



Artfield Group Limited
雅域集團有限公司

(Incorporated in Bermuda with limited liability)
(於百慕達註冊成立之有限公司)

2008 Annual Report 年報

Stock Code 股份代號 : 1229

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Corporate Information

公司資料

BOARD OF DIRECTORS

Executive Directors

Lo Fong Hung (*Chairperson and Managing Director*)
Wang Xiangfei
Kwan Man Fai

Independent Non-executive Directors

Lam Ka Wai, Graham
Wong Man Hin, Raymond
Chan Yiu Fai, Youdey

AUDIT COMMITTEE

Lam Ka Wai, Graham (*Chairman*)
Wong Man Hin, Raymond
Chan Yiu Fai, Youdey

REMUNERATION COMMITTEE

Kwan Man Fai (*Chairman*)
Lam Ka Wai, Graham
Wong Man Hin, Raymond
Chan Yiu Fai, Youdey

QUALIFIED ACCOUNTANT AND COMPANY SECRETARY

Lo Ka Wai

AUDITORS

SHINEWING (HK) CPA Limited
Certified Public Accountants
16/F., United Centre
95 Queensway, Hong Kong

LEGAL ADVISER

Conyers Dill and Pearman
2901, One Exchange Square
8 Connaught Place
Central, Hong Kong

董事會

執行董事

羅方紅 (*主席兼董事總經理*)
王翔飛
關文輝

獨立非執行董事

林家威
黃文顯
陳耀輝

審核委員會

林家威 (*主席*)
黃文顯
陳耀輝

薪酬委員會

關文輝 (*主席*)
林家威
黃文顯
陳耀輝

合資格會計師兼公司秘書

羅嘉偉

核數師

信永中和(香港)會計師事務所有限公司
執業會計師
香港金鐘道95號
統一中心16樓

法律顧問

Conyers Dill and Pearman
香港中環
康樂廣場8號
交易廣場1座2901室

PRINCIPAL BANKERS

The Hongkong and Shanghai Banking Corporation Limited
Bank of China (Hong Kong) Limited
Wing Hang Bank Limited

主要往來銀行

香港上海滙豐銀行有限公司
中國銀行(香港)有限公司
永亨銀行有限公司

REGISTERED OFFICE

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

註冊辦事處

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS

Suites 1003-1006, 10th Floor
Two Pacific Place
88 Queensway
Hong Kong

總辦事處及主要營業地點

香港
金鐘道88號
太古廣場二座
10樓1003-1006室

PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

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

股份過戶登記總處

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

HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

Union Registrars Limited
Rooms 1901-1902
Fook Lee Commercial Centre
Town Place, 33 Lockhart Road
Wanchai, Hong Kong

香港股份過戶登記分處

聯合證券登記有限公司
香港灣仔
駱克道33號中央廣場
福利商業中心
1901-1902室

HONG KONG STOCK EXCHANGE STOCK CODE

1229

香港聯合交易所股份代號

1229

WEBSITE

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

網站

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

Chairman's Statement

主席報告

TO ALL SHAREHOLDERS

On behalf of the board of directors (the “**Board**”) of Artfield Group Limited (the “**Company**”), I present herewith the audited consolidated final results of the Company and its subsidiaries (collectively the “**Group**”) for the year ended 31 March 2008.

CHANGE OF CONTROLLING SHAREHOLDER AND MANAGEMENT

In the last financial year, the Company underwent changes in its controlling shareholder and the composition of the Board, the details of which were set out in the circulars and announcements published by the Company.

REVIEW OF OPERATION AND PROSPECT

The Group ceased the operation of marketing of energy saving lighting products in the financial year ended 31 March 2008 which was resulted from disposal and voluntary winding up of two of the major subsidiaries under the lighting products segment. In addition, the Group disposed of certain land and buildings and investment properties during the year.

Loss of the Group for the year ended 31 March 2008 was significantly decreased by 82.17% to approximately HK\$22,245,000 (2007: approximately HK\$124,795,000). This was mainly because no impairment loss in respect of intangible asset and goodwill was recognised, the allowance for doubtful debts of trade receivables was only amounted to approximately HK\$421,000 and HK\$5,421,000 for write down of inventories during the year.

致各位股東

本人謹代表雅域集團有限公司(「**本公司**」)董事會(「**董事會**」)提呈本公司及其附屬公司(統稱「**本集團**」)截至二零零八年三月三十一日止年度之經審核綜合末期業績。

控股股東及管理人員變動

於上一財政年度，本集團之控股股東及董事會組成均進行改組，有關詳情載於本公司刊發之通函及公告內。

業務回顧及前景

截至二零零八年三月三十一日止財政年度，於照明產品分類下兩間主要附屬公司被出售及自動清盤後，本集團終止經營節能照明產品之營銷業務。此外，本集團於年內出售若干土地、樓宇及投資物業。

截至二零零八年三月三十一日止年度，本集團之虧損大幅減少82.17%至約22,245,000港元(二零零七年：約124,795,000港元)。虧損大幅減少之主因是年內並無就無形資產及商譽確認減值虧損，應收貨款之呆賬撥備僅約421,000港元，以及存貨撇銷5,421,000港元所致。

The last financial year remained a challenging year for the Group. The inflationary pressure in the Mainland China resulted in an increase in the Group's cost of production and the appreciation of Renminbi affected the competitiveness of its products in the overseas market. Nevertheless, the management of the Group strived for maintaining the business performance of its operations and was able to maintain the gross profit at approximately HK\$12,014,000 (2007: HK\$18,215,000) notwithstanding that the turnover of its operations decreased from HK\$173,405,000 to HK\$137,164,000 which represented a decrease of 20.90% or approximately HK\$36,241,000 when compared with last year.

In view of the prospects relating to natural resources generally, the Company believed that diversifying into this industry would be a sound strategy for the Company's business development and entered into a subscription agreement in January 2008. As stated in the Company's composite offer document dated 20 March 2008 Ascent Goal Investments Limited ("**Ascent Goal**"), the controlling shareholder of the Company, will, among others, actively seek for investment opportunities in order to broaden and expand the business and operations of the Group, particularly in natural resources and/or PRC properties area.

Subsequent to the financial year ended 31 March 2008, the Company made its first step in opening the tremendous business opportunities in the oil industry by entering into a service agreement with China Sonangol International Limited ("**China Sonangol**"), the holding company of Ascent Goal, whereby the Group agreed to provide, among others, certain marketing analysis, news clipping, preparation of sales report, invoicing and preparation of management accounts services on oil trading to China Sonangol.

The Board believed that leveraging on the expertise and connection of its new controlling shareholder and its direct and indirect shareholders in the natural resources industry, the Company can successful turnaround its financial performance in order to enhance the intrinsic value of its shares to the shareholders of the Company.

本集團於上一財政年度仍面對種種挑戰。國內之通脹壓力導致本集團生產成本上升，而人民幣升值則影響集團產品在海外市場之競爭力。儘管如此，本集團管理層已致力維持業務表現，即使經營業務之營業額由去年之173,405,000港元減少20.90%或約36,241,000港元至本年度之137,164,000港元，毛利仍維持於約12,014,000港元（二零零七年：18,215,000港元）。

本公司經考慮天然資源之整體前景後，相信將本公司業務分散發展乃明智之舉，因而於二零零八年一月訂立認購協議。如本公司日期為二零零八年三月二十日之綜合收購建議文件所述，本公司之控股股東晉標投資有限公司（「晉標」）將（其中包括）積極物色投資機會，以擴大及拓展本集團業務及營運，尤其是天然資源及／或中國物業範疇。

於截至二零零八年三月三十一日止財政年度結束後，本公司透過與晉標之控股公司安中國際石油有限公司（「安中國際」）訂立服務協議，開啟其進軍石油業務龐大商機之大門。根據服務協議，本集團同意向安中國際提供（其中包括）有關石油貿易之若干營銷分析、剪報、編製銷售報告、開發票及編製管理賬目服務。

董事會相信，憑藉新控股股東及其直接及間接股東在天然資源業之專業知識及人脈，本公司可成功改善其財務表現，為本公司股東提高股份之實質價值。

Chairman's Statement

主席報告

FUND RAISING

With a view to strengthen the financial position of the Company, the following fund raising exercises were undertaken during the year:

- a. in August 2007, net proceeds of approximately HK\$0.6 million were raised through the grant of call options to an independent third party. In March 2008, the holder of the call options exercised the call options in full resulting in an issue of 60,895,000 new shares at HK\$1.165 per share; and
- b. in March 2008, the Company issued a total of 400 million new shares at the issue price of HK\$0.20 per share for cash with a net proceeds of HK\$280 million and convertible note in the principal amount of HK\$200 million.

DIVIDEND

The Board does not recommend the payment of any dividend for the year ended 31 March 2008 (2007: Nil).

APPRECIATION

On behalf of all my fellow directors, I would like to express our greatest appreciation to the entire staff of the Group for their hard work and efforts. I would also like to extend our gratitude to the investors, business partners and shareholders for their support and confidence in the Group over the past years. Thanks to our dedicated staff, the support of our shareholders and the trust of our partners, I am highly confident that the Group will continue to grow and create significant value to our shareholders. I look forward to sharing with you more positive developments in the years to come.

By order of the Board

Lo Fong Hung
Chairperson

Hong Kong, 28 July 2008

集資活動

為加強本公司之財務狀況，本公司於年內曾進行以下集資活動：

- a. 於二零零七年八月，本公司向一名獨立第三方授出認購期權，籌集所得款項淨額約600,000港元。於二零零八年三月，認購期權持有人悉數行使其認購期權，本公司因而按每股1.165港元發行60,895,000股新股；及
- b. 於二零零八年三月，本公司按發行價每股0.20港元發行合共400,000,000股新股，並發行本金額為200,000,000港元之可換股票據，以換取所得款項淨額280,000,000港元現金。

股息

董事會不建議就截至二零零八年三月三十一日止年度派付任何股息（二零零七年：無）。

致謝

本人謹代表各董事，衷心感謝全體員工對本集團所作出之貢獻及付出之努力。本人亦藉此感謝本集團之投資者、業務夥伴及股東過去多年來一直給予本集團支持及信任。本人深信，有賴員工努力不懈，股東不斷支持，業務夥伴信任，本集團將繼續壯大發展，為股東創造更高價值。本人冀與閣下分享本集團於來年之發展成果。

承董事會命

羅方紅
主席

香港，二零零八年七月二十八日

Management Discussion and Analysis

管理層討論及分析

FINANCIAL REVIEW

Turnover

The Group recorded a turnover of approximately HK\$137,164,000 for the year ended 31 March 2008 (2007: HK\$173,405,000). It represents a decrease of approximately HK\$36,241,000 or 20.90% as compared with last year.

Gross profit

The gross profit of the Group for the year ended 31 March 2008 was decreased to approximately 8.76% (2007: 10.50%).

Loss for the year

Loss of the Group for the year ended 31 March 2008 significantly decreased 82.17% to approximately HK\$22,245,000 (2007: approximately HK\$124,795,000). This was mainly because no impairment loss in respect of intangible asset and goodwill was recognised, the allowance for doubtful debts of trade receivables was only amounted to approximately HK\$421,000 and HK\$5,421,000 for write down of inventories during the year.

SEGMENT INFORMATION

Business segments

The performance of each of the Group's business segments for the year ended 31 March 2008 are set out in note 8(a) to the financial statements and are summarized below:

(i) Clocks and Other Office Related Products

This Division achieved a turnover of approximately HK\$129,940,000 in the year under review (2007: approximately HK\$134,612,000), it represents a reduction of approximately HK\$4,672,000 or 3.47% as compared with the same period last year.

財務回顧

營業額

截至二零零八年三月三十一日止年度，本集團錄得營業額約137,164,000港元（二零零七年：173,405,000港元），較去年下跌約36,241,000港元或20.90%。

毛利

截至二零零八年三月三十一日止年度，本集團之毛利下跌至約8.76%（二零零七年：10.50%）。

年內虧損

本集團於截至二零零八年三月三十一日止年度之虧損大幅減少82.17%至約22,245,000港元（二零零七年：約124,795,000港元）。虧損大幅減少之主因是年內並無就無形資產及商譽確認減值虧損，應收貨款之呆賬撥備僅約421,000港元，以及存貨撇銷5,421,000港元所致。

分類資料

業務分類

本集團各業務分類於截至二零零八年三月三十一日止年度之表現載於財務報表附註8(a)，並概述如下：

(i) 時鐘及其他辦公室相關產品

本業務在回顧年度內錄得營業額約129,940,000港元（二零零七年：約134,612,000港元），較去年同期減少約4,672,000港元或3.47%。

Management Discussion and Analysis

管理層討論及分析

This Division reported a segment trading loss of approximately HK\$11,485,000 for the year ended 31 March 2008 representing a decrease of approximately HK\$5,798,000 or 33.55% from last year of approximately HK\$17,283,000.

(ii) Trading

The Trading Division mainly engages in trading of metal in the PRC market. During the year review, the Group scaled down the business in view of the difficult operating environment. This Division reported a turnover of approximately HK\$7,160,000 and segment trading profit of approximately HK\$3,303,000 as compared with a turnover of approximately HK\$19,037,000 and a segment trading profit of HK\$292,000 in last year. The segment trading profit for this year included a write back of allowance for doubtful debts of trade receivable of HK\$3,249,000.

(iii) Marketing of lighting products

During the year ended 31 March 2008, the operation of marketing of energy saving lighting products was discontinued. This business segment reported a turnover of approximately HK\$64,000 (2007: approximately HK\$8,519,000) and segment loss of approximately HK\$1,440,000 (2007: approximately HK\$1,166,000).

本業務於截至二零零八年三月三十一日止年度錄得分類貿易虧損約11,485,000港元，較去年約17,283,000港元減少約5,798,000港元或33.55%。

(ii) 貿易

貿易業務主要從事中國市場之金屬貿易。於回顧年內，本集團因經營環境困難而縮減本業務之規模。本業務錄得營業額約7,160,000港元及分類貿易溢利約3,303,000港元，而去年之營業額及分類貿易溢利則分別為約19,037,000港元及292,000港元。本年度之分類貿易溢利包括應收貨款呆賬撥備撥回3,249,000港元。

(iii) 營銷照明產品

於截至二零零八年三月三十一日止年度，本集團已終止經營節能照明產品營銷業務。本業務分類錄得營業額約64,000港元（二零零七年：約8,519,000港元）及分類虧損約1,440,000港元（二零零七年：約1,166,000港元）。

Management Discussion and Analysis

管理層討論及分析

Geographical segments

North America and Europe remained as the major geographical segments of the Group for the year ended 31 March 2008. Ratio analysis by geographical segments for the Group's turnover for the year ended 31 March 2008 is as follows :

地區分類

截至二零零八年三月三十一日止年度，北美洲及歐洲仍為本集團主要地區分類。本集團截至二零零八年三月三十一日止年度之營業額根據地區分類按比例分析如下：

	North America		Europe		Hong Kong		The People's Republic of China (the "PRC") (other than Hong Kong)		Others		
	北美洲		歐洲		香港		中華人民共和國 (「中國」)(不包括香港)		其他		
	2008	2007	2008	2007	2008	2007	2008	2007	2008	2007	
	二零零八年	二零零七年	二零零八年	二零零七年	二零零八年	二零零七年	二零零八年	二零零七年	二零零八年	二零零七年	
	%	%	%	%	%	%	%	%	%	%	
Segment turnover to total turnover:	分類營業額佔總營業額：										
		55.84	43.26	25.94	31.20	2.61	1.69	10.25	19.17	5.36	4.68

LIQUIDITY AND FINANCIAL RESOURCES

As at 31 March 2008, the Group had :

- net current assets of approximately HK\$378,798,000 (2007: approximately HK\$34,227,000)
- bank balances and cash of approximately HK\$383,413,000 (2007: approximately HK\$1,857,000) which were the major components of the Group's current assets of approximately HK\$403,130,000 (2007: approximately HK\$67,898,000)
- obligations under finance leases which were due within one year of approximately HK\$3,000 (2007: approximately HK\$346,000)
- current liabilities of approximately HK\$24,332,000 (2007: approximately HK\$33,671,000) which were mainly composed of trade and other payables of approximately HK\$21,042,000 (2007: approximately HK\$22,942,000)

流動資金及財務資源

於二零零八年三月三十一日，本集團有：

- 流動資產淨額約378,798,000港元(二零零七年：約34,227,000港元)
- 銀行結存及現金約383,413,000港元(二零零七年：約1,857,000港元)，乃本集團約403,130,000港元(二零零七年：約67,898,000港元)之流動資產的主要組成部分
- 於一年內到期之融資租賃承擔約3,000港元(二零零七年：約346,000港元)
- 流動負債約24,332,000港元(二零零七年：約33,671,000港元)，乃主要為應付貨款及其他應付款項約21,042,000港元(二零零七年：約22,942,000港元)

Management Discussion and Analysis

管理層討論及分析

- obligations under finance leases which were due after one year of nil (2007: approximately HK\$106,000)
 - bank borrowings of approximately HK\$2,984,000 (2007: approximately HK\$10,382,000)
 - non-current liabilities of approximately HK\$145,237,000 (2007: approximately HK\$1,237,000) which were composed of convertible loan notes (liability component only) with carrying amount of approximately HK\$145,237,000 (2007: Nil)
- 於一年後到期之融資租賃承擔零港元 (二零零七年: 約106,000港元)
 - 銀行借貸約2,984,000港元 (二零零七年: 約10,382,000港元)
 - 非流動負債約145,237,000港元 (二零零七年: 約1,237,000港元) · 包括賬面值約145,237,000港元 (二零零七年: 無) 之可換股借貸票據 (僅負債部分)

At 31 March 2008, all bank borrowings of the Group are floating rate borrowings. The bank borrowings carry interest at LIBOR plus 2.5% and Base Rate plus 2%.

