

# QPL International Holdings Limited

(Stock Code 股份代號 : 00243)

Annual Report 2012 年報

Look  
展望未來 **Forward**

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# CORPORATE INFORMATION

## 集團資料

### DIRECTORS

#### EXECUTIVE DIRECTORS

Li Tung Lok (*Executive Chairman and Chief Executive*)

Phen Hoi Ping Patrick

#### INDEPENDENT NON-EXECUTIVE DIRECTORS

Robert Charles Nicholson

Sze Tsai To Robert

Wong Chun Bong Alex

### COMPANY SECRETARY

Tsui Lai Ki Vicki

### AUDITOR

Deloitte Touche Tohmatsu

Certified Public Accountants

35th Floor, One Pacific Place

88 Queensway

Hong Kong

### LEGAL ADVISORS

#### HONG KONG

Reed Smith Richards Butler

20th Floor, Alexandra House

18 Charter Road

Central, Hong Kong

#### BERMUDA

Appleby

2206–19 Jardine House

1 Connaught Place

Central, Hong Kong

### PRINCIPAL BANKERS

The Hong Kong and Shanghai Banking Corporation Limited

Bank of East Asia Limited

### REGISTERED OFFICE

Canon's Court

22 Victoria Street

Hamilton HM12

Bermuda

### 董事

#### 執行董事

李同樂(執行主席兼行政總裁)

彭海平

#### 獨立非執行董事

黎高臣

史習陶

王振邦

### 公司秘書

徐麗琪

### 核數師

德勤•關黃陳方會計師行

執業會計師

香港

金鐘道88號

太古廣場1座35樓

### 法律顧問

#### 香港

禮德齊伯禮律師行

香港中環

遮打道18號

歷山大廈20樓

#### 百慕達

Appleby

香港中環

康樂廣場1號

怡和大廈2206–19室

### 主要銀行

香港上海滙豐銀行有限公司

東亞銀行有限公司

### 註冊辦事處

Canon's Court

22 Victoria Street

Hamilton HM12

Bermuda

## CORPORATE INFORMATION 集團資料

### HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS IN HONG KONG

8th Floor, Hale Weal Industrial Building  
22–28 Tai Chung Road  
Tsuen Wan, New Territories  
Hong Kong

### 總辦事處及香港主要營業地點

香港  
新界荃灣  
大涌道22–28號  
合福工業大廈8樓

### PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

HSBC Securities Services (Bermuda) Limited  
6 Front Street  
Hamilton HM11  
Bermuda

### 股份過戶登記總處

HSBC Securities Services (Bermuda) Limited  
6 Front Street  
Hamilton HM11  
Bermuda

### HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

Tricor Standard Limited  
26th Floor, Tesbury Centre  
28 Queen's Road East  
Hong Kong

### 股份過戶登記香港分處

卓佳標準有限公司  
香港  
皇后大道東28號  
金鐘匯中心26樓

### STOCK CODE

243

### 股份代號

243

### COMPANY WEBSITE

<http://www.qpl.com>

### 公司網址

<http://www.qpl.com>



# TAKING THE NEXT LEAP



# FINANCIAL HIGHLIGHTS

## 財務摘要

### FINANCIAL HIGHLIGHTS

### 財務摘要

|                                 |                      | Audited results for<br>the year ended 30th April,<br>截至四月三十日止年度之<br>經審核業績 |               | Increase<br>(decrease)<br>增加<br>(減少) |
|---------------------------------|----------------------|---------------------------------------------------------------------------|---------------|--------------------------------------|
|                                 |                      | 2012<br>二零一二年                                                             | 2011<br>二零一一年 |                                      |
| Turnover (HK\$'000)             | 營業額(千港元)             | 279,131                                                                   | 353,998       | (74,867)                             |
| Loss for the year<br>(HK\$'000) | 本年度虧損<br>(千港元)       | (6,487)                                                                   | (13,153)      | (6,666)                              |
| Loss per share (HK\$)           | 每股虧損(港元)             | (0.01)                                                                    | (0.02)        | (0.01)                               |
| EBITDA (HK\$'000)<br>(Note 1)   | EBITDA(千港元)<br>(附註1) | 5,337                                                                     | 2,471         | 2,866                                |

|                                        |                     | (Audited)<br>As at<br>30th April,<br>2012<br>(經審核)<br>於二零一二年<br>四月三十日 | (Audited)<br>As at<br>30th April,<br>2011<br>(經審核)<br>於二零一一年<br>四月三十日 | Decrease<br>減少 |
|----------------------------------------|---------------------|-----------------------------------------------------------------------|-----------------------------------------------------------------------|----------------|
| Net debt gearing ratio (%)<br>(Note 2) | 淨負債資本比率(%)<br>(附註2) | 14%                                                                   | 28%                                                                   | (14%)          |

#### Notes :

- Earnings before interest, tax, depreciation and amortisation ("EBITDA") is computed as loss before tax plus depreciation, interest on bank and other loans, share-based payments expense, the provision of inventories and bad and doubtful debts, impairment loss on available-for-sale investment, impairment loss on balances with a former subsidiary and less reversal of provision of inventories, reversal of impairment loss on balances with a former subsidiary and imputed interest income.
- Net debt gearing ratio is defined as total debts, including borrowings, obligations under finance leases, trust receipt loans and bills payable less bank balances and cash over shareholders' equity.

#### 附註：

- 除利息、稅項、折舊及攤銷前盈利(「EBITDA」)乃以除稅前虧損，加折舊、銀行及其他貸款之利息、以股份為基礎之付款開支、存貨及呆壞賬撥備、可供銷售投資之減值虧損、與一家前附屬公司結餘之減值虧損及減撥回存貨撥備、撥回與一家前附屬公司結餘之減值虧損及推算利息收入計算。
- 淨負債資本比率定義為債項總額(包括借貸、融資租約承擔、信託收據貸款及應付票據)減銀行結餘及現金除以股東權益。

# GEOGRAPHICAL TURNOVER ANALYSIS

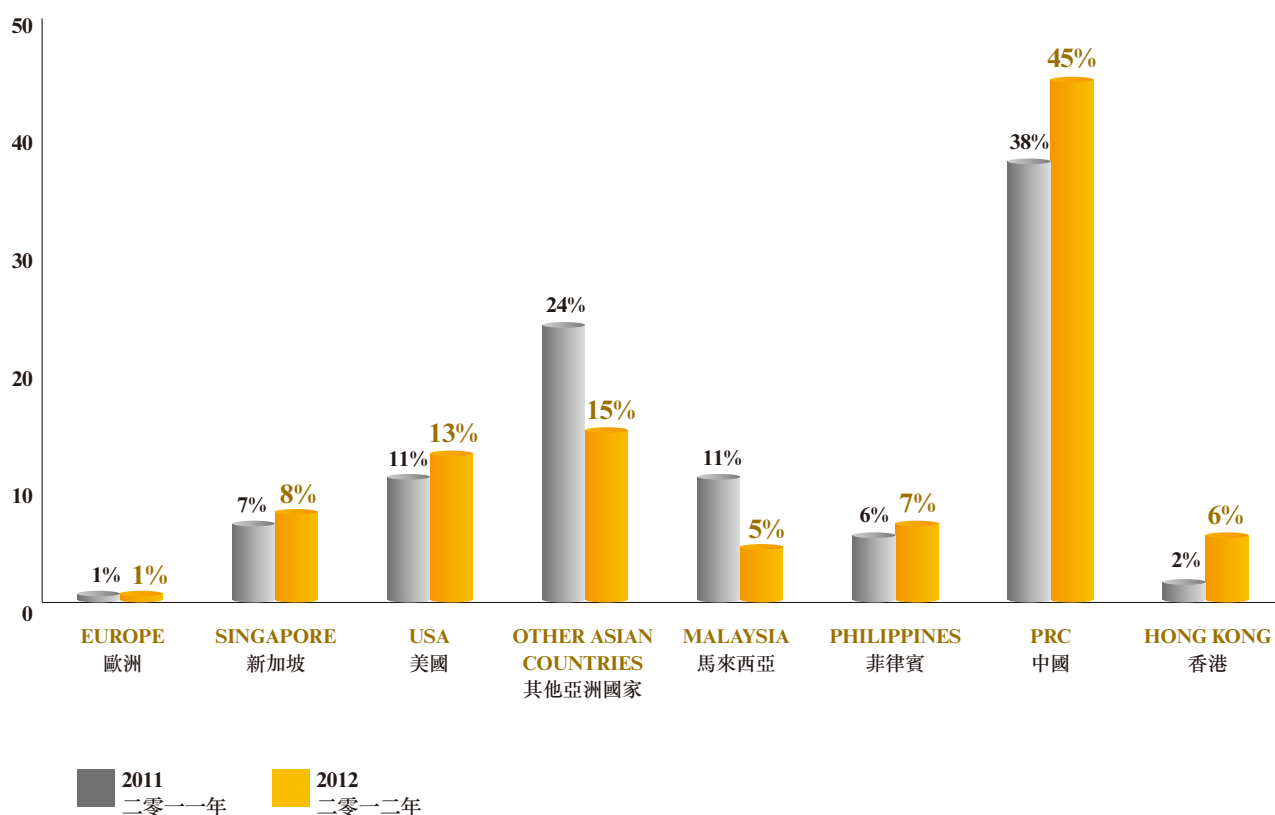
## 地區營業額分析

GEOGRAPHICAL TURNOVER ANALYSIS FOR THE YEARS ENDED  
30TH APRIL, 2012 AND 2011

截至二零一二年及二零一一年四月三十日止年度之地區營業額分析

TURNOVER ANALYSIS BY PERCENTAGE

按百分比列示之營業額分析



# SALES AND PRODUCTION NETWORK

## 銷售及生產網絡



● SEOUL 首爾

● SHANGHAI 上海

● HSINCHU 新竹, KAOHSIUNG 高雄

● MANILA 馬尼拉

● SINGAPORE 新加坡

● DONGGUAN 東莞,  
SHENZHEN 深圳, HONG KONG 香港

● FREMONT 佛利蒙



# MOVING AHEAD



# CHAIRMAN'S STATEMENT

## 主席報告

On behalf of the Board of Directors (the “Board” or “Directors”), I hereby present the results of QPL International Holdings Limited (the “Company”) and its subsidiaries (collectively referred to as the “Group”) for the year ended 30th April, 2012.

### FINANCIAL RESULTS

For the year under review, the Group reported a turnover of HK\$279,131,000, representing a decrease of 21% as compared with HK\$353,998,000 for the last year. Nevertheless, the management took effective steps to control costs in light of the falling revenues. Accordingly, the Group's consolidated loss for the year was HK\$6,487,000, which was lower than last year's loss of HK\$13,153,000. Basic loss per share was HK1 cent (2011: HK2 cents).

### DIVIDEND

The Directors do not recommend the payment of a dividend for the year (2011: nil).

### BUSINESS REVIEW

The Group faced many challenges in the tough business environment in this financial year. After the buoyant business performance of the previous year, turnover slowed in the first half of this year because of weakened customer demand caused by looming economic uncertainty. The situation deteriorated further in the second half of the year on the back of the sovereign debt crises in Europe and disruptions at the production facilities of certain major customers caused by the extensive flooding in Thailand. As a result, the Group experienced a sharp contraction in turnover over the second half of the year. Taken as a whole, revenue for the year did not meet expectations. By geographical distribution, the People's Republic of China (the “PRC”) and the Asian countries (which included Hong Kong, Philippines, Malaysia, Singapore, Thailand, Indonesia, India and Korea) were the top markets, which contributed 45% (2011: 38%) and 40% (2011: 49%) respectively of the Group's turnover for the year.

In terms of cost of materials and operating costs, the Group also encountered unfavourable conditions. In the first half of the year, global economic growth in emerging economies fueled a significant rise in global commodity prices, which resulted in an increase in the cost of raw materials. The rise in operating costs in the PRC and the steady appreciation of the Chinese Renminbi undercut profit margins. Nevertheless, the rising trend of cost of materials and operating costs abated in the second half of the year. Commodity prices dropped in response to the economic downturn and operating costs stabilised as a result of monetary measures undertaken in the PRC to tame inflation.

本人謹此代表董事會(「董事會」或「董事」)提呈QPL International Holdings Limited(「本公司」)及其附屬公司(統稱「本集團」)截至二零一二年四月三十日止年度之業績。

### 財務業績

於回顧年度，本集團錄得營業額279,131,000港元，較去年353,998,000港元減少21%。然而，管理層已就收入減少採取有效措施控制成本。因此，本集團之本年度綜合虧損為6,487,000港元，低於去年之虧損13,153,000港元。每股基本虧損為1港仙(二零一一年：2港仙)。

### 股息

董事不建議派付本年度股息(二零一一年：無)。

### 業務回顧

於本財政年度，本集團在艱困之營商環境中挑戰重重。去年業務表現暢旺，但由於經濟不明朗情況顯著，以致客戶需求疲弱，令本年度上半年之營業額增長放緩。另外，在歐洲主權債務危機及泰國廣泛水災使若干主要客戶之生產設施中斷影響下，上述情況於下半年度進一步惡化。因此，本集團營業額在下半年度大幅收窄。總體而言，本年度收入未如預期理想。在地域分佈方面，中華人民共和國(「中國」)及亞洲國家(包括香港、菲律賓、馬來西亞、新加坡、泰國、印尼、印度及韓國)屬於本集團之主要市場，為本年度營業額分別貢獻45%(二零一一年：38%)及40%(二零一一年：49%)。

就材料成本及營運成本而言，本集團亦遇到不利情況。於本年度上半年，全球新興經濟體系之經濟增長刺激世界各地商品價格大幅飆升，引致原材料成本上漲。中國營運成本增加及中國人民幣穩步升值令利潤率削減。然而，材料成本及營運成本之升勢於下半年得到緩和。商品價格因經濟放緩而下跌，營運成本則基於中國實施貨幣政策壓抑通脹而持穩。

## CHAIRMAN'S STATEMENT

### 主席報告

In order to alleviate the adverse effects brought on by market conditions and the increased level of costs, actions were taken to control costs of materials and manufacturing costs. Through increasing product price, improving production efficiency, reducing expenditure on labour, trimming consumable materials, careful regulation of inventory and stringent control of expenditure, the Group managed to increase its margins and lower its total operating costs, thereby sustaining its competitive edge. As a result, the net loss for the year was lower than it would otherwise have been, given the 21% decrease in turnover.

### LIQUIDITY AND FINANCIAL RESOURCES

The Group's cash and bank balances amounted to HK\$13,878,000 as at 30th April, 2012. (2011: HK\$8,952,000). To finance its working capital, the Group's total outstanding debts were HK\$25,410,000 as at 30th April, 2012 (2011: HK\$33,320,000), which comprised HK\$10,719,000 (2011: HK\$13,358,000) of trust receipt loans and bills payable; HK\$3,646,000 (2011: HK\$7,786,000) of unsecured bank loan; HK\$506,000 (2011: HK\$1,637,000) of obligations under finance leases; and a HK\$10,539,000 (2011: HK\$10,539,000) loan from a director. In terms of interest cost, HK\$14,871,000 (2011: HK\$22,781,000) was interest bearing and HK\$10,539,000 (2011: HK\$10,539,000) was interest free.

The net debt gearing ratio was maintained at 14% as at 30th April, 2012 (2011: 28%).

### FOREIGN EXCHANGE RISK MANAGEMENT

The Group's transactions are primarily denominated in Hong Kong dollars, United States dollars and Chinese Renminbi. The Group has not implemented any formal hedging policy. However, the Group monitors its foreign exchange exposure continuously and, where appropriate and necessary, would consider hedging significant foreign exposures by way of foreign exchange contracts.

### PLEDGE OF ASSETS

As at 30th April, 2012, plant and equipment with a carrying value of HK\$1,752,000 (2011: HK\$2,488,000) was pledged to secure finance leases (2011: certain banking facilities, bank loan and finance leases) granted to the Group.

為舒緩市場狀況及成本增加所造成之不利影響，本集團已採取措施控制材料成本及製造成本。透過提高產品價格、改善生產效率、減少勞工開支、削減材料消耗、審慎監管存貨及嚴格控制開支，本集團之毛利增加及總營運成本減少，得以保持競爭優勢。因此，在營業額減少21%之前提下，本年度虧損淨額得以減輕。

### 流動資金及財務資源

於二零一二年四月三十日，本集團之現金及銀行結餘為13,878,000港元(二零一一年：8,952,000港元)。為撥付營運資金，本集團於二零一二年四月三十日之未償還債項總額為25,410,000港元(二零一一年：33,320,000港元)，包括信託收據貸款及應付票據10,719,000港元(二零一一年：13,358,000港元)、無抵押銀行貸款3,646,000港元(二零一一年：7,786,000港元)、融資租約承擔506,000港元(二零一一年：1,637,000港元)及一名董事貸款10,539,000港元(二零一一年：10,539,000港元)。利息成本方面，14,871,000港元(二零一一年：22,781,000港元)為計息貸款，另外10,539,000港元(二零一一年：10,539,000港元)為免息貸款。

於二零一二年四月三十日，淨負債資本比率維持於14%(二零一一年：28%)之水平。

### 外匯風險管理

本集團交易主要以港元、美元及中國人民幣計值。本集團並無實施任何正式對沖政策。然而，本集團繼續監察其外匯風險並於有需要時考慮以外匯合約方式對沖重大外匯風險。

### 資產抵押

於二零一二年四月三十日，賬面值1,752,000港元(二零一一年：2,488,000港元)之機器及設備已作抵押，以取得授予本集團之融資租約(二零一一年：若干銀行融資、銀行貸款及融資租約)。

## CHAIRMAN'S STATEMENT 主席報告

### CAPITAL EXPENDITURE

During the year ended 30th April, 2012, the Group invested HK\$7,289,000 (2011: HK\$19,954,000) in acquiring property, plant and equipment. The capital expenditure was financed mainly from internal financial resources.

### EMPLOYEES AND EMOLUMENT POLICY

As at 30th April, 2012, the total number of employees of the Group was 902 (2011: 1,267). The Group maintains its emolument policy to ensure that employee remuneration is commensurate with job nature, qualifications and experience. The Group continues to offer competitive remuneration packages, share options and other benefits to eligible staff, based on the performance of the Group and the individual employees.

The fees of the Directors and emolument of senior management are determined with reference to their respective duties and responsibilities, expertise and experience in the industry, the performance and profitability of the Group as well as remuneration benchmarks from other companies and prevailing market conditions. Whilst the Board retains its power to determine the remuneration of non-executive Directors, the responsibility for reviewing and determining the remuneration packages of individual executive Directors and senior management of the Company is delegated to the Remuneration Committee.

### PROSPECTS

Global economic prospects remain uncertain. Nevertheless, with the resumption, by industry trend-setting companies, of production interrupted by the tsunami in Japan and flooding in Thailand, the semiconductor market has shown signs of recovery as reflected in the increased level of orders received by the Group recently. The semiconductor market will continue to be affected directly and indirectly by the Euro zone financial crisis and the potential adverse economic impact resulting from it. We are cautiously optimistic that the semiconductor market will continue to recover absent adverse macroeconomic conditions that could put a stop to positive momentum. To overcome the challenges ahead, the Group is committed to availing itself of every means to promote the healthy growth of its business and the effective management of resources. In addition, the Group will explore other business opportunities, which would bring improved returns and enhanced value to the shareholders of the Company (the "Shareholders").

### 資本開支

於截至二零一二年四月三十日止年度，本集團投資7,289,000港元(二零一一年：19,954,000港元)添置物業、機器及設備。有關資本開支主要由內部財務資源撥付。

### 僱員及酬金政策

於二零一二年四月三十日，本集團之僱員總數為902人(二零一一年：1,267人)。本集團繼續奉行其酬金政策，以確保僱員之薪酬與工作性質、資歷及經驗相配。此外，本集團將按照本集團及個別僱員之表現，繼續向合資格員工提供有競爭力之薪酬待遇、購股權及其他福利。

董事袍金及高級管理人員酬金乃參考彼等之個別職務及職責、業內專長及經驗、本集團表現及盈利能力、其他公司之薪酬基準及當時市況而釐定。雖然董事會保留釐定非執行董事酬金之權力，但檢討及釐定個別執行董事及本公司高級管理人員之薪酬組合則委派薪酬委員會負責。

### 前景

全球經濟前景仍然不明朗。然而，在業內龍頭公司帶領下，受日本海嘯及泰國水災影響而中斷之生產已逐步恢復，且從近期本集團所獲訂單增加反映，半導體市場已呈現復甦跡象。半導體市場將繼續直接及間接受歐元區金融危機及該危機帶來之潛在不利經濟衝擊所影響。在並無拖垮增長勢頭之不利宏觀經濟條件影響下，我們對半導體市場可繼續改善感到審慎樂觀。為克服未來種種挑戰，本集團致力採取各種方式促進業務穩健增長及有效管理資源。此外，本集團將物色其他商機，為本公司股東(「股東」)爭取更理想之回報及提升價值。



## CHAIRMAN'S STATEMENT 主席報告

### APPRECIATION

On behalf of the Board, I would like to take this opportunity to express our sincere gratitude to all staff for their dedication and contributions to the Group. My sincere appreciation is also extended to all customers, business partners and Shareholders for their continuing support.

By Order of the Board

**Li Tung Lok**

*Executive Chairman and Chief Executive*

Hong Kong, 26th July, 2012

### 致謝

本人謹代表董事會藉此機會向全體員工為本集團付出之竭誠努力及貢獻致以衷心謝意，同時衷心感謝所有客戶、業務夥伴及股東一直以來之支持。

承董事會命

*執行主席兼行政總裁*

**李同樂**

香港，二零一二年七月二十六日



# BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT

## 董事及高級管理人員個人資料

### EXECUTIVE DIRECTORS

**Mr. Li Tung Lok**, aged 60, is the founder of the Group. Mr. Li has been an Executive Director and Executive Chairman of the Board since January 1989. Mr. Li has also served as the Chief Executive of the Company since January 1989 (except for the period from February 2004 to December 2008). He is also a member of Remuneration Committee of the Company. Mr. Li is responsible for the Group's corporate strategic planning, overall management, business and product development. He has a B. Sc. Degree in Chemical Engineering and over 36 years of experience in servicing the semiconductor industry.

**Mr. Phen Hoi Ping Patrick**, aged 42, has been an Executive Director since December 2008. He is responsible for the Group's overall sales, services and supplies management. Mr. Phen obtained his bachelor's degree in Engineering from Loughborough University of Technology, Loughborough, United Kingdom. He has over 19 years of experience in semiconductor sales, services and supplies management through his previous employment with different companies in Hong Kong. Prior to joining the Group in 2001, Mr. Phen had worked as a Customer Services Engineer and then a Deputy Director, Account Management of ASAT Limited, a subsidiary of ASAT Holdings Limited which is an associated company of the Group during 1991 to 1996, and then from 1996 to 2001 was a Sales Director at SMI Limited, a subsidiary of SDI Corporation, a company incorporated in Taiwan and listed on the Taiwan Stock Exchange.

### INDEPENDENT NON-EXECUTIVE DIRECTORS

**Mr. Robert Charles Nicholson**, aged 56, has been an Independent Non-executive Director of the Company since October 1994. He has also been the Chairman of the Remuneration Committee and a member of the Audit Committee and the Nomination Committee of the Company.

Mr. Nicholson is a graduate of the University of Kent, qualified as a solicitor in England and Wales in 1980 and in Hong Kong in 1982. He has wide experience in corporate finance and cross border transactions, including mergers and acquisitions, regional telecommunications, debt and equity capital markets, corporate reorganizations and privatizations of stated-owned enterprises in the PRC.

### 執行董事

**李同樂先生**，現年60歲，為本集團之創辦人。李先生自一九八九年一月起成為執行董事兼董事會執行主席。李先生自一九八九年一月起亦擔任本公司行政總裁(二零零四年二月至二零零八年十二月期間除外)。彼亦為本公司薪酬委員會成員。李先生負責本集團企業策略規劃、整體管理、業務及產品發展。彼持有化學工程理學士學位，於服務投身半導體行業積逾36年經驗。

**彭海平先生**，現年42歲，自二零零八年十二月起出任執行董事。彼負責本集團整體銷售、服務及供應管理。彼持有英國拉夫伯勒科技大學工程學士學位。彭先生曾任職香港多家公司，於半導體銷售、服務及供應管理方面積逾19年經驗。於二零零一年加入本集團前，彭先生於一九九一年至一九九六年期間曾任職樂依文科技有限公司(本集團之聯營公司ASAT Holdings Limited之附屬公司)之客戶服務工程師，其後出任客戶管理副總監。彼其後於一九九六年至二零零一年出任SMI Limited(於台灣註冊成立及於台灣證券交易所上市之順德工業股份有限公司之附屬公司)之銷售總監。

### 獨立非執行董事

**黎高臣先生**，現年56歲，自一九九四年十月起為本公司之獨立非執行董事。彼亦為本公司薪酬委員會之主席，並出任本公司審核委員會及提名委員會之成員。

黎先生畢業於肯特大學，於一九八零年取得英格蘭及威爾斯執業律師資格，及後於一九八二年取得香港執業律師資格。彼在企業融資及跨境交易包括合併及收購、區域性電訊、債務及資本市場、企業重組及協助中國企業私有化等方面擁有廣博經驗。

## BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT

### 董事及高級管理人員個人資料

Mr. Nicholson is an Executive Director of First Pacific Company Limited and an Independent Non-executive Director of Pacific Basin Shipping Limited, both of which are listed on the Main Board of The Stock Exchange of Hong Kong Limited. He is also an Executive Chairman of Forum Energy Plc, a Commissioner of PT Indofood Sukses Makmur Tbk, and a Director of Metro Pacific Investments Corporation, Philex Mining Corporation and Philex Petroleum Corporation. Previously, he was a senior partner of Richards Butler from 1985 to 2001 where he established the corporate and commercial department, and was also a senior advisor to the board of directors of PCCW Limited between August 2001 and September 2003.

**Mr. Sze Tsai To Robert**, aged 71, has been an Independent Non-executive Director of the Company since April 2000. He has also been the Chairman of the Audit Committee and a member of the Remuneration Committee and the Nomination Committee of the Company.

Mr. Sze is a fellow of the Institute of Chartered Accountants in England and Wales and the Hong Kong Institute of Certified Public Accountants. He was a partner in an international firm of accountants with which he practised for over 20 years. He is an Independent Non-executive Director of Asia Satellite Telecommunications Holdings Limited, China Travel International Investment Hong Kong Limited, Dah Sing Banking Group Limited, Dah Sing Financial Holdings Limited, Hop Hing Group Holdings Limited, Min Xin Holdings Limited, Nanyang Holdings Limited and Sunwah Kingsway Capital Holdings Limited, all of which are listed on the Main Board of The Stock Exchange of Hong Kong Limited.

**Mr. Wong Chun Bong Alex**, aged 53, has been an Independent Non-Executive Director of the Company since April 2000. He has also been the Chairman of the Nomination Committee and a member of the Audit Committee and the Remuneration Committee of the Company.

Mr. Wong is currently the managing partner of a firm of certified public accountants in Hong Kong. He is a fellow member of the Association of Chartered Certified Accountants, the Hong Kong Institute of Certified Public Accountants and the Taxation Institute of Hong Kong, respectively. Mr. Wong is also an associate of the Institute of Chartered Accountants in England and Wales. He has over 30 years' experience in auditing, taxation, accounting and financial management.

Mr. Wong is the ex-Chairman of the Executive Committee of the Association of Chartered Certified Accountants (ACCA) in Hong Kong. He is also an ex-member of the Inland Revenue Department Users' Committee. Mr. Wong is currently an Independent Non-executive Director of World Wide Touch Technology (Holdings) Limited, of which is listed on the Main Board of The Stock Exchange of Hong Kong Limited.

黎先生為第一太平洋有限公司之執行董事以及太平洋航運集團有限公司之獨立非執行董事(兩者均於香港聯合交易所有限公司主板上市)。彼亦為Forum Energy Plc之執行主席、PT Indofood Sukses Makmur Tbk之專員以及Metro Pacific Investments Corporation、Philex Mining Corporation及Philex Petroleum Corporation之董事。於一九八五年至二零零一年間，彼為齊伯禮律師行之高級合夥人，成立企業及商務部門，並亦於二零零一年八月至二零零三年九月期間擔任電訊盈科有限公司董事會高級顧問。

**史習陶先生**，現年71歲，自二零零零年四月起為本公司之獨立非執行董事。彼亦為本公司審核委員會之主席，並出任本公司薪酬委員會及提名委員會之成員。

史先生為英格蘭及威爾斯特許會計師公會及香港會計師公會資深會員。彼曾為一間國際會計師行之合夥人及執業逾20年。彼為亞洲衛星控股有限公司、香港中旅國際投資有限公司、大新銀行集團有限公司、大新金融集團有限公司、合興集團控股有限公司、閩信集團有限公司、Nanyang Holdings Limited及新華滙富金融控股有限公司(全部均於香港聯合交易所有限公司主板上市)之獨立非執行董事。

**王振邦先生**，現年53歲，自二零零零年四月起為本公司之獨立非執行董事。彼亦為本公司提名委員會之主席，並出任本公司審核委員會及薪酬委員會之成員。

王先生現時為香港一家執業會計師事務所之常務合夥人。彼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。王先生亦為英格蘭及威爾斯特許會計師公會會員。彼於審計、稅務、會計及財務管理積逾30年經驗。

王先生為英國特許公認會計師公會(ACCA)香港分會執行委員會之前任會長。彼亦為香港稅務局服務承諾關注委員會之前任委員。王先生現為香港聯合交易所有限公司主板上市公司世達科技(控股)有限公司之獨立非執行董事。

## BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT

### 董事及高級管理人員個人資料

#### COMPANY SECRETARY

**Ms. Tsui Lai Ki Vicki**, aged 36, joined the Group since December 2011 as the Company Secretary. Ms. Tsui is an associate member of both The Institute of Chartered Secretaries and Administrators in the United Kingdom and The Hong Kong Institute of Chartered Secretaries. She holds a bachelor in accountancy from the University of South Australia and has over 16 years of experience in the company secretarial field.

#### 公司秘書

**徐麗琪女士**，現年36歲，自二零一一年十二月起加入本集團，擔任公司秘書。徐女士為英國特許秘書及行政人員公會及香港特許秘書公會之會員。彼持有南澳洲大學會計學位、在公司秘書方面積逾16年經驗。

#### SENIOR MANAGEMENT

**Mr. Lee Kam Tong Joe**, aged 52, joined the Group since June 1996 and was appointed as the Group Financial Controller in November 2011. Mr. Lee holds a Master of Business Administration from The Hong Kong Polytechnic University. He is a fellow of the Hong Kong Institute of Certified Public Accountants and the Association of Chartered Certified Accountants. He is also an associate member of the Chartered Institute of Management Accountants of England and the Certified General Accountants Association of Canada. Mr. Lee has over 25 years of experience in financial management and internal control with listed companies, commercial entities and an international audit firm.

#### 高級管理人員

**李錦棠先生**，現年52歲，自一九九六年六月起加入本集團，並於二零一一年十一月獲委任為集團財務總監。李先生持有香港理工大學工商管理碩士學位。彼為香港會計師公會及英格蘭特許公認會計師公會之資深會員，亦為英國特許管理會計師公會及加拿大註冊會計師協會之會員。李先生於上市公司、商業實體及一家國際審計事務所之財務管理及內部監控方面積逾25年經驗。

# CORPORATE GOVERNANCE REPORT

## 企業管治報告

### CORPORATE GOVERNANCE PRACTICES

The Company is committed to building and maintaining best practice standards of corporate governance. The corporate governance principles of the Company emphasize a quality Board, effective internal controls, stringent disclosure practices and transparency, independence and accountability to all Shareholders of the Company.

The Company has adopted its own Code on Corporate Governance Practices (the “QPL Code”) incorporating the principles and code provisions set out in the Code on Corporate Governance Practices (the “Existing CG Code”) contained in Appendix 14 of the Rules Governing the Listing of Securities (the “Listing Rules”) on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”). The Stock Exchange published its consultation conclusions on the review of the Existing CG Code in October 2011 and renamed it the Corporate Governance Code (the “Revised CG Code”), setting out the amendments that are to be made in 2012. The QPL Code has been revised in order to align it with the Revised CG Code which came into effect on 1st April, 2012. A copy of the QPL Code is posted on the Company’s website ([www.qpl.com](http://www.qpl.com)).

For the year ended 30th April, 2012, the Company has applied the principles and complied with all the code provisions set out in the Existing CG Code and the Revised CG Code except for the deviations explained in the relevant paragraphs below. Nevertheless, such deviations are considered by the Board to be immaterial given the size, nature and circumstances of the Company.

### THE BOARD

The Board assumes responsibility for leadership and control of the Company and is collectively responsible for promoting the success of the Company by directing and supervising the Group’s affairs. Responsibilities of the Board include but are not limited to the formulation of the Group’s strategy and policies, setting of corporate and management targets and key operational initiatives, monitoring and control of operational and financial performance, and approval of major capital expenditures, major investments, material acquisitions and disposal of assets, corporate or financial restructuring and significant operational financial and management matters.

The Board delegates the day-to-day management and operations of the Group’s businesses to the executive management under the supervision of the chief executive of the Company (“Chief Executive”). The division of responsibilities between the Board and the management is set out in the QPL Code.

### 企業管治常規

本公司致力建立及維持最佳企業管治常規標準。本公司之企業管治原則強調董事會之質素、有效之內部監控、嚴格之披露常規，以及本公司全體股東之透明度、獨立性及問責性。

本公司已採納其本身之企業管治常規守則（「QPL守則」），其涵蓋香港聯合交易所有限公司（「聯交所」）證券上市規則（「上市規則」）附錄14所載之企業管治常規守則（「現有企業管治守則」）所載原則及守則條文。聯交所於二零一一年十月刊發其有關檢討現有企業管治守則之諮詢結論，並將其易名為企業管治守則（「經修訂企業管治守則」），當中載列將於二零一二年作出之修訂。QPL守則已作出修訂以符合經修訂企業管治守則，自二零一二年四月一日起生效。QPL守則於本公司網站([www.qpl.com](http://www.qpl.com))登載。

截至二零一二年四月三十日止年度，除於下文相關段落闡述之偏離情況外，本公司一直應用現有企業管治守則及經修訂企業管治守則所載原則，並遵守其所有守則條文。然而，董事會認為，就本公司規模、性質及具體情況而言，有關偏離並不重大。

### 董事會

董事會肩負領導及監控本公司之責任，並透過指導及監督本集團之事務，共同負責推動本公司邁向成功之路。董事會之責任包括（但不限於）制訂本集團之策略及政策、訂立企業及管理目標及主要營運方針、監察及監控營運及財務表現，以及審批主要資本開支、主要投資、重大資產收購及出售、企業或財務重組及重大營運財務及管理事宜。

董事會在本公司行政總裁（「行政總裁」）監督下，向行政管理層授予本集團業務之日常管理及營運事務之權力。董事會及管理層責任之區分載於QPL守則。



## CORPORATE GOVERNANCE REPORT

### 企業管治報告

Three Board committees, namely, the Audit Committee, the Remuneration Committee and the Nomination Committee, have also been established to oversee particular aspects of the Group's affairs. Details of these three committees are set out below.

