participant must be fixed before Shareholders' approval and the date of Board meeting for proposing such further grant should be taken as the date of grant for the purpose of calculating the exercise price under note (1) to Rule 17.03(9) of the Listing Rules.

購股權計劃 (續)

3. 可供認購之股份數目上限

根據新購股權計劃可能授出之購股權之股份數目上限不得超過本公司已發行股本之10%。

於本年報日期，根據新購股權計劃可獲發行之股份總數為28,655,400股股份（包括受根據舊購股權計劃已授出但尚未失效或屆滿之購股權所規限之1,426,000股股份），相當於本公司已發行股本之10.52%。

4. 各參與者獲授購股權之上限

於任何十二個月期間，各參與者因行使購股權計劃及本集團任何其他購股權計劃（包括已行使、註銷或尚未行使之購股權）所授出購股權發行及可能將予發行之股份總數，不得超過本公司當時已發行股本之1%（「個人限額」）。於截至授出額外購股權當日止任何十二個月期間，批授超出個人限額之額外購股權必須須經由向股東寄發通函及獲股東於股東大會上批准，而有關參與者及彼之聯繫人士須放棄表決。將授予有關參與者之購股權之數目及條款（包括行使價）須於股東批准前釐定，而根據上市規則第17.03(9)條附註(1)計算行使價而言，提呈有關進一步授出購股權之董事會會議之日期應被視為授出日期。

SHARE OPTION SCHEME (Continued)

5. BASIS OF DETERMINING THE SUBSCRIPTION PRICE

The subscription price for Shares under the New Share Option Scheme shall be a price determined by the Directors, but shall not be less than the highest of (i) the closing price of shares as stated in the Stock Exchange's daily quotations on the date of the offer of grant, which must be a business day; (ii) the average closing price of shares as stated in the Stock Exchange's daily quotations for the five trading days immediately preceding the date of the offer of grant; and (iii) the nominal value of the shares. A nominal consideration of HK\$1.00 is payable on acceptance of the grant of an option.

6. EXERCISE PERIOD OF AN OPTION

An option may be exercised in accordance with the terms of the New Share Option Scheme at any time during a period to be determined and notified by the Directors to each grantee, which period may commence on a day upon which the offer for the grant of options is made but shall end in any event not later than 10 years from the date of grant of the option subject to the provisions for early termination thereof.

7. TIME AND PAYMENT ON ACCEPTANCE

An offer of the grant of the option may be accepted by a participant within 21 days from the date of the offer of grant of the option and the Option in respect of the number of shares in respect of which the offer was so accepted will be deemed to have been granted on the date of grant of the options.

8. MINIMUM PERIOD AND PERFORMANCE TARGETS

Unless the Directors otherwise determined and stated in the offer of the grant of options to a grantee, a grantee is not required to hold an option for any minimum period nor achieve any performance targets before any options granted under the New Share Option Scheme can be exercised.

購股權計劃 (續)

5. 釐定認購價之基準

新購股權計劃項下股份之認購價將由董事釐定，惟不得低於以下較高者：(i)於提呈授出日期股份於聯交所每日報價表所報收市價（必須為營業日）；(ii)緊接提呈授出日期前五個交易日股份於聯交所每日報價表所報平均收市價；及(iii)股份面值。於接納授出購股權時支付1.00港元之象徵式代價。

6. 購股權之行使期

購股權可根據新購股權計劃之條款於董事釐定及知會各承授人之期間內隨時行使，有關期間可於作出提呈授出購股權日期開始，惟無論如何最遲須於授出購股權日期起計十年屆滿，可根據其規定提前終止。

7. 接納期限及付款

承授人可於獲授購股權之日起21日內接受授予購股權的要約。如此獲接納的要約有關股份數目有關的購股權將被視為已於購股權授予日期授予。

8. 最短期間及表現目標

除董事另行決定及於向承授人授出購股權之建議中列明外，承授人於根據新購股權計劃授出之任何購股權可獲行使前毋須按任何最短期間持有購股權或達成任何表現目標。

SHARE OPTION SCHEME (Continued)

9. REMAINING LIFE OF THE NEW SHARE OPTION SCHEME

Subject to earlier termination by the Company in general meeting, the New Share Option Scheme shall be valid and effective till 5 August 2022. After the expiry of such valid period, no further options will be offered or granted but in all other respects the provisions of the New Share Option Scheme shall remain in full force and effect.

No share options have been granted under the New Share Option Scheme since its adoption on 6 August 2012.

Details of the share option movements during the period from 1 April 2012 to 31 March 2013 under the Old Share Option Scheme are as follows:-

購股權計劃 (續)

9. 新購股權計劃之剩餘年期

新購股權計劃將於截至二零二二年八月五日前有效及生效，惟經由本公司於股東大會提前終止則作別論。於有關有效期間屆滿後，將不會提呈或授出額外購股權，惟新購股權計劃之規定在所有其他方面均繼續全面有效及生效。

自其於二零一二年八月六日獲採納起，並無根據新購股權計劃授出任何購股權。

由二零一二年四月一日至二零一三年三月三十一日期間內，舊購股權計劃項下之購股權變動詳情如下：

	Number of share options 購股權數目				Outstanding at 31 March 2013 於 二零一三年 三月三十一日 尚未行使	Exercise price 行使價 (HK\$) (港元)	Date of grant 授出日期	Exercisable period 行使期
	Outstanding at 1 April 2012 於 二零一二年 四月一日 尚未行使	Granted during the period 期內授出	Exercised during the period 期內行使	Lapsed during the period 期內失效				
Continuous Contract Employees 持續合約僱員	110,000	-	-	-	110,000	1.331	29 April 2010 二零一零年 四月二十九日	29 April 2010 – 28 April 2015 二零一零年 四月二十九日至 二零一五年 四月二十八日
Continuous Contract Employees 持續合約僱員	1,045,000	-	-	55,000	990,000	1.145	3 June 2010 二零一零年 六月三日	31 December 2013 – 3 June 2015 二零一三年 十二月三十一日至 二零一五年 六月三日
Continuous Contract Employees 持續合約僱員	432,000	-	-	46,000	386,000	1.750	21 October 2011 二零一一年 十月二十一日	22 October 2014 – 21 October 2016 二零一四年 十月二十二日至 二零一六年 十月二十一日
	1,587,000	-	-	101,000	1,486,000			

SHARE OPTION SCHEME (Continued)

購股權計劃 (續)

9. REMAINING LIFE OF THE NEW SHARE OPTION SCHEME (Continued)

9. 新購股權計劃之剩餘年期 (續)

Details of the share option movements during the period from 1 April 2013 to 25 June 2013 under the Old Share Option Scheme are as follows:—

由二零一三年四月一日至二零一三年六月二十五日期間內，舊購股權計劃項下之購股權變動詳情如下：

	Number of share options 購股權數目				Outstanding at 25 June 2013 於 二零一三年 六月二十五日 尚未行使	Exercise price 行使價 (HK\$) (港元)	Date of grant 授出日期	Exercisable period 行使期
	Outstanding at 1 April 2013 於 二零一三年 四月一日 尚未行使	Granted during the period 期內授出	Exercised during the period 期內行使	Lapsed during the period 期內失效				
Continuous Contract Employees 持續合約僱員	110,000	—	—	—	110,000	1.331	29 April 2010 二零一零年 四月二十九日	29 April 2010 – 28 April 2015 二零一零年 四月二十九日至 二零一五年 四月二十八日
Continuous Contract Employees 持續合約僱員	990,000	—	—	—	990,000	1.145	3 June 2010 二零一零年 六月三日	31 December 2013 – 3 June 2015 二零一三年 十二月三十一日至 二零一五年 六月三日
Continuous Contract Employees 持續合約僱員	386,000	—	—	60,000	326,000	1.750	21 October 2011 二零一一年 十月二十一日	22 October 2014 – 21 October 2016 二零一四年 十月二十二日至 二零一六年 十月二十一日
	1,486,000	—	—	60,000	1,426,000			

DIRECTORS' INTERESTS IN SHARES

As at 31 March 2013, the interests and the short positions of the directors of the Company in the shares, underlying shares and debentures of the Company and any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO")) which are required to be notified to the Company and The Stock Exchange of Hong Kong Limited (the "Stock Exchange") pursuant to Divisions 7 and 8 of the Part XV of the SFO (including interests and short positions which they have taken or deemed to have under such positions of the SFO) or which are required, pursuant to section 352 of the SFO, to be entered in the register referred to therein, or which are required, pursuant to the Model Code for Securities Transactions by Directors of Listed Companies (the "Model Code"), to be notified to the Company and the Stock Exchange were as follows:—

董事於股份之權益

於二零一三年三月三十一日，本公司董事於本公司及其任何相聯法團（定義見證券及期貨條例（「證券及期貨條例」）第XV部）之股份、相關股份及債券中，擁有根據證券及期貨條例第XV部第7及8分部規定須知會本公司及香港聯合交易所有限公司（「聯交所」）之權益及淡倉（包括根據證券及期貨條例有關條文彼等被視作或當作擁有之權益及淡倉），或須記入根據證券及期貨條例第352條存置之登記冊之權益及淡倉，或根據上市公司董事進行證券交易的標準守則（「標準守則」）須知會本公司及聯交所之權益及淡倉如下：

DIRECTORS' INTERESTS IN SHARES

(Continued)

LONG POSITION

Interests in shares and underlying shares of the Company

(a) Interests in shares of the Company

董事於股份之權益 (續)

好倉

本公司之股份及相關股份之權益

(a) 於本公司股份之權益

Number of ordinary shares of HK\$0.1 each
每股面值0.1港元之普通股數目

Name of Director	Capacity	Number of shares	Total interests	Percentage of issued ordinary shares	Number of underlying shares held under equity derivatives
董事姓名	身分	股份數目	權益總額	已發行普通股百分比	股本衍生工具項下所持相關股份數目 (Note 1) (附註1)
Dr. Ng Chi Ho 吳自豪博士	Beneficial owner 實益擁有人	6,930,000	160,578,000	58.97%	–
	Interests of controlled corporation 受控法團權益	43,648,000 (Note 2) (附註2)	–	–	–
	Founder of a discretionary trust 全權信託創辦者	110,000,000 (Note 3) (附註3)	–	–	–
Mr. Ma Fung On 馬逢安先生	Beneficial owner 實益擁有人	4,323,000	14,223,000	5.22%	–
	Interests of controlled corporation 受控法團權益	9,900,000 (Note 4) (附註4)	–	–	–
Mr. Lee Kam Hung 李錦雄先生	Beneficial owner 實益擁有人	1,949,200	3,883,000	1.43%	–
	Interests of controlled corporation 受控法團權益	1,933,800 (Note 5) (附註5)	–	–	–
Professor Wong Sook Leung, Joshua 黃肅亮教授	Beneficial owner 實益擁有人	220,000	220,000	0.08%	–
Mr. Leung Yu Ming, Steven 梁宇銘先生	Beneficial owner 實益擁有人	330,000	330,000	0.12%	–

DIRECTORS' INTERESTS IN SHARES

(Continued)

LONG POSITION (Continued)

Interests in shares and underlying shares of the Company (Continued)

(a) *Interests in shares of the Company (Continued)*

Notes:

1. These represent the interests in underlying shares in respect of the share options granted by the Company, the details of which are set out in the sub-section "Share Option Scheme".
2. 43,648,000 shares are held by Billion Linkage Limited, the entire issued shares of which is held by Dr. Ng Chi Ho and his spouse in equal share.
3. 110,000,000 Shares are held by Superior View Inc., the entire issued shares of which is ultimately held by Fidelitycorp Limited as the trustee of the C.H. Family Trust, the beneficiaries of which are the family members of Dr. Ng Chi Ho.
4. 9,900,000 Shares are held by Global Class Enterprises Limited, the entire issued shares of which is held by Mr. Ma Fung On.
5. 1,933,800 shares are held by Quick Fit Enterprises Ltd, the ultimate shareholder is Mr. Lee Kam Hung.

董事於股份之權益 (續)

好倉 (續)

本公司之股份及相關股份之權益 (續)

(a) *於本公司股份之權益 (續)*

附註:

1. 有關股份指本公司所授出購股權涉及之相關股份權益，有關詳情載於「購股權計劃」分節。
2. 該43,648,000股股份由Billion Linkage Limited持有，而該公司全部已發行股份則由吳自豪博士與彼之配偶各持一半。
3. 該110,000,000股股份由Superior View Inc. 持有，而該公司全部已發行股份由作為C.H.家族信託受託人之Fidelitycorp Limited最終持有，該信託之受益人為吳自豪博士之家屬。
4. 該9,900,000股股份由Global Class Enterprises Limited持有，而該公司全部已發行股份則由馬逢安先生持有。
5. 該1,933,800股股份由Quick Fit Enterprises Ltd持有，李錦雄先生為該公司最終股東。

DIRECTORS' INTERESTS IN SHARES

(Continued)

LONG POSITION (Continued)

Interests in shares and underlying shares of the Company (Continued)

(b) *Interests in shares of the Company's associated corporation*

Non-voting deferred shares of HK\$1.00 each in Suga Electronics Limited, a wholly owned subsidiary of the Company:

Name of Director	Capacity	Number of Non-voting deferred shares (Note 1) 無投票權遞延股份數目 (附註1)	Percentage of issued shares 已發行股份百分比
董事姓名	身分		
Dr. Ng Chi Ho	Interests of controlled corporation	3,680,000 (Note 2)	92%
吳自豪博士	受控法團權益	(附註2)	
Mr. Ma Fung On	Interests of controlled corporation	240,000 (Note 2)	6%
馬逢安先生	受控法團權益	(附註2)	

Notes:

- These non-voting deferred shares have no voting rights, are not entitled to dividends, and are not entitled to any distributions upon winding up unless a sum of HK\$10,000,000,000 per ordinary shares has been distributed to the holders of ordinary shares.
- The 4,000,000 non-voting deferred shares in Suga Electronics Limited are held as to 80% by Essential Mix Enterprises Limited and 20% by Broadway Business Limited. Dr. Ng Chi Ho and Mr. Ma Fung On hold 92% and 6% interests in each of Essential Mix Enterprises Limited and Broadway Business Limited respectively.

Save as disclosed above and under the "Share Option Scheme", none of the Directors of the Company have any interests and short positions in the shares, underlying shares and debentures of the Company and its associated corporations as defined in the SFO as at 31 March 2013.

董事於股份之權益 (續)

好倉 (續)

本公司之股份及相關股份之權益 (續)

(b) 於本公司相聯法團股份之權益

於本公司全資附屬公司信佳電子有限公司每股面值1.00港元之無投票權遞延股份：

Name of Director	Capacity	Number of Non-voting deferred shares (Note 1) 無投票權遞延股份數目 (附註1)	Percentage of issued shares 已發行股份百分比
董事姓名	身分		
Dr. Ng Chi Ho	Interests of controlled corporation	3,680,000 (Note 2)	92%
吳自豪博士	受控法團權益	(附註2)	
Mr. Ma Fung On	Interests of controlled corporation	240,000 (Note 2)	6%
馬逢安先生	受控法團權益	(附註2)	

附註：

- 該等無投票權遞延股份無權投票或收取股息，清盤時，只有普通股持有人已獲分派每股普通股10,000,000,000港元後，該等無投票權遞延股份持有人方可獲分派。
- 4,000,000股信佳電子有限公司無投票權遞延股份分別由Essential Mix Enterprises Limited及Broadway Business Limited持有80%及20%。吳自豪博士及馬逢安先生各自分別於Essential Mix Enterprises Limited及Broadway Business Limited持有92%及6%權益。

除上文及「購股權計劃」項下披露者外，於二零一三年三月三十一日，本公司董事概無於本公司及其相聯法團（定義見證券及期貨條例）之股份、相關股份及債券中擁有任何權益及淡倉。

DIRECTORS' INTERESTS IN CONTRACTS

No contracts of significance in relation to the Group's business to which the Company or its subsidiaries was a party and in which a director of the Company was materially interested, whether directly or indirectly, subsisted at the end of the year or at any time during the year.

DIRECTORS' INTERESTS IN COMPETING BUSINESS

In the opinion of the Directors, there is no such competing business as defined in the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited ("Listing Rules").

SUBSTANTIAL SHAREHOLDERS

As at 31 March 2013, the following persons (not being a Director or chief executive of the Company) had interests or short position in the shares and underlying shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO and which have been recorded in the register kept by the Company pursuant to the section 336 of the SFO.

Name	Capacity	Number of shares	Percentage of issued shares
姓名／名稱	身分	股份數目	已發行股份百分比
Superior View Inc. (Note 1) (附註1)	Beneficial owner 實益擁有人	110,000,000	40.40%
Billion Linkage Limited (Note 2) (附註2)	Beneficial owner 實益擁有人	43,648,000	16.03%

Notes:

- The entire issued share capital of Superior View Inc. is ultimately held by Fidelitycorp Limited as trustee of the C.H. Family Trust, the beneficiaries of which are the family members of Dr. Ng Chi Ho.
- The entire issued share capital of Billion Linkage Limited is held by Dr. Ng Chi Ho and his spouse in equal shares and, as such, Dr. Ng Chi Ho is deemed to be interested in all the shares held by Billion Linkage Limited under the SFO.

董事於合約之權益

本公司董事並無於任何於年終或年內任何時間仍然有效而對本集團業務屬重要且本公司或其附屬公司乃訂約方之合約中，直接或間接擁有任何重大權益。

董事於競爭業務之權益

董事認為，並無任何香港聯合交易所有限公司證券上市規則（「上市規則」）界定之競爭業務。

主要股東

於二零一三年三月三十一日，按本公司根據證券及期貨條例第336條存置之登記冊所記錄，下列人士（並非本公司董事或主要行政人員）於本公司之股份及相關股份中，擁有須根據證券及期貨條例第XV部第2及3分部規定向本公司披露之權益或淡倉。

附註：

- Superior View Inc.全部已發行股份由作為C.H.家族信託受託人之Fidelitycorp Limited最終持有，該信託之受益人為吳自豪博士之家屬。
- Billion Linkage Limited全部已發行股份由吳自豪博士與彼之配偶各佔一半，故根據證券及期貨條例，吳自豪博士被視為擁有Billion Linkage Limited所持全部股份之權益。

SUBSTANTIAL SHAREHOLDERS (Continued)

Save as disclosed above, as far as is known to the Directors, there is no person, other than the Directors and chief executives of the Company, who has an interest or short position in the shares and underlying shares of the Company which would fall to be disclosed to the Company under the provision 2 and 3 of Part XV of the SFO as at 31 March 2013.

MANAGEMENT CONTRACTS

No contract concerning the management and administration of the whole or any substantial part of the business of the Company was entered into or existed during the year.

MAJOR CUSTOMERS AND SUPPLIERS

The Group's largest customer for the year accounted for approximately 15.2% of the Group's total revenue and the five largest customers accounted for approximately 64.4% of the Group's total revenue. In addition, the largest supplier of the Group accounted for approximately 11.0% of the Group's purchases while the five largest suppliers of the Group accounted for approximately 18.8% of the Group's total purchases.

None of the directors, their associates or any shareholder (which to the knowledge of the directors owns more than 5% of the Company's share capital) had an interest in the major suppliers or customers noted above.

MATERIAL LEGAL PROCEEDINGS

As at 31 March 2013, the Company was not involved in any material litigation or arbitration and no material litigation or arbitration were pending or threatened or made against the Company so far the Company is aware.

主要股東 (續)

除上文披露者外，於二零一三年三月三十一日，董事並不知悉除董事及本公司主要行政人員外，有任何人士於本公司股份及相關股份中，擁有任何須根據證券及期貨條例第XV部第2及3分部規定向本公司披露之權益或淡倉。

管理合約

年內，本公司概無訂立或訂有有關本公司全部或任何重要業務部分之管理及行政合約。

主要客戶及供應商

年內，本集團向最大客戶作出之銷售額佔本集團總收益約15.2%，而向五大客戶作出之銷售額則佔本集團總收益約64.4%。此外，本集團向最大供應商作出之購買額佔本集團總購買額約11.0%，向五大供應商作出之購買額則佔本集團總購買額約18.8%。

董事、彼等之聯繫人士或就董事所知任何擁有本公司股本5%以上之股東，概無於上述主要供應商或客戶中擁有任何權益。

重大法律訴訟

於二零一三年三月三十一日，本公司並無涉及任何重大訴訟或仲裁，而據本公司所知，亦無任何尚未了結或可能面臨或對本公司作出之重大法律訴訟或仲裁。

CORPORATE GOVERNANCE

The Company is committed to maintaining a high standard of corporate governance practices. Information on the corporate governance practices adopted by the Company is set out in the “Corporate Governance Report” on pages 29 to 42.

PUBLIC FLOAT

Based on the information that is publicly available to the Company and within the knowledge of the Directors, as at the date of this report, there is sufficient public float of not less than 25% of the Company’s issued shares as required under the Listing Rules.

INDEPENDENT AUDITOR

The financial statements for the year have been audited by PricewaterhouseCoopers who retire and, being eligible, offered themselves for re-appointment.

On behalf of the Board
Suga International Holdings Limited
NG Chi Ho
Chairman

Hong Kong, 25 June 2013

企業管治

本公司致力維持高水準之企業管治常規。本公司採納之企業管治常規資料載於第29至42頁之「企業管治報告」內。

公眾持股量

根據本公司公開取得之資料及就董事所知，於本報告日期，本公司不少於25%已發行股份已按上市規則規定由公眾人士持有。

獨立核數師

本年度之財務報表已由羅兵咸永道會計師事務所審核，該核數師即將任滿告退，惟合資格並願意獲續聘。

代表董事會
信佳國際集團有限公司
主席
吳自豪

香港，二零一三年六月二十五日

Independent Auditor's Report 獨立核數師報告



羅兵咸永道

TO THE SHAREHOLDERS OF SUGA INTERNATIONAL HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)

We have audited the consolidated financial statements of Suga International Holdings Limited (the "Company") and its subsidiaries (together, the "Group") set out on pages 63 to 183, which comprise the consolidated and company balance sheets as at 31 March 2013, and the consolidated income statement, the consolidated statement of comprehensive income, the consolidated statement of changes in equity and the consolidated cash flow statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

DIRECTORS' RESPONSIBILITY FOR THE CONSOLIDATED FINANCIAL STATEMENTS

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

AUDITOR'S RESPONSIBILITY

Our responsibility is to express an opinion on these consolidated financial statements based on our audit and to report our opinion solely to you, as a body, in accordance with Section 90 of the Companies Act 1981 of Bermuda and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

致信佳國際集團有限公司股東

(於百慕達註冊成立之有限公司)

本核數師(以下簡稱「我們」)已審計列載於第63至183頁信佳國際集團有限公司(以下簡稱「貴公司」)及其子公司(統稱「貴集團」)的綜合財務報表,此綜合財務報表包括於二零一三年三月三十一日的綜合及公司資產負債表,與截至該日止年度的綜合收益表、綜合全面收入表、綜合權益變動表和綜合現金流量表,以及主要會計政策概要及其他附註解釋資料。

董事就綜合財務報表須承擔的責任

貴公司董事須負責根據香港會計師公會頒佈的香港財務報告準則及香港《公司條例》的披露規定編製綜合財務報表,以令綜合財務報表作出真實而公平的反映,及落實其認為編製綜合財務報表所必要的內部控制,以使綜合財務報表不存在由於欺詐或錯誤而導致的重大錯誤陳述。

核數師的責任

我們的責任是根據我們的審計對該等綜合財務報表作出意見,並按照百慕達《一九八一年公司法》第90條僅向整體股東報告,除此之外本報告別無其他目的。我們不會就本報告的內容向任何其他人士負上或承擔任何責任。



羅兵咸永道

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

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

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

OPINION

In our opinion, the consolidated financial statements give a true and fair view of the state of affairs of the Company and of the Group as at 31 March 2013, and of the Group's profit and cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards and have been properly prepared in accordance with the disclosure requirements of the Hong Kong Companies Ordinance.

PricewaterhouseCoopers
Certified Public Accountants

Hong Kong, 25 June 2013

我們已根據香港會計師公會頒佈的香港審計準則進行審計。該等準則要求我們遵守道德規範，並規劃及執行審計，以合理確定綜合財務報表是否不存在任何重大錯誤陳述。

審計涉及執程序以獲取有關綜合財務報表所載金額及披露資料的審計憑證。所選定的程序取決於核數師的判斷，包括評估由於欺詐或錯誤而導致綜合財務報表存在重大錯誤陳述的風險。在評估該等風險時，核數師考慮與該公司編製綜合財務報表以作出真實而公平的反映相關的內部控制，以設計適當的審計程序，但目的並非對公司內部控制的有效性發表意見。審計亦包括評價董事所採用會計政策的合適性及作出會計估計的合理性，以及評價綜合財務報表的整體列報方式。

我們相信，我們所獲得的審計憑證能充足和適當地為我們的審計意見提供基礎。

意見

我們認為，該等綜合財務報表已根據香港財務報告準則真實而公平地反映 貴公司及 貴集團於二零一三年三月三十一日的事務狀況，及 貴集團截至該日止年度的利潤及現金流量，並已按照香港《公司條例》的披露規定妥為編製。

羅兵咸永道會計師事務所
執業會計師

香港，二零一三年六月二十五日

Balance Sheets

資產負債表

As at 31 March 2013 於二零一三年三月三十一日

	Note 附註	Group 本集團		Company 本公司	
		31 March 2013 二零一三年 三月三十一日 HK\$'000 千港元	31 March 2012 二零一二年 三月三十一日 HK\$'000 千港元	31 March 2013 二零一三年 三月三十一日 HK\$'000 千港元	31 March 2012 二零一二年 三月三十一日 HK\$'000 千港元
ASSETS					
Non-current assets					
Property, plant and equipment	6	117,366	116,678	-	-
Land use rights	7	60,798	4,159	-	-
Intangible asset	8	21,046	-	-	-
Goodwill	9	3,949	1,059	-	-
Investments in subsidiaries	10	-	-	66,139	65,974
Interests in associates	11	1,868	1,733	-	-
Interest in a jointly controlled entity	12	-	-	-	-
Amount due from an associate	11	267	267	-	-
Long-term loan receivable	18	16,575	16,250	-	-
Available-for-sale financial asset	13	4,323	2,679	-	-
Financial assets at fair value through profit or loss	14	1,279	6,993	-	-
Bonds investments	15	7,711	9,109	-	-
Deferred income tax assets	23	3,524	3,665	-	-
Other non-current receivables	18	3,875	-	-	-
		242,581	162,592	66,139	65,974
Current assets					
Inventories	17	132,252	160,230	-	-
Trade and other receivables	18	126,582	156,417	313	249
Financial assets at fair value through profit or loss	14	6,553	7,762	-	-
Bonds investments	15	1,428	5,165	-	-
Tax recoverable		2,407	400	118	118
Amounts due from subsidiaries	10	-	-	114,054	137,832
Amount due from a jointly controlled entity	12	-	30,083	-	-
Derivative financial instruments	19	696	853	-	-
Cash and cash equivalents	20	243,625	143,959	7,903	413
		513,543	504,869	122,388	138,612
Total assets		756,124	667,461	188,527	204,586
LIABILITIES					
Non-current liabilities					
Bank borrowings	22	85,532	22,463	-	-
Other non-current liabilities	21	17,595	-	-	-
Deferred income tax liabilities	23	5,759	2,807	-	-
		108,886	25,270	-	-

Balance Sheets
資產負債表

As at 31 March 2013 於二零一三年三月三十一日

		Group 本集團		Company 本公司			
		31 March 2013 二零一三年 三月三十一日 HK\$'000 千港元	31 March 2012 二零一二年 三月三十一日 HK\$'000 千港元	31 March 2013 二零一三年 三月三十一日 HK\$'000 千港元	31 March 2012 二零一二年 三月三十一日 HK\$'000 千港元		
	Note 附註						
Current liabilities							
		流動負債					
Trade and other payables		應付貿易賬款及 其他應付款項	21	146,722	179,872	2,391	2,242
Income tax payable		應付所得稅	22	10,885	15,737	-	-
Bank borrowings		銀行借貸		16,927	9,376	-	-
				174,534	204,985	2,391	2,242
Total liabilities		負債總額		283,420	230,255	2,391	2,242
EQUITY		權益					
Capital and reserves attributable to the owners of the Company		歸屬於本公司擁有人 之股本及儲備					
Share capital	24	股本		27,229	27,229	27,229	27,229
Other reserves	26	其他儲備		119,834	115,499	129,063	128,899
Retained earnings	26	保留盈利					
- Proposed dividend		- 擬派股息		19,061	27,229	19,061	27,229
- Others		- 其他		307,134	267,415	10,783	18,987
				473,258	437,372	186,136	202,344
Non-controlling interests		非控制性權益		(554)	(166)	-	-
Total equity		權益總額		472,704	437,206	186,136	202,344
Total equity and liabilities		權益及負債總額		756,124	667,461	188,527	204,586
Net current assets		流動資產淨值		339,009	299,884	119,997	136,370
Total assets less current liabilities		資產總值減 流動負債		581,590	462,476	186,136	202,344

Director
董事

Director
董事

The notes on pages 70 to 183 are an integral part of these consolidated financial statements.