於二零零八年三月三十一日, 本集團所有銀行借貸均為浮息借貸。銀行借貸按倫敦銀行同業拆息加2.5厘及基本利率加2厘計息。

As a result of the issue of the convertible loan notes, the Group's gearing ratio was increased to approximately 62.02% (2007: 0.2%). The computation is based on long-term borrowings of the Group divided by shareholder's equity before minority interests as at 31 March 2008.

由於發行可換股借貸票據, 本集團之負債比率增至約62.02% (二零零七年: 0.2%)。負債比率之計算乃按本集團之長期借貸除以於二零零八年三月三十一日之除少數股東權益前之股東權益。

CHARGES ON GROUP'S ASSETS

At the financial year ended 31 March 2008, except for HK\$1,567,000 of trade receivables was pledged to secure the borrowing (2007: Nil), no leasehold land and buildings or investment properties of the Group were pledged to secure general banking facilities granted to the Group (2007: approximately HK\$13,725,000).

集團資產抵押

於截至二零零八年三月三十一日止財政年度, 除已就借貸抵押應收貨款1,567,000港元 (二零零七年: 無) 外, 本集團並無抵押任何租賃土地及樓宇或投資物業, 以取得一般銀行融資 (二零零七年: 約13,725,000港元)。

SIGNIFICANT INVESTMENTS AND MATERIAL ACQUISITIONS

There were no significant investments or material acquisitions during the year ended 31 March 2008.

重要投資及重大收購

於截至二零零八年三月三十一日止年度, 本集團並無進行重要投資及重大收購。

DISCONTINUED OPERATION

During the year ended 31 March 2008, resulting from disposal and voluntary winding up of two of the major subsidiaries under the lighting products segment, the Group ceased the operation of marketing of energy saving lighting products.

終止經營業務

截至二零零八年三月三十一日止年度, 於照明產品分類下兩間主要附屬公司被出售及自動清盤後, 本集團終止經營節能照明產品之營銷業務。

Management Discussion and Analysis

管理層討論及分析

FOREIGN EXCHANGE EXPOSURE

The Group mainly earns revenue and incurs costs in US dollars and Hong Kong dollars. Foreign exchange exposure of the Group is minimal so long as the Government of the Hong Kong Special Administrative Region's policy to peg the Hong Kong dollars with the US dollars remains unchanged.

TREASURY POLICIES

The Group generally finances its operation with internal generated resources and banking and credit facilities provided by banks. All borrowings are denominated in Hong Kong dollars, the US dollars, and British pounds. Borrowing methods used by the Group mainly include overdrafts facilities, invoice financing and bank loans. The interest rates of most of these borrowings are fixed by reference to the Hong Kong Dollar Prime Rate or foreign currency's Trade Finance Rates.

CONTINGENT LIABILITIES

As at 31 March 2008, the Group did not have any contingent liabilities (2007: Nil).

EMPLOYEES

As at 31 March 2008, the Group had 110 employees (2007: 114) spreading among Hong Kong, the PRC and Germany. Industrial relationship has been well maintained. The Group has adopted an extensive training policy for its employees. It has also sponsored senior executives for higher education programs. The Group has adopted a share option scheme whereby certain employees of the Group may be granted options to acquire shares of the Company. Details of the options granted during the year by the Company to its employees were set out in note 30 to the financial statements.

外匯風險

本集團主要以美元及港元賺取收益及支付費用。鑑於香港特別行政區政府仍然實施港元與美元掛鈎之政策，故此本集團之外匯風險有限。

庫存政策

本集團一般透過內部資金與銀行給予之銀行融資及信貸融資提供營運資金。所有借貸以港元、美元及英鎊為結算單位。本集團採用之借貸方法主要包括透支融資、發票融資及銀行貸款。上述借貸之利率大部分參照港元最優惠利率或外幣貿易財務利率而釐定。

或然負債

於二零零八年三月三十一日，本集團並無任何或然負債（二零零七年：無）。

僱員

於二零零八年三月三十一日，本集團共有僱員110名（二零零七年：114名），分佈於香港、中國及德國。本集團與僱員一直保持良好關係。本集團已採用一套完備之僱員培訓政策，並贊助高級行政人員進修高級教育課程。本集團已採納一項購股權計劃，本集團部分僱員可獲授購股權以認購本公司股份。本公司於年內向其僱員授出之購股權詳情，載於財務報表附註30。

Biography of Directors and Senior Management

董事及高級管理人員簡歷

EXECUTIVE DIRECTORS

Ms. Lo Fong Hung, aged 53, is the Chairperson and Managing Director of the Company. She was appointed as an executive director of the Company on 25 March 2008. She also serves for several non-listed companies, namely as the chairperson of China International Fund Limited and as the vice chairperson of China Sonangol International Holding Limited, China Sonangol and Endiama China International Holding Limited. She is also a director of several non-listed companies, namely Sonangol Sinopec International Limited, Dayuan International Development Limited, New Bright International Development Limited, World Pro Development Limited, World Noble Holdings Limited, CSG Automobile Limited and China Sonangol Asset Management Limited. Since 2004, she has served as the chairperson of China Beiya Escom International Limited, a non-listed company in Hong Kong and started exploring and developing energy resources and industrial investment in Latin America and Africa. She is the spouse of Mr. Wang Xiangfei.

Mr. Wang Xiangfei, aged 56, is an executive director of the Company appointed on 25 March 2008. He graduated from Renmin University of China with a bachelor degree in economics in 1982. Apart from serving the Company as an executive director, he is also serves for several non-listed companies, namely as the vice chief financial officer of Sonangol Sinopec International Limited and as the financial advisor to China Sonangol International Holding Limited. He is currently an independent non-executive director of several listed companies in Hong Kong, namely Chongqing Iron & Steel Company Limited, China CITIC Bank Corporation Limited and SEEC Media Group Limited. Previously, he had also served as an executive director and CEO of China Everbright International Limited, an executive director of China Everbright Limited and China Haidian Holdings Limited. He is the spouse of Ms. Lo Fong Hung.

執行董事

羅方紅女士，53歲，為本公司主席兼董事總經理。羅女士於二零零八年三月二十五日獲委任為本公司執行董事。彼現時亦任職於多間非上市公司，如中國國際基金有限公司主席以及安中國際石油控股有限公司、安中國際及中安鑽石國際控股有限公司之副主席。羅女士亦為多間非上市公司（中安石油國際有限公司、大遠國際發展有限公司、創輝國際發展有限公司、中保發展有限公司、世寶控股有限公司、CSG Automobile Limited及China Sonangol Asset Management Limited）之董事。自二零零四年起，羅女士出任香港一間非上市公司中國景瑞國際有限公司之主席，並開始物色及開發拉丁美洲及非洲之能源資源及產業投資。羅女士為王翔飛先生之妻子。

王翔飛先生，56歲，為於二零零八年三月二十五日獲委任之本公司執行董事。彼於一九八二年畢業於中國人民大學並獲頒經濟學士學位。除出任本公司執行董事外，王先生現時亦任職於多間非上市公司，如中安石油國際有限公司之財務副總監及安中國際石油控股有限公司之財務顧問。王先生現任香港多間上市公司（重慶鋼鐵股份有限公司、中信銀行股份有限公司及財訊傳媒集團有限公司）之獨立非執行董事。此前，王先生曾任中國光大國際有限公司之執行董事兼行政總裁，亦曾任中國光大控股有限公司及中國海澱集團有限公司之執行董事。王先生為羅方紅女士之丈夫。

Biography of Directors and Senior Management

董事及高級管理人員簡歷

Mr. Kwan Man Fai, aged 39, is an executive director of the Company appointed on 25 March 2008. He graduated from the University of Hong Kong with a bachelor degree in laws and a postgraduate certificate in laws. He also holds a master degree in laws from The London School of Economics and Social Sciences, the University of London and a master degree in the PRC law from the City University of Hong Kong. He was a partner of Messrs. Li & Partners, a law firm in Hong Kong from August 1999 to April 2008 and now remains as a consultant of Messrs. Li & Partners. He has over ten years of experience in corporate finance and banking work, including assisting various companies in their listing on the Main Board and Growth Enterprise Market of the Stock Exchange. He does not have any relationship with any director or senior management of the Company.

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Lam Ka Wai, Graham, aged 40, is an independent non-executive director of the Company appointed on 25 March 2008. He graduated from the University of Southampton, England with a Bachelor of Science degree in Accounting and Statistics. He is an associate member of the Hong Kong Institute of Certified Public Accountants and a member of the American Institute of Certified Public Accountants. He is currently a managing director and head of corporate finance of an investment bank and has around 14 years experience in investment banking as well as around 4 years experience in accounting and auditing. He is also an independent non-executive director of Cheuk Nang (Holdings) Limited, Applied Development Holdings Limited, China Conservational Power Holdings Limited and ZZNode Technologies Company Limited, all of which are companies listed on the Main Board of the Stock Exchange. He does not have any relationship with any director or senior management of the Company.

關文輝先生，39歲，為於二零零八年三月二十五日獲委任之本公司執行董事。彼畢業於香港大學，獲頒法學士學位及法學專業證書。關先生亦持有倫敦大學倫敦經濟社會科學院法律碩士學位及香港城市大學法律碩士學位（中國法）。關先生於一九九九年八月至二零零八年四月期間為香港律師事務所李偉斌律師行之合夥人，現仍擔任該律師行之顧問。關先生於企業融資及銀行業務方面具有逾十年經驗，當中包括協助多間公司於聯交所主板及創業板上市之經驗。關先生與本公司之任何董事及高級管理人員概無關係。

獨立非執行董事

林家威先生，40歲，為於二零零八年三月二十五日獲委任之本公司獨立非執行董事。彼畢業於英國University of Southampton，獲頒會計及統計學理學士學位。彼為香港會計師公會會員及美國執業會計師公會會員。林先生現為一間投資銀行之企業融資部董事總經理兼企業融資部主管，於投資銀行具有約14年經驗，並擁有約四年會計及審計經驗。彼亦為卓能（集團）有限公司、實力建業集團有限公司、中國環保電力控股有限公司及直真科技有限公司之獨立非執行董事，上述公司均為聯交所主板上市公司。林先生與本公司之任何董事及高級管理人員概無關係。

Biography of Directors and Senior Management

董事及高級管理人員簡歷

Mr. Wong Man Hin, Raymond, aged 42, is an independent non-executive director of the Company appointed on 25 March 2008. He is a member of American Institute of Certified Public Accountants, a Certified Management Accountant (CMA) and holds a certificate in financial management (CFM). He holds a bachelor degree in chemical engineering and a master degree in economics. He is an executive director and deputy chairman of Raymond Industrial Limited, a company listed on the Main Board of the Stock Exchange. He is the independent non-executive director of Fulbond Holdings Limited and BEP International Holdings Limited (both companies listed on the Main Board of the Stock Exchange). He was an independent non-executive director of Era Information & Entertainment Limited (a company listed on the Growth Enterprise Market of the Stock Exchange) during the period from August 2007 to February 2008. He does not have any relationship with any director or senior management of the Company.

Mr. Chan Yiu Fai, Youdey, aged 39, is an independent non-executive director of the Company appointed on 25 March 2008. He graduated from the University of Hong Kong with a bachelor degree in laws and a postgraduate certificate in laws. He also holds master degrees in laws from the City University of Hong Kong and from the People's University of China. He is currently a partner of Messrs. David Y.Y. Fung & Co., a law firm in Hong Kong. He has extensive experience in civil and commercial crime litigation and also handles various transactions for corporate clients and banks in Hong Kong. He does not have any relationship with any director or senior management of the Company.

黃文顯先生，42歲，為於二零零八年三月二十五日獲委任之本公司獨立非執行董事。彼為美國執業會計師公會會員、註冊管理會計師(CMA)，並持有財務管理師(CFM)證書。黃先生持有化學工程學士學位及經濟碩士學位。黃先生為聯交所主板上市公司利民實業有限公司執行董事兼副主席。彼為福邦控股有限公司及百靈達國際控股有限公司(均為聯交所主板上市公司)之獨立非執行董事。彼曾於二零零七年八月至二零零八年二月期間出任年代資訊影視有限公司(聯交所創業板上市公司)之獨立非執行董事。黃先生與本公司之任何董事及高級管理人員概無關係。

陳耀輝先生，39歲，為於二零零八年三月二十五日獲委任之本公司獨立非執行董事。彼畢業於香港大學，獲頒法學士學位及法學專業證書。陳先生亦持有香港城市大學及中國人民大學之法律碩士學位。陳先生現為香港律師事務所馮元鉞律師行之合夥人。陳先生於民事及商業犯罪訴訟方面饒富經驗，亦為香港公司客戶及銀行處理各種交易。陳先生與本公司之任何董事及高級管理人員概無關係。

Biography of Directors and Senior Management

董事及高級管理人員簡歷

SENIOR MANAGEMENT

Mr. Liang Jin You, age 50, is the executive director of Artfield Company Limited (“**ACL**”) and Artfield Manufacturing Company Limited (“**AMCL**”), the wholly-owned subsidiaries of the Company and the major operating companies with respect to clocks and metal trading businesses of the Group. He joined the Group in 1998 and he oversees the clocks and trading business and real estate business in Hong Kong and the PRC. He is a brother of Mr. Leung Kin Yau.

Mr. Leung Kin Yau, age 43, is an executive director of ACL and AMCL, the wholly-owned subsidiaries of the Company and the major operating companies with respect to clocks and metal trading business of the Group. He joined the Group in 1998. He has over 18 year’s experience in the trading of industrial materials and consumer products in Hong Kong and the PRC. He was appointed as the President in marketing of 德力時鐘(深圳)有限公司南海分公司 to oversee the marketing strategies and development of the Group’s clocks business in the PRC. He is a younger brother of Mr. Liang Jin You.