The Company has established a policy enabling the Directors to seek independent professional advice in appropriate circumstances at the Company's expense. The Board will provide separate independent professional advice to the Directors to assist them to discharge their duties to the Company.

#### BOARD COMPOSITION

The structure, size and composition of the Board are reviewed from time to time to ensure that the Board has a balanced composition of skills and experience appropriate for the requirements of the businesses of the Group, and that the balance between executive Directors and independent non-executive Directors is sufficient to provide adequate checks for safeguarding the interests of the Shareholders and to enable the Board to exercise independent judgment.

During the year under review and up to the date of this Annual Report, the Board consists of two executive Directors, one of whom is the founder of the Group, Chairman of the Board and Chief Executive, and three independent non-executive Directors.

#### Executive Directors

Li Tung Lok (*Chairman of the Board and Chief Executive*)

Phen Hoi Ping Patrick (*Senior Vice President of Sales and Marketing*)

#### Independent Non-executive Directors

Robert Charles Nicholson

Sze Tsai To Robert

Wong Chun Bong Alex

The Directors have extensive industry knowledge and experience in corporate management, strategic planning, legal, accounting and financial matters. Of the five Directors, two independent non-executive Directors are qualified accountants. Biographical details of the Directors are set out in the "Biographical Details of Directors and Senior Management" section on pages 13 to 15 of this Annual Report. The information is also available on the Company's website ([www.qpl.com](http://www.qpl.com)). In addition, a list containing the names of the Directors and their roles and functions is published on the websites of the Company and the Stock Exchange.

三個董事委員會(即審核委員會、薪酬委員會及提名委員會)亦已成立,以監督本集團特定方面之事務。該三個委員會之詳情載於下文。

本公司已制定一項政策,容許董事在適當情況下尋求獨立專業意見,費用由本公司支付。董事會將向董事提供個別獨立專業意見,以協助董事履行彼等對本公司之職責。

#### 董事會之組成

本公司將不時檢討董事會之架構、規模及組織,以確保董事會因應本集團業務之需要對適當之技能及經驗作出平衡分佈,而執行董事與獨立非執行董事之均衡分配比例,足以提供足夠制衡,以保障股東之利益,以及有助董事會作出獨立判斷。

於回顧年度及截至本年報日期止,董事會由兩名執行董事組成,其中一名為本集團創辦人、董事會主席兼行政總裁,以及三名獨立非執行董事。

#### 執行董事

李同樂(董事會主席兼行政總裁)

彭海平(銷售及營銷部高級副總裁)

#### 獨立非執行董事

黎高臣

史習陶

王振邦

董事於企業管理、策略規劃、法律、會計及財務事宜均具豐富行業知識及經驗。五名董事中,兩名獨立非執行董事為合資格會計師。董事之履歷詳情載於本年報第13至15頁「董事及高級管理人員個人資料」一節。該等資料亦可在本公司之網站([www.qpl.com](http://www.qpl.com))閱覽。此外,載有各董事芳名及其角色與職能之一覽表已刊載於本公司及聯交所之網站。



## CORPORATE GOVERNANCE REPORT

### 企業管治報告

Throughout the year under review, the Board has complied with Rules 3.10(1) and (2) and 3.10A of the Listing Rules in having at least three independent non-executive Directors (representing at least one-third of the Board) with at least one independent non-executive Director possessing appropriate professional qualifications or accounting or related financial management expertise.

The Company has received from each existing independent non-executive Director an annual written confirmation of his independence pursuant to Rule 3.13 of the Listing Rules and considers all existing independent non-executive Directors to be independent on the basis of the independence guidelines set out in the Listing Rules.

Mr. Robert Charles Nicholson, who is to retire by rotation at the 2012 annual general meeting of the Company, has served as an independent non-executive Director of the Company for more than 9 years. In addition to his confirmation of independence in accordance with Rule 3.13 of the Listing Rules, Mr. Nicholson continues to demonstrate the attributes of an independent non-executive Director and there is no evidence that his tenure has had any impact on his independence. The Board is of the opinion that Mr. Nicholson remains independent notwithstanding the length of his service and it believes that his valuable knowledge and experience in the Group's business and his general business acumen continue to generate significant contribution to the Company and the Shareholders as a whole.

To the best knowledge of the Board, there is no financial, business or family or other material/relevant relationship between the members of the Board.

The Company provides relevant reading materials to all of the Directors to help ensure that they are apprised of the latest changes in the commercial, legal and regulatory environment in which the Group conducts its businesses, and to refresh their knowledge and skills on the roles, functions and duties of a listed company director to ensure that the Directors' contribution to the Board remains informed and relevant. In addition, all Directors are encouraged to attend external forums or training courses on relevant topics which count towards Continuous Professional Development training. The Directors also disclose to the Company their interests as directors or other offices in other public companies in a timely manner and provide updates to the Company on any subsequent changes.

於整個回顧年度內，董事會一直遵守上市規則第3.10(1)及(2)條及3.10A條須委任至少三名獨立非執行董事(其代表至少董事會三分之一成員)之規定，其中至少一名獨立非執行董事須擁有合適之專業資格或會計或相關財務管理專業知識。

本公司已接獲各現任獨立非執行董事根據上市規則第3.13條就其獨立身分發出之年度確認書，並根據上市規則所載獨立指引，認為全體現任獨立非執行董事均為獨立人士。

將於二零一二年本公司股東週年大會輪值退任之黎高臣先生，已擔任本公司獨立非執行董事九年以上。除彼根據上市規則第3.13條發出之獨立身分確認書外，黎高臣先生繼續發揮擔任獨立非執行董事之才能，並無證據顯示其服務任期曾對其獨立身份造成任何影響。董事會認為，黎高臣先生不論其服務年期之長短，彼可維持其獨立身份並相信彼於本集團業務累積之寶貴知識及經驗，加上其整體業務之洞察力，將繼續為本公司及股東整體帶來顯注貢獻。

據董事會所深知，董事會成員之間概無任何財務、業務或家族或其他重大／相關關係。

本公司向全體董事提供相關閱讀材料，以確保彼等獲悉本集團所進行業務在商業、法律及規管環境上之最新變動，並更新彼等對上市公司董事在角色、職能及責任上之知識及技能，從而確保董事持續對董事會作出知情及相關之貢獻。此外，作為持續專業發展培訓一部分，董事會鼓勵全體董事出席外界舉辦有關課題之座談會或培訓課程。董事亦適時向本公司披露彼等於其他上市公司擔任董事或其他職務之利益，並向本公司提供任何其後變動之最新資料。

## CORPORATE GOVERNANCE REPORT

### 企業管治報告

#### APPOINTMENT, RE-ELECTION AND REMOVAL

Code Provision A.4.2 of the Revised CG Code stipulates that every director, including those appointed for a specific term, should be subject to retirement by rotation at least once every three years.

Under the Bye-laws of the Company, half of the Directors (excluding Director(s) holding office as executive chairman and/or managing director, who is/are, by virtue of Bermuda law, exempted from retirement by rotation) shall retire from office at each annual general meeting of the Company and shall be eligible for re-election. As the executive Chairman of the Board, Mr. Li Tung Lok is not subject to retirement by rotation. In order to comply with Code Provision A.4.2, Mr. Li Tung Lok has agreed to voluntarily retire and be re-elected at least once every three years. At the annual general meeting of the Company to be held on 18th September, 2012 (the “2012 AGM”), Mr. Li will voluntarily retire from office and will be subject to re-election as executive Director.

The Company currently does not have a Director holding office as its managing director.

A retiring Director is eligible for re-election and the re-election of retiring Directors at general meetings is dealt with by separate individual resolutions. Where vacancies arise at the Board, candidates are proposed and put forward to the Board for consideration and approval. The Shareholders may propose a candidate for election as a Director in accordance with the Bye-laws of the Company. The procedures for such proposal are published on the website of the Company.

#### NON-EXECUTIVE DIRECTORS

The non-executive Directors are appointed for a fixed term of not more than three years, subject to retirement and re-election pursuant to the Bye-laws of the Company.

#### 委任、重選及罷免

經修訂企業管治守則之守則條文第A.4.2條規定各董事(包括該等以特定年期獲委任之董事)須至少每三年輪值告退一次。

根據本公司之公司細則，半數董事(不包括出任執行主席及／或董事總經理職務之董事，其根據百慕達法例可獲豁免輪值告退)須於本公司各股東週年大會告退，且將符合資格重選連任。李同樂先生作為董事會執行主席，毋須遵守輪值告退之規定。為遵守守則條文第A.4.2條，李同樂先生已同意至少每三年自願退任一次，並重選連任。將於二零一二年九月十八日舉行之本公司股東週年大會(「二零一二年股東週年大會」)，李先生自願退任及將重選連任為執行董事。

本公司現時並無董事兼任董事總經理之職務。

退任董事符合資格重選連任，而退任董事之重選連任須於股東大會上以獨立個別決議案處理。倘董事會產生空缺，有關人選可向董事會建議並提出供其考慮及批准。按照本公司之公司細則，股東可建議一名人選以推選為董事。建議人選之程序刊登於本公司網站。

#### 非執行董事

非執行董事以不超過三年之固定任期獲委任，並須根據本公司之公司細則告退及重選連任。

## CORPORATE GOVERNANCE REPORT

### 企業管治報告

#### BOARD MEETINGS

During the year under review, five Board meetings were held. The attendance record of each member of the Board is set out below.

#### 董事會會議

於回顧年度內，曾舉行五次董事會會議。各董事會成員之出席次數記錄載列如下：

| Members of the Board<br>董事會成員                                                 |                  | Meeting Attendance/Eligible to attend<br>會議出席次數／合資格出席 |                                            |
|-------------------------------------------------------------------------------|------------------|-------------------------------------------------------|--------------------------------------------|
|                                                                               |                  | Board Meeting<br>董事會會議                                | 2011 Annual General Meeting<br>二零一一年股東週年大會 |
| <b>Executive Directors</b>                                                    | <b>執行董事</b>      |                                                       |                                            |
| Li Tung Lok ( <i>Chairman of the Board and Chief Executive</i> )              | 李同樂(董事會主席兼行政總裁)  | 5/5                                                   | ✓                                          |
| Phen Hoi Ping Patrick ( <i>Senior Vice President of Sales and Marketing</i> ) | 彭海平(銷售及營銷部高級副總裁) | 5/5                                                   | ✓                                          |
| <b>Independent Non-executive Directors</b>                                    | <b>獨立非執行董事</b>   |                                                       |                                            |
| Robert Charles Nicholson                                                      | 黎高臣              | 5/5                                                   | X                                          |
| Sze Tsai To Robert                                                            | 史習陶              | 5/5                                                   | X                                          |
| Wong Chun Bong Alex                                                           | 王振邦              | 5/5                                                   | ✓                                          |

In addition to the Board meetings, the Chairman will at least annually hold meetings with the non-executive Directors (including independent non-executive Directors) without the presence of the executive Directors.

除董事會會議外，主席將至少在並無執行董事之出席下，每年與非執行董事(包括獨立非執行董事)舉行會議。

The Board conducts meetings on a regular basis and on an ad hoc basis. The Bye-laws allow Board meetings to be conducted by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting are capable of hearing each other. Also, a resolution in writing signed by each of the Directors for the time being in the relevant territories shall, provided such Directors would constitute a quorum at any meeting of the Board convened to consider the resolution, be valid and effectual.

董事會均定期及於有需要時舉行會議。公司細則允許可通過電話會議或類似之通訊設備參與董事會會議，據此方式，參與大會之所有人士能相互交流。同時，由當時相關地區各董事簽署之書面決議案應屬有效及具效力，前提為該等董事將構成為考慮該決議案召開之任何董事會會議之法定人數。

At least 14 days' notice for regular Board meetings and reasonable notice for non-regular Board meetings are given to all Directors so as to ensure that each of them had an opportunity to attend the meetings. The company secretary of the Company (the "Company Secretary") assists the Chairman in preparing the agenda for meetings and ensures that all applicable rules and regulations are complied with. The agenda and the accompanying Board papers are sent in full to all Directors at least 3 days before the date of the Board meeting.

全體董事須獲發至少14日之董事會例會通告及合理時間之非董事會例會通告，從而確保各董事均有機會出席有關會議。本公司之公司秘書(「公司秘書」)協助主席準備會議議程，並確保彼等將遵守一切適用規則及法則。有關議程連同隨附董事會文件將於至少董事會會議舉行日期前三日全數發送至全體董事。

After the meeting, draft minutes of the Board meeting are circulated to all Directors for their comment before execution and approval. All Board minutes are kept by the Company Secretary and available for inspection at any reasonable time on reasonable notice given by the Directors.

會議後，董事會會議之草擬記錄乃向全體董事傳閱，以待簽立及批准前給予評語。所有董事會記錄由公司秘書保存，可供董事於彼等給予合理通知後於任何合理時間查閱。

## CORPORATE GOVERNANCE REPORT 企業管治報告

### CHAIRMAN AND CHIEF EXECUTIVE

Code Provision A.2.1 of the Revised CG Code stipulates that the roles of chairman and chief executive should be separate and should not be performed by the same individual.

Mr. Li Tung Lok has been the Chairman of the Board since the establishment of the Company in January 1989. Mr. Li has also served as the Chief Executive since December 2008. Being the founder of the Group, Mr. Li's industry expertise and detailed understanding of the Company's operations is highly regarded by the Company. Accordingly, vesting the roles of Chairman of the Board and Chief Executive in Mr. Li adds significant value to the Company's business growth while enhancing the efficiency of the decision-making process in response to the changing environment. Given all major decisions are reserved to the Board and a majority of the Board members are independent non-executive Directors, the Company considers that there is an adequate balance of power and authority in place between the Board and the management of the Company.

### AUDIT COMMITTEE

The Audit Committee was established in April 2000 pursuant to the then Code of Best Practice of the Listing Rules.

Throughout the year under review and up to the date of this Annual Report, the Audit Committee consists of three independent non-executive Directors, namely, Mr. Sze Tsai To Robert (being the Chairman of the Audit Committee), Mr. Robert Charles Nicholson and Mr. Wong Chun Bong Alex. Mr. Sze Tsai To Robert and Mr. Wong Chun Bong Alex are qualified accountants with extensive experience in accounting, audit and financial matters.

The terms of reference of the Audit Committee have been reviewed and revised with reference to the Revised CG Code. The terms of reference of the Audit Committee are posted on the websites of the Company and the Stock Exchange and also available from the Company Secretary on request.

The major roles and functions of the Audit Committee include:

- overseeing the relationship between the Group and its external auditor;
- reviewing the appointment of the external auditor to ensure continuing auditor's independence;
- reviewing the Group's financial information; and
- assisting the Board in fulfilling its responsibilities by providing an independent review and supervision of the Group's financial reporting system, and effectiveness of the Group's internal control system.

### 主席及行政總裁

經修訂企業管治守則之守則條文第A.2.1條規定，主席及行政總裁之角色應予區分，且不應由同一人兼任。

自一九八九年一月本公司成立以來，李同樂先生一直擔任董事會主席。自二零零八年十二月起，李先生亦出任行政總裁職位。作為本集團創辦人，李先生對業界瞭如指掌之專業經驗以及彼對本公司業務之詳盡瞭解為本公司所高度重視。因此，李先生肩負董事會主席兼行政總裁之角色，可為本公司之業務增長帶來重大價值，同時提高本公司因應環境轉變作出決策過程之效率。由於所有重大決策均待董事會決定，而大部分董事會成員均為獨立非執行董事，故本公司認為，董事會與本公司管理層之間已維持足夠權力及職權平衡。

### 審核委員會

審核委員會於二零零零年四月根據當時上市規則之最佳應用守則成立。

於回顧年度及截至本年報日期止，審核委員會由三名獨立非執行董事史習陶先生（審核委員會主席）、黎高臣先生及王振邦先生組成。史習陶先生及王振邦先生為合資格會計師，於會計、核數及財務事宜方面具備豐富經驗。

審核委員會之職權範圍已參考經修訂企業管治守則作出檢討及修訂。審核委員會之職權範圍刊載於本公司及聯交所網站，亦可向公司秘書索取。

審核委員會之主要角色及職能包括：

- 監察本集團及其外聘核數師之關係；
- 檢討外聘核數師之任命，確保核數師一直保持獨立；
- 審閱本集團之財務資料；及
- 透過提供獨立檢討以及監督本集團財務申報制度及內部監控制度之效益，協助董事會履行其責任。

## CORPORATE GOVERNANCE REPORT

### 企業管治報告

The annual report for the year ended 30th April, 2012 has been reviewed by the Audit Committee.

截至二零一二年四月三十日止年報已由審核委員會審閱。

The Audit Committee held three meetings during the year. The attendance record of each member of the Audit Committee is set out below.

審核委員會於年內曾舉行三次會議。審核委員會各成員之出席記錄載列如下：

| Members of the Audit Committee                                |                        | Meeting Attendance/<br>Eligible to attend<br>會議出席次數/<br>合資格出席 |
|---------------------------------------------------------------|------------------------|---------------------------------------------------------------|
| 審核委員會成員                                                       |                        |                                                               |
| <b>Independent Non-executive Directors</b>                    | <b>獨立非執行董事</b>         |                                                               |
| Sze Tsai To Robert ( <i>Chairman of the Audit Committee</i> ) | 史習陶 ( <i>審核委員會主席</i> ) | 3/3                                                           |
| Robert Charles Nicholson                                      | 黎高臣                    | 3/3                                                           |
| Wong Chun Bong Alex                                           | 王振邦                    | 3/3                                                           |

During the year under review, work performed by the Audit Committee included:

於回顧年度內，審核委員會執行之工作包括：

- Meeting with the Chief Executive and senior management of the Company from time to time to review the interim and final results, the interim report and annual report and other financial, internal control, corporate governance and risk management matters of the Group and making recommendations to the Board;
  - Considering and discussing the reports and presentations of senior management and the external auditor, with a view to ensuring that the Group's consolidated financial statements are prepared in accordance with accounting principles generally accepted in Hong Kong;
  - Meeting, with the external auditor, Deloitte Touche Tohmatsu ("DTT"), to discuss its independent review of the interim financial report and its annual audit of the consolidated financial statements (as the case may be, without the Company's management being present);
  - Assisting the Board in meeting its responsibilities for maintaining an effective system of internal control;
  - Reviewing the report prepared by an external firm of qualified accountants in relation to the review of the effectiveness of the Group's internal control systems; and
  - reviewing and approving the revised Terms of Reference of the Audit Committee.
- 不時與行政總裁及本公司高級管理人員會面，以審閱本集團之中期及末期業績、中期報告及年報以及其他財務、內部監控、企業管治及風險管理事宜，並向董事會作出建議；
  - 考慮及討論高級管理人員及外聘核數師之報告及簡報，旨在確保本集團之綜合財務報表乃根據香港公認會計準則編製；
  - 在本公司管理層並無出席之情況下（視情況而定），與外聘核數師德勤•關黃陳方會計師行（「德勤」）會面，以討論其對中期財務報告之獨立審閱及其對綜合財務報表之年度審核；
  - 協助董事會達到其維持有效內部監控制度之責任；
  - 審閱就檢討本集團內部監控制度之成效由外聘合資格會計師事務所編製之報告；及
  - 審閱及批准審核委員會之經修訂職權範圍。



## CORPORATE GOVERNANCE REPORT

### 企業管治報告

#### AUDITOR'S REMUNERATION

The Audit Committee reviews and monitors the external auditor's independence and objectivity and effectiveness of the audit process. It receives each year the engagement letter from the external auditor confirming their independence and objectivity and holds meetings with representatives of the external auditor to consider the scope of its audit, approve its fees, and the scope and appropriateness of non-audit services, if any, to be provided by it. The Audit Committee also makes recommendations to the Board on the appointment and retention of the external auditor.

The Group's policy regarding the engagement of DTT for the various services listed below is as follows:

- Audit services – include audit services provided in connection with the audit of the consolidated financial statements. All such services are to be provided by the external auditor.
- Non-audit services – include services that would normally be provided by an external auditor but not generally included in audit fees, for example, review of the interim financial report.
- Taxation related services – include all tax compliance and tax planning services. The Group uses the services of the external auditor where it is best suited.

For the year ended 30th April, 2012, the DTT fees, amounting to HK\$1,000,000, were primarily for audit services and those for non-audit services (including review of interim report and tax services) amounted to HK\$392,000, 28.2% of the total fees.

#### REMUNERATION COMMITTEE

The Remuneration Committee was established on 23rd January, 2006. Since its establishment, the Remuneration Committee has consisted of one executive Director, namely Mr. Li Tung Lok, and three independent non-executive Directors, namely, Mr. Robert Charles Nicholson (being the Chairman of the Remuneration Committee), Mr. Sze Tsai To Robert and Mr. Wong Chun Bong Alex.

The terms of reference of the Remuneration Committee have been reviewed and revised with reference to the Revised CG Code. The terms of reference of the Remuneration Committee are posted on the websites of the Company and the Stock Exchange and also available from the Company Secretary on request.

#### 核數師薪酬

審核委員會檢討及監察外聘核數師之獨立身份及對審核過程之客觀性及成效。其每年接獲由外聘核數師發出之委聘函，以確認其獨立身份及客觀性，並與外聘核數師之代表舉行會議以考慮其審核範疇、批准其費用以及其將會提供之非審核服務(如有)之範疇及合適性。審核委員會亦就外聘核數師之委任及留任向董事會作出建議。

本集團就下列各項服務有關委聘德勤之政策如下：

- 審核服務 – 包括就審核綜合財務報表提供之審核服務。所有有關服務將由外聘核數師提供。
- 非審核服務 – 包括一般由外聘核數師提供之服務，但一般不計入審核費如審閱中期財務報告。
- 稅項相關服務 – 包括所有稅項遵例及稅項規劃服務。本集團在適得其所之情況下使用外聘核數師之服務。

截至二零一二年四月三十日止年度，德勤之費用為1,000,000港元，主要用於審核服務，而用於非審核服務(包括審閱中期報告及稅項服務)之費用為392,000港元，佔總費用28.2%。

#### 薪酬委員會

薪酬委員會於二零零六年一月二十三日成立。自成立後，薪酬委員會由一名執行董事李同樂先生，及三名獨立非執行董事黎高臣先生(薪酬委員會主席)、史習陶先生及王振邦先生組成。

薪酬委員會之職權範圍已參考經修訂企業管治守則作出檢討及修訂。薪酬委員會之職權範圍刊載於本公司及聯交所網站，亦可按要求向公司秘書查閱。

## CORPORATE GOVERNANCE REPORT

### 企業管治報告

The major roles and functions of the Remuneration Committee include:

- making recommendations to the Board on the Company's policy and structure for all Directors' and senior management's remuneration;
- reviewing and approving the management's remuneration proposals with reference to the Board's corporate goals and objectives; and
- making recommendations to the Board on the remuneration of non-executive Directors.

No meeting of the Remuneration Committee was held during the year. The written resolutions procedure was adopted to deal with the business of the Remuneration Committee.

During the year under review, work performed by the Remuneration Committee included:

- reviewing and fixing the remuneration of executive Directors and senior management;
- making recommendations to the Board on the remuneration of the independent non-executive Directors; and
- reviewing and approving the revised Terms of Reference of the Remuneration Committee.

The fees of the Directors and emolument of senior management are determined with reference to their respective duties and responsibilities, expertise and experience in the industry, the performance and profitability of the Group as well as remuneration benchmarks from other companies and prevailing market conditions. Whilst the Board retains its power to determine the remuneration of non-executive Directors, the responsibility for reviewing and determining the remuneration packages of individual executive Directors and senior management of the Company is delegated to the Remuneration Committee.

薪酬委員會之主要角色及職能包括：

- 就本公司之政策以及全體董事及高級管理人員之薪酬架構，向董事會提供推薦建議；
- 參考董事會之企業目標及宗旨檢討及批准管理層之薪酬方案；及
- 就非執行董事之薪酬向董事會作出建議。

薪酬委員會於年內並無舉行會議。本公司已採納書面決議案程序以處理薪酬委員會之事務。

於回顧年度內，薪酬委員會執行之工作包括：

- 檢討及釐定執行董事及高級管理人員之薪酬；
- 就獨立非執行董事之薪酬向董事會作出建議；及
- 審閱及批准薪酬委員會之經修訂職權範圍。

董事袍金及高級管理人員酬金乃參考彼等之個別職務及職責、業內之專長及經驗、本集團之表現及盈利能力、其他公司之薪酬基準及現行市況而釐定。雖然董事會保留釐定非執行董事薪酬之權力，但檢討及釐定個別執行董事及本公司高級管理人員之薪酬組合則委派薪酬委員會負責。

## CORPORATE GOVERNANCE REPORT

### 企業管治報告

Directors' emoluments comprise payments to the Directors from the Company and its Group companies. The amounts paid to each Director for the year ended 30th April, 2012 are as below:

董事酬金包括本公司及其集團公司支付予董事之款項。截至二零一二年四月三十日止年度之已付各董事款項如下：

| Name of Directors        | Fees     | Other emoluments            |                            | Total Emoluments |
|--------------------------|----------|-----------------------------|----------------------------|------------------|
|                          |          | Salaries and Other Benefits | Retirement Benefit Schemes |                  |
| 董事姓名                     | 袍金       | 薪金及其他福利                     | 退休福利計劃                     | 酬金總額             |
|                          | HK\$'000 | HK\$'000                    | HK\$'000                   | HK\$'000         |
|                          | 千港元      | 千港元                         | 千港元                        | 千港元              |
| Li Tung Lok              | 131      | —                           | —                          | 131              |
| Phen Hoi Ping Patrick    | —        | 1,485                       | 74                         | 1,559            |
| Robert Charles Nicholson | 375      | —                           | —                          | 375              |
| Sze Tsai To Robert       | 500      | —                           | —                          | 500              |
| Wong Chun Bong Alex      | 300      | —                           | —                          | 300              |
| Total                    | 1,306    | 1,485                       | 74                         | 2,865            |

### NOMINATION COMMITTEE

The Nomination Committee was established on 23rd January, 2006. Since its establishment, the Nomination Committee has consisted of three independent non-executive Directors, namely, Mr. Wong Chun Bong Alex (being the Chairman of the Nomination Committee), Mr. Robert Charles Nicholson and Mr. Sze Tsai To Robert.

The terms of reference of the Nomination Committee have been reviewed and revised with reference to the Revised CG Code. The terms of reference of the Nomination Committee are posted on the websites of the Company and the Stock Exchange and also available from the Company Secretary on request.

The major roles and functions of the Nomination Committee include:

- reviewing the structure, size and composition (including the skills, knowledge and experience) of the Board at least annually and make recommendations on any proposed changes to the Board to complement the Company's corporate strategy;
- identifying individuals suitably qualified to become Board members and selecting or making recommendations to the Board on the candidates nominated for directorships;
- assessing the independence of independent non-executive Directors; and
- making recommendations to the Board on the appointment or re-appointment of Directors and succession planning for Directors, in particular, the Chairman of the Board and the Chief Executive.

### 提名委員會

提名委員會於二零零六年一月二十三日成立。自成立以來，提名委員會由三名獨立非執行董事組成，即王振邦先生（提名委員會主席）、黎高臣先生及史習陶先生。

提名委員會之職權範圍已參考經修訂企業管治守則作出檢討及修訂。提名委員會之職權範圍刊載於本公司及聯交所網站，亦可按要求向公司秘書查閱。

提名委員會之主要角色及職能包括：

- 至少每年檢討董事會架構、規模及組成（包括技能、知識及經驗），並就任何為配合本公司之公司策略而擬對董事會作出之變動提供推薦建議；
- 物色具合適資格可擔任董事會成員之人士，甄選或向董事會推薦出任董事職務之人選；
- 評核獨立非執行董事之獨立性；及
- 就委任或重新委任董事以及董事（尤其是董事會主席及行政總裁）繼任計劃向董事會提供推薦建議。

## CORPORATE GOVERNANCE REPORT

### 企業管治報告

No meeting of the Nomination Committee was held during the year. The written resolutions procedure was adopted to deal with the business of the Nomination Committee.

During the year under review, work performed by the Nomination Committee included:

- reviewing the annual confirmation of independence submitted by the independent non-executive Directors and assessing their independence; and
- reviewing and approving the revised Terms of Reference of the Nomination Committee.

提名委員會於年內並無舉行會議。本公司已採納書面決議案程序以處理提名委員會之事務。

於回顧年度內，提名委員會執行之工作包括：

- 審閱獨立非執行董事提呈之獨立性之年度確認，以及評估彼等之獨立身分；及
- 審閱及批准提名委員會之經修訂職權範圍。

### MODEL CODE FOR SECURITIES TRANSACTIONS

The Board has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the “Model Code”) as set out in Appendix 10 of the Listing Rules for dealings in the securities of the Company by Directors. All Directors have confirmed, following specific enquiry by the Company, that they have fully complied with the required standard set out in the Model Code and its code of conduct regarding directors’ securities transactions throughout the year under review.

### 進行證券交易之標準守則

董事會已採納上市規則附錄10所載上市發行人董事進行證券交易的標準守則（「標準守則」），作為董事買賣本公司證券之守則。經本公司作出具體查詢後，全體董事均已確認，彼等於回顧年度一直全面遵守標準守則所載之規定準則及有關董事證券交易之操守守則。

### DIRECTORS’ RESPONSIBILITY FOR FINANCIAL STATEMENTS

Directors acknowledge that it is their responsibility for the preparation of the consolidated financial statements which give a true and fair view of the state of affairs of the Group at the end of the year under review and of the results of operation and cash flows of the Group for the year under review.

### 董事對財務報表之責任

董事確認負責編製綜合財務報表乃為彼等之責任，而有關財務報表須真實及公平地反映本集團於回顧年度結束時之狀況，以及本集團於回顧年度之經營業績及現金流量。

In preparing the consolidated financial statements for the year under review, the Directors have:

於編製回顧年度之綜合財務報表時，董事已：

- selected suitable accounting policies and applied them on a consistent basis;
- made judgments and estimates that are prudent, fair and reasonable; and
- prepared the consolidated financial statements on a going concern basis and are not aware of any material uncertainties relating to events or conditions that may cast significant doubt upon the Group’s ability to continue as a going concern.

- 選擇並貫徹採納合適之會計政策；
- 作出審慎、公平而合理之判斷及估計；及
- 按持續經營基準編製綜合財務報表且並不知悉有任何重大不明朗之事件或狀況可引致本集團持續經營之能力受到質疑。

## CORPORATE GOVERNANCE REPORT

### 企業管治報告

Management has provided all members of the Board with monthly updates giving a balanced and understandable assessment of the Company's performance, position and prospects in sufficient detail to enable the Board as a whole and each Director to discharge their duties.

The statement of the Company's external auditor, DTT, regarding their reporting responsibility is set out in the Independent Auditor's Report on pages 41 to 42 of this Annual Report.

### INTERNAL CONTROL

Code Provision C.2.1 of the Revised CG Code stipulates that the Directors should at least annually conduct a review of the effectiveness of the Group's internal control system.

The Board recognizes that it has the overall responsibility to establish and maintain a sound and effective internal control system to ensure the smooth running of operations, safeguard the Group's assets and the Shareholders' interest as well as to ensure the reliability of financial statements in compliance with applicable laws and regulations. In devising internal controls, the Group has regard to the nature and extent of the risk, the likelihood of it crystallizing, and the cost of controls. A system of internal control is designed to manage, but not eliminate, the risk of failure to achieve business objectives and can only provide reasonable but not absolute, assurance against the risk of material misstatement, fraud or loss.

During the year under review, the Group engaged an external firm of qualified accountants to initiate an independent review covering the overall financial, operational, compliance, risk management and monitoring control aspects for a substantial part of the Group's operations. A report from the external firm of qualified accountants was addressed and presented to the Board, and reviewed by the Audit Committee and the Board. The report did not reveal any significant defects.

The aforesaid is an ongoing process for identifying, evaluating and managing significant business, financial, compliance and operational risks specific to the Group. Relevant recommendations made by the Audit Committee and the external qualified accountants who performed the reviews at least annually would be implemented, if appropriate, as soon as possible, by the Group to further enhance its internal control policies, procedures and practices.

管理層已向全體董事會成員提交每月更新，就本公司之表現、狀況及前景作出公平及易於理解之詳盡評估，以使董事會整體及各董事得以履行彼等之職責。

本公司外聘核數師德勤就其呈報責任之聲明載於本年報第41至42頁之獨立核數師報告。

### 內部監控

經修訂企業管治守則之守則條文第C.2.1條規定董事應最少每年對本集團內部監控制度之效能進行檢討。

董事會確認，建立並維持健全而有效之內部監控制度，確保業務能夠暢順運作、保障本集團資產及股東權益以及確保財務報表可靠和符合適用之法例及規例，乃董事會之整體責任。於設計內部監控制度時，本集團已考慮到風險之性質及程度、風險出現之可能性以及監控之成本。內部監控制度乃旨在管理未能達到業務目標之風險，而非消除該等風險，並僅可針對重大錯誤陳述、詐騙或虧損之風險提供合理而非絕對之保證。

於回顧年度內，本集團外聘合資格會計師行，對涉及整體財務、營運、合規、風險管理及監控等方面之本集團重大業務範疇進行獨立檢討。該外聘合資格會計師行之報告已提呈董事會，並由審核委員會及董事會審閱。該報告並無揭示任何重大錯失。

上述程序乃識別、評估及管理本集團在業務、財務、合規及營運方面特有之重大風險之持續程序。對於審核委員會及進行檢討工作之外聘合資格會計師最少每年提出之相關推薦建議，本集團將在適當情況下盡快執行，以進一步提升本集團之內部監控政策、程序及慣例。



## CORPORATE GOVERNANCE REPORT

### 企業管治報告

#### COMPANY SECRETARY

The Company Secretary, Ms. Vicki Tsui, is responsible to the Board for ensuring that the Board procedures are followed and the Board activities are efficiently and effectively conducted. These objectives are achieved through adherence to proper Board procedures and the timely preparation and dissemination of meeting agendas and papers to the Directors. Minutes of all meetings of the Board and the Board committees are prepared and maintained by the Company Secretary to record in sufficient details the matters considered and decisions reached by the Board or the Board Committee. All minutes are sent to the Directors and are available for inspection by any Director upon request.