第70至183頁之附註為綜合財務報表一部分。

Consolidated Income Statement

綜合收益表

For the year ended 31 March 2013 截至二零一三年三月三十一日止年度

		Note 附註	2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元
Revenue	收益	27	1,107,488	1,241,997
Cost of sales	銷售成本	30	(960,599)	(1,076,720)
Gross profit	毛利		146,889	165,277
Other income	其他收入	28	692	1,586
Other gains, net	其他收益·淨額	29	17,595	4,034
Distribution and selling expenses	分銷及銷售費用	30	(17,116)	(14,005)
General and administrative expenses	一般及行政管理費用	30	(66,254)	(56,930)
Operating profit	經營溢利		81,806	99,962
Finance income	融資收入	31	4,301	3,224
Finance costs	融資成本	31	(2,425)	(1,343)
Finance income – net	融資收入－淨額	31	1,876	1,881
Share of loss of associate	應佔聯營公司虧損		(865)	–
Profit before income tax	除所得稅前溢利		82,817	101,843
Income tax expense	所得稅開支	32	(5,364)	(8,757)
Profit for the year	年內溢利		77,453	93,086
Attributable to:	歸屬於：			
Owners of the Company	本公司擁有人	33	77,841	93,252
Non-controlling interests	非控制性權益		(388)	(166)
			77,453	93,086
Earnings per share for profit attributable to the owners of the Company during the year	年內歸屬本公司擁有人應佔溢利的每股盈利			
– Basic (HK cents)	– 基本 (港仙)	34	28.59	34.26
– Diluted (HK cents)	– 攤薄 (港仙)	34	28.54	34.18
Dividends	股息	35	38,122	46,290

The notes on pages 70 to 183 are an integral part of these consolidated financial statements.

第70至183頁之附註為綜合財務報表一部分。

Consolidated Statement of Comprehensive Income

綜合全面收入表

For the year ended 31 March 2013 截至二零一三年三月三十一日止年度

	Note 附註	2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元
Profit for the year		77,453	93,086
Other comprehensive income:	其他全面收入：		
Exchange differences arising on translation of foreign subsidiaries	換算海外附屬公司財務報表所產生匯兌差額	2,527	4,995
Exchange reserve released upon disposal of a foreign subsidiary	於出售境外附屬公司時撥出匯兌儲備	–	(430)
Fair value gain/(loss) on an available-for-sale financial asset	可供出售財務資產的公平值收益／(虧損)	1,644	(275)
Other comprehensive income for the year, net of tax	年內其他全面收入，扣除稅項	4,171	4,290
Total comprehensive income for the year	年內全面收入總額	81,624	97,376
Attributable to:	歸屬於：		
Owners of the Company	本公司擁有人	82,012	97,542
Non-controlling interests	非控制性權益	(388)	(166)
		81,624	97,376

The notes on pages 70 to 183 are an integral part of these consolidated financial statements.

第70至183頁之附註為綜合財務報表一部分。

Consolidated Statement of Changes in Equity

綜合權益變動表

For the year ended 31 March 2013 截至二零一三年三月三十一日止年度

Attributable to the owners of the Company

本公司擁有人應佔

		Share capital 股本 HK\$'000 千港元	Other reserves 其他儲備 HK\$'000 千港元	Retained earnings 保留溢利 HK\$'000 千港元	Non- controlling interests 非控制性權益 HK\$'000 千港元	Total 總額 HK\$'000 千港元
Balance at 1 April 2011	於二零一一年 四月一日之結餘	27,174	110,764	264,020	-	401,958
Profit/(loss) for the year	年內溢利/(虧損)	-	-	93,252	(166)	93,086
Exchange difference arising on translation of foreign subsidiaries	換算海外附屬公司 所產生匯兌差額	-	4,995	-	-	4,995
Exchange reserve released upon disposal of a foreign subsidiary	於出售境外附屬公司時 撥出匯兌儲備	-	(430)	-	-	(430)
Fair value loss on an available-for-sale financial asset	可供出售財務資產之 公平值虧損	-	(275)	-	-	(275)
Total comprehensive income	全面收入總額	-	4,290	93,252	(166)	97,376
Transactions with owners:	與擁有人之間的交易:					
Employee share option scheme:	僱員購股權計劃:					
Value of employee services	僱員服務之價值	-	125	-	-	125
Proceeds from shares issued upon exercise of options	行使購股權時發行 股份之所得款項	55	320	-	-	375
Dividends paid	已派股息	-	-	(62,628)	-	(62,628)
Balance at 31 March 2012	於二零一二年 三月三十一日之結餘	27,229	115,499	294,644	(166)	437,206
Profit/(loss) for the year	年內溢利/(虧損)	-	-	77,841	(388)	77,453
Exchange difference arising on translation of foreign subsidiaries	換算海外附屬公司 所產生匯兌差額	-	2,527	-	-	2,527
Fair value gain on an available-for-sale financial asset	可供出售財務資產之 公平值收益	-	1,644	-	-	1,644
Total comprehensive income	全面收入總額	-	4,171	77,841	(388)	81,624
Transactions with owners:	與擁有人之間的交易:					
Employee share option scheme:	僱員購股權計劃:					
Value of employee services	僱員服務之價值	-	164	-	-	164
Dividends paid	已派股息	-	-	(46,290)	-	(46,290)
Balance at 31 March 2013	於二零一三年 三月三十一日之結餘	27,229	119,834	326,195	(554)	472,704

The notes on pages 70 to 183 are an integral part of these consolidated financial statements.

第70至183頁之附註為綜合財務報表一部分。

Consolidated Cash Flow Statement

綜合現金流量表

For the year ended 31 March 2013 截至二零一三年三月三十一日止年度

	Note 附註	2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元
Cash flows from operating activities 經營業務之現金流量			
Cash generated from operations	37	121,390	104,636
Interest paid		(2,425)	(1,343)
Hong Kong profits tax paid		(11,380)	(9,540)
Mainland Chinese corporate income tax paid		(2,152)	(2,802)
Net cash generated from operating activities		105,433	90,951
Cash flows from investing activities 投資活動之現金流量			
Purchases of property, plant and equipment		(14,883)	(15,821)
Purchase of land use rights		(53,767)	–
Proceeds from disposals of property, plant and equipment	37	24	–
Deposits received from disposals of land		17,595	–
Retirement/(purchase) of financial assets at fair value through profit or loss		7,762	(3,686)
Retirement of bonds investments		5,163	–
Increase in long-term loan receivable		–	(16,250)
Increase in interest in associates		(1,000)	(1,733)
Increase in amount due from an associated company		–	(267)
Interest received		4,301	3,224
Acquisition of remaining equity interest of jointly controlled entity, net of cash acquired	41	3,302	–
Net cash used in investing activities		(31,503)	(34,533)

Consolidated Cash Flow Statement
綜合現金流量表

For the year ended 31 March 2013 截至二零一三年三月三十一日止年度

	Note 附註	2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元
Cash flows from financing activities	融資活動之現金流量		
Proceeds from issuance of shares upon exercise of share options	行使購股權時發行股份之所得款項	-	375
Proceeds from long-term bank loans	長期銀行貸款所得款項	185,000	-
Repayment of long-term bank loans	償還長期銀行貸款	(114,380)	(11,023)
Decrease in trust receipts bank loans	信託票據銀行貸款減少	-	(3,392)
Dividends paid	已付股息	(46,290)	(62,628)
Net cash generated from/(used in) financing activities	融資活動所得/(所用)之現金淨額	24,330	(76,668)
Net increase/(decrease) in cash and cash equivalents	現金及現金等價物增加/(減少)淨額	98,260	(20,250)
Effect of changes in foreign exchange rates	匯率變動影響	1,406	3,060
Cash and cash equivalents, beginning of year	現金及現金等價物·年初	143,959	161,149
Cash and cash equivalents, end of year	現金及現金等價物·年終	243,625	143,959

The notes on pages 70 to 183 are an integral part of these consolidated financial statements.

第70至183頁之附註為綜合財務報表一部分。

Notes to the Financial Statements

財務報表附註

For the year ended 31 March 2013 截至二零一三年三月三十一日止年度

1 GENERAL INFORMATION

Suga International Holdings Limited (the “Company”) was incorporated as an exempted company with limited liability in Bermuda on 28 September 2001. The Company’s shares have been listed on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) since 18 September 2002.

The Company is an investment holding company. The Company and its subsidiaries (together, “the Group”) are principally engaged in the research and development, manufacturing and sales of electronic products, moulds and plastic products. The Group has operations mainly in Hong Kong, Mainland China and Macao.

The address of the Company’s registered office is Clarendon House, 2 Church Street, Hamilton HM 11, Bermuda.

These consolidated financial statements are presented in Hong Kong dollars (“HK\$”), unless otherwise stated. These financial statements have been approved for issue by the Board of Directors on 25 June 2013.

2 BASIS OF PREPARATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The basis and principal accounting policies applied in the preparation of these consolidated financial statements are set out below. These policies have been consistently applied for all the years presented, unless otherwise stated.

1 一般資料

信佳國際集團有限公司(「本公司」)於二零零一年九月二十八日在百慕達註冊成立為獲豁免有限公司。本公司股份自二零零二年九月十八日起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。本公司及其附屬公司(統稱「本集團」)主要從事電子產品、模具及塑膠產品研究及開發、製造及銷售業務。本集團業務主要位於香港、中國及澳門。

本公司之註冊辦事處位於Clarendon House, 2 Church Street, Hamilton HM 11, Bermuda。

除另有註明外，綜合財務報表以港元為單位呈列。於二零一三年六月二十五日，董事會批准刊發該等財務報表。

2 編製基準及重要會計政策概要

編製此等綜合財務報表所採用基準及主要會計政策載列如下。除另有註明者外，此等政策於所有呈報年度均貫徹應用。

2 BASIS OF PREPARATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.1 BASIS OF PREPARATION

The consolidated financial statements of the Group have been prepared in accordance with Hong Kong Financial Reporting Standards (“HKFRS”). They have been prepared under the historical cost convention, as modified by the inclusion at fair value of available-for-sale financial assets and financial assets and financial liabilities (including derivative financial instruments) at fair value through profit or loss.

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, and areas where assumptions and estimates are significant to the consolidated financial statements, are disclosed in Note 4.

- (a) The following amendments to standards are mandatory for the Group’s financial year beginning on 1 April 2012. The adoption of these amendments to standards has not had any significant impact to the results and financial position of the Group.

HKFRS 1 (Amendment)	Severe Hyperinflation and Removal of Fixed Dates for First-time Adopters
HKFRS 7 (Amendment)	Disclosures – Transfers of Financial Assets
HKAS 12 (Amendment)	Deferred Tax: Recovery of Underlying Assets

2 編製基準及重要會計政策概要 (續)

2.1 編製基準

本集團的綜合財務報表乃根據香港財務報告準則(「香港財務報告準則」)編製。此等綜合財務報表按照歷史成本常規法編製，並就計入可供出售財務資產及按公平值記入損益賬之財務資產及財務負債(包括衍生金融工具)之公平值而予以修訂。

根據香港財務報告準則編製財務報表須運用若干關鍵會計估計。管理層於應用本集團會計政策時亦須作出判斷。涉及高度判斷或極為複雜之範疇以及涉及對綜合財務報表屬重大之假設及估計之範疇於附註4披露。

- (a) 以下準則修訂於本集團二零一二年四月一日開始之財政年度強制應用。採納該等準則修訂對本集團之業績及財務狀況並無任何重大影響。

香港財務報告 準則第1號 (修訂本)	嚴重高通脹及首次 採納者取消固定 日期
香港財務報告 準則第7號 (修訂本)	披露—財務資產轉移
香港會計 準則第12號 (修訂本)	遞延稅項：收回相關 資產

2 BASIS OF PREPARATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.1 BASIS OF PREPARATION (Continued)

- (b) The following new standards, amendments to standards and interpretation have been issued but are not effective for the financial year beginning on 1 April 2012 and have not been early adopted by the Group:

2 編製基準及重要會計政策概要 (續)

2.1 編製基準 (續)

- (b) 以下新準則、準則修訂及詮釋已頒佈但於二零一二年四月一日開始之財政年度尚未生效，且本集團並無提早採納：

		Effective for the accounting period beginning on or after 適用於以下日期或 之後開始的會計期間
HKAS 1 (Amendment)	Presentation of Items of Other Comprehensive Income	1 July 2012
香港會計準則第1號 (修訂本)	其他全面收入項目之呈列	二零一二年七月一日
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
香港會計準則第28號 (二零一一年)	於聯營公司及合營公司的投資	二零一三年一月一日
HKAS 32 (Amendment)	Offsetting Financial Assets and Financial Liabilities	1 January 2014
香港會計準則第32號 (修訂本)	財務資產及財務負債的互相抵銷	二零一四年一月一日
HKFRS 1 (Amendment)	Government Loans	1 January 2013
香港財務報告準則第1號 (修訂本)	政府貸款	二零一三年一月一日
HKFRS 7 (Amendment)	Disclosures – Offsetting Financial Assets and Financial Liabilities	1 January 2013
香港財務報告準則第7號 (修訂本)	披露—財務資產及財務負債的互相抵銷	二零一三年一月一日

2 BASIS OF PREPARATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.1 BASIS OF PREPARATION (Continued)

(b) (Continued)

2 編製基準及重要會計政策概要 (續)

2.1 編製基準 (續)

(b) (續)

Effective for the accounting period beginning on or after
適用於以下日期或之後開始的會計期間

HKFRS 9 香港財務報告準則第9號	Financial Instruments 金融工具	1 January 2015 二零一五年一月一日
HKFRS 10 香港財務報告準則第10號	Consolidated Financial Statements 綜合財務報表	1 January 2013 二零一三年一月一日
HKFRS 11 香港財務報告準則第11號	Joint Arrangements 聯合安排	1 January 2013 二零一三年一月一日
HKFRS 12 香港財務報告準則第12號	Disclosures of Interests in Other Entities 於其他實體權益的披露	1 January 2013 二零一三年一月一日
HKFRS 13 香港財務報告準則第13號	Fair Value Measurement 公平值計量	1 January 2013 二零一三年一月一日
HK (IFRIC) – Int 20 香港 (國際財務報告詮釋委員會) – 詮釋第20號	Stripping Costs in the Production Phase of a Surface Mine 露天礦場生產期的剝除成本	1 January 2013 二零一三年一月一日
HKFRSs (Amendment) 香港財務報告準則 (修訂本)	Annual Improvements 2009-2011 Cycle 年度改進項目 (二零零九年至二零一一年循環)	1 January 2013 二零一三年一月一日

Management is in the process of making an assessment of the likely impact of these changes but is not yet in a position to state whether any substantial changes to the Group's significant accounting policies and/or the presentation of its financial statements will result.

管理層現正評估該等變動的可能影響，惟尚未能確定是否會導致本集團的重要會計政策及／或其財務報表的列報出現任何重大變動。

2 BASIS OF PREPARATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.2 CONSOLIDATION

(a) Subsidiaries

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

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. The Group recognises any non-controlling interest in the acquiree on an acquisition-by-acquisition basis, either at fair value or at the non-controlling interest's proportionate share of the recognised amounts of acquiree's identifiable net assets.

2 編製基準及重要會計政策概要 (續)

2.2 綜合賬目

(a) 附屬公司

附屬公司指本集團有權管控其財政及營運政策而控制之所有實體(包括特別目的實體)，一般附帶超過半數投票權之股權。在評定本集團是否控制另一實體時，目前可行使或可兌換之潛在投票權的存在及影響均予考慮。附屬公司在控制權轉移至本集團之日全面合併入賬。附屬公司在控制權終止之日起停止合併入賬。

本集團使用收購會計法將業務合併入賬。收購附屬公司所轉撥之代價乃所轉讓資產、所產生負債及本集團所發行股權之公平值。所轉撥之代價包括因或有代價安排所致之任何資產或負債之公平值。與收購相關之成本於產生時支銷。業務合併時可辨識之所收購資產及所承擔負債及或然負債初步按收購日期之公平值計量。就個別收購基準，本集團可按公平值或按非控制性權益應佔被收購方可辨認淨資產確認金額的比例，確認被收購方的非控制性權益。

2 BASIS OF PREPARATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.2 CONSOLIDATION (Continued)

(a) Subsidiaries (Continued)

If the business combination is achieved in stages, the acquisition date carrying value of the acquirer's previously held equity interest in the acquiree is re-measured to fair value at the acquisition date; any gains or losses arising from such re-measurement are recognised in profit or loss.

Any contingent consideration to be transferred by the Group is recognised at fair value at the acquisition date. Subsequent changes to the fair value of the contingent consideration that is deemed to be an asset or liability is recognised in accordance with HKAS 39 either in profit or loss or as a change to other comprehensive income. Contingent consideration that is classified as equity is not remeasured, and its subsequent settlement is accounted for within equity.

Transactions with non-controlling interests that do not result in loss of control are accounted for as equity transactions – that is, as transactions with the owners in their capacity as owners. The difference between the fair value of any consideration paid and the relevant share acquired of the carrying value of net assets of the subsidiary is recorded in equity. Gains or losses on disposals to non-controlling interests are also recorded in equity.

2 編製基準及重要會計政策概要 (續)

2.2 綜合賬目 (續)

(a) 附屬公司 (續)

倘業務合併分階段進行，則收購方先前持有之被收購方之股權於收購日期之賬面值會重新計量為於收購日期之公平值；有關重新計量所產生之任何收益或虧損於損益確認。

本集團將轉讓的任何或有代價按收購日期的公平值確認。被視為資產或負債的或有代價公平值的其後變動，根據香港會計準則第39號的規定，在損益中或作為其他全面收益的變動確認。分類為權益的或有代價不重新計量，其之後的結算在權益中入賬。

本集團將其與非控制性權益進行、不導致失去控制權的交易入賬為權益交易—即與擁有人以其作為擁有人身份進行的交易。所支付任何代價的公平值與相關應佔所收購附屬公司淨資產賬面值的差額記錄為權益。向非控制性權益的處置的盈虧亦記錄在權益中。

2 BASIS OF PREPARATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.2 CONSOLIDATION (Continued)

(a) Subsidiaries (Continued)

When the Group ceases to have control, any retained interest in the entity is re-measured to its fair value at the date when control is lost, with the change in carrying amount recognised in profit or loss. The fair value is the initial carrying amount for the purposes of subsequently accounting for the retained interest as an associate, joint venture or financial asset. In addition, any amounts previously recognised in other comprehensive income in respect of that entity are accounted for as if the Group had directly disposed of the related assets or liabilities. This may mean that amounts previously recognised in other comprehensive income are reclassified to profit or loss.

Inter-company transactions, balances and unrealised gains on transactions between group companies are eliminated. Unrealised losses are also eliminated but considered an indicator of an impairment of the asset transferred. The financial statements of subsidiaries have been changed where necessary to ensure consistency with the accounting policies adopted by the Group.

(b) Separate financial statements

Investments in subsidiaries are accounted for at cost less impairment. Cost also includes direct attributable costs of investment. The results of subsidiaries are accounted for by the company on the basis of dividend received and receivable.

2 編製基準及重要會計政策概要 (續)

2.2 綜合賬目 (續)

(a) 附屬公司 (續)

當本集團不再持有控制權，在實體的任何保留權益於失去控制權當日重新計量至公平值，賬面值的變動在損益中確認。公平值為就保留權益的後續入賬而言的初始賬面值，作為聯營公司、合營公司或財務資產。此外，之前就該實體在其他全面收益中確認的任何數額猶如本集團已直接處置相關資產和負債。這意味著之前在其他全面收益中確認的數額重新分類至損益。

集團內公司間之交易、結餘及集團內公司間交易之未變現收益予以對銷。未變現虧損亦予以對銷，惟視作已轉讓資產減值之指標。附屬公司之財務報表已按需要作出更改，以確保與本集團所採納之會計政策貫徹一致。

(b) 獨立財務報表

附屬公司投資按成本扣除減值列賬。成本亦包括投資的直接歸屬成本。附屬公司的業績由本公司按已收及應收股息入賬。

2 BASIS OF PREPARATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.2 CONSOLIDATION (Continued)

(b) Separate financial statements (Continued)

Impairment testing of the investments in subsidiaries is required upon receiving dividends from these investments if the dividend exceeds the total comprehensive income of the subsidiary in the period the dividend is declared or if the carrying amount of the investment in the separate financial statements exceeds the carrying amount in the consolidated financial statements of the investee's net assets including goodwill.

(c) Associates

Associates are all entities over which the Group has significant influence but not control, generally accompanying a shareholding of between 20% and 50% of the voting rights. Investments in associates are accounted for using the equity method of accounting. Under the equity method, the investment is initially recognised at cost, and the carrying amount is increased or decreased to recognise the investor's share of the profit or loss of the investee after the date of acquisition. The Group's investment in associates includes goodwill identified on acquisition.

If the ownership interest in an associate is reduced but significant influence is retained, only a proportionate share of the amounts previously recognised in other comprehensive income is reclassified to profit or loss where appropriate.

2 編製基準及重要會計政策概要 (續)

2.2 綜合賬目 (續)

(b) 獨立財務報表 (續)

如股息超過宣派股息期內附屬公司的總全面收益，或如在獨立財務報表的投資賬面值超過綜合財務報表中被投資公司淨資產（包括商譽）的賬面值，則必須對附屬公司投資作減值測試。

(c) 聯營公司

聯營公司指所有本集團對其有重大影響力而無控制權的實體，通常附帶有20%至50%投票權的股權。聯營公司投資以權益法入賬。根據權益法，投資初始以成本確認，而賬面值被增加或減少以確認投資者享有被投資者在收購日期後的損益份額。本集團於聯營公司的投資包括購買時已辨認的商譽。

如聯營公司的權益持有被削減但仍保留重大影響力，只有按比例將之前在其他全面收益中確認的數額重新分類至損益（如適當）。

2 BASIS OF PREPARATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.2 CONSOLIDATION (Continued)

(c) Associates (Continued)

The Group's share of post-acquisition profit or loss is recognised in the consolidated income statement, and its share of post-acquisition movements in other comprehensive income is recognised in other comprehensive income with a corresponding adjustment to the carrying amount of the investment. When the Group's share of losses in an associate equals or exceeds its interest in the associate, including any other unsecured receivables, the Group does not recognise further losses, unless it has incurred legal or constructive obligations or made payments on behalf of the associate.

The Group determines at each reporting date whether there is any objective evidence that the investment in the associate is impaired. If this is the case, the Group calculates the amount of impairment as the difference between the recoverable amount of the associate and its carrying value and recognises the amount adjacent to share of profit/(loss) of an associate in the consolidated income statement.

Profits and losses resulting from upstream and downstream transactions between the Group and its associate are recognised in the Group's financial statements only to the extent of unrelated investor's interests in the associates. Unrealised losses are eliminated unless the transaction provides evidence of an impairment of the asset transferred. The financial statements of associates have been changed where necessary to ensure consistency with the accounting policies adopted by the Group.

Dilution gains and losses arising in investments in associates are recognised in the consolidated income statement.

2 編製基準及重要會計政策概要 (續)

2.2 綜合賬目 (續)

(c) 聯營公司 (續)

本集團應佔聯營公司購買後溢利或虧損於綜合收益表內確認，而應佔其購買後的其他全面收益變動則於其他全面收益內確認，並相應調整投資賬面值。如本集團應佔一家聯營公司的虧損等於或超過其在該聯營公司的權益，包括任何其他無抵押應收款，本集團不會確認進一步虧損，除非本集團對聯營公司已產生法律或推定債務或已代聯營公司作出付款。

本集團在每個報告日期釐定是否有客觀證據證明聯營公司投資已減值。如投資已減值，本集團計算減值，數額為聯營公司可收回數額與其賬面值的差額，並在綜合收益表中確認於享有聯營公司溢利／（虧損）份額旁。

本集團與其聯營公司之間的上流和下流交易的溢利及虧損，在本集團的財務報表中確認，但僅限於無關連投資者在聯營公司權益的數額。除非交易提供證據顯示所轉讓資產已減值，否則未實現虧損亦予以對銷。聯營公司的財務報表已按需要作出改變，以確保與本集團採用的政策符合一致。

在聯營公司投資中所產生的攤薄損益於綜合收益表確認。

2 BASIS OF PREPARATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.2 CONSOLIDATION (Continued)

(d) Jointly controlled entity

A jointly controlled entity is a joint venture in which the Group and other parties undertake an economic activity which is subject to joint control and none of the participating parties has unilateral control over the economic activity.

The Group's interest in a jointly controlled entity is accounted for using the equity method of accounting and is initially recognised at cost. The Group's share of its jointly controlled entities' post-acquisition profits or losses is recognised in the consolidated income statement, and its share of post-acquisition movements in reserves is recognised in reserves. The cumulative post-acquisition movements are adjusted against the carrying amount of the investment. When the Group's share of losses in a jointly controlled entity equals or exceeds its interest in the jointly controlled entity, including any other unsecured receivables, the Group does not recognise further losses, unless it has incurred obligations or made payments on behalf of the jointly controlled entity.

Unrealised gains on transactions between the Group and its jointly controlled entity is eliminated to the extent of the Group's interest in a jointly controlled entity. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred. The financial statements of jointly controlled entities have been changed where necessary to ensure consistency with the accounting policies adopted by the Group.

2 編製基準及重要會計政策概要 (續)

2.2 綜合賬目 (續)

(d) 共同控制實體

共同控制實體為本集團與其他各方合作進行經濟活動之合營公司，該公司受共同控制，而任何參與方對有關經濟活動並無單方面控制權。

本集團於共同控制實體之權益以權益會計法初步按成本確認入賬。本集團應佔旗下共同控制實體之收購後溢利或虧損於綜合收益表確認，而應佔收購後儲備變動則於儲備確認。累計收購後變動於投資賬面值調整。當本集團應佔一家共同控制實體之虧損相等於或超過其於該共同控制實體之權益（包括任何其他無抵押應收款），本集團不會進一步確認虧損，惟本集團曾代表該共同控制實體承擔債務或支付款項則除外。

本集團與其共同控制實體之間交易之未變現收益相互對銷，惟以本集團於共同控制實體之權益為限。未變現虧損亦會對銷，惟倘交易有證據顯示所轉撥資產出現減值則除外。共同控制實體之財務報表於有需要時變更，以確保與本集團所採納政策一致。

2 BASIS OF PREPARATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

2.3 SEGMENT REPORTING

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision-maker. The chief operating decision-maker, who is responsible for allocating resources and assessing performance of the operating segments, has been identified as the Executive Directors collectively who make strategic decisions.

2.4 FOREIGN CURRENCY TRANSLATION

(a) Functional and presentation currency

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

(b) Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions or valuation where items are re-measured. 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 the consolidated income statement.

2 編製基準及重要會計政策概要 (續)

2.3 分類報告

經營分類按與向主要營運決策人所提供內部報告貫徹一致之方式報告。主要營運決策人負責就經營分類分配資源及評估表現，認定為共同作出策略決定之執行董事。

2.4 外幣換算

(a) 功能和呈報貨幣

本集團旗下各實體之財務報表所列項目均採用有關實體營業所在主要經濟環境通用之貨幣（「功能貨幣」）為計算單位。綜合財務報表以本公司之功能貨幣及本集團之呈報貨幣港元呈列。

(b) 交易及結餘

外幣交易按交易當日適用之匯率或重新計量項目之估值換算為功能貨幣。因結算交易及按年結日匯率換算以外幣列值貨幣資產和負債產生之匯兌損益，均於綜合收益表確認。

2 BASIS OF PREPARATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.4 FOREIGN CURRENCY TRANSLATION (Continued)

(c) 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:

- (i) assets and liabilities for each balance sheet presented are translated at the closing rate at the date of that balance sheet;
- (ii) income and expenses for each income statement are translated at average exchange rates (unless this average is not a reasonable approximation of the cumulative effect of the rates prevailing on the transaction dates, in which case income and expenses are translated at the dates of the transactions); and
- (iii) all resulting exchange differences are recognised as a separate component of equity.

When a foreign operation is partially disposed of or sold, such exchange differences are recognised in the consolidated income statement as part of the gain or loss on sale.

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

2 編製基準及重要會計政策概要 (續)

2.4 外幣換算 (續)

(c) 集團旗下公司

集團旗下所有功能貨幣與呈報貨幣不同之實體(全部均非高通脹經濟之貨幣)之業績及財務狀況,按以下方式換算為呈報貨幣:

- (i) 各資產負債表所呈列資產及負債,按有關資產負債表結算日之收市匯率換算;
- (ii) 各收益表之收入及支出,按平均匯率換算,惟此平均值並非該等交易日期通行匯率累積效果之合理約數除外。在此情況下,收入及支出將於交易日期換算;及
- (iii) 所有產生之匯兌差額將確認為個別權益項目。

出售部分或全部海外業務時,該等匯兌差額於綜合收益表確認為出售收益或虧損之一部分。

收購海外實體產生之商譽及公平值調整,列作海外實體之資產及負債處理,並按結算日之匯率換算。

2 BASIS OF PREPARATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.5 PROPERTY, PLANT AND EQUIPMENT

Leasehold land interests classified as finance leases and all other property, plant and equipment are stated at historical cost less accumulated depreciation and accumulated impairment losses. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

Subsequent costs are included in an 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. The carrying amount of the replaced part is derecognised. All other repairs and maintenance costs are charged to the consolidated income statement during the financial period in which they are incurred.

Leasehold land whereas classified as finance leases commence amortisation from the time when the land interest becomes available for its intended use. Amortisation on leasehold land classified as finance lease and depreciation of other assets are calculated using the straight-line method to allocate costs less residual values over their estimated useful lives, as follows:

Leasehold land whereas classified as finance leases	38 years
Buildings	35-40 years
Leasehold improvements	5-10 years
Plant and machinery	5 years
Furniture and equipment	5 years

The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at each balance sheet date.

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 (Note 2.9).