Mr. Ou Jian Sheng, aged 44, is an executive director of ACL and AMCL., the wholly-owned subsidiaries of the Company and the major operating companies with respect to clocks and metal trading business of the Group. He joined the Group in 1999 and he is responsible for the overall marketing and development of the Group’s clocks business. He has a bachelor’s degree in mechanical design and is a qualified mechanical engineer. He was employed in 廣州電器科學研究所 (Guangzhou Electrical Appliance Science Research Centre) of 中國機械工業部 (the Mechanical Engineering Industrial Department) and was the factory director of 廣東佛山電風扇總廠 (Guangdong Foshan Electrical Fan General Factory). He is the brother-in-law of Ms. Li Kwo Yuk who is the spouse of Mr. Liang Jin You.

Mr. Lo Ka Wai, aged 39, is the qualified accountant and company secretary of the Company appointed on 7 April 2008. He graduated from the University of Wollongong, Australia with a bachelor degree in commerce. He is a member of the Hong Kong Institute of Certified Public Accountants and CPA Australia. He has more than 16 years’ experience in financial management and corporate finance. He does not have any relationship with any director or senior management of the Company.

高級管理人員

梁金友先生，50歲，為本公司全資附屬公司兼本集團時鐘及金屬貿易業務之主要營運公司Artfield Company Limited(「**ACL**」)及雅域實業有限公司(「**雅域實業**」)之執行董事。梁先生於一九九八年加入本集團，負責監督本集團於中、港兩地之時鐘及貿易業務及房地產業務。彼為梁健友先生之胞兄。

梁健友先生，43歲，為本公司全資附屬公司兼本集團時鐘及金屬貿易業務之主要營運公司ACL及雅域實業之執行董事。梁先生於一九九八年加入本集團。彼於中、港兩地買賣工業原料及消費產品方面有超過十八年經驗。彼獲委任為德力時鐘(深圳)有限公司南海分公司之市場部總監，負責監督本集團中國時鐘業務之市場策劃及發展。彼為梁金友先生之胞弟。

歐健生先生，44歲，為本公司全資附屬公司兼本集團時鐘及金屬貿易業務之主要營運公司ACL及雅域實業之執行董事。彼於一九九九年加入本集團，負責本集團時鐘業務之整體營銷及發展。彼持有機械設計學士學位及機械工程師之資格。彼曾任職於中國機械工業部轄下之廣州電器科學研究所，並曾任職於廣東佛山電風扇總廠，出任廠長。彼為李戈玉女士(梁金友先生之配偶)之妹夫。

羅嘉偉先生，39歲，為於二零零八年四月七日獲委任之本公司合資格會計師兼公司秘書。彼畢業於澳洲卧龍崗大學(University of Wollongong)，獲頒商學士學位。羅先生為香港會計師公會及澳洲會計師公會會員。羅先生於金融管理及企業融資方面擁有逾十六年經驗。羅先生與本公司之任何董事及高級管理人員概無關係。

Corporate Governance Report

企業管治報告

COMMITMENT TO CORPORATE GOVERNANCE

The Company is committed to maintain statutory and regulatory standards and adherence to the principles of corporate governance emphasizing on transparency, independence, accountability, responsibility and fairness. The Company has applied the principles of the Code Provisions under the Code on Corporate Governance Practices (the “**Code**”) contained in Appendix 14 of the Rules Governing the Listing of Securities on the Stock Exchange (the “**Listing Rules**”) throughout the year ended 31 March 2008 (“**the year under review**”) save for the deviations from Code Provision A.1.1 and A.2.1 as disclosed below.

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 Company’s affairs. It should act in the best interest of the Company and its shareholders at all times. The Board sets strategies for the Company and monitors the performance and activities of the senior management.

The Board currently comprises three executive directors and three independent non-executive directors. The brief biographical details of the directors and relationship among them are set out in the section headed “Biography of Directors and Senior Management” of this report. The executive directors of the Company are responsible for the day to day operations of the Company whereas the independent non-executive directors of the Company are responsible for ensuring a high standard of financial and management reporting to the Board and shareholders of the Company as well as to provide a balanced composition in the Board so that there is a strong independent element on the Board.

企業管治承諾

本公司致力保持法定及法規標準，並緊守強調透明、獨立、問責、負責任及公允之企業管治原則。本公司於截至二零零八年三月三十一日止年度（「回顧年度」）一直應用聯交所證券上市規則（「上市規則」）附錄十四所載企業管治常規守則（「守則」）之守則條文之原則，惟如下文所述偏離守則條文第A.1.1條及A.2.1條之行為除外。

董事會

董事會負責領導及控制本公司並透過督導及監管本公司事務而令本公司取得佳績。董事會應時刻以符合本公司及其股東最佳利益之方式行事。董事會為本公司制定策略及監察高級管理層之表現及活動。

董事會目前由三名執行董事及三名獨立非執行董事組成。有關董事之履歷簡介及彼等之間之關係載於本報告「董事及高級管理人員簡歷」一節。本公司執行董事負責本公司之日常運作；本公司獨立非執行董事負責確保向董事會及本公司股東作出之財務及管理報告屬高標準，平衡董事會之組成，使董事會具有高度獨立地位。

For the sake of flexibility, the Board holds meeting whenever necessary. During the year under review, the Board held thirty one meetings which exceeded the minimum number of board meetings required under Code Provision A.1.1., the attendance records of individual directors are as follows:

董事會於有需要時舉行會議以維持靈活性。於回顧年度內，董事會曾舉行三十一次會議，數目超過守則條文第A.1.1條所規定之最低董事會會議數目，個別董事之出席紀錄如下：

Name of Directors	Number of meetings attended	董事姓名	出席會議次數
Executive Directors:		執行董事：	
Lo Fong Hung (Chairperson and Managing Director) (appointed on 25 March 2008)	–	羅方紅 (主席兼董事總經理) (於二零零八年三月二十五日獲委任)	–
Wang Xiangfei (appointed on 25 March 2008)	–	王翔飛 (於二零零八年三月二十五日獲委任)	–
Kwan Man Fai (appointed on 25 March 2008)	–	關文輝 (於二零零八年三月二十五日獲委任)	–
Leung Heung Ying, Alvin (Former Managing Director) (appointed on 14 June 2007 and resigned on 11 April 2008)	22/31	梁享英 (前董事總經理) (於二零零七年六月十四日獲委任及 於二零零八年四月十一日辭任)	22/31
Chung Oi Ling, Stella (appointed on 14 June 2007 and resigned on 11 April 2008)	19/31	鍾愛玲 (於二零零七年六月十四日獲委任 及於二零零八年四月十一日辭任)	19/31
Lo Chi Ho, William (appointed on 14 September 2007 and resigned on 11 April 2008)	5/31	駱志浩 (於二零零七年九月十四日獲委任 及於二零零八年四月十一日辭任)	5/31
Liang Jin You (Former Chairman and former Managing Director) (resigned on 4 July 2007)	10/31	梁金友 (前主席兼前董事總經理) (於二零零七年七月四日辭任)	10/31
Li Kwo Yuk (resigned on 4 July 2007)	10/31	李戈玉 (於二零零七年七月四日辭任)	10/31
Leung Kin Yau (resigned on 4 July 2007)	8/31	梁健友 (於二零零七年七月四日辭任)	8/31
Ou Jian Sheng (resigned on 4 July 2007)	8/31	歐健生 (於二零零七年七月四日辭任)	8/31
Deng Ju Neng (resigned on 4 July 2007)	8/31	鄧巨能 (於二零零七年七月四日辭任)	8/31
Chen Vee Yong, Frederick (resigned on 11 July 2007)	0/31	陳維雄 (於二零零七年七月十一日辭任)	0/31
Lee Sang Yoon (resigned on 11 July 2007)	0/31	李相潤 (於二零零七年七月十一日辭任)	0/31

Corporate Governance Report

企業管治報告

Name of Directors	Number of meetings attended	董事姓名	出席會議次數
Independent Non-executive Directors:		獨立非執行董事：	
Wong Man Hin, Raymond (appointed on 25 March 2008)	–	黃文顯 (於二零零八年三月二十五日獲委任)	–
Lam Ka Wai, Graham (appointed on 25 March 2008)	–	林家威 (於二零零八年三月二十五日獲委任)	–
Chan Yiu Fai, Youdey (appointed on 25 March 2008)	–	陳耀輝 (於二零零八年三月二十五日獲委任)	–
Lo Ming Chi, Charles (resigned on 11 April 2008)	17/31	勞明智 (於二零零八年四月十一日辭任)	17/31
Lo Wah Wai (resigned on 24 September 2007)	16/31	盧華威 (於二零零七年九月二十四日辭任)	16/31
Orr Joseph Wai Shing (resigned on 11 April 2008)	17/31	柯偉聲 (於二零零八年四月十一日辭任)	17/31
Wong Ngao San, Marcus (appointed on 14 June 2007 and resigned on 11 April 2008)	12/31	王傲山 (於二零零七年六月十四日獲委任及 於二零零八年四月十一日辭任)	12/31

Directors who are considered having conflict of interest or material interests in the proposed transactions or issues to be discussed, would not be counted in the quorum of meeting and would abstain from voting on the relevant resolution.

All directors of the Company have access to the Company Secretary who attended all the scheduled Board meetings and is responsible for ensuring that the Board procedures are being complied with, and advising the Board on compliance matters. Each of the independent non-executive directors of the Company has made an annual confirmation of independence pursuant to Rule 3.13 of the Listing Rules. The Board considers that all the independent non-executive directors of the Company are independent in accordance with the Listing Rules. Code Provision A.4.1 specifies that non-executive directors should be appointed for a specific term, subject to re-election. The three independent non-executive directors of the Company appointed on 25 March 2008 have entered into service agreements with the Company on 3 May 2008 for an initial term of 3 years with a commencement date of 25 March 2008. However, they are still subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the provisions of the Company's Bye-laws.

於建議交易或將予討論事項中被視為存在利益衝突或擁有重大利益之董事不會計算入會議之法定人數，彼等亦會就有關決議案放棄投票。

本公司全體董事均可接觸公司秘書。公司秘書出席所有擬定之董事會會議及負責確保已遵守董事會程序，及就合規事宜向董事會提供意見。本公司各獨立非執行董事已根據上市規則第3.13條發出年度獨立確認書。董事會認為本公司所有獨立非執行董事具上市規則所指之獨立地位。守則條文第A.4.1條訂明非執行董事須按指定任期委任，惟可膺選連任。本公司三名於二零零八年三月二十五日獲委任之獨立非執行董事已於二零零八年五月三日與本公司訂立服務協議，由二零零八年三月二十五日起計初步為期三年。然而，彼等仍須根據本公司細則之條文於本公司之股東週年大會上輪席退任及膺選連任。

DIRECTORS' SECURITIES TRANSACTIONS

The Company has adopted the Model Code as set out in Appendix 10 to the Listing Rules as the code of conduct regarding securities transactions by its directors. Save for Messrs. Deng Ju Neng, Chen Vee Yong, Frederick and Lee Sang Yoon, who are past executive directors and have not given their confirmations, all the directors of the Company during the year under review have confirmed, following specific enquiry by the Company, that they had complied with the required standard set out in the Model Code throughout the year ended 31 March 2008.

CHAIRMAN AND CHIEF EXECUTIVE OFFICER

Code Provision A.2.1 stipulates that the roles of chairman and chief executive officer (“**CEO**”) should be separate and should not be performed by the same individual. During the year under review, the Company did not have any officer with CEO title and subsequent to the resignation of Mr. Liang Jin You (“**Mr. Liang**”) on 4 July 2007, no chairman was appointed.

Mr. Liang was the Chairman and Managing Director of the Company during the period from 1 April 2007 to 4 July 2007, who also carried out the responsibility of CEO in such period. Subsequent to the resignation of Mr. Liang, Mr. Leung Heung Ying, Alvin was appointed as the Managing Director of the Company with effect from 4 July 2007 who also carried out the responsibility of Chairman but the responsibility of CEO was shared and carried out by all the executive directors of the Company.

Ms. Lo Fong Hung (“**Ms. Lo**”) was appointed as the Chairperson and Managing Director of the Company with effect from 10 April 2008. The duties of CEO were carried out by Ms. Lo since then. In view of the size of operation of the Group, the Board considered that this structure is more suitable for the Company as it can promote the efficient formulation and implementation of the Company's strategies.

董事證券交易

本公司已採納上市規則附錄十所載之標準守則作為董事進行證券交易之操守守則。除鄧巨能先生、陳維雄先生及李相潤先生為過往之執行董事且並無作出確認外，於回顧年度內，本公司全體董事已於本公司作出特定查詢後確認，彼等已於截至二零零八年三月三十一日止年度內遵守標準守則所載之規定準則。

主席及行政總裁

守則條文第A.2.1條規定須分開主席與行政總裁（「**行政總裁**」）之角色，不得由同一個別人士擔任。於回顧年度，本公司並無任何人士出任行政總裁；另在梁金友先生（「**梁先生**」）於二零零七年七月四日辭任後，本公司亦無委任任何人士出任主席。

梁先生於二零零七年四月一日至二零零七年七月四日期間為本公司主席兼董事總經理，並於該段期間履行行政總裁之職務。於梁先生辭任後，梁享英先生自二零零七年七月四日起獲委任為本公司董事總經理，並履行主席之職務，惟行政總裁之職務由本公司全體執行董事共同承擔。

羅方紅女士（「**羅女士**」）已獲委任為本公司主席兼董事總經理，由二零零八年四月十日起生效。行政總裁之職責自此由羅女士負責。鑑於本集團之營運規模，董事會認為現時架構更適合本公司，因為可以促進有效制定及落實本公司策略。

REMUNERATION COMMITTEE

The Remuneration Committee was set up in July 2005 with specific terms of reference which include reviewing the Company's policy and structure on the remuneration of directors and senior management of the Company, making recommendation to the Board on the remuneration of the directors and senior management of the Company and advising shareholders of the Company how to vote with respect to any service contracts of directors that require shareholders' approval under the Listing Rules.

The Committee consists of three independent non-executive directors of the Company. During the year under review, Messrs. Lo Ming Chi, Charles, Lo Wah Wai (resigned on 24 September 2007), Orr Joseph Wai Shing and Wong Ngao San, Marcus (appointed on 24 September 2007) were members of the Remuneration Committee. On 11 April 2008, Messrs. Kwan Man Fai, Wong Man Hin, Raymond, Lam Ka Wai, Graham and Chan Yiu Fai, Youdey were appointed as members of the Remuneration Committee in place of the original members.

The emoluments of the directors of the Company are decided by the Board, as authorised by the shareholders at the annual general meeting having regard to the operating results of the Company, individual performance and prevailing market conditions. The Company has also adopted a share option scheme as an incentive to directors and senior management of the Group. The Board conducts regular review of the structure and composition of the Committee with particular attention to the skills, knowledge and experience of individual members.