The Company Secretary is responsible for ensuring that the Board is fully apprised of all legislative, regulatory and corporate governance developments relating to the Group and that it takes these into consideration when making decisions for the Group.

The Company Secretary is also directly responsible for seeking to ensure the Group's compliance with all obligations under the Listing Rules and The Codes on Takeovers and Mergers and Share Repurchases, including the preparation, publication and despatch of annual reports and interim reports within the time limits set out in the Listing Rules and the timely dissemination of the same to the Shareholders.

Furthermore, the Company Secretary advises the Directors on their obligations for disclosure of interests and dealings in the Group's securities, connected transactions and price-sensitive information and ensures that the standards and disclosures required by the Listing Rules are observed and, where required, reflected in the annual report of the Company.

The appointment and removal of the Company Secretary is subject to Board approval in accordance with the Bye-laws of the Company. All members of the Board have access to the advice and service of the Company Secretary. Ms. Vicki Tsui was appointed as the Company Secretary of the Company in December 2011 and has day-to-day knowledge of the Group's affairs. Ms. Vicki Tsui has confirmed, following specific enquiry made by the Company that she has complied with all the qualifications, experience and training requirements of the Listing Rules.

#### 公司秘書

公司秘書徐麗琪女士須向董事會負責，以確保董事會程序得以遵循，且董事會之活動符合效率和效益。該等目標均透過依循適當之董事會程序，並盡快編製及向董事派發會議議程及文件而達致。董事會及董事會委員會之所有會議記錄乃由公司秘書編製及管理，並將董事會及董事會委員考慮之事項及達致之決定鉅細無遺地記錄。所有會議記錄均提呈予董事，並於董事要求時可供審查。

公司秘書負責確保董事會於作出決策時全面知悉一切有關本集團之立法、規管及企業管治之發展，並將其納入考慮範圍。

公司秘書亦直接負責確保本集團遵守上市規則及公司收購、合併及股份購回守則所規定之所有責任，包括於上市規則規定之期限內編製、刊發及派發年度報告及中期報告，並適時向股東派發該等文件。

此外，公司秘書就董事披露於本集團證券之權益及交易、關連交易及股價敏感資料之責任向彼等提供意見，並確保上市規則規定之標準及披露獲得遵守，及於有需要時於本公司之年度報告中反映。

公司秘書之委任及罷免須經董事會根據本公司之公司細則批准。董事會全體成員均獲公司秘書提供意見及服務。徐女士於二零一一年十二月獲委任為本公司之公司秘書，對本集團日常事務有充份了解。於本公司作出具體查詢後，徐女士已確認彼符合上市規則所規定之所有資格、經驗及培訓。

## CORPORATE GOVERNANCE REPORT 企業管治報告

### RELATIONSHIP WITH SHAREHOLDERS AND OTHER STAKEHOLDERS

The Group actively promotes investor relations and communications with the investment community when the interim and year end financial results are announced and during the course of the year. The Board is committed to providing clear and full information about the Group to the Shareholders through the publication of notices, announcements, circulars, interim and annual reports. An up-to-date consolidated version of the Memorandum of Association and Bye-laws of the Company is published on the websites of the Group and the Stock Exchange. There have been no changes to the Memorandum of Association and Bye-laws of the Company during the year but changes to the Bye-laws will be proposed at the 2012 annual general meeting. A circular containing details of the proposed amendments will be sent to the Shareholders together with the 2012 Annual Report.

Shareholders are encouraged to attend all general meetings of the Company. Pursuant to Section 74 of the Bermuda Companies Act 1981, the directors of a company, notwithstanding anything in its bye-laws shall, on the requisition of members 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 as at the date of the deposit carrying the right of voting at general meetings of the company, forthwith proceed duly to convene a special general meeting of the company. The requisition must state the purposes of the meeting, and must be signed by the requisitionists and deposited at the registered office of the company, and may consist of several documents in like form each signed by one or more requisitionists.

All substantive resolutions at general meetings are decided on a poll which is conducted by the Company Secretary and scrutinised by the Company's branch share registrar in Hong Kong. The results of the poll are published on the websites of the Company and the Stock Exchange. Regularly updated financial, business and other information about the Company is made available on the Company's website for the Shareholders and stakeholders.

### 與股東及其他利益相關人士之關係

當中期或年度財務業績公佈後及全年期間，本集團積極推動投資者關係及與投資界人士之交流活動。董事會透過刊發通告、公告、通函、中期及年度報告，致力向股東提供有關集團之清晰及全面之資訊。本公司組織章程大綱及公司細則之最新完整版本已於本集團及聯交所網站上刊登。年內本公司組織章程大綱及公司細則並無任何變動，惟本公司將於二零一二年股東週年大會提呈修改公司細則。載有建議修改事項詳情之通函將連同二零一二年年報寄發予股東。

本公司鼓勵股東參與所有本公司之股東大會。根據一九八一年百慕達公司法第74條，公司董事（儘管公司細則有所規定），如收到公司股東呈請，於呈請日期持有不少於公司已繳納股本十分之一並享有在公司股東大會之投票權，則應隨即正式召開公司股東特別大會。呈請必須列明會議目的，並必須由呈請者簽署及遞交至公司註冊辦事處，及其可包括由多於一位呈請人簽署之同一格式之多份文件組成。

股東大會之所有重要決議案須以按股數投票表決方式進行，投票過程由公司秘書主持及由本公司之香港股份過戶登記分處監票。投票結果乃於本公司及聯交所網站上刊登。本公司網站定期更新有關本公司之財務、業務及其他資料，以供股東及利益相關人士閱覽。

## CORPORATE GOVERNANCE REPORT

### 企業管治報告

The last shareholders' meeting of the Company was the 2011 Annual General Meeting which was held on 19th September, 2011 at The Mira Hong Kong, Hong Kong attended by DTT and three Directors, including the Chairman of the Board and the Nomination Committee. The Directors are requested and encouraged to attend shareholders' meetings albeit unforeseen circumstances which might prevent the Directors from attending such meetings. Separate resolutions were proposed at that meeting on each substantive issue and the percentage of votes cast in favour of such resolutions as disclosed in the announcement of the Company dated 19th September, 2011 are set out below:

本公司最近期股東大會為於二零一一年九月十九日假座香港The Mira Hong Kong舉行之二零一一年股東週年大會，德勤及三名董事（包括董事會及提名委員會主席）均有出席。儘管可能有未可預見之情況妨礙董事出席該等大會，本公司要求並鼓勵董事出席股東大會。有關各重要事項之獨立決議案均已於該大會提呈，誠如本公司日期為二零一一年九月十九日之公佈所披露，投票贊成該等決議案之百分比載列如下：

| Resolutions proposed at the 2011 Annual General Meeting<br>於二零一一年股東週年大會提呈之決議案                                                                                                                                                     | Percentage of<br>Votes<br>投票百分比 |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------|
| 1. Adoption of the Audited Financial Statements of the Company for the year ended 30th April, 2011 and the Reports of the Directors and the Auditor thereon.<br>接納本公司截至二零一一年四月三十日止年度之經審核財務報表及董事會報告與核數師報告。                         | 100%                            |
| 2. Re-appointment of Messrs. Deloitte Touche Tohmatsu as auditor of the Company and authorization of the Board to fix their remuneration.<br>重新委聘德勤•關黃陳方會計師行為本公司之核數師，並授權董事會釐定其酬金。                                                 | 99.99%                          |
| 3(A) Re-election of Mr. Sze Tsai To Robert as an independent non-executive Director for a fixed term of not more than three years.<br>重選史習陶先生為獨立非執行董事，任期為不超過三年之固定期限。                                                              | 99.99%                          |
| 3(B) Re-election of Mr. Wong Chun Bong Alex as an independent non-executive Director for a fixed term of not more than three years.<br>重選王振邦先生為獨立非執行董事，任期為不超過三年之固定期限。                                                             | 99.99%                          |
| 4. Authorisation to the Board to fix the Directors' remuneration.<br>授權董事會釐定董事之酬金。                                                                                                                                                | 100%                            |
| 5(A) Granting a general mandate to the Directors to issue new shares of the Company.<br>授予董事一般授權，以發行本公司之新股份。                                                                                                                      | 99.78%                          |
| 5(B) Granting a general mandate to the Directors to repurchase shares of the Company.<br>授予董事一般授權，以購回本公司之股份。                                                                                                                      | 100%                            |
| 5(C) Extension of the general mandate to the Directors to issue new shares following the repurchase of shares of the Company under the general mandate in Resolution No. 5(B).<br>擴大授予董事之一般授權，可於根據第5(B)項決議案所載之一般授權購回本公司之股份後發行新股份。 | 99.78%                          |

## CORPORATE GOVERNANCE REPORT 企業管治報告

All resolutions put to the Shareholders at the 2011 Annual General Meeting were passed. The results of the voting by poll were published on the websites of the Company and the Stock Exchange.

The Group values feedback from the Shareholders on its efforts to promote transparency and foster investor relationships. The Board has established a shareholders' communication policy and posted it on the websites of the Company. The Board reviews it on a regular basis to ensure its effectiveness. Enquiries, comments and suggestions to the Board or the Company are welcome and can be addressed to the Company Secretary by mail to 8/F., Hale Weal Industrial Building, 22–28 Tai Chung Road, Tsuen Wan, New Territories, Hong Kong or by email at [ir@qplhk.com](mailto:ir@qplhk.com).

所有於二零一一年股東週年大會向股東提呈之決議案均獲通過。以按股數投票方式表決之結果均於本公司及聯交所網站上刊登。

本集團致力提升透明度與加強與投資關係，並重視股東對此方面之意見。董事會已設立股東溝通政策，並刊登於本公司網站上。董事會定期檢討其有效性。如欲向董事會或本公司查詢、評論及建議，歡迎來函香港新界荃灣大涌道22–28號合福工業大廈8樓或可透過電郵至[ir@qplhk.com](mailto:ir@qplhk.com)致公司秘書。



# GROWING THE GATEWAY





# DIRECTORS' REPORT

## 董事會報告

The Directors present their annual report and the audited consolidated financial statements for the year ended 30th April, 2012.

### PRINCIPAL ACTIVITIES

The Company acts as an investment holding company.

The principal activities of its subsidiaries are the manufacture and sale of integrated circuit leadframes, heatsinks and stiffeners and investment holding.

### RESULTS AND APPROPRIATIONS

The results of the Group for the year ended 30th April, 2012 are set out in the consolidated statement of comprehensive income on page 43.

The Directors do not recommend the payment of a dividend in respect of the year ended 30th April, 2012.

### SHARE CAPITAL

Details of movements during the year in the share capital of the Company are set out in Note 24 to the consolidated financial statements.

### DISTRIBUTABLE RESERVES OF THE COMPANY

The Company did not have reserves available for distribution to shareholders at 30th April, 2012.

Under the Companies Act 1981 of Bermuda (as amended), the contributed surplus account of the Company is available for distribution. However, the Company cannot declare or pay a dividend, or make a distribution out of the 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 accounts.

### PROPERTY, PLANT AND EQUIPMENT

During the year, the Group acquired property, plant and equipment at an aggregate cost of HK\$7,289,000.

Details of movements in the property, plant and equipment of the Group during the year are set out in Note 14 to the consolidated financial statements.

董事會同寅謹此提呈截至二零一二年四月三十日止年度之年報及經審核綜合財務報表。

### 主要業務

本公司為投資控股公司。

其附屬公司之主要業務為製造及銷售集成電路引線框、散熱器與加強桿及投資控股。

### 業績及分派

本集團截至二零一二年四月三十日止年度之業績載於第43頁之綜合全面收入報表。

董事不建議派付截至二零一二年四月三十日止年度之股息。

### 股本

本公司年內之股本變動詳情載於綜合財務報表附註24。

### 本公司之可分派儲備

於二零一二年四月三十日，本公司並無可分派予股東之儲備。

根據百慕達一九八一年公司法(修訂本)，本公司之實繳盈餘賬可供分派。然而，在下列情況，本公司不得自實繳盈餘中宣派或派付股息或作出分派：

- (i) 公司無法(或於派息後無法)償還到期負債；或
- (ii) 公司資產之可變現價值會因分派而少於其負債、已發行股本及股份溢價賬三者之總和。

### 物業、機器及設備

年內，本集團以7,289,000港元之總成本添置物業、機器及設備。

本集團物業、機器及設備於年內變動之詳情載於綜合財務報表附註14。

## DIRECTORS' REPORT

### 董事會報告

#### MAJOR CUSTOMERS AND SUPPLIERS

For the year ended 30th April, 2012, the percentages of the Group's turnover and purchases attributable to its major customers and suppliers are as follows:

|                            |        | %  |
|----------------------------|--------|----|
| Turnover attributable to:  | 所佔營業額： |    |
| Largest customer           | 最大客戶   | 16 |
| Five largest customers     | 五大客戶   | 46 |
| Purchases attributable to: | 所佔採購額： |    |
| Largest supplier           | 最大供應商  | 18 |
| Five largest suppliers     | 五大供應商  | 54 |

At no time during the year did a Director, an associate of a Director or a shareholder of the Company (which to the knowledge of the Directors of the Company owned more than 5% of the Company's issued share capital) have an interest in any of the Group's five largest customers or suppliers.

#### DIRECTORS

The Directors of the Company during the year and up to the date of this report are:

##### EXECUTIVE DIRECTORS

Mr. Li Tung Lok (*Executive Chairman and Chief Executive*)  
Mr. Phen Hoi Ping Patrick

##### INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Robert Charles Nicholson  
Mr. Sze Tsai To Robert  
Mr. Wong Chun Bong Alex

Pursuant to bye-law 102A of the Bye-laws of the Company, Mr. Phen Hoi Ping Patrick, being executive Director and Mr. Robert Charles Nicholson, being independent non-executive Director, will retire from office at the 2012 AGM and, being eligible, have offered themselves for re-election.

As the executive Chairman of the Board, Mr. Li Tung Lok is not, by virtue of Bermuda law, subject to retirement by rotation. However, in order to comply with the Code Provision A.4.2 of the Existing CG Code contained in Appendix 14 of the Listing Rules on the Stock Exchange, which stipulates that every director should be subject to retirement by rotation at least once every three years, Mr. Li Tung Lok has agreed to voluntarily retire and be re-elected at least once every three years. At the 2012 AGM, Mr. Li Tung Lok will voluntarily retire from office and, being eligible, will offer himself for re-election as executive Director.

#### 主要客戶及供應商

截至二零一二年四月三十日止年度，主要客戶及供應商所佔本集團之營業額及採購額之百分比如下：

本公司各董事、董事之聯繫人士或股東(就本公司董事所知擁有本公司已發行股本超過5%者)於本年內任何時間概無擁有本集團五大客戶或供應商任何權益。

#### 董事

本年度及截至本報告日期之本公司董事如下：

##### 執行董事

李同樂先生(*執行主席兼行政總裁*)  
彭海平先生

##### 獨立非執行董事

黎高臣先生  
史習陶先生  
王振邦先生

按照本公司之公司細則第102A條，執行董事彭海平先生及獨立非執行董事黎高臣先生將於二零一二年股東週年大會上退任，且合資格並願意重選連任。

根據百慕達法例，李同樂先生作為董事會執行主席，毋須輪值告退。然而，為遵載於聯交所上市規則附錄十四之現有企業管治守則守則條文第A.4.2條(當中訂明每名董事須最少每三年輪值退任一次)，李同樂先生已同意至少每三年自願退任一次，並願意重選連任。在將於二零一二年股東週年大會上，李同樂先生將自願退任且合資格並重選連任為執行董事。

## DIRECTORS' REPORT 董事會報告

### DIRECTORS' INTERESTS IN SHARES AND UNDERLYING SHARES

At 30th April, 2012, the interests of the Directors of the Company and their associates in the share capital and underlying shares attached to share options of the Company or any of its associated corporations as recorded in the register maintained by the Company pursuant to Section 352 of the Securities and Futures Ordinance ("SFO"), or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code of the Listing Rules of the issued share capital of the Company were as follows:

### LONG POSITION IN SHARES AND UNDERLYING SHARES OF THE COMPANY

### 董事擁有股份及相關股份之權益

於二零一二年四月三十日，按本公司根據證券及期貨條例（「證券及期貨條例」）第352條設立之登記名冊所載，或根據上市規則所載之標準守則須另行知會本公司及聯交所之本公司已發行股本權益，本公司董事及彼等之聯繫人士擁有本公司或其任何相聯法團之股本及購股權所附相關股份之權益如下：

### 本公司股份及相關股份之好倉

|                                                          |                   | Number of issued ordinary shares/underlying shares of the Company<br>本公司已發行普通股／相關股份數目 |                                |                                 |             | Percentage of<br>the issued<br>share capital of<br>the Company<br>佔本公司<br>已發行股本之<br>百分比 |
|----------------------------------------------------------|-------------------|---------------------------------------------------------------------------------------|--------------------------------|---------------------------------|-------------|-----------------------------------------------------------------------------------------|
| Name of Director<br>董事姓名                                 |                   | Personal<br>interests<br>個人權益                                                         | Family<br>interests<br>家屬權益    | Corporate<br>interests<br>公司權益  | Total<br>總計 |                                                                                         |
| Mr. Li Tung Lok<br>– Ordinary shares in issue            | 李同樂先生<br>– 已發行普通股 | 273,794,282                                                                           | 3,000,000<br>(Note a)<br>(附註a) | 18,590,944<br>(Note b)<br>(附註b) | 295,385,226 | 38.49%                                                                                  |
| Mr. Phen Hoi Ping Patrick<br>– Unlisted share options    | 彭海平先生<br>– 非上市購股權 | 3,060,000                                                                             | –                              | –                               | 3,060,000   | 0.40%                                                                                   |
| Mr. Sze Tsai To Robert<br>– Unlisted share options       | 史習陶先生<br>– 非上市購股權 | 510,000                                                                               | –                              | –                               | 510,000     | 0.07%                                                                                   |
| Mr. Robert Charles Nicholson<br>– Unlisted share options | 黎高臣先生<br>– 非上市購股權 | 510,000                                                                               | –                              | –                               | 510,000     | 0.07%                                                                                   |
| Mr. Wong Chun Bong Alex<br>– Unlisted share options      | 王振邦先生<br>– 非上市購股權 | 510,000                                                                               | –                              | –                               | 510,000     | 0.07%                                                                                   |

Notes:

附註：

- (a) The family interests of 3,000,000 shares represent the interest of the wife of Mr. Li Tung Lok.
- (b) Mr. Li Tung Lok wholly owns Solar Forward Company Limited, which owns 18,590,944 shares of the Company.

- (a) 家屬權益之3,000,000股股份乃李同樂先生妻子之權益。
- (b) 李同樂先生全資擁有之Solar Forward Company Limited持有本公司18,590,944股股份。

## DIRECTORS' REPORT 董事會報告

Save as disclosed herein and for shares in subsidiaries held by the Directors in trust for their immediate holding companies, at 30th April, 2012, none of the Directors or chief executives of the Company, nor their associates, had any interest or short position in any securities or derivatives of the Company or any of its associated corporations as defined in the SFO.

### SHARE OPTIONS

Particulars of the Company's share option scheme are set out in Note 31 to the consolidated financial statements.

The following table discloses movements in the Company's share options granted to the Directors and employees during the year:

除本文所披露者及董事以信託方式代直接控股公司持有附屬公司之股份外，於二零一二年四月三十日，本公司董事或主要行政人員或彼等之聯繫人士概無於本公司或其任何相聯法團（定義見證券及期貨條例）之任何證券或衍生工具中擁有任何權益或淡倉。

### 購股權

本公司購股權計劃詳情載於綜合財務報表附註31。

下表披露董事及僱員所獲授本公司購股權於年內之變動：

|                                       | Date of grant      | Outstanding<br>at 1st May,<br>2011 | Movements during the year |           |           | Outstanding<br>at 30th April,<br>2012 | Exercise Period                          |
|---------------------------------------|--------------------|------------------------------------|---------------------------|-----------|-----------|---------------------------------------|------------------------------------------|
|                                       |                    | 於二零一一年<br>五月一日                     | Granted                   | Exercised | Forfeited | 於二零一二年<br>四月三十日                       |                                          |
|                                       | 授出日期               | 尚未行使                               | 已授出                       | 已行使       | 已沒收       | 尚未行使                                  | 行使期                                      |
| Category 1: Directors                 |                    |                                    |                           |           |           |                                       |                                          |
| 第一類：董事                                |                    |                                    |                           |           |           |                                       |                                          |
| Mr. Phen Hoi Ping Patrick<br>彭海平先生    | 11th May, 2007     | 1,200,000                          | –                         | –         | –         | 1,200,000                             | 18th May, 2007 – 10th May, 2012          |
|                                       | 二零零七年五月十一日         |                                    |                           |           |           |                                       | 二零零七年五月十八日至二零一二年五月十日                     |
|                                       | 11th May, 2007     | 600,000                            | –                         | –         | –         | 600,000                               | 18th May, 2008 – 10th May, 2012          |
|                                       | 二零零七年五月十一日         |                                    |                           |           |           |                                       | 二零零八年五月十八日至二零一二年五月十日                     |
|                                       | 3rd December, 2009 | 840,000                            | –                         | –         | –         | 840,000                               | 10th December, 2009 – 2nd December, 2014 |
|                                       | 二零零九年十二月三日         |                                    |                           |           |           |                                       | 二零零九年十二月十日至二零一四年十二月二日                    |
| Mr. Sze Tsai To Robert<br>史習陶先生       | 3rd December, 2009 | 420,000                            | –                         | –         | –         | 420,000                               | 3rd December, 2010 – 2nd December, 2014  |
|                                       | 二零零九年十二月三日         |                                    |                           |           |           |                                       | 二零一零年十二月三日至二零一四年十二月二日                    |
|                                       | 11th May, 2007     | 200,000                            | –                         | –         | –         | 200,000                               | 14th May, 2007 – 10th May, 2012          |
|                                       | 二零零七年五月十一日         |                                    |                           |           |           |                                       | 二零零七年五月十四日至二零一二年五月十日                     |
|                                       | 11th May, 2007     | 100,000                            | –                         | –         | –         | 100,000                               | 14th May, 2008 – 10th May, 2012          |
|                                       | 二零零七年五月十一日         |                                    |                           |           |           |                                       | 二零零八年五月十四日至二零一二年五月十日                     |
| Mr. Robert Charles Nicholson<br>黎高臣先生 | 3rd December, 2009 | 140,000                            | –                         | –         | –         | 140,000                               | 8th December, 2009 – 2nd December, 2014  |
|                                       | 二零零九年十二月三日         |                                    |                           |           |           |                                       | 二零零九年十二月八日至二零一四年十二月二日                    |
|                                       | 3rd December, 2009 | 70,000                             | –                         | –         | –         | 70,000                                | 3rd December, 2010 – 2nd December, 2014  |
|                                       | 二零零九年十二月三日         |                                    |                           |           |           |                                       | 二零一零年十二月三日至二零一四年十二月二日                    |
|                                       | 11th May, 2007     | 200,000                            | –                         | –         | –         | 200,000                               | 14th May, 2007 – 10th May, 2012          |
|                                       | 二零零七年五月十一日         |                                    |                           |           |           |                                       | 二零零七年五月十四日至二零一二年五月十日                     |
|                                       | 11th May, 2007     | 100,000                            | –                         | –         | –         | 100,000                               | 14th May, 2008 – 10th May, 2012          |
|                                       | 二零零七年五月十一日         |                                    |                           |           |           |                                       | 二零零八年五月十四日至二零一二年五月十日                     |
|                                       | 3rd December, 2009 | 140,000                            | –                         | –         | –         | 140,000                               | 10th December, 2009 – 2nd December, 2014 |
|                                       | 二零零九年十二月三日         |                                    |                           |           |           |                                       | 二零零九年十二月十日至二零一四年十二月二日                    |
|                                       | 3rd December, 2009 | 70,000                             | –                         | –         | –         | 70,000                                | 3rd December, 2010 – 2nd December, 2014  |
|                                       | 二零零九年十二月三日         |                                    |                           |           |           |                                       | 二零一零年十二月三日至二零一四年十二月二日                    |

# DIRECTORS' REPORT

## 董事會報告

|                                  | Date of grant      | Outstanding            | Movements during the year |           |             | Outstanding             | Exercise Period                         |
|----------------------------------|--------------------|------------------------|---------------------------|-----------|-------------|-------------------------|-----------------------------------------|
|                                  |                    | at 1st May,            | Granted                   | Exercised | Forfeited   | at 30th April,          |                                         |
|                                  |                    | 2011                   |                           |           |             | 2012                    |                                         |
|                                  |                    | 於二零一一年<br>五月一日<br>尚未行使 |                           |           |             | 於二零一二年<br>四月三十日<br>尚未行使 |                                         |
| 授出日期                             |                    |                        | 已授出                       | 已行使       | 已沒收         |                         | 行使期                                     |
| Mr. Wong Chun Bong Alex<br>王振邦先生 | 11th May, 2007     | 200,000                | –                         | –         | –           | 200,000                 | 18th May, 2007 – 10th May, 2012         |
|                                  | 二零零七年五月十一日         |                        |                           |           |             |                         | 二零零七年五月十八日至二零一二年五月十日                    |
|                                  | 11th May, 2007     | 100,000                | –                         | –         | –           | 100,000                 | 18th May, 2008 – 10th May, 2012         |
|                                  | 二零零七年五月十一日         |                        |                           |           |             |                         | 二零零八年五月十八日至二零一二年五月十日                    |
|                                  | 3rd December, 2009 | 140,000                | –                         | –         | –           | 140,000                 | 7th December, 2009 – 2nd December, 2014 |
|                                  | 二零零九年十二月三日         |                        |                           |           |             |                         | 二零零九年十二月七日至二零一四年十二月二日                   |
|                                  | 3rd December, 2009 | 70,000                 | –                         | –         | –           | 70,000                  | 3rd December, 2010 – 2nd December, 2014 |
| 二零零九年十二月三日                       |                    |                        |                           |           |             | 二零一零年十二月三日至二零一四年十二月二日   |                                         |
| Total Directors<br>董事總計          |                    | 4,590,000              | –                         | –         | –           | 4,590,000               |                                         |
|                                  |                    |                        |                           |           |             |                         |                                         |
| Category 2:<br>第二類：              |                    |                        |                           |           |             |                         |                                         |
| Eligible employees<br>合資格僱員      | 11th May, 2007     | 8,950,000              | –                         | –         | (700,000)   | 8,250,000               | 14th May, 2007 – 10th May, 2012         |
|                                  | 二零零七年五月十一日         |                        |                           |           |             |                         | 二零零七年五月十四日至二零一二年五月十日                    |
|                                  | 11th May, 2007     | 4,475,000              | –                         | –         | (350,000)   | 4,125,000               | 14th May, 2008 – 10th May, 2012         |
|                                  | 二零零七年五月十一日         |                        |                           |           |             |                         | 二零零八年五月十四日至二零一二年五月十日                    |
|                                  | 3rd December, 2009 | 10,185,500             | –                         | –         | (2,456,834) | 7,728,666               | 3rd December, 2009 – 2nd December, 2014 |
|                                  | 二零零九年十二月三日         |                        |                           |           |             |                         | 二零零九年十二月三日至二零一四年十二月二日                   |
|                                  | 3rd December, 2009 | 5,102,750              | –                         | –         | (1,228,416) | 3,874,334               | 3rd December, 2010 – 2nd December, 2014 |
| 二零零九年十二月三日                       |                    |                        |                           |           |             | 二零一零年十二月三日至二零一四年十二月二日   |                                         |
| Total employees<br>僱員總計          |                    | 28,713,250             | –                         | –         | (4,735,250) | 23,978,000              |                                         |
|                                  |                    |                        |                           |           |             |                         |                                         |
| Total all categories<br>所有類別總計   |                    | 33,303,250             | –                         | –         | (4,735,250) | 28,568,000              |                                         |

No options were granted or exercised during the year.

年內概無購股權獲授出或行使。



## DIRECTORS' REPORT

### 董事會報告

#### ARRANGEMENTS TO PURCHASE SHARES OR DEBENTURES

Other than the share option scheme as described in the sections headed “Directors’ Interests in Shares and Underlying Shares” and “Share Options”, at no time during the year was the Company or any of its subsidiaries a party to any arrangements to enable the Directors of the Company to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate, and none of the Directors or chief executives, nor their spouses or children under the age of 18, had any right to subscribe for the securities of the Company, or had exercised any such right during the year.

#### DIRECTORS' INTERESTS IN CONTRACTS OF SIGNIFICANCE

No contract of significance, to which the Company or any of its subsidiaries was a party and in which a Director of the Company had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year.

#### MANAGEMENT CONTRACTS

No contract of significance concerning the management and administration of the whole or any substantial part of the business of the Company or any of its subsidiaries was entered into during the year or subsisted at the end of the year.

No Director was a party to a service contract with the Company or any of its subsidiaries, which is not determinable by the employing company within one year without the payment of compensation (other than statutory compensation).

#### SUBSTANTIAL SHAREHOLDERS

At 30th April, 2012, other than the interests disclosed above in respect of a Director, the Company has not been notified of any other interest representing 5% or more of the issued share capital of the Company and recorded in the register of substantial shareholders maintained under Section 336 of the SFO.

#### 購買股份或債券之安排

除「董事擁有股份及相關股份之權益」及「購股權」兩節所述之購股權計劃外，本公司或其任何附屬公司於年內任何時間並無參與任何安排，使本公司董事可藉購入本公司或任何其他法人團體之股份或債券而獲益，而各董事、主要行政人員、彼等之配偶或18歲以下之子女於年內亦無擁有或行使任何可認購本公司證券之權利。

#### 董事於重要合約之利益

於年終或年內任何時間，本公司或其任何附屬公司概無訂立本公司董事於當中直接或間接擁有重大利益之重要合約。

#### 管理合約

於年內或年終，並無就本公司或其任何附屬公司之全部或任何重大部分業務之管理及行政而簽訂重大合約。

董事概無與本公司或其任何附屬公司簽訂僱用公司在一年內不支付賠償(法定賠償除外)則不得終止之服務合約。

#### 主要股東

於二零一二年四月三十日，除上文所披露有關一名董事之權益外，本公司並不獲知悉任何其他相當於本公司已發行股本5%或以上並記錄於根據證券及期貨條例第336條存置之主要股東名冊內之權利。

## DIRECTORS' REPORT 董事會報告

### PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES

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

### EMOLUMENT POLICY

The emolument policy of the employees of the Group is set up by the Remuneration Committee on the basis of their merit, qualifications and competence.

The fees of the Directors and emolument of senior management are determined with reference to their respective duties and responsibilities, expertise and experience in the industry, the performance and profitability of the Group as well as remuneration benchmarks from other companies and prevailing market conditions. Whilst the Board retains its power to determine the remuneration of non-executive Directors, the responsibility for reviewing and determining the remuneration packages of individual executive Directors and senior management of the Company is delegated to the Remuneration Committee.

The Company has adopted a share option scheme as an incentive to the Directors and eligible employees, details of the scheme is set out in Note 31 to the consolidated financial statements.

### APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTORS

The Company has received, from each of the independent non-executive Directors, an annual confirmation of the independence pursuant to Rule 3.13 of the Listing Rules. The Company considers all of the independent non-executive Directors are independent.

### PRE-EMPTIVE RIGHTS

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

### SUFFICIENCY OF PUBLIC FLOAT

According to the information that is publicly available to the Company and within the knowledge of the Board, the percentage of the Company's shares which are in the hands of the public exceeds 25% of the Company's total number of issued shares throughout the year ended 30th April, 2012.

### 購買、出售或贖回上市證券

年內，本公司或其任何附屬公司概無購買、出售或贖回本公司任何上市證券。

### 酬金政策

本集團僱員之酬金政策由薪酬委員會根據僱員之功績、資歷及能力制訂。

董事袍金及高級管理人員酬金乃參考彼等之個別職務及職責、業內之專長及經驗、本集團之表現及盈利能力、其他公司之薪酬基準及現行市況而釐定。雖然董事會保留釐定非執行董事薪酬之權力，但檢討及釐定個別執行董事及本公司高級管理人員之薪酬組合則委派薪酬委員會負責。

本公司已採納購股權計劃，以獎勵董事及合資格僱員，該計劃之詳情載於綜合財務報表附註31。

### 委任獨立非執行董事

根據上市規則第3.13條，本公司已接獲各獨立非執行董事有關獨立性之年度確認書。本公司認為所有獨立非執行董事均具獨立身分。

### 優先購買權

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

### 足夠公眾持股量

根據本公司獲得之公開資料及據董事會所知，於截至二零一二年四月三十日止整年度，公眾人士持有本公司股份超過本公司已發行股份總數25%。

DIRECTORS' REPORT  
董事會報告

**AUDITOR**

A resolution will be submitted to the Annual General Meeting of the Company to re-appoint Messrs. Deloitte Touche Tohmatsu as auditor of the Company.

On behalf of the Board

**Li Tung Lok**  
*Chairman*

26th July, 2012

**核數師**

於本公司股東週年大會上將提呈關於續聘德勤•關黃陳方會計師行為本公司核數師之決議案。

代表董事會

主席  
**李同樂**

二零一二年七月二十六日

# INDEPENDENT AUDITOR'S REPORT

## 獨立核數師報告

**Deloitte.**  
**德勤**

**TO THE MEMBERS OF QPL INTERNATIONAL HOLDINGS LIMITED**

*(Incorporated in Bermuda with limited liability)*

We have audited the consolidated financial statements of QPL International Holdings Limited (the “Company”) and its subsidiaries (collectively referred to as the “Group”) set out on pages 43 to 102, which comprise the consolidated statement of financial position as at 30th April, 2012, consolidated statement of comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, and a summary of significant accounting policies and other explanatory information.