2 編製基準及重要會計政策概要 (續)

2.5 物業、廠房及設備

分類為融資租賃之租賃土地權益以及全部其他物業、廠房及設備按歷史成本減累計折舊及累計減值虧損入賬。歷史成本包括收購有關項目直接應佔開支。

當與項目有關之未來經濟利益可能流入本集團，以及項目成本能夠可靠計算時，其後成本才會計入資產之賬面值或確認為獨立資產（視適用情況而定）。被替代部份之賬面值乃取消確認。所有其他維修及保養成本於產生財政期間於綜合收益表扣除。

分類為融資租賃之租賃土地由土地權益可用作擬定用途之時開始攤銷。分類為融資租賃之租賃土地之攤銷及其他資產之折舊於推測可使用年期內以直線法分配其成本減餘值，如下：

分類為融資租賃之租賃土地	38年
樓宇	35-40年
租賃物業裝修	5-10年
廠房及機器	5年
傢俬及設備	5年

資產之剩餘價值及可用年期會於各結算日審閱及調整（倘適用）。

倘資產之賬面值超過其估計可收回金額，則其賬面值將即時撇減至可收回金額（附註2.9）。

2 BASIS OF PREPARATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.5 PROPERTY, PLANT AND EQUIPMENT (Continued)

Gains and losses on disposals are determined by comparing proceeds with carrying amounts and are recognised in the consolidated income statement.

Construction in progress is stated at cost less accumulated impairment losses. Cost includes all attributable costs of bringing the asset to working condition for its intended use. This includes direct costs of construction as well as interest expense capitalised during the period of construction and installation. Capitalisation of these costs will cease and the construction in progress is transferred to appropriate categories within property, plant and equipment when the construction activities necessary to prepare the assets for their intended use are completed. No depreciation is provided in respect of construction in progress.

2.6 LAND USE RIGHTS

Land use rights are stated at cost less accumulated amortisation and impairment losses. Land use rights are amortised using the straight-line method over the period of the land use rights.

2.7 INTANGIBLE ASSETS

Contractual customer relationship acquired in a business combination is recognised at fair value at the acquisition date. The contractual customer relationship has a finite useful life and is carried at cost less accumulated amortisation. Amortisation is calculated using the straight-line method of five years over the expected life of the customer relationship.

2.8 GOODWILL

Goodwill represents the excess of the cost of an acquisition over the fair value of the Group's share of the net identifiable assets of the acquired subsidiary/associates/jointly controlled entity at the date of acquisition. Goodwill on acquisitions of subsidiaries is separately presented on consolidated balance sheet included in intangible assets. Goodwill on acquisition of an associate or jointly controlled entity is included in investment in an associate or jointly controlled entity. Separately recognised goodwill is tested for impairment and carried at cost less accumulated impairment losses. Impairment losses on goodwill are not reversed. Gains and losses on the disposal of an entity include the carrying amount of goodwill relating to the entity sold.

2 編製基準及重要會計政策概要 (續)

2.5 物業、廠房及設備 (續)

出售之損益按比較所得款項與賬面值釐定，於綜合收益表內確認。

在建工程乃以成本扣除累計虧損列賬。成本包括所有將資產轉為其擬定用途狀態之應佔成本。此包括興建之直接成本及於興建安裝期間撥充資本之利息支出。當完成所需興建活動以將資產轉為其擬定用途時，該等成本之資本化將會終止，並將在建工程轉為物業、廠房及設備之適當類別。在建工程毋須計提折舊。

2.6 土地使用權

土地使用權按成本減去累計攤銷及減值虧損列賬。土地使用權按直線法於土地使用權年期內攤銷。

2.7 無形資產

於業務合併中收購之合約客戶關係乃於收購日期按公平值確認。合約客戶關係具有固定可使用年期及按成本減累計攤銷列賬。攤銷乃按客戶關係之預計年期採用直線法以五年計算。

2.8 商譽

商譽指收購成本超出本集團於收購日期應佔所收購附屬公司／聯營公司／共同控制實體可識別資產淨值公平值之差額。收購附屬公司所產生商譽於綜合資產負債表內分開呈列並計入無形資產。收購聯營公司或共同控制實體之商譽計入於聯營公司或共同控制實體之投資。獨立確認之商譽均會測試減值及按成本減累積減值虧損列賬。商譽之減值虧損不會撥回。出售實體產生之損益包括出售實體有關商譽之賬面值。

2 BASIS OF PREPARATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.8 GOODWILL (Continued)

Goodwill is initially measured as the excess of the aggregate of the consideration transferred, the amount of non-controlling interest and acquisition-date fair value of the Group's previously held equity interest (if any) over the net identifiable assets acquired and liabilities assumed. If this consideration is lower than the fair value of the net assets of the subsidiary acquired, the difference is recognised in profit or loss.

Goodwill is allocated to cash-generating units for the purpose of impairment testing. The allocation is made to those cash-generating units or groups of cash-generating units that are expected to benefit from the business combination in which the goodwill arose identified according to operating segment (Note 2.3).

2.9 IMPAIRMENT OF INVESTMENTS IN SUBSIDIARIES, ASSOCIATES AND JOINTLY CONTROLLED ENTITY, AND THE NON-FINANCIAL ASSETS

Assets that have an indefinite useful life, for example goodwill, are not subject to amortisation and are tested at least annually for impairment. Otherwise, assets are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs to sell and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash flows (cash-generating units). Non-financial assets other than goodwill that suffered an impairment are reviewed for possible reversal of the impairment at each reporting date.

2 編製基準及重要會計政策概要 (續)

2.8 商譽 (續)

商譽初步按所轉讓代價、非控股權益金額及本集團先前持有股權(如有)於收購日期之公平值之總和與所收購可識別資產及所承擔負債淨額之差額計量。倘此項代價低於所收購附屬公司資產淨值之公平值，則差額於損益確認。

檢測減值時，商譽分配至各現金產生單位。獲分配之有關現金產生單位或一組現金產生單位，為預期於根據經營分類之已識別商譽產生之業務合併獲益之單位(附註2.3)。

2.9 於附屬公司、聯營公司、共同控制實體及非財務資產的投資減值

並無指定可用期限之資產(例如商譽)毋須攤銷，但須最少每年測試有否出現減值。否則倘發生任何可能導致無法收回賬面值之事項或情況變化，本集團將檢討資產的減值情況。倘資產賬面值超越其可收回金額，則確認減值虧損。可收回金額為資產公平值減出售成本後之價值與其使用價值之較高者。就評估資產減值而言，本集團按可個別識別其現金流量之最低水平(現金產生單位)劃分資產類別。出現減值之商譽以外之非財務資產於各報告日期審閱撥回減值之可能性。

2 BASIS OF PREPARATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.10 FINANCIAL ASSETS

(a) Classification

The Group classifies its financial assets in the following categories: at fair value through profit or loss, loans and receivables and available-for-sale. The classification depends on the purposes for which the financial assets were acquired. Management determines the classification of its financial assets at initial recognition.

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

Financial assets at fair value through profit or loss are financial assets held for trading. A financial asset is classified in this category if acquired principally for the purpose of selling in the short term. Derivatives are classified as held for trading unless they are designated as hedges. Assets in this category are classified as current assets if expected to be settled within 12 months; otherwise, they are classified as non-current.

(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 included in current assets, except for maturities greater than 12 months after the balance sheet date which are classified as non-current assets. Loans and receivables comprise trade and other receivables, bonds investments and amount due from a jointly controlled entity and cash and cash equivalents in the balance sheets (Note 2.12 and 2.13).

2 編製基準及重要會計政策概要 (續)

2.10 財務資產

(a) 分類

本集團按以下類別將財務資產分類為：按公平值記入損益以及貸款及應收款項以及可供出售項目。分類乃取決於購入財務資產目的而定。管理層於初步確認時確定財務資產分類。

(i) *按公平值記入損益之財務資產*

按公平值記入損益之財務資產為持作買賣財務資產。倘購入之主要目的為於短期內出售，財務資產將按此類別分類。除非指定作對沖用途，否則衍生工具分類為持作買賣。倘預計可於十二個月內支付，此類資產列作流動資產，否則列作非流動資產。

(ii) *貸款及應收款項*

貸款及應收款項為固定或可確定付款額而並無於活躍市場報價之非衍生財務資產，乃於流動資產入賬，除於結算日後超過12個月到期者，則列作非流動資產。於資產負債表，貸款及應收款項分類為應收貿易賬款及其他應收款項、債券投資、應收共同控制實體款項以及現金及現金等價物（附註2.12及2.13）。

2 BASIS OF PREPARATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.10 FINANCIAL ASSETS (Continued)

(a) Classification (Continued)

(iii) Available-for-sale financial assets

Available-for-sale financial assets are non-derivatives that are either designated in this category or not classified in any of the other categories. They are included in non-current assets unless the investment matures or management intends to dispose of it within 12 months of the end of the reporting period.

(b) Recognition and measurement

Regular purchases and sales of financial assets are recognised on the trade-date – the date on which 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 consolidated income statement. Financial assets are derecognised when the rights to receive cash flows from the investments have expired or have been transferred and the Group has transferred substantially all risks and rewards of ownership. Available-for-sale financial assets and financial assets at fair value through profit or loss are subsequently carried at fair value. Loans and receivables are carried at amortised cost using the effective interest method.

Gains or losses arising from changes in the fair value of the “financial assets at fair value through profit or loss” category are recognised in the consolidated income statement in the period in which they arise.

2 編製基準及重要會計政策概要 (續)

2.10 財務資產 (續)

(a) 分類 (續)

(iii) 可供出售財務資產

可供出售財務資產乃既非指定為此類亦非分類為任何其他類別之非衍生工具。彼列入非流動資產，除非投資於報告期末起計12個月內到期，或管理層打算於報告期末起計12個月內出售則不在此限。

(b) 確認及計量

一般財務資產買賣於本集團承諾買賣資產之交易日確認。投資初步按公平值及並非按公平值記入損益之所有財務資產交易成本確認。按公平值記入損益之財務資產初步按公平值確認，交易成本則於綜合收益表支銷。財務資產於自投資收取現金流量之權利屆滿或已轉讓以及本集團轉讓擁有權絕大部分風險及回報時剔除確認。可供出售財務資產及按公平值記入損益之財務資產其後按公平值列賬。貸款及應收款項採用實際利息法按攤銷成本列賬。

「按公平值記入損益類別之財務資產」公平值變動產生之損益於產生期間在綜合收益表確認。

2 BASIS OF PREPARATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.10 FINANCIAL ASSETS (Continued)

(b) Recognition and measurement (Continued)

Changes in the fair value of monetary and non-monetary securities classified as available for sale are recognised in other comprehensive income.

When securities classified as available-for-sale are sold or impaired, the accumulated fair value adjustments recognised in equity are included in the consolidated income statement.

(c) Offsetting financial instruments

Financial assets and liabilities are offset and the net amount is reported in the balance sheet when there is a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis, or realise the asset and settle the liability simultaneously.

(d) Impairment of financial assets

The Group assesses at the end of each reporting period whether there is objective evidence that a financial asset or group of financial assets is impaired. A financial asset or a group of financial assets is impaired and impairment losses are recognised only if there is objective evidence of impairment as a result of one or more events that occurred after the initial recognition of the asset (a "loss event") and that loss event (or events) has an impact on the estimated future cash flows of the financial asset or group of financial assets that can be reliably estimated.

2 編製基準及重要會計政策概要 (續)

2.10 財務資產 (續)

(b) 確認及計量 (續)

分類為可供出售之貨幣及非貨幣證券之公平值變動乃於其他全面收入中確認。

當分類為可供出售的證券售出或減值時，在權益中確認的累計公平值調整列入綜合收益表內。

(c) 抵銷金融工具

當有法定可執行權力可抵銷已確認金額，並有意圖按淨額基準結算或同時變現資產和結算負債時，財務資產與負債可互相抵銷，並在資產負債表報告其淨額。

(d) 財務資產減值

本集團於各報告期間結算日評估是否有任何客觀證據顯示財務資產或一組財務資產出現減值。倘存在客觀證據證明於首次確認資產後發生一宗或多宗事件導致出現減值（「虧損事項」），且可以合理估計該（或該等）虧損事項對該項或該組財務資產估計未來現金流量構成之影響，方確認財務資產或財務資產組別減值及減值虧損。

2 BASIS OF PREPARATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.10 FINANCIAL ASSETS (Continued)

(d) Impairment of financial assets (Continued)

For loans and receivables category, the amount of the loss is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows (excluding future credit losses that have not been incurred) discounted at the financial asset's original effective interest rate. The asset's carrying amount is reduced and the amount of the loss is recognised in the consolidated income statement. If, in a subsequent period, the amount of the impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment was recognised (such as an improvement in the debtor's credit rating), the reversal of the previously recognised impairment loss is recognised in the consolidated income statement.

The Group assesses at the end of each reporting period whether there is objective evidence that a financial asset or a group of financial assets is impaired. For equity investments classified as available for sale, a significant or prolonged decline in the fair value of the security below its cost is also evidence that the assets are impaired. If any such evidence exists for available-for-sale financial assets, the cumulative loss – measured as the difference between the acquisition cost and the current fair value, less any impairment loss on that financial asset previously recognised in profit or loss – is removed from equity and recognised in the separate consolidated income statement. Impairment losses recognised in the separate consolidated income statement on equity instruments are not reversed through the separate consolidated income statement.

2 編製基準及重要會計政策概要 (續)

2.10 財務資產 (續)

(d) 財務資產減值 (續)

就貸款及應收款項類別而言，虧損金額乃根據資產賬面值與按財務資產原實際利率折現之估計日後現金流量（不包括仍未產生之日後信貸虧損）現值間差額計量。資產賬面值予以削減，而虧損款額則在綜合收益表確認。倘減值虧損款額於日後期間減少，且減少與確認減值後出現之事項客觀相關（如欠債人信貸評級改善），則於綜合收益表確認撥回過往確認之減值虧損。

本集團於各報告期間結算日評估是否有任何客觀證據顯示財務資產或一組財務資產出現減值。對於分類為可供出售之股權投資，證券公平值之大幅度或長期跌至低於其成本值，則將被認為是證券已經減值之證據。若可供出售財務資產存在此等證據，累計虧損（按購買成本與當時公平值之差額，減該財務資產之前在損益確認之任何減值虧損計算）自權益中剔除並在個別綜合收益表記賬。在個別綜合收益表確認之權益工具的減值虧損不會透過個別綜合收益表轉回。

2 BASIS OF PREPARATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.11 INVENTORIES

Inventories are stated at the lower of cost and net realisable value. Cost is determined using the first-in, first-out (FIFO) method. The cost of finished goods and work in progress comprises raw materials, direct labour, other direct costs and related production overheads (based on normal operating capacity). It excludes borrowing costs. Net realisable value is the estimated selling price in the ordinary course of business, less applicable variable selling expenses.

2.12 TRADE AND OTHER RECEIVABLES

Trade receivables are amounts due from customers for merchandise sold or services performed in the ordinary course of business. If collection of trade and other receivables is expected in one year or less (or in the normal operating cycle of the business if longer), they are classified as current assets. If not, they are presented as non-current assets.

Trade and other receivables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method, less provision for impairment.

2.13 CASH AND CASH EQUIVALENTS

Cash and cash equivalents include cash on hand, deposits held at call with banks, other short-term highly liquid investments with original maturities of three months or less.

2.14 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.

2 編製基準及重要會計政策概要 (續)

2.11 存貨

存貨按成本與可變現淨值中之較低者入賬。成本按先入先出法計算。製成品及在製品之成本包括原材料、直接勞工、其他直接成本及相關生產雜費（按正常營運能力計算），但不包括借貸成本。可變現淨值為於日常業務中估計售價減適用不定額出售費用。

2.12 應收貿易賬款及其他應收款項

應收貿易賬款為在日常業務過程中出售商品或提供服務之應收客戶款項。倘預期應收貿易賬款及其他應收款項可於一年或之內（或一般營運業務週期內（如較長））收回，則列作流動資產，否則，將列作非流動資產。

應收貿易賬款及其他應收款項初步按公平值確認，其後以實際利率法按攤銷成本扣除減值撥備計算。

2.13 現金及現金等價物

現金及現金等價物包括手頭現金、銀行活期存款、原定到期日為三個月或以下的其他短期高流通量投資。

2.14 股本

普通股分類為股本。

發行新股或購股權直接應佔之遞增成本，於扣除稅項後於股本列賬為所得款項減少。

2 BASIS OF PREPARATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.15 TRADE AND OTHER PAYABLES

Trade payables are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers. Trade and other payables are classified as current liabilities if payment is due within one year or less (or in the normal operating cycle of the business if longer). If not, they are presented as non-current liabilities.

Trade and other payables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method.

2.16 BORROWINGS

Borrowings are recognised initially at fair value, net of transaction costs incurred. Borrowings are subsequently stated at amortised cost; any difference between the proceeds (net of transaction costs) and the redemption value is recognised in the consolidated income statement over the period of the borrowings using the effective interest method.

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

2.17 BORROWING COSTS

General and specific borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets, until such time as the assets are substantially ready for their intended use or sale.

2 編製基準及重要會計政策概要 (續)

2.15 應付貿易賬款及其他應付款項

應付貿易賬款為在日常業務過程中向供應商購買商品或服務之付款責任。如須於一年或以內(或一般營運業務週期內(如較長))，應付貿易賬款及其他應付款項會分類為流動負債；否則，將列作非流動負債。

應付貿易賬款及其他應付款項初步以公平值確認，其後利用實際利息法按攤銷成本計量。

2.16 借貸

借貸初步以公平值減所產生交易成本確認。借貸其後以攤銷成本列賬。扣除交易成本後所得款項與贖回價值間差額，乃以實際利率法於借貸期間在綜合收益表確認。

除非本集團擁有無條件權利遞延結算負債至結算日起計最少12個月，否則借貸分類為流動負債。

2.17 借貸成本

直接歸屬於收購、興建或生產合資格資產(指必須經一段長時間以作其擬定用途或銷售之資產)之一般及特定借貸成本乃加入該等資產之成本內，直至資產大致上備妥供其擬定用途或銷售之有關時間為止。

2 BASIS OF PREPARATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.17 BORROWING COSTS (Continued)

Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation.

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

2.18 CURRENT AND DEFERRED INCOME TAX

The tax expense for the period comprises current and deferred tax. Tax is recognised in the consolidated income statement, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, the tax is also recognised in other comprehensive income or directly in equity, respectively.

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the balance sheet date in the countries where the Company, its subsidiaries, its jointly controlled entity and its associates operate and generate taxable income. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

2 編製基準及重要會計政策概要 (續)

2.17 借貸成本 (續)

就特定借貸於等待合於資格資產支出時之臨時投資賺取之投資收入，自合資格資本化之借貸成本中扣除。

所有其他借貸成本於產生期內之損益中確認。

2.18 即期及遞延所得稅

期間稅項開支包括即期及遞延稅項。稅項於綜合收益表確認，惟倘與於其他全面收入確認或直接於權益確認之項目有關，則稅項亦分別於其他全面收入或直接於權益確認。

即期所得稅開支以本公司、其附屬公司、其共同控制實體及其聯營公司營運及產生應課稅收入所在國家於結算日已頒佈或實質頒佈之稅法為基準計算。管理層定期就適用稅務規例須作出詮釋之情況評估報稅單。其於適當情況下按預期支付予稅務機關之數額計提撥備。

2 BASIS OF PREPARATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.18 CURRENT AND DEFERRED INCOME TAX (Continued)

Deferred income tax is recognised, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the consolidated financial statements. However, deferred income tax is not accounted for if it arises from the 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. Deferred income tax is determined using tax rates (and laws) that have been enacted or substantially enacted by the balance sheet date and are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled.

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

Deferred income tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets against current tax liabilities and when the deferred income taxes assets and liabilities relate to income taxes levied by the same taxation authority on either the taxable entity or different taxable entities where there is an intention to settle the balances on a net basis.

2 編製基準及重要會計政策概要 (續)

2.18 即期及遞延所得稅 (續)

遞延所得稅乃就資產及負債的稅基與有關資產及負債於綜合財務報表的賬面值兩者間暫時差額，以負債法確認。然而，倘遞延所得稅乃產生自初步確認交易（業務合併除外）資產或負債，而當時之交易並無影響會計或應課稅溢利或虧損，則不會列賬。遞延所得稅乃以於結算日已頒佈或實際頒佈，並預期於變現相關遞延所得稅資產或清付遞延所得稅負債時適用之稅率（及法律）釐定。

遞延所得稅資產於預期日後可能出現應課稅溢利用作抵銷暫時差額時確認。

本集團就於附屬公司、聯營公司及共同控制實體之投資產生之暫時差額作出遞延所得稅撥備，除非本集團可控制撥回該暫時差額之時間，且該暫時差額不大可能於可預見將來撥回則屬例外。

倘有可強制執行權利以即期稅項資產抵銷即期稅項負債，且遞延所得稅資產及負債與相同稅務機構就有意以淨額基準結清結餘之應課稅實體或不同應課稅實體所徵收所得稅有關，則遞延所得稅資產與負債互相抵銷。

2 BASIS OF PREPARATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

2.19 EMPLOYEE BENEFITS

(a) Pension obligations

The Group operates a number of defined contribution pension schemes for its employees. The pension plans are funded by payments from employees and by the Group. The Group's contributions to the Mandatory Provident Fund Scheme established under the Hong Kong Mandatory Provident Fund Schemes Ordinance are expensed as incurred. The assets are held separately from those of the Group and managed by related independent professional fund managers.

For employees in Mainland China, the Group contributes on a monthly basis to various defined contribution retirement benefit plans organised by relevant municipal and provincial governments based on specified percentages of the relevant employees' monthly salaries. The municipal and provincial governments undertake to assume the retirement benefit obligations of all existing and future retired employees under these plans and the Group has no further obligation for post-retirement benefits beyond the contributions made. Contributions to these plans are expensed as incurred.

2 編製基準及重要會計政策概要 (續)

2.19 僱員福利

(a) 退休金責任

本集團為其僱員設立多項定額供款退休金計劃。退休金計劃以僱員及本集團之付款撥付。本集團對根據香港強制性公積金計劃條例設立之強制性公積金計劃作出之供款於產生時列作開支。資產獨立於本集團資產持有，並由相關獨立專業基金經理管理。

至於中國內地之僱員，本集團按有關僱員月薪之若干百分比，每月向有關市及省政府運作之多項定額供款退休福利計劃供款。於此等計劃下，有關市及省政府承諾承擔所有現有及日後退休僱員之有關退休福利責任。除作出供款外，本集團對退休後福利再無進一步責任。向該等計劃作出之供款，於產生時列作開支。

2 BASIS OF PREPARATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.19 EMPLOYEE BENEFITS (Continued)

(a) Pension obligations (Continued)

For employees in Macao, the Group contributes to a defined contribution retirement plan organised by the Macao government based on the amount as stipulated by the relevant rules and regulations. The Macao government undertakes to assume the retirement benefit obligations of all existing and future retired employees under the retirement plan and the Group has no further obligation for post-retirement benefits beyond the contributions made. Contributions to this plan are expensed as incurred.

(b) Share-based compensation

The Group operates an equity-settled, share-based compensation plan, under which the entity receives services from employees as consideration for equity instruments (options) of the Group. The fair value of the employee services received in exchange for the grant of the options is recognised as an expense. The total amount to be expensed is determined by reference to the fair value of the options granted:

- i) including any market performance conditions (for example, an entity's share price);
- ii) excluding the impact of any service and non-market performance vesting conditions (for example, profitability, sales growth targets and remaining an employee of the entity over a specified time period); and
- iii) including the impact of any non-vesting conditions (for example, the requirement for employees to save).

2 編製基準及重要會計政策概要 (續)

2.19 僱員福利 (續)

(a) 退休金責任 (續)

就澳門僱員而言，本集團向澳門政府統籌之定額供款退休計劃，按相關規則及規例訂定金額作出供款。澳門政府承諾承擔退休計劃項下所有現有及日後退休僱員之退休福利責任，而除作出供款外，本集團對退休後福利再無進一步責任。向此計劃作出之供款，於產生時支銷。

(b) 股份付款報酬

本集團設有以權益結算、以股份為基礎的報酬計劃，根據該等計劃，實體收取僱員的服務以作為本集團權益工具（期權）的代價。僱員為換取獲授予期權而提供服務的公平值確認為費用。將作為費用的總金額參考授予期權的公平值釐定：

- i) 包括任何市場表現條件（例如實體的股價）；
- ii) 不包括任何服務和非市場業績可行權條件（例如盈利能力、銷售增長目標和僱員在某特定時期內留任實體）的影響；及
- iii) 包括任何非可行權條件（例如規定僱員儲蓄）的影響。

2 BASIS OF PREPARATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.19 EMPLOYEE BENEFITS (Continued)

(b) Share-based compensation (Continued)

Non-market performance and service conditions are included in assumptions about the number of options that are expected to vest. The total expense is recognised over the vesting period, which is the period over which all of the specified vesting conditions are to be satisfied. In addition, in some circumstances employees may provide services in advance of the grant date and therefore the grant date fair value is estimated for the purposes of recognising the expense during the period between service commencement period and grant date.

At the end of each reporting period, the group revises its estimates of the number of options that are expected to vest based on the non-marketing performance and service conditions. It recognises the impact of the revision to original estimates, if any, in the income statement, with a corresponding adjustment to equity.

When the options are exercised, the company issues new shares. The proceeds received net of any directly attributable transaction costs are credited to share capital (nominal value) and share premium.

The grant by the Company of options over its equity instruments to the employees of subsidiary undertakings in the Group is treated as a capital contribution. The fair value of employee services received, measured by reference to the grant date fair value, is recognised over the vesting period as an increase to investments in subsidiaries undertakings, with a corresponding credit to equity.

2 編製基準及重要會計政策概要 (續)

2.19 僱員福利 (續)

(b) 股份付款報酬 (續)

非市場表現和服務條件包括在有關預期可行權的期權數目的假設中。費用的總金額在等待期間內確認，等待期間指將符合所有特定可行權條件的期間。此外，在某些情況下，僱員可能在授出日期之前提供服務，因此授出日期的公平值就確認服務開始期與授出日期之期間內的開支作出估計。

在每個報告期末，集團依據非市場表現和服務條件修訂其對預期可行權的期權數目的估計。實體在收益表確認對原估算修訂（如有）的影響，並對權益作出相應調整。

在期權行使時，本公司發行新股。收取的所得款項扣除任何直接歸屬交易成本撥入股本（面值）和股份溢價。

本公司向本集團附屬公司僱員授出有關股本工具之購股權被視為注資。所獲僱員服務之公平值乃參考授出日期之公平值計量，於歸屬期間確認為於附屬公司投資增加，並相應計入權益。

2 BASIS OF PREPARATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.19 EMPLOYEE BENEFITS (Continued)

(c) Employee leave entitlements

Employees' entitlements to annual leave and long service leave are recognised when they accrue to employees. A provision is made for the estimated liability for annual leave and long service leave as a result of services rendered by employees up to the balance sheet date.

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

(d) Other benefits

Other directors' and employees' obligations are recorded as a liability and charged to the consolidated income statement when the Group is contractually obliged or when there is a past practice that has created a constructive obligation.

2.20 PROVISIONS

Provisions are recognised when the Group has a present legal or constructive obligation as a result of past events; it is probable that an outflow of resources will be required to settle the obligation; and the amount has been reliably estimated. Provisions are not recognised for future operating losses.

Where there are a number of similar obligations, the likelihood that an outflow will be required in settlement is determined by considering the class of obligations as a whole. A provision is recognised even if the likelihood of an outflow with respect to any one item included in the same class of obligations is small.

2 編製基準及重要會計政策概要 (續)

2.19 僱員福利 (續)

(c) 僱員應享假期

僱員應享年假及長期服務假期於有關假期應計予僱員時確認。本集團已為僱員於截至結算日止提供服務估計所享有年假及長期服務假期之預計負債作出撥備。

僱員應得之病假及產假於休假時始予確認。

(d) 其他福利

當本集團有合約責任或過往做法導致產生推定責任時，其他董事及僱員債務會列賬為負債並於綜合收益表扣除。

2.20 撥備

當本集團因過往事件承擔現有法律或推定責任，而解除責任很有可能導致資源流出，且金額能夠可靠計算之情況下，方會確認撥備。本集團不會就日後經營虧損確認撥備。

倘本集團承擔若干類似責任，於釐定履行責任是否需要流出資源時，將按整類責任予以考慮。即使同類責任當中任何一個項目有導致資源流出可能性甚低，亦會確認撥備。

2 BASIS OF PREPARATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.20 PROVISIONS (Continued)

Provisions are measured at the present value of the expenditures expected to be required to settle the obligation using a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the obligation. The increase in the provision due to passage of time is recognised as interest expense.

2.21 CONTINGENT LIABILITY

A contingent liability is a possible obligation that arises from past events and whose existence will only be confirmed by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Group. It can also be a present obligation arising from past events that is not recognised because it is not probable that outflow of economic resources will be required or the amount of obligation cannot be measured reliably. A contingent liability is not recognised but is disclosed in the notes to the consolidated financial statements. When a change in the probability of an outflow occurs so that outflow is probable, it will then be recognised as a provision.

2.22 REVENUE RECOGNITION

Revenue comprises the fair value of the consideration received or receivable for the sale of goods in the ordinary course of the Group's activities. Revenue is shown net of value-added tax, returns, rebates and discounts and after eliminating sales within the Group.