薪酬委員會

薪酬委員會於二零零五年七月成立，並訂有特定職權範圍，其中包括檢討本公司董事及高級管理層之薪酬政策及架構，就本公司董事及高級管理層之薪酬向董事會提出建議，及向本公司股東提供如何就根據上市規則須由股東批准之任何董事服務合約作出投票之意見。

該委員會目前由本公司三名獨立非執行董事組成。於回顧年度內，勞明智先生、盧華威先生（於二零零七年九月二十四日辭任）、柯偉聲先生及王傲山先生（於二零零七年九月二十四日獲委任）為薪酬委員會成員。於二零零八年四月十一日，關文輝先生、黃文顯先生、林家威先生及陳耀輝先生獲委任為薪酬委員會成員，以接替原有成員。

本公司董事之酬金由董事會依據股東於股東週年大會上向其授出之權力，經參考本公司經營業績、個人表現及現行市況釐定。本公司亦採納購股權計劃，作為對本集團董事及高級管理層之獎勵。董事會亦定期檢討該委員會之架構及成員組合，尤其重視個別成員之技能、知識及經驗。

A total of two meetings have been held for the year ended 31 March 2008. The individual attendance of members are as follows:-

於截至二零零八年三月三十一日止年度共舉行兩次會議，個別成員之出席紀錄如下：

Name of members	Number of meetings attended	成員姓名	出席會議次數
Lo Ming Chi, Charles (<i>Chairman</i>) (<i>resigned on 11 April 2008</i>)	2/2	勞明智 (主席) (於二零零八年四月十一日辭任)	2/2
Lo Wah Wai (<i>resigned on 24 September 2007</i>)	2/2	盧華威 (於二零零七年九月二十四日辭任)	2/2
Orr Joseph Wai Shing (<i>resigned on 11 April 2008</i>)	2/2	柯偉聲 (於二零零八年四月十一日辭任)	2/2
Wong Ngao San, Marcus. (<i>appointed on 24 September 2007 and resigned on 11 April 2008</i>)	1/2	王傲山 (於二零零七年九月二十四日獲委任 及於二零零八年四月十一日辭任)	1/2

ACCOUNTABILITY AND INTERNAL CONTROL

The directors of the Company acknowledge their responsibility to present a balanced, clear and understandable assessment relating to annual and interim reports, price-sensitive announcements and other financial disclosures under the Exchange Listing Rules, and reports to regulators as well as to information required to be disclosed pursuant to statutory requirements. As at 31 March 2008, the directors of the Company are not aware of any material uncertainties relating to events or conditions which may cast significant doubt upon the ability of the Company to continue as a going concern basis. The statement of the external auditors of the Company about their reporting responsibilities on the consolidated financial statements is set out in the Auditor's Report on page 34 of this report.

問責制及內部監控

本公司各董事明白彼等有責任就年報及中期報告、股價敏感公佈、聯交所上市規則項下之其他財政披露、呈交監管機構之報告以及根據法定規定須予披露之資料提呈中肯、清晰及合理之評估。於二零零八年三月三十一日，本公司董事並不知悉任何有關可能對本公司按持續基準繼續經營之能力構成重大疑問之事件或情況之任何重大不明朗因素。本公司外聘核數師就彼等對綜合財務報表之申報責任所發出之聲明載於本報告第34頁之核數師報告。

Corporate Governance Report

企業管治報告

AUDITORS' REMUNERATION

For the year ended 31 March 2008, the external auditors of the Group provided the following services to the Group:

		2008 二零零八年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元
Audit services	審核服務	440	460
Non-audit and taxation services	非審核及稅務服務	75	71
Total	總計	515	531

The directors of the Company acknowledge their responsibility in ensuring the Company maintains sound and effective internal controls to safeguard the shareholders' investment and the Company's assets, and have conducted an annual review on the effectiveness of the Group's internal control system. The review includes financial, operational and compliance controls and risk management functions.

AUDIT COMMITTEE

The Company has established an Audit Committee with specific written terms of reference. The terms of reference of the Audit Committee have included the duties which are set out in the Code Provision C.3.3 of the Code, with appropriate modifications when necessary.

The members of the Audit Committee during the year under review were Messrs. Lo Ming Chi, Charles, Lo Wah Wai (resigned on 24 September 2007), Orr Joseph Wai Shing and Wong Ngao San, Marcus (appointed on 24 September 2007). Subsequent to the financial year ended 31 March 2008 on 11 April 2008, Messrs. Wong Man Hin, Raymond, Lam Ka Wai, Graham and Chan Yiu Fai, Youdey were appointed as members of the Audit Committee in place of the original members.

核數師酬金

截至二零零八年三月三十一日止年度，本集團之外聘核數師向本集團提供以下服務：

	2008 二零零八年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元
Audit services	440	460
Non-audit and taxation services	75	71
Total	515	531

本公司各董事明白彼等有責任確保本公司保持良好及有效之內部監控，以保障股東之投資及本公司之資產，並已對本集團內部監控制度之有效程度進行年度檢討。有關檢討包括財務、營運及合規監控以及風險管理之職能。

審核委員會

本公司已成立審核委員會，並訂立特定書面職權範圍。審核委員會之職權範圍包括守則之守則條文第C.3.3條所載之職責，並於需要時作出適當修訂。

於回顧年度內，審核委員會之成員為勞明智先生、盧華威先生（於二零零七年九月二十四日辭任）、柯偉聲先生及王傲山先生（於二零零七年九月二十四日獲委任）。於截至二零零八年三月三十一日止財政年度後，於二零零八年四月十一日，黃文顯先生、林家威先生及陳耀輝先生獲委任為審核委員會成員，以接替原有成員。

A total of three meetings have been held in the year under review and the individual attendance of members are as follows:-

於回顧年度內共舉行三次會議，個別成員之出席紀錄如下：

Name of members	Number of meetings attended	成員姓名	出席會議次數
Lo Ming Chi, Charles (<i>Chairman</i>) (<i>resigned on 11 April 2008</i>)	2/3	勞明智 (主席) (於二零零八年四月十一日辭任)	2/3
Lo Wah Wai (<i>resigned on 24 September 2007</i>)	2/3	盧華威 (於二零零七年九月二十四日辭任)	2/3
Orr Joseph Wai Shing (<i>resigned on 11 April 2008</i>)	3/3	柯偉聲 (於二零零八年四月十一日辭任)	3/3
Wong Ngao San, Marcus. (<i>appointed on 24 September 2007 and resigned on 11 April 2008</i>)	2/3	王傲山 (於二零零七年九月二十四日獲委任 及於二零零八年四月十一日辭任)	2/3

The Audit Committee reviewed the interim and full year consolidated financial statements, including the Group's adopted accounting principles and practices, internal controls, and financial reporting matters in conjunction with the external auditors. The Audit Committee endorsed the accounting treatment adopted by the Company and had the best of its ability assured itself that the disclosure of the financial information in this report complies with the applicable accounting standards and Appendix 16 of the Listing Rules.

審核委員會已與外聘核數師審閱中期及全年之綜合財務報表，包括本集團所採納之會計原則及慣例、內部監控及財務申報事宜。審核委員會認同本公司所採納之會計處理方式，並已盡力確保本報告乃遵照適用會計準則及上市規則附錄十六披露該等財務資料。

The Audit Committee has recommended to the Board that SHINEWING (HK) CPA Limited, Certified Public Accountants, be nominated for re-appointment as external auditors of the Company at the forthcoming annual general meeting of the Company.

審核委員會已向董事會建議，於本公司應屆股東週年大會上提名執業會計師信永中和（香港）會計師事務所有限公司續任本公司之外聘核數師。

SHAREHOLDER'S COMMUNICATIONS

In order to develop and maintain a continuing investors' relationship with the Company's shareholders, the Company has established various channels of communications with its shareholders such as publication of interim and annual reports, press release and announcement of the latest development of the Company in a timely manner. The annual general meeting provides an opportunity for shareholders to exchange views with the Board. Moreover, resolutions are proposed at annual general meeting on each substantially separate issue, including the election of individual directors. In addition, details of the poll voting procedures and the rights of shareholders to demand a poll are included in the circular to shareholders accompanying with the annual report. Details of the proposed resolutions are also set out in the circular.

股東之通訊

為與本公司股東發展和維繫持續之投資者關係，本公司已設立多個渠道與股東溝通，如刊發中期報告及年報，適時地就本公司之最新發展發出新聞稿及公佈。股東亦可藉股東週年大會與董事會作意見交流。此外，於股東週年大會上將就各項重要議題（包括個別董事之選舉）提呈決議案。此外，投票表決程序之詳情及股東要求以點票方式進行投票表決之權利乃載於隨本年報寄交股東之通函內。將提呈之決議案詳情亦載於通函內。

The directors of the Company present their report and the audited financial statements of the Company and the Group for the year ended 31 March 2008.

PRINCIPAL ACTIVITIES

The Company is an investment holding company. The principal activities of the Company and its subsidiaries (the “Group”) are marketing and trading of clocks and other office related products, lighting products and trading of metals.

RESULTS AND DIVIDENDS

The Group’s results for the year ended 31 March 2008 and the state of affairs of the Company and the Group at that date are set out in the financial statements on pages 38 to 150. The directors of the Company do not recommend the payment of any dividend in respect of the year.

FIVE YEARS FINANCIAL SUMMARY

A summary of the published results, assets and liabilities, and minority interests of the Group for the last five financial years, as extracted from the audited financial statements is set out on pages 151 to 152 of the annual report. This summary does not form part of the audited financial statements.

INVESTMENT PROPERTIES AND PROPERTY, PLANT AND EQUIPMENT

Details of movements in the investment properties and property, plant and equipment of the Group during the year are set out in notes 16 and 17 to the financial statements.

SHARE CAPITAL AND SHARE OPTIONS

Details of movements in the Company’s share capital and share options are set out in note 29 to 30 to the financial statements.

本公司董事茲提呈本公司及本集團截至二零零八年三月三十一日止年度之董事會報告及經審核財務報表。

主要業務

本公司為一間投資控股公司。本公司及其附屬公司（「本集團」）之主要業務為時鐘與其他辦公室相關產品、照明產品之營銷及貿易，以及金屬貿易。

業績及股息

本集團截至二零零八年三月三十一日止年度之業績及本公司與本集團於該日之財政狀況載於第38至150頁之財務報表內。本公司董事不建議派發任何該年度股息。

五年財務摘要

本集團過去五個財政年度已公佈之業績、資產及負債及少數股東權益概要（節錄自經審核財務報表）載於年報第151至152頁。此概要並不構成經審核財務報表之部份。

投資物業及物業、廠房及設備

本集團於年內之投資物業及物業、廠房及設備之變動詳情載於財務報表附註16及17。

股本及購股權

本公司之股本及購股權變動詳情載於財務報表附註29至30。

Report of the Directors

董事會報告

CONVERTIBLE LOAN NOTES

Details of the convertible loan notes issued by the Company during the year are set out in note 31 to the financial statements.

PRE-EMPTIVE RIGHTS

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

PURCHASE, SALE OR REDEMPTION OF SHARES

During the year, neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company’s shares.

RESERVES

Details of movements in the reserves of the Company and the Group during the year are set out in note 41(b) to the financial statement and in the consolidated statement of changes in equity, respectively.

DISTRIBUTABLE RESERVES

At 31 March 2008, the Company had no retained profits available for cash distribution and/or distribution in specie. Under the Companies Act 1981 of Bermuda, the Company’s contributed surplus of HK\$128,013,000 may be distributed under certain circumstances. In addition, the Company’s share premium account with a balance of approximately HK\$191,534,000 may be distributed in the form of fully paid bonus shares.

可換股借貸票據

本公司於內年發行之可換股借貸票據之詳情載於財務報表附註31。

優先購買權

根據本公司之公司細則或百慕達法例，並無有關優先購買權之規定，以致本公司必須向其現有股東按持股比例發行新本公司股份（「股份」）。

購入、出售及贖回股份

本公司或其任何附屬公司於年內概無購入、出售或贖回任何本公司股份。

儲備

本公司及本集團於本年度之儲備變動詳情分別載於財務報表附註41(b)及綜合權益變動表。

可供分派儲備

於二零零八年三月三十一日，本公司並無可供作為現金分派及／或實物分派之保留溢利。根據百慕達一九八一年公司法，本公司之繳入盈餘為128,013,000港元，於若干情形下可供分派。此外，本公司之股份溢價賬結餘約為191,534,000港元，可作已繳足紅股形式分派。

MAJOR CUSTOMERS AND SUPPLIERS

In the year under review, sales to the Group's five largest customers accounted for 47.13% of the total sales for the year and sales to the largest customer included therein amounted to 18.72%. Purchases from the Group's five largest suppliers accounted for 62.65% of the total purchases for the year and purchases from the largest supplier included therein amounted to 37.29%. As far as the directors of the Company are aware, neither the directors, their associates, nor any shareholders (which, to the best knowledge of the directors of the Company, own more than 5% of the Company's issued share capital) had any beneficial interest in the Group's five largest customers and suppliers.

DIRECTORS

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

Executive directors:

Lo Fong Hung (*Chairperson and Managing Director*)
(appointed on 25 March 2008)

Wang Xiangfei (appointed on 25 March 2008)

Kwan Man Fai (appointed on 25 March 2008)

Leung Heung Ying, Alvin
(appointed on 14 June 2007 and resigned on 11 April 2008)

Chung Oi Ling, Stella
(appointed on 14 June 2007 and resigned on 11 April 2008)

Lo Chi Ho, William
(appointed on 14 September 2007 and
resigned on 11 April 2008)

Liang Jin You (resigned on 4 July 2007)

Li Kwo Yuk (resigned on 4 July 2007)

Leung Kin Yau (resigned on 4 July 2007)

Ou Jian Sheng (resigned on 4 July 2007)

Deng Ju Neng (resigned on 4 July 2007)

Chen Vee Yong, Frederick (resigned on 11 July 2007)

Lee Sang Yoon (resigned on 11 July 2007)

主要客戶及供應商

於回顧年度內，本集團五大客戶之銷售佔全年總銷售額47.13%，而當中最大客戶之銷售佔18.72%。本集團五大供應商之採購佔全年總採購額62.65%，而當中最大供應商之採購額佔37.29%。就本公司董事所知，董事、彼等之聯繫人士或任何股東（據本公司董事所知擁有本公司已發行股本5%以上者）概無擁有本集團五大客戶及供應商之任何實益權益。

董事

以下為年內及截至本報告日期之本公司董事：

執行董事：

羅方紅（主席兼董事總經理）
（於二零零八年三月二十五日獲委任）

王翔飛
（於二零零八年三月二十五日獲委任）

關文輝
（於二零零八年三月二十五日獲委任）

梁享英
（於二零零七年六月十四日獲委任及
於二零零八年四月十一日辭任）

鍾愛玲
（於二零零七年六月十四日獲委任及
於二零零八年四月十一日辭任）

駱志浩
（於二零零七年九月十四日獲委任及
於二零零八年四月十一日辭任）

梁金友（於二零零七年七月四日辭任）

李戈玉（於二零零七年七月四日辭任）

梁健友（於二零零七年七月四日辭任）

歐健生（於二零零七年七月四日辭任）

鄧巨能（於二零零七年七月四日辭任）

陳維雄（於二零零七年七月十一日辭任）

李相潤（於二零零七年七月十一日辭任）

Report of the Directors

董事會報告

Independent non-executive directors:

Wong Man Hin, Raymond (appointed on 25 March 2008)

Lam Ka Wai, Graham (appointed on 25 March 2008)

Chan Yiu Fai, Youdey (appointed on 25 March 2008)

Lo Ming Chi, Charles (resigned on 11 April 2008)

Lo Wah Wai (resigned on 24 September 2007)

Orr Joseph Wai Shing (resigned on 11 April 2008)

Wong Ngao San, Marcus

(appointed on 14 June 2007 and resigned on 11 April 2008)

In accordance with bye-law 86(2) of the Company's Bye-laws, Ms. Lo, Mr. Wang Xiangfei, Mr. Kwan Man Fai, Mr. Wong Man Hin, Raymond, Mr. Lam Ka Wai, Graham and Mr. Chan Yiu Fai, Youdey shall hold office only until the forthcoming annual general meeting of the Company and shall be eligible for re-election at the forthcoming annual general meeting.

BIOGRAPHY OF DIRECTORS AND SENIOR MANAGEMENT

Biographical details of the directors of the Company and the senior management of the Group are set out on pages 12 and 15 of the annual report.