### DIRECTORS' RESPONSIBILITY FOR THE CONSOLIDATED FINANCIAL STATEMENTS

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

### AUDITOR'S RESPONSIBILITY

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

**致QPL INTERNATIONAL HOLDINGS LIMITED**

*(於百慕達註冊成立之有限公司)*

**列位股東**

本行已審核載於第43至102頁之QPL International Holdings Limited(「貴公司」)及其附屬公司(統稱「貴集團」)之綜合財務報表，此等財務報表包括於二零一二年四月三十日之綜合財務狀況報表及截至該日止年度之綜合全面收入報表、綜合權益變動表及綜合現金流量表，以及主要會計政策概要和其他說明附註。

### 董事就綜合財務報表須承擔之責任

貴公司董事須負責根據香港會計師公會頒佈之香港財務報告準則及按照香港公司條例之披露規定編製及真實而公平地列報綜合財務報表，及落實其認為編製綜合財務報表所必要之內部監控，以使綜合財務報表不存在由於欺詐或錯誤而導致之重大錯誤陳述。

### 核數師之責任

本行之責任是根據本行之審核對該等綜合財務報表發表意見。本行是按照百慕達公司法第90條規定，僅向整體股東報告本行之意見。除此之外，本行之報告書不可作其他用途。本行概不就本報告書之內容，對其他任何人士負責或承擔責任。本行已根據香港會計師公會頒佈之香港審核準則進行審核。該等準則要求本行遵守道德規範，並規劃及執行審核，以合理確定此等綜合財務報表是否不存有任何重大錯誤陳述。

## INDEPENDENT AUDITOR'S REPORT

### 獨立核數師報告

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

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

### OPINION

In our opinion, the consolidated financial statements give a true and fair view of the state of affairs of the Group as at 30th April, 2012, and of the Group's loss and cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards and have been properly prepared in accordance with the disclosure requirements of the Hong Kong Companies Ordinance.

**Deloitte Touche Tohmatsu**  
*Certified Public Accountants*  
Hong Kong

26th July, 2012

審核涉及執程序以獲取有關綜合財務報表所載金額及披露資料之審核證據。所選定的程序取決於核數師之判斷，包括評估由於欺詐或錯誤而導致綜合財務報表存有重大錯誤陳述之風險。在評估該等風險時，核數師考慮與公司編製真實而公允地列報之綜合財務報表相關之內部控制，以設計特定情況下屬於適當之審核程序，但並非對公司內部控制之有效性發表意見。審核亦包括評價董事所採用之會計政策之合適性及所作出之會計估計之合理性，以及評價綜合財務報表之整體列報方式。

本行相信，本行所獲得之審核證據是充足和適當地為本行之審核意見提供基礎。

### 意見

本行認為，該等綜合財務報表已根據香港財務報告準則真實而公允地反映 貴集團於二零一二年四月三十日之財務狀況及截至該日止年度之虧損和現金流量，並已按照香港公司條例之披露規則妥為編製。

**德勤•關黃陳方會計師行**  
執業會計師  
香港

二零一二年七月二十六日



# CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

## 綜合全面收入報表

For the Year Ended 30th April, 2012 截至二零一二年四月三十日止年度

|                                                                                     |                       |             | 2012<br>二零一二年<br>HK\$'000<br>千港元 | 2011<br>二零一一年<br>HK\$'000<br>千港元 |
|-------------------------------------------------------------------------------------|-----------------------|-------------|----------------------------------|----------------------------------|
|                                                                                     |                       | Notes<br>附註 |                                  |                                  |
| Turnover                                                                            | 營業額                   | 7           | 279,131                          | 353,998                          |
| Other income                                                                        | 其他收入                  | 8           | 11,956                           | 14,711                           |
| Exchange loss, net                                                                  | 匯兌虧損淨額                |             | (2,090)                          | (4,200)                          |
| Changes in inventories of finished goods and work in progress                       | 製成品及半製成品之存貨變動         |             | (5,489)                          | 4,593                            |
| Raw materials and consumables used                                                  | 使用原材料及消耗品             |             | (135,246)                        | (199,880)                        |
| Staff costs                                                                         | 員工成本                  |             | (67,656)                         | (74,134)                         |
| Depreciation of property, plant and equipment                                       | 物業、機器及設備之折舊           | 14          | (12,516)                         | (10,962)                         |
| Reversal of (recognition of) impairment losses on balances with a former subsidiary | 撥回(確認)與一家前附屬公司結餘之減值虧損 | 16          | 1,999                            | (2,342)                          |
| Impairment loss on available-for-sale investment                                    | 可供銷售投資之減值虧損           |             | (1,025)                          | —                                |
| Other expenses                                                                      | 其他開支                  |             | (73,850)                         | (93,123)                         |
| Interest on bank and other loans wholly repayable within five years                 | 須於五年內全數償還之銀行及其他貸款之利息  |             | (711)                            | (786)                            |
| Loss before taxation                                                                | 除稅前虧損                 |             | (5,497)                          | (12,125)                         |
| Taxation                                                                            | 稅項                    | 9           | (990)                            | (1,028)                          |
| Loss for the year                                                                   | 本年度虧損                 | 10          | (6,487)                          | (13,153)                         |
| Other comprehensive income (expense):                                               | 其他全面收入(開支):           |             |                                  |                                  |
| Exchange differences arising on translation                                         | 換算產生之匯兌差額             |             | 24                               | 2                                |
| Net loss on fair value changes of available-for-sale investment                     | 可供銷售投資公平值變動產生之虧損淨額    |             | (940)                            | (1,794)                          |
| Impairment loss on available-for-sale investment recycled to loss for the year      | 撥往本年度虧損之可供銷售投資之減值虧損   |             | 1,025                            | —                                |
| Other comprehensive income (expense) for the year                                   | 本年度其他全面收入(開支)         |             | 109                              | (1,792)                          |
| Total comprehensive expense for the year                                            | 本年度全面開支總額             |             | (6,378)                          | (14,945)                         |
|                                                                                     |                       |             | HK\$<br>港元                       | HK\$<br>港元                       |
| Loss per share                                                                      | 每股虧損                  | 12          |                                  |                                  |
| Basic and diluted                                                                   | 基本及攤薄                 |             | (0.01)                           | (0.02)                           |

# CONSOLIDATED STATEMENT OF FINANCIAL POSITION

## 綜合財務狀況報表

At 30th April, 2012 於二零一二年四月三十日

|                                                   |              | Notes<br>附註 | 2012<br>二零一二年<br>HK\$'000<br>千港元 | 2011<br>二零一一年<br>HK\$'000<br>千港元 |
|---------------------------------------------------|--------------|-------------|----------------------------------|----------------------------------|
| Non-current assets                                | 非流動資產        |             |                                  |                                  |
| Property, plant and equipment                     | 物業、機器及設備     | 14          | 54,794                           | 60,066                           |
| Available-for-sale investment                     | 可供銷售投資       | 15          | 2,051                            | —                                |
| Other receivable                                  | 其他應收款項       | 16          | —                                | 994                              |
| Advance payment for property, plant and equipment | 就物業、機器及設備之墊款 |             | 4,638                            | 838                              |
|                                                   |              |             | 61,483                           | 61,898                           |
| Current assets                                    | 流動資產         |             |                                  |                                  |
| Inventories                                       | 存貨           | 17          | 28,301                           | 46,121                           |
| Trade and other receivables                       | 貿易及其他應收款項    | 18          | 53,988                           | 65,722                           |
| Deposits and prepayments                          | 按金及預付款項      |             | 3,132                            | 4,339                            |
| Available-for-sale investment                     | 可供銷售投資       | 15          | —                                | 2,991                            |
| Bank balances and cash                            | 銀行結餘及現金      | 19          | 13,878                           | 8,952                            |
|                                                   |              |             | 99,299                           | 128,125                          |
| Current liabilities                               | 流動負債         |             |                                  |                                  |
| Trade and other payables                          | 貿易及其他應付款項    | 20          | 30,381                           | 44,036                           |
| Trust receipt loans and bills payable             | 信託收據貸款及應付票據  | 21          | 10,719                           | 13,358                           |
| Deposits and accrued expenses                     | 按金及應計費用      | 20          | 21,377                           | 22,341                           |
| Taxation payable                                  | 應繳稅項         |             | 734                              | 741                              |
| Borrowings                                        | 借貸           | 22          | 14,185                           | 18,325                           |
| Obligations under finance leases                  | 融資租約承擔       | 23          | 452                              | 1,375                            |
|                                                   |              |             | 77,848                           | 100,176                          |
| Net current assets                                | 流動資產淨值       |             | 21,451                           | 27,949                           |
|                                                   |              |             | 82,934                           | 89,847                           |

# CONSOLIDATED STATEMENT OF FINANCIAL POSITION

## 綜合財務狀況報表

At 30th April, 2012 於二零一二年四月三十日

|                                              |            |             | 2012<br>二零一二年<br>HK\$'000<br>千港元 | 2011<br>二零一一年<br>HK\$'000<br>千港元 |
|----------------------------------------------|------------|-------------|----------------------------------|----------------------------------|
|                                              |            | Notes<br>附註 |                                  |                                  |
| Capital and reserves                         | 資本及儲備      |             |                                  |                                  |
| Share capital                                | 股本         | 24          | 61,390                           | 61,390                           |
| Share premium and reserves                   | 股份溢價及儲備    |             | 18,587                           | 24,965                           |
| Equity attributable to owners of the Company | 本公司擁有人應佔權益 |             | 79,977                           | 86,355                           |
| Non-current liabilities                      | 非流動負債      |             |                                  |                                  |
| Accrued rental expenses                      | 應計租金開支     |             | 2,902                            | 3,229                            |
| Obligations under finance leases             | 融資租約承擔     | 23          | 54                               | 262                              |
| Deferred taxation                            | 遞延稅項       | 25          | 1                                | 1                                |
|                                              |            |             | 2,957                            | 3,492                            |
|                                              |            |             | 82,934                           | 89,847                           |

The consolidated financial statements on pages 43 to 102 were approved and authorised for issue by the Board of Directors on 26th July, 2012 and are signed on its behalf by:

載於第43至102頁之綜合財務報表經董事會於二零一二年七月二十六日批准並授權刊發，並由下列董事代表董事會簽署：

**Li Tung Lok**  
**李同樂**  
Director  
董事

**Phen Hoi Ping Patrick**  
**彭海平**  
Director  
董事

# CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

## 綜合權益變動表

For the Year Ended 30th April, 2012 截至二零一二年四月三十日止年度

|                                                      |                    | Share<br>capital | Share<br>premium | Contributed<br>surplus | Capital<br>redemption<br>reserve | Investment<br>revaluation<br>reserve | Share<br>options<br>reserve | Translation<br>reserve | Accumulated<br>losses | Total    |
|------------------------------------------------------|--------------------|------------------|------------------|------------------------|----------------------------------|--------------------------------------|-----------------------------|------------------------|-----------------------|----------|
|                                                      |                    | 股本               | 股份溢價             | 實繳盈餘                   | 資本贖回<br>儲備                       | 投資重估<br>儲備                           | 購股權<br>儲備                   | 匯兌儲備                   | 累計虧損                  | 總計       |
|                                                      |                    | HK\$'000         | HK\$'000         | HK\$'000               | HK\$'000                         | HK\$'000                             | HK\$'000                    | HK\$'000               | HK\$'000              | HK\$'000 |
|                                                      |                    | 千港元              | 千港元              | 千港元                    | 千港元                              | 千港元                                  | 千港元                         | 千港元                    | 千港元                   | 千港元      |
|                                                      |                    |                  |                  | (Note 1)<br>(附註1)      | (Note 2)<br>(附註2)                |                                      |                             |                        |                       |          |
| At 1st May, 2010                                     | 於二零一零年五月一日         | 61,390           | 147,812          | 40,475                 | 12,310                           | 2,051                                | 5,255                       | 241                    | (168,984)             | 100,550  |
| Loss for the year                                    | 本年度虧損              | -                | -                | -                      | -                                | -                                    | -                           | -                      | (13,153)              | (13,153) |
| Other comprehensive (expense)<br>income for the year | 本年度其他全面<br>(開支)收入  | -                | -                | -                      | -                                | (1,794)                              | -                           | 2                      | -                     | (1,792)  |
| Total comprehensive (expense)<br>income for the year | 本年度全面(開支)<br>收入總額  | -                | -                | -                      | -                                | (1,794)                              | -                           | 2                      | (13,153)              | (14,945) |
| Recognition of equity-settled<br>share-based payment | 確認股本結算股份為<br>基礎之付款 | -                | -                | -                      | -                                | -                                    | 750                         | -                      | -                     | 750      |
| Forfeiture of share options                          | 沒收購股權              | -                | -                | -                      | -                                | -                                    | (288)                       | -                      | 288                   | -        |
| At 30th April, 2011                                  | 於二零一一年<br>四月三十日    | 61,390           | 147,812          | 40,475                 | 12,310                           | 257                                  | 5,717                       | 243                    | (181,849)             | 86,355   |
| Loss for the year                                    | 本年度虧損              | -                | -                | -                      | -                                | -                                    | -                           | -                      | (6,487)               | (6,487)  |
| Other comprehensive income<br>for the year           | 本年度其他<br>全面收入      | -                | -                | -                      | -                                | 85                                   | -                           | 24                     | -                     | 109      |
| Total comprehensive income<br>(expense) for the year | 本年度全面收入<br>(開支)總額  | -                | -                | -                      | -                                | 85                                   | -                           | 24                     | (6,487)               | (6,378)  |
| Forfeiture of share options                          | 沒收購股權              | -                | -                | -                      | -                                | -                                    | (969)                       | -                      | 969                   | -        |
| At 30th April, 2012                                  | 於二零一二年<br>四月三十日    | 61,390           | 147,812          | 40,475                 | 12,310                           | 342                                  | 4,748                       | 267                    | (187,367)             | 79,977   |

Notes:

附註：

- Contributed surplus represents the excess of the net assets of subsidiaries acquired over the nominal value of the Company's shares issued as consideration.
- Capital redemption reserve represents the excess of the consideration paid for repurchase of the Company's ordinary shares over the par value of respective repurchased shares.
- 實繳盈餘指所收購附屬公司資產淨值超出本公司所發行股份面值作為代價之差額。
- 資本贖回儲備指購回本公司普通股所付代價超出該購回股份面值之差額。

# CONSOLIDATED STATEMENT OF CASH FLOWS

## 綜合現金流量表

For the Year Ended 30th April, 2012 截至二零一二年四月三十日止年度

|                                                                                     |                       | 2012<br>二零一二年<br>HK\$'000<br>千港元 | 2011<br>二零一一年<br>HK\$'000<br>千港元 |
|-------------------------------------------------------------------------------------|-----------------------|----------------------------------|----------------------------------|
| <b>OPERATING ACTIVITIES</b>                                                         | <b>經營業務</b>           |                                  |                                  |
| Loss before taxation                                                                | 除稅前虧損                 | (5,497)                          | (12,125)                         |
| Adjustments for:                                                                    | 調整：                   |                                  |                                  |
| Interest income                                                                     | 利息收入                  | (6)                              | (6)                              |
| Interest on bank and other loans wholly repayable within five years                 | 須於五年內全數償還之銀行及其他貸款之利息  | 711                              | 786                              |
| Depreciation of property, plant and equipment                                       | 物業、機器及設備之折舊           | 12,516                           | 10,962                           |
| (Reversal of) recognition of impairment losses on balances with a former subsidiary | (撥回)確認與一家前附屬公司結餘之減值虧損 | (1,999)                          | 2,342                            |
| Impairment loss on available-for-sale investment                                    | 可供銷售投資之減值虧損           | 1,025                            | –                                |
| Equity-settled share-based payment expense                                          | 股本結算以股份為基礎之付款開支       | –                                | 750                              |
| (Reversal of) write down of inventories                                             | (撥回)撇減存貨              | (1,054)                          | 458                              |
| Allowance for bad and doubtful debts, net                                           | 呆壞賬撥備淨值               | 267                              | 11                               |
| Loss (gain) on disposal of property, plant and equipment                            | 出售物業、機器及設備之虧損(收益)     | 33                               | (20)                             |
| Imputed interest income on non-current interest-free other receivable               | 非流動免息其他應收款項之推算利息收入    | (632)                            | (713)                            |
| Operating cash inflows before movements in working capital                          | 未計營運資金變動前之經營現金流入      | 5,364                            | 2,445                            |
| Decrease (increase) in inventories                                                  | 存貨減少(增加)              | 18,874                           | (13,891)                         |
| Decrease in trade and other receivables                                             | 貿易及其他應收款項減少           | 15,094                           | 9,273                            |
| Decrease in deposits and prepayments                                                | 按金及預付款項減少             | 1,207                            | 3,765                            |
| (Decrease) increase in trade and other payables                                     | 貿易及其他應付款項(減少)增加       | (13,994)                         | 7,358                            |
| Increase in bills payable                                                           | 應付票據增加                | 706                              | 1,133                            |
| Decrease in deposits and accrued expenses                                           | 按金及應計費用減少             | (1,265)                          | (12,995)                         |
| Cash generated from (used in) operations                                            | 經營所得(所耗)現金            | 25,986                           | (2,912)                          |
| Income tax paid                                                                     | 已付所得稅                 | (997)                            | (1,024)                          |
| Interest paid                                                                       | 已付利息                  | (714)                            | (783)                            |
| <b>NET CASH FROM (USED IN) OPERATING ACTIVITIES</b>                                 | <b>經營業務所得(所耗)現金淨額</b> | <b>24,275</b>                    | <b>(4,719)</b>                   |



# CONSOLIDATED STATEMENT OF CASH FLOWS

## 綜合現金流量表

For the Year Ended 30th April, 2012 截至二零一二年四月三十日止年度

|                                                             |                          | 2012<br>二零一二年<br>HK\$'000<br>千港元 | 2011<br>二零一一年<br>HK\$'000<br>千港元 |
|-------------------------------------------------------------|--------------------------|----------------------------------|----------------------------------|
| <b>INVESTING ACTIVITIES</b>                                 | <b>投資業務</b>              |                                  |                                  |
| Interest received                                           | 已收利息                     | 6                                | 6                                |
| Purchase of property, plant and equipment                   | 購買物業、機器及設備               | (6,950)                          | (16,129)                         |
| Advance payment for property, plant and equipment           | 就物業、機器及設備之墊款             | (3,800)                          | (838)                            |
| Proceeds from disposal of property, plant and equipment     | 出售物業、機器及設備所得款項           | 11                               | 20                               |
| <b>NET CASH USED IN INVESTING ACTIVITIES</b>                | <b>投資業務所耗現金淨額</b>        | <b>(10,733)</b>                  | <b>(16,941)</b>                  |
| <b>FINANCING ACTIVITIES</b>                                 | <b>融資活動</b>              |                                  |                                  |
| New bank loans raised                                       | 新增銀行貸款                   | 16,322                           | 5,837                            |
| Repayment of bank borrowings                                | 償還銀行借貸                   | (20,462)                         | (2,164)                          |
| Repayment of obligation of finance leases                   | 償還融資租約承擔                 | (1,131)                          | (1,034)                          |
| New trust receipt loans raised                              | 新增信託收據貸款                 | 61,036                           | 50,129                           |
| Repayment of trust receipt loans                            | 償還信託收據貸款                 | (64,381)                         | (40,676)                         |
| <b>NET CASH (USED IN) FROM FINANCING ACTIVITIES</b>         | <b>融資活動(所耗)所得現金淨值</b>    | <b>(8,616)</b>                   | <b>12,092</b>                    |
| <b>NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS</b> | <b>現金及等同現金項目增加(減少)淨額</b> | <b>4,926</b>                     | <b>(9,568)</b>                   |
| <b>CASH AND CASH EQUIVALENTS AT BEGINNING OF YEAR</b>       | <b>年初之現金及等同現金項目</b>      | <b>8,952</b>                     | <b>18,520</b>                    |
| <b>CASH AND CASH EQUIVALENTS AT END OF YEAR</b>             | <b>年終之現金及等同現金項目</b>      |                                  |                                  |
| Representing bank balances and cash                         | 指銀行結餘及現金                 | 13,878                           | 8,952                            |

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the Year Ended 30th April, 2012 截至二零一二年四月三十日止年度

### 1. GENERAL

The Company is incorporated in Bermuda as an exempted company with limited liability and its shares are listed on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”). The addresses of the registered office and principal place of business of the Company are disclosed in the corporate information section of the annual report.

The consolidated financial statements are presented in Hong Kong dollars (“HK\$”) that is different from the functional currency of the Company which is United States dollars (“USD”) as the directors of the Company control and monitor the performance and financial position of the Company by using HK\$.

The Company is an investment holding company. The principal activities of the Company and its subsidiaries (collectively referred to as the “Group”) are the manufacture and sale of integrated circuit leadframes, heatsinks and stiffeners and investment holding. Details of the principal activities of the Company’s subsidiaries are set out in Note 33.

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

In the current year, the Group has applied the following new and revised HKFRSs issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”).

| HKFRSs (Amendments)                | Improvements to HKFRSs 2010                                    |
|------------------------------------|----------------------------------------------------------------|
| HKAS 24<br>(as revised in 2009)    | Related party disclosures                                      |
| HK(IFRIC) – INT 14<br>(Amendments) | Prepayments of a minimum<br>funding requirement                |
| HK(IFRIC) – INT 19                 | Extinguishing financial liabilities<br>with equity instruments |

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

### 1. 一般資料

本公司於百慕達註冊成立為獲豁免有限責任公司，其股份於香港聯合交易所有限公司（「聯交所」）上市。本公司註冊辦事處及主要營業地點之地址於年報集團資料一節披露。

由於本公司董事以港元控制及監察本公司之表現及財務狀況，綜合財務報表乃以港元（「港元」）呈列，與本公司功能貨幣美元（「美元」）不同。

本公司為投資控股公司。本公司及其附屬公司（統稱為「本集團」）之主要業務為製造及銷售集成電路引線框、散熱器及加強桿以及投資控股。本公司附屬公司之主要業務載於附註33。

### 2. 應用新訂及經修訂香港財務報告準則（「香港財務報告準則」）

於本年度，本集團已應用下列由香港會計師公會（「香港會計師公會」）頒佈之新訂及經修訂香港財務報告準則。

|                                       |                   |
|---------------------------------------|-------------------|
| 香港財務報告準則<br>(修訂本)                     | 於二零一零年香港財務報告準則之改進 |
| 香港會計準則第24號<br>(於二零零九年經修訂)             | 關連人士披露            |
| 香港(國際財務報告<br>詮釋委員會) – 詮釋<br>第14號(修訂本) | 最低資金規定之<br>預付款項   |
| 香港(國際財務報告詮釋<br>委員會) – 詮釋第19號          | 以股本工具抵銷<br>金融負債   |

於本年度採納新訂及經修訂香港財務報告準則對於此等綜合財務報表中所報告金額或所載披露並無重大影響。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the Year Ended 30th April, 2012 截至二零一二年四月三十日止年度

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

The Group has not early applied the following new and revised HKFRSSs that have been issued but are not yet effective.

|                                              |                                                                                                                                        |
|----------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------|
| HKAS 1 (Amendments)                          | Presentation of items of other comprehensive income <sup>2</sup>                                                                       |
| HKAS 12 (Amendments)                         | Deferred tax: Recovery of underlying assets <sup>3</sup>                                                                               |
| HKAS 19 (as revised in 2011)                 | Employee benefits <sup>4</sup>                                                                                                         |
| HKAS 27 (as revised in 2011)                 | Separate financial statements <sup>4</sup>                                                                                             |
| HKAS 28 (as revised in 2011)                 | Investments in associates and joint ventures <sup>4</sup>                                                                              |
| HKAS 32 (Amendments)                         | Offsetting financial assets and financial liabilities <sup>5</sup>                                                                     |
| HKFRSS (Amendments)                          | Annual improvements to HKFRSS 2009-2011 cycle <sup>4</sup>                                                                             |
| HKFRS 1 (Amendments)                         | Government loan <sup>4</sup>                                                                                                           |
| HKFRS 7 (Amendments)                         | Disclosures – Transfers of financial assets <sup>1</sup>                                                                               |
| HKFRS 7 (Amendments)                         | Disclosures – Offsetting financial assets and financial liabilities <sup>4</sup>                                                       |
| HKFRS 9                                      | Financial instruments <sup>6</sup>                                                                                                     |
| HKFRS 9 and HKFRS 7 (Amendments)             | Mandatory effective date of HKFRS 9 and transition disclosures <sup>6</sup>                                                            |
| HKFRS 10                                     | Consolidated financial statements <sup>4</sup>                                                                                         |
| HKFRS 11                                     | Joint arrangements <sup>4</sup>                                                                                                        |
| HKFRS 12                                     | Disclosure of interests in other entities <sup>4</sup>                                                                                 |
| HKFRS 10, HKFRS 11 and HKFRS 12 (Amendments) | Consolidation financial statements, joint arrangements and disclosure of interests in other entities: transition guidance <sup>4</sup> |
| HKFRS 13                                     | Fair value measurement <sup>4</sup>                                                                                                    |
| HK(IFRIC) – INT 20                           | Stripping costs in the production phase of a surface mine <sup>4</sup>                                                                 |

<sup>1</sup> Effective for annual periods beginning on or after 1st July, 2011.

<sup>2</sup> Effective for annual periods beginning on or after 1st July, 2012.

<sup>3</sup> Effective for annual periods beginning on or after 1st January, 2012.

<sup>4</sup> Effective for annual periods beginning on or after 1st January, 2013.

<sup>5</sup> Effective for annual periods beginning on or after 1st January, 2014.

<sup>6</sup> Effective for annual periods beginning on or after 1st January, 2015.

### 2. 應用新訂及經修訂香港財務報告準則(「香港財務報告準則」)(續)

本集團並無提早應用下列已頒佈惟尚未生效之新訂及經修訂香港財務報告準則。

|                                              |                                           |
|----------------------------------------------|-------------------------------------------|
| 香港會計準則第1號 (修訂本)                              | 其他全面收入項目之呈列 <sup>2</sup>                  |
| 香港會計準則第12號 (修訂本)                             | 遞延稅項：收回相關資產 <sup>3</sup>                  |
| 香港會計準則第19號 (於二零一一年經修訂)                       | 僱員福利 <sup>4</sup>                         |
| 香港會計準則第27號 (於二零一一年經修訂)                       | 獨立財務報表 <sup>4</sup>                       |
| 香港會計準則第28號 (於二零一一年經修訂)                       | 於聯營公司及合營企業之投資 <sup>4</sup>                |
| 香港會計準則第32號 (修訂本)                             | 金融資產及金融負債互抵 <sup>5</sup>                  |
| 香港財務報告準則 (修訂本)                               | 香港財務報告準則二零零九至二零一一年期間之年度改善 <sup>4</sup>    |
| 香港財務報告準則第1號 (修訂本)                            | 政府貸款 <sup>4</sup>                         |
| 香港財務報告準則第7號 (修訂本)                            | 披露－金融資產轉讓 <sup>1</sup>                    |
| 香港財務報告準則第7號 (修訂本)                            | 披露－金融資產及金融負債互抵 <sup>4</sup>               |
| 香港財務報告準則第9號                                  | 金融工具 <sup>6</sup>                         |
| 香港財務報告準則第9號及香港財務報告準則第7號 (修訂本)                | 香港財務報告準則第9號之強制生效日期及過渡性披露 <sup>6</sup>     |
| 香港財務報告準則第10號                                 | 綜合財務報表 <sup>4</sup>                       |
| 香港財務報告準則第11號                                 | 合營安排 <sup>4</sup>                         |
| 香港財務報告準則第12號                                 | 於其他實體之權益披露 <sup>4</sup>                   |
| 香港財務報告準則第10號、香港財務報告準則第11號及香港財務報告準則第12號 (修訂本) | 綜合財務報表、合營安排及於其他實體之權益披露：過渡性指引 <sup>4</sup> |
| 香港財務報告準則第13號                                 | 公平值計量 <sup>4</sup>                        |
| 香港(國際財務報告詮釋委員會)－詮釋第20號                       | 露天礦場生產階段之剝採成本 <sup>4</sup>                |

<sup>1</sup> 於二零一一年七月一日或其後開始之年度期間生效。

<sup>2</sup> 於二零一二年七月一日或其後開始之年度期間生效。

<sup>3</sup> 於二零一二年一月一日或其後開始之年度期間生效。

<sup>4</sup> 於二零一三年一月一日或其後開始之年度期間生效。

<sup>5</sup> 於二零一四年一月一日或其後開始之年度期間生效。

<sup>6</sup> 於二零一五年一月一日或其後開始之年度期間生效。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the Year Ended 30th April, 2012 截至二零一二年四月三十日止年度

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

#### HKFRS 9 FINANCIAL INSTRUMENTS

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

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

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

The directors of the Company anticipate that HKFRS 9 will be adopted by the Group for the annual period beginning on 1st May, 2015. Except for the Group’s available-for-sale investment, the adoption of HKFRS 9 has no other impact on amounts reported in respect of the classification and measurement of the Group’s other financial assets and financial liabilities as at 30th April, 2012. In the opinion of the directors of the Company, it is not practicable to provide a reasonable estimate of the effect on the Group’s available-for-sale investment until a detailed review has been completed.

### 2. 應用新訂及經修訂香港財務報告準則(「香港財務報告準則」)(續)

#### 香港財務報告準則第9號金融工具

於二零零九年頒佈之香港財務報告準則第9號引入金融資產分類及計量之新規定。於二零一零年經修訂之香港財務報告準則第9號涵蓋對金融負債分類及計量以及終止確認之規定。

香港財務報告準則第9號規定，符合香港會計準則第39號「金融工具：確認及計量」範圍以內之所有已確認金融資產，其後須按攤銷成本或公平值計量。特別是，目的為收取合約現金流量之業務模式內所持有之債務投資；及合約現金流量僅為支付本金及未償還本金利息之債務投資，一般於其後會計期間結束時按攤銷成本計量。所有其他債務投資及股本投資於其後報告期間結束時按公平值計量。此外，根據香港財務報告準則第9號，實體可作出不可撤回地選擇在其他全面收入中呈列股本投資(非持作買賣)之公平值其後變動，惟僅股息收入在損益中全面確認。

就金融負債之分類及計量而言，香港財務報告準則第9號之最大影響乃有關金融負債(指定為按公平值計入損益)因信貸風險變動而產生負債公平值變動之呈列方法。特別是，根據香港財務報告準則第9號，就指定為按公平值計入損益之金融負債而言，有關金融負債信貸風險變動而產生負債公平值變動金額於其他全面收入呈列，惟於其他全面收入確認負債之信貸風險變動影響會導致或擴大於損益之會計錯配除外。金融負債信貸風險之公平值變動其後不會重新分類至損益。

董事預期，本集團將於二零一五年五月一日開始之年度期間採用香港財務報告準則第9號。採用香港財務報告準則第9號對於二零一二年四月三十日本集團其他金融資產及金融負債之分類及計量呈報之金額並無其他影響，惟本集團之可供銷售投資除外。董事認為，直至完成詳細審閱前，就本集團可供銷售投資之影響未能提供合理估計。



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the Year Ended 30th April, 2012 截至二零一二年四月三十日止年度

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

#### HKFRS 13 FAIR VALUE MEASUREMENT

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

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

The directors of the Company anticipate that HKFRS 13 will be adopted by the Group for the annual period beginning on 1st May, 2013 and that the application of the new standard may result in more extensive disclosures about fair value measurements in the consolidated financial statements.

#### AMENDMENTS TO HKAS 1 PRESENTATION OF ITEMS OF OTHER COMPREHENSIVE INCOME

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

The amendments to HKAS 1 are effective for the Group for annual period beginning on 1st May, 2013. The presentation of items of other comprehensive income will be modified accordingly when the amendments are applied in the future accounting periods.

### 2. 應用新訂及經修訂香港財務報告準則(「香港財務報告準則」)(續)

#### 香港財務報告準則第13號公平值計量

香港財務報告準則第13號就公平值計量及有關公平值計量之披露制定單一指引。該準則對公平值作出界定，並就計量公平值設定框架，及規定須對公平值計量作出披露。香港財務報告準則第13號之範圍廣泛，其適用於其他香港財務報告準則規定或允許進行公平值計量及有關公平值計量披露之於金融工具項目及非金融工具項目，惟特定情況除外。一般而言，香港財務報告準則第13號所載披露規定較現行準則更為廣泛。例如，現時僅對香港財務報告準則第7號「金融工具：披露」項下金融工具作出規定之三層公平值等級制度之定量及定性披露，將通過香港財務報告準則第13號延伸至涵蓋其範圍內之所有資產及負債。

香港財務報告準則第13號於二零一三年一月一日或之後開始之年度期間生效，並可提早採用。

本公司董事預期，本集團將於二零一三年五月一日開始之年度期間採用香港財務報告準則第13號，而應用新訂準則可導致綜合財務報表中有關公平值計量之披露更為廣泛。

#### 香港會計準則第1號其他全面收入項目之呈列之修訂本

香港會計準則第1號之修訂本保留以單一報表或兩分獨立但連續之報表呈列損益及其他全面收入之選擇權。然而，香港會計準則第1號之修訂本規定須於其他全面收入部分作出額外披露，以將其他全面收入項目劃分為兩類：(a)其後不會重新分類至損益之項目；及(b)於達成特定條件時，其後可重新分類至損益之項目。其他全面收入項目之所得稅須按相同基準予以分配。

香港會計準則第1號之修訂本於二零一三年五月一日開始之年度期間生效。修訂本於未來會計期間應用時，其他全面收入項目之呈列方式將會作出相應修改。



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the Year Ended 30th April, 2012 截至二零一二年四月三十日止年度

### 2. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS ("HKFRSS") (continued)

#### AMENDMENTS TO HKAS 1 PRESENTATION OF ITEMS OF OTHER COMPREHENSIVE INCOME (continued)

Other than as described above, the directors of the Company anticipate that the application of other new and revised HKFRSSs will have no material impact on the Group's financial performance and position and/or on the disclosures set out in these consolidated financial statements.

### 3. SIGNIFICANT ACCOUNTING POLICIES

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

The consolidated financial statements have been prepared on the historical cost basis except for available-for-sale investment, that is measured at fair value, as explained in the accounting policies set out below. Historical cost is generally based on the fair value of the consideration given in exchange for goods.