2 編製基準及重要會計政策概要 (續)

2.20 撥備 (續)

撥備按預期結清承擔所須開支之現值，以反映現行市場對承擔之現金及風險時間價值評估之稅前利率計算。隨時間增加之撥備會確認為利息開支。

2.21 或然負債

或然負債指由於過往事件而可能產生之責任，此等責任最終會否形成乃取決於一項或多項日後或會（或不會）發生且並非本集團可完全控制之不確定事件，方能確定。或然負債亦可能因過往事件而引致之現有責任，但由於可能不需要流出經濟資源，或責任金額未能可靠地計量而未有確認。或然負債不會確認，但會於綜合財務報表附註披露。倘有關導致經濟資源流出之可能性變動致使可能流出經濟資源，則或然負債確認為撥備。

2.22 收益確認

收益為本集團日常業務中銷售貨品已收或應收代價之公平值。收益按扣除增值稅、退貨、回扣及折扣列示，並已抵銷本集團內公司間交易。

2 BASIS OF PREPARATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

2.22 REVENUE RECOGNITION *(Continued)*

The Group recognises revenue when the amount of revenue can be reliably measured, it is probable that future economic benefits will flow to the entity and when specific criteria have been met for each of the Group's activities as described below. The Group bases its estimates on historical results, taking into consideration the type of customer, the type of transaction and the specifics of each arrangement.

(a) Sales of goods

The group manufactures and sells a range of electronic, moulds and plastic products in the wholesale market. Sales of goods are recognised when a group entity has delivered products to the customer, the customer has accepted the products, the amount of sales can be reliably measured and it is probable that future economic benefits will flow to the entities.

(b) Interest income

Interest income is recognised on a time-proportion basis using the effective interest method. When a receivable is impaired, the Group reduces the carrying amount to its recoverable amount, being the estimated future cash flow discounted at the original effective interest rate of the instrument, and continues unwinding the discount as interest income. Interest income on impaired loans is recognised using the original effective interest rate.

(c) Dividend income

Dividend income is recognised when the right to receive payment is established.

2 編製基準及重要會計政策概要 (續)

2.22 收益確認 (續)

當收益數額能可靠地計量，而未來經濟利益很可能流入該實體，且符合以下本集團各業務特定準則時，本集團會確認收益。本集團根據其往績，並考慮客戶類別、交易種類及各項安排之特點作出估計。

(a) 銷售貨物

本集團製造及在批發市場銷售各種電子、模具及塑膠產品。銷售貨物乃於本集團之實體已向客戶交付產品，而客戶已接納有關產品，加上銷售金額能夠可靠計量及未來經濟利益很可能流向實體時予以確認。

(b) 利息收入

利息收入利用實際利率法按時間比例基準確認。當應收賬項減值時，本集團將減低其賬面值至可收回金額，可收回金額即以該工具之原本實際利率折現預計未來現金收入，並繼續將折現確認為利息收入。減值貸款之利息收入按原有實際利率確認。

(c) 股息收入

股息收入於確立收款權利時確認。

2 BASIS OF PREPARATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

2.23 LEASES

(a) Operating leases

Leases in which a significant portion of the risks and rewards of ownership are retained by the lessor are classified as operating leases. Payments made under operating leases (net of any incentives received from the lessor), including upfront payment made for leasehold land and land use rights, are charged to the consolidated income statement on a straight-line basis over the period of the lease.

(b) Finance leases

Leases of assets where the Group has substantially 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 lease balance outstanding. The corresponding rental obligations, net of finance charges, are included in current and non-current borrowings. The interest element of the finance cost is recognised in the consolidated income statement over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period.

2 編製基準及重要會計政策概要 (續)

2.23 租賃

(a) 經營租約

凡擁有權大部分風險及回報仍屬出租人所有之租約，均列作經營租約。該等經營租約之租金在扣除自出租人收取之任何優惠後（包括就租賃土地及土地使用權預付之款項），按租期以直線法在綜合收益表扣除。

(b) 融資租約

資產擁有權大部分風險與回報轉嫁至本集團之資產租約列為融資租約。融資租約於租約開始日期，按租賃物業之公平值或最低租金付款現值之較低者撥充資本。各租金付款攤分為負債及融資費用，以就尚未支付融資租約餘額達致穩定的支銷率。扣除融資費用後，相應租金承擔計入流動及非流動借貸。融資費用之利息部分，按租期於綜合收益表確認，以就各期間之負債餘額達致固定支銷率。

2 BASIS OF PREPARATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.24 FINANCIAL GUARANTEES

A financial guarantee (a kind of insurance contract) is a contract that requires the issuer to make specified payments to reimburse the holder for a loss it incurs because a specified debtor fails to make payments when due in accordance with the original or modified terms of a debt instrument. The Group does not recognise liabilities for financial guarantee at inception, but performs a liability adequacy test at each reporting date by comparing its net liability regarding the financial guarantee with the amount that would be required if the financial guarantee would result in a present legal or constructive obligation. If the liability is less than its present legal or constructive obligation amount, the entire difference is recognised in the consolidated income statement immediately.

2.25 DERIVATIVE FINANCIAL INSTRUMENTS

Derivative financial instruments are initially measured at fair value on the date the derivative contracts are entered into and are subsequently re-measured at their fair values. The method of recognising the resulting gain or loss depends on whether the derivative is designated as a hedged instrument, and if so, the nature of item being hedged.

As at 31 March 2013, the Group had not designated any derivatives as hedging instruments. Changes in fair values of derivatives that do not qualify for hedge accounting are being included in the consolidated income statement as "other gains, net".

2.26 DIVIDEND DISTRIBUTION

Dividend distribution to the Company's shareholders is recognised as a liability in the Group's financial statements in the period in which the dividends are approved by the Company's shareholders in case of final dividend and the Company's directors in case of interim dividend.

2 編製基準及重要會計政策概要 (續)

2.24 財務擔保

財務擔保(一種保險合約)為要求發出人須對持有者就特定欠債人未能履行債務工具之原有或經修改條款在付款期限前作出付款時承諾補償持有者之損失之合約。本集團不會於財務擔保開始時確認負債,但於每個報告日,就其財務擔保之負債淨額之賬面值與倘財務擔保導致出現現行法定或推定責任其所須償付之數額,進行負債撥備恰當測試。倘負債低於其現行法定或推定責任之數額,相差之數額將即時全數於綜合收益表中確認。

2.25 衍生金融工具

衍生金融工具初步按衍生工具合約訂立當日之公平值計量,其後按其公平值重新計量。確認所產生損益之方法須視乎衍生工具是否指定為對沖工具,如屬對沖工具,則會對沖到期項目。

於二零一三年三月三十一日,本集團並無指定任何衍生工具作為對沖工具。不合資格作對沖會計法之衍生工具公平值變動,於綜合收益表列為「其他收益,淨額」。

2.26 派付股息

向本公司股東派付之股息,於本公司股東就末期股息及本公司董事就中期股息批准派付股息之期間,在本集團財務報表確認為負債。

3 FINANCIAL RISK MANAGEMENT

3.1 FINANCIAL RISK FACTORS

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

(i) Foreign currency risk

The Group mainly operates in Hong Kong and Mainland China and its business transactions, assets and liabilities are principally denominated in Hong Kong dollars, US dollars ("US\$") and Renminbi ("RMB"). Foreign currency risk arises when future commercial transactions or recognised assets and liabilities are denominated in a currency that is not an entity's functional currency. As Hong Kong dollars are pegged against US dollars, management considers that the Group is mainly exposed to foreign currency risk with respect to RMB. Management monitors foreign currency exchange exposure and will take measures to minimise the currency translation risk. As at 31 March 2013, apart from certain non-deliverable forward foreign exchange contracts entered into with commercial banks which were stated at fair value, the Group has not used any financial instruments to hedge against foreign currency risk. The exchange rate of RMB to foreign currencies is subject to the rules and regulations of foreign exchange control promulgated by the Mainland Chinese Government.

As at 31 March 2013 and 2012, if both Hong Kong dollars and US dollars strengthen/weakened by 5% against RMB with all other variables held constant, the post-tax profit for each year would have changed mainly as a result of foreign exchange gains/losses on translation of monetary assets and liabilities denominated in foreign currencies of the relevant group companies.

3 財務風險管理

3.1 財務風險因素

本集團業務承受多種財務風險：外匯風險、信貸風險、流動資金風險以及現金流量及公平值利率風險。本集團整體風險管理計劃集中於無法預測之金融市場，並盡量減低對本集團業績之潛在不利影響。

(i) 外匯風險

本集團主要在香港及中國內地經營，其業務交易、資產及負債主要以港元、美元（「美元」）及人民幣（「人民幣」）結算。於未來之商業交易或已確認資產及負債並非以實體之功能貨幣結算時，將會產生外匯風險。由於港元與美元掛鈎，管理層認為本集團主要就人民幣面對外匯風險。管理層監察外匯風險並將採取措施，將匯兌風險降至最低。於二零一三年三月三十一日，除與商業銀行訂立之若干非衍生遠期外匯合約以公平值列賬外，本集團概無使用任何金融工具以對沖外匯風險。人民幣兌外幣之匯率受中國內地政府頒佈之外匯管制規則及規例所規限。

於二零一三年及二零一二年三月三十一日，倘港元及美元兌人民幣升值／貶值5%，而所有其他因素不變，各年度之除稅後溢利則會有所變動，主要因換算以相關集團公司外幣結算之貨幣資產及負債之匯兌收益／虧損產生。

3 FINANCIAL RISK MANAGEMENT

(Continued)

3.1 FINANCIAL RISK FACTORS (Continued)

(i) Foreign currency risk (Continued)

		2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元
Post-tax profit increase/ (decrease)	除稅後溢利增加/ (減少)		
– Strengthen 5%	– 升值5%	2,959	2,698
– Weakened 5%	– 貶值5%	(2,959)	(2,698)

(ii) Cash flow and fair value interest rate risk

The Group's income and operating cash flows are substantially independent of changes in market interest rates and the Group has no significant interest-bearing assets except for the long-term loan receivable and cash and cash equivalents, details of which are disclosed in Notes 18 and 20. The Group's interest rate risk primarily relates to its bank borrowings. Borrowings obtained at variable rates expose the Group to cash flow interest rate risk. The Group currently does not have a hedging policy in respect of the interest rate risk. However, management monitors the related interest rate risk exposure closely and will consider hedging significant interest rate risk exposure should the need arise. The interest rates and terms of repayment of borrowings are disclosed in Note 22.

The Group has no fixed interest rate borrowings. Therefore it does not have any fair value interest rate risk.

At 31 March 2013 and 2012, if the interest rates on bank borrowings had been 50 basis points higher/lower than the prevailing interest rate, with all other variables held constant, post-tax profit for the year would have been HK\$428,000 (2012: HK\$133,000) lower/higher, mainly as a result of higher/lower interest expense on floating rate bank borrowings.

3 財務風險管理 (續)

3.1 財務風險因素 (續)

(i) 外匯風險 (續)

		2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元
Post-tax profit increase/ (decrease)	除稅後溢利增加/ (減少)		
– Strengthen 5%	– 升值5%	2,959	2,698
– Weakened 5%	– 貶值5%	(2,959)	(2,698)

(ii) 現金流量及公平值利率風險

本集團之收入及經營現金流量大致上不受市場利率變動影響，除長期貸款應收款項及現金及現金等價物外，本集團並無重大計息資產，有關詳情於附註18及20披露。本集團之利率風險主要與銀行借貸有關。浮息借貸令本集團面對現金流量利率風險。本集團現時並無就利率風險採取任何對沖政策。然而，管理層密切監察有關利率風險，並於需要時考慮對沖重大利率風險。借貸利率及還款條款於附註22披露。

本集團並無定息借貸，故並無面對任何公平值利率風險。

於二零一三年及二零一二年三月三十一日，倘銀行借貸之利率較現行利率高/低50個基點，而所有其他因素不變，年內除稅後溢利則應減少/增加428,000港元(二零一二年：133,000港元)，主要因浮息銀行借貸之利息開支較高/較低產生。

3 FINANCIAL RISK MANAGEMENT

(Continued)

3.1 FINANCIAL RISK FACTORS (Continued)

(iii) Credit risk

Credit risk is managed on a group basis. The Group's financial assets are trade and other receivables, derivative financial instruments and cash at banks. The amounts of those assets stated in the consolidated balance sheet represent the Group's maximum exposure to credit risk in relation to financial assets.

The Group's credit risk is concentrated on a number of major and long established customers. Trade receivables from the top five customers amounted to approximately 57% (2012: 55%) of the Group's total trade receivables. The Group has policies in place to ensure that sales are made to customers with appropriate credit histories and to limit the amount of credit exposure to any individual customer. The Group reviews the recoverable amount of each individual trade receivable at each balance sheet date to ensure that adequate impairment losses are made for irrecoverable amounts. The Group's past experience in collection of trade receivables falls within the recorded allowances. In order to minimise credit risk to the Group, the Group has certain non-recourse factoring arrangements with banks to cover the credit risk.

3 財務風險管理 (續)

3.1 財務風險因素 (續)

(iii) 信貸風險

信貸風險按類別基準管理。本集團之財務資產為應收貿易賬款及其他應收款項、衍生金融工具及銀行現金。於綜合資產負債表列賬之該等資產金額指本集團就財務資產須承擔之最高信貸風險。

本集團之信貸風險主要集中於多個主要及長期客戶。來自五大客戶之應收貿易賬款佔本集團應收貿易賬款總額約57% (二零一二年: 55%)。本集團已制定政策，確保向信貸記錄良好之客戶銷售，並限制對任何個別客戶之信貸額。本集團於各個結算日檢討各項個別應收貿易賬款之可收回金額，以確保就不可收回金額作出足夠減值虧損。本集團過往收回之應收貿易賬款屬已提撥準備範圍內。為減低本集團之信貸風險，本集團與銀行訂立若干無追溯權代理收賬安排，就信貸風險提供保障。

3 FINANCIAL RISK MANAGEMENT

(Continued)

3.1 FINANCIAL RISK FACTORS (Continued)

(iii) Credit risk (Continued)

The credit risk on cash at banks is limited because the counterparties are banks with high credit-ratings assigned by international credit-rating agencies. Transactions in relation to derivative financial instruments, if any, are only carried out with financial institutions of high reputation. The Group has policies that limit the amount of credit exposure to any one financial institution.

For loans and receivables, amounts due from an associate and subsidiaries, the Group regularly monitors the financial positions of these companies/counterparties to assess their recoverability.

No credit limits were exceeded during the reporting period, and management does not expect any losses from non-performance by these counterparties.

(iv) Liquidity risk

Prudent liquidity risk management implies maintaining sufficient cash and cash equivalents and the availability of funding through an adequate amount of committed credit facilities. The Group manages its liquidity risk by controlling the level of inventories, closely monitoring the turnover days of receivables, monitoring its working capital requirements and keeping credit lines available.

3 財務風險管理 (續)

3.1 財務風險因素 (續)

(iii) 信貸風險 (續)

由於交易對手均為國際信貸評級機構給予高信貸評級之銀行，故銀行現金之信貸風險有限。有關衍生金融工具（如有）之交易僅與良好信譽金融機構有關。本集團已制定政策限制任何一家財務機構之信貸風險金額。

就貸款及應收款項、應收一間聯營公司及附屬公司款項而言，本集團定期監察該等公司／交易對手之財務狀況，以評估其還款能力。

於報告期間並無超出信貸限額，且管理層預期不會因該等交易對手不履行付款責任而產生任何虧損。

(iv) 流動資金風險

本集團審慎管理流動資金風險，備有充足現金及現金等價物，並透過已獲承諾之充裕信貸融資維持充足資金。本集團透過控制其存貨水平、密切監察應收款項週轉日、監察營運資金需要及維持信貸融資，管理其流動資金風險。

3 FINANCIAL RISK MANAGEMENT

(Continued)

3.1 FINANCIAL RISK FACTORS (Continued)

(iv) Liquidity risk (Continued)

Management monitors rolling forecasts of the Group's bank facilities and cash and cash equivalents on the basis of expected cash flows.

The table below analyses the Group's non-derivative financial liabilities and net-settled derivative financial liabilities into relevant maturity groupings based on the remaining period at the balance sheet date to the contractual maturity date. Derivative financial liabilities are included in the analysis if their contractual maturities are essential for an understanding of the timing of the cash flows. The amounts disclosed in the table are the contractual undiscounted cash flows.

Group

		Less than 1 year 少於一年 HK\$'000 千港元	Between 1 and 2 years 一至兩年 HK\$'000 千港元	Between 2 and 5 years 兩至五年 HK\$'000 千港元	Over 5 years 超過五年 HK\$'000 千港元	Total 合計 HK\$'000 千港元
31 March 2013	二零一三年 三月三十一日					
Trade payables	應付貿易賬款	121,938	-	-	-	121,938
Other payables and accruals	其他應付款項及 應計費用	24,784	-	-	-	24,784
Borrowings	借貸	17,245	38,582	41,822	6,646	104,295
		163,967	38,582	41,822	6,646	251,017

3 財務風險管理 (續)

3.1 財務風險因素 (續)

(iv) 流動資金風險 (續)

管理層按預期現金流量為基準，監察本集團銀行融資以及現金及現金等價物之滾存預測。

下表顯示本集團之非衍生財務負債及按淨額基準結算之衍生財務負債分析，按於結算日至合約到期日期餘下期間劃分為有關到期類別。倘衍生財務負債之合約到期日對了解現金流量時間屬重要，則會於分析中計入有關衍生財務負債。表內所披露金額為合約未貼現現金流量。

本集團

3 FINANCIAL RISK MANAGEMENT

(Continued)

3.1 FINANCIAL RISK FACTORS (Continued)

(iv) Liquidity risk (Continued)

Group

		Less than 1 year 少於一年 HK\$'000 千港元	Between 1 and 2 years 一至兩年 HK\$'000 千港元	Between 2 and 5 years 兩至五年 HK\$'000 千港元	Over 5 years 超過五年 HK\$'000 千港元	Total 合計 HK\$'000 千港元
31 March 2012	二零一二年 三月三十一日					
Trade payables	應付貿易賬款	159,115	-	-	-	159,115
Other payables and accruals	其他應付款項及 應計費用	20,757	-	-	-	20,757
Borrowings	借貸	9,753	4,688	9,000	9,799	33,240
		189,625	4,688	9,000	9,799	213,112

Company

		Less than 1 year 少於一年 HK\$'000 千港元	Between 1 and 2 years 一至兩年 HK\$'000 千港元	Between 2 and 5 years 兩至五年 HK\$'000 千港元	Over 5 years 超過五年 HK\$'000 千港元	Total 合計 HK\$'000 千港元
31 March 2013	二零一三年 三月三十一日					
Other payables and accruals	其他應付款項及 應計費用	2,391	-	-	-	2,391
31 March 2012	二零一二年 三月三十一日					
Other payables and accruals	其他應付款項及 應計費用	2,242	-	-	-	2,242

3 財務風險管理 (續)

3.1 財務風險因素 (續)

(iv) 流動資金風險 (續)

本集團

本公司

3 FINANCIAL RISK MANAGEMENT

(Continued)

3.2 CAPITAL RISK MANAGEMENT

The Group's objectives when managing capital are to safeguard the Group's ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders and to maintain an optimal capital structure to reduce the cost of capital.

In order to maintain or adjust the capital structure, the Group may adjust the amount of dividends paid to shareholders, issue new shares or sell assets to reduce debts.

The Group monitors capital on the basis of the gearing ratio. This ratio is calculated as total borrowings divided by total equity as shown in the consolidated balance sheet.

3 財務風險管理 (續)

3.2 資本風險管理

本集團管理資本之目標為保障本集團能夠持續經營，從而為股東帶來回報及其他利益擁有人帶來利益，以及維持良好資本結構，以減低資本成本。

為維持或調整資本結構，本集團或會調整向股東派付之股息金額、發行新股份或出售資產，以減低債務。

本集團按資產負債比率監察資本。此比率以借貸總額除綜合資產負債表所示總權益計算。

		2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元
Total bank borrowings	銀行借貸總額	102,459	31,839
Total equity	權益總額	472,704	437,206
Gearing ratio	資產負債比率	21.7%	7.3%

3 FINANCIAL RISK MANAGEMENT

(Continued)

3.3 FAIR VALUE ESTIMATION

The table below analyses financial instruments carried at fair value, by valuation method. The different levels have been defined as follows:

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

The following table presents the Group's assets and liabilities that are measured at fair value at 31 March 2013 and 2012:

2013

		Level 1 第一級 HK\$'000 千港元	Level 2 第二級 HK\$'000 千港元	Level 3 第三級 HK\$'000 千港元	Total 合計 HK\$'000 千港元
Assets:	資產:				
Available-for-sale financial asset	可供出售財務資產	-	-	4,323	4,323
Financial assets at fair value through profit or loss	按公平值記入損益之財務資產	7,832	-	-	7,832
Derivative financial instruments	衍生金融工具	-	696	-	696
Total Assets	資產總值	7,832	696	4,323	12,851

3 財務風險管理 (續)

3.3 公平值估計

下表按估值方法分析以公平值列賬之金融工具。不同級別乃界定如下：

- 同類資產或負債於活躍市場之報價（未經調整）（第一級）。
- 報價以外之輸入值，包括第一級之可直接（即按其價格）或間接（即自其價格得出）測定之資產或負債（第二級）。
- 並非以可測定市場數據（即不可測定之輸入值）為基準之資產或負債輸入值（第三級）。

下表呈列本集團於二零一三年及二零一二年三月三十一日按公平值計量之資產及負債：

二零一三年

3 FINANCIAL RISK MANAGEMENT

(Continued)

3.3 FAIR VALUE ESTIMATION (Continued)

2012

		Level 1 第一級 HK\$'000 千港元	Level 2 第二級 HK\$'000 千港元	Level 3 第三級 HK\$'000 千港元	Total 合計 HK\$'000 千港元
Assets:	資產:				
Available-for-sale financial asset	可供出售財務資產	-	-	2,679	2,679
Financial assets at fair value through profit or loss	按公平值記入損益之財務資產	6,993	7,762	-	14,755
Derivative financial instruments	衍生金融工具	-	853	-	853
Total Assets	資產總值	6,993	8,615	2,679	18,287

The following table presents the changes in level 3 instruments for the year ended 31 March 2013 and 2012.

下表顯示第三級工具於截至二零一三年及二零一二年三月三十一日止年度之變動。

		2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元
At 1 April	於四月一日	2,679	4,150
Fair value gain/(loss)	公平值收益/(虧損)	1,644	(275)
Impairment loss (Note 29)	減值虧損(附註29)	-	(1,196)
At 31 March	於三月三十一日	4,323	2,679

3 FINANCIAL RISK MANAGEMENT

(Continued)

3.3 FAIR VALUE ESTIMATION (Continued)

The fair value of financial instruments traded in active markets is based on quoted market prices at the balance sheet date. A market is regarded as active if quoted prices are readily and regularly available from an exchange, dealer, broker, industry group, pricing service, or regulatory agency, and those prices represent actual and regularly occurring market transactions on an arm's length basis. The quoted market price is the current bid price. These instruments are included in level 1 which comprise primarily equity investments classified as trading securities or available for sale. The Group's listed bond under financial asset at fair value through profit or loss as at 31 March 2013 is level 1 financial asset and its fair value is determined by the quoted price in active market.

The fair value of financial instruments that are not traded in an active market is determined by using valuation techniques. These valuation techniques maximise the use of observable market data where it is available and rely as little as possible on entity specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2. The Group's foreign currency exchange notes under financial asset at fair value through profit or loss and derivative financial instruments above are level 2 financial assets or instruments and their fair value are determined with reference to quotations provided by various banks.

If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3. The Group's available-for-sale financial asset as at 31 March 2013 above is level 3 financial asset and its fair value is determined by reference to the underlying net asset value of the fund as determined by the fund administrator.

3 財務風險管理 (續)

3.3 公平值估計 (續)

於活躍市場買賣之金融工具公平值按於結算日之市場報價計量。倘可以輕易地定期自交易所、交易商、經紀、業界團體、股價服務或監管機構取得報價，而有關報價反映實際定期進行之公平市場交易，則該市場被視為活躍市場。市場報價為現行出價。該等工具屬於第一級。第一級工具主要包括分類為買賣證券或可出售證券之股本投資。本集團於二零一三年三月三十一日按公平值記入損益之財務資產項下之上市債券屬第一級財務資產，其公平值按活躍市場之報價而釐定。

並非於活躍市場買賣之金融工具公平值以估值技術釐定。該等估值技術盡量應用觀察可得現有市場數據，並盡量避免應用個別實體之估算。倘釐定工具的公平值所用全部主要輸入值均為觀察可得，則該工具屬於第二級。本集團屬於按公平值記入損益之財務資產之外匯票據及衍生金融工具屬於第二級財務資產或工具，而其公平值參照不同銀行所提供報價釐定。

倘一項或多項主要輸入值並非以觀察可得市場數據為基準，則該工具屬於第三級。於二零一三年三月三十一日，上述本集團之可供出售財務資產為第三級財務資產，其公平值乃參考基金管理人所釐定基金之相關資產淨值而釐定。

4 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 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.

(A) INCOME TAXES

The Group is subject to various taxes in a number of jurisdictions. 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. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will impact the current income tax and deferred income tax provisions in the period in which such determination is made.

Deferred tax assets relating to certain temporary differences are recognised when management considers it is probable that future taxable profits will be available against which the temporary differences or tax losses can be utilised. When the expectation is different from the original estimate, such differences will impact the recognition of deferred tax assets and income tax charges in the period in which such estimate is changed.

4 重要會計評估及判斷

評估及判斷不斷按過往經驗及其他因素評核並以此為基準，包括於有關情況相信屬合理的日後事項預期。

本集團就未來作出評估及假設，所得出會計評估顧名思義極少與相關實際結果對等。有重大風險於下個財政年度導致資產及負債賬面值出現重大調整之評估及假設於下文討論。

(A) 所得稅

本集團須繳納多個司法權區之稅項，決定所得稅撥備時須作出重大評估。有關多項交易及計算之最終稅項未能於日常業務中確定。倘最終稅務結果與初步記錄款額有別，差額將影響決定期間即期所得稅及遞延所得稅撥備。

於管理層認為很可能有日後應課稅溢利以動用暫時差額或稅項虧損時，確認有關若干暫時差額之遞延稅項資產。倘預期情況與原先估計有別，有關差額將影響估計變動期間確認之遞延稅項資產及所得稅開支。

4 CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS (Continued)

(B) ESTIMATED WRITE-DOWNS OF INVENTORIES TO NET REALISABLE VALUE

The Group writes down inventories to net realisable value based on an assessment of the realisability of inventories. Write-downs of inventories are recorded where events or changes in circumstances indicate that the balances may not be realised. The identification of write-downs requires the use of judgement and estimates. These estimates are based on the correct market condition and the historical experience of selling prices of similar nature. Where the expectation is different from the original estimate, such difference will impact the carrying value of inventories and write-downs of inventories in the period in which such estimate has been changed.

(C) ESTIMATED PROVISION FOR IMPAIRMENT OF TRADE RECEIVABLES AND OTHER RECEIVABLES

The Group makes provision for impairment of trade receivables and other receivables based on an assessment of the recoverability of trade receivables and other receivables. Provisions are applied to trade receivables and other receivables where events or changes in circumstances indicate that the balances may not be collectible. For trade receivables, the assessment is based on the credit history of its customers and the current market condition, and requires the use of judgement and estimates. Where the expectation is different from the original estimate, such difference will impact the carrying value of trade receivables and impairment is recognised in the year in which such estimate has been changed. For other receivables, the provision was made by reference to the difference between the carrying amount of the other receivables and the present value of estimated future cash flows.

4 重要會計評估及判斷 (續)

(B) 存貨撇減至可變現淨值之估計

本集團根據存貨之可變現情況評估將存貨撇減至可變現淨值。當有事件或情況轉變顯示結餘未必能變現時，即記錄存貨撇減值。識別撇減值須運用判斷及估計。該等估計乃按現行市況及同類性質售價之過往經驗為基準。當預期與原來估計有出入時，該差異將影響存貨之賬面值，故會撇減該估計變動期內之存貨。

(C) 應收貿易賬款及其他應收款項減值撥備之估計

本集團根據應收貿易賬款及其他應收款項之可收回情況評估，作出應收貿易賬款及其他應收款項減值撥備。當有事件或情況轉變顯示結餘未必能收回時，即會就應收貿易賬款及其他應收款項作出撥備。有關應收貿易賬款，評估乃按其客戶之信貸記錄及現行市況為基準，並須作出判斷及估計。當預期與原來估計有出入時，該差異將影響應收貿易賬款之賬面值，故會於該估計變動年內確認減值。至於其他應收款項，則參考其他應收款項的賬面金額與估計未來現金流量的現值兩者之間的差額而計提準備。

4 CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS (Continued)

(D) EMPLOYEE BENEFITS – SHARE-BASED PAYMENTS

The determination of the fair value of the share options granted requires estimates in determining, among others, the expected volatility of the share price, the expected dividend yield, the risk-free interest rate for the life of the option, and the number of options that are expected to become exercisable as stated in Note 25. Where the outcome of the number of options that are exercisable is different, such difference will impact the consolidated income statement in the subsequent remaining vested period of the relevant share options.

(E) FAIR VALUE OF FINANCIAL ASSETS AND DERIVATIVE FINANCIAL INSTRUMENTS

The fair values of financial assets and derivative financial instruments that are traded in an active market are determined by the quoted market prices.

For the fair values of financial assets and derivative financial instruments not traded in an active market, the Group would use the quoted price provided by counterparty to estimate the fair values. The methodologies, models and assumptions used in valuing these financial assets and derivative financial instruments require judgement by management which are mainly based on market conditions existing at each balance sheet date.