DIRECTORS' SERVICE CONTRACTS

No director of the Company proposed for re-election at the forthcoming annual general meeting has a service contract with the Company which is not determinable by the Company within one year without payment other than statutory compensation.

DIRECTORS' INTERESTS IN CONTRACTS

No director of the Company had a significant beneficial interest, either direct or indirect, in any contract of significance to the business of the Group to which the Company or any its subsidiaries was a party at any time during the year ended 31 March 2008.

獨立非執行董事：

黃文顯

(於二零零八年三月二十五日獲委任)

林家威

(於二零零八年三月二十五日獲委任)

陳耀輝

(於二零零八年三月二十五日獲委任)

勞明智 (於二零零八年四月十一日辭任)

盧華威 (於二零零七年九月二十四日辭任)

柯偉聲 (於二零零八年四月十一日辭任)

王傲山

(於二零零七年六月十四日獲委任及

於二零零八年四月十一日辭任)

按照本公司之公司細則第86(2)條規定，羅女士、王翔飛先生、關文輝先生、黃文顯先生、林家威先生及陳耀輝先生將任職至本公司應屆股東週年大會，並將符合資格於應屆股東週年大會上重選連任。

董事及高級管理人員簡歷

本公司董事及本集團高級管理人員簡歷詳情載於年報第12至15頁。

董事服務合約

本公司並無與擬於應屆股東週年大會上重選連任之本公司董事訂立任何不可由本公司於一年內無償終止(法定補償除外)之服務合約。

董事合約權益

於本公司或其任何附屬公司於截至二零零八年三月三十一日止年度內任何時間訂立與本集團業務有重大關連之任何合約中，本公司董事概無擁有任何直接或間接之重大實益權益。

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

As at 31 March 2008, the interests of the directors and chief executives of the Company in the shares of the Company or its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the “SFO”), as recorded in the register kept by the Company pursuant to section 352 of the SFO or otherwise notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers were as follows:

Long positions

Interest in an associated corporation of the Company

董事及主要行政人員之股份及相關股份權益

於二零零八年三月三十一日，本公司董事及主要行政人員於本公司或其相聯法團（定義見證券及期貨條例（「證券及期貨條例」）第XV部）之股份中，擁有本公司根據證券及期貨條例第352條須記入該條所指之登記冊內之權益；或根據上市發行人董事進行證券交易的標準守則須知會本公司及聯交所之權益如下：

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於本公司相聯法團之權益

Name of Director	Note	Name of associated corporation	Nature of interest	Number of Shares interested	Approximate percentage of the issued share capital
董事姓名	附註	相聯法團名稱	權益性質	持有權益之股份數目	佔已發行股本概約百分比
Ms. Lo 羅女士	1	New Bright International Development Limited 創輝國際發展有限公司	Interests of controlled corporation 受控制法團之權益	3,000 (L)	30.0%
Mr. Wang Xiangfei 王翔飛先生	2	New Bright International Development Limited 創輝國際發展有限公司	Interests of controlled corporation 受控制法團之權益	3,000 (L)	30.0%

(L) denotes as long position

(L) 指好倉

Notes:

附註：

- Ms. Lo is interested in 3,000 shares in New Bright International Development Limited (“New Bright”), representing 30% of the issued share capital of New Bright, which currently owns 70% shareholding interests in China Sonangol. China Sonangol is the holding company of Ascent Goal, the controlling shareholder of the Company. The shareholding interest of Ascent Goal is set out in the section headed “Substantial Shareholders” of this report.
- Wang Xiangfei (“Mr. Wang”) is the husband of Ms. Lo and is deemed to be interested in 3,000 shares of New Bright under the SFO.

- 羅女士擁有創輝國際發展有限公司（「創輝」）3,000股股份之權益，相當於創輝已發行股本之30%。創輝目前擁有安中國際之70%持股權益。安中國際為本公司控股股東晉標之控股公司。晉標之持股權益載於本報告「主要股東」一節。
- 王翔飛（「王先生」）為羅女士之丈夫，故根據證券及期貨條例被視為擁有3,000股創輝股份之權益。

Report of the Directors

董事會報告

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

董事及主要行政人員之股份及相關股份權益 (續)

Interest in underlying shares of HK\$0.10 each in the Company

於本公司每股面值0.10港元之相關股份之權益

Name of Director	Note	Nature of interest	Number of underlying Shares pursuant to Convertible Bond	Number of underlying Shares pursuant to share options	Approximate percentage of the issued share capital of the Company as at 31 March 2008
董事姓名	附註	權益性質	涉及可換股債券之相關股份數目	涉及購股權之相關股份數目	佔本公司於二零零八年三月三十一日之已發行股本概約百分比 (%)
Mr. Leung Heung Ying, Alvin 梁享英先生	1	Personal interest 個人權益	–	3,044,785	0.39
Ms. Lo 羅女士	2	Interests of associated corporation 相聯法團之權益	1,000,000,000	–	130.65
Mr. Wang 王先生	3	Interests of associated corporation 相聯法團之權益	1,000,000,000	–	130.65

Notes :

附註 :

1. These share options were granted on 28 August 2007 pursuant to the share option scheme adopted by the Company on 28 August 2003 and are exercisable from 28 August 2007 to 27 August 2017 at a price of HK\$1.146 per Share. There is no vesting period for the options granted. Subsequent to the financial year ended 31 March 2008, these share options were cancelled.

1. 該等購股權乃根據本公司於二零零三年八月二十八日採納之購股權計劃，於二零零七年八月二十八日授出，可於二零零七年八月二十八日至二零一七年八月二十七日期間行使，行使價為每股1.146港元。已授出之購股權不設歸屬期。於截至二零零八年三月三十一日止財政年度後，該等購股權已被註銷。

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

Interest in underlying shares of HK\$0.10 each in the Company (continued)

- Ms. Lo is deemed to have interest in underlying Shares through her 30% interest in New Bright, which owns 70% shareholding interests in China Sonangol, the holding company of Ascent Goal, the controlling shareholder of the Company.

Upon full conversion of the convertible loan notes in the principal amount of HK\$200,000,000 issued by the Company to and subscribed by Ascent Goal on 14 March 2008 (the "Convertible Bond"), 1,000,000,000 new Shares will be issued.

- Mr. Wang is the spouse of Ms. Lo and thus, is deemed to have interest in the underlying Shares of the Convertible Bond.

DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURES

Save as disclosed under note 30 to the financial statements, at no time during the year were rights to acquire benefits by means of the acquisition of shares in or debentures of the Company granted to any director or their respective spouse or children under 18 years of age, or were any such rights exercised by them; or was the Company or any of its subsidiaries a party to any arrangement to enable the directors to acquire such rights in any other body corporate.

SHARE OPTION SCHEME

Particulars of the Company's share option scheme are set out in note 30 to the financial statements.

SUBSTANTIAL SHAREHOLDERS

As at 31 March 2008, the register of substantial shareholders maintained by the Company pursuant to Section 336 of the SFO showed that other than the interests disclosed above in respect of certain directors and chief executives, the following shareholders had notified the Company of the relevant interests in the issued share capital of the Company.

董事及主要行政人員之股份及相關股份權益 (續)

於本公司每股面值0.10港元之相關股份之權益 (續)

- 羅女士被視為透過創輝之30%權益而擁有相關股份權益。創輝擁有安中國際之70%持股權益。安中國際為本公司控股股東晉標之控股公司。

倘由本公司及晉標於二零零八年三月十四日分別發行及認購之本金額200,000,000港元可換股借貸票據(「可換股債券」)獲悉數兌換,本公司將會發行1,000,000,000股新股份。

- 王先生為羅女士之配偶,因而被視為擁有可換股債券之相關股份之權益。

董事購買股份或債券之權利

除財務報表附註30所披露者外,於本年內任何時間,各董事、彼等之配偶或十八歲以下子女並無擁有有任何透過認購本公司股份或債券而獲利之權利,亦無行使該等權利;而本公司及其附屬公司概無訂立任何安排,致使董事可藉購入其他法人之股份或債券而獲利。

購股權計劃

本公司購股權計劃之詳情載於財務報表附註30。

主要股東

於二零零八年三月三十一日,本公司根據證券及期貨條例第336條而存置之主要股東名冊顯示,除上文所披露有關若干董事及主要行政人員之權益外,下列股東已向本公司知會彼等於本公司已發行股本之有關權益。

Report of the Directors

董事會報告

LONG POSITIONS

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Ordinary shares of HK\$0.10 each of the Company

本公司每股面值0.10港元之普通股

Name of Shareholders	Note	Nature of interest	Total	Approximate percentage of shareholding
股東名稱	附註	權益性質	總數	佔股權概約百分比
Ascent Goal 晉標	1 1	Beneficial owner 實益擁有人	1,587,059,040	207.36
China Sonangol 安中國際	2 2	Interest of controlled corporation 受控制法團之權益	1,587,059,040	207.36
New Bright 創輝	2 2	Interest of controlled corporation 受控制法團之權益	1,587,059,040	207.36
Ms. Fung Yuen Kwan, Veronica 馮婉筠女士	3 3	Interest of controlled corporation 受控制法團之權益	1,587,059,040	207.36

Notes :

附註：

- The 1,587,059,040 Shares includes (i) interests in 587,059,040 Shares; and (ii) interests in HK\$200,000,000 Convertible Bond giving rise to an interest in 1,000,000,000 underlying Shares.
- Since Ascent Goal is a wholly-owned subsidiary of China Sonangol which is beneficially owned as to 70% by New Bright, the interests of Ascent Goal is deemed to be the interests of China Sonangol and in turn the interests of New Bright under the SFO.
- Ms. Fung Yuen Kwan, Veronica is deemed to have interests in the Shares and underlying Shares through her 70% interest in New Bright.

- 該1,587,059,040股股份包括(i)於587,059,040股股份之權益；及(ii)於200,000,000港元可換股債券之權益，涉及1,000,000,000股相關股份之權益。
- 由於晉標為安中國際之全資附屬公司，而安中國際由創輝實益擁有70%，故此，根據證券及期貨條例，晉標之權益被視為安中國際之權益，繼而被視為創輝之權益。
- 馮婉筠女士因擁有創輝70%權益而被視為擁有股份及相關股份之權益。

DIRECTORS' INTERESTS IN COMPETING BUSINESS

No director of the Company had interests in a business which competes or is likely to compete, either directly or indirectly, with the businesses of the Group, as defined in the Listing Rules, during the year and up to the date of this report.

CORPORATE GOVERNANCE

In the opinion of the directors of the Company, the Company has complied throughout the year ended 31 March 2008 with the Code of Best Practice (the "Code") as set out in Appendix 14 of the Listing Rules, save as the deviations disclosed in the Corporate Governance Report as set out in pages 16 to 24.

PUBLIC FLOAT

As at the date of this report, based on the information publicly available to the Company and at the best knowledge of the directors of the Company, approximately 12.90% of the total issued share capital of the Company was held by the public. The Company had applied for and was granted a waiver by the Stock Exchange for strict compliance with Rule 8.08(1)(a) of the Listing Rules for a period up to 15 August 2008.

AUDITORS

SHINEWING (HK) CPA Limited ("SHINEWING") had been the auditors of the Company for the year ended 31 March 2008. A resolution for the re-appointment of SHINEWING as auditors of the Company will be proposed at the forthcoming annual general meeting of the Company.

On Behalf of the Board

Lo Fong Hung

Chairperson and Managing Director

Hong Kong, 28 July 2008

董事在競爭業務之權益

於年內及截至本報告之日期，根據上市規則，本公司董事並無於與本集團業務直接或間接競爭或可能競爭之業務中擁有權益。

企業管治

本公司董事認為，除載於第16至24頁之企業管治報告所披露之偏離行為之外，本公司於截至二零零八年三月三十一日止年度已遵守上市規則附錄十四之最佳應用守則（「守則」）。

公眾持股量

按本公司所得之公開資料及就本公司董事所知，於本報告日期，本公司已發行股本共約12.90%由公眾人士持有。本公司已向聯交所申請並獲聯交所同意豁免嚴格遵守上市規則第8.08(1)(a)條至二零零八年八月十五日為止。

核數師

於截至二零零八年三月三十一日止年度，信永中和（香港）會計師事務所有限公司（「信永中和」）為本公司核數師。本公司將於應屆股東週年大會上提呈一項決議案，以續聘信永中和為本公司之核數師。

代表董事會

羅方紅

主席兼董事總經理

香港，二零零八年七月二十八日

Independent Auditor's Report

獨立核數師報告



SHINEWING (HK) CPA Limited
16/F., United Centre
95 Queensway, Hong Kong

TO THE SHAREHOLDERS OF ARTFIELD GROUP LIMITED

(incorporated in Bermuda with limited liability)

We have audited the consolidated financial statements of Artfield Group Limited (the "Company") and its subsidiaries (collectively referred to as the "Group") set out on pages 38 to 150 which comprise the consolidated balance sheet as at 31 March 2008, the consolidated income statement, the consolidated statement of changes in equity and the consolidated cash flow statement for the year then ended, and a summary of significant accounting policies and other explanatory notes.

Directors' responsibility for the consolidated financial statements

The directors of the Company are responsible for the preparation and the true and fair presentation of these consolidated financial statements 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. This responsibility includes designing, implementing and maintaining internal control relevant to the preparation and the true and fair presentation of the consolidated financial statements that are free from material misstatement, whether due to fraud or error; selecting and applying appropriate accounting policies; and making accounting estimates that are reasonable in the circumstances.

致雅域集團有限公司股東

(於百慕達註冊成立之有限公司)

我們已完成審核第38至150頁所載雅域集團有限公司(「貴公司」)及其附屬公司(統稱「貴集團」)之綜合財務報表,其中包括於二零零八年三月三十一日之綜合資產負債表及截至該日期止年度之綜合收益表、綜合權益變動表及綜合現金流量表及主要會計政策概要及其他說明附註。

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香港《公司條例》有關之披露規定編製及真實而公平地列報該等綜合財務報表。這責任包括設計、實施及維護與編製及真實而公平地列報綜合財務報表相關之內部控制,以使綜合財務報表不存在由於欺詐或錯誤而導致之重大錯誤陳述;選擇和應用適當之會計政策;及按情況作出合理之會計估計。

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. Except as described in the basis for qualified opinion paragraph, 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 as to whether the consolidated financial statements are free from material misstatement.

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

核數師之責任

我們的責任是根據我們的審核對該等綜合財務報表發表意見，我們的報告僅按照《百慕達公司法》第90條，為股東（作為一個團體）而編製，並不為其他任何目的。我們並不就本報告之內容對任何其他人士承擔任何義務或任何責任。除保留意見之基礎一段所述者外，我們已根據香港會計師公會頒佈之香港審計準則進行審核。這些準則要求我們遵守道德規範，並規劃及執行審核，以合理確定綜合財務報表是否不存有任何重大錯誤陳述。

審核涉及執程序以獲取有關綜合財務報表所載金額及披露資料之審核憑證。所選取之程序取決於核數師之判斷，包括評估由於欺詐或錯誤而導致綜合財務報表存有重大錯誤陳述之風險。在評估該等風險時，核數師考慮與公司編製及真實而公平地列報綜合財務報表相關之內部控制，以設計適當之審核程序，但並非為對公司內部控制之成效發表意見。審核亦包括評價董事所採用之會計政策之合適性及所作出之會計估計之合理性，以及評價綜合財務報表之整體列報方式。

我們相信，我們所獲得的審核憑證足以適當地為我們之審核意見提供基礎。

Independent Auditor's Report

獨立核數師報告

Basis of qualified opinion

Our report on the consolidated financial statements of the Group for the year ended 31 March 2007 was qualified in view of the nature of the limitations of the scope of our audit resulting from insufficiency of supporting documentation and explanations.