The principal accounting policies are set out below.

#### BASIS OF CONSOLIDATION

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

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

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

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

### 2. 應用新訂及經修訂香港財務報告準則(「香港財務報告準則」)(續)

#### 香港會計準則第1號其他全面收入項目之呈列之修訂本(續)

除上述者外，本公司董事預期應用其他新訂及經修訂香港財務報告準則將不會對本集團財務表現及狀況及／或本集團綜合財務報表所載披露構成重大影響。

### 3. 主要會計政策

綜合財務報表乃根據香港會計師公會所頒佈之香港財務報告準則編製。此外，綜合財務報表載有聯交所證券上市規則及香港公司條例規定之適用披露。

綜合財務報表乃按歷史成本基準編製，惟可供銷售投資如下文所載會計政策所闡釋按公平值計量則除外。歷史成本一般以換取商品代價之公平值為基準。

主要會計政策載於下文。

#### 綜合賬目之基準

綜合財務報表包括本公司及由本公司或其附屬公司控制之實體(包括特殊目的實體)之財務報表。倘本公司有權力支配實體之財務及營運政策，而從其活動中取得利益，即取得該實體之控制權。

年內所收購或出售附屬公司之業績，乃由收購生效日期起或截至出售生效日期止(視乎情況而定)計入綜合全面收入報表。

如有需要，本集團會對附屬公司之財務報表作出調整，使其會計政策與本集團其他成員公司所採用者保持一致。

所有集團內公司間之交易、結餘、收入及開支均於綜合賬目時撇銷。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the Year Ended 30th April, 2012 截至二零一二年四月三十日止年度

### 3. SIGNIFICANT ACCOUNTING POLICIES

(continued)

#### REVENUE RECOGNITION

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

Revenue from the sale of goods is recognised when the goods are delivered and titles have passed, at which time all the following conditions are satisfied:

- the Group has transferred to the buyer the significant risks and rewards of ownership of the goods;
- the Group retains neither continuing managerial involvement to the degree usually associated with ownership nor effective control over the goods sold;
- the amount of revenue can be measured reliably;
- it is probable that the economic benefits associated with the transaction will flow to the Group; and
- the costs incurred or to be incurred in respect of the transaction can be measured reliably.

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

Dividend income from investments is recognised when the shareholders' rights to receive payment have been established (provided that it is probable that the economic benefit will flow to the Group and the amount of revenue can be measured reliably).

### 3. 主要會計政策(續)

#### 收入確認

收入乃按已收或應收代價之公平值計量，並指於一般業務過程中就銷售貨品之應收款項，扣除折扣及相關銷售稅。

銷售貨品之收入在貨品送抵目的地及擁有權轉讓時，即於達成所有下列條件時確認：

- 本集團已將貨物擁有權之重大風險及回報轉移予買方；
- 本集團並無保留一般與擁有權有關之銷售貨物持續管理權或實際控制權；
- 收入金額能可靠地計量；
- 與交易相關之經濟利益將很可能流入本集團；及
- 交易已產生或將產生之成本能可靠地計量。

金融資產之利息收入於經濟利益將流入本集團且收入數額能夠可靠地計量時確認。金融資產之利息收入乃以時間基準，參考未償還本金及適用實際利率累計，而實際利率為於初步確認時透過金融資產之整個預計年期將估計日後現金收益，精確地貼現至該資產之賬面淨值之比率。

來自投資之股息收入於股東收取付款之權利建立時確認(條件為經濟利益將流入本集團且收入數額能可靠地計量)。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the Year Ended 30th April, 2012 截至二零一二年四月三十日止年度

### 3. SIGNIFICANT ACCOUNTING POLICIES

(continued)

#### PROPERTY, PLANT AND EQUIPMENT

Property, plant and equipment are stated in the consolidated statement of financial position at cost less subsequent accumulated depreciation and accumulated impairment losses, if any.

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

Assets held under finance leases are depreciated over their expected useful lives on the same basis as owned assets. However, when there is no reasonable certainty that ownership will be obtained by the end of the lease term, assets are depreciated over the shorter of the lease term and their useful lives.

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in profit or loss.

#### IMPAIRMENT LOSSES ON TANGIBLE ASSETS

At the end of the reporting period, the Group reviews the carrying amounts of its tangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss, if any.

Recoverable amount is the higher of fair value less costs to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset is estimated to be less than its carrying amount, the carrying amount of the asset is reduced to its recoverable amount. An impairment loss is recognised immediately in profit or loss.

### 3. 主要會計政策(續)

#### 物業、機器及設備

物業、機器及設備乃按成本減隨後累計折舊及累計減值虧損(如有)於綜合財務狀況表列賬。

物業、機器及設備項目之折舊乃按其估計可使用年期，以直線法計提，以撇銷物業、機器及設備項目已減剩餘價值之成本計算。估計可使用年期、剩餘價值及折舊方法均在每個報告期間結束時檢討，並按預測基礎計入估計變動之影響。

根據融資租約持有之資產乃按與自置資產同一基準於其估計可使用年期計算折舊。然而，當擁有權未能合理地在租賃期末確定時，資產須以其租賃期及可使用年期之較短者計算折舊。

物業、機器及設備項目於出售時或當繼續使用該資產預期不會產生任何未來經濟利益時終止確認。物業、機器及設備項目於出售或報廢時產生之任何損益，乃按銷售所得款項與該資產之賬面值兩者間之差額釐定，並於損益中確認。

#### 有形資產減值虧損

於報告期間結束時，本集團檢討其有形資產之賬面值，以釐定該等資產是否有任何減值虧損之跡象。倘出現任何該等跡象，則會估計該資產之可收回數額以釐定減值虧損(如有)程度。

可收回數額指公平值減銷售成本與使用價值兩者中之較高者。評估使用價值時，採用除稅前折現率，將估計未來現金流量折現至其現值，該折現率反映目前貨幣時間值之市場評估及未經調整未來現金流量估計之資產有關之特定風險。

倘資產可收回數額估計後乃低於其賬面值，則將資產之賬面值減至可收回數額。減值虧損即時於損益中確認。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the Year Ended 30th April, 2012 截至二零一二年四月三十日止年度

### 3. SIGNIFICANT ACCOUNTING POLICIES

(continued)

#### IMPAIRMENT LOSSES ON TANGIBLE ASSETS

(continued)

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

#### LEASING

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

##### The Group as lessee

Assets held under finance leases are recognised as assets of the Group at their fair value at the inception of the lease or, if lower, at the present value of the minimum lease payments. The corresponding liability to the lessor is included in the consolidated statement of financial position as a finance lease obligation.

Lease payments are apportioned between finance expenses and reduction of the lease obligation so as to achieve a constant rate of interest on the remaining balance of the liability. Finance expenses are recognised immediately in profit or loss. Contingent rentals are recognised as expenses in the periods in which they are incurred.

Operating lease payments are recognised as an expense on a straight-line basis over the lease term, except where another systematic basis is more representative of the time pattern in which economic benefits from the leased asset are consumed. Contingent rentals arising under operating leases are recognised as an expense in the period in which they are incurred.

### 3. 主要會計政策(續)

#### 有形資產減值虧損(續)

倘其後撥回減值虧損，則將資產之賬面值增至其經重新估計之可收回數額，惟如此增加之賬面值不得超過假設該資產於過往年度並無確認減值虧損而應有之賬面值。減值虧損之撥回即時確認為收入。

#### 租賃

凡租賃之條款將擁有權之絕大部分風險及回報轉移至承租人時，該租賃即歸類為融資租約。其他租賃全部列作經營租約。

##### 本集團作為承租人

根據融資租約持有之資產乃按其於租約開始時之公平值或(倘為較低者)按最低租約付款之現值確認為本集團資產。出租人之相應負債於綜合財務狀況報表列作融資租約承擔。

租約付款按比例於融資費用及減少租約承擔之間作出分配，從而對負債餘額達成固定利率。融資費用即時於損益中確認。或然租金於產生期間內確認為開支。

經營租約付款於租期按直線法確認為開支，惟另一有系統之計算基準更能代表耗用租賃資產經濟利益之時間模式除外。根據經營租約產生之或然租金於產生期間內確認為開支。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the Year Ended 30th April, 2012 截至二零一二年四月三十日止年度

### 3. SIGNIFICANT ACCOUNTING POLICIES

(continued)

#### FOREIGN CURRENCIES

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

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

For the purpose of presenting consolidated financial statements, the assets and liabilities of the Group's foreign operations are translated into the presentation currency of the Group (i.e. HK\$) at the rate of exchange prevailing at the end of each reporting period. Income and expenses are translated at the average exchange rates for the year. Exchange differences arising, if any, are recognised in other comprehensive income and accumulated in equity under the heading of the translation reserve.

#### BORROWINGS COSTS

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

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

### 3. 主要會計政策 (續)

#### 外幣

於編製各個別集團實體之財務報表時，以該實體功能貨幣以外之貨幣(外幣)進行之交易乃按交易日期之通用匯率以其功能貨幣(即該實體經營業務之主要經濟環境之貨幣)記錄。在報告期間結束時，以外幣為單位之貨幣項目均按該日之通用匯率重新換算。按公平值列賬之非貨幣項目若以外幣定值，則於釐定公平值當日之通用匯率重新換算。以外幣為單位並按歷史成本計量之非貨幣項目，不予重新換算。

結算貨幣項目及重新換算貨幣項目時產生之匯兌差額乃於其產生期間在損益中確認。重新換算以公平值列賬之非貨幣項目時產生之匯兌差額於期內計入損益。

就呈列綜合財務報表而言，本集團海外業務之資產及負債乃按各報告期間結束時之通用匯率換算為本集團之列報貨幣(即港元)，而其收入及支出則按年內之平均匯率換算。所產生之匯兌差額(如有)於其他全面收入中確認，並於權益中之匯兌儲備項下累計。

#### 借貸成本

因收購、興建或生產合資格資產(即需相當長時間方可作擬定用途或出售之資產)而直接產生之借貸成本會撥入該等資產之成本，直至資產大致上可作擬定用途或出售為止。於特定借貸用於合資格資產之開支前所作暫時投資而賺取之投資收入，自合資格撥充資本之借貸成本中扣除。

所有其他借貸成本於產生期間確認為損益。



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the Year Ended 30th April, 2012 截至二零一二年四月三十日止年度

### 3. SIGNIFICANT ACCOUNTING POLICIES

(continued)

#### RETIREMENT BENEFIT COSTS

Payments to defined contribution retirement benefit plans, including state-managed retirement benefit schemes, the Mandatory Provident Fund Scheme and the defined contribution provident fund regulated under the Occupational Retirement Schemes Ordinance, are recognised as an expense when employees have rendered services entitling them to the contributions.

#### TAXATION

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

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

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

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

### 3. 主要會計政策(續)

#### 退休福利成本

定額供款退休福利計劃(包括由國家管理之退休福利計劃、強制性公積金計劃及受職業退休計劃條例監管之定額供款公積金)作出之供款，於僱員已提供並可享有供款之服務時確認為支出。

#### 稅項

所得稅開支為即期應繳稅項與遞延稅項之總和。

即期應繳稅項乃按年內應課稅溢利計算。由於應課稅溢利不包括應於其他年度應課稅或可扣稅之收入或開支項目，且不計及永久毋須課稅或不可扣減之項目，故有別於綜合全面收入報表內呈報之溢利。本集團之即期稅項負債乃按報告期間結束時已實施或大致上已實施之稅率計算。

遞延稅項按綜合財務報表內資產及負債賬面值與計算應課稅溢利採用之相應稅基兩者間之差額確認。遞延稅項負債通常會就所有應課稅暫時差額確認。遞延稅項資產一般就所有可扣減暫時差額於應課稅溢利可能用於抵銷可扣減暫時差額時確認。若因商譽或於一項既不影響應課稅溢利亦不影響會計溢利交易的其他資產及負債之初步確認(因業務合併除外)而產生之暫時差額，不會確認該等資產及負債。

就與於附屬公司之投資相關之應課稅暫時差額確認遞延稅項負債，惟倘本集團可控制該暫時差額之撥回，而該暫時差額大可能不會於可見未來撥回則除外。與該等投資相關之可扣稅暫時差額產生之遞延稅項資產，僅於可能有足夠應課稅溢利可以使用暫時差額之益處且預計於可見將來可以撥回時確認。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the Year Ended 30th April, 2012 截至二零一二年四月三十日止年度

### 3. SIGNIFICANT ACCOUNTING POLICIES (continued)

#### TAXATION (continued)

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

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

The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Group expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities. Current and deferred tax are recognised in profit or loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case the current and deferred tax are also recognised in other comprehensive income or directly in equity respectively.

#### INVENTORIES

Inventories are stated at the lower of cost and net realisable value. Cost is calculated using the first-in, first-out method. Net realisable value is the estimated selling price for inventories, in the ordinary course of business, less all estimated costs of completion and the estimated costs necessary to make the sale.

#### FINANCIAL INSTRUMENTS

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

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

### 3. 主要會計政策 (續)

#### 稅項 (續)

遞延稅項資產之賬面值於報告期間結束時審閱，並於不再可能有足夠應課稅溢利以收回全部或部分資產之情況作出相應扣減。

遞延稅項資產及負債按預期於負債清償或資產變現期間適用之稅率計量，該稅率之基準乃根據於報告期間結束時已實施或大致上已實施之稅率（及稅法）。

遞延稅項負債與資產之計量反映按照本集團於報告期間結束時預期收回或清償資產及負債賬面值之方式所產生稅務結果。即期及遞延稅項於損益中確認，惟倘該等稅項有關於其他全面收入或直接在權益確認之項目則除外，在該情況下即期及遞延稅項亦會分別於其他全面收入或直接於權益中確認。

#### 存貨

存貨乃按成本與可變現淨值兩者之較低者入賬。成本乃採用先入先出法計算。可變現淨值為於日常業務過程中之存貨估計售價，減完成時之所有估計成本及進行銷售所需估計成本計算。

#### 金融工具

金融資產及金融負債乃當某集團實體成為工具合約條文之訂約方時，在綜合財務狀況報表內確認。

金融資產及金融負債初步按公平值計量。收購或發行金融資產及金融負債（按公平值計入損益之金融資產及金融負債除外）直接應佔之交易成本乃於初步確認時加入金融資產或金融負債之公平值或自金融資產或金融負債之公平值內扣除（視乎情況而定）。收購按公平值計入損益之金融資產或金融負債直接應佔之交易成本即時於損益中確認。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the Year Ended 30th April, 2012 截至二零一二年四月三十日止年度

### 3. SIGNIFICANT ACCOUNTING POLICIES

(continued)

#### FINANCIAL INSTRUMENTS (continued)

##### Financial assets

The Group's financial assets are classified into loans and receivables and available-for-sale financial assets. The classification depends on the nature and purpose of the financial assets and is determined at the time of initial recognition. All regular way purchases or sales of financial assets are recognised and derecognised on a trade date basis. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the marketplace.

##### *Effective interest method*

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

Interest income is recognised on an effective interest basis for debt instruments.

##### *Loans and receivables*

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

##### *Available-for-sale financial assets*

Available-for-sale financial assets are non-derivatives that are either designated or not classified as financial assets at fair value through profit or loss ("FVTPL"), loans and receivables or held-to-maturity investments.

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

### 3. 主要會計政策(續)

#### 金融工具(續)

##### 金融資產

本集團之金融資產分類為貸款及應收款項以及可供銷售金融資產。分類視乎金融資產之性質及目的而定，並於初步確認時釐定。所有以常規方式購買或出售之金融資產乃按交易日基準確認及終止確認。以常規方式購買或出售乃指須於市場上按法規或常規設定之時限內付運資產之金融資產買賣。

##### *實際利率法*

實際利率法為計算金融資產攤銷成本及於有關期間分配利息收入之方法。實際利率為於金融資產預計年期或於較短期間(如適用)，將估計未來現金收入(包括構成實際利率組成部分之所有已支付或已收取之費用、交易成本以及其他溢價或折讓)實際貼現至於初步確認之賬面淨值之利率。

債務工具之利息收入按實際利率基準確認。

##### *貸款及應收款項*

貸款及應收款項為固定或可釐定付款且並無在活躍市場報價之非衍生金融資產。於初步確認後，貸款及應收款項(包括貿易及其他應收款項、銀行結餘及現金)均採用實際利率法按攤銷成本減任何已識別減值虧損計量(見下文有關金融資產之減值之會計政策)。

##### *可供銷售金融資產*

可供銷售金融資產乃指定或並非分類為按公平值計入損益之金融資產、貸款及應收款項或持有至到期的投資之非衍生工具。

可供銷售金融資產於報告期間結束時按公平值計量。公平值變動於其他全面收入確認並於投資重估儲備累計，直至金融資產被出售或釐定為已減值為止，屆時先前於投資重估儲備累計之累計收益或虧損會重新分類至損益(見下文有關金融資產之減值之會計政策)。

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## 綜合財務報表附註

For the Year Ended 30th April, 2012 截至二零一二年四月三十日止年度

### 3. SIGNIFICANT ACCOUNTING POLICIES

(continued)

#### FINANCIAL INSTRUMENTS (continued)

##### Financial assets (continued)

##### *Impairment of financial assets*

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

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

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

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

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

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

When an available-for-sale financial asset is considered to be impaired, cumulative gains or losses previously recognised in other comprehensive income are reclassified to profit or loss in the period in which the impairment takes place.

### 3. 主要會計政策 (續)

#### 金融工具 (續)

##### 金融資產 (續)

##### 金融資產之減值

金融資產(按公平值計入損益之金融資產除外)會於報告期間結束時評估有否出現減值跡象。當有客觀證據顯示金融資產之估計未來現金流量因一項或多項於其初步確認後出現之事項而受到影響，金融資產將被視為出現減值。

就可供銷售股本投資而言，若該投資之公平值大幅或持續跌至低於其成本，則視為減值之客觀證據。

就所有其他金融資產而言，客觀減值證據包括：

- 發行人或交易方陷入重大財政困難；或
- 違約，例如利息或本金付款出現逾期或拖欠情況；或
- 借款人有可能破產或進行財務重組。

就按攤銷成本列賬之金融資產而言，獲確認之減值虧損金額為資產賬面值與金融資產原來實際利率貼現之估計未來現金流量現值兩者間之差額。

除透過使用撥備賬削減賬面值之貿易應收款項外，所有金融資產之減值虧損直接於金融資產之賬面值減少。撥備賬之賬面值變動於損益中確認。倘貿易應收款項被視為無法收回，則與撥備賬對銷。其後收回先前已撇銷之款項，將進賬至損益。

倘可供出售金融資產被視為出現減值，先前於其他全面收入確認之累計收益或虧損於該減值發生之期間獲重新分類為損益。



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the Year Ended 30th April, 2012 截至二零一二年四月三十日止年度

### 3. SIGNIFICANT ACCOUNTING POLICIES

(continued)

#### FINANCIAL INSTRUMENTS (continued)

##### Financial assets (continued)

##### *Impairment of financial assets (continued)*

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

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

##### Financial liabilities and equity instruments

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

##### *Equity instruments*

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

Repurchase of the Company's own equity instruments is recognised and deducted directly in equity. No gain or loss is recognised in profit or loss on the purchase, sale, issue or cancellation of the Company's own equity instruments.

##### *Effective interest method*

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

Interest expense is recognised on an effective interest basis.

### 3. 主要會計政策(續)

#### 金融工具(續)

##### 金融資產(續)

##### 金融資產之減值(續)

就按攤銷成本計量之金融資產而言，如減值虧損金額於隨後期間減少，而有關減少客觀上與確認減值虧損後發生之事件有關，則先前已確認之減值虧損將透過損益撥回，致使該資產於減值被撥回當日之賬面值不得超過倘無確認減值之攤銷成本。

可供銷售股本投資之減值虧損不會於其後期間在損益中撥回。公平值於減值虧損後之任何增加乃直接在其他全面收入確認並於投資重估儲備累計。

##### 金融負債及股本工具

集團實體發行之金融負債及股本工具乃根據所訂立合約安排之內容與金融負債及股本工具之定義分類。

##### 股本工具

股本工具乃證明本集團於扣減所有負債後在資產中擁有剩餘權益之任何合約。本公司發行之股本工具按已收取之所得款項減直接發行成本後入賬。

購回本公司本身股本工具乃直接於權益中確認及扣除。本公司於購買、出售、發行或註銷本身股本工具時概無於損益中確認收益或虧損。

##### 實際利率法

實際利率法為計算金融負債攤銷成本及於有關期間分配利息開支之方法。實際利率為於金融負債預計年期或於較短期間(如適用)，將估計未來現金付款(包括構成實際利率組成部分之所有已支付或已收取之費用及點數、交易成本以及其他溢價或折讓)實際貼現至於初步確認之賬面淨值之利率。

利息開支乃按實際利率基準確認。



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the Year Ended 30th April, 2012 截至二零一二年四月三十日止年度

### 3. SIGNIFICANT ACCOUNTING POLICIES

(continued)

#### FINANCIAL INSTRUMENTS (continued)

##### Financial liabilities and equity instruments (continued)

###### Financial liabilities

Financial liabilities including trade and other payables, trust receipt loans and bills payable, accrued expenses and borrowings are subsequently measured at amortised cost, using the effective interest method.

###### Derecognition

The Group derecognises a financial asset only when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another entity.

On derecognition of a financial asset in its entirety, the difference between the asset's carrying amount and the sum of the consideration received and receivable and the cumulative gain or loss that had been recognised in other comprehensive income and accumulated in equity is recognised in profit or loss.

The Group derecognises financial liabilities when, and only when, the Group's obligations are discharged, cancelled or expire. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable is recognised in profit or loss.

#### SHARE-BASED PAYMENT TRANSACTIONS

##### Equity-settled share-based payment transactions

For share option granted to the directors and employees of the group, the fair value of services received determined by reference to the fair value of share options granted at the grant date is expensed on a straight-line basis over the vesting period, with a corresponding increase in equity (share options reserve).

At the end of the reporting period, the Group revises its estimates of the number of options that are expected to ultimately vest. The impact of the revision of the original estimates during the vesting period, if any, is recognised in profit or loss such that the cumulative expense reflects the revised estimate, with a corresponding adjustment to the share options reserve.

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

### 3. 主要會計政策 (續)

#### 金融工具 (續)

##### 金融負債及股本工具 (續)

###### 金融負債

金融負債包括貿易及其他應付款項、信託收據貸款及應付票據、應計費用以及借貸，其後採用實際利率法按攤銷成本計量。

###### 終止確認

僅當從資產收取現金流量之合約權利屆滿，或金融資產已轉讓而該資產擁有權之絕大部分風險及回報已轉移予另一實體時，則終止確認該項金融資產。

於全面終止確認金融資產時，資產賬面值，與已收及應收代價和已於其他全面收入確認並於權益累計之累計損益之總和的差額於損益中確認。

當且僅當本集團之責任遭解除、取消或到期時，即終止確認金融負債。已終止確認金融負債之賬面值與已付及應付代價之差額於損益中確認。

#### 以股份為基礎之付款交易

##### 股本結算以股份為基礎之付款交易

就授予本集團董事及僱員之購股權而言，所獲服務之公平值乃參考所授出購股權於授出當日之公平值釐定，並以直線法於歸屬期間支銷，而權益（購股權儲備）則相應增加。

於報告期間結束時，本集團會修訂預期最終歸屬之購股權估計數目。於歸屬期內修訂原來估計之影響（如有）會於損益中確認，致使累計開支反映經修訂之估計，而購股權儲備則會作出相應調整。

當購股權獲行使時，先前已在購股權儲備確認之金額將轉撥至股份溢價。如購股權於歸屬日期後被沒收，或於到期日時仍未獲行使，則先前已在購股權儲備確認之金額將轉撥至累計虧損。

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## 綜合財務報表附註

For the Year Ended 30th April, 2012 截至二零一二年四月三十日止年度

### 4. KEY SOURCES OF ESTIMATION UNCERTAINTY

In the application of the Group's accounting policies, which are described in Note 3, the directors of the Company are required to make estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

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

#### KEY SOURCES OF ESTIMATION UNCERTAINTY

The following are key sources of estimation uncertainty at the end of the reporting period that have a significant risk of causing a material adjustment to the carrying amounts of assets within the next financial year.

#### IMPAIRMENT OF PROPERTY, PLANT AND EQUIPMENT

Determining whether items of property, plant and equipment are impaired requires an estimation of the recoverable amount of the property, plant and equipment, which is the higher of fair value less costs to sell and value in use of the cash-generating units to which items of property, plant and equipment have been allocated. The value in use calculation requires the Group to estimate the future cash flows expected to arise from the cash-generating unit and a suitable discount rate in order to calculate the present value. If the actual future cash flows are less than expected, further impairment loss on property, plant and equipment may arise. At 30th April, 2012, the carrying amount of property, plant and equipment is HK\$54,794,000 (2011: HK\$60,066,000). Details of the recoverable amount calculation are disclosed in Note 14.

### 4. 估計不明朗因素之主要來源

於應用附註3所述本集團會計政策過程中，本公司董事需要就無法即時從其他來源得出之資產與負債之賬面值作出估計及假設。該等估計及相關假設乃根據過往經驗及視作相關之其他因素而作出。實際結果或會有別於該等估計。

本集團持續檢討所作估計及相關假設。會計估計之修訂如只影響當期，則會計估計之修訂於當期確認；或如該項修訂同時影響當期及往後期間，則會於修訂當期及往後期間確認。

#### 估計不明朗因素之主要來源

有關於報告期間結束時估計不明朗因素之主要來源(即於下一個財政年度導致資產賬面值作出大幅調整之重大風險)如下。

#### 物業、機器及設備之減值

於釐定物業、機器及設備項目有否出現減值時，需要對物業、機器及設備之可收回數額(即公平值減銷售成本與已分配至物業、機器及設備項目之現金產生單位之使用價值兩者間之較高者)作出估計。計算使用價值時，本集團需要估計預期從現金產生單位產生之未來現金流量及合適貼現率，以計算現值。當實際未來現金流量少於預期時，物業、機器及設備將會產生進一步減值虧損。於二零一二年四月三十日，物業、機器及設備之賬面值為54,794,000港元(二零一一年：60,066,000港元)。計算可收回數額之詳情於附註14披露。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the Year Ended 30th April, 2012 截至二零一二年四月三十日止年度

### 5. CAPITAL RISK MANAGEMENT

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

The capital structure of the Group consists of net debt, which includes the borrowings disclosed in Note 22, net of cash and cash equivalents, and equity attributable to equity holders of the Company, comprising issued share capital, reserves and accumulated losses.

The directors of the Company review the capital structure on a regular basis. As a part of this review, the directors consider the cost of capital and the risks associated with the issued share capital. The Group will balance its overall capital structure through the payment of dividends as well as obtaining finance from banks, if necessary.

### 5. 資本風險管理

本集團管理其資本以確保本集團旗下實體能得以持續經營，同時透過優化債務與權益間之平衡為權益持有人帶來最大回報。

本集團之資本架構包括淨債務（其包括附註22披露之借貸）扣除現金及等同現金項目及本公司權益持有人應佔權益（包括已發行股本、儲備及累計虧損）。

本公司董事定期檢討資本架構。作為此檢討之一部分，董事考慮資本成本及與已發行股本相關之風險。本集團將透過派付股息以及於需要時向銀行取得融資而平衡其整體資本架構。

### 6. FINANCIAL INSTRUMENTS CATEGORIES OF FINANCIAL INSTRUMENTS

### 6. 金融工具 金融工具類別

|                                                                |                      | 2012<br>二零一二年<br>HK\$'000<br>千港元 | 2011<br>二零一一年<br>HK\$'000<br>千港元 |
|----------------------------------------------------------------|----------------------|----------------------------------|----------------------------------|
| <b>Financial assets</b>                                        | <b>金融資產</b>          |                                  |                                  |
| Loans and receivables<br>(including cash and cash equivalents) | 貸款及應收款項(包括現金及等同現金項目) | 68,680                           | 76,927                           |
| Available-for-sale financial asset                             | 可供銷售金融資產             | 2,051                            | 2,991                            |
| <b>Financial liabilities</b>                                   | <b>金融負債</b>          |                                  |                                  |
| Amortised cost                                                 | 攤銷成本                 | 79,564                           | 101,289                          |

#### FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The Group's major financial instruments include available-for-sale investment, trade and other receivables, bank balances and cash, trade and other payables, trust receipt loans and bills payable, accrued expenses, borrowings and obligations under finance leases. Details of these financial instruments are disclosed in respective notes. The risks associated with these financial instruments and the policies on how to mitigate these risks are set out below. The management manages and monitors these exposures to ensure appropriate measures are implemented in a timely and effective manner. There has been no significant change to the Group's exposure to market risks or the manner in which it manages and measures the risk.

#### 財務風險管理目標及政策

本集團主要金融工具包括可供銷售投資、貿易及其他應收款項、銀行結餘及現金、貿易及其他應付款項、信託收據貸款及應付票據、應計費用、借貸及融資租約承擔。此等金融工具之詳情已於相關附註披露。與此等金融工具相關之風險及如何降低該等風險之政策載於下文。管理層管理及監控該等風險，以確保及時有效地採取適當措施。本集團面對之市場風險或管理及計量風險之方式並無重大變動。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the Year Ended 30th April, 2012 截至二零一二年四月三十日止年度

### 6. FINANCIAL INSTRUMENTS (continued)

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

##### Market risk

##### (i) Currency risk

The Group operates mainly in Hong Kong and its monetary assets, liabilities and transactions are principally denominated in the functional currencies of respective group entities, which are mainly HK\$ or USD. However, the Group has purchases and expenses transactions which are denominated in Renminbi (“RMB”). The Group currently does not have a foreign currency hedging policy. However, the management closely monitors foreign exchange exposure to ensure appropriate measures are implemented on a timely and effective manner.

The carrying amounts of the Group’s major foreign currency denominated monetary assets and liabilities at the reporting date are as follows:

|     |     | Assets   |          | Liabilities |          |
|-----|-----|----------|----------|-------------|----------|
|     |     | 資產       |          | 負債          |          |
|     |     | 2012     | 2011     | 2012        | 2011     |
|     |     | 二零一二年    | 二零一一年    | 二零一二年       | 二零一一年    |
|     |     | HK\$'000 | HK\$'000 | HK\$'000    | HK\$'000 |
|     |     | 千港元      | 千港元      | 千港元         | 千港元      |
| RMB | 人民幣 | 2,322    | 517      | 29,794      | 32,505   |

In addition, as at 30th April, 2012, the Group’s exposure to foreign currency risk is also arising from inter-company balances due to foreign operations of approximately HK\$774,000 (2011: HK\$1,272,000), which were not denominated in the functional currency of the relevant group entities. These inter-company balances do not form part of the Group’s net investment in foreign operations.

### 6. 金融工具(續)

#### 財務風險管理目標及政策(續)

##### 市場風險

##### (i) 貨幣風險

本集團主要於香港營運，其貨幣資產、負債及交易主要以各集團實體之功能貨幣(以港元或美元為主)計值。然而，本集團有人民幣(「人民幣」)計值之購貨及開支交易。本集團現時並無訂有外匯對沖政策。然而，管理層密切監控其外匯風險，以確保能及時有效地採取適當措施。

本集團主要以外幣計值之貨幣資產及負債於報告日期之賬面值如下：

此外，於二零一二年四月三十日，本集團須面對之外幣風險亦產生自海外業務之公司間結餘約774,000港元(二零一一年：1,272,000港元)，該款項並非以相關集團實體之功能貨幣計值。該等公司間結餘並不構成本集團於海外業務之淨投資一部分。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the Year Ended 30th April, 2012 截至二零一二年四月三十日止年度

### 6. FINANCIAL INSTRUMENTS (continued)

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

##### Market risk (continued)

##### (i) Currency risk (continued)

##### Currency sensitivity analysis

The following table details the Group's major sensitivity analysis of a 5% increase and decrease in HK\$ or USD against RMB. 5% represents management's assessment of the reasonably possible change in foreign exchange rates. The sensitivity analysis includes only outstanding foreign currency denominated monetary items and the aforesaid inter-company balances and adjusts their translation at the year end for a 5% change in foreign currency rates. A positive number below indicates a decrease in loss where the HK\$ or USD strengthen 5% against the relevant foreign currency. For a 5% weakening of the HK\$ or USD against the relevant foreign currency, there would be an equal and opposite impact on the loss, and the amounts below would be negative.

|                   |      | 2012<br>二零一二年<br>HK\$'000<br>千港元 | 2011<br>二零一一年<br>HK\$'000<br>千港元 |
|-------------------|------|----------------------------------|----------------------------------|
| Loss for the year | 年度虧損 |                                  |                                  |
| RMB               | 人民幣  | 1,412                            | 1,663                            |

##### (ii) Interest rate risk

The Group is exposed to fair value interest rate risk in relation to its obligations under finance leases. The management will consider hedging significant fair value interest rate risk should the need arise.

The Group is also exposed to cash flow interest rate risk in relation to the fluctuation of the prevailing market interest rate on interest-bearing financial assets and financial liabilities, which are mainly balance with banks which are short term in nature, and trust receipt loans and borrowings which carry interests at the Hong Kong prime rate, plus a margin. It is the Group's policy to keep its borrowings at floating rate of interests so as to minimise the fair value interest rate risk.

### 6. 金融工具(續)

#### 財務風險管理目標及政策(續)

##### 市場風險(續)

##### (i) 貨幣風險(續)

##### 貨幣敏感度分析

下表詳述本集團於港元或美元兌人民幣匯率上升及下降5%時所作主要敏感度分析。5%為管理層對外幣匯率之合理可能變化所作評估。敏感度分析僅包括以外幣為單位之未償還貨幣項目以及上述公司間結餘，並就外幣匯率的5%變動對該等項目於年結進行換算時作出調整。下表之正數表示港元或美元兌相關外幣升值5%時之虧損減少。港元或美元兌相關外幣貶值5%時，其對虧損將有等額及相反之影響，而下表之款項亦將為負數。

##### (ii) 利率風險

本集團須就融資租約承擔面對公平值利率風險。管理層將於有需要時考慮對沖重大公平值利率風險。

本集團亦須就計息金融資產及金融負債之當前市場利率波動承擔現金流利率風險，其主要為短期銀行結餘，及按香港最優惠利率另加差額計息之信託收據貸款及借貸。本集團之政策為保持以浮動利率計算借貸之利息，將公平值利率風險減至最低。



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the Year Ended 30th April, 2012 截至二零一二年四月三十日止年度

### 6. FINANCIAL INSTRUMENTS (continued)

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

##### Market risk (continued)

##### (ii) Interest rate risk (continued)

###### Interest rate sensitivity analysis

The sensitivity analysis below has been determined based on the exposure to variable interest rates for non-derivative instruments at the end of the reporting period. For variable-rate interest bearing financial assets and borrowings, the analysis is prepared assuming the amount of asset and liability outstanding at the end of the reporting period was outstanding for the whole year. A 10 or 100 basis point represents management's assessment of the reasonably possible change in variable interest rate bearing financial assets and liabilities respectively.