(F) ESTIMATED IMPAIRMENT OF GOODWILL

The Group tests annually whether goodwill has suffered any impairment, in accordance with the accounting policy stated in Note 2.9. The recoverable amounts of cash-generating units have been determined based on value-in-use calculations prepared on the basis of management's assumptions and estimates (Note 2.9). These calculations require the use of estimates.

4 重要會計評估及判斷 (續)

(D) 僱員福利—以股份支付款項

釐定已授出購股權公平值時須就釐定(其中包括)股價預期波幅、預期股息回報率、購股權有效期內之無風險利率,以及預期可予行使之購股權數目(如附註25所述)作出推測。若最終可予行使購股權數目不同,其差異將影響相關購股權其後餘下歸屬期之綜合收益表。

(E) 財務資產及衍生金融工具之公平值

在活躍市場買賣之財務資產及衍生金融工具之公平值按市場報價釐定。

就沒有在交投活躍市場買賣之財務資產及衍生金融工具之公平值而言,本集團利用對手提供之報價估計公平值。該等財務資產及衍生金融工具之估值方法、模式、假設須要管理層作出判斷,主要根據每個結算日當時之市場情況作出。

(F) 評估商譽減值

本集團根據附註2.9所述會計政策,每年檢測商譽有否出現任何減值。現金產生單位可收回款額按以管理層假設及估計(附註2.9)為基準編製之使用價值計算法釐定。此等計算須作出評估。

4 CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS (Continued)

(G) USEFUL LIVES AND ESTIMATED IMPAIRMENT OF INTANGIBLE ASSETS

The Group amortises its intangible assets with finite useful lives on a straight-line basis over their estimated useful lives. The estimated useful lives reflect the management's estimates of the periods that the Group intends to derive future economic benefits from the use of these intangible assets. Intangible assets are amortised on a straight-line basis over a period of five years. The Group tests whether the intangible assets have suffered any impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable in accordance with the accounting policy stated in Note 2.7. The recoverable amounts of the intangible assets have been determined as the higher of its value in use and its fair value less costs to sell, i.e. the amount for which the asset could be sold between knowledgeable and willing parties, net of estimated costs of disposal.

(H) ESTIMATED USEFUL LIVES OF PROPERTY, PLANT AND EQUIPMENT AND LAND USE RIGHTS

The Group's property, plant and equipment, and land use rights have been depreciated or amortised based on their estimated useful lives and estimated residual values. Management has reviewed the estimated useful lives and considers they are appropriate. These estimates are based on the historical experience of the actual useful lives of property, plant and equipment and land use rights of similar nature and functions. It could change significantly as a result of technical innovations and competitor actions in response to market conditions. Management will increase the depreciation and amortization charge where useful lives are less than previously estimated lives or it will write off or write down technically obsolete or nonstrategic assets that have been abandoned or sold. Actual economic lives may differ from estimated useful lives. Periodic review could result in a change in depreciable lives and therefore depreciation and amortisation expense in the future periods.

4 重要會計評估及判斷(續)

(G) 無形資產之可使用年期及估計減值

本集團於無形資產之估計可使用年期內以直線法攤銷具有有限可使用年期之無形資產。估計可使用年期反映管理層對本集團擬自使用該等無形資產獲得未來經濟利益之期限之估計。無形資產於五年期間內以直線法進行攤銷。本集團會於事件或情況變動顯示賬面值可能無法收回時根據附註2.7所述之會計政策測試無形資產是否已遭受任何減值。無形資產之可收回金額乃按其使用價值與其公平值減銷售成本(即向熟悉情況並自願交易的交易方出售資產的金額減估計出售成本)之較高者釐定。

(H) 物業、廠房及設備以及土地使用權之估計可使用年期

本集團之物業、廠房及設備以及土地使用權乃根據其估計可使用年期及估計剩餘價值進行折舊或攤銷。管理層已審閱估計可使用年期並認為彼等屬適當。該等估計乃根據類似性質及功能之物業、廠房及設備以及土地使用權之實際可使用年期之歷史經驗作出。其可能會因技術創新及競爭者響應市況之行動而發生重大改變。倘可使用年期少於先前估計之年期,管理層將增加折舊及攤銷開支,或其將撇銷或撇減已被放棄或出售之技術陳舊或非策略資產。實際經濟年期可能有別於估計可使用年期。定期審閱可能導致折舊年期發生改變,以致改變未來期間之折舊及攤銷開支。

5 SEGMENT INFORMATION

The chief operating decision-maker has been identified as the Executive Directors of the Group (collectively referred to as the “CODM”) that make strategic decisions. The CODM reviews the internal reporting of the Group in order to assess performance and allocate resources.

The CODM considers the business from a product perspective and assesses separately the performance of electronic products, and moulds and plastics products.

The CODM assesses the performance of the operating segments based on a measure of the results of reportable segments. Finance income and costs, corporate income and expenses, fair value gain/(loss) of financial assets and share of loss of an associate are not included in the results for each operating segment that are reviewed by the CODM. Other information provided to the CODM is measured in a manner consistent with that in the financial statements.

Revenue from external customers is shown after elimination of inter-segment revenue. Sales between segments are carried out at mutually agreed terms. The revenue from external parties reported to CODM is measured in a manner consistent with that in the consolidated income statement.

Assets of reportable segments exclude deferred income tax assets, tax recoverable, available-for-sale financial assets, bond investments, financial assets at fair value through profit or loss, long-term loan receivables, interests in associates and corporate assets, all of which are managed on a central basis. Liabilities of reportable segment exclude current and deferred income tax liabilities and corporate liabilities. These are part of the reconciliation to total balance sheet assets and liabilities.

5 分類資料

主要營運決策人被認為作出策略決定之本集團執行董事（以下統稱「主要營運決策人」）。主要營運決策人審視本集團內部報告以評估表現和分配資源。

主要營運決策人從產品角度研究業務狀況，根據電子產品以及模具及塑膠產品之表現分別進行評估。

主要營運決策人根據可呈報分類業績計量評估經營分類之表現。融資收入及成本、公司收入及開支、財務資產公平值收益／（虧損）及分佔一間聯營公司虧損概不計入主要營運決策人審閱之各經營分類業績。向主要營運決策人提供之其他資料按與財務報表一致之方式計量。

所顯示之外來客戶收益已抵銷分類間收益。分類間銷售按雙方協定條款進行。向主要營運決策人匯報之外來人士收益按與綜合收益表一致之方式計量。

呈報分類資產不包括按統一基準管理之遞延所得稅資產、可收回稅項、可供出售財務資產、債券投資、按公平值記入損益之財務資產、長期貸款應收款項、於聯營公司之權益及公司資產。呈報分類負債不包括流動及遞延所得稅負債及公司負債。該等資產及負債為資產負債表資產與負債總額之對賬部分。

5 SEGMENT INFORMATION (Continued)

The segment information provided to the CODM for the reportable segments for the year ended 31 March 2013 and 2012 is as follows:

5 分類資料 (續)

就截至二零一三年及二零一二年三月三十一日止年度呈報分類向主要營運決策人提供之分類資料如下：

		2013 二零一三年			
		Electronic products 電子產品 HK\$'000 千港元	Moulds and plastic products 模具及 塑膠產品 HK\$'000 千港元	Elimination 對銷 HK\$'000 千港元	Total 合計 HK\$'000 千港元
Revenue	收益				
Revenue from external customers	外來客戶收益	1,075,368	32,120	–	1,107,488
Inter-segment revenue	分類間收益	–	10,198	(10,198)	–
		1,075,368	42,318	(10,198)	1,107,488
Results of reportable segments	可呈報分類業績	80,507	(1,924)	–	78,583
A reconciliation of results of reportable segments to profit for the year is as follows:	可呈報分類業績與年內溢利之對賬如下：				
Results of reportable segments	可呈報分類業績				78,583
Unallocated expenses, net	未分配開支·淨額				(875)
Other income	其他收入				692
Other gains, net	其他收益·淨額				3,406
Operating profit	經營溢利				81,806
Finance income	融資收入				4,301
Finance costs	融資成本				(2,425)
Share of loss of associate	應佔聯營公司虧損				(865)
Profit before income tax	除所得稅前溢利				82,817
Income tax expense	所得稅開支				(5,364)
Profit for the year	年內溢利				77,453

5 SEGMENT INFORMATION (Continued)

5 分類資料 (續)

		2013 二零一三年			
		Electronic products	Moulds and plastic products	Unallocated	Total
		電子產品	模具及塑膠產品	未分配	合計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元
Other segment information	其他分類資料				
Depreciation on property, plant and equipment	物業、廠房及設備折舊	9,595	2,141	3,181	14,917
Amortisation of intangible assets	無形資產攤銷	4,724	–	–	4,724
Amortisation of land use rights	土地使用權攤銷	849	59	80	988
Additions to non-current assets (other than interests in associates, financial assets and deferred tax assets)	非流動資產之添置 (於聯營公司之權益、財務資產及遞延稅項資產除外)	100,574	271	290	101,135
Income tax expense	所得稅開支	6,090	(398)	(328)	5,364

		2012 二零一二年			
		Electronic products	Moulds and plastic products	Elimination	Total
		電子產品	模具及塑膠產品	對銷	合計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元
Revenue	收益				
Revenue from external customers	外來客戶收益	1,193,273	48,724	–	1,241,997
Inter-segment revenue	分類間收益	–	8,496	(8,496)	–
		1,193,273	57,220	(8,496)	1,241,997
Results of reportable segments	可呈報分類業績	93,853	3,701	–	97,554
A reconciliation of results of reportable segments to profit for the year is as follows:	可呈報分類業績與年內溢利之對賬如下:				
Results of reportable segments	可呈報分類業績				97,554
Unallocated income, net	未分配收入, 淨額				138
Other income	其他收入				1,586
Other gains, net	其他收益, 淨額				684
Operating profit	經營溢利				99,962
Finance income	融資收入				3,224
Finance costs	融資成本				(1,343)
Profit before income tax	除所得稅前溢利				101,843
Income tax expense	所得稅開支				(8,757)
Profit for the year	年內溢利				93,086

5 SEGMENT INFORMATION (Continued)

5 分類資料 (續)

		2012 二零一二年			
		Electronic products	Moulds and plastic products	Unallocated	Total
		電子產品	模具及 塑膠產品	未分配	合計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元
Other segment information	其他分類資料				
Depreciation on property, plant and equipment	物業、廠房及設備 折舊	8,478	2,162	3,113	13,753
Amortisation of land use rights	土地使用權攤銷	–	57	80	137
Additions to non-current assets (other than interests in associates, financial assets and deferred tax assets)	非流動資產之添置 (於聯營公司之 權益、財務資產及 遞延所得稅資產 除外)	14,744	999	78	15,821
Income tax expense	所得稅開支	7,462	737	558	8,757

5 SEGMENT INFORMATION (Continued)

The segment assets and segment liabilities as at 31 March and the reconciliation to the total assets and total liabilities are as follows:

5 分類資料 (續)

於三月三十一日之分類資產及分類負債及資產總值及負債總額對賬如下：

		2013 二零一三年	Moulds and plastic products 模具及 塑膠產品	Total 合計
		Electronic products 電子產品 HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Segment assets	分類資產	616,414	35,737	652,151
Deferred income tax assets	遞延所得稅資產			3,524
Tax recoverable	可收回稅項			2,407
Unallocated:	未分配：			
Property, plant and equipment	物業、廠房及設備			48,313
Interests in associates	於聯營公司之權益			1,868
Long-term loan receivable	長期貸款應收款項			16,575
Other investments	其他投資			21,294
Other unallocated assets	其他未分配資產			9,992
Total assets per consolidated balance sheet	綜合資產負債表所示資產總值			756,124
Segment liabilities	分類負債	139,428	4,691	144,119
Income tax payable	應付所得稅			10,885
Deferred income tax liabilities	遞延所得稅負債			5,759
Unallocated:	未分配：			
Bank borrowings	銀行借貸			102,459
Other unallocated liabilities	其他未分配負債			20,198
Total liabilities per consolidated balance sheet	綜合資產負債表所示負債總額			283,420

5 SEGMENT INFORMATION (Continued)

5 分類資料 (續)

		Electronic products 電子產品 HK\$'000 千港元	2012 二零一二年 Moulds and plastic products 模具及塑膠產品 HK\$'000 千港元	Total 合計 HK\$'000 千港元
Segment assets	分類資產	515,814	43,072	558,886
Deferred income tax assets	遞延所得稅資產			3,665
Tax recoverable	可收回稅項			400
Unallocated:	未分配:			
Property, plant and equipment	物業、廠房及設備			51,965
Interests in associates	於聯營公司之權益			1,733
Long-term loan receivable	長期貸款應收款項			16,250
Other investments	其他投資			31,708
Other unallocated assets	其他未分配資產			2,854
Total assets per consolidated balance sheet	綜合資產負債表所示資產總值			667,461
Segment liabilities	分類負債	171,320	5,926	177,246
Income tax payable	應付所得稅			15,737
Deferred income tax liabilities	遞延所得稅負債			2,807
Unallocated:	未分配:			
Bank borrowings	銀行借貸			31,839
Other unallocated liabilities	其他未分配負債			2,626
Total liabilities per consolidated balance sheet	綜合資產負債表所示負債總額			230,255

5 SEGMENT INFORMATION (Continued)

The Company is domiciled in Bermuda. An analysis of the Group's revenue from external customers by country for the year ended 31 March 2013 and 2012 is as follows:

		2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元
The United States of America	美國	458,159	404,624
United Kingdom	英國	194,017	301,611
Japan	日本	233,575	256,426
PRC (including Hong Kong)	中國(包括香港)	119,122	116,516
Australia	澳洲	34,090	42,149
Others	其他	68,525	120,671
		1,107,488	1,241,997

An analysis of the Group's non-current assets, excluding deferred income tax assets, by geographical locations is as follows:

		2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元
Hong Kong	香港	108,255	75,763
Mainland China	中國大陸	130,656	82,983
Macao	澳門	146	181
		239,057	158,927

5 分類資料(續)

本公司於百慕達註冊。本集團截至二零一三年及二零一二年三月三十一日止年度按國家劃分之外來客戶收益分析如下：

本集團按地區劃分之非流動資產(不包括遞延所得稅資產)分析如下：

5 SEGMENT INFORMATION (Continued)

For the year ended 31 March 2013, four (2012: four) major customers each accounted for 10% or more of the Group's external revenue. The revenue from these four (2012: four) customers is attributable to the segment of electronic products and details are as follow:

5 分類資料 (續)

截至二零一三年三月三十一日止年度，四名（二零一二年：四名）主要客戶各相當於本集團外部收益之10%或以上。來自該四名（二零一二年：四名）客戶的收益乃來自電子產品分類，詳情如下：

		2013 二零一三年 HK\$'000 千港元
Customer A	客戶甲	186,274
Customer B	客戶乙	168,818
Customer C	客戶丙	167,357
Customer D	客戶丁	121,558
		644,007
		2012 二零一二年 HK\$'000 千港元
Customer A	客戶甲	268,194
Customer B	客戶乙	189,298
Customer C	客戶丙	146,223
Customer D	客戶丁	136,103
		739,818

6 PROPERTY, PLANT AND EQUIPMENT 6 物業、廠房及設備

		Land and buildings 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	Group 本集團 Furniture and equipment 傢俬及 設備 HK\$'000 千港元	Construction in progress 在建工程 HK\$'000 千港元	Total 合計 HK\$'000 千港元
At 1 April 2011	於二零一一年 四月一日						
Cost	成本	97,124	21,690	118,518	37,047	–	274,379
Accumulated depreciation	累積折舊	(11,971)	(19,269)	(100,281)	(29,491)	–	(161,012)
Net book amount	賬面淨值	85,153	2,421	18,237	7,556	–	113,367
Year ended 31 March 2012	截至二零一二年 三月三十一日 止年度						
Opening net book amount	年初賬面淨值	85,153	2,421	18,237	7,556	–	113,367
Additions	添置	–	784	13,138	1,899	–	15,821
Disposals	出售	–	–	(4)	–	–	(4)
Depreciation	折舊	(2,524)	(625)	(8,145)	(2,459)	–	(13,753)
Exchange differences	匯兌差額	416	68	646	117	–	1,247
Closing net book amount	年終賬面淨值	83,045	2,648	23,872	7,113	–	116,678
At 31 March 2012	於二零一二年 三月三十一日						
Cost	成本	97,611	23,277	134,721	39,025	–	294,634
Accumulated depreciation	累積折舊	(14,566)	(20,629)	(110,849)	(31,912)	–	(177,956)
Net book amount	賬面淨值	83,045	2,648	23,872	7,113	–	116,678
Year ended 31 March 2013	截至二零一三年 三月三十一日 止年度						
Opening net book amount	年初賬面淨值	83,045	2,648	23,872	7,113	–	116,678
Additions	添置	–	292	5,880	1,504	7,207	14,883
Disposals	出售	–	–	(3)	(5)	–	(8)
Depreciation	折舊	(2,531)	(724)	(9,079)	(2,583)	–	(14,917)
Exchange differences	匯兌差額	201	39	424	66	–	730
Closing net book amount	年終賬面淨值	80,715	2,255	21,094	6,095	7,207	117,366
At 31 March 2013	於二零一三年 三月三十一日						
Cost	成本	97,854	23,750	140,946	39,030	7,207	308,787
Accumulated depreciation	累積折舊	(17,139)	(21,495)	(119,852)	(32,935)	–	(191,421)
Net book amount	賬面淨值	80,715	2,255	21,094	6,095	7,207	117,366

Depreciation expense of HK\$9,079,000 (2012: HK\$8,266,000) has been expensed in cost of sales, and HK\$5,838,000 (2012: HK\$5,487,000) has been expensed in general and administrative expenses.

折舊開支9,079,000港元(二零一二年: 8,266,000港元)已於銷售成本內支銷,而5,838,000港元(二零一二年: 5,487,000港元)則於一般及行政管理費用內支銷。

6 PROPERTY, PLANT AND EQUIPMENT

(Continued)

The Group's interests in land and buildings held in Hong Kong are analysed as follows:

		Group 本集團	
		2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元
Leases between 10-50 years	租約年期介乎10至50年	45,590	46,914

The remaining land and buildings represent properties held in the PRC.

As at 31 March 2013, certain bank borrowings are secured by land and buildings with a carrying amount of HK\$45,590,000 (2012: HK\$46,914,000) (Note 22).

7 LAND USE RIGHTS

The Group's interests in land use rights represented prepaid operating lease payments and their movements and net book value are analysed as follows:

		Group 本集團	
		2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元
Beginning of the year	於年初	4,159	4,225
Addition	添置	57,592	-
Amortisation	攤銷	(988)	(137)
Exchange differences	匯兌差額	35	71
End of the year	於年終	60,798	4,159
Outside Hong Kong, held on:	於香港境外持有:		
Leases of between 10 to 50 years	租約年期介乎10至50年	60,798	4,159

6 物業、廠房及設備 (續)

本集團於香港持有之土地及樓宇之權益分析如下:

餘下土地及樓宇指於中國持有之物業。

於二零一三年三月三十一日，若干銀行借貸以賬面值為45,590,000港元(二零一二年: 46,914,000港元)之土地及樓宇作抵押(附註22)。

7 土地使用權

本集團於土地使用權之權益為經營租賃預付款項，有關變動及賬面淨值之分析如下:

7 LAND USE RIGHTS (Continued)

Note: On 19 December 2012, the Group entered into a sale and purchase agreement. Pursuant to which the purchaser conditionally agreed to purchase, and the Group conditionally agreed to sell, 100% equity interests in Universal Gain Limited ("UGL") at cash consideration of RMB138,000,000. UGL is a wholly-owned subsidiary of the Group which has interest in a piece of land in the PRC. In addition, the purchaser conditionally agree to grant the Group the right to repurchase certain of the re-developed properties in future upon the completion of re-development. The disposal is not yet completed as at 31 March 2013.

8 INTANGIBLE ASSET

Intangible asset represents customer relationship. Movement during the year is as follows:

7 土地使用權 (續)

附註：於二零一二年十二月十九日，本集團訂立一份買賣協議。據此，買方已有條件同意購買而本集團已有條件同意出售於 Universal Gain Limited (「UGL」) 之 100% 股權，現金代價為人民幣 138,000,000 元。UGL 乃本集團之全資附屬公司，而其於一幅中國土地擁有權益。此外，買方已有條件同意日後於完成重建時向本集團授出可購回若干重建物業之權利。出售事項於二零一三年三月三十一日尚未完成。

8 無形資產

無形資產指客戶關係。於年內之變動如下：

		Group 本集團	
		2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元
Beginning of the year	於年初	-	-
Recognised upon acquisition of remaining equity interest in a jointly controlled entity (Note 41)	於收購於一間共同控制實體之餘下股權時確認 (附註41)	25,770	-
Amortisation (Note 30)	攤銷 (附註30)	(4,724)	-
End of the year	於年終	21,046	-

Note:

Amortisation of HK\$4,724,000 is included in general and administrative expenses in the consolidated income statement.

附註：

攤銷4,724,000港元乃計入綜合收益表內一般及行政管理費用項下。

9 GOODWILL

		2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元
Beginning of the year	於年初	1,059	1,059
Addition (Note 41)	添置 (附註41)	2,890	-
End of the year	於年終	3,949	1,059

IMPAIRMENT TEST FOR GOODWILL

Goodwill is allocated to the Group's cash-generating units ("CGU") within the electronic product segment.

The recoverable amount of a CGU is determined based on value-in-use calculations. These calculations use cash flow projections based on financial budgets approved by management covering a five-year period.

9 商譽

商譽減值測試

商譽乃分配至本集團於電子產品分類內之現金產生單位(「現金產生單位」)。

現金產生單位之可收回金額乃按使用價值計算法釐定。有關計算乃根據經管理層批核涵蓋五年期間之財政預算作出之現金流量預測進行。

		2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元
Gross margin	毛利率	13.0%-18.0%	18.0%
Revenue growth rate	收益增長率	3.0%-5.0%	5.0%
Discount rate	貼現率	12.0%	5.0%

9 GOODWILL (Continued)

The assumptions have been used for the analysis of each CGU within the operating segment.

Management determined budgeted gross margin and revenue growth rate based on past performance and their expectations for market development. The discount rates used are pre-tax and reflect specific risks relating to the relevant segments.

Based on the discounted cash flow forecast prepared by management, the directors are of the view that there is no impairment of goodwill as at 31 March 2013 and 2012.

10 INVESTMENTS IN SUBSIDIARIES AND AMOUNTS DUE FROM SUBSIDIARIES

(A) INVESTMENTS IN SUBSIDIARIES

Investments, at costs	投資，按成本值
-----------------------	---------

The Directors are of the opinion that the underlying value of investments in subsidiaries is not less than their carrying values as at 31 March 2013 and 2012.

9 商譽 (續)

有關假設已用作分析經營分類旗下各現金產生單位。

管理層根據過往表現及對市場發展之預期釐定毛利率預算及收益增長率。所採用之貼現率為稅前利率，可反映相關分類之指定風險。

根據管理層編製之已貼現現金流量預測，董事認為商譽於二零一三年及二零一二年三月三十一日並無減值。

10 於附屬公司之投資及應收附屬公司款項

(A) 於附屬公司之投資

		Company 本公司	
		2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元
Investments, at costs	投資，按成本值	66,139	65,974

董事認為，於附屬公司之投資之相關價值並不少於其於二零一三年及二零一二年三月三十一日之賬面值。

10 INVESTMENTS IN SUBSIDIARIES AND AMOUNTS DUE FROM SUBSIDIARIES (Continued)

(B) AMOUNTS DUE FROM SUBSIDIARIES

The balances due from subsidiaries are unsecured, non-interest bearing and repayable on demand. The carrying values of the amounts due from subsidiaries approximate their fair values.

(C) DETAILS OF THE PRINCIPAL SUBSIDIARIES OF THE COMPANY AS AT 31 MARCH 2013 ARE AS FOLLOWS:

10 於附屬公司之投資及應收附屬 公司款項 (續)

(B) 應收附屬公司款項

應收附屬公司款項之結餘乃無抵押、免息及須應要求償還。應收附屬公司款項之賬面值與其公平值相若。

(C) 本公司於二零一三年三月 三十一日之主要附屬公司詳情 如下：

Name 名稱	Place of incorporation/ establishment and kind of legal entity 註冊成立／成立地點及 法律實體類別	Issued share capital/paid-up capital 已發行／繳入股本	Group equity interest 本集團應佔股本權益		Principal activities and place of operation 主要業務及 營業地點
			2013 二零一三年	2012 二零一二年	
Suga International Limited (vi)	British Virgin Islands, limited liability company 英屬處女群島·有限公司	Ordinary shares US\$700 普通股700美元	100%	100%	Investment holding in Hong Kong 於香港從事投資控股
Suga Electronics (Hong Kong) Limited	Hong Kong, limited liability company 香港·有限公司	Ordinary shares HK\$2 普通股2港元	100%	100%	Trading of electronic products in Hong Kong 於香港買賣電子產品
Suga Electronics Limited (i)	Hong Kong, limited liability company	Ordinary shares HK\$2	100%	100%	Trading of electronic products in Hong Kong 於香港買賣電子產品
信佳電子有限公司 (i)	香港·有限公司	Non-voting deferred shares HK\$4,000,000 (i) 無投票權遞延股份 4,000,000港元(i)	100%	100%	

10 INVESTMENTS IN SUBSIDIARIES AND AMOUNTS DUE FROM SUBSIDIARIES (Continued)

(C) DETAILS OF THE PRINCIPAL
SUBSIDIARIES OF THE COMPANY AS
AT 31 MARCH 2013 ARE AS FOLLOWS:
(Continued)

10 於附屬公司之投資及應收附屬 公司款項 (續)

(C) 本公司於二零一三年三月
三十一日之主要附屬公司詳情
如下：(續)

Name 名稱	Place of incorporation/ establishment and kind of legal entity 註冊成立／成立地點及 法律實體類別	Issued share capital/paid-up capital 已發行／繳入股本	Group equity interest 本集團應佔股本權益		Principal activities and place of operation 主要業務及 營業地點
			2013 二零一三年	2012 二零一二年	
Suga Electronics (Shenzhen) Co., Ltd. (ii), (viii) 信佳電子(深圳) 有限公司(ii)·(viii)	Mainland China, limited liability company 中國大陸·有限公司	HK\$33,500,000 33,500,000港元	100%	100%	Manufacturing of electronic products in Mainland China 於中國大陸製造電子 產品
Suga Networks Hong Kong Limited 信佳網絡香港有限公司	Hong Kong, limited liability company 香港·有限公司	Ordinary shares HK\$100,000 普通股100,000港元	100%	100%	Trading of electronic products in Hong Kong 於香港買賣電子產品
Suga Technology Limited (formerly known as Suga AI Limited) 信佳技術有限公司 (前稱為Suga-AI Limited)	Hong Kong, limited liability company 香港·有限公司	Ordinary shares HK\$2 普通股2港元	100%	50%	Trading of electronic products in Hong Kong 於香港買賣電子產品
Suga Networks Equipment (Shenzhen) Co. Ltd. ("SNESL") (iii), (viii) 信佳網絡器材(深圳) 有限公司(「信佳網絡 器材」)(iii)·(viii)	Mainland China, limited liability company 中國大陸·有限公司	HK\$17,500,000 17,500,000港元	100%	100%	Manufacturing of electronic products in Mainland China 於中國大陸製造電子 產品
On Million Limited 弘溢有限公司	Hong Kong, limited liability company 香港·有限公司	Ordinary shares HK\$2 普通股2港元	100%	100%	Property holding in Hong Kong 於香港持有物業

10 INVESTMENTS IN SUBSIDIARIES AND AMOUNTS DUE FROM SUBSIDIARIES (Continued)

(C) DETAILS OF THE PRINCIPAL
SUBSIDIARIES OF THE COMPANY AS
AT 31 MARCH 2013 ARE AS FOLLOWS:
(Continued)

10 於附屬公司之投資及應收附屬 公司款項 (續)

(C) 本公司於二零一三年三月
三十一日之主要附屬公司詳情
如下：(續)

Name 名稱	Place of incorporation/ establishment and kind of legal entity 註冊成立／成立地點及 法律實體類別	Issued share capital/paid-up capital 已發行／繳入股本	Group equity interest 本集團應佔股本權益		Principal activities and place of operation 主要業務及 營業地點
			2013 二零一三年	2012 二零一二年	
Typhoon International Limited 大豐國際有限公司	British Virgin Islands, limited liability company 英屬處女群島，有限公司	Ordinary shares US\$1 普通股1美元	100%	100%	Property holding in Mainland China 於中國大陸持有物業
P&S Macao Commercial Offshore Limited 柏信澳門離岸商業服務 有限公司	Macao, limited liability company 澳門，有限公司	Ordinary shares MOP100,000 普通股100,000澳門幣	100%	100%	Trading of pet products in Macao 於澳門買賣寵物產品
Pets & Supplies (Shenzhen) Co., Ltd. ("PSSL") (iv), (viii) 柏信實業(深圳) 有限公司(「柏信深圳」) (iv)·(viii)	Mainland China, limited liability company 中國大陸，有限公司	HK\$10,000,000 10,000,000港元	100%	100%	Manufacturing of pet products in Mainland China 於中國大陸生產寵物 產品
Suga Digital Technology Limited 信佳數碼科技有限公司	Hong Kong, limited liability company 香港，有限公司	Ordinary shares HK\$2 普通股2港元	100%	100%	Design and trading of electronic products in Hong Kong 於香港設計及買賣 電子產品

10 INVESTMENTS IN SUBSIDIARIES AND AMOUNTS DUE FROM SUBSIDIARIES (Continued)

(C) DETAILS OF THE PRINCIPAL
SUBSIDIARIES OF THE COMPANY AS
AT 31 MARCH 2013 ARE AS FOLLOWS:
(Continued)

10 於附屬公司之投資及應收附屬 公司款項 (續)

(C) 本公司於二零一三年三月
三十一日之主要附屬公司詳情
如下：(續)

Name 名稱	Place of incorporation/ establishment and kind of legal entity 註冊成立／成立地點及 法律實體類別	Issued share capital/paid-up capital 已發行／繳入股本	Group equity interest 本集團應佔股本權益		Principal activities and place of operation 主要業務及 營業地點
			2013 二零一三年	2012 二零一二年	
Precise Computer Tooling Co., Limited	Hong Kong, limited liability company	Ordinary shares HK\$500,000	100%	100%	Trading of moulds and plastic products in Hong Kong 於香港買賣模具及 塑膠產品
精工電腦制模有限公司	香港·有限公司	普通股500,000港元			
Nodic-Matsumoto Tooling and Plastic Injection (Huizhou) Co., Limited ("Nodic") (v), (viii)	Mainland China, limited liability company	US\$6,000,000	100%	100%	Manufacturing of moulds and plastic products in Mainland China 於中國大陸生產模具 及塑膠產品
腦力－松本模具注塑 (惠州)有限公司 (「腦力」) (v)·(viii)	中國大陸·有限公司	6,000,000美元			
Happypaws International Limited (formerly known as "Suga LED Limited")	Hong Kong, limited liability company	Ordinary shares HK\$10	70%	70%	Pet food distribution in Asia counties 於亞洲國家分銷寵物 食品
開心寶國際有限公司 (前稱為「Suga LED Limited」)	香港·有限公司	普通股10港元			
SGI Venture Limited (formerly known as "Diamond Harvest Investment Limited")	Hong Kong, limited liability company	Ordinary shares HK\$100	52%	–	Design and trading of electronic products in Hong Kong 於香港設計及買賣電 子產品
信佳世科動力有限公司 (前稱為「豐鑽投資 有限公司」)	香港·有限公司	普通股100港元		–	

10 INVESTMENTS IN SUBSIDIARIES AND AMOUNTS DUE FROM SUBSIDIARIES (Continued)

(C) DETAILS OF THE PRINCIPAL SUBSIDIARIES OF THE COMPANY AS AT 31 MARCH 2013 ARE AS FOLLOWS: (Continued)

Notes:

- (i) The non-voting deferred shares of Suga Electronics Limited are held by Essential Mix Enterprises Limited and Broadway Business Limited, which are owned by Dr. Ng Chi Ho and Mr. Ma Fung On, directors and beneficial shareholders of the Company. These non-voting deferred shares have no voting rights, are not entitled to dividends, and are not entitled to any distributions upon winding up unless a sum of HK\$10,000,000,000 per ordinary share has been distributed to the holders of the ordinary shares.
- (ii) Suga Electronics (Shenzhen) Co., Ltd. is a wholly foreign owned enterprise established in Mainland China with an approved period of operation of 20 years until June 2014.
- (iii) SNESL is a wholly foreign owned enterprise established in Mainland China with an approved period of operation of 20 years until October 2022.
- (iv) PSSSL is a wholly foreign owned enterprise established in Mainland China with an approved period of operation of 20 years until April 2024.
- (v) Nodic is a wholly foreign owned enterprise established in Mainland China with an approved period of operation of 30 year until September 2020.
- (vi) The shares of Suga International Limited are held directly by the Company. The shares of the other subsidiaries are held indirectly.
- (vii) None of the subsidiaries had any loan capital in issue at any time during the year ended 31 March 2013.
- (viii) All subsidiaries established in Mainland China have a financial accounting year end date on 31 December in accordance with the local statutory requirements, which is not coterminous with the Group. The consolidated financial statements of the Group were prepared based on the management accounts of these subsidiaries for the twelve months ended 31 March 2013.