In summary the scope limitations including the following:

- i. The fair value of an under development on-line game intellectual property rights ("Intangible Asset") held by Matrix Software Inc. ("Matrix") in the amount of HK\$46,440,000, at the date on which the Group acquired 100% equity interests in Matrix.
- ii. The goodwill ("Goodwill") of HK\$3,963,000 arised from the acquisition of Matrix.
- iii. The full impairment loss made in respect of the Goodwill and Intangible Asset.
- iv. Incomplete books and records of Matrix.

Any adjustments found to be necessary to the opening balances of the above items as at 1 April 2007 would have consequential effects on the loss for the year and net assets as at 31 March 2008.

For the year ended 31 March 2008, in respect of the items stated above, we were still unable to obtain sufficient documents to review and there were no alternative audit procedures that we could adopt to satisfy ourselves as to whether the financial statements items stated above were fairly stated and free from material misstatement.

In addition, we were also unable to ascertain whether the financial position of Matrix as at 31 March 2008 have been properly reflected in the consolidated financial statements and whether there were unrecorded liabilities, contingent liabilities and capital commitments existed at the balance sheet date. We were unable to quantify the impact on the consolidated financial statements as of 31 March 2008.

保留意見之基礎

鑑於並無足夠的支持文件及解釋，令我們的審核工作範圍受到限制，我們有關 貴集團截至二零零七年三月三十一日止年度的綜合財務報表附有保留意見。

總括而言，審核範圍受到的限制包括下列各項：

- i. Matrix Software Inc. (「Matrix」) 開發中的網上遊戲知識產權 (「無形資產」) 於 貴集團收購Matrix全部股權當日的公平值46,440,000港元。
- ii. 因收購Matrix而產生的商譽 (「商譽」) 3,963,000港元。
- iii. 就商譽及無形資產作出的全數減值虧損。
- iv. Matrix的賬冊及記錄欠完整。

任何須對上述項目於二零零七年四月一日的期初結餘作出的調整均對年內虧損及於二零零八年三月三十一日的資產淨值造成相應影響。

截至二零零八年三月三十一日止年度，我們仍未能就上述項目取得足夠文件以供審閱，亦未能採納其他審核程序，以令我們信納上述財務報表項目是否已公平地列賬及並無重大錯誤陳述。

此外，我們亦未能確定綜合財務報表是否已妥為反映Matrix於二零零八年三月三十一日的財務狀況，以及於結算日是否存在任何未記錄的負債、或然負債及資本承擔。我們未能量化對於二零零八年三月三十一日的綜合財務報表的影響。

Independent Auditor's Report

獨立核數師報告

Qualified opinion arising from limitation of audit scope

In our opinion, except for any adjustments that might have been found necessary had we been able to satisfy ourselves regarding the matter as set out in the basis for qualified opinion paragraph, the consolidated financial statements give a true and fair view of the state of affairs of the Group as at 31 March 2008 and of the Group's loss and cash flow 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.

SHINEWING (HK) CPA Limited

Certified Public Accountants

Pang Wai Hang

Practising Certificate Number: P05044

Hong Kong
28 July 2008

因審核範圍受到限制所產生的保留意見

我們認為，除為令我們信納我們對保留意見的基礎一段所載事項而可能屬必須的任何調整外，綜合財務報表已根據香港財務報告準則真實而公平地反映 貴集團於二零零八年三月三十一日的事務狀況及 貴集團截至該日止年度的虧損及現金流量，並已按照香港公司條例的披露規定妥為編製。

信永中和(香港)會計師事務所有限公司

執業會計師

彭衛恆

執業證書號碼：P05044

香港
二零零八年七月二十八日

Consolidated Income Statement

綜合收益表

For the year ended 31 March 2008
截至二零零八年三月三十一日止年度

		NOTES 附註	2008 二零零八年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元
Continuing operations	持續經營業務			
Turnover	營業額	7	137,100	153,649
Cost of sales and services provided	銷售及提供服務之成本		(125,049)	(140,914)
Gross profit	毛利		12,051	12,735
Other operating income	其他經營收入		17,445	5,105
Selling and distribution expenses	銷售及分銷費用		(7,811)	(7,930)
Administrative expenses	行政費用		(41,240)	(36,647)
Finance costs	融資成本	9	(974)	(2,812)
Allowance for doubtful debts of trade receivables	應收貨款呆賬撥備		(421)	(28,992)
Write down for inventories	存貨撇減		–	(27,648)
Gain on disposal of subsidiaries	出售附屬公司之收益		–	3,227
Impairment loss recognised in respect of intangible asset	就無形資產確認之減值虧損	18	–	(46,440)
Impairment loss recognised in respect of goodwill	就商譽確認之減值虧損	19	–	(3,963)
Loss before tax	除稅前虧損		(20,950)	(133,365)
Income tax (expense) credit	所得稅(開支)抵免	10	(515)	3,327
Loss for the year from continuing operations	持續經營業務之年內虧損		(21,465)	(130,038)
Discontinued operations	終止經營業務			
(Loss) profits for the year from discontinued operations	終止經營業務之年內(虧損)溢利	11		
– Lighting products operation	– 照明產品業務		(780)	5,336
– Electroplating services operations	– 電鍍服務業務		–	(93)
Loss for the year	年內虧損	12	(22,245)	(124,795)

Consolidated Income Statement

綜合收益表

For the year ended 31 March 2008
截至二零零八年三月三十一日止年度

			2008	2007
		NOTES	二零零八年	二零零七年
		附註	HK\$'000	HK\$'000
			千港元	千港元
Attributable to:	應佔：			
Equity holders of the Company	本公司股權持有人		(22,245)	(124,577)
Minority interests	少數股東權益		-	(218)
			(22,245)	(124,795)
Dividend	股息	13	-	-
(LOSS) EARNINGS PER SHARE - BASIC (in Hong Kong cents)	每股(虧損)盈利 - 基本(港仙)	14		
From continuing operations	來自持續經營業務		(6.60)	(42.69)
From discontinued operations	來自終止經營業務		(0.24)	1.73
From continuing and discontinued operations	來自持續及 終止經營業務		(6.84)	(40.96)

Consolidated Balance Sheet

綜合資產負債表

As at 31 March 2008
於二零零八年三月三十一日

		NOTES 附註	2008 二零零八年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元
Non-current assets	非流動資產			
Investment properties	投資物業	16	–	4,220
Property, plant and equipment	物業、廠房及設備	17	600	14,417
Intangible assets	無形資產	18	–	–
Goodwill	商譽	19	–	–
			600	18,637
Current assets	流動資產			
Inventories	存貨	20	3,491	12,024
Trade and other receivables	應收貨款及其他應收款項	21	16,099	20,685
Amounts due from related companies	應收關連公司款項	22	–	33,113
Tax recoverable	可收回稅項		127	219
Bank balances and cash	銀行結存及現金	23	383,413	1,857
			403,130	67,898
Current liabilities	流動負債			
Trade and other payables	應付貨款及其他應付款項	24	21,042	22,942
Amount due to a related company	應付一間關連公司款項	25	260	–
Tax payable	應付稅項		43	1
Obligations under finance leases	融資租賃承擔			
– due within one year	– 於一年內到期	26	3	346
Bank borrowings	銀行借貸	27	2,984	10,382
			24,332	33,671
Net current assets	流動資產淨值		378,798	34,227
Total assets less current liabilities	總資產減流動負債		379,398	52,864

Consolidated Balance Sheet

綜合資產負債表

As at 31 March 2008
於二零零八年三月三十一日

		NOTES 附註	2008 二零零八年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元
Capital and reserves	股本及儲備			
Share capital	股本	29	76,537	30,448
Reserves	儲備		157,624	21,390
Equity attributable to equity holders of the Company	本公司股權持有人 應佔權益		234,161	51,838
Minority interests	少數股東權益		–	(211)
			234,161	51,627
Non-current liabilities	非流動負債			
Convertible loan notes	可換股借貸票據	31	145,237	–
Obligations under finance leases – due after one year	融資租賃承擔 – 於一年後到期	26	–	106
Deferred tax liabilities	遞延稅項負債	28	–	1,131
			145,237	1,237
			379,398	52,864

The consolidated financial statements on pages 38 to 150 were approved and authorised for issue by the Board of Directors on 28 July 2008 and are signed on its behalf by:

列載於38至150頁之綜合財務報表於二零零八年七月二十八日由董事會批准及授權刊發，並由以下董事代為簽署：

Lo Fong Hung
羅方紅
Chairperson
主席

Kwan Man Fai
關文輝
Executive Director
執行董事

Consolidated Statement of Changes in Equity

綜合權益變動表

For the year ended 31 March 2008

截至二零零八年三月三十一日止年度

		Attributable to equity holders of the Company 本公司股權持有人應佔												
		Share capital	Share premium	Convertible loan notes reserve	Share options reserve	Other reserve	Property revaluation reserve	Capital reserve	Reserve and enterprise expansion funds	Exchange translation reserve	Accumulated losses	Total	Minority interests	Total
		股本	股份溢價	可換股借貸 票據儲備	購股權儲備	其他儲備	重估儲備 物業	資本儲備	發展基金 儲備及企業	匯兌儲備	累計虧損	總額	少數股東 權益	總額
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
		(Note 1) (附註1)												
At 1 April 2006	於二零零六年四月一日	26,248	40,481	-	-	-	11,542	45,994	9,116	4,214	(4,756)	132,839	7,002	139,841
Exchange difference arising on translation of overseas operation	換算海外營運產生之匯兌差額	-	-	-	-	-	-	-	-	1,744	-	1,744	17	1,761
Loss for the year	年內虧損	-	-	-	-	-	-	-	-	-	(124,577)	(124,577)	(218)	(124,795)
Reserves realised upon disposal of subsidiaries	出售附屬公司時變現之儲備	-	-	-	-	-	(2,870)	(9,941)	(6,692)	-	19,503	-	-	-
Disposal of subsidiaries	出售附屬公司	-	-	-	-	-	-	-	-	(8,568)	-	(8,568)	(1,544)	(10,112)
Total recognised expenses for the year	年內確認之開支總額	-	-	-	-	-	(2,870)	(9,941)	(6,692)	(6,824)	(105,074)	(131,401)	(1,745)	(133,146)
Shares allotted and issued for settlement of consideration in respect of acquisition of a subsidiary	因支付收購附屬公司時變現之代價而配發及發行股份	4,200	46,200	-	-	-	-	-	-	-	-	50,400	-	50,400
Dividend paid to minority shareholders of a subsidiary	支付一間附屬公司少數股東之股息	-	-	-	-	-	-	-	-	-	-	-	(5,468)	(5,468)
Transfers (Note 2)	轉撥(附註2)	-	-	-	-	-	(1,226)	-	-	-	1,226	-	-	-
At 31 March 2007	於二零零七年三月三十一日	30,448	86,681	-	-	-	7,446	36,053	2,424	(2,610)	(108,604)	51,838	(211)	51,627
Exchange difference arising on translation of overseas operation	換算海外營運產生之匯兌差額	-	-	-	-	-	-	-	-	(6,443)	-	(6,443)	(6)	(6,449)
Loss for the year	年內虧損	-	-	-	-	-	-	-	-	-	(22,245)	(22,245)	-	(22,245)
Transfer to accumulated losses on disposal of properties	出售附屬公司時轉撥至累計虧損	-	-	-	-	-	(7,446)	-	-	(118)	9,168	1,604	-	1,604
Deregistration of a subsidiary	一間附屬公司撤銷註冊	-	-	-	-	-	-	-	-	110	-	110	217	327
Total recognised income and expenses for the year	年內確認之收支總額	-	-	-	-	-	(7,446)	-	-	(6,451)	(13,077)	(26,974)	211	(26,763)
Issue of shares	發行股份	40,000	40,000	-	-	-	-	-	-	-	-	80,000	-	80,000
Recognition of equity component of convertible loan notes	確認可換股借貸票據之股權部分	-	-	55,495	-	-	-	-	-	-	-	55,495	-	55,495
Issue of share options to directors and consultant	向董事及顧問發行購股權	-	-	-	2,251	-	-	-	-	-	-	2,251	-	2,251
Issue of share options to an independent third party	向一名獨立第三方發行購股權	-	-	-	-	609	-	-	-	-	-	609	-	609
Exercise of share options granted to an independent third party	授予一名獨立第三方之購股權獲行使	-	-	-	-	(609)	-	-	-	-	609	-	-	-
Cancellation of share options granted to directors and consultant	註銷授予董事及顧問之購股權	-	-	-	(1,525)	-	-	-	-	-	1,525	-	-	-
Issue of shares upon exercise of share options granted to an independent third party	授予獨立第三方之購股權獲行使時發行股份	6,089	64,853	-	-	-	-	-	-	-	-	70,942	-	70,942
At 31 March 2008	於二零零八年三月三十一日	76,537	191,534	55,495	726	-	-	36,053	2,424	(9,061)	(119,547)	234,161	-	234,161

Consolidated Statement of Changes in Equity

綜合權益變動表

For the year ended 31 March 2008
截至二零零八年三月三十一日止年度

Notes:

1. In accordance with the Peoples' Republic of China (the "PRC") regulations, all of the Group's subsidiaries in the PRC are required to transfer part of their profit after tax to the reserve and enterprise expansion funds, which are non-distributable, before profit distributions are made. The amounts of the transfers are subject to the approval of the boards of directors of these companies in accordance with their joint venture agreements and/or articles of association. No transfer of reserve was made for both years as the PRC subsidiaries were loss making in both years.
2. The amount represented the transfer of property revaluation reserve to the Group's losses due to the transfer of leasehold land and buildings to investment properties during the year ended 31 March 2007.