The impact of changes of interest rate for financial assets would have no material impact on the profit or loss for both years.

If interest rates of financial liabilities had been 100 basis point higher/lower and all other variable were held constant, the Group's loss for the year ended 30th April, 2012 would increase/decrease by HK\$125,000 (2011: increase/decrease by HK\$200,000).

##### (iii) Equity price risk

The Group is exposed to equity price risk in relation to its available-for-sale investment which is measured at fair value at the end of the reporting period. The management manages this exposure by reviewing this investment regularly.

###### Equity price sensitivity analysis

The sensitivity analysis below has been determined assuming that the change in prices had occurred at the end of the reporting period and had been applied to the exposure to price risk for the Group's available-for-sale investment at that date.

A 25% (2011: 10%) change in equity prices represents the management's assessment of the reasonably possible changes in prices. The sensitivity rate is increased from 10% to 25% in current year as a result of the volatile financial market.

### 6. 金融工具(續)

#### 財務風險管理目標及政策(續)

##### 市場風險(續)

##### (ii) 利率風險(續)

###### 利率敏感度分析

以下敏感度分析乃根據非衍生工具於報告期間結束時之浮動利率而釐定。就按浮動利率計息之金融資產及借貸而言，分析乃假設於報告期間結束時之未償還資產及負債金額於整年仍未償還而編製。10或100個基點指管理層分別對按浮動利率計息之金融資產及負債之合理可能變動所作評估。

金融資產利率變動不會對該兩個年度之溢利或虧損構成重大影響。

假設金融負債利率上升／下跌100個基點，且所有其他變數維持不變，則本集團截至二零一二年四月三十日止年度之虧損應會增加／減少125,000港元(二零一一年：增加／減少200,000港元)。

##### (iii) 股本價格風險

本集團須就於報告期間結束時以公平值計量之可供銷售投資承擔股本價格風險。管理層透過定期檢視該等投資，藉以管理風險。

###### 股本價格敏感度分析

以下敏感度分析乃假設於報告期間結束時已經出現價格變動而釐定，並已應用於本集團在該日因可供銷售投資所面對的價格風險。

25%(二零一一年：10%)的股本價格變動，代表管理層就價格之合理可能變動所作出評估。由於金融市場波動，故本年度敏感度由10%升至25%。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the Year Ended 30th April, 2012 截至二零一二年四月三十日止年度

### 6. FINANCIAL INSTRUMENTS (continued)

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

##### Market risk (continued)

##### (iii) Equity price risk (continued)

##### Equity price sensitivity analysis (continued)

As at 30th April, 2012, if the price of the respective instrument had been 25% higher and all other variables were held constant, the Group's investment revaluation reserve would increase by HK\$513,000 as a result of the changes in fair value of available-for-sale investment. If the price of the respective instrument had been 25% lower and all other variables were held constant, the Group's investment revaluation reserve would decrease by HK\$342,000 and the Group's loss for the year would increase by HK\$171,000 as a result of the changes in fair value of available-for-sale investment and the relevant impairment loss thereon.

As at 30th April, 2011, if the price of the respective instrument had been 10% higher/lower and all other variable were held constant, the Group's investment revaluation reserve would increase/decrease by HK\$299,000 as a result of the changes in fair value of available-for-sale investment.

The Group's exposure to equity price risk from the available-for-sale investment has not changed significantly from the prior year.

##### Credit risk

The Group's maximum exposure to credit risk in the event of the counterparties failure to perform their obligations as at 30th April, 2012 and 2011 in relation to each class of recognised financial assets is the carrying value of those assets as stated in the consolidated statement of financial position.

The Group's credit risk is primarily attributable to trade and other receivables as set out in Note 18. The amounts of trade receivables presented in the consolidated statement of financial position are net of allowances for doubtful receivables. In order to minimise the credit risk, the management of the Group is responsible for determination of credit limits and credit approvals and other monitoring procedures are carried out to ensure that follow-up action is taken to recover overdue debts. In addition, the Group reviews the recoverable amount of each individual trade and other debt at the end of the reporting period to ensure that adequate impairment losses are made for irrecoverable amounts.

### 6. 金融工具(續)

#### 財務風險管理目標及政策(續)

##### 市場風險(續)

##### (iii) 股本價格風險(續)

##### 股本價格敏感度分析(續)

於二零一二年四月三十日，假設該項工具之價格上升25%，且所有其他變數維持不變，則本集團之投資重估儲備將因可供銷售投資之公平值變動而增加513,000港元。假設各項工具之價格下跌25%，且所有其他變數維持不變，本集團之投資重估儲備及本年度虧損將因可供銷售投資之公平值變動相對而減少342,000港元及將增加171,000港元，以及其相關減值虧損。

於二零一一年四月三十日，假設該項工具之價格上升／下跌10%，且所有其他變數維持不變，則本集團之投資重估儲備將因可供銷售投資之公平值變動而增加／減少299,000港元。

本集團因可供銷售投資須面對之股本價格風險與上一年相比並無重大變化。

##### 信貸風險

倘交易對手於二零一二年及二零一一年四月三十日未能履行其責任，則本集團就各類已確認金融資產須承受之最大信貸風險為已於綜合財務狀況報表列賬之資產賬面值。

本集團之信貸風險主要來自載列於附註18之貿易及其他應收款項。綜合財務狀況報表呈列之貿易應收款項乃扣除呆賬應收款項撥備後之金額。為將信貸風險降至最低，本集團管理層負責釐訂信貸限額、進行信貸審批及採取其他監控措施，以確保採取跟進措施收回逾期未付債項。此外，本集團於報告期間結束時審閱各項個別貿易及其他債項之可收回金額，以確保就不可收回金額作出足夠減值虧損。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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### 6. FINANCIAL INSTRUMENTS (continued)

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

##### Credit risk (continued)

The board of directors has delegated the management to be responsible for the assessment of the financial position of individual debtors and for determination of monitoring procedures to ensure that follow up action is taken to recover overdue debts. The management will remind debtors of the amount of outstanding receivables and the dates of settlement to advise them to settle receivables promptly.

The credit risk on liquid funds is limited because the counterparties are banks with good reputation.

The Group is exposed to concentration of credit risk on its trade receivables. As at 30th April, 2012, 23% (2011: 14%) of trade receivables is due from the Group's largest customer and 24% (2011: 30%) of trade receivables is due from the other four largest customers of the Group.

##### Liquidity risk

In the management of the liquidity risk, the Group monitors and maintains a level of cash and cash equivalents deemed adequate by the management to finance the Group's operations and mitigate the effects of fluctuations in cash flows. The Group's policy is to regularly monitor current and expected liquidity requirements and its compliance with lending covenants, and to arrange additional banking facilities, to ensure that it maintains sufficient reserves of cash to meet its liquidity requirements in the short and longer term.

The following table details the Group's remaining contractual maturity for its financial liabilities. The table has been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Group can be required to pay. Specifically, bank loans and obligations under finance leases with a repayment on demand clause are included in the earliest time band regardless of the probability of the banks choosing to exercise their rights. The maturity dates for other non-derivative financial liabilities are based on the agreed repayment dates.

The table includes both interest and principal cash flows. To the extent that interest flows are floating rate, the undiscounted amount is based on interest rate at the end of the reporting period.

### 6. 金融工具(續)

#### 財務風險管理目標及政策(續)

##### 信貸風險(續)

董事會指派管理層負責評估個別債務人之財務狀況，並釐定監控程序，以確保採取跟進措施收回逾期未付債項。管理層會提醒債務人尚未償還應收款項之金額及清償日期，以知會其盡快清還應收款項。

由於交易對手為擁有良好信譽之銀行，故流動資金之信貸風險有限。

本集團正就其貿易應收款項面對信貸集中風險。於二零一二年四月三十日，貿易應收款項之23%(二零一一年：14%)為應收本集團最大客戶之款項，另貿易應收款項之24%(二零一一年：30%)則為應收本集團另外四名最大客戶之款項。

##### 流動資金風險

在管理流動資金風險時，本集團監控及保持管理層認為足夠的現金及等同現金項目數額，以為本集團的營運提供資金並減輕現金流量波動的影響。本集團之政策為定期監控目前及預期流動資金需求以及其遵守借貸契約之情況，並安排額外銀行融資額度，確保能維持充足現金儲備，以應付其短期及較長期的流動資金需求。

下表詳細載列本集團金融負債餘下合約到期情況。下表乃根據本集團可能被要求付款之最早日期金融負債之未貼現現金流量而編製。特別是，不論銀行是否有可能選擇行使其權利，包含可隨時要求償還條款之銀行貸款及融資租約承擔均計入最早時間範圍之內。其他非衍生工具金融負債的到期日以其經協定還款日期釐定。

下表包括利息及本金現金流量。在利息流量為浮動利率之前提下，未貼現數額乃按報告期間結束時之利率計算得出。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the Year Ended 30th April, 2012 截至二零一二年四月三十日止年度

### 6. FINANCIAL INSTRUMENTS (continued)

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

##### Liquidity risk (continued)

##### Liquidity and interest rate tables

### 6. 金融工具(續)

#### 財務風險管理目標及政策(續)

##### 流動資金風險(續)

##### 流動資金及利率表

|                                |              | Weighted<br>average<br>interest rate<br>加權<br>平均利率<br>% | Repayable on<br>demand<br>須於<br>要求時償還<br>HK\$'000<br>千港元 | Less than<br>1 year<br>1年內<br>HK\$'000<br>千港元 | 1 to<br>2 years<br>1至2年<br>HK\$'000<br>千港元 | Over<br>2 years<br>2年以上<br>HK\$'000<br>千港元 | Total<br>undiscounted<br>cash flows<br>未貼現現金<br>流量總額<br>HK\$'000<br>千港元 | Carrying<br>amount<br>賬面值<br>HK\$'000<br>千港元 |
|--------------------------------|--------------|---------------------------------------------------------|----------------------------------------------------------|-----------------------------------------------|--------------------------------------------|--------------------------------------------|-------------------------------------------------------------------------|----------------------------------------------|
| <b>2012</b>                    | <b>二零一二年</b> |                                                         |                                                          |                                               |                                            |                                            |                                                                         |                                              |
| Trade and other payables       | 貿易及其他應付款項    | –                                                       | 4,454                                                    | 25,927                                        | –                                          | –                                          | 30,381                                                                  | 30,381                                       |
| Trust receipt loans            | 信託收據貸款       |                                                         |                                                          |                                               |                                            |                                            |                                                                         |                                              |
| – variable rate                | – 浮息         | 3.7                                                     | –                                                        | 8,923                                         | –                                          | –                                          | 8,923                                                                   | 8,880                                        |
| Bills payable                  | 應付票據         | –                                                       | –                                                        | 1,839                                         | –                                          | –                                          | 1,839                                                                   | 1,839                                        |
| Accrued expenses               | 應計費用         | –                                                       | –                                                        | 21,377                                        | 327                                        | 2,575                                      | 24,279                                                                  | 24,279                                       |
| Borrowings – variable rate     | 借貸 – 浮息      | 1.1                                                     | 3,646                                                    | –                                             | –                                          | –                                          | 3,646                                                                   | 3,646                                        |
| Borrowings from a director     | 一名董事借貸       | –                                                       | 10,539                                                   | –                                             | –                                          | –                                          | 10,539                                                                  | 10,539                                       |
| Obligation under finance lease | 融資租約承擔       | 3.6                                                     | 245                                                      | 219                                           | 55                                         | –                                          | 519                                                                     | 506                                          |
|                                |              |                                                         | 18,884                                                   | 58,285                                        | 382                                        | 2,575                                      | 80,126                                                                  | 80,070                                       |
| <b>2011</b>                    | <b>二零一一年</b> |                                                         |                                                          |                                               |                                            |                                            |                                                                         |                                              |
| Trade and other payables       | 貿易及其他應付款項    | –                                                       | 8,827                                                    | 35,209                                        | –                                          | –                                          | 44,036                                                                  | 44,036                                       |
| Trust receipt loans            | 信託收據貸款       |                                                         |                                                          |                                               |                                            |                                            |                                                                         |                                              |
| – variable rate                | – 浮息         | 3.7                                                     | –                                                        | 12,286                                        | –                                          | –                                          | 12,286                                                                  | 12,225                                       |
| Bills payable                  | 應付票據         | –                                                       | –                                                        | 1,133                                         | –                                          | –                                          | 1,133                                                                   | 1,133                                        |
| Accrued expenses               | 應計費用         | –                                                       | –                                                        | 22,341                                        | 327                                        | 2,902                                      | 25,570                                                                  | 25,570                                       |
| Borrowings – variable rate     | 借貸 – 浮息      | 5.3                                                     | 7,786                                                    | –                                             | –                                          | –                                          | 7,786                                                                   | 7,786                                        |
| Borrowings from a director     | 一名董事借貸       | –                                                       | 10,539                                                   | –                                             | –                                          | –                                          | 10,539                                                                  | 10,539                                       |
| Obligation under finance lease | 融資租約承擔       | 3.6                                                     | 964                                                      | 445                                           | 219                                        | 55                                         | 1,683                                                                   | 1,637                                        |
|                                |              |                                                         | 28,116                                                   | 71,414                                        | 546                                        | 2,957                                      | 103,033                                                                 | 102,926                                      |

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the Year Ended 30th April, 2012 截至二零一二年四月三十日止年度

### 6. FINANCIAL INSTRUMENTS (continued)

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

##### Liquidity risk (continued)

##### Liquidity and interest rate tables (continued)

The following table summarises the maturity analysis of bank loans and obligations with a repayment on demand clause based on agreed scheduled repayments set out in the loan agreement. The amounts include interest payments computed using contractual rates. As a result, these amounts were greater than the amounts disclosed in the “repayable on demand” time band in the maturity analysis above. Taking into account the Group’s financial position, the directors of the Company do not believe that it is probable that the banks will exercise their discretionary rights to demand immediate repayment. The directors of the Company believe that borrowings and obligations under finance leases will be repaid after the reporting date in accordance with the scheduled repayment dates set out in the loan and lease agreements as follows:

|                                |              | Weighted<br>average<br>interest rate<br>加權<br>平均利率<br>% | Less than<br>1 year<br>1年內<br>HK\$'000<br>千港元 | 1 to<br>2 years<br>1至2年<br>HK\$'000<br>千港元 | Over<br>2 years<br>2年以上<br>HK\$'000<br>千港元 | Total<br>undiscounted<br>cash flows<br>未貼現現金<br>流量總額<br>HK\$'000<br>千港元 | Carrying<br>amount<br>賬面值<br>HK\$'000<br>千港元 |
|--------------------------------|--------------|---------------------------------------------------------|-----------------------------------------------|--------------------------------------------|--------------------------------------------|-------------------------------------------------------------------------|----------------------------------------------|
| <b>2012</b>                    | <b>二零一二年</b> |                                                         |                                               |                                            |                                            |                                                                         |                                              |
| Borrowings – variable          | 借貸 – 浮息      | 1.1                                                     | 3,648                                         | –                                          | –                                          | 3,648                                                                   | 3,646                                        |
| Obligation under finance lease | 融資租約承擔       | 3.6                                                     | 246                                           | –                                          | –                                          | 246                                                                     | 245                                          |
|                                |              |                                                         | 3,894                                         | –                                          | –                                          | 3,894                                                                   | 3,891                                        |
| <b>2011</b>                    | <b>二零一一年</b> |                                                         |                                               |                                            |                                            |                                                                         |                                              |
| Borrowings – variable          | 借貸 – 浮息      | 3.7                                                     | 7,858                                         | –                                          | –                                          | 7,858                                                                   | 7,786                                        |
| Obligation under finance lease | 融資租約承擔       | 3.6                                                     | 739                                           | 246                                        | –                                          | 985                                                                     | 964                                          |
|                                |              |                                                         | 8,597                                         | 246                                        | –                                          | 8,843                                                                   | 8,750                                        |

##### Fair value

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

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

### 6. 金融工具(續)

#### 財務風險管理目標及政策(續)

##### 流動資金風險(續)

##### 流動資金及利率表(續)

下表概述根據貸款協議所載之經協定預定償還日期，包含可隨時要求償還條款的銀行貸款及承擔到期分析。有關數額包括按合約利率計算之利息付款。因此，此等數額高於上述到期分析中「須於要求時償還」內披露之數額。考慮到本集團之財務狀況，本公司董事認為，銀行不可能行使其酌情權要求即時還款。本公司董事相信，借貸及融資租約承擔將根據有關貸款及租約所載預定償還日期，在報告日期後償還，詳情如下：

##### 公平值

金融資產及金融負債之公平值釐定如下：

- 具標準條款及條件並於活躍流動市場買賣之金融資產之公平值乃參考所報市場買入價而釐定；及
- 其他金融資產及金融負債之公平值乃以貼現現金流量分析為基準之一般公認計價模式釐定。



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the Year Ended 30th April, 2012 截至二零一二年四月三十日止年度

### 6. FINANCIAL INSTRUMENTS (continued)

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

##### Fair value (continued)

The carrying amounts of financial assets and financial liabilities carried at amortised cost approximate their respective fair values due to the relatively short-term maturity of these financial instruments.

##### Fair value measurements recognised in the statement of financial position

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

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

At 30th April, 2012, available-for-sale investment of HK\$2,051,000 (2011: HK\$2,991,000) is grouped into Level 1.

### 7. TURNOVER AND SEGMENTAL INFORMATION

#### TURNOVER

Turnover represents the amounts received and receivable for goods sold by the Group to outside customers less sales returns and discounts.

#### SEGMENTAL INFORMATION

Information reported to the executive directors of the Company, being the chief operating decision maker (“CODM”), for the purpose of resources allocation and assessment of segment performance focuses on the location of customers.

The customers of the Group are currently located in the United States of America (the “USA”), Hong Kong, Europe, the People’s Republic of China (the “PRC”), Philippines, Malaysia, Singapore and other Asian countries (which represented aggregation of other non-reportable operating segments under HKFRS 8).

### 6. 金融工具(續)

#### 財務風險管理目標及政策(續)

##### 公平值(續)

按攤銷成本列賬之金融資產及金融負債賬面值與其各自之公平值相若，原因為此等金融工具於較短時間內到期。

##### 於財務狀況報表確認之公平值計量

下表提供初步確認後以公平值計量之金融工具分析，其按可觀察公平值之程度分為一至三級。

- 第一級：公平值計量指根據相同資產或負債於活躍市場之報價(未經調整)所計算得出者。
- 第二級：公平值計量指使用可直接(即價格)或間接(即根據價格計算)就資產或負債可觀察但不包括第1層內報價之資產之輸入數據所計算得出者。
- 第三級：公平值計量指並非根據可觀察市場數據之資產或負債之輸入數據(不可觀察輸入數據)所計算得出者。

於二零一二年四月三十日，可供銷售投資2,051,000港元(二零一一年：2,991,000港元)組合為第一級。

### 7. 營業額及分部資料

#### 營業額

營業額指本集團向外界客戶銷售貨品之已收及應收款項扣除銷售退回及折扣。

#### 分部資料

就資源分配及分部表現評核向本公司執行董事(即主要經營決策者(「主要經營決策者」))報告之資料，乃集中以客戶所在地為基準。

本集團客戶目前位於美利堅合眾國(「美國」)、香港、歐洲、中華人民共和國(「中國」)、菲律賓、馬來西亞、新加坡及其他亞洲國家(即香港財務報告準則第8號項下其他非可報告經營分部之總計)。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the Year Ended 30th April, 2012 截至二零一二年四月三十日止年度

### 7. TURNOVER AND SEGMENTAL INFORMATION (continued)

#### SEGMENTAL INFORMATION (continued)

##### Segment revenues and results

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

### 7. 營業額及分部資料 (續)

#### 分部資料 (續)

##### 分部收入及業績

以下為本集團按可報告分部之營業額及業績分析：

|                                                                                     |                       | Turnover<br>營業額                  |                                  | Segment results<br>分部業績          |                                  |
|-------------------------------------------------------------------------------------|-----------------------|----------------------------------|----------------------------------|----------------------------------|----------------------------------|
|                                                                                     |                       | 2012<br>二零一二年<br>HK\$'000<br>千港元 | 2011<br>二零一一年<br>HK\$'000<br>千港元 | 2012<br>二零一二年<br>HK\$'000<br>千港元 | 2011<br>二零一一年<br>HK\$'000<br>千港元 |
| The USA                                                                             | 美國                    | 41,961                           | 43,005                           | 1,522                            | 353                              |
| Hong Kong                                                                           | 香港                    | 15,375                           | 8,764                            | 636                              | 179                              |
| Europe                                                                              | 歐洲                    | 2,823                            | 4,028                            | 137                              | 114                              |
| The PRC                                                                             | 中國                    | 127,196                          | 135,424                          | 4,310                            | 1,594                            |
| Philippines                                                                         | 菲律賓                   | 19,558                           | 21,824                           | 962                              | 575                              |
| Malaysia                                                                            | 馬來西亞                  | 12,399                           | 37,761                           | 610                              | 1,067                            |
| Singapore                                                                           | 新加坡                   | 23,550                           | 23,853                           | 1,159                            | 673                              |
| Reportable segment total                                                            | 可報告分部總計               | 242,862                          | 274,659                          | 9,336                            | 4,555                            |
| Other Asian countries                                                               | 其他亞洲國家                | 42,054                           | 82,808                           | 2,069                            | 2,219                            |
| Eliminations                                                                        | 對銷                    | 284,916<br>(5,785)               | 357,467<br>(3,469)               | 11,405<br>—                      | 6,774<br>—                       |
| Group's turnover and segment results                                                | 本集團營業額及分部業績           | 279,131                          | 353,998                          | 11,405                           | 6,774                            |
| Depreciation of property, plant and equipment                                       | 物業、機器及設備之折舊           |                                  |                                  | (12,516)                         | (10,962)                         |
| Reversal of (recognition of) impairment losses on balances with a former subsidiary | 撥回(確認)與一家前附屬公司結餘之減值虧損 |                                  |                                  | 1,999                            | (2,342)                          |
| Impairment loss on available-for-sale investment                                    | 可供銷售投資之減值虧損           |                                  |                                  | (1,025)                          | —                                |
| (Loss) gain on disposal of property, plant and equipment                            | 出售物業、機器及設備之(虧損)收益     |                                  |                                  | (33)                             | 20                               |
| Imputed interest income on non-current interest-free other receivable               | 非流動免息其他應收款項之推算利息收入    |                                  |                                  | 632                              | 713                              |
| Unallocated interest income                                                         | 未分配利息收入               |                                  |                                  | 6                                | 6                                |
| Unallocated corporate management expenses                                           | 未分配企業管理開支             |                                  |                                  | (5,254)                          | (5,548)                          |
| Interest on bank and other loans wholly repayable within five years                 | 須於五年內全數償還之銀行及其他貸款之利息  |                                  |                                  | (711)                            | (786)                            |
| Loss before taxation                                                                | 除稅前虧損                 |                                  |                                  | (5,497)                          | (12,125)                         |

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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### 7. TURNOVER AND SEGMENTAL INFORMATION (continued)

#### SEGMENTAL INFORMATION (continued)

##### Segment revenues and results (continued)

Included in the USA and the PRC reportable segments are revenue from inter-segments of HK\$5,287,000 (2011: HK\$3,308,000) and HK\$498,000 (2011: HK\$161,000) respectively.

The accounting policies of the operating segment are the same as the Group's accounting policies described in Note 3. Segment profit represents the profit from each segment without allocation of directors' remuneration, corporate management expenses, depreciation, reversal of (recognition of) impairment losses on balances with a former subsidiary, impairment loss on available-for-sale investment, (loss) gain on disposal of property, plant and equipment, imputed interest income on non-current interest-free other receivable, interest income on bank deposits and finance costs. This is the measure reported to the CODM for the purposes of resources allocation and performance assessment.

Intersegment sales are charged at prevailing market rates.

##### Segment assets

The follows is an analysis of the Group's assets by reportable segment:

##### Segment assets

|                               |          | 2012<br>二零一二年<br>HK\$'000<br>千港元 | 2011<br>二零一一年<br>HK\$'000<br>千港元 |
|-------------------------------|----------|----------------------------------|----------------------------------|
| The USA                       | 美國       | 6,943                            | 5,395                            |
| Hong Kong                     | 香港       | 2,003                            | 642                              |
| Europe                        | 歐洲       | 323                              | 1,238                            |
| The PRC                       | 中國       | 27,257                           | 25,970                           |
| Philippines                   | 菲律賓      | 2,879                            | 3,064                            |
| Malaysia                      | 馬來西亞     | 4,138                            | 5,787                            |
| Singapore                     | 新加坡      | 4,756                            | 3,681                            |
| Reportable segment total      | 可報告分部總計  | 48,299                           | 45,777                           |
| Other Asian countries         | 其他亞洲國家   | 5,322                            | 17,465                           |
|                               |          | 53,621                           | 63,242                           |
| Unallocated                   | 未分配      |                                  |                                  |
| Property, plant and equipment | 物業、機器及設備 | 54,794                           | 60,066                           |
| Inventories                   | 存貨       | 28,301                           | 46,121                           |
| Bank balances and cash        | 銀行結餘及現金  | 13,878                           | 8,952                            |
| Other unallocated assets      | 其他未分配資產  | 10,188                           | 11,642                           |
| Consolidated total assets     | 綜合資產總值   | 160,782                          | 190,023                          |

### 7. 營業額及分部資料(續)

#### 分部資料(續)

##### 分部收入及業績(續)

美國及中國可報告分部包含分部間收入分別為5,287,000港元(二零一一年: 3,308,000港元)及498,000港元(二零一一年: 161,000港元)。

經營分部之會計政策與於附註3提述之本集團會計政策相同。分部溢利指來自各分部之溢利，而並無分配董事薪酬、企業管理開支、折舊、撥回(確認)與一家前附屬公司結餘之減值虧損、可供銷售投資之減值虧損、出售物業、機器及設備之(虧損)收益、非流動免息其他應收款項之推算利息收入、銀行存款之利息收入以及融資成本。此為就資源分配及表現評核向主要經營決策者呈報之計量基準。

分部間銷售按當時之市場利率計算。

##### 分部資產

以下為本集團按可報告分部所劃分資產之分析：

##### 分部資產

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### 7. TURNOVER AND SEGMENTAL INFORMATION (continued)

#### SEGMENTAL INFORMATION (continued)

##### Segment assets (continued)

For the purposes of monitoring segment performance and allocating resources between segments, all assets are allocated to operating segments other than property, plant and equipment, advance payment for property, plant and equipment, inventories, deposits and prepayments, available-for-sale investment and bank balances and cash. No segment information on liabilities is presented as such information is not regularly reported to the CODM for the purpose of resource allocation and performance assessment.

#### OTHER SEGMENT INFORMATION REGULARLY PROVIDED TO THE CODM BUT NOT INCLUDED IN THE MEASUREMENT OF SEGMENT RESULT

### 7. 營業額及分部資料(續)

#### 分部資料(續)

##### 分部資產(續)

就監控分部表現及於分部間分配資源而言，所有資產會分配至經營分部，惟不包括物業、機器及設備、物業、機器及設備之墊款、存貨、按金及預付款項、可供銷售投資以及銀行結餘及現金。由於負債分部資料並非定期就資源分配及表現評核向主要經營決策者呈報，因此並無呈列有關資料。

#### 定期向主要經營決策者呈報但計量分部業績時不包括之其他分部資料

|                          |         | Depreciation of property, plant and equipment<br>物業、機器及設備折舊 |                                  |
|--------------------------|---------|-------------------------------------------------------------|----------------------------------|
|                          |         | 2012<br>二零一二年<br>HK\$'000<br>千港元                            | 2011<br>二零一一年<br>HK\$'000<br>千港元 |
| The USA                  | 美國      | 1,670                                                       | 1,285                            |
| Hong Kong                | 香港      | 626                                                         | 203                              |
| Europe                   | 歐洲      | 127                                                         | 125                              |
| The PRC                  | 中國      | 5,692                                                       | 4,194                            |
| Philippines              | 菲律賓     | 882                                                         | 676                              |
| Malaysia                 | 馬來西亞    | 559                                                         | 1,172                            |
| Singapore                | 新加坡     | 1,063                                                       | 740                              |
| Reportable segment total | 可報告分部總計 | 10,619                                                      | 8,395                            |
| Other Asian countries    | 其他亞洲國家  | 1,897                                                       | 2,567                            |
|                          |         | 12,516                                                      | 10,962                           |

Depreciation of property, plant and equipment is allocated to reportable segments according to the proportion of turnover generated in respective reportable segments.

物業、機器及設備之折舊乃根據各可報告分部賺取之營業額比例分配至可報告分報。

#### GEOGRAPHICAL INFORMATION

The Group's non-current assets other than financial instruments by geographical location of the assets amounted to HK\$59,432,000 (2011: HK\$60,904,000) which are located in the PRC.

#### 地區資料

本集團之非流動資產(金融工具除外)乃按資產所在地區劃分，位於中國金額為59,432,000港元(二零一一年：60,904,000港元)。

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### 7. TURNOVER AND SEGMENTAL INFORMATION (continued)

#### INFORMATION ABOUT MAJOR CUSTOMERS

Revenue from customers of the corresponding years contributing over 10% of the total sales of the Group are as follows:

|                      |          | 2012<br>二零一二年<br>HK\$'000<br>千港元 | 2011<br>二零一一年<br>HK\$'000<br>千港元 |
|----------------------|----------|----------------------------------|----------------------------------|
| Customer A – the PRC | 客戶甲 – 中國 | 45,339                           | 56,670                           |
| Customer B – the USA | 客戶乙 – 美國 | 29,996                           | 36,271                           |

#### INFORMATION ABOUT MAJOR PRODUCTS

The Group is solely engaged in the manufacture and sale of leadframes, including integrated circuit leadframes, heatsinks and stiffeners.

### 7. 營業額及分部資料(續)

#### 有關主要客戶之資料

於相應年度佔本集團銷售總額10%以上之客戶收益如下：

#### 有關主要產品之資料

本集團僅經營製造及銷售引線框，包括集成電路引線框、散熱器及加強桿之業務。

### 8. OTHER INCOME

|                                                                       |                    | 2012<br>二零一二年<br>HK\$'000<br>千港元 | 2011<br>二零一一年<br>HK\$'000<br>千港元 |
|-----------------------------------------------------------------------|--------------------|----------------------------------|----------------------------------|
| Sales of by-products and scrap                                        | 副產品及廢料銷售           | 11,042                           | 13,746                           |
| Imputed interest income on non-current interest-free other receivable | 非流動免息其他應收款項之推算利息收入 | 632                              | 713                              |
| Gain on disposal of property, plant and equipment                     | 出售物業、機器及設備之收益      | –                                | 20                               |
| Interest income on bank deposits                                      | 銀行存款之利息收入          | 6                                | 6                                |
| Sundry income                                                         | 雜項收入               | 276                              | 226                              |
|                                                                       |                    | 11,956                           | 14,711                           |

### 8. 其他收入



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the Year Ended 30th April, 2012 截至二零一二年四月三十日止年度

### 9. TAXATION

### 9. 稅項

|                           |            | 2012<br>二零一二年<br>HK\$'000<br>千港元 | 2011<br>二零一一年<br>HK\$'000<br>千港元 |
|---------------------------|------------|----------------------------------|----------------------------------|
| The charge comprises:     | 稅項支出包括：    |                                  |                                  |
| Current tax:              | 即期稅項：      |                                  |                                  |
| PRC Enterprise Income Tax | 中國企業所得稅    | (990)                            | (1,027)                          |
| Deferred tax (Note 25)    | 遞延稅項(附註25) | —                                | (1)                              |
|                           |            | (990)                            | (1,028)                          |

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

香港利得稅乃根據於兩個年度估計應課稅溢利按稅率16.5%計算。

No provision for Hong Kong Profits Tax has been made as the Group had no estimated assessable profits arising from Hong Kong for both years.

由於本集團於該兩個年度並無於香港產生估計應課稅溢利，故並無就香港利得稅作出撥備。

Under the Law of the PRC on Enterprise Income Tax (the “EIT Law”) and Implementation Regulation of the EIT Law, the tax rate of the PRC subsidiaries is 25% from 1st January, 2008 onwards.