10 於附屬公司之投資及應收附屬 公司款項 (續)

(C) 本公司於二零一三年三月 三十一日之主要附屬公司詳情 如下：(續)

附註：

- (i) 信佳電子有限公司之無投票權遞延股份由Essential Mix Enterprises Limited及Broadway Business Limited持有，而該等公司則由本公司董事兼實益股東吳自豪博士及馬逢安先生擁有。該等無投票權遞延股份無權投票或收取股息，清盤時，只有普通股持有人已獲分派每股普通股10,000,000,000港元後，該等無投票權遞延股份持有人方可獲分派。
- (ii) 信佳電子(深圳)有限公司為在中國大陸成立之全外資企業，獲核准之營業期限直至二零一四年六月止，為期20年。
- (iii) 信佳網絡器材為在中國大陸成立之全外資企業，獲核准之營業期限直至二零二二年十月止，為期20年。
- (iv) 柏信深圳為在中國大陸成立之全外資企業，獲核准之營業期限直至二零二四年四月止，為期20年。
- (v) 腦力為在中國大陸成立之全外資企業，獲核准之營業期限直至二零二零年九月止，為期30年。
- (vi) Suga International Limited之股份由本公司直接持有。其他附屬公司之股份則由本公司間接持有。
- (vii) 於截至二零一三年三月三十一日止年度任何時間，概無附屬公司有任何已發行借貸資本。
- (viii) 根據當地法規，所有於中國大陸成立之附屬公司之財政會計年度年結日須為十二月三十一日，與本集團之年結日不同。本集團綜合財務報表乃按該等附屬公司截至二零一三年三月三十一日止十二個月之管理賬目編製。

11 INTERESTS IN ASSOCIATES

(A) INTERESTS IN ASSOCIATES

		Group 本集團	
		2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元
Share of net assets	應佔資產淨值	1,868	1,733

The aggregate assets and liabilities of the Group's associates, each of which is unlisted, are as follows:

本集團於各非上市聯營公司之資產及負債總額如下：

Name 名稱	Particulars of issued shares held 持有已發行股份詳情	Country of incorporation 註冊成立國家	% Interest held 持有權益%		Assets 資產		Liabilities 負債		Revenue 收入		Loss 虧損	
			2013	2012	2013	2012	2013	2012	2013	2012	2013	2012
			二零一三年	二零一二年	二零一三年	二零一二年	二零一三年	二零一二年	二零一三年	二零一二年	二零一三年	二零一二年
					HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Modern Tech Limited 新知科技有限公司	Ordinary shares HK\$10,500,000 (2012: HK\$10,500,000) 普通股10,500,000港元 (二零一二年: 10,500,000港元)	Hong Kong, limited liability company 香港, 有限公司	28.57%	28.57%	105	105	77	77	-	-	-	-
CKICOM Technology Limited (Note) (附註)	Ordinary shares HK\$1 (2012: HK\$1) 普通股1港元(二零一二年: 1港元)	Hong Kong, limited liability company 香港, 有限公司	19.21%	18%	3,142	3,055	12,343	7,833	831	1,254	4,423	1,889

11 INTERESTS IN ASSOCIATES (Continued)

(A) INTERESTS IN ASSOCIATES (Continued)

Note:

- (a) On 19 February 2013, the Group further acquired 1.21% equity shares of CKICOM Technology Limited (“CKICOM”) with cash consideration of HK\$1,000,000. Although the Group has less than 20% equity interests in CKICOM, the Group has significant influence over CKICOM and is able to participate in the financial and operating policy decisions of CKICOM.
- (b) No accumulated losses are recognised by the Group for Modern Tech Limited as the Group does not have further obligation to bear the losses of the associate beyond its cost of investment.

(B) AMOUNT DUE FROM AN ASSOCIATE

Amount due from an associate is unsecured and non-interest bearing. A specified percentage of profit from the associate’s profits will be used for repayment of the outstanding loans from the shareholders.

12 INTEREST IN A JOINTLY CONTROLLED ENTITY (“JCE”) AND AMOUNT DUE FROM A JCE

11 於聯營公司之權益 (續)

(A) 於聯營公司之權益 (續)

附註：

- (a) 於二零一三年二月十九日，本集團進一步收購CKICOM Technology Limited (「CKICOM」)的1.21%權益股份，有關現金代價為1,000,000港元。雖然本集團於CKICOM中擁有少於20%股本權益，但是本集團對CKICOM有重大影響力，以及能參與CKICOM的財務及經營政策決定。
- (b) 由於本集團概無額外責任承擔聯營公司投資成本以外之虧損，故本集團並無就新知科技有限公司確認累計虧損。

(B) 應收聯營公司款項

應收聯營公司款項為無抵押及免息。聯營公司指明百分比的溢利將會用作償還尚未償還股東貸款。

12 於一間共同控制實體 (「共同控制實體」) 之權益及應收一間共同控制實體款項

		Group 本集團	
		2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元
Share of net assets (Note (a))	應佔資產淨值 (附註(a))	-	-
Amount due from a jointly controlled entity (Note (b))	應收一間共同控制實體款項 (附註(b))	-	30,083

12 INTEREST IN A JOINTLY CONTROLLED ENTITY (“JCE”) AND AMOUNT DUE FROM A JCE (Continued)

Notes:

- (a) As at 31 March 2012, no accumulated losses are recognised by the Group for the JCE as the Group does not have further obligation to bear the losses of the JCE beyond its cost of investment. In May 2012, the Group acquired the remaining 50% equity interest in the jointly controlled entity (Note 41).
- (b) As at 31 March 2012, the amount due from the JCE comprised trade receivables from the JCE. The carrying value of the amount due from the JCE approximated its fair value.

As at 31 March 2012, the Group held a 50% indirect interest in a jointly controlled entity, which is unlisted. The principal activity of the JCE is trading of electronic products.

The following amounts represent the assets, liabilities, revenue and loss of the JCE as at and for the year ended 31 March 2013 and 2012.

Name 名稱	Particulars of issued shares held 持有已發行股份詳情	Country of incorporation 註冊成立國家	% Interest held 持有權益%	Group's share of 本集團應佔							
				Assets 資產		Liabilities 負債		Revenue 收入		Loss 虧損	
				2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元
Suga Technology Limited (formerly known as Suga-AI Limited) 倍佳技術有限公司 (前稱為Suga-AI Limited)	Ordinary shares HK\$2 普通股2港元	Hong Kong, limited liability company 香港, 有限公司	50%	N/A 不適用	42,089	N/A 不適用	42,089	22,060	295,492	-	-

There are no contingent liabilities and capital commitments relating to the Group's interest in the jointly controlled entity, and no contingent liabilities and capital commitments exist in the jointly controlled entity as at 31 March 2012.

12 於一間共同控制實體（「共同控制實體」）之權益及應收一間共同控制實體款項（續）

附註：

- (a) 於二零一二年三月三十一日，由於本集團概無責任承擔共同控制實體投資成本以外之虧損，故本集團並無就共同控制實體確認累計虧損。於二零一二年五月，本集團收購於共同控制實體之餘下50%股權（附註41）。
- (b) 於二零一二年三月三十一日，應收共同控制實體款項包括應收共同控制實體貿易賬款。應收共同控制實體款項之賬面值與其公平值相若。

於二零一二年三月三十一日，本集團於共同控制實體中擁有50%間接權益，其為非上市。共同控制實體的主要業務為買賣電子產品。

以下金額為共同控制實體於二零一三年及二零一二年三月三十一日及截至該等日期止年度的資產、負債、收入及虧損。

本集團於該共同控制實體之權益並無或然負債及資本承擔，該共同控制實體本身於二零一二年三月三十一日亦無或然負債及資本承擔。

13 AVAILABLE-FOR-SALE FINANCIAL ASSET

13 可供出售財務資產

		Group 本集團	
		2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元
At 1 April	於四月一日	2,679	4,150
Fair value gain/(loss)	公平值收益/(虧損)	1,644	(275)
Impairment loss (Note 29)	減值虧損(附註29)	-	(1,196)
At 31 March	於三月三十一日	4,323	2,679

The available-for-sale financial asset represented 5,000 non-voting, redeemable, and participating shares in an unlisted equity fund. It is denominated in US dollars and the fair value is determined by reference to the net asset value of the fund as determined by the fund administrator.

可供出售財務資產指非上市股本基金中5,000股無表決權可贖回參與派息股份。有關資產以美元列值，其公平值乃參考基金管理人所釐定之基金資產淨值而釐定。

14 FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS

14 按公平值記入損益之財務資產

		Group 本集團	
		2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元
Non-current	非流動		
Investment in listed bonds	於上市債券之投資	1,279	6,993
Current	流動		
Foreign currency exchange note	外匯票據	-	7,762
Investment in listed bonds	於上市債券之投資	6,553	-
		6,533	7,762
		7,832	14,755

14 FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS (Continued)

14 按公平值記入損益之財務資產 (續)

		2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元
At 1 April	於四月一日	14,755	11,481
(Disposals)/additions	(出售)/添置	(7,762)	3,686
Exchange difference	匯兌差額	153	306
Changes in fair value	公平值變動	686	(718)
At 31 March	於三月三十一日	7,832	14,755

As at 31 March 2013, financial assets at fair value through profit or loss represented listed corporate bonds. As at 31 March 2012, financial assets at fair value through profit or loss represented listed corporate bonds and a currency-linked note.

於二零一三年三月三十一日，按公平值記入損益之財務資產指上市公司債券。於二零一二年三月三十一日，按公平值記入損益之財務資產指上市公司債券及貨幣掛鈎票據。

The terms of maturity of the listed corporate bonds are summarised as follow:

上市公司債券之到期年期概述如下：

		2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元
Less than 1 year	少於一年	6,553	-
Between 1 and 2 year	一年至兩年	1,279	5,802
Between 2 and 5 year	兩年至五年	-	1,191
		7,832	6,993

The coupon rates of the listed corporate bonds are from 6% to 7.04% per annum (2012: 6% to 7.04%). These bonds are denominated in Renminbi.

上市公司債券的票息率為每年6%至7.04% (二零一二年：6%至7.04%)。該等債券以人民幣列值。

At 31 March 2013, the fair values of the listed corporate bonds were determined based on quoted market prices.

於二零一三年三月三十一日，上市公司債券之公平值按照市場報價釐定。

15 BONDS INVESTMENTS

15 債券投資

		Group 本集團	
		2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元
At 1 April	於四月一日	14,274	14,011
Disposals	出售	(5,163)	-
Exchange difference	匯兌差額	28	263
At 31 March	於三月三十一日	9,139	14,274

The terms of maturity of the bonds investments are summarised as follow:

債券投資之到期條款概要如下：

		2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元
Less than 1 year	少於一年	1,428	5,165
Between 1 and 2 years	第一年至第二年	-	1,398
Between 2 and 5 years	第二年至第五年	-	-
Over 5 years	五年以上	7,711	7,711
		9,139	14,274

The coupon rates of the bonds investments are from 2.90% to 5.55% (2012: 2.70% to 5.55%) per annum.

債券投資之票息率為每年2.90%至5.55% (二零一二年：2.70%至5.55%)。

The bonds investments are denominated in the following currencies:

債券投資按以下貨幣列值：

		2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元
US dollars	美元	7,711	7,711
Renminbi	人民幣	1,428	6,563
		9,139	14,274

The maximum exposure to credit risk at the reporting date is the carrying amount of bonds investments.

於報告日期，最大信貸風險為債券投資之賬面值。

16 FINANCIAL INSTRUMENTS BY CATEGORY

16 按類別劃分之金融工具

		Group 本集團			
		Loans and receivables 貸款及 應收款項 HK\$'000 千港元	Assets at fair value through profit or loss 按公平值記入 損益之資產 HK\$'000 千港元	Available- for-sale 可供出售 HK\$'000 千港元	Total 合計 HK\$'000 千港元
Assets	資產				
At 31 March 2013	於二零一三年 三月三十一日				
Available-for-sale financial asset (Note 13)	可供出售財務資產 (附註13)	-	-	4,323	4,323
Financial assets at fair value through profit or loss (Note 14)	按公平值記入損益 之財務資產 (附註14)	-	7,832	-	7,832
Bonds investments (Note 15)	債券投資(附註15)	9,139	-	-	9,139
Trade and other receivables, excluding prepayments (Note 18)	應收貿易賬款及其他 應收款項不包括 預付款項 (附註18)	144,870	-	-	144,870
Amount due from an associate (Note 11)	應收一間聯營公司 款項(附註11)	267	-	-	267
Derivative financial instruments (Note 19)	衍生金融工具 (附註19)	-	696	-	696
Cash and cash equivalents (Note 20)	現金及現金等價物 (附註20)	243,625	-	-	243,625
		397,901	8,528	4,323	410,752

16 FINANCIAL INSTRUMENTS BY CATEGORY (Continued)

16 按類別劃分之金融工具 (續)

		Group 本集團			
		Loans and receivables 貸款及 應收款項 HK\$'000 千港元	Assets at fair value through profit or loss 按公平值記入 損益之資產 HK\$'000 千港元	Available- for-sale 可供出售 HK\$'000 千港元	Total 合計 HK\$'000 千港元
Assets	資產				
At 31 March 2012	於二零一二年三月 三十一日				
Available-for-sale financial asset (Note 13)	可供出售財務資產 (附註13)	-	-	2,679	2,679
Financial assets at fair value through profit or loss (Note 14)	按公平值記入損益 之財務資產 (附註14)	-	14,755	-	14,755
Bonds investments (Note 15)	債券投資 (附註15)	14,274	-	-	14,274
Trade and other receivables, excluding prepayments (Note 18)	應收貿易賬款及其他 應收款項, 不包括 預付款項 (附註18)	171,792	-	-	171,792
Amount due from an associate (Note 11)	應收一間聯營公司 款項 (附註11)	267	-	-	267
Amount due from a jointly controlled entity (Note 12)	應收一間共同控制實 體款項 (附註12)	30,083	-	-	30,083
Derivative financial instruments (Note 19)	衍生金融工具 (附註19)	-	853	-	853
Cash and cash equivalents (Note 20)	現金及現金等價物 (附註20)	143,959	-	-	143,959
		360,375	15,608	2,679	378,662

16 FINANCIAL INSTRUMENTS BY CATEGORY (Continued)

16 按類別劃分之金融工具 (續)

Group 本集團		Other financial liabilities 其他財務負債 HK\$'000 千港元
Liabilities	負債	
At 31 March 2013	於二零一三年三月三十一日	
Trade and other payables (Note 21)	應付貿易賬款及其他應付款項 (附註21)	164,317
Bank borrowings (Note 22)	銀行借貸 (附註22)	102,459
		266,776
At 31 March 2012	於二零一二年三月三十一日	
Trade and other payables (Note 21)	應付貿易賬款及其他應付款項 (附註21)	179,872
Bank borrowings (Note 22)	銀行借貸 (附註22)	31,839
		211,711
Company		Loans and Receivables
本公司		貸款及應收款項 HK\$'000 千港元
Assets	資產	
At 31 March 2013	於二零一三年三月三十一日	
Amounts due from subsidiaries (Note 10)	應收附屬公司款項 (附註10)	114,054
Cash and cash equivalents (Note 20)	現金及現金等價物 (附註20)	7,903
		121,957
At 31 March 2012	於二零一二年三月三十一日	
Amounts due from subsidiaries (Note 10)	應收附屬公司款項 (附註10)	137,832
Cash and cash equivalents (Note 20)	現金及現金等價物 (附註20)	413
		138,245

16 FINANCIAL INSTRUMENTS BY CATEGORY (Continued)

16 按類別劃分之金融工具 (續)

Company 本公司	Other financial liabilities 其他財務負債
	HK\$'000 千港元
Liabilities	負債
At 31 March 2013	於二零一三年三月三十一日
Trade and other payables (Note 21)	應付貿易賬款及其他應付款項 (附註21)
	2,391
At 31 March 2012	於二零一二年三月三十一日
Trade and other payables (Note 21)	應付貿易賬款及其他應付款項 (附註21)
	2,242

17 INVENTORIES

17 存貨

		Group 本集團	
		2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元
Raw materials	原料	101,944	122,243
Work-in-progress	半成品	20,888	26,435
Finished goods	成品	17,353	19,485
		140,185	168,163
Less: Provision for impairment	減：減值撥備	(7,933)	(7,933)
		132,252	160,230

17 INVENTORIES (Continued)

The cost of inventories recognised as expense and included in cost of sales amounted to HK\$822,686,000 (2012: HK\$949,617,000).

17 存貨 (續)

確認為開支及計入銷售成本之存貨成本為822,686,000港元(二零一二年: 949,617,000港元)。

18 TRADE AND OTHER RECEIVABLES

18 應收貿易賬款及其他應收款項

		Group 本集團		Company 本公司	
		2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元
Trade receivables	應收貿易賬款	115,452	135,645	-	-
Less: Provision for impairment	減: 減值撥備	(3,823)	(3,931)	-	-
Trade receivables, net	應收貿易賬款淨額	111,629	131,714	-	-
Prepayments	預付款項	2,162	875	313	249
Rental and other deposits	租金及其他按金	2,770	1,560	-	-
Value added tax receivables	應收增值稅	8,593	8,960	-	-
Others	其他	5,303	13,308	-	-
		130,457	156,417	313	249
Trade and other receivables	應收貿易賬款及 其他應收款項				
- current portion	- 當前部份	126,582	156,417	313	249
- non-current portion	- 非流動部份	3,875	-	-	-
		130,457	156,417	313	249
Long-term loan receivable	長期貸款應收款項	16,575	16,250	-	-
Total trade and other receivables	應收貿易賬款及其他 應收款項總額	147,032	172,667	313	249

18 TRADE AND OTHER RECEIVABLES

(Continued)

The carrying values of the Group's trade and other receivables approximate their fair values.

The ageing of trade receivables is as follows:

		Group 本集團	
		2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元
0 to 30 days	零至三十日	103,234	114,280
31 to 60 days	三十一至六十日	6,334	10,773
61 to 90 days	六十一至九十日	1,133	2,654
91 to 180 days	九十一至一百八十日	53	1,494
Over 180 days	一百八十日以上	4,698	6,444
		115,452	135,645
Less: Provision for impairment	減：減值撥備	(3,823)	(3,931)
Trade receivables, net	應收貿易賬款淨額	111,629	131,714

The Group generally granted credit terms of 30 days to its customers.

The credit quality of the trade receivables that are neither past due nor impaired in the amount of HK\$103,234,000 (2012: HK\$114,280,000) could be assessed by reference to their payment history and current financial position. These receivables relate to a whole range of customers for whom there was no recent history of default. Management believes that no provision for impairment is necessary in respect of these balances as there has not been a significant change in credit quality and the balance are expected to be fully recoverable.

18 應收貿易賬款及其他應收款項

(續)

本集團應收貿易賬款及其他應收款項之賬面值與其公平值相若。

應收貿易賬款之賬齡如下：

		Group 本集團	
		2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元
0 to 30 days	零至三十日	103,234	114,280
31 to 60 days	三十一至六十日	6,334	10,773
61 to 90 days	六十一至九十日	1,133	2,654
91 to 180 days	九十一至一百八十日	53	1,494
Over 180 days	一百八十日以上	4,698	6,444
		115,452	135,645
Less: Provision for impairment	減：減值撥備	(3,823)	(3,931)
Trade receivables, net	應收貿易賬款淨額	111,629	131,714

本集團一般給予其客戶30日之信貸期。

未到期或減值應收貿易賬款103,234,000港元(二零一二年：114,280,000港元)之信貸質素可參考其過往還款及現時財務狀況進行評估。該等應收款項與多名近期並無拖欠記錄之客戶有關。管理層相信，由於信貸質素並無重大變動及該等結餘預期可全數收回，故毋須就該等結餘作出減值撥備。

18 TRADE AND OTHER RECEIVABLES

(Continued)

As of 31 March 2013, trade receivables of HK\$8,395,000 (2012: HK\$17,434,000) were past due but not considered impaired. These relate to a number of independent customers who have no recent history of default. The ageing of these receivables is as follows:

		Group 本集團	
		2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元
31 to 60 days	三十一至六十日	6,334	10,773
61 to 90 days	六十一至九十日	1,133	2,654
91 to 180 days	九十一至一百八十日	53	1,494
Over 180 days	一百八十日以上	875	2,513
		8,395	17,434

As of 31 March 2013, trade receivables of HK\$3,823,000 (2012: HK\$3,931,000) were considered impaired. The individual impaired receivables are mainly related to customers which no longer have business relationship with the Group. The amount of provision was HK\$3,823,000 as of 31 March 2013 (2012: HK\$3,931,000). The impairment was firstly assessed individually for significant or long ageing balances, and the remaining balances were grouped for collective assessment according to their ageing and historical default rates as these customers were of similar credit risk. The ageing of these impaired receivables is as follows:

18 應收貿易賬款及其他應收款項 (續)

於二零一三年三月三十一日，8,395,000 港元之應收貿易賬款（二零一二年：17,434,000 港元）已逾期但認為並無減值。該等應收貿易賬款與多名近期並無拖欠記錄之獨立客戶有關。此等應收賬款之賬齡如下：

於二零一三年三月三十一日，3,823,000 港元（二零一二年：3,931,000 港元）之應收貿易賬款認為經已減值。個別已減值應收款項主要與再無與本集團有業務關係之客戶相關。二零一三年三月三十一日之撥備為3,823,000 港元（二零一二年：3,931,000 港元）。重大或逾期已久結餘之減值會先作獨立評估，由於有關客戶之信貸風險相似，故餘額按其賬齡及過往拖欠比率分類作集體評估。此等已減值應收賬款之賬齡如下：

18 TRADE AND OTHER RECEIVABLES

(Continued)

		Group 本集團	
		2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元
Over 180 days	一百八十日以上	3,823	3,931

Movements of the provision for impairment of trade receivables are as follows:

應收貿易賬款減值撥備變動如下：

		Group 本集團	
		2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元
At 1 April	於四月一日	3,931	3,626
(Reversal of)/provision for impairment	減值(撥回)/撥備	(128)	264
Exchange differences	匯兌差額	20	41
At 31 March	於三月三十一日	3,823	3,931

As at 31 March 2013, the trade receivables from five customers accounted for approximately 57% (2012: 55%) of the total trade receivables. The Group's credit risk management is disclosed in Note 3 to the financial statements.

於二零一三年三月三十一日，來自五大客戶之應收貿易賬款佔應收貿易賬款總額約57%（二零一二年：55%）。本集團之信貸風險管理於財務報表附註3披露。

18 TRADE AND OTHER RECEIVABLES

(Continued)

The carrying amounts of trade receivables are denominated in the following currencies:

		Group 本集團	
		2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元
Hong Kong dollars	港元	3,361	3,694
US dollars	美元	108,573	125,117
Renminbi	人民幣	3,518	6,834
		115,452	135,645

All trade receivables are either repayable within one year or on demand. During the year, the Group recognised a reversal of HK\$128,000 (2012: a provision of HK\$264,000) for impairment of its trade receivables. This reversal/provision has been included in the general and administrative expenses in the consolidated income statement.

18 應收貿易賬款及其他應收款項

(續)

應收貿易賬款之賬面值按以下貨幣結算：

		Group 本集團	
		2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元
Hong Kong dollars	港元	3,361	3,694
US dollars	美元	108,573	125,117
Renminbi	人民幣	3,518	6,834
		115,452	135,645

所有應收貿易賬款須於一年內或須按要求償還。年內，本集團就應收貿易賬款減值確認128,000港元撥回（二零一二年：撥備264,000港元）。此修訂／撥備已計入綜合收益表內一般及行政管理費用項下。

18 TRADE AND OTHER RECEIVABLES

(Continued)

The Group is not aware of any credit risk on deposits, value added tax receivables and other receivables as their counterparties are either banks or government or corporation or individual with good credit ratings. The majority of these financial assets are neither past due nor impaired and there is no history of default. The carrying amount of deposits, value added tax receivables and other receivables are denominated in the following currencies:

		Group 本集團	
		2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元
Hong Kong dollars	港元	711	6,968
Renminbi	人民幣	29,175	27,280
US dollars	美元	1,312	5,813
Euro	歐元	2,043	–
Others	其他	–	17
		33,241	40,078

The long-term loan receivable represents a loan to a third party of RMB13,000,000 (2012: RMB13,000,000) (equivalent to HK\$16,575,000 (2012: HK\$16,250,000)). Such loan bears interest at 6% per annum and is payable on 15 November 2014. The loan is secured by the pledge of a property located in the People's Republic of China ("PRC") and a 98.81% equity interest in a PRC incorporated company, which is engaged in educational consultancy services.

18 應收貿易賬款及其他應收款項

(續)

本集團並不知悉其按金、應收增值稅及其他應收款項有任何信貸風險，原因為交易對方均為銀行或政府或具有良好信貸評級之公司或個人。該等財務資產大部分均未到期或減值，且並無拖欠記錄。按金、應收增值稅及其他應收款項之賬面值按以下貨幣結算：

長期貸款應收款項為提供予第三者的貸款人民幣13,000,000元（二零一二年：人民幣13,000,000元）（相等於16,575,000港元（二零一二年：16,250,000港元））。有關貸款按每年6厘的利率計算利息，並於二零一四年十一月十五日期滿償還。貸款以質押位於中華人民共和國（「中國」）的物業及一家在中國註冊成立的公司（其業務為教育顧問服務）的98.81%股本權益作為抵押。

18 TRADE AND OTHER RECEIVABLES

(Continued)

In addition to this long-term loan receivable, the Group has also entered into an option agreement with the borrower which gives the Group the right to acquire 25% equity interests in certain British Virgin Islands (“BVI”) incorporated companies which are engaged in trading of self-developed social network systems and the provision of related services. These BVI incorporated companies are 100% beneficially owned by the borrower.