附註:

1. 根據中華人民共和國(「中國」)規例,本集團所有在中國之附屬公司需要於分派溢利前將其部份除稅後溢利轉撥至不可分派之儲備及企業發展基金。轉撥金額須經由該等公司之董事會按照該等公司之合營企業合同及/或組織章程細則審批。由於過去兩個年度,在中國之附屬公司均錄得虧損,因此於過去兩個年度並無轉撥任何款項至儲備。
2. 由於截至二零零七年三月三十一日止年度內將租賃土地及樓宇轉撥至投資物業,有關金額反映物業重估儲備轉撥至本集團之虧絀。

Consolidated Cash Flow Statement

綜合現金流量表

For the year ended 31 March 2008

截至二零零八年三月三十一日止年度

		2008 二零零八年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元
OPERATING ACTIVITIES	經營業務		
Loss before tax	除稅前虧損	(20,950)	(133,365)
(Loss) profit before tax for discontinued operations	終止經營業務之除稅前(虧損)溢利	(771)	5,327
		(21,721)	(128,038)
Adjustments for:	就下列項目作調整:		
Allowance for doubtful debts of other receivables	其他應收款項呆賬撥備	28	244
Amortisation of prepaid lease payment	預付租賃款項攤銷	-	228
Allowance for doubtful debts of trade receivables	應收貨款呆賬撥備	421	28,992
Bad debts directly written off	直接撇銷壞賬	593	1,952
Depreciation of property, plant and equipment	物業、廠房及設備之折舊	1,096	6,765
Depreciation of investment properties	投資物業之折舊	83	327
Finance costs	融資成本	974	2,820
Gain on disposal of financial assets at fair value through profit or loss	出售按公平值列賬並在收益表內處理之金融資產之收益	-	(8)
Gain on disposal of subsidiaries	出售附屬公司之收益	(669)	(9,885)
Gain on deregistration of a subsidiary	一間附屬公司撤銷註冊之收益	(215)	-
(Gain) loss on disposal of property, plant and equipment	出售物業、廠房及設備之(收益)虧損	(452)	497
(Gain) loss on disposal of investment properties	出售投資物業之(收益)虧損	(544)	1,330
Impairment loss recognised in property, plant and equipment	就物業、廠房及設備確認之減值虧損	619	-
Impairment loss recognised in respect of goodwill	就商譽確認之減值虧損	-	3,963
Impairment loss recognised in respect of intangible asset	就無形資產確認之減值虧損	-	46,440
Interest income	利息收入	(963)	(72)
Share-based payments expense	股份付款開支	2,251	-
Write back of allowance for doubtful debts	呆賬撥備撥回	(3,249)	(110)
Write down for inventories	撇銷存貨	5,421	28,245

Consolidated Cash Flow Statement

綜合現金流量表

For the year ended 31 March 2008
截至二零零八年三月三十一日止年度

		2008 二零零八年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元
	NOTE 附註		
Operating cash flow before movements in working capital	營運資金變動前之經營現金流量	(16,327)	(16,310)
Decrease in inventories	存貨減少	4,092	8,884
Decrease in trade and other receivables	應收貨款及其他應收款項減少	6,902	3,578
Decrease in trade and other payables	應付貨款及其他應付款項減少	(9,034)	(4,310)
Decrease in trust receipt loans	信託收據貸款減少	(1,488)	(1,278)
Decrease in amount due to a related company	應付一間關連公司款項減少	260	-
Cash used in operations	經營業務所用現金	(15,595)	(9,436)
Hong Kong Profits Tax refund (paid)	已退回(已繳)香港利得稅	12	(1,202)
Overseas taxes refund (paid)	已退回(已繳)海外稅項	7	(16)
NET CASH USED IN OPERATING ACTIVITIES	經營業務所用現金淨額	(15,576)	(10,654)
INVESTING ACTIVITIES	投資業務		
Repayments from related companies	關連公司還款	33,113	-
Proceeds on disposal of property, plant and equipment	出售物業、廠房及設備之所得款項	10,084	45
Proceeds on disposal of investment properties	出售投資物業之所得款項	4,579	3,417
Disposal of subsidiaries (net of cash and cash equivalents disposed of)	出售附屬公司(已扣除所出售之現金及現金等值項目)	3,584	1,263
Interest received	已收利息	963	72
Purchases of property, plant and equipment	購入物業、廠房及設備	(267)	(1,733)
Proceeds on disposal of an associate	出售一間聯營公司之所得款項	-	6,000
Proceeds on disposal of financial assets at fair value through profit or loss	出售按公平值列賬並在收益表內處理之金融資產之所得款項	-	2,351
NET CASH FROM INVESTING ACTIVITIES	投資業務所得現金淨額	52,056	11,415

Consolidated Cash Flow Statement

綜合現金流量表

For the year ended 31 March 2008
截至二零零八年三月三十一日止年度

		2008 二零零八年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元
FINANCING ACTIVITIES	融資業務		
Proceeds on issue of convertible loan notes	發行可換股借貸票據之所得款項	200,000	-
Proceeds on issue of shares	發行股份之所得款項	80,000	-
Proceeds from exercise of share options	行使購股權之所得款項	70,942	-
New bank loans raised	新增銀行貸款	17,945	26,469
Proceeds from issue of share options	發行購股權之所得款項	609	-
Repayment of bank loans	償還銀行貸款	(19,251)	(18,735)
Repayment of obligations under finance leases	償還融資租賃承擔	(449)	(598)
Interest paid	已付利息	(242)	(2,820)
Dividend paid to minority shareholders of a subsidiary	支付一間附屬公司少數股東之股息	-	(5,468)
NET CASH FROM (USED IN) FINANCING ACTIVITIES	融資業務所得(所用)現金淨額	349,554	(1,152)
NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS	現金及現金等值項目之增加(減少)淨額	386,034	(391)
CASH AND CASH EQUIVALENTS AT BEGINNING OF YEAR	年初之現金及現金等值項目	(3,467)	(3,387)
EFFECT OF FOREIGN EXCHANGE RATE CHANGES	匯率變動之影響	141	311
CASH AND CASH EQUIVALENTS AT END OF YEAR	年終之現金及現金等值項目	382,708	(3,467)
ANALYSIS OF BALANCES OF CASH AND CASH EQUIVALENTS, represented by:	現金及現金等值項目結存分析 可分為:		
Bank balances and cash	銀行結存及現金	383,413	1,857
Bank overdrafts	銀行透支	(705)	(5,324)
		382,708	(3,467)

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 March 2008
截至二零零八年三月三十一日止年度

1. GENERAL

The Company is incorporated in Bermuda as an exempted company with limited liability. The shares of the Company 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\$"), which is the same as the functional currency of the Company.

The principal activities of the Company and its subsidiaries (the "Group") are marketing of clocks, marketing of lighting products and trading of metals.

1. 一般資料

本公司於百慕達註冊成立為一間受豁免之有限公司，其股份在香港聯合交易所有限公司（「聯交所」）上市。

本公司註冊辦事處及主要營業地點之地址均於年報之公司資料中披露。

綜合財務報表以港元呈列，而本公司以港元作為功能貨幣。

本公司及其附屬公司（「本集團」）之主要業務為時鐘營銷、照明產品營銷及金屬貿易。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 March 2008
截至二零零八年三月三十一日止年度

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

In the current year, the Group has applied, for the first time, the following new standard, amendments and interpretations (“new HKFRSs”) issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”) which are effective for the Group’s financial year beginning on 1 April 2007.

Hong Kong Accounting Standard (“HKAS”) 1 (Amendment)	Capital Disclosures
HKFRS 7	Financial Instruments: Disclosures
HK(IFRIC)-Interpretation (“INT”) 7	Applying the Restatement Approach under HKAS 29 Financial Reporting in Hyperinflationary Economies
HK(IFRIC)-INT 8	Scope of HKFRS 2
HK(IFRIC)-INT 9	Reassessment of Embedded Derivatives
HK(IFRIC)-INT 10	Interim Financial Reporting and Impairment
HK(IFRIC)-INT 11	HKFRS 2 – Group and Treasury Share Transactions

The adoption of the new HKFRSs had no material effect on how the results and financial position for the current or prior accounting periods have been prepared and presented. Accordingly, no prior period adjustment has been required.

2. 採用新訂及經修訂香港財務報告準則

於本年度，本集團已首次採用下列由香港會計師公會頒布之新準則、修訂及詮釋（「新香港財務報告準則」），該等準則、修訂及詮釋由二零零七年四月一日開始之財政年度生效。

香港會計準則第1號（經修訂）	資本披露
香港財務報告準則第7號	金融工具：披露
香港（國際財務報告詮釋委員會）— 詮釋第7號	根據香港會計準則第29號「於高通脹經濟下之財務報告」應用重列法
香港（國際財務報告詮釋委員會）— 詮釋第8號	香港財務報告準則第2號之範圍
香港（國際財務報告詮釋委員會）— 詮釋第9號	重估嵌入式衍生工具
香港（國際財務報告詮釋委員會）— 詮釋第10號	中期財務報告及減值
香港（國際財務報告詮釋委員會）— 詮釋第11號	香港財務報告準則第2號— 集團及庫存股份交易

採用新香港財務報告準則對編製及呈列本集團目前或過往會計期間之業績及財務狀況之方式並無重大影響。因此，無須作出前期調整。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 March 2008
截至二零零八年三月三十一日止年度

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

The Group has not early applied the following new and revised standards, amendments or interpretations that have been issued but are not yet effective.

HKAS 1 (Revised)	Presentation of Financial Statements ¹
HKAS 1 & 32 (Amendment)	Puttable Financial Instruments and Obligations Arising on Liquidation ¹
HKAS 23 (Revised)	Borrowing Costs ¹
HKAS 27 (Revised)	Consolidated and Separate Consolidated Financial Statements ⁴
HKFRS 2 (Amendment)	Share-based Payment – Vesting Conditions and Cancellations ¹
HKFRS 3 (Revised)	Business Combinations ⁴
HKFRS 8	Operating Segments ¹
HK(IFRIC)-INT 12	Service Concession Arrangements ²
HK(IFRIC)-INT 13	Customer Loyalty Programmes ³
HK(IFRIC)-INT 14	HKAS 19 – The Limit on a Defined Benefit Asset, Minimum Funding Requirements and their Interaction ²

- ¹ Effective for annual periods beginning on or after 1st January 2009.
- ² Effective for annual periods beginning on or after 1st January 2008.
- ³ Effective for annual periods beginning on or after 1st July 2008.
- ⁴ Effective for annual periods beginning on or after 1st July 2009.

2. 採用新訂及經修訂香港財務報告準則 (續)

本集團並無提早採用下列已頒佈但尚未生效之新訂及經修訂準則、修訂或詮釋。

香港會計準則第1號(經修訂)	呈列財務報表 ¹
香港會計準則第1號及第32號(經修訂)	可沽售金融工具及清盤產生之責任 ¹
香港會計準則第23號(經修訂)	借貸成本 ¹
香港會計準則第27號(經修訂)	綜合及獨立綜合財務報表 ⁴
香港財務報告準則第2號(經修訂)	股份支付款項 – 歸屬條件及註銷 ¹
香港財務報告準則第3號(經修訂)	業務合併 ⁴
香港財務報告準則第8號	經營分類 ¹
香港(國際財務報告詮釋委員會) – 詮釋第12號	服務特許安排 ²
香港(國際財務報告詮釋委員會) – 詮釋第13號	顧客忠誠計劃 ³
香港(國際財務報告詮釋委員會) – 詮釋第14號	香港會計準則第19號 – 界定福利資產之限額、最低資金要求及兩者之互動關係 ²

- ¹ 由二零零九年一月一日或之後開始之年度期間生效。
- ² 由二零零八年一月一日或之後開始之年度期間生效。
- ³ 由二零零八年七月一日或之後開始之年度期間生效。
- ⁴ 由二零零九年七月一日或之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 31 March 2008

截至二零零八年三月三十一日止年度

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

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

3. SIGNIFICANT ACCOUNTING POLICIES

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

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

(a) Basis of consolidation

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

2. 採用新訂及經修訂香港財務報告準則 (續)

本公司之董事預期採用該等準則、修訂或詮釋不會對本集團之業績及財務狀況造成重大影響。

3. 主要會計政策

綜合財務報表乃根據歷史成本法編製，惟按公平值計算之若干金融工具除外，有關之會計政策闡述如下。

綜合財務報表已根據香港會計師公會頒布之香港財務報告準則編製。此外，綜合財務報表亦包括聯交所證券上市規則及香港公司條例規定之適用披露事項。

(a) 綜合賬目基準

綜合財務報表包括本公司及其控制之實體（包括特殊目的機構）（其附屬公司）之財務報表。當本公司有權決定一間實體之財務及經營政策，藉以從其活動獲益時，則被視為擁有該實體之控制權。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 March 2008
截至二零零八年三月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

(a) Basis of consolidation (continued)

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

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.

Minority interests in the net assets of consolidated subsidiaries are presented separately from the Group's equity therein. Minority interests in the net assets consist of the amount of those interests at the date of the original business combination and the minority's share of changes in equity since the date of the combination. Losses applicable to the minority in excess of the minority's interest in the subsidiary's equity are allocated against the interests of the Group except to the extent that the minority has a binding obligation and is able to make an additional investment to cover the losses.

3. 主要會計政策 (續)

(a) 綜合賬目基準 (續)

年內收購或出售之附屬公司之業績乃由實際收購日期起或至實際出售日期(如適用)止計入綜合收益表中。

如需要,將會就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用者貫徹一致。

所有集團內公司間之交易、結餘、收入及費用均在綜合賬目中對銷。

少數股東在綜合附屬公司資產淨值中所佔權益與本集團所佔股權分開呈列。資產淨值中之少數股東權益包括於該等權益於原業務合併當日之金額及少數股東分佔之股權自合併日起之變動。除非少數股東有具約束力之義務及有能力增加投資以抵銷虧損,否則少數股東所佔虧損超逾其於附屬公司實際之權益之差額將從本集團權益中扣減。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 March 2008
截至二零零八年三月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

(b) Business combinations

The acquisition of subsidiaries is accounted for using the purchase method. The cost of the acquisition is measured at the aggregate of the fair values, at the date of exchange, of assets given, liabilities incurred or assumed, and equity instruments issued by the Group in exchange for control of the acquiree, plus any costs directly attributable to the business combination. The acquiree's identifiable assets, liabilities and contingent liabilities that meet the conditions for recognition under HKFRS 3 "Business Combinations" are recognised at their fair values at the acquisition date.

Goodwill arising on acquisition is recognised as an asset and initially measured at cost, being the excess of the cost of the business combination over the Group's interest in the net fair value of the identifiable assets, liabilities and contingent liabilities recognised. If, after reassessment, the Group's interest in the net fair value of the acquiree's identifiable assets, liabilities and contingent liabilities exceeds the cost of the business combination, the excess is recognised immediately in profit or loss.

The interest of minority shareholders in the acquiree is initially measured at the minority's proportion of the net fair value of the assets, liabilities and contingent liabilities recognised.

3. 主要會計政策 (續)

(b) 業務合併

收購附屬公司採用購買會計處理法入賬。收購成本按交換當日所給予之資產、所產生或承擔之負債，以及本集團為交換被收購方之控制權而發行之股權工具之公平值總額，另加業務合併直接應佔之任何成本計量。符合香港財務報告準則第3號「業務合併」中確認條件之被收購方之可識別資產、負債及或然負債，均以收購日之公平值確認。

因收購而產生之商譽確認為資產，初步按成本（即業務合併成本超逾本集團於已確認之可識別資產、負債及或然負債之公平值淨額之權益）計量。倘於重新評估後，本集團於被收購方之可識別資產、負債及或然負債之公平值淨額之權益高於業務合併成本，超出部分即時於收益表內確認。

少數股東於被收購方之權益初步按少數股東於已確認資產、負債及或然負債之公平值淨額所佔比例計量。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 March 2008
截至二零零八年三月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

(c) Goodwill

Goodwill arising on acquisitions prior to 1 January 2005

Goodwill arising on an acquisition of a subsidiary for which the agreement date is before 1 January 2005 represents the excess of the cost of acquisition over the Group's interest in the fair value of the identifiable assets and liabilities of the relevant subsidiary at the date of acquisition.

For previously capitalised goodwill arising on acquisitions of subsidiaries before 1 January 2005, the Group has discontinued amortisation from 1 April 2005 onwards, and such goodwill is tested for impairment annually, and whenever there is an indication that the cash-generating unit to which the goodwill relates may be impaired (see the accounting policy below).

Goodwill arising on acquisition on or after 1 January 2005

Goodwill arising on an acquisition of a subsidiary for which the agreement date is on or after 1 January 2005 represents the excess of the cost of acquisition over the Group's interest in the fair value of the identifiable assets, liabilities and contingent liabilities of the relevant subsidiary at the date of acquisition. Such goodwill is carried at cost less any accumulated impairment losses.

3. 主要會計政策 (續)

(c) 商譽

於二零零五年一月一日前收購產生之商譽

於二零零五年一月一日前達成協議收購附屬公司而產生之商譽乃指收購成本超出在收購日本集團於相關附屬公司可識別資產及負債之公平值淨額之權益之差額。

對於先前於二零零五年一月一日前收購附屬公司而產生並撥充資本之商譽，本集團自二零零五年四月一日開始不再進行攤銷，惟每年及於與商譽有關之現金產成單元出現可能減值之跡象時進行減值測試（參看以下會計政策）。

於二零零五年一月一日或之後收購產生之商譽

於二零零五年一月一日或之後達成協議收購附屬公司而產生之商譽乃指收購成本超出在收購日本集團於相關附屬公司可識別資產、負債及或然負債之公平值淨額之權益之差額。有關商譽乃按成本扣減任何累計減值虧損列賬。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 March 2008

截至二零零八年三月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES

(continued)

(c) Goodwill (continued)

Goodwill arising on acquisition on or after 1 January 2005 (continued)

Capitalised goodwill arising on an acquisition of a subsidiary is presented separately in the consolidated balance sheet.