根據中國企業所得稅法(「企業所得稅法」)及企業所得稅法實施條例，自二零零八年一月一日起，中國附屬公司之稅率為25%。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the Year Ended 30th April, 2012 截至二零一二年四月三十日止年度

### 9. TAXATION (continued)

The tax charge for the year can be reconciled to the loss before taxation per the consolidated statement of comprehensive income as follows:

### 9. 稅項(續)

本年度稅項支出與綜合全面收入報表所列除稅前虧損之對賬如下：

|                                                                                   |                          | 2012<br>二零一二年<br>HK\$'000<br>千港元 | 2011<br>二零一一年<br>HK\$'000<br>千港元 |
|-----------------------------------------------------------------------------------|--------------------------|----------------------------------|----------------------------------|
| Loss before taxation                                                              | 除稅前虧損                    | (5,497)                          | (12,125)                         |
| Tax at Hong Kong Profits Tax rate of 16.5%                                        | 按香港利得稅稅率16.5%計算之稅項       | 907                              | 2,001                            |
| Tax effect of expenses not deductible for tax purpose                             | 不可扣稅開支之稅務影響              | (403)                            | (717)                            |
| Tax effect of income not taxable for tax purpose                                  | 毋須課稅收入之稅務影響              | 530                              | 203                              |
| Tax effect of non-assessable profits (non-allowable losses) of offshore operation | 離岸業務之毋須課稅溢利(不可扣稅虧損)之稅務影響 | (435)                            | (588)                            |
| Effect of different tax rates of operation in the PRC                             | 於中國營運不同稅率之影響             | (987)                            | (1,025)                          |
| Tax effect of tax losses not recognised                                           | 未確認稅務虧損之稅務影響             | (602)                            | (902)                            |
| Tax charge for the year                                                           | 本年度稅項支出                  | (990)                            | (1,028)                          |

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the Year Ended 30th April, 2012 截至二零一二年四月三十日止年度

### 10. LOSS FOR THE YEAR

Loss for the year has been arrived at after charging the following items:

### 10. 本年度虧損

本年度虧損已扣除下列項目：

|                                                                                          |                       | 2012<br>二零一二年<br>HK\$'000<br>千港元 | 2011<br>二零一一年<br>HK\$'000<br>千港元 |
|------------------------------------------------------------------------------------------|-----------------------|----------------------------------|----------------------------------|
| Salaries, wages and other staff benefits                                                 | 薪金、工資及其他員工福利          | 65,549                           | 70,924                           |
| Retirement benefits scheme contribution                                                  | 退休福利計劃供款              | 2,107                            | 2,460                            |
| Equity-settled share-based payment expenses                                              | 股本結算以股份為基礎之付款開支       | —                                | 750                              |
| Total staff costs (Note)                                                                 | 總員工成本(附註)             | 67,656                           | 74,134                           |
| Depreciation of property, plant and equipment                                            | 物業、機器及設備之折舊           | 12,516                           | 10,962                           |
| Repair and maintenance expenses                                                          | 維修及保養開支               | 10,958                           | 18,723                           |
| Loss on disposal of property, plant and equipment                                        | 出售物業、機器及設備之虧損         | 33                               | —                                |
| (Reversal of) write down of inventories (included in raw materials and consumables used) | (撥回)撇減存貨(計入使用原材料及消耗品) | (1,054)                          | 458                              |
| Allowance for bad and doubtful debts, net                                                | 呆壞賬撥備淨值               | 267                              | 11                               |
| Auditor's remuneration                                                                   | 核數師薪酬                 | 1,144                            | 1,345                            |
| Operating lease rentals in respect of premises                                           | 樓宇之經營租約租金             | 9,026                            | 9,351                            |

Note: Directors' emoluments are included in the above staff costs.

附註：董事酬金已包括於上述員工成本。

### 11. DIVIDEND

The directors of the Company do not recommend the payment of a dividend for the year ended 30th April, 2012 (2011: nil).

### 11. 股息

本公司董事不建議派付截至二零一二年四月三十日止年度之股息(二零一一年：無)。

### 12. LOSS PER SHARE

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

### 12. 每股虧損

本公司擁有人應佔每股基本及攤薄虧損乃按下列數據計算：

|                                                                                                            |                        | 2012<br>二零一二年   | 2011<br>二零一一年    |
|------------------------------------------------------------------------------------------------------------|------------------------|-----------------|------------------|
| Loss for the purposes of basic and diluted loss per share                                                  | 用以計算每股基本及攤薄虧損之虧損       | HK\$6,487,000港元 | HK\$13,153,000港元 |
| Weighted average number of ordinary shares for the purpose of calculating basic and diluted loss per share | 用以計算每股基本及攤薄虧損之普通股加權平均數 | 767,373,549     | 767,373,549      |

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## 綜合財務報表附註

For the Year Ended 30th April, 2012 截至二零一二年四月三十日止年度

### 12. LOSS PER SHARE (continued)

The computation of diluted loss per share does not assume the exercise of the Company's outstanding share options as the exercise prices of the share options of the Company are higher than the average market price per share for the years ended 30th April, 2012 and 2011.

### 13. DIRECTORS' AND EMPLOYEES' EMOLUMENTS

#### DIRECTORS' EMOLUMENTS

The emoluments paid or payable to each of the five (2011: five) directors were as follows:

|                             |              | Li Tung Lok<br>李同樂<br>HK\$'000<br>千港元 | Phen Hoi Ping<br>彭海平<br>HK\$'000<br>千港元 | Sze Tsai To<br>史習陶<br>HK\$'000<br>千港元 | Robert Charles<br>黎高臣<br>HK\$'000<br>千港元 | Wong Chun Bong<br>王振邦<br>HK\$'000<br>千港元 | Total<br>總數<br>HK\$'000<br>千港元 |
|-----------------------------|--------------|---------------------------------------|-----------------------------------------|---------------------------------------|------------------------------------------|------------------------------------------|--------------------------------|
| <b>2012</b>                 | <b>二零一二年</b> |                                       |                                         |                                       |                                          |                                          |                                |
| Fees                        | 袍金           | 131                                   | –                                       | 500                                   | 375                                      | 300                                      | 1,306                          |
| Other emoluments            | 其他酬金         |                                       |                                         |                                       |                                          |                                          |                                |
| Salaries and other benefits | 薪金及其他福利      | –                                     | 1,485                                   | –                                     | –                                        | –                                        | 1,485                          |
| Retirement benefit schemes  | 退休福利計劃       | –                                     | 74                                      | –                                     | –                                        | –                                        | 74                             |
|                             |              | 131                                   | 1,559                                   | 500                                   | 375                                      | 300                                      | 2,865                          |
| <b>2011</b>                 | <b>二零一一年</b> |                                       |                                         |                                       |                                          |                                          |                                |
| Fees                        | 袍金           | 126                                   | –                                       | 500                                   | 375                                      | 300                                      | 1,301                          |
| Other emoluments            | 其他酬金         |                                       |                                         |                                       |                                          |                                          |                                |
| Salaries and other benefits | 薪金及其他福利      | –                                     | 1,474                                   | –                                     | –                                        | –                                        | 1,474                          |
| Retirement benefit schemes  | 退休福利計劃       | 10                                    | 73                                      | –                                     | –                                        | –                                        | 83                             |
| Share-based payment         | 以股份為基礎之付款    | –                                     | 57                                      | 11                                    | 11                                       | 11                                       | 90                             |
|                             |              | 136                                   | 1,604                                   | 511                                   | 386                                      | 311                                      | 2,948                          |

The emoluments payable to directors of the Company as approved by the Board on the recommendation of the remuneration committee, are having regarded to their individual duties and responsibilities with the Company, remuneration benchmark in the industry and prevailing market conditions.

For the year ended 30th April, 2012, Mr. Li Tung Lok waived emoluments of HK\$12,069,000 (2011: HK\$15,664,000). Other than this, there was no arrangement under which a director waived or agreed to waive any remuneration for the years ended 30th April, 2012 and 2011.

### 12. 每股虧損(續)

由於本公司購股權行使價高於截至二零一二年及二零一一年四月三十日止年度每股平均市價，故計算每股攤薄虧損時並無假設已行使本公司尚未行使之購股權。

### 13. 董事及僱員酬金

#### 董事酬金

已付或應付各五名(二零一一年：五名)董事之酬金如下：

應付本公司董事之酬金乃經顧及彼等個別於本公司之職務及職責、行業薪酬基準及當時市況經薪酬委員會作出之推薦意見後由董事會批准。

李同樂先生於截至二零一二年四月三十日止年度放棄12,069,000港元之酬金(二零一一年：15,664,000港元)。除此以外，於截至二零一二年及二零一一年四月三十日止年度，並無訂立董事放棄或同意放棄任何酬金之安排。

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## 綜合財務報表附註

For the Year Ended 30th April, 2012 截至二零一二年四月三十日止年度

### 13. DIRECTORS' AND EMPLOYEES' EMOLUMENTS (continued)

#### EMPLOYEES' EMOLUMENTS

The emoluments of the five highest paid individuals included one (2011: one) executive director of the Company, whose emolument is included above. The aggregate emoluments of the remaining four (2011: four) highest paid individuals are as follows:

|                                                       |                | 2012<br>二零一二年<br>HK\$'000<br>千港元 | 2011<br>二零一一年<br>HK\$'000<br>千港元 |
|-------------------------------------------------------|----------------|----------------------------------|----------------------------------|
| Basic salaries, allowances and other benefits-in-kind | 基本薪金、津貼及其他實物利益 | 4,619                            | 4,651                            |
| Contributions to retirement benefits schemes          | 退休福利計劃供款       | 97                               | 179                              |
| Share-based payment                                   | 以股份為基礎之付款      | —                                | 173                              |
|                                                       |                | 4,716                            | 5,003                            |

Their emoluments were within the following bands:

彼等之酬金介乎下列組別：

|                               |                           | 2012<br>二零一二年<br>Number of<br>employees<br>僱員人數 | 2011<br>二零一一年<br>Number of<br>employees<br>僱員人數 |
|-------------------------------|---------------------------|-------------------------------------------------|-------------------------------------------------|
| HK\$500,001 – HK\$1,000,000   | 500,001港元 – 1,000,000港元   | 1                                               | —                                               |
| HK\$1,000,001 – HK\$1,500,000 | 1,000,001港元 – 1,500,000港元 | 3                                               | 3                                               |
| HK\$1,500,001 – HK\$2,000,000 | 1,500,001港元 – 2,000,000港元 | —                                               | 1                                               |
|                               |                           | 4                                               | 4                                               |

In both years, no emoluments were paid or payable to the directors or the five highest paid individuals (including directors and employees) as an inducement to join the Company or as compensation for loss of office.

於該兩個年度內，本集團並無任何已付或應付予董事或五名最高薪酬人士（包括董事及僱員）之酬金，作為加盟本公司之報酬或作為離職補償。



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the Year Ended 30th April, 2012 截至二零一二年四月三十日止年度

### 14. PROPERTY, PLANT AND EQUIPMENT

### 14. 物業、機器及設備

|                                                             |                       | Leasehold<br>improvements<br>物業裝修<br>HK\$'000<br>千港元 | Furniture,<br>fixtures and<br>equipment<br>傢俬、裝置<br>及設備<br>HK\$'000<br>千港元 | Motor<br>vehicles<br>汽車<br>HK\$'000<br>千港元 | Plant and<br>machinery<br>機器及設備<br>HK\$'000<br>千港元 | Moulds,<br>toolings and<br>production<br>films<br>工模、工具及<br>生產用底片<br>HK\$'000<br>千港元 | Total<br>總數<br>HK\$'000<br>千港元 |
|-------------------------------------------------------------|-----------------------|------------------------------------------------------|----------------------------------------------------------------------------|--------------------------------------------|----------------------------------------------------|--------------------------------------------------------------------------------------|--------------------------------|
| <b>COST</b>                                                 | <b>成本</b>             |                                                      |                                                                            |                                            |                                                    |                                                                                      |                                |
| At 1st May, 2010                                            | 於二零一零年五月一日            | 72,825                                               | 153,002                                                                    | 3,030                                      | 568,169                                            | 291,944                                                                              | 1,088,970                      |
| Exchange adjustments                                        | 匯兌調整                  | –                                                    | 23                                                                         | –                                          | –                                                  | –                                                                                    | 23                             |
| Additions                                                   | 添置                    | 3,630                                                | 465                                                                        | 611                                        | 12,156                                             | 3,092                                                                                | 19,954                         |
| Disposals                                                   | 出售                    | –                                                    | (3,285)                                                                    | –                                          | (18,993)                                           | (4,379)                                                                              | (26,657)                       |
| At 30th April, 2011                                         | 於二零一一年四月三十日           | 76,455                                               | 150,205                                                                    | 3,641                                      | 561,332                                            | 290,657                                                                              | 1,082,290                      |
| Exchange adjustments                                        | 匯兌調整                  | –                                                    | (3)                                                                        | –                                          | –                                                  | –                                                                                    | (3)                            |
| Additions                                                   | 添置                    | 3,260                                                | 360                                                                        | –                                          | 1,680                                              | 1,989                                                                                | 7,289                          |
| Disposal                                                    | 出售                    | –                                                    | (34)                                                                       | –                                          | (114)                                              | –                                                                                    | (148)                          |
| Written off                                                 | 已撇銷                   | (36,111)                                             | (136,153)                                                                  | (890)                                      | (4,877)                                            | (238,844)                                                                            | (416,875)                      |
| At 30th April, 2012                                         | 於二零一二年四月三十日           | 43,604                                               | 14,375                                                                     | 2,751                                      | 558,021                                            | 53,802                                                                               | 672,553                        |
| <b>ACCUMULATED<br/>DEPRECIATION AND<br/>IMPAIRMENT LOSS</b> | <b>累計折舊及<br/>減值虧損</b> |                                                      |                                                                            |                                            |                                                    |                                                                                      |                                |
| At 1st May, 2010                                            | 於二零一零年五月一日            | 69,465                                               | 152,207                                                                    | 2,070                                      | 536,504                                            | 277,652                                                                              | 1,037,898                      |
| Exchange adjustments                                        | 匯兌調整                  | –                                                    | 21                                                                         | –                                          | –                                                  | –                                                                                    | 21                             |
| Provided for the year                                       | 本年度撥備                 | 1,556                                                | 344                                                                        | 287                                        | 6,885                                              | 1,890                                                                                | 10,962                         |
| Eliminated on disposals                                     | 出售時抵銷                 | –                                                    | (3,285)                                                                    | –                                          | (18,993)                                           | (4,379)                                                                              | (26,657)                       |
| At 30th April, 2011                                         | 於二零一一年四月三十日           | 71,021                                               | 149,287                                                                    | 2,357                                      | 524,396                                            | 275,163                                                                              | 1,022,224                      |
| Exchange adjustments                                        | 匯兌調整                  | –                                                    | (2)                                                                        | –                                          | –                                                  | –                                                                                    | (2)                            |
| Provided for the year                                       | 本年度撥備                 | 1,957                                                | 384                                                                        | 319                                        | 7,488                                              | 2,368                                                                                | 12,516                         |
| Eliminated on disposals                                     | 出售時抵銷                 | –                                                    | (34)                                                                       | –                                          | (70)                                               | –                                                                                    | (104)                          |
| Written off                                                 | 已撇銷                   | (36,111)                                             | (136,153)                                                                  | (890)                                      | (4,877)                                            | (238,844)                                                                            | (416,875)                      |
| At 30th April, 2012                                         | 於二零一二年四月三十日           | 36,867                                               | 13,482                                                                     | 1,786                                      | 526,937                                            | 38,687                                                                               | 617,759                        |
| <b>CARRYING VALUES</b>                                      | <b>賬面值</b>            |                                                      |                                                                            |                                            |                                                    |                                                                                      |                                |
| At 30th April, 2012                                         | 於二零一二年四月三十日           | 6,737                                                | 893                                                                        | 965                                        | 31,084                                             | 15,115                                                                               | 54,794                         |
| At 30th April, 2011                                         | 於二零一一年四月三十日           | 5,434                                                | 918                                                                        | 1,284                                      | 36,936                                             | 15,494                                                                               | 60,066                         |

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For the Year Ended 30th April, 2012 截至二零一二年四月三十日止年度

### 14. PROPERTY, PLANT AND EQUIPMENT

(continued)

The above items of property, plant and equipment are depreciated on a straight-line basis at the following useful lives:

|                                       |            |
|---------------------------------------|------------|
| Leasehold improvements                | 8 years    |
| Furniture, fixtures and equipment     | 5–8 years  |
| Motor vehicles                        | 5 years    |
| Plant and machinery                   | 6–12 years |
| Moulds, toolings and production films | 6 years    |

The carrying value of motor vehicles includes an amount of HK\$412,000 (2011: HK\$1,018,000) in respect of assets held under finance leases.

The carrying value of plant and machinery includes an amount of HK\$1,340,000 (2011: HK\$1,470,000) in respect of assets held under finance leases.

The Group has pledged its plant and equipment with a carrying value of HK\$1,752,000 (2011: HK\$2,488,000) to secure certain finance leases granted to the Group.

At the end of the reporting period, the directors of the Company conducted a review of the Group's property, plant and equipment and decided to write off the cost and accumulated depreciation of HK\$416,875,000 for those property, plant and equipment which had been fully depreciated in previous years. In addition, the directors of the Company considered that no impairment nor reversal of impairment for property, plant and equipment is required.

The recoverable amounts of the property, plant and equipment of the Group have been determined on the basis of value in use calculation. That calculation uses cash flow projections based on financial budgets approved by the management covering a one-year period with a projection of another four years, and a discount rate of 14.6%. Cash flows in the projection period assumed a 5.5% growth rate in the first two years of the projection period and a zero growth rate for the remaining two years of the projection period.

### 14. 物業、機器及設備(續)

上述物業、機器及設備項目乃以直線法基準折舊，其可用年期如下：

|             |        |
|-------------|--------|
| 物業裝修        | 8年     |
| 傢俬、裝置及設備    | 5年–8年  |
| 汽車          | 5年     |
| 機器及設備       | 6年–12年 |
| 工模、工具及生產用底片 | 6年     |

汽車之賬面淨值包括412,000港元(二零一一年：1,018,000港元)有關根據融資租約所持有之資產。

機器及機械之賬面淨值包括1,340,000港元(二零一一年：1,470,000港元)有關根據融資租約所持有之資產。

本集團已抵押賬面值為1,752,000港元(二零一一年：2,488,000港元)之機器及設備，以取得授予本集團之若干融資租約。

於報告期間結束時，董事已對本集團之物業、機器及設備進行審核，並決定撇銷該等於過去數年已悉數折舊之物業、機器及設備之成本及累計折舊416,875,000港元。此外，本公司之董事認為概無需要就物業、機器及設備作出減值或撥回減值。

本集團物業、機器及設備之可收回金額乃根據使用價值之計算而釐定。此計算方式使用根據管理層批准之財政預算的現金流量預測，該財政預算涵蓋一年期及就另外四年期作預測並按14.6%之貼現率作出。預測期間內之現金流量假設於預測期間首兩年增長率為5.5%及於預測期間其餘兩年增長率為零。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the Year Ended 30th April, 2012 截至二零一二年四月三十日止年度

### 15. AVAILABLE-FOR-SALE INVESTMENT

### 15. 可供銷售投資

|                                                         |                   | 2012<br>二零一二年<br>HK\$'000<br>千港元 | 2011<br>二零一一年<br>HK\$'000<br>千港元 |
|---------------------------------------------------------|-------------------|----------------------------------|----------------------------------|
| Listed equity securities in Hong Kong,<br>at fair value | 香港上市股本證券，<br>按公平值 |                                  |                                  |
| Amount shown under current assets                       | 列於流動資產項下之金額       | –                                | 2,991                            |
| Amount shown under non-current assets                   | 列於非流動資產項下之金額      | 2,051                            | –                                |
|                                                         |                   | 2,051                            | 2,991                            |

At the end of the reporting period, the available-for-sale investment is stated at fair value, which have been determined based on bid prices quoted in an active market.

於報告期間結束時，可供銷售投資按公平值列賬，並根據活躍市場所報買入價釐定。

Particulars of the investee company as at 30th April, 2012 and 2011 are as follows:

所投資公司於二零一二年及二零一一年四月三十日之詳情如下：

| Name of company                                       | Place of incorporation | Principal activities                                                                 | Class of shares held   | Proportion of nominal value of issued share capital held by the Group<br>本集團所持已發行股本面值比例 |
|-------------------------------------------------------|------------------------|--------------------------------------------------------------------------------------|------------------------|-----------------------------------------------------------------------------------------|
| 公司名稱                                                  | 註冊成立地點                 | 主要業務                                                                                 | 所持有股份之類別               |                                                                                         |
| MelcoLot Limited<br>("Melco")<br>新濠環彩有限公司<br>("新濠環彩") | Cayman Islands<br>開曼群島 | Provision of lottery-related technologies, systems and solutions<br>提供博彩相關技術、系統及解決方案 | Ordinary shares<br>普通股 | 3.4%                                                                                    |

Melco is a company listed on the Growth Enterprise Market of the Stock Exchange. As at 31st October, 2011, an objective evidence of impairment was considered to exist amid the presence of a significant and prolonged decline in the fair value of the available-for-sale investment and accordingly, impairment loss of HK\$1,025,000 had been recognised and reclassified into loss for the year. As at 30th April, 2012, the fair value of the available-for-sale investment has increased and such increase in fair value subsequent to impairment loss is recognised directly in other comprehensive income and accumulated in the investment revaluation reserve.

新濠環彩為聯交所創業板上市公司。於二零一一年十月三十一日，由於可供銷售投資之公平值持續大幅下跌，故視為存在減值之客觀證據。因此，已確認減值虧損1,025,000港元並將其重新分類為本年度虧損。於二零一二年四月三十日，可供銷售投資之公平值增加，而該公平值增加於減值虧損後，已直接於其他全面收入確認並於投資重估儲備累計。

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#### 15. AVAILABLE-FOR-SALE INVESTMENT

(continued)

As at 30th April, 2012, the management expects that the investment will be held for more than one year and accordingly, the available-for-sale investment is reclassified as non-current asset.

#### 16. BALANCES WITH A FORMER SUBSIDIARY

On 20th February, 2009, the Group entered into an agreement to dispose of a wholly owned subsidiary, Talent Focus Industries Limited ("TFIL") and the disposal was completed before 30th April, 2009. TFIL agreed with the Group to repay the outstanding amount included in other receivables due to the Group of HK\$7,000,000, which was unsecured and interest-free, in seven monthly equal instalments from 1st September, 2010 to 31st March, 2011. The fair value of the other receivable at the date of disposal of TFIL was estimated to be approximately HK\$4 million which was determined based on a discount rate of 29.7%.

During the year ended 30th April, 2011, an impairment loss of approximately HK\$842,000 in respect of the said balance was recognised for the difference between the carrying amount as at 31st October, 2010 of HK\$6,083,000 and the discounting effect of the expected future cash flow at the rate of approximately 29.7% according to the rescheduled repayment term. From 31st October, 2010, the Group had received repayment of HK\$2,300,000 from TFIL according to schedule and recognised imputed interest income of HK\$88,000. The carrying amount at 30th April, 2011 was HK\$3,029,000, of which HK\$2,035,000 and HK\$994,000 was classified as current and non-current. An impairment loss of HK\$1,500,000 was also recognised on another balance with TFIL which was included in deposits and prepayments in prior years.

During the year ended 30th April, 2012, the Group received full repayment of HK\$4,200,000 from TFIL and recognised imputed interest income of HK\$632,000 and a reversal of impairment loss on balances with a former subsidiary of HK\$539,000 in profit or loss. In addition, the Group received repayment of HK\$1,460,000 from TFIL of which an impairment loss was previously recognised on such balance. Accordingly, a reversal of impairment loss on balances with a former subsidiary was recognised in profit or loss for the year ended 30th April, 2012.

#### 15. 可供銷售投資(續)

於二零一二年四月三十日，管理層預期將持有該投資超過一年，因此，可供銷售投資被重新分類為非流動資產。

#### 16. 與一家前附屬公司之結餘

於二零零九年二月二十日，本集團訂立一項協議，出售全資附屬公司駿福實業有限公司(「駿福」)，該項出售已於二零零九年四月三十日前完成。駿福與本集團協定於二零一零年九月一日至二零一一年三月三十一日按月以相同款額分七期攤還結欠本集團已計入其他應收款項之未償還無抵押免息款項7,000,000港元。於出售駿福當日，該其他應收款項之公平值估計約為四百萬港元，乃按貼現率29.7%釐定。

於截至二零一一年四月三十日止年度，已就截至二零一零年十月三十一日之賬面值6,083,000港元，與根據重整還款年期按該貼現率約29.7%計算之預期未來現金流量折現影響兩者間之差額，確認有關上述結餘之減值虧損約842,000港元。自二零一零年十月三十一日起，本集團根據還款年期收回駿福2,300,000港元之還款，並確認推算利息收入88,000港元。於二零一一年四月三十日之賬面值為3,029,000港元，其中2,035,000港元及994,000港元歸類為流動及非流動。亦已就往年計入按金及預付款項之與駿福另一結餘確認減值虧損1,500,000港元。

於截至二零一二年四月三十日止年度，本集團全數收回駿福4,200,000港元之還款，並於損益中確認推算利息收入632,000港元及就與一家前附屬公司之結餘確認減值虧損撥回539,000港元。此外，本集團收回駿福1,460,000港元之還款，其中已就先前按有關結餘確認減值虧損。因此，就與一家前附屬公司之結餘確認減值虧損已於截至二零一二年四月三十日止年度撥回。

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### 17. INVENTORIES

### 17. 存貨

|                               |         | 2012<br>二零一二年<br>HK\$'000<br>千港元 | 2011<br>二零一一年<br>HK\$'000<br>千港元 |
|-------------------------------|---------|----------------------------------|----------------------------------|
| Raw materials and consumables | 原材料及消耗品 | 20,611                           | 32,942                           |
| Work in progress              | 半製成品    | 5,368                            | 6,814                            |
| Finished goods                | 製成品     | 2,322                            | 6,365                            |
|                               |         | 28,301                           | 46,121                           |

### 18. TRADE AND OTHER RECEIVABLES

### 18. 貿易及其他應收款項

|                                                                        |                               | 2012<br>二零一二年<br>HK\$'000<br>千港元 | 2011<br>二零一一年<br>HK\$'000<br>千港元 |
|------------------------------------------------------------------------|-------------------------------|----------------------------------|----------------------------------|
| Trade receivables                                                      | 貿易應收款項                        | 53,505                           | 63,519                           |
| Less: Allowance for bad and doubtful debts                             | 減：呆壞賬撥備                       | (516)                            | (277)                            |
|                                                                        |                               | 52,989                           | 63,242                           |
| Receivable from a former subsidiary<br>– due within one year (Note 16) | 應收一家前附屬公司之款項<br>— 一年內到期(附註16) | –                                | 2,035                            |
| Others                                                                 | 其他                            | 999                              | 445                              |
|                                                                        |                               | 53,988                           | 65,722                           |

The Group allows a credit period ranging from 30 to 90 days to its trade customers. The following is an aged analysis of trade receivables net of allowance for bad and doubtful debts presented based on the invoice date at the end of the reporting period:

本集團給予貿易客戶之信貸期介乎30至90日。於報告期間結束時，貿易應收款項扣除呆壞賬撥備按發票日期呈列之賬齡分析如下：

|                        |        | 2012<br>二零一二年<br>HK\$'000<br>千港元 | 2011<br>二零一一年<br>HK\$'000<br>千港元 |
|------------------------|--------|----------------------------------|----------------------------------|
| Within 30 days         | 30日內   | 21,825                           | 28,642                           |
| Between 31 and 60 days | 31至60日 | 18,192                           | 22,643                           |
| Between 61 and 90 days | 61至90日 | 10,801                           | 8,601                            |
| Over 90 days           | 90日以上  | 2,171                            | 3,356                            |
|                        |        | 52,989                           | 63,242                           |



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### 18. TRADE AND OTHER RECEIVABLES (continued)

Before accepting any new customer, the Group will apply an internal credit assessment policy to assess the potential customer's credit quality and define credit limits by customer. Management closely monitors the credit quality of trade receivables. Included in the Group's trade receivable balance are debtors with aggregate carrying amount of HK\$22,079,000 (2011: HK\$19,507,000) which are past due at the reporting date for which the Group has not provided for impairment loss, as there is no significant change in credit quality and the amounts still considered recoverable based on historical payment experience. The Group does not hold any collateral or credit enhancements over these balances.

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

|                |       | 2012<br>二零一二年<br>HK\$'000<br>千港元 | 2011<br>二零一一年<br>HK\$'000<br>千港元 |
|----------------|-------|----------------------------------|----------------------------------|
| Within 90 days | 90日內  | 21,136                           | 18,102                           |
| Over 90 days   | 90日以上 | 943                              | 1,405                            |
|                |       | 22,079                           | 19,507                           |

Based on the historical experience of the Group, trade receivables which are past due but not impaired are generally recoverable.

The following is the movement in the allowance for bad and doubtful debts:

|                                                      |                | 2012<br>二零一二年<br>HK\$'000<br>千港元 | 2011<br>二零一一年<br>HK\$'000<br>千港元 |
|------------------------------------------------------|----------------|----------------------------------|----------------------------------|
| At beginning of year                                 | 於年初            | 277                              | 266                              |
| Impairment losses recognised                         | 已確認減值虧損        | 336                              | 168                              |
| Reversal of allowance for bad and doubtful debts     | 呆壞賬撥備撥回        | (69)                             | (157)                            |
| Amounts written off during the year as uncollectible | 本年度因不可收回而撇銷之金額 | (28)                             | —                                |
| At end of year                                       | 於年終            | 516                              | 277                              |

### 18. 貿易及其他應收款項(續)

於接納任何新客戶前，本集團會先執行內部信貸評核政策，評核準客戶之信貸質素並且訂出各客戶之信貸額。管理層密切監察貿易應收款項之信貸質素。本集團貿易應收款項結餘中，包括賬面總值22,079,000港元(二零一一年：19,507,000港元)於報告日期已逾期，由於信貸質素並無重大改變，且根據過往付款經驗，該等款項仍被認為可收回，因此本集團並未對此應收款項作出減值虧損撥備。本集團並無就此等結餘持有任何抵押品或加強信貸措施。

已逾期但並無減值之貿易應收款項之賬齡分析如下：

根據本集團過往經驗，已逾期但並無減值之貿易應收款項一般可收回。

呆壞賬撥備之變動如下：

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### 19. BANK BALANCES AND CASH

The bank balances of the Group carried prevailing market interest rates ranging from 0.01% to 0.5% (2011: 0.01% to 0.5%) per annum.

Included in the Group's bank balances and cash is an aggregate amount of approximately HK\$2,322,000 (2011: HK\$517,000) denominated in RMB, the foreign currency of respective group entities.

### 19. 銀行結餘及現金

本集團之銀行結餘按每年介乎0.01厘至0.5厘(二零一一年：0.01厘至0.5厘)之現行市場利率計息。

本集團之銀行結餘及現金包括合共約2,322,000港元(二零一一年：517,000港元)為人民幣(相關集團實體之外幣)計值。

### 20. TRADE AND OTHER PAYABLES AND DEPOSITS AND ACCRUED EXPENSES

The following is an aged analysis of trade payables presented based on the invoice date at the end of the reporting period:

### 20. 貿易及其他應付款項以及按金及應計費用

貿易應付款項於報告期間結束時按發票日期呈列之賬齡分析如下：

|                        |        | 2012<br>二零一二年<br>HK\$'000<br>千港元 | 2011<br>二零一一年<br>HK\$'000<br>千港元 |
|------------------------|--------|----------------------------------|----------------------------------|
| Trade payables         | 貿易應付款項 |                                  |                                  |
| Within 30 days         | 30日內   | 6,734                            | 10,187                           |
| Between 31 and 60 days | 31至60日 | 3,235                            | 6,855                            |
| Between 61 and 90 days | 61至90日 | 4,708                            | 3,705                            |
| Over 90 days           | 90日以上  | 4,444                            | 8,827                            |
|                        |        | 19,121                           | 29,574                           |
| Other payables         | 其他應付款項 | 11,260                           | 14,462                           |
|                        |        | 30,381                           | 44,036                           |

The credit period on purchases of goods is ranging from 30 to 90 days. The Group has financial risk management policies in place to ensure that all payables are within the credit timeframe.

購貨之信貸期介乎30至90日。本集團設有財務風險管理政策，確保所有應付款項並無超出信貸期限。

Included in the Group's trade and other payables and accrued expenses are aggregate carrying amounts of approximately HK\$15,318,000 (2011: HK\$19,637,000) and HK\$14,476,000 (2011: HK\$12,868,000) denominated in RMB, the foreign currency of respective group entities, respectively.

本集團之貿易及其他應付款項以及應計費用包括合共分別約15,318,000港元(二零一一年：19,637,000港元)及14,476,000港元(二零一一年：12,868,000港元)為人民幣(相關集團實體之外幣)計值。

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### 21. TRUST RECEIPT LOANS AND BILLS PAYABLE

### 21. 信託收據貸款及應付票據

|                             |           | 2012<br>二零一二年<br>HK\$'000<br>千港元 | 2011<br>二零一一年<br>HK\$'000<br>千港元 |
|-----------------------------|-----------|----------------------------------|----------------------------------|
| Secured trust receipt loans | 有抵押信託收據貸款 | 8,880                            | 12,225                           |
| Bills payable               | 應付票據      | 1,839                            | 1,133                            |
|                             |           | 10,719                           | 13,358                           |

At the end of the reporting period, bills payable are non-interest bearing and aged within 30 days.

於報告期間結束時，應付票據並不計息，賬齡為30日以內。

Trust receipt loans carry interest at effective interest rates (which are also equal to contracted interest rates) range from 2.5% to 6% (2011: 2.5% to 6%) per annum and are matured within 60 days.

信託收據貸款按實際利率(亦相等於合約利率)介乎每年2.5厘至6厘(二零一一年：2.5厘至6厘)計息，並於60日內到期。

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### 22. BORROWINGS

### 22. 借貸

|                                                                                                                 |                                     | 2012<br>二零一二年<br>HK\$'000<br>千港元 | 2011<br>二零一一年<br>HK\$'000<br>千港元 |
|-----------------------------------------------------------------------------------------------------------------|-------------------------------------|----------------------------------|----------------------------------|
| Unsecured bank loan (Note a)                                                                                    | 無抵押銀行貸款(附註a)                        | 3,646                            | 7,786                            |
| Loans from a director,<br>repayable on demand (Note b)                                                          | 須按要求償還之<br>一名董事貸款(附註b)              | 10,539                           | 10,539                           |
|                                                                                                                 |                                     | 14,185                           | 18,325                           |
| Carrying amount repayable:<br>On demand or within one year                                                      | 應償還款項賬面值：<br>須按要求或於一年內償還            | 14,185                           | 18,325                           |
| Included in amount shown under current<br>liabilities:                                                          | 計入列於流動負債<br>項下款項：                   |                                  |                                  |
| Carrying amount of bank loans that are<br>repayable within one year but contain a<br>repayment on demand clause | 須於一年內償還且<br>包含可隨時要求償還條款之<br>銀行貸款賬面值 | 3,646                            | 7,786                            |

Notes:

- (a) The bank loans are unsecured and bear interest at Hong Kong prime rate plus 0.5% per annum, the best lending rate minus 1% and the prevailing interest rate minus 2% per annum. The weighted average effective interest rate on the bank loan is 1.1% per annum (2011: 5.3% per annum).
- (b) The loans are advanced from Mr. Li Tung Lok, a director and a shareholder of the Company with significant influence over the Company, and are interest-free, unsecured and repayable on demand. Subsequent to 30th April, 2012, the director has agreed not to demand the repayment in full or in part of the loans due from the Group on or before 28th June, 2013.