The maximum exposure to credit risk at each reporting date is the fair value of each class of receivables as mentioned above. The Group does not hold any collateral as security, except for the long-term loan receivable of approximately HK\$16,575,000 (2012: HK\$16,250,000).

19 DERIVATIVE FINANCIAL INSTRUMENTS

Forward foreign exchange contracts 遠期外匯合約

The notional principal amounts of the forward foreign exchange contracts at 31 March 2013 were US\$6,000,000 (2012: US\$5,500,000).

The Group’s forward foreign exchange contracts will expire in April 2013, May 2013 and April 2014. The maximum exposure to credit risk as at 31 March 2013 was the fair value of the derivative assets in the consolidated balance sheet.

18 應收貿易賬款及其他應收款項

(續)

除長期貸款應收款項外，本集團與借款人亦已經訂立期權協議，其給予本集團權利，可收購若干於英屬處女群島（「英屬處女群島」）註冊成立之公司之25%股權，而該等公司從事買賣自行開發的社交網絡系統及提供相關服務。該等於英屬處女群島註冊成立之公司由借款人全資實益擁有。

於各報告日期之最高信貸風險為上述各類應收款項之公平值。本集團並無持有任何抵押品作抵押，惟長期貸款應收款項約16,575,000港元（二零一二年：16,250,000港元）除外。

19 衍生金融工具

	Group 本集團			
	2013 二零一三年		2012 二零一二年	
	Assets 資產	Liabilities 負債	Assets 資產	Liabilities 負債
	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Forward foreign exchange contracts 遠期外匯合約	696	-	853	-

遠期外匯合約於二零一三年三月三十一日之名義本金額為6,000,000美元（二零一二年：5,500,000美元）。

本集團遠期外匯合約將於二零一三年四月、二零一三年五月及二零一四年四月屆滿。於二零一三年三月三十一日之最高信貸風險為於綜合資產負債表之衍生資產公平值。

20 CASH AND CASH EQUIVALENTS

20 現金及現金等價物

		Group 本集團		Company 本公司	
		2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元
Cash at bank and on hand	銀行及手頭現金	243,625	137,684	7,903	413
Short-term bank deposits	短期銀行存款	-	6,275	-	-
Cash and cash equivalents	現金及現金等價物	243,625	143,959	7,903	413

Cash and cash equivalents are denominated in the following currencies:

現金及現金等價物按以下貨幣結算：

		Group 本集團		Company 本公司	
		2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元
Hong Kong dollars	港元	17,676	16,288	454	27
US dollars	美元	129,195	96,532	7,438	370
Renminbi	人民幣	96,376	30,834	-	-
Other currencies	其他貨幣	378	305	11	16
		243,625	143,959	7,903	413

As at 31 March 2013, the effective interest rate on bank deposits was 0.9% (2012: 1.4%) per annum. The bank deposits of the Group have an average maturity of 85 days (2012: 30 days).

於二零一三年三月三十一日，銀行存款之實際利率為每年0.9%（二零一二年：1.4%）。本集團之銀行存款之平均到期日為85天（二零一二年：30天）。

The conversion of bank balances and cash of the Group denominated in Renminbi into foreign currencies is subject to the rules and regulations of foreign exchange control promulgated by the Mainland Chinese Government.

本集團以人民幣計值之銀行結餘及現金兌換為外幣之轉換，須受中國政府頒佈之外匯管制規例及規定所限制。

21 TRADE AND OTHER PAYABLES

21 應付貿易賬款及其他應付款項

		Group 本集團		Company 本公司	
		2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元
Trade payables	應付貿易賬款	121,938	159,115	-	-
Salaries and staff welfare payable	應付薪金及員工福利	9,759	11,221	-	-
Accrued expenses	應計費用	4,073	3,996	2,391	2,242
Others	其他	10,952	5,540	-	-
Trade and other payables – current portion	應付貿易賬款及 其他應付款項 – 即期部份	146,722	179,872	2,391	2,242
Other non-current payables (Note c)	其他非即期應付 款項(附註c)	17,595	-	-	-
Total trade and other payables	應付貿易賬款及其他 應付款項總額	164,317	179,872	2,391	2,242

(a) The ageing of the trade payables is as follows:

(a) 應付貿易賬款之賬齡分析如下：

		Group 本集團	
		2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元
0 to 30 days	零至三十日	114,644	144,174
31 to 60 days	三十一至六十日	1,006	7,723
61 to 90 days	六十一至九十日	608	1,159
91 to 180 days	九十一至一百八十日	559	2,619
Over 180 days	一百八十日以上	5,121	3,440
		121,938	159,115

The fair values of the Group's trade and other payables approximate their carrying values.

本集團應付貿易賬款及其他應付款項之公平值與其賬面值相若。

21 TRADE AND OTHER PAYABLES

(Continued)

(a) (Continued)

The carrying amounts of trade payables are denominated in the following currencies:

		Group 本集團	
		2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元
Hong Kong dollars	港元	15,507	19,417
US dollars	美元	93,932	121,192
Renminbi	人民幣	12,499	18,501
Other currencies	其他貨幣	-	5
		121,938	159,115

(b) The carrying amounts of other payables are denominated in the following currencies:

		Group 本集團		Company 本公司	
		2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元
Hong Kong dollars	港元	6,239	6,293	2,391	2,242
Renminbi	人民幣	33,848	14,342	-	-
US dollars	美元	2,282	122	-	-
Other currencies	其他貨幣	10	-	-	-
		42,379	20,757	2,391	2,242

(c) In connection with the disposal of 100% equity interests in UGL (Note 7), the Group had received deposits of RMB13,800,000 (equivalent to approximately HK\$17,595,000) from the purchaser.

21 應付貿易賬款及其他應付款項

(續)

(a) (續)

應付貿易賬款之賬面值按以下貨幣結算：

		Group 本集團	
		2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元
Hong Kong dollars	港元	15,507	19,417
US dollars	美元	93,932	121,192
Renminbi	人民幣	12,499	18,501
Other currencies	其他貨幣	-	5
		121,938	159,115

(b) 其他應付款項之賬面值按以下貨幣結算：

		Group 本集團		Company 本公司	
		2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元
Hong Kong dollars	港元	6,239	6,293	2,391	2,242
Renminbi	人民幣	33,848	14,342	-	-
US dollars	美元	2,282	122	-	-
Other currencies	其他貨幣	10	-	-	-
		42,379	20,757	2,391	2,242

(c) 就出售於UGL之100%股權(附註7)而言,本集團已自買方收取按金人民幣13,800,000元(相等於約17,595,000港元)。

22 BANK BORROWINGS

22 銀行借貸

		Group 本集團	
		2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元
Non-current	非流動		
Long-term bank borrowings	長期銀行借貸	102,459	31,839
Less: current portion of long-term bank borrowings	減：長期銀行借貸流動部分	(16,927)	(9,376)
		85,532	22,463
Current	流動		
Current portion of long-term bank borrowings	長期銀行借貸流動部分	16,927	9,376
Total borrowings	借貸總額	102,459	31,839

The terms of borrowings are as follows:

借貸於下列期間到期：

		Group 本集團	
		2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元
Within one year	一年內	16,927	9,376
In the second year	第二年	37,794	4,412
Between 2 and 5 years	第二年至第五年	41,091	8,453
Over 5 years	五年以上	6,647	9,598
		102,459	31,839

At 31 March 2013, the Group has aggregate banking facilities of approximately HK\$437,667,000 (2012: HK\$349,839,000) for overdrafts, loans and trade financing.

於二零一三年三月三十一日，本集團就透支、貸款及貿易融資有銀行信貸總額約437,667,000港元（二零一二年：349,839,000港元）。

Unused facilities at the same date amounted to approximately HK\$312,566,000 (2012: HK\$299,285,000). These facilities are secured by:

同日之未動用融資約312,566,000港元（二零一二年：299,285,000港元）。融資以下列項目作抵押：

- certain land and buildings (Note 6) of the Group with the carrying amount of HK\$45,590,000 (2012: HK\$46,914,000).
- corporate guarantees provided by the Company and certain of its subsidiaries.

- 本集團賬面值為45,590,000港元（二零一二年：46,914,000港元）之若干土地及樓宇（附註6）。
- 本公司及其若干附屬公司提供之公司擔保。

In addition to the above, the Group has agreed to comply with certain restrictive financial covenants imposed by certain banks.

除上述者外，本集團同意遵守若干銀行施加之若干限制財務契諾。

22 BANK BORROWINGS (Continued)

The exposure of the Group's borrowings to interest rate changes and the contractual repricing dates were as follows:

		Group 本集團	
		2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元
6 months or less	六個月或以下	3,042	4,682
7 to 12 months	七至十二個月	13,885	4,694
1 to 5 years	一至五年	78,886	12,865
Over 5 years	五年以上	6,646	9,598
		102,459	31,839

The effective interest rates at the balance sheet date were as follows:

		Group 本集團	
		2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元
Trust receipt bank loans	信託票據銀行貸款	NA不適用	1.1%
Other bank borrowings	其他銀行借貸	2.2%	1.3%

As all the bank borrowings were at floating interest rates, the carrying amounts of the borrowings approximate their fair values and all balances are denominated in Hong Kong dollars.

22 銀行借貸 (續)

本集團借貸面對之利率變動風險及合約重新定價日期如下：

		Group 本集團	
		2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元
6 months or less	六個月或以下	3,042	4,682
7 to 12 months	七至十二個月	13,885	4,694
1 to 5 years	一至五年	78,886	12,865
Over 5 years	五年以上	6,646	9,598
		102,459	31,839

於結算日之實際利率如下：

		Group 本集團	
		2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元
Trust receipt bank loans	信託票據銀行貸款	NA不適用	1.1%
Other bank borrowings	其他銀行借貸	2.2%	1.3%

由於全部銀行借貸按浮息計息，借貸賬面值與其公平值相若，而全部結餘均按港元列值。

23 DEFERRED INCOME TAX

Deferred income tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when the deferred income taxes relate to the same fiscal authority. The offset amounts are as follows:

23 遞延所得稅

遞延所得稅資產及負債於具有可依法執行以當期稅項資產抵銷當期稅項負債之權利且遞延所得稅與同一財務機構有關之情況下抵銷。抵銷金額如下：

		Group 本集團	
		2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元
Deferred income tax assets:	遞延所得稅資產：		
– Deferred income tax asset to be recovered after more than 12 months	– 逾十二個月後收回之遞延所得稅資產	(3,524)	(3,665)
Deferred income tax liabilities:	遞延所得稅負債：		
– Deferred income tax liabilities to be settled after more than 12 months	– 逾十二個月後償還之遞延所得稅負債	5,759	2,807

The movement in the net deferred income tax liabilities/ (assets) account is as follows:

有關遞延所得稅負債／(資產)淨額之變動如下：

		Group 本集團	
		2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元
At 1 April	於四月一日	(858)	387
Deferred income tax liability recognised from acquisition of remaining equity interests in the jointly-controlled entity (Note 41)	就收購共同控制實體餘下股權而確認之遞延所得稅負債(附註41)	4,252	–
Credited to consolidated income statement (Note 32)	於綜合收益表計入(附註32)	(1,159)	(1,245)
At 31 March	於三月三十一日	2,235	(858)

23 DEFERRED INCOME TAX (Continued)

The movement in deferred income tax assets and liabilities during the year, without taking into consideration the offsetting of balances within the same tax jurisdiction, is as follows:

23 遞延所得稅 (續)

遞延所得稅資產及負債於年內之變動(未計及於同一稅務司法權區抵銷之結餘)如下:

		Intangible assets 無形資產		Accelerated tax depreciation 加速稅項折舊		Total 合計	
		2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元
Deferred income tax liabilities	遞延所得稅負債						
At 1 April	於四月一日	-	-	2,832	2,398	2,832	2,398
Deferred income tax liability recognised from the acquisition of remaining equity interests in the jointly-controlled entity (Note 41)	就收購共同控制實體之餘下股權而確認之遞延所得稅負債(附註41)	4,252	-	-	-	4,252	-
(Credited)/charged to consolidated income statement	於綜合收益表(計入)/扣除	(780)	-	(572)	434	(1,352)	434
At 31 March	於三月三十一日	3,472	-	2,260	2,832	5,732	2,832
		Decelerated tax depreciation 減速稅項折舊		Tax loss 稅項虧損		Total 合計	
		2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元
Deferred income tax assets	遞延所得稅資產						
At 1 April	於四月一日	(184)	(224)	(3,506)	(1,787)	(3,690)	(2,011)
Charged/(credited) to consolidated income statement	於綜合收益表扣除/(計入)	(771)	40	964	(1,719)	193	(1,679)
At 31 March	於三月三十一日	(955)	(184)	(2,542)	(3,506)	(3,497)	(3,690)

23 DEFERRED INCOME TAX (Continued)

As at 31 March 2013, the Group has unrecognised tax losses of HK\$214,000 (2012: HK\$363,000) for Hong Kong profits tax purposes, which have no expiry, and unrecognised tax losses of HK\$5,411,000 (2012: HK\$4,040,000) for the Mainland Chinese corporate income tax which will expire during year 2012 to year 2016. No deferred tax assets have been recognised for these tax losses as the directors consider that it is not probable that the temporary difference will be reversed in the foreseeable future.

23 遞延所得稅 (續)

於二零一三年三月三十一日，就香港利得稅而言（而其為無屆滿期），本集團有未經確認稅項虧損214,000港元（二零一二年：363,000港元），就中國大陸企業所得稅而言，未經確認稅項虧損為5,411,000港元（二零一二年：4,040,000港元），並將於二零一二年年度至二零一六年年度到期。由於董事認為暫時差額有可能不會於可見將來撥回，故概無就該等稅項虧損確認遞延稅項資產。

24 SHARE CAPITAL

24 股本

		Number of shares 股份數目 '000 千股	Nominal value 股份面值 HK\$'000 千港元
Authorised – ordinary shares of HK\$0.1 each	法定 – 每股面值0.1港元之普通股	2,000,000	200,000
Issued and fully paid – ordinary shares of HK\$0.1 each	已發行及繳足 – 每股面值0.1港元之普通股		
At 1 April 2011	於二零一一年四月一日	271,744	27,174
Issue of shares upon exercise of share options (Note)	於購股權獲行使時發行股份 (附註)	550	55
At 31 March 2012 and at 31 March 2013	於二零一二年三月三十一日及二零一三年三月三十一日	272,294	27,229

Note:

During the year ended 31 March 2012, 550,000 ordinary shares of HK\$0.1 each were issued upon the exercise of share options (Note 25).

附註：

截至二零一二年三月三十一日止年度，已於購股權獲行使時發行550,000股每股面值0.1港元之普通股（附註25）。

25 SHARE OPTIONS

The Company adopted a share option scheme (the “Share Option Scheme”) on 6 August 2012. Pursuant to the Share Option Scheme, the Company may grant share options to certain grantees (including directors and employees) of the Group to subscribe for shares of the Company. The maximum number of Shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under this Share Option Scheme and any other share option schemes adopted by the Group shall not exceed 30 per cent of the share capital of the Company in issue from time to time. The subscription price will be determined by the directors, and will not be less than the highest of the nominal value of the shares, the closing price of the shares quoted on the Stock Exchange on the trading day of granting the options and the average of the closing prices of the shares quoted on the Stock Exchange for the five trading days immediately preceding the date of granting the options.

Movements in the number of share options outstanding during the year are as follows:

25 購股權

本公司於二零一二年八月六日採納購股權計劃（「購股權計劃」）。根據購股權計劃，本公司可向本集團若干承授人（包括董事及僱員）批授購股權以認購本公司股份。根據購股權計劃及本集團採納之任何其他購股權計劃授出及尚未行使其所有發行在外購股權獲行使時可能發行之最高股份數目，不得超過本公司不時已發行股本30%。認購價將由董事釐定，金額不少於股份面值、批授購股權之交易日當日股份在聯交所所報收市價及緊接購股權批授日期前五個交易日股份在聯交所所報平均收市價（以最高者為準）。

年內尚未行使購股權數目之變動如下：

		2013 二零一三年		2012 二零一二年	
		Average exercise price in HK\$ per share 每股之平均 港元行使價	Number of options 購股權數目 '000 千份	Average exercise price in HK\$ per share 每股之平均 港元行使價	Number of options 購股權數目 '000 千份
At 1 April	於四月一日	1.323	1,587	1.008	1,705
Granted during the year	年內已授出		–	1.750	432
Exercised	已行使		–	0.682	(550)
Lapsed	已失效	1.145	(55)		–
Lapsed	已失效	1.750	(46)		–
At 31 March	於三月三十一日		1,486		1,587

25 SHARE OPTIONS (Continued)

As at 31 March 2013 and 31 March 2012, all the outstanding options were fully vested and exercisable, except 990,000 (2012: 1,045,000) options granted on 3 June 2010 and 386,000 (2012: 432,000) options granted on 21 October 2011, which have vesting periods of 3.58 years and 3 years respectively, and are only exercisable on 31 December 2013 and 21 October 2014 respectively.

Share options outstanding at the end of the year have the following expiry dates and exercise prices:

Expiry date 到期日	Exercise price 行使價 HK\$ 港元	Number of options 購股權數目		Vested percentages 歸屬百分比	
		2013 二零一三年 '000 千份	2012 二零一二年 '000 千份	2013 二零一三年	2012 二零一二年
Employees	僱員				
28 April 2015	二零一五年四月二十八日	110	110	100%	100%
2 June 2015	二零一五年六月二日	990	1,045	79%	47%
21 October 2016	二零一六年十月二十一日	386	432	47%	14%
		1,486	1,587		

25 購股權 (續)

於二零一三年三月三十一日及二零一二年三月三十一日，所有尚未行使之購股權已悉數歸屬並可行使，惟於二零一零年六月三日授出之990,000（二零一二年：1,045,000）份購股權之歸屬期為3.58年，於二零一三年十二月三十一日方可行使，而於二零一一年十月二十一日授出之386,000（二零一二年：432,000）份購股權之歸屬期為3年，於二零一四年十月二十一日方可行使。

於年終未行使購股權之到期日及其行使價如下：

Notes to the Financial Statements
財務報表附註

For the year ended 31 March 2013 截至二零一三年三月三十一日止年度

26 RESERVES

26 儲備

		Share premium	Capital reserve (Note (a))	Share- based compen- sation reserve	Group 本集團 Available- for-sale financial asset reserve	Exchange reserve	Retained earnings	Total
		股份溢價	資本儲備 (附註(a))	以股份支付 酬金儲備	可供出售 財務資產 儲備	匯兌儲備	保留盈利	合計
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
At 1 April 2011	於二零一一年四月一日	63,387	10,591	195	275	36,316	264,020	374,784
Exchange difference arising on translation of foreign subsidiaries	換算海外附屬公司所產生匯兌差額	-	-	-	-	4,995	-	4,995
Fair value loss on an available-for-sale financial asset	可供出售財務資產之公平值虧損	-	-	-	(275)	-	-	(275)
Exchange reserve released upon disposal of a foreign subsidiary	於出售海外附屬公司時撥出之匯兌儲備	-	-	-	-	(430)	-	(430)
Employee share option scheme:	僱員購股權計劃:							
Value of employee services	僱員服務之價值	-	-	125	-	-	-	125
Proceeds from shares issued upon exercise of options	行使購股權時發行股份之所得款項	320	-	-	-	-	-	320
Transfer of reserve upon exercise of options	行使購股權時轉撥儲備	71	-	(71)	-	-	-	-
Profit for the year	年內溢利	-	-	-	-	-	93,252	93,252
Dividends paid	已派股息	-	-	-	-	-	(62,628)	(62,628)
At 31 March 2012	於二零一二年三月三十一日	63,778	10,591	249	-	40,881	294,644	410,143
Representing:	相當於:							
Proposed dividend	擬派股息						27,229	
Others	其他						267,415	
							<u>294,644</u>	

26 RESERVES (Continued)

26 儲備 (續)

		Share premium	Capital reserve (Note (a))	Share- based compen- sation reserve	Group 本集團 Available- for-sale financial asset reserve	Exchange reserve	Retained earnings	Total
		股份溢價	資本儲備 (附註(a))	以股份支付 酬金儲備	可供出售 財務資產 儲備	匯兌儲備	保留盈利	合計
		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
At 1 April 2012	於二零一二年四月一日	63,778	10,591	249	-	40,881	294,644	410,143
Exchange difference arising on translation of foreign subsidiaries	換算海外附屬公司所產生 匯兌差額	-	-	-	-	2,527	-	2,527
Fair value gain on an available- for-sale financial asset	可供出售財務資產之 公平值收益	-	-	-	1,644	-	-	1,644
Employee share option scheme: Value of employee services	僱員購股權計劃: 僱員服務之價值	-	-	164	-	-	-	164
Profit for the year	年內溢利	-	-	-	-	-	77,841	77,841
Dividends paid	已派股息	-	-	-	-	-	(46,290)	(46,290)
At 31 March 2013	於二零一三年三月 三十一日	63,778	10,591	413	1,644	43,408	326,195	446,029
Representing:	相當於:							
Proposed dividend	擬派股息						19,061	
Others	其他						307,134	
							<u>326,195</u>	

Note:

- (a) The capital reserve of the Group includes the difference between the nominal value of the ordinary shares issued by the Company and the aggregate amount of the share capital and share premium of subsidiaries acquired through an exchange of shares pursuant to the Group's reorganisation in September 2002.

附註:

- (a) 本集團資本儲備包括於二零零二年九月根據本集團重組透過股份交換本公司所發行普通股面值與所收購附屬公司之股本及股份溢價總額間之差額。

26 RESERVES (Continued)

26 儲備 (續)

		Share premium 股份溢價 HK\$'000 千港元	Contributed surplus (note (b)) 繳入盈餘 (附註(b)) HK\$'000 千港元	Company 本公司 Share- based compen- sation reserve 以股份支付 酬金儲備 HK\$'000 千港元	Retained earnings 保留盈利 HK\$'000 千港元	Total 合計 HK\$'000 千港元
At 1 April 2011	於二零一一年四月一日	63,387	64,872	195	48,895	177,349
Employee share option scheme:	僱員購股權計劃:					
Value of employee services	僱員服務之價值	-	-	125	-	125
Proceeds from shares issued upon exercise of options	行使購股權時發行 股份之所得款項	320	-	-	-	320
Transfer of reserve upon exercise of options	行使購股權時轉撥 儲備	71	-	(71)	-	-
Profit for the year	年內溢利	-	-	-	59,949	59,949
Dividends paid	已派股息	-	-	-	(62,628)	(62,628)
At 31 March 2012	於二零一二年 三月三十一日	63,778	64,872	249	46,216	175,115
Representing:	相當於:					
Proposed dividend	擬派股息				27,229	
Others	其他				18,987	
					<u>46,216</u>	

26 RESERVES (Continued)

26 儲備 (續)

		Share premium	Contributed surplus (note (b))	Company Share-based compensation reserve	Retained earnings	Total
		股份溢價	繳入盈餘 (附註(b))	以股份支付酬金儲備	保留盈利	合計
		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 1 April 2012	於二零一二年四月一日	63,778	64,872	249	46,216	175,115
Employee share option scheme:	僱員購股權計劃:					
Value of employee services	僱員服務之價值	-	-	164	-	164
Profit for the year	年內溢利	-	-	-	29,918	29,918
Dividends paid	已派股息	-	-	-	(46,290)	(46,290)
At 31 March 2013	於二零一三年三月三十一日	63,778	64,872	413	29,844	158,907

Representing:	相當於:					
Proposed dividend	擬派股息				19,061	
Others	其他				10,783	
					<u>29,844</u>	

Note:

- (b) Contributed surplus represents the difference between the nominal amount of shares issued and the book value of the underlying net assets of subsidiaries acquired in return.

Under the Companies Act 1981 of Bermuda, contributed surplus is distributable to shareholders, subject to the condition that the Company cannot declare or pay a dividend, or make a distribution out of contributed surplus if (i) it is, or would after the payment be, unable to pay its liabilities as they become due, or (ii) the realisable value of its assets would thereby be less than the aggregate of its liabilities and its issued share capital and share premium.

附註:

- (b) 繳入盈餘指作為交換所發行股份之面值與所收購附屬公司相關淨資產賬面值之差額。

根據百慕達一九八一年公司法，繳入盈餘可分派予股東，惟須受以下條件所限，即倘自繳入盈餘宣派或派付股息或作出分派，而(i)本公司目前或於作出分派後無法償還其到期負債；或(ii)其資產之可變現值低於其負債、其已發行股本及股份溢價之總和，則不得作出有關分派。

27 REVENUE

The Group is principally engaged in the research and development, manufacture and sales of electronic products, moulds and plastic products. Revenues recognised during the year are as follows:

		2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元
Sales of goods	貨物銷售額		
– electronic products	– 電子產品	1,075,368	1,193,273
– moulds and plastic products	– 模具及塑膠產品	32,120	48,724
		1,107,488	1,241,997

27 收益

本集團主要從事電子產品、模具及塑膠產品研究及開發、製造與銷售業務。年內確認之收益如下：

28 OTHER INCOME

		2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元
Scrap sales	廢料銷售	692	1,381
Others	其他	–	205
		692	1,586

28 其他收入

29 OTHER GAINS, NET

29 其他收益，淨額

		2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元
Fair value gain/(loss) on financial assets at fair value through profit or loss	按公平值記入損益之財務資產之公平值收益／(虧損)	686	(718)
Impairment loss on an available-for-sale financial asset (Note 13)	可供出售財務資產減值虧損(附註13)	-	(1,196)
Net foreign currency exchange gain	匯兌收益淨額	5,281	3,350
Fair value (loss)/gain on derivative financial instruments	衍生金融工具之公平值(虧損)／收益	(157)	355
Net realised gain on derivative financial instruments	衍生金融工具之變現收益淨額	2,825	2,243
Gain on remeasurement of previously held equity interest in a jointly controlled entity (Note 41)	重新計量於一間共同控制實體先前持有之股權之收益(附註41)	8,908	-
Others	其他	52	-
		17,595	4,034

30 EXPENSES BY NATURE

Expenses included in cost of sales, distribution and selling expenses and general and administrative expenses are analysed as follows:

30 按性質劃分之開支

計入銷售成本、分銷及銷售費用以及一般及行政管理費用之開支分析如下：

		2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元
Cost of inventories	存貨成本	822,686	949,617
Depreciation of property, plant and equipment	物業、廠房及設備折舊		
– owned assets	– 自置資產	14,917	13,753
Amortisation of land use rights	土地使用權攤銷	988	137
Amortisation of intangible asset	無形資產攤銷	4,724	–
(Gain)/loss on disposals of property, plant and equipment	出售物業、廠房及設備之(收益)/虧損	(16)	4
Operating lease rental of premises	樓宇之經營租約租金	5,748	5,407
Employee benefit expense (including directors' emoluments) (Note 36)	員工福利開支(包括董事酬金)(附註36)	133,578	127,350
(Reversal of)/provision for impairment of trade receivables	應收貿易賬款減值(撥回)/撥備	(128)	264
Auditor's remuneration	核數師酬金	2,455	2,116
Other expenses	其他開支	59,017	49,007
Total cost of sales, distribution and selling expenses and general and administrative expenses	銷售成本、分銷及銷售費用以及一般及行政管理費用總額	1,043,969	1,147,655

31 FINANCE INCOME AND FINANCE COSTS

31 融資收入及融資成本

		2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元
Interest income from:	來自下列各方之利息收入：		
– bank deposits	– 銀行存款	1,681	2,171
– bonds investments	– 債券投資	1,029	1,053
– others	– 其他	1,591	–
Finance income	融資收入	4,301	3,224
Interest expense on:	以下支出項目之利息：		
– bank borrowings wholly repayable within five years	– 須於五年內悉數償還之銀行借貸	(2,425)	(1,343)
Finance income – net	融資收入－淨額	1,876	1,881

32 INCOME TAX EXPENSE

32 所得稅開支

(A) BERMUDA AND BRITISH VIRGIN ISLANDS INCOME TAX

The Company is exempted from taxation in Bermuda until 2016. The Company's subsidiaries in the British Virgin Islands are incorporated under the International Business Acts of the British Virgin Islands and, accordingly, are exempted from the British Virgin Islands income taxes.

(B) HONG KONG PROFITS TAX

Hong Kong profits tax has been provided at the rate of 16.5% (2012: 16.5%) on the estimated assessable profits for the year.

(A) 百慕達及英屬處女群島所得稅

本公司截至二零一六年前免繳百慕達稅項。本公司於英屬處女群島之附屬公司乃根據英屬處女群島國際商業法註冊成立，因此免繳英屬處女群島所得稅。

(B) 香港利得稅

香港利得稅以稅率16.5%（二零一二年：16.5%）就本年度估計應課稅溢利撥備。

32 INCOME TAX EXPENSE (Continued)

(C) MAINLAND CHINESE CORPORATE INCOME TAX

Suga Electronics (Shenzhen) Co., Ltd. (“SESL”), Suga Networks Equipment (Shenzhen) Co., Ltd. (“SNESSL”), Pets & Supplies (Shenzhen) Co., Ltd (“PSSL”) and Nodic-Matsumoto Tooling and Plastic Injection (Huizhou) Co., Ltd. (“Nodic”) are subsidiaries established in Mainland China. All the Group’s subsidiaries in Mainland China are subject to corporate income tax at 25% effective from 1 January 2008.

(D) MACAO TAXATION

P&S Macao Commercial Offshore Limited is a subsidiary established in Macao and is exempted from Macao Complementary Tax.

The amount of income tax charged to the consolidated income statement represents:

32 所得稅開支 (續)

(C) 中國企業所得稅

信佳電子(深圳)有限公司(「信佳電子」)、信佳網絡器材(深圳)有限公司(「信佳網絡器材」)、柏信實業(深圳)有限公司(「柏信實業」)、腦力一松本模具注塑(惠州)有限公司(「腦力」)乃於中國大陸成立之附屬公司。本集團於中國大陸之所有附屬公司自二零零八年一月一日起須按25%之稅率繳納企業所得稅。

(D) 澳門稅項

柏信澳門離岸商業服務有限公司為於澳門成立之附屬公司，免繳澳門所得補充稅。

自綜合收益表扣除之所得稅如下：

		2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元
Current income tax:	當期所得稅：		
– Hong Kong profits tax	– 香港利得稅	7,272	10,424
– Income tax outside Hong Kong	– 香港境外所得稅	2,613	3,274
– Over-provision in prior years	– 過往年度超額撥備	(3,362)	(3,696)
Deferred income tax (Note 23)	遞延所得稅(附註23)	(1,159)	(1,245)
		5,364	8,757

32 INCOME TAX EXPENSE (Continued)

The income tax on the Group's profit before income tax differs from the theoretical amount that would arise using the taxation rate in Hong Kong as follows:

32 所得稅開支 (續)

本集團除所得稅前溢利之所得稅與以香港本地稅率計算之理論金額有所不同，詳情如下：

		2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元
Profit before income tax	除所得稅前溢利	82,817	101,843
Calculated at a taxation rate of 16.5% (2012: 16.5%)	按16.5% (二零一二年：16.5%) 稅率計算	13,665	16,804
Effect of different income tax rates on income arising outside Hong Kong	香港境外所產生收入採用不同所得稅率之影響	(209)	766
Tax loss not recognised	未確認稅項虧損	1,069	508
Expenses not deductible for income tax purpose	不可扣所得稅之開支	2,200	657
Income not subject to income tax	毋須繳納所得稅之收入	(7,974)	(2,538)
Over-provision in prior years	過往年度超額撥備	(3,362)	(3,696)
Recognition of tax loss	確認稅務虧損	-	(2,057)
Utilisation of previously unrecognised tax losses	動用過往未確認稅項虧損	(25)	(1,687)
Income tax expense	所得稅支出	5,364	8,757

There is no tax charge relating to components of other comprehensive income.

概無稅項支出與其他全面收入項目有關。

33 PROFIT ATTRIBUTABLE TO THE OWNERS OF THE COMPANY

The profit attributable to the owners of the Company is dealt with in the financial statements of the Company to the extent of a profit of approximately HK\$29,918,000 (2012: HK\$59,949,000).

33 本公司擁有人應佔溢利

本公司擁有人應佔溢利當中約29,918,000港元(二零一二年: 59,949,000港元)已計入本公司財務報表。

34 EARNINGS PER SHARE

(A) BASIC

Basic earnings per share is calculated by dividing the profit attributable to owners of the Company by the weighted average number of ordinary shares in issue during the year.

34 每股盈利

(A) 基本

每股基本盈利乃按本公司擁有人應佔溢利除以年內已發行普通股之加權平均股數計算。

		2013 二零一三年	2012 二零一二年
Profit attributable to owners of the Company (HK\$'000)	本公司擁有人應佔溢利(千港元)	77,841	93,252
Weighted average number of ordinary shares in issue ('000)	已發行普通股加權平均股數(千股)	272,294	272,164
Basic earnings per share (HK cents)	每股基本盈利(港仙)	28.59	34.26

(B) DILUTED

Diluted earnings per share is calculated by adjusting the weighted average number of ordinary shares outstanding assuming conversion of all dilutive potential ordinary shares. The Company has one category of dilutive potential ordinary shares which is the share options granted to employees. For the share options, a calculation is done to determine the number of shares that could have been acquired at fair value (determined as the average market price of the Company's shares) based on the monetary value of the subscription rights attached to outstanding share options. The number of shares calculated as above is compared with the number of shares that would have been issued assuming the exercise of the share options.

(B) 攤薄

每股攤薄盈利乃於假設所有潛在攤薄普通股已轉換的情況下調整發行在外普通股加權平均股數而計算。本公司有一類潛在攤薄普通股，即向僱員授出之購股權。就購股權而言，有關計算乃按所有附於未行使購股權之認購權之金錢價值來計算，釐定可按公平值(以本公司股份平均市價計算)購入之股份數目。以上述方法計算之股份數目將與假設購股權獲行使而已經發行的股份數目比較。

34 EARNINGS PER SHARE (Continued)

(B) DILUTED (Continued)

		2013 二零一三年	2012 二零一二年
Profit attributable to owners of the Company (HK\$'000)	本公司擁有人應佔溢利(千港元)	77,841	93,252
Weighted average number of ordinary shares in issue ('000)	已發行普通股加權平均股數(千股)	272,294	272,164
Adjustments for share options ('000)	購股權調整(千份)	430	642
Weighted average number of ordinary shares for diluted earnings per share ('000)	每股攤薄盈利之普通股加權平均股數(千股)	272,724	272,806
Diluted earnings per share (HK cents)	每股攤薄盈利(港仙)	28.54	34.18

34 每股盈利(續)

(B) 攤薄(續)

35 DIVIDENDS

		2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元
Interim dividend, paid, of HK7.0 cents (2012: HK7.0 cents) per ordinary share	已派中期股息每股普通股7.0港仙(二零一二年: 7.0港仙)	19,061	19,061
Final dividend, proposed, of HK7.0 cents (2012: HK10.0 cents) per ordinary share	擬派末期股息每股普通股7.0港仙(二零一二年: 10.0港仙)	19,061	27,229
		38,122	46,290

35 股息

At a meeting held on 25 June 2013, the directors proposed the payment of a final dividend of HK7.0 cents per share for the year ended 31 March 2013. Such dividends are to be approved by the shareholders at the Annual General Meeting on 8 August 2013. These proposed dividends are not reflected as a dividend payable in the financial statements, but will be reflected as an appropriation of distributable reserves in the year ending 31 March 2014.

於二零一三年六月二十五日舉行之會議上，董事建議就截至二零一三年三月三十一日止年度派付末期股息每股7.0港仙。有關股息將於二零一三年八月八日之股東週年大會上經股東批准。擬派股息並未於財務報表反映為應派股息，惟將反映為截至二零一四年三月三十一日止年度之可供分派儲備分派。

36 EMPLOYEE BENEFIT EXPENSE (INCLUDING DIRECTORS' EMOLUMENTS)

36 員工福利開支(包括董事酬金)

		2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元
Wages and salaries	工資及薪金	120,931	114,657
Bonus	花紅	2,516	3,903
Staff welfare	員工福利	5,931	5,041
Share-based compensation expenses	股份付款報酬開支	164	125
Unutilised annual leave	未提取年假	35	197
Pension costs – defined contribution plans	退休金成本—定額供款計劃	4,001	3,427
		133,578	127,350

(A) DIRECTORS' EMOLUMENTS AND SENIOR MANAGEMENT EMOLUMENTS

The emoluments of every director for the year ended 31 March 2013 is set out below:

(A) 董事酬金及高級管理人員薪酬

截至二零一三年三月三十一日止年度各名董事之酬金載列如下：

		Fees 袍金	Salaries and other benefits 薪金及 其他福利	Retirement benefits scheme contributions 退休福利 計劃供款	Share-based compensation 股份付款 報酬	Total emoluments 酬金合計
Executive director:	執行董事：					
Dr. Ng Chi Ho (<i>Chairman and Chief Executive Officer</i>)	吳自豪博士(主席及 行政總裁)	-	3,300	330	-	3,630
Mr. Ma Fung On	馬逢安先生	-	1,452	73	-	1,525
Non-executive director:	非執行董事：					
Mr. Lee Kam Hung	李錦雄先生	180	-	-	-	180
Independent non-executive director:	獨立非執行董事：					
Professor Wong Sook Leung, Joshua	黃肅亮教授	240	-	-	-	240
Mr. Leung Yu Ming, Steven	梁宇銘先生	180	-	-	-	180
Mr. Chan Kit Wang	陳杰宏先生	180	-	-	-	180

36 EMPLOYEE BENEFIT EXPENSE (INCLUDING DIRECTORS' EMOLUMENTS) (Continued)

(A) DIRECTORS' EMOLUMENTS AND SENIOR MANAGEMENT EMOLUMENTS (Continued)

The emoluments of every director for the year ended 31 March 2012 is set out below:

	Fees	Salaries and other benefits	Retirement benefits scheme contributions	Share-based compensation	Total emoluments
	袍金	薪金及其他福利	退休福利計劃供款	股份付款報酬	酬金合計
Executive director: 執行董事:					
Dr. Ng Chi Ho (Chairman and Chief Executive Officer) 吳自豪博士(主席及行政總裁)	-	3,175	318	-	3,493
Mr. Ma Fung On 馬逢安先生	-	1,397	70	-	1,467
Non-executive director: 非執行董事:					
Mr. Lee Kam Hung 李錦雄先生	180	-	-	-	180
Independent non-executive director: 獨立非執行董事:					
Professor Wong Sook Leung, Joshua 黃肅亮教授	240	-	-	-	240
Mr. Leung Yu Ming, Steven 梁宇銘先生	180	-	-	-	180
Mr. Chan Kit Wang 陳杰宏先生	180	-	-	-	180

(B) FIVE HIGHEST PAID INDIVIDUALS

The five individuals whose emoluments were the highest in the Group for the year included two (2012: two) directors whose emoluments are reflected in the analysis presented above. The emoluments payable to the remaining three (2012: three) individuals during the year are as follows:

	2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元
Basic salaries, allowances and other benefits in kind 基本薪金、津貼及其他實物福利	4,650	4,775
Contribution to retirement scheme 退休計劃供款	165	157
	4,815	4,932

36 員工福利開支(包括董事酬金) (續)

(A) 董事酬金及高級管理人員薪酬 (續)

截至二零一二年三月三十一日止年度各名董事之酬金載列如下:

(B) 五名最高薪酬人士

於本年度，本集團五名最高薪酬人士包括兩名(二零一二年:兩名)董事，彼等之酬金已於上述分析中反映。年內應付其餘三名(二零一二年:三名)人士之酬金如下:

36 EMPLOYEE BENEFIT EXPENSE (INCLUDING DIRECTORS' EMOLUMENTS) (Continued)

(B) FIVE HIGHEST PAID INDIVIDUALS (Continued)

The emoluments fell within the following bands:

Emolument bands	酬金範圍	Number of individuals 人數	
		2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元
HK\$1,000,001 – HK\$1,500,000	1,000,001港元至 1,500,000港元	2	2
HK\$2,000,001 – HK\$2,500,000	2,000,001港元至 2,500,000港元	1	1
		3	3

No emoluments were paid to the directors or the five highest paid individuals as an inducement to join or upon joining the Group, or as compensation for loss of office during the year. No directors or the five highest paid individuals waived or agreed to waive any emoluments during the year.

36 員工福利開支（包括董事酬金） (續)

(B) 五名最高薪酬人士（續）

酬金介乎以下範圍：

本公司於年內概無向董事或五名最高薪酬人士支付酬金，作為吸引其加盟或於其加盟本集團時之獎勵或離職補償。年內，概無董事或五名最高薪酬人士放棄或同意放棄任何酬金。

37 CASH GENERATED FROM OPERATIONS

37 經營業務產生之現金

Reconciliation of profit for the year to cash generated from operations as follows:

年內溢利與經營業務所產生現金對賬如下：

		2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元
Profit for the year	年內溢利	77,453	93,086
Adjustments for:	調整：		
– Income tax expense	– 所得稅開支	5,364	8,757
– Finance income	– 融資收入	(4,301)	(3,224)
– Finance cost	– 融資成本	2,425	1,343
– Depreciation of property, plant and equipment	– 物業、廠房及設備折舊	14,917	13,753
– Amortisation of land use rights	– 土地使用權攤銷	988	137
– Amortisation of intangible asset	– 無形資產攤銷	4,724	–
– (Gain)/loss on disposals of property, plant and equipment	– 出售物業、廠房及設備之(收益)/虧損	(16)	4
– Share based compensation expenses	– 股份付款報酬開支	164	125
– Fair value loss/(gain) on derivative financial instruments	– 衍生金融工具之公平值虧損/(收益)	157	(355)
– Fair value (gain)/loss on financial assets at fair value through profit or loss	– 按公平值記入損益之財務資產之公平值(收益)/虧損	(686)	718
– Impairment loss of available-for-sale financial assets	– 可供出售財務資產減值虧損	–	1,196
– Share of loss of an associate	– 分佔一間聯營公司虧損	865	–
– Gain on remeasurement of previously held equity interest in the jointly controlled entity	– 重新計量於一間共同控制實體先前持有之股權之收益	(8,908)	–
		93,146	115,540
Changes in working capital:	營運資金變動：		
– Inventories	– 存貨	27,978	(5,168)
– Trade and other receivables	– 應收貿易賬款及其他應收款項	56,912	(12,014)
– Amount due from a jointly controlled entity	– 應收一間共同控制實體款項	30,083	(3,971)
– Trade and other payables	– 應付貿易賬款及其他應付款項	(86,729)	10,249
Cash generated from operations	經營業務產生之現金	121,390	104,636

37 CASH GENERATED FROM OPERATIONS (Continued)

Proceeds from disposal of property, plant and equipment comprise:

		2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元
Net book value (Note 6)	賬面淨值 (附註6)	8	4
Gain/(loss) on disposals of property, plant and equipment	出售物業、廠房及設備之收益/(虧損)	16	(4)
Proceeds from disposal of property, plant and equipment	出售物業、廠房及設備之所得款項	24	—

37 經營業務產生之現金 (續)

出售物業、廠房及設備之所得款項包括：

38 FINANCIAL GUARANTEE

As at 31 March 2013, the Company had provided guarantees in respect of banking facilities of its subsidiaries amounting to approximately HK\$437,667,000 (2012: HK\$349,839,000). The facilities utilised by the subsidiaries as at 31 March 2013 amounted to HK\$125,101,000 (2012: HK\$50,554,000).

38 財務擔保

於二零一三年三月三十一日，本公司就其附屬公司之銀行信貸提供合共約437,667,000港元(二零一二年：349,839,000港元)之擔保。於二零一三年三月三十一日，該等附屬公司已動用信貸額為125,101,000港元(二零一二年：50,554,000港元)。

39 COMMITMENTS

(I) OPERATING LEASE COMMITMENTS

At 31 March 2013, the Group had future aggregate minimum lease payments in respect of rented premises under non-cancellable operating leases as follows:

		Group 本集團	
		2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元
Not later than one year	一年內	5,430	2,261
Later than one year and not later than five years	一年後但五年內	4,522	97
		9,952	2,358

(II) CAPITAL COMMITMENTS

At 31 March 2013, the Group had the following capital commitments:

		Group 本集團	
		2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元
Contracted but not provided for:	已訂約但未撥備：		
– Property, plant and equipment	– 物業、廠房及設備	92,517	–
		92,517	–

39 承擔

(I) 經營租約承擔

於二零一三年三月三十一日，本集團就租賃物業根據不可撤銷經營租約未來應付之最低租金總額如下：

(II) 資本承擔

於二零一三年三月三十一日，本集團有下列資本承擔：

40 EMPLOYEE RETIREMENT BENEFITS

The Group has arranged for its Hong Kong employees to join the Mandatory Provident Fund Scheme (the "MPF Scheme"). The MPF Scheme is a defined contribution scheme managed by an independent trustee. Under the MPF Scheme, each of the Group and its employees makes monthly contributions to the scheme at 5% to 10% of the employees' earnings as defined under the Mandatory Provident Fund legislation. The Group has no further payment obligations once the contributions have been paid.

As stipulated by rules and regulations in Mainland China, the Group contributes to state-sponsored retirement plans for its employees in Mainland China. The Group contributes approximately 7% to 12% of the basic salaries of its employees, and has no further obligations for the actual payment of pensions or post-retirement benefits beyond the annual contributions. The state-sponsored retirement plans are responsible for the entire pension obligations payable to retired employees.

As stipulated by rules and regulations in Macao, the Group has arranged its Macao employees to join the government provident fund scheme (the "Macao Scheme"). The Group and its employees makes monthly contributions of MOP30 and MOP15, respectively, per month to each employee to the Macao Scheme, and had no further obligations for the actual payment of pensions or post-retirement benefits beyond the monthly contributions.

For the year ended 31 March 2013, the aggregate amount of the Group's contributions to the aforementioned pension schemes were approximately HK\$4,001,000 (2012: HK\$3,427,000).

40 僱員退休福利

本集團已為其香港僱員安排參與強制性公積金計劃（「強積金計劃」）。強積金計劃乃定額供款計劃，由獨立信託人管理。根據強積金計劃，本集團與其僱員分別依照強制性公積金法例每月向該計劃供款，金額為僱員收入之5%至10%。一經支付供款，本集團即概無進一步付款責任。

本集團按照中國大陸規則及法例之規定，為其在中國大陸之僱員向國家資助退休計劃供款。本集團按其僱員基本工資約7%至12%供款，除年度供款外，並無實際支付退休金或退休後福利之其他責任。國家資助退休計劃負責向退休僱員支付應付之全部退休金。

按照澳門之規則及規例，本集團已安排其澳門僱員參加政府公積金計劃（「澳門計劃」）。本集團及其僱員每月就每名僱員分別向澳門計劃供款30澳門幣及15澳門幣，除每月供款外，並無實際支付退休金或退休後福利之其他責任。

截至二零一三年三月三十一日止年度，本集團向上述退休金計劃作出之供款總額約為4,001,000港元（二零一二年：3,427,000港元）。

41 ACQUISITION OF SUGA TECHNOLOGY LIMITED

In May 2012, the Group entered into a business combination to acquire the remaining 50% equity interest in Suga Technology Limited, a then jointly controlled entity, from the other shareholder of Suga Technology Limited. The consideration was satisfied by US\$2,000,000 (equivalent to HK\$15,500,000) in cash. A contingent consideration, subject to a maximum of US\$500,000, was also agreed should certain performance results achieved by Suga Technology Limited during the 30-month period from the acquisition date. Upon acquisition, Suga Technology Limited became a wholly-owned subsidiary of the Group.

Based on a valuation performed by an independent valuer, the fair value of the 50% equity interest in Suga Technology Limited previously held by the Group on acquisition date was assessed to be HK\$8,908,000. A gain on remeasurement of this previously held interest of HK\$8,908,000 was recognised in “other gains, net” accordingly in the consolidated income statement (Note 29).

In accordance with HKFRS 3 (Revised), “Business Combination”, the Group is required to recognise the identifiable assets, liabilities and contingent liabilities that satisfy the recognition criteria at their fair value at the acquisition date. Accordingly, the Group has undertaken a purchase price allocation allocating the purchase consideration to the identifiable assets and liabilities acquired at the acquisition date. Significant accounting estimates have been involved when performing the allocation.

41 收購信佳技術有限公司

於二零一二年五月，本集團進行業務合併，向當時的共同控制實體信佳技術有限公司的另一位股東收購信佳技術有限公司其餘50%股本權益。該代價以現金2,000,000美元（相等於15,500,000港元）支付。另外亦協定，倘若於收購日期起計三十個月期間內，信佳技術有限公司達到若干表現業績，則會有或有代價最多500,000美元。於收購事項後，信佳技術有限公司成為本集團的全資附屬公司。

根據由獨立估值師所進行的估值，於收購日期，先前由本集團所持有於信佳技術有限公司之50%股本權益的公平值評估為8,908,000港元。據此，該先前所持有權益重新計量的收益8,908,000港元已經在綜合收益表內「其他收益，淨額」中確認（附註29）。

根據香港財務報告準則第3號（經修訂）「業務合併」，本集團須按於收購日期的公平值確認符合確認準則的可辨認資產、負債及或有負債。因此，本集團已經進行購買價分配，將購買代價分配至收購日期可辨認的資產和購入的負債。進行分配時涉及重大會計估計。

41 ACQUISITION OF SUGA TECHNOLOGY LIMITED (Continued)

The following table summarises the consideration payable for the acquisition and the amounts of the identifiable assets acquired and liabilities assumed at the acquisition date.

41 收購信佳技術有限公司 (續)

下表摘要就收購事項應付的代價，以及在收購日期可辨認的購入的資產和承擔負債的金額。

		HK\$'000 千港元
Cash consideration	現金代價	15,500
Fair value of previously held interest	先前所持有權益的公平值	8,908
Total consideration	總代價	24,408
Recognised amounts of identifiable assets acquired and liabilities assumed, at fair value:	可辨認的購入資產和承擔負債的確認數額，按公平值：	
– intangible asset – customer relationship	– 無形資產 – 客戶關係	25,770
– cash and cash equivalents	– 現金及現金等價物	18,802
– trade and other receivables	– 應收貿易賬款及其他應收款項	30,952
– trade and other payables	– 應付貿易賬款及其他應付款項	(49,754)
– deferred tax liabilities	– 遞延稅項負債	(4,252)
Total identifiable net assets	可辨認淨資產總額	21,518
Goodwill	商譽	2,890

The following table shows the net cash acquired at the acquisition date:

下表摘要在收購日期已購入的淨現金：

		HK\$'000 千港元
Cash and cash equivalents acquired	已購入的現金及現金等價物	18,802
Cash consideration paid	已付現金代價	(15,500)
Net cash acquired	已購入的淨現金	3,302

41 ACQUISITION OF SUGA TECHNOLOGY LIMITED (Continued)

No contingent consideration was recognised as at the acquisition date and as at 31 March 2013 as the directors consider the specified performance results are unlikely to be achieved.

Goodwill arising from acquisition of HK\$2,890,000 is attributable to the existence of an assembled workforce and synergy expected to be achieved upon acquisition of Suga Technology Limited through efficiency and cost savings.

Acquisition-related costs of HK\$136,000 have been charged to general and administrative expenses in the consolidated income statement for the year ended 31 March 2013.

Revenue included in the consolidated income statement since acquisition date contributed by Suga Technology Limited was HK\$152,758,000. This acquired business contributed profit of HK\$13,533,000 for the year ended 31 March 2013 from acquisition date.

Had the remaining 50% equity interest in Suga Technology Limited been consolidated from 1 April 2012, the consolidated income statement would show pro-forma revenue of HK\$1,108,922,000 and pro-forma profit of HK\$78,887,000.

42 RELATED PARTY TRANSACTIONS

As at 31 March 2013, 40.40% of the total issued shares of the Company is owned by Superior View Inc., a company incorporated in British Virgin Islands, and 16.03% of the total issued shares of the Company is owned by Billion Linkage Limited, a company incorporated in British Virgin Islands. The ultimate controlling parties of the Group are Dr. Ng Chi Ho, a director of the Company, and Ms. Lee Wai Fun, wife of Dr. Ng Chi Ho, respectively.

41 收購信佳技術有限公司 (續)

由於董事認為不大可能達到指明表現業績，因此並無於收購日期及於二零一三年三月三十一日確認任何或有代價。

收購產生的商譽2,890,000港元來自現成的勞動團隊及於收購信佳技術有限公司時預期透過效率及節省成本的方式取得的協同效應。

收購相關成本136,000港元已於截至二零一三年三月三十一日止年度的綜合收益表內一般及行政管理費用中扣除。

綜合收益表所包括自收購日期起由信佳技術有限公司貢獻的收入為152,758,000港元。於截至二零一三年三月三十一日止年度內，所收購業務亦自收購日期起貢獻溢利13,533,000港元。

假若信佳技術有限公司的餘下50%股本權益在二零一二年四月一日起已綜合入賬，則綜合收益表顯示的備考收入為1,108,922,000港元，而備考溢利為78,887,000港元。

42 有關連人士交易

於二零一三年三月三十一日，本公司已發行股份總額之40.40%乃由在英屬處女群島註冊成立之公司Superior View Inc.擁有，而本公司已發行股份總額之16.03%乃由在英屬處女群島註冊成立之公司Billion Linkage Limited擁有。本集團最終控股人士分別為本公司董事吳自豪博士及李惠芬女士（吳自豪博士之妻子）。

42 RELATED PARTY TRANSACTIONS

(Continued)

(A) TRANSACTION WITH RELATED PARTIES

In addition to amounts stated elsewhere, during the year, the Group has the following related party transactions:

		2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元
Sales of electronic products to a minority shareholder of a subsidiary	向一間附屬公司之少數股東出售電子產品	9,890	–
Sales of electronic products to a jointly controlled entity	向一間共同控制實體出售電子產品	20,625	268,194
Management fee received from a jointly controlled entity	自一間共同控制實體收取之管理費	8	180
Management fee paid to a jointly controlled entity	向一間共同控制實體支付之管理費	–	188

In the opinion of the Directors, the above transactions were carried out in the normal course of the Group's business and conducted at terms mutually agreed by the respective parties.

董事認為，上述交易於本集團日常業務過程中以各方互相協定之條款進行。

(B) KEY MANAGEMENT COMPENSATION

Remuneration of key personnel management, including amounts paid to the Company's directors and certain of the highest paid employees as disclosed in Note 36, is as follows:

		2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元
Salaries and other short-term employee benefits	薪金及其他短期僱員福利	10,967	10,922
Post-employment benefits	離職後福利	630	605
		11,597	11,527

42 有關連人士交易 (續)

(A) 與有關連人士交易

除另有所述的金額外，本集團於年內曾進行下列有關連人士交易：

(B) 主要管理層報酬

主要管理層人員之薪酬包括已付本公司董事及若干最高薪僱員之款項（於附註36披露），載列如下：

42 RELATED PARTY TRANSACTIONS

(Continued)

(C) YEAR-END BALANCES WITH RELATED PARTIES

42 有關連人士交易 (續)

(C) 與有關連人士之年終結餘

		2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元
Amount due from an associate (Note a)	應收一間聯營公司款項 (附註a)	267	267
Amount due from a jointly controlled entity (Note a)	應收一間共同控制實體 款項(附註a)	-	30,083
Amounts due to minority shareholders of subsidiaries (Note b)	應付附屬公司之少數股東 款項(附註b)	2,235	1,250
Amounts due from minority shareholders of subsidiaries (Note b)	應收附屬公司之少數股東 款項(附註b)	925	-

Note a: The terms of balances with related parties are disclosed in Notes 11 and 12.

Note b: The balances were unsecured, non-interest bearing and repayable on demand, and are included in other payables and other receivables, respectively.

附註a：與有關連人士之結餘之條款於附註11及12披露。

附註b：結餘為無抵押、免息及按要求償還，並分別計入其他應付款項及其他應收款項。

Five Year Financial Summary (Unaudited)

五年財務概要 (未經審計)

For the year ended 31 March 2013 截至二零一三年三月三十一日止年度

A summary of the consolidated results and of the consolidated assets and liabilities of the Group for the last five financial years is set out below:

本集團過往五個財政年度之綜合業績以及綜合資產及負債概要載列如下：

		For the year ended 31 March 截至三月三十一日止年度				2013
		2009	2010	2011	2012	二零一三年
		二零零九年	二零一零年	二零一一年	二零一二年	二零一三年
		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
Consolidated results	綜合業績					
Revenue	收益	812,034	959,866	1,191,058	1,241,997	1,107,488
Operating profit	經營溢利	28,553	63,407	101,816	99,962	81,806
Profit before income tax	除所得稅前溢利	28,198	63,213	102,366	101,843	82,817
Income tax expense	所得稅開支	(3,274)	(6,708)	(11,928)	(8,757)	(5,364)
Profit attributable to the owners of the Company	本公司擁有人應佔溢利	24,924	56,505	90,438	93,252	77,841

		As at 31 March 於三月三十一日				2013
		2009	2010	2011	2012	二零一三年
		二零零九年	二零一零年	二零一一年	二零一二年	二零一三年
		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
			(restated) (重列)			
Consolidated assets and liabilities	綜合資產及負債					
Property, plant and equipment	物業、廠房及設備	62,761	105,892	113,367	116,678	117,366
Land use rights	土地使用權	4,399	4,267	4,225	4,159	60,798
Intangible asset	無形資產	-	-	-	-	21,046
Goodwill	商譽	1,059	1,059	1,059	1,059	3,949
Interests in associates	於聯營公司之權益	-	-	-	1,733	1,868
Amount due from an associate	應收一間聯營公司款項	-	-	-	267	267
Long-term loan receivables	長期貸款應收款項	-	-	-	16,250	16,575
Available-for-sale financial asset	可供出售財務資產	-	-	4,150	2,679	4,323
Financial assets at fair value	按公平值記入損益之財務資產—長期	-	-	11,481	6,993	1,279
Bonds investments – long term	債券投資—長期	-	-	14,011	9,109	7,711
Deferred income tax assets	遞延所得稅資產	2,179	2,301	1,888	3,665	3,524
Other non-current receivables	其他非流動應收款項	-	-	-	-	3,875
Current assets	流動資產	329,723	402,758	487,590	504,869	513,543
Current liabilities	流動負債	(109,412)	(156,927)	(200,039)	(204,985)	(174,534)
Net current assets	流動資產淨值	220,311	245,831	287,551	299,884	339,009
Total assets less current liabilities	資產總值減流動負債	290,709	359,350	437,732	462,476	581,590
Long term borrowings	長期借貸	(3,636)	(26,163)	(33,499)	(22,463)	(85,532)
Other non-current liabilities	其他非流動負債	-	-	-	-	(17,595)
Deferred income tax liabilities	遞延所得稅負債	(2,746)	(2,579)	(2,275)	(2,807)	(5,759)
Total equity	權益總額	284,327	330,608	401,958	437,206	472,704