附註：

- (a) 銀行貸款為無抵押，並按香港最優惠利率加每年0.5厘、最優惠貸款利率減1厘及現行利率減每年2厘計息。銀行貸款之加權平均實際利率為每年1.1厘（二零一一年：每年5.3厘）。
- (b) 貸款由對本公司具有重大影響力之本公司董事兼股東李同樂先生墊付，為免息、無抵押及須按要求償還。於二零一二年四月三十日後，該董事已同意不會於二零一三年六月二十八日或之前要求償還本集團所結欠之全數或部分貸款。

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### 23. OBLIGATIONS UNDER FINANCE LEASES

The Group leased certain plant and machinery and motor vehicles under finance leases. The average lease term is 2 years (2011: 2 years). The interest rates underlying the obligations under finance leases are fixed at respective contract dates and range from 3.25% to 4% (2011: 3.25% to 4.25% per annum).

### 23. 融資租約承擔

本集團根據融資租約租賃若干機器及設備以及汽車。平均租約為期兩年(二零一一年：兩年)。融資租約承擔之相關利率於各合約日期固定為介乎3.25厘至4厘(二零一一年：每年3.25厘至4.25厘)。

|                                                                                           |                          | Minimum lease payments<br>最低租賃付款 |                                  | Present value of<br>minimum lease payments<br>最低租賃付款之現值 |                                  |
|-------------------------------------------------------------------------------------------|--------------------------|----------------------------------|----------------------------------|---------------------------------------------------------|----------------------------------|
|                                                                                           |                          | 2012<br>二零一二年<br>HK\$'000<br>千港元 | 2011<br>二零一一年<br>HK\$'000<br>千港元 | 2012<br>二零一二年<br>HK\$'000<br>千港元                        | 2011<br>二零一一年<br>HK\$'000<br>千港元 |
| Amounts payable under finance leases                                                      | 根據融資租約應付款項               |                                  |                                  |                                                         |                                  |
| Within one year                                                                           | 一年內                      | 466                              | 1,184                            | 452                                                     | 1,131                            |
| In more than one year and not more than two years                                         | 超過一年但少於兩年                | 55                               | 466                              | 54                                                      | 452                              |
| More than two years but not more than five years                                          | 超過兩年但少於五年                | —                                | 55                               | —                                                       | 54                               |
| Less: Future finance charges                                                              | 減：未來融資開支                 | 521<br>(15)                      | 1,705<br>(68)                    | 506<br>—                                                | 1,637<br>—                       |
| Present value of lease obligation                                                         | 租約承擔之現值                  | 506                              | 1,637                            | 506                                                     | 1,637                            |
| Less: Amount due for settlement within 12 months (shown under current liabilities)        | 減：須於十二個月內償還之款項(列於流動負債項下) |                                  |                                  | (452)                                                   | (1,375)                          |
| Amount due for settlement after 12 months                                                 | 須於十二個月後償還之款項             |                                  |                                  | 54                                                      | 262                              |
| Included in amount shown under current liabilities:                                       | 計入列於流動負債項下款項：            |                                  |                                  |                                                         |                                  |
| Obligation that are repayable within one year but contain a repayment on demand clause    | 須於一年內償還且包含可隨時要求償還條款之承擔   |                                  |                                  | 245                                                     | 719                              |
| Obligation that are repayable more than one year but contain a repayment on demand clause | 須於超過一年後償還且包含可隨時要求償還條款之承擔 |                                  |                                  | —                                                       | 245                              |
|                                                                                           |                          |                                  |                                  | 245                                                     | 964                              |

The Group's obligations under finance leases are secured by the leased assets with a carrying amount of HK\$1,752,000 (2011: HK\$2,488,000).

本集團之融資租約承擔乃以賬面值為1,752,000港元(二零一一年：2,488,000港元)之出租資產作抵押。



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## 綜合財務報表附註

For the Year Ended 30th April, 2012 截至二零一二年四月三十日止年度

### 24. SHARE CAPITAL

### 24. 股本

|                                               |             | Number of shares<br>股份數目 |               | Nominal value<br>面值     |                         |
|-----------------------------------------------|-------------|--------------------------|---------------|-------------------------|-------------------------|
|                                               |             | 2012<br>二零一二年            | 2011<br>二零一一年 | 2012<br>HK\$'000<br>千港元 | 2011<br>HK\$'000<br>千港元 |
| Authorised:                                   | 法定：         |                          |               |                         |                         |
| Ordinary shares of HK\$0.08 each              | 每股面值0.08港元之 |                          |               |                         |                         |
| At beginning and end of year                  | 普通股於年初及年終   | 1,500,000,000            | 1,500,000,000 | 120,000                 | 120,000                 |
| Redeemable preference shares of HK\$0.02 each | 每股面值0.02港元之 |                          |               |                         |                         |
|                                               | 可贖回優先股      | 500,000,000              | 500,000,000   | 10,000                  | 10,000                  |
| Issued and fully paid:                        | 已發行及繳足：     |                          |               |                         |                         |
| Ordinary shares of HK\$0.08 each              | 每股面值0.08港元之 |                          |               |                         |                         |
| At beginning and end of year                  | 普通股於年初及年終   | 767,373,549              | 767,373,549   | 61,390                  | 61,390                  |

There was no movement in the Company's share capital in both years.

本公司股本於該兩個年度內均無變動。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the Year Ended 30th April, 2012 截至二零一二年四月三十日止年度

### 25. DEFERRED TAX LIABILITIES

At the end of the reporting period and during the year, deferred tax liabilities (assets) have been recognised in respect of the temporary differences attributable to the following:

|                                                                            |                      | Accelerated<br>tax depreciation<br>加速稅項折舊<br>HK\$'000<br>千港元 | Tax losses<br>稅務虧損<br>HK\$'000<br>千港元 | Total<br>總計<br>HK\$'000<br>千港元 |
|----------------------------------------------------------------------------|----------------------|--------------------------------------------------------------|---------------------------------------|--------------------------------|
| At 1st May, 2010                                                           | 於二零一零年五月一日           | 2,085                                                        | (2,085)                               | –                              |
| Charge (credit) to consolidated statement of comprehensive income (Note 9) | 於綜合全面收入報表扣除(計入)(附註9) | 548                                                          | (547)                                 | 1                              |
| At 30th April, 2011                                                        | 於二零一一年四月三十日          | 2,633                                                        | (2,632)                               | 1                              |
| (Credit) charge to consolidated statement of comprehensive income (Note 9) | 於綜合全面收入報表(計入)扣除(附註9) | (104)                                                        | 104                                   | –                              |
| At 30th April, 2012                                                        | 於二零一二年四月三十日          | <b>2,529</b>                                                 | <b>(2,528)</b>                        | <b>1</b>                       |

At the end of the reporting period, the Group has estimated unused tax losses of HK\$439,745,000 (2011: HK\$436,724,000) available for offset against future profits. A deferred tax asset has been recognised in respect of HK\$15,324,000 (2011: HK\$15,950,000) of such losses. No deferred tax asset has been recognised in respect of the remaining HK\$424,421,000 (2011: HK\$420,774,000) due to the unpredictability of future profit streams. Included in unrecognised tax losses are losses of HK\$969,000 (2011: HK\$662,000) that will expire within 5 years. Other tax losses may be carried forward indefinitely.

### 25. 遞延稅項負債

於報告期間結束時及年內，本集團已就以下各項產生之暫時差額確認遞延稅項負債(資產)：

於報告期間結束時，本集團有估計未動用之稅項虧損439,745,000港元(二零一一年：436,724,000港元)可用作抵銷未來溢利。本集團已就該等虧損確認遞延稅項資產15,324,000港元(二零一一年：15,950,000港元)，但由於無法預測未來溢利來源，故並無就餘下424,421,000港元(二零一一年：420,774,000港元)確認遞延稅項資產。未確認稅項虧損包括於五年內到期之虧損為969,000港元(二零一一年：662,000港元)。其他稅項虧損可無限期結轉。

### 26. MAJOR NON-CASH TRANSACTION

For the year ended 30th April, 2011, the Group entered into finance lease arrangements in respect of the acquisition of property, plant and equipment with a total capital value at the inception of the leases of HK\$2,144,000.

### 26. 主要非現金交易

截至二零一一年四月三十日止年度，本集團就於訂約時收購資本總值為2,144,000港元之物業、機器及設備訂立融資租約安排。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the Year Ended 30th April, 2012 截至二零一二年四月三十日止年度

### 27. CAPITAL COMMITMENTS

At the end of the reporting period, the Group had outstanding capital commitments as follows:

|                                                                                                                                                         |                                 | 2012<br>二零一二年<br>HK\$'000<br>千港元 | 2011<br>二零一一年<br>HK\$'000<br>千港元 |
|---------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------|----------------------------------|----------------------------------|
| Capital expenditure in respect of acquisition of property, plant and equipment contracted for but not provided in the consolidated financial statements | 有關收購物業、機器及設備已訂約但未在綜合財務報表撥備之資本開支 | 7,066                            | 13,257                           |

### 27. 資本承擔

於報告期間結束時，本集團有未履行之資本承擔如下：

### 28. LEASE COMMITMENTS

At the end of the reporting period, the Group had commitments in respect of premises for future minimum lease payments under operating leases, which fall due as follows:

|                                       |                | 2012<br>二零一二年<br>HK\$'000<br>千港元 | 2011<br>二零一一年<br>HK\$'000<br>千港元 |
|---------------------------------------|----------------|----------------------------------|----------------------------------|
| Within one year                       | 一年內            | 8,835                            | 8,710                            |
| In the second to fifth year inclusive | 第二至第五年(包括首尾兩年) | 32,492                           | 32,168                           |
| Over five years                       | 超過五年           | 39,204                           | 47,246                           |
|                                       |                | 80,531                           | 88,124                           |

### 28. 租約承擔

於報告期間結束時，本集團根據經營租約須就物業支付之未來最低租賃款項之承擔將於以下年期到期：

Leases are negotiated for a term of twenty years for certain production facilities in the PRC and terms of one to two years for other premises with fixed monthly rentals.

就若干位於中國之生產設備而言，租期議定為二十年租期磋商，而其他物業之租約則議定為一至兩年，並每月租金為固定。

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### 綜合財務報表附註

For the Year Ended 30th April, 2012 截至二零一二年四月三十日止年度

#### 29. RETIREMENT AND PENSION SCHEMES

The Group participates in two defined contribution schemes which are an Employee Retirement Scheme registered under the Occupational Retirement Scheme Ordinance (the “ORSO Scheme”) and a Mandatory Provident Fund Scheme (the “MPF Scheme”) established under the Mandatory Provident Fund Ordinance in December 2000. The assets of these schemes are held separately from those of the Group in funds under the control of trustees.

All full time employees are eligible to join the ORSO Scheme after completion of three continuous months of service with the Group and opt to contribute a fixed percentage of 3% or 5% of their monthly basic salary whereas the Group contributes an equivalent amount to that scheme. After December 2000, all employees exceeding a specified income range are required to join the MPF Scheme and contribute a fixed percentage (currently 5%) of their relevant income but cap at a maximum amount of HK\$1,000 per month to the scheme, which contribution is matched by the Group. For employees joining both schemes, the total contributions made by each of the Group and the employees which exceed the mandatory contributions required by the MPF Scheme are paid to the ORSO Scheme as voluntary contribution.

The PRC employees of the Group are members of a state-managed retirement benefit scheme operated by the PRC government. The Group is required to contribute certain percentage of payroll costs to the retirement benefit scheme to fund the benefits. The only obligation of the Group with respect to the retirement benefit scheme is to make the specified contributions.

Contributions to the above schemes for the year ended 30th April, 2012 made by the Group amounted to HK\$2,107,000 (2011: HK\$2,460,000).

#### 30. PLEDGED ASSETS

At 30th April, 2012, plant and equipment with a carrying value of HK\$1,752,000 (2011: HK\$2,488,000) was pledged to secure finance leases (2011: certain banking facilities, bank loans and finance leases) granted to the Group.

#### 29. 退休及養老金計劃

本集團參與兩項定額供款計劃，分別為根據職業退休計劃條例登記之僱員退休計劃（「職業退休計劃」）及於二零零零年十二月根據強制性公積金計劃條例設立之強制性公積金計劃（「強積金計劃」）。該等計劃之資產與在受託人監控下以基金形式之資產分開持有。

所有全職僱員於連續服務本集團滿三個月後均合資格參與職業退休計劃，並可選擇按其基本月薪3%或5%之固定百分比作出供款，而本集團則以相同金額對該計劃作出供款。於二零零零年十二月後，所有超出指定收入範圍之僱員均須參與強積金計劃，並按其有關收入之固定百分比（現時為5%）對計劃作出供款，惟供款上限為每月1,000港元，而本集團亦以相同金額作出供款。對於同時參與該兩項計劃的僱員而言，本集團及僱員各自之供款總額所超出強積金計劃規定之強制供款乃撥入職業退休計劃，作為自願供款。

本集團之中國僱員乃由中國政府營運之國家管理退休福利計劃。本集團須向該退休福利計劃作出薪金成本若干百分比之供款，以資助有關福利。本集團就退休福利計劃之承擔僅為作出指定供款。

截至二零一二年四月三十日止年度，本集團向上述計劃作出之供款為2,107,000港元（二零一一年：2,460,000港元）。

#### 30. 資產抵押

於二零一二年四月三十日，賬面值1,752,000港元（二零一一年：2,488,000港元）之機器及設備已抵押，以取得授予本集團之融資租約（二零一一年：若干銀行融資、銀行貸款及融資租約）。

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For the Year Ended 30th April, 2012 截至二零一二年四月三十日止年度

### 31. SHARE-BASED PAYMENT TRANSACTIONS

Equity-settled share option scheme:

The Company's share option scheme (the "Scheme") was adopted pursuant to an ordinary resolution passed on 29th November, 2006. The purpose of the Scheme is to provide the eligible persons ("Eligible Persons") as defined in the Scheme with the opportunity to acquire interests in the Company and to encourage the Eligible Persons to work towards enhancing the value of the Company and its shares for the benefit of the Company and its shareholders as a whole. The Board of Directors of the Company may grant options to Eligible Persons, including, but not limited to, full-time employees or directors (excluding Mr. Li Tung Lok) of the Company and subsidiaries (the "Eligible Employee(s)") or his or her associate.

A share option granted by the Company at nil consideration is exercisable at any time for a period determined by its directors which shall not be later than the day immediately preceding the fifth anniversary of the date of grant, where the acceptance date should not be later than 28 days after the date of offer. The exercise price (subject to adjustment as provided therein) of the option under the Scheme shall be determined by the Board of Directors but shall not be less than the highest of (i) the nominal value of the shares; (ii) the closing price per share as stated in the daily quotation sheet of the Stock Exchange on the date of grant, which must be a business day; or (iii) the average closing price per share as stated in the Stock Exchange's daily quotation sheet for the five business days immediately preceding the date of grant of the options.

As at 30th April, 2012, an aggregate of 28,568,000 share options granted under the Scheme remained outstanding representing 3.7% of the issued share capital of the Company. The maximum number of shares in respect of which the options may be granted under the Scheme shall not exceed 10% of the issued share capital of the Company at the date of approval of the Scheme. However, the total maximum number of shares which may be issued upon exercise of all outstanding share options must not exceed 30% of the issued share capital of the Company from time to time. The number of shares in respect of which options may be granted to any one grantee in any 12-month period is not permitted to exceed 1% of the shares of the Company in issue in such 12-month period up to and including the proposed date of grant, without prior approval from the Company's shareholders. No option shall be granted to the Eligible Persons if the aggregate value of shares which may be subscribed in respect of outstanding options exceed (a) in case of an Eligible Employee, 5 times of his or her then gross annual salary and (b) in any other cases, HK\$5 million, or any other amount approved by the Board of Directors either generally or on a case by case basis.

### 31. 以股份為基礎之付款交易

股本結算購股權計劃：

根據於二零零六年十一月二十九日通過之普通決議案，本公司採納購股權計劃（「該計劃」）。該計劃旨在給予該計劃界定之合資格人士（「合資格人士」）機會購入本公司權益，並鼓勵合資格人士為本公司及其股東整體利益致力提升本公司及其股份之價值。本公司董事會可向合資格人士授出購股權，而該等合資格人士包括（但不限於）本公司及其附屬公司之全職僱員或董事（不包括李同樂先生）（「合資格僱員」）或其聯繫人士。

本公司以無償方式授出之購股權可於董事釐定之期間內隨時行使，惟該行使期不可遲於緊接授出日期第五週年前一日，而接納日期不應遲於授出日期後28日。根據該計劃所授出購股權之行使價（或會根據該計劃之規定作出調整）由董事會自行釐定，但不可低於以下的最高價者：(i) 股份面值；(ii) 於授出日期（須為營業日）聯交所每日報價表所列每股收市價；或(iii) 緊接授出購股權日期前五個營業日聯交所每日報價表所列每股平均收市價。

於二零一二年四月三十日，根據該計劃授出之合共28,568,000份購股權為仍未行使，相當於本公司已發行股本之3.7%。根據該計劃可能授出之購股權所涉及股份最高數目不得超逾本公司於批准該計劃當日之已發行股本10%。然而，因所有未行使購股權獲行使而可能發行之股份最高總數，不得超逾本公司不時之已發行股本30%。未經本公司股東事先批准，於任何12個月期間內向任何個別承授人所可能授出購股權涉及之股份數目，不得超逾本公司於截至建議授出日期止（包括該日）之該12個月期間內之已發行股份1%。倘就合資格人士之尚未行使購股權可認購之股份總金額超逾(a)（就合資格僱員而言）其當時之年薪總額5倍及(b)（就任何其他情況而言）5,000,000港元或董事會按一般或個別情況而批准之任何其他金額，則不得向該合資格人士授出購股權。



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For the Year Ended 30th April, 2012 截至二零一二年四月三十日止年度

### 31. SHARE-BASED PAYMENT TRANSACTIONS (continued)

The following table discloses movements of the Company's share options held by the directors and employees during the year:

### 31. 以股份為基礎之付款交易 (續)

下表披露董事及僱員所持有本公司購股權於年內之變動：

| Option type                        | Date of grant                    | Exercise price    | Outstanding at 1st May, 2011<br>於二零一一年五月一日<br>尚未行使 | Movements during the year |                          |                  | Outstanding at 30th April, 2012<br>於二零一二年四月三十日<br>尚未行使 |
|------------------------------------|----------------------------------|-------------------|----------------------------------------------------|---------------------------|--------------------------|------------------|--------------------------------------------------------|
| 購股權類別                              | 授出日期                             | 行使價<br>HK\$<br>港元 |                                                    | Granted<br>已授出            | Exercised<br>年內變動<br>已行使 | Forfeited<br>已沒收 |                                                        |
| Directors<br>董事                    | 11th May, 2007<br>二零零七年五月十一日     | 0.70              | 2,700,000                                          | –                         | –                        | –                | 2,700,000                                              |
|                                    | 3rd December, 2009<br>二零零九年十二月三日 | 0.455             | 1,890,000                                          | –                         | –                        | –                | 1,890,000                                              |
| Employees<br>僱員                    | 11th May, 2007<br>二零零七年五月十一日     | 0.70              | 13,425,000                                         | –                         | –                        | (1,050,000)      | 12,375,000                                             |
|                                    | 3rd December, 2009<br>二零零九年十二月三日 | 0.455             | 15,288,250                                         | –                         | –                        | (3,685,250)      | 11,603,000                                             |
|                                    |                                  |                   | 33,303,250                                         | –                         | –                        | (4,735,250)      | 28,568,000                                             |
| Exercisable at the end of the year | 於年結時可行使                          |                   |                                                    |                           |                          |                  | 28,568,000                                             |
| Weighted average exercise price    | 加權平均行使價                          |                   | HK\$0.574港元                                        | –                         | –                        | HK\$0.509港元      | HK\$0.584港元                                            |

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For the Year Ended 30th April, 2012 截至二零一二年四月三十日止年度

### 31. SHARE-BASED PAYMENT TRANSACTIONS (continued)

The following table discloses movements of the Company's share options held by the directors and employees during the prior year:

| Option type                        | Date of grant                    | Exercise price    | Outstanding at 1st May, 2010<br>於二零一零年五月一日尚未行使 | Movements during the year |                        |                  | Outstanding at 30th April, 2011<br>於二零一一年四月三十日尚未行使 |
|------------------------------------|----------------------------------|-------------------|------------------------------------------------|---------------------------|------------------------|------------------|----------------------------------------------------|
| 購股權類別                              | 授出日期                             | 行使價<br>HK\$<br>港元 |                                                | Granted<br>已授出            | Transfer<br>年內變動<br>轉讓 | Forfeited<br>已沒收 |                                                    |
| Directors<br>董事                    | 11th May, 2007<br>二零零七年五月十一日     | 0.70              | 2,700,000                                      | –                         | –                      | –                | 2,700,000                                          |
|                                    | 3rd December, 2009<br>二零零九年十二月三日 | 0.455             | 1,890,000                                      | –                         | –                      | –                | 1,890,000                                          |
| Employees<br>僱員                    | 11th May, 2007<br>二零零七年五月十一日     | 0.70              | 13,500,000                                     | –                         | –                      | (75,000)         | 13,425,000                                         |
|                                    | 3rd December, 2009<br>二零零九年十二月三日 | 0.455             | 17,305,750                                     | –                         | –                      | (2,017,500)      | 15,288,250                                         |
|                                    |                                  |                   | 35,395,750                                     | –                         | –                      | (2,092,500)      | 33,303,250                                         |
| Exercisable at the end of the year | 於年結時可行使                          |                   |                                                |                           |                        |                  | 33,303,250                                         |
| Weighted average exercise price    | 加權平均行使價                          |                   | HK\$0.567港元                                    | –                         | –                      | HK\$0.464港元      | HK\$0.574港元                                        |

Share options were granted on 11th May, 2007 and 3rd December, 2009 to different counterparties. Two-third of total share options can be exercised at any time from the date of acceptance whereas one-third of total share options can be exercised on and after the first anniversary of the grant date, provided the grantee has been in continuous employment with the Group for one year, until the date immediately preceding the fifth anniversary of the grant date.

The binomial model has been used to estimate the fair value of the options. The variables and assumptions used in computing the fair values of the share options are based on the directors' best estimates. The value of an option varies with different variables of certain subjective assumptions. In relation to the share options granted by the Company, the Group recognised the total expense of HK\$750,000 in staff costs for the year ended 30th April, 2011.

### 31. 以股份為基礎之付款交易 (續)

下表披露董事及僱員所持本公司購股權於上一年度之變動：

本公司於二零零七年五月十一日及二零零九年十二月三日向不同交易對方授出購股權。全部購股權之三分二可於接納購股權日期起隨時行使，另全部購股權之三分一則可於授出日期首週年及其後行使，條件為承授人須持續受僱於本集團滿一年，直至緊接授出日期第五週年前一日為止。

本公司採用二項式模式估計購股權之公平值。計算購股權公平值時採用之變數及假設乃基於董事之最佳估計而作出。購股權之價值隨著不同變數（涉及若干主觀假設）而改變。有關由本公司授出之購股權，本集團於截至二零一一年四月三十日止年度確認員工成本之總開支750,000港元。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the Year Ended 30th April, 2012 截至二零一二年四月三十日止年度

### 32. RELATED PARTY TRANSACTIONS

In the ordinary course of its business, the Group entered into the following transactions with related party:

- (A) Interest-free loans are obtained from Mr. Li Tung Lok, a director and a shareholder of the Company with significant influence over the Company, as disclosed in Note 22.

(B) **COMPENSATION OF KEY MANAGEMENT PERSONNEL**

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

|                            |           | 2012<br>二零一二年<br>HK\$'000<br>千港元 | 2011<br>二零一一年<br>HK\$'000<br>千港元 |
|----------------------------|-----------|----------------------------------|----------------------------------|
| Salaries                   | 薪金        | 5,089                            | 5,145                            |
| Retirement benefit schemes | 退休福利計劃    | 165                              | 203                              |
| Share-based payments       | 以股份為基礎之付款 | —                                | 200                              |
|                            |           | 5,254                            | 5,548                            |

The remuneration of directors of the Company and key management is determined by the remuneration committee having regard to the performance of individuals and market trends.

### 32. 關聯方交易

本集團於其日常業務中曾與關聯方進行下列交易：

- (A) 向對本公司具有重大影響力之本公司董事兼股東李同樂先生取得之免息貸款，詳情披露於附註22。

(B) **主要管理人員之薪酬**

本公司董事及其他主要管理人員於年內之酬金如下：

本公司董事及主要管理人員之酬金，乃由薪酬委員會考慮個人表現及市場趨勢後釐定。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the Year Ended 30th April, 2012 截至二零一二年四月三十日止年度

### 33. PARTICULARS OF PRINCIPAL SUBSIDIARIES

The following are the particulars regarding the Company's subsidiaries as at 30th April, 2012 and 2011 which principally affect the results, assets or liabilities of the Group. The directors of the Company are of the opinion that a full list of all the subsidiaries will be of excessive length. These subsidiaries operate principally in the place of establishment/incorporation unless otherwise indicated.

### 33. 主要附屬公司詳情

以下為於二零一二年及二零一一年四月三十日主要影響本集團業績、資產或負債之本公司附屬公司的詳情。本公司董事認為，列出所有附屬公司之名單將過於冗贅。除另有所指外，該等附屬公司主要於其成立／註冊成立地點經營。

| Name of subsidiary<br>附屬公司名稱              | Place of establishment/<br>incorporation<br>成立／註冊成立地點 | Principal activities<br>主要業務                                                                            | Paid up registered capital/<br>Issued share capital<br>已繳註冊資本／已發行股本                                                                       | Proportion of nominal value of registered capital/<br>issued share capital held by<br>持有註冊資本或已發行股本之面值比例 |                    |                    |                    |
|-------------------------------------------|-------------------------------------------------------|---------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------|--------------------|--------------------|--------------------|
|                                           |                                                       |                                                                                                         |                                                                                                                                           | Company<br>本公司                                                                                          |                    | subsidiary<br>附屬公司 |                    |
|                                           |                                                       |                                                                                                         |                                                                                                                                           | 2012<br>二零一二年<br>%                                                                                      | 2011<br>二零一一年<br>% | 2012<br>二零一二年<br>% | 2011<br>二零一一年<br>% |
| The Industrial Investment Company Limited | Cayman Islands<br>開曼群島                                | Investment holding<br>投資控股                                                                              | 2,050 ordinary shares of HK\$1 each<br>2,050股每股面值1港元之普通股                                                                                  | 2.44                                                                                                    | 2.44               | 97.56              | 97.56              |
| QPL (Holdings) Limited<br>品質企業有限公司        | Hong Kong<br>香港                                       | Investment holding<br>投資控股                                                                              | 408,000,772 ordinary shares of HK\$0.04 each<br>408,000,772股每股面值0.04港元之普通股                                                                | 100                                                                                                     | 100                | —                  | —                  |
| QPL Limited (Note a)<br>品質有限公司 (附註a)      | Hong Kong<br>香港                                       | Manufacture and sale of integrated circuit leadframes, heatsinks and stiffeners<br>製造及銷售集成電路引線框、散熱器及加強桿 | 2 ordinary shares of HK\$1 each and 1,000 non-voting deferred shares of HK\$1 each (Note b)<br>2股每股面值1港元之普通股及1,000股每股面值1港元之無投票權遞延股份 (附註b) | —                                                                                                       | —                  | 100                | 100                |
| QPL (US) Inc.                             | The USA<br>美國                                         | Distribution of integrated circuit leadframes and investment holding<br>分銷集成電路引線框及投資控股                  | 150,603 ordinary shares of no par value, paid up to USD4,071,281<br>150,603股無面值普通股，已繳最多4,071,281美元                                        | 66.4                                                                                                    | 66.4               | 33.6               | 33.6               |
| 東輝電子(深圳)有限公司 (Note c)<br>(附註c)            | The PRC<br>中國                                         | Distribution of stamped leadframes and moulds<br>分銷壓模引線框及工模                                             | USD3,000,000<br>3,000,000美元                                                                                                               | —                                                                                                       | —                  | 100                | 100                |

Notes:

- (a) Operating principally in the PRC.
- (b) The deferred shares, which are held by the Group, are practically of no economic value.
- (c) A foreign wholly-owned corporate.

None of the subsidiaries had issued any debt securities at the end of the year.

附註：

- (a) 主要於中國經營。
- (b) 由本集團持有之遞延股份，實際上並無經濟價值。
- (c) 為外商獨資企業。

截至年終，概無附屬公司發行任何債務證券。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the Year Ended 30th April, 2012 截至二零一二年四月三十日止年度

### 34. SUMMARISED FINANCIAL INFORMATION OF THE COMPANY

Information about the statement of financial position of the Company at the end of the reporting period includes:

### 34. 本公司財務資料概要

有關本公司於報告期間結束時之財務狀況報表之資料包括：

|                                  |                    | 2012<br>二零一二年<br>HK\$'000<br>千港元 | 2011<br>二零一一年<br>HK\$'000<br>千港元 |
|----------------------------------|--------------------|----------------------------------|----------------------------------|
| Other receivables                | 其他應收款項             | —                                | 994                              |
| Interests in subsidiaries        | 於附屬公司之權益           | 8,719                            | 14,460                           |
| Available-for-sale investment    | 可供銷售投資             | 2,051                            | 2,991                            |
| Amount due from subsidiaries     | 應收附屬公司款項           | 17,386                           | 76,227                           |
| Other current assets             | 其他流動資產             | 607                              | 2,782                            |
| Borrowings                       | 借貸                 | (10,539)                         | (10,539)                         |
| Other current liabilities        | 其他流動負債             | (1,573)                          | (1,605)                          |
|                                  |                    | 16,651                           | 85,310                           |
| Share capital ( <i>Note 24</i> ) | 股本 ( <i>附註24</i> ) | 61,390                           | 61,390                           |
| Share premium and reserves       | 股份溢價及儲備            | (44,739)                         | 23,920                           |
|                                  |                    | 16,651                           | 85,310                           |



# FINANCIAL SUMMARY

## 財務概要

The financial summary of the Group for the past five financial years, as extracted from the Group's published audited consolidated financial statements, are set out below:

以下為本集團過去五個財政年度之財務概要，乃摘錄自本集團已刊發經審核綜合財務報表：

### TURNOVER AND (LOSS) PROFIT FOR THE YEAR ATTRIBUTABLE TO SHAREHOLDERS

### 營業額及本年度股東應佔(虧損)溢利

|                                                            |                   | For the year ended 30th April,<br>截至四月三十日止年度 |                                  |                                  |                                  |                                  |
|------------------------------------------------------------|-------------------|----------------------------------------------|----------------------------------|----------------------------------|----------------------------------|----------------------------------|
|                                                            |                   | 2008<br>二零零八年<br>HK\$'000<br>千港元             | 2009<br>二零零九年<br>HK\$'000<br>千港元 | 2010<br>二零一零年<br>HK\$'000<br>千港元 | 2011<br>二零一一年<br>HK\$'000<br>千港元 | 2012<br>二零一二年<br>HK\$'000<br>千港元 |
| Turnover                                                   | 營業額               | 337,661                                      | 275,441                          | 325,287                          | 353,998                          | 279,131                          |
| (Loss) profit before taxation                              | 除稅前(虧損)溢利         | (43,052)                                     | (94,644)                         | 25,081                           | (12,125)                         | (5,497)                          |
| Taxation charge                                            | 稅項支出              | (1,080)                                      | (1,207)                          | (1,530)                          | (1,028)                          | (990)                            |
| (Loss) profit for the year<br>attributable to shareholders | 本年度股東<br>應佔(虧損)溢利 | (44,132)                                     | (95,851)                         | 23,551                           | (13,153)                         | (6,487)                          |

FINANCIAL SUMMARY  
財務概要

ASSETS AND LIABILITIES

資產及負債

|                                                   |              | At 30th April,<br>於四月三十日         |                                  |                                  |                                  |                                  |
|---------------------------------------------------|--------------|----------------------------------|----------------------------------|----------------------------------|----------------------------------|----------------------------------|
|                                                   |              | 2008<br>二零零八年<br>HK\$'000<br>千港元 | 2009<br>二零零九年<br>HK\$'000<br>千港元 | 2010<br>二零一零年<br>HK\$'000<br>千港元 | 2011<br>二零一一年<br>HK\$'000<br>千港元 | 2012<br>二零一二年<br>HK\$'000<br>千港元 |
| Property, plant and equipment                     | 物業、機器及設備     | 122,042                          | 52,973                           | 51,072                           | 60,066                           | 54,794                           |
| Available-for-sale investment                     | 可供銷售投資       | —                                | —                                | —                                | —                                | 2,051                            |
| Derivative financial instruments                  | 衍生金融工具       | 12,923                           | 1,211                            | —                                | —                                | —                                |
| Other receivable                                  | 其他應收款項       | —                                | 4,706                            | —                                | 994                              | —                                |
| Advance payment for property, plant and equipment | 就物業、機器及設備之墊款 | —                                | —                                | —                                | 838                              | 4,638                            |
| Current assets                                    | 流動資產         | 169,652                          | 97,081                           | 141,726                          | 128,125                          | 99,299                           |
| Current liabilities                               | 流動負債         | (116,781)                        | (78,783)                         | (88,474)                         | (100,176)                        | (77,848)                         |
|                                                   |              | 187,836                          | 77,188                           | 104,324                          | 89,847                           | 82,934                           |
| Share capital                                     | 股本           | 61,388                           | 61,388                           | 61,390                           | 61,390                           | 61,390                           |
| Share premium and reserves                        | 股份溢價及儲備      | 122,102                          | 11,918                           | 39,160                           | 24,965                           | 18,587                           |
| Shareholders' fund                                | 股東資金         | 183,490                          | 73,306                           | 100,550                          | 86,355                           | 79,977                           |
| Long term borrowings                              | 長期借貸         | 135                              | —                                | —                                | —                                | —                                |
| Accrued expenses                                  | 應計費用         | 4,210                            | 3,882                            | 3,555                            | 3,229                            | 2,902                            |
| Deferred taxation                                 | 遞延稅項         | 1                                | —                                | —                                | 1                                | 1                                |
| Obligations under finance leases                  | 融資租約承擔       | —                                | —                                | 219                              | 262                              | 54                               |
|                                                   |              | 187,836                          | 77,188                           | 104,324                          | 89,847                           | 82,934                           |