For the purposes of impairment testing, goodwill arising from an acquisition is allocated to each of the relevant cash-generating units, or groups of cash-generating units, that are expected to benefit from the synergies of the acquisition. A cash-generating unit to which goodwill has been allocated is tested for impairment annually, and whenever there is an indication that the unit may be impaired. For goodwill arising on an acquisition in a financial year, the cash-generating unit to which goodwill has been allocated is tested for impairment before the end of that financial year. When the recoverable amount of the cash-generating unit is less than the carrying amount of the unit, the impairment loss is allocated to reduce the carrying amount of any goodwill allocated to the unit first, and then to the other assets of the unit pro rata on the basis of the carrying amount of each asset in the unit. Any impairment loss for goodwill is recognised directly in the consolidated income statement. An impairment loss for goodwill is not reversed in subsequent periods.

3. 主要會計政策 (續)

(c) 商譽 (續)

於二零零五年一月一日或之後收購產生之商譽 (續)

收購附屬公司產生而撥充資本之商譽於綜合資產負債表內分開呈列。

為進行減值測試，收購產生之商譽會分配至預期因收購產生之協同效應而得益之各個相關現金產成單元或現金產成單位組別。各個獲分配商譽之現金產成單元會每年及於出現可能減值之跡象時進行減值測試。就於某個財政年度因收購而產生之商譽，獲分配商譽之現金產成單元於該財政年度完結前進行減值測試。當現金產成單元之可收回金額少於該單元之賬面值，則減值虧損會先分配以沖抵獲分配至該單元之商譽之賬面值，其後按單元內各項資產之賬面值之比例沖抵該單元之其他資產。商譽之任何減值虧損乃直接於綜合收益表內確認。商譽之減值虧損不會於往後期間撥回。

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3. SIGNIFICANT ACCOUNTING POLICIES (continued)

(c) Goodwill (continued)

Goodwill arising on acquisition on or after 1 January 2005 (continued)

On subsequent disposal of a subsidiary, the attributable amount of goodwill capitalised is included in the determination of the amount of profit or loss on disposal.

(d) Investments in subsidiaries

Investments in subsidiaries are included in the Company's balance sheet at cost less any identified impairment loss.

(e) Investments in associates

An associate is an entity over which the investor has significant influence and that is neither a subsidiary nor an interest in a joint venture.

The results and assets and liabilities of associates are incorporated in these consolidated financial statements using the equity method of accounting. Under the equity method, investments in associates are carried in the consolidated balance sheet at cost as adjusted for post-acquisition changes in the Group's share of the profit or loss and of changes in equity of the associate, less any identified impairment loss. When the Group's share of losses of an associate equals or exceeds its interest in that associate (which includes any long-term interests that, in substance, form part of the Group's net investment in the associate), the Group discontinues recognising its share of further losses. An additional share of losses is provided for and a liability is recognised only to the extent that the Group has incurred legal or constructive obligations or made payments on behalf of that associate.

3. 主要會計政策 (續)

(c) 商譽 (續)

於二零零五年一月一日或之後收購產生之商譽 (續)

當附屬公司於其後出售，已撥充資本之應佔商譽將於計算出售盈虧時計算在內。

(d) 附屬公司之投資

附屬公司之投資乃以成本值減去任何已識別之減值虧損列於本公司之資產負債表。

(e) 於聯營公司之投資

聯營公司是一個投資者具有重大影響力之實體，它既不是附屬公司，也並非於合資企業之投資。

聯營公司之業績、資產及負債乃以會計權益法納入該等綜合財務報表。根據權益法，於聯營公司之投資乃按成本於綜合資產負債表中列賬，並就本集團分佔該聯營公司之損益及權益變動之收購後變動作出調整，以及減去任何已識別之減值虧損。當本集團分佔某聯營公司之虧損相等於或超出其於該聯營公司之權益（包括任何長期權益，而該長期權益實質上構成本集團於該聯營公司之投資淨額之一部分），則本集團不再繼續確認其分佔之進一步虧損。額外分佔之虧損乃被備抵，而負債僅以本集團已產生法定或推定責任或代表該聯營公司作出付款者為限被確認。

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3. SIGNIFICANT ACCOUNTING POLICIES (continued)

(e) Investments in associates (continued)

Any excess of the cost of acquisition over the Group's share of the net fair value of the identifiable assets, liabilities and contingent liabilities of the associate recognised at the date of acquisition is recognised as goodwill. The goodwill is included within the carrying amount of the investment and is assessed for impairment as part of the investment.

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

Where a group entity transacts with an associate of the Group, profits and losses are eliminated to the extent of the Group's interest in the relevant associate.

(f) Intangible assets

Intangible assets acquired separately

Intangible assets acquired separately and with finite useful lives are carried at costs less accumulated amortisation and any accumulated impairment losses. Amortisation for intangible assets with finite useful lives is provided on a straight-line basis over their estimated useful lives. Alternatively, intangible assets with indefinite useful lives are carried at cost less any subsequent accumulated impairment losses (see the accounting policy in respect of impairment losses below).

Gains or losses arising from derecognition of an intangible asset are measured at the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the consolidated income statement when the asset is derecognised.

3. 主要會計政策 (續)

(e) 於聯營公司之投資 (續)

收購成本超出本集團分佔於收購日期該聯營公司之已確認可識別資產、負債及或然負債公平淨值之數額皆確認為商譽，而商譽包括在投資賬面值內，並作為投資一部分之減值評估。

本集團分佔聯營公司之已確認資產、負債及或然負債公平淨值超出收購成本之任何數額，經重估後立即計入收益表。

當集團實體與集團聯營公司進行交易時，有關收益以集團於相關聯營公司之權益為限對銷。

(f) 無形資產

獨立收購之無形資產

獨立收購而可使用年期有限之無形資產以成本減累計攤銷及任何累計減值虧損入賬。可使用年期有限之無形資產乃於估計可使用年期間以直線法計提攤銷。另外，具無限可使用年期之無形資產以成本減任何其後累計減值虧損入賬（見下文有關減值虧損之會計政策）。

因終止確認無形資產而產生之收益或虧損，以出售所得款項淨額與資產賬面值之間之差額計量，並在終止確認該資產時於綜合收益表中確認。

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3. SIGNIFICANT ACCOUNTING POLICIES (continued)

(f) Intangible assets (continued)

Patents and trademarks

Cost incurred on the acquisition of patents and trademarks are capitalised in the consolidated balance sheet and are amortised by equal annual instalments over the estimated useful life of five years. Patents and trademarks are not revalued as there is no active market for these assets.

Research and development expenditures

Expenditure on research activities is recognised as an expense in the year in which it is incurred.

Intangible assets acquired in a business combination

Intangible assets acquired in a business combination are identified and recognised separately from goodwill where they satisfy the definition of an intangible asset and their fair values can be measured reliably. The cost of such intangible assets is their fair value at the acquisition date.

Subsequent to initial recognition, intangible assets with finite useful lives are carried at costs less accumulated amortisation and any accumulated impairment losses. Amortisation for intangible assets with finite useful lives is provided on a straight-line basis over their estimated useful lives. Alternatively, intangible assets with indefinite useful lives are carried at cost less any subsequent accumulated impairment losses (see the accounting policy in respect of impairment losses on tangible and intangible assets below).

3. 主要會計政策 (續)

(f) 無形資產 (續)

專利權及商標

收購專利權及商標產生之費用於綜合資產負債表內撥充資本，並按五年之估計可使用年期每年以相等款額分期攤銷。由於專利權及商標並無活躍市場，故並無重估。

研究及開發成本

研究活動之費用於產生之年度內確認為開支。

於業務合併中收購之無形資產

倘於業務合併中收購之無形資產符合無形資產之定義，且其公平值能可靠計量，則會與商譽分開識別及確認。該等無形資產之成本為於收購日之公平值。

可使用年期有限之無形資產於初步確認後，以成本減累計攤銷及任何累計減值虧損入賬。可使用年期有限之無形資產乃於估計可使用年期間以直線法計提攤銷。另外，具無限可使用年期之無形資產以成本減任何其後累計減值虧損入賬（見下文有關有形及無形資產減值虧損之會計政策）。

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截至二零零八年三月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES

(continued)

(g) Property, plant and equipment

Property, plant and equipment are stated at cost less subsequent accumulated depreciation and accumulated impairment losses.

Advantage has been taken of the transitional relief provided by paragraph 80A of HKAS 16 "Property, Plant and Equipment" from the requirement to make regular revaluations of the Group's land and buildings which had been carried at revalued amounts prior to 30 September 1995, and accordingly no further revaluation of land and buildings is carried out. Prior to 30 September 1995, the revaluation increase arising on the revaluation of these assets was credited to the revaluation reserve. Any future decreases in value of these assets will be dealt with as an expense to the extent that they exceed the balance, if any, on the revaluation reserve relating to a previous revaluation of the same asset. On the subsequent sale or retirement of a revalued asset, the corresponding revaluation surplus is transferred to retained earnings.

Depreciation is provided to write off the cost or valuations of items of property, plant and equipment over their estimated useful lives and after taking into account their estimated residual value, using the straight-line method.

3. 主要會計政策 (續)

(g) 物業、廠房及設備

物業、廠房及設備按成本值減其後累積折舊及累計減值虧損列賬。

因應香港會計準則第16號「物業、廠房及設備」第80A段規定之過渡性寬限條文，容許無須定期重估本集團之土地及樓宇（於一九九五年九月三十日前按重估價值入賬者），因此不再重估土地及樓宇。於一九九五年九月三十日前，因重估該等資產而產生之重估增值均列入重估儲備。未來該等資產之價值減少至超過關於早前重估之該項資產之重估儲備結餘（如有）時，差額則列作開支。其後出售或棄用重估資產時會將相應重估盈餘轉撥至保留盈利。

物業、廠房及設備項目之折舊按其估計可使用年期並計及其估計剩餘價值以直線法計提，以撇銷其成本值或估值。

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3. SIGNIFICANT ACCOUNTING POLICIES (continued)

(g) Property, plant and equipment (continued)

Assets held under finance leases are depreciated over their estimated useful lives on the same basis as owned assets or, where shorter, the term of the relevant lease.

Construction in progress is stated at cost, less any identified impairment losses. Costs include all development expenditure and other direct cost attributes to such projects. Upon completion of construction, the relevant costs are transferred to appropriate categories of property, plant and equipment when they are ready for use.

No depreciation or amortisation is provided on construction in progress until the asset is completed and put into use.

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

3. 主要會計政策 (續)

(g) 物業、廠房及設備 (續)

根據融資租賃持有之資產乃於其估計可使用年期按與自置資產相同之基準或於相關租賃年期(取較短者)折舊。

在建工程按成本減任何已識別減值虧損列賬。成本包括所有發展支出及該項目之其他直接成本。待工程完成後，倘物業、廠房及設備已經備用，則相關成本將轉撥至物業、廠房及設備之適當類別。

除非資產已完工並可使用，否則不會就在建工程計提折舊或攤銷。

物業、廠房及設備項目於出售時或於預計不會從持續使用該項資產中獲得未來經濟利益時終止確認。任何因終止確認資產而產生之收益或虧損(按出售所得款項淨額與該項目之賬面值兩者之差額計算)，於終止確認該項目之年度計入綜合收益表。

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3. SIGNIFICANT ACCOUNTING POLICIES

(continued)

(h) Investment properties

Investment properties are properties held to earn rentals.

On initial recognition, investment properties are measured at cost, including any directly attributable expenditure. Subsequent to initial recognition, investment properties are stated at cost less subsequent accumulated depreciation and any accumulated impairment losses. Depreciation is charged so as to write off the cost of investment properties using the straight-line method.

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

(i) Land use rights

Land use rights are stated at cost less accumulated amortisation and accumulated impairment losses. The cost of land use rights is amortised on a straight-line basis over the period of the land use rights or the term of the respective enterprise to which the land use rights are granted, whichever is the shorter.

3. 主要會計政策 (續)

(h) 投資物業

投資物業為持作賺取租金之物業。

於初步確認時，投資物業按成本（包括任何直接應佔開支）計量。於初步確認後，投資物業按成本減其後累計折舊及任何累計減值虧損列賬。投資物業採用直線法計提折舊，以撇銷成本。

當投資物業出售或永久停止使用或預計不會從出售該項物業中獲得未來經濟利益時，即終止確認該項投資物業。終止確認資產所產生之任何收益或虧損（按出售所得款項淨額與該資產賬面值兩者之差額計算）於終止確認該項目之年度計入綜合收益表。

(i) 土地使用權

土地使用權按成本減累計攤銷及累計減值虧損列賬。土地使用權成本於土地使用權期間或獲授土地使用權之各企業年期（以較短者為準）內，以直線法攤銷。

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3. SIGNIFICANT ACCOUNTING POLICIES (continued)

(j) Financial instruments

Financial assets and financial liabilities are recognised on the consolidated balance sheet 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.

Financial assets

The Group's financial assets are classified as loans and receivables. 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. The accounting policies adopted in respect of each category of financial assets are set out below.

3. 主要會計政策 (續)

(j) 金融工具

金融資產及金融負債乃於某集團實體成為工具合同條文之訂約方時在綜合資產負債表確認。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資產負債直接應佔之交易成本(按公平值列賬並在收益表內處理之金融資產及金融負債除外)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(如適用)。收購按公平值列賬並在收益表內處理之金融資產或金融負債直接應佔之交易成本即時於收益表內確認。

金融資產

本集團之金融資產分為貸款及應收款項。所有定期購買或出售金融資產乃按交易日基準確認及終止確認。定期購買或出售乃購買或銷售金融資產，並要求於市場規則或慣例設定之時間框架內交付資產。就各類金融資產採納之會計政策載於下文。

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3. SIGNIFICANT ACCOUNTING POLICIES (continued)

(j) Financial instruments (continued)

Financial assets (continued)

Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. At each balance sheet date subsequent to initial recognition, loans and receivables (including trade and others receivables, amounts due from related companies and bank balances) are carried at amortised cost using the effective interest method, less any identified impairment losses. (see accounting policy on impairment loss of financial assets below).

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 on 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 asset, or where appropriate, a shorter period.

Income is recognised on an effective interest basis for debt instruments.

3. 主要會計政策 (續)

(j) 金融工具 (續)

金融資產 (續)

貸款及應收款項

貸款及應收款項指並非於活躍市場報價而具備固定或可釐定款項之非衍生工具金融資產。於初步確認後各結算日，貸款及應收款項（包括應收貨款及其他應收款項、應收關連公司款項及銀行結存）均按採用實際利率法計算之已攤銷成本減任何已識別減值虧損入賬（見下文有關金融資產減值虧損之會計政策）。

實際利率法

實際利率法乃計量金融資產之攤銷成本及分配相關期間利息收入之方法。實際利率乃按金融資產之預計年期或適用之較短期間，準確折讓估計未來現金收入（包括構成實際利率不可或缺部份之一切已付或已收利率差價費用、交易成本及其他溢價或折讓）之利率。

債務工具之收入乃按實際利率基準確認。

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3. SIGNIFICANT ACCOUNTING POLICIES (continued)

(j) Financial instruments (continued)

Financial assets (continued)

Impairment of financial assets

Financial assets are assessed for indicators of impairment at each balance sheet date. Financial assets are impaired where there is objective evidence that, as a result of one or more events that occurred after the initial recognition of the financial asset, the estimated future cash flows of the financial assets have been impacted.

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

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

For certain categories of financial asset, such as trade and other receivables, assets that are assessed not to be impaired individually are subsequently assessed for impairment on a collective basis. Objective evidence of impairment for a portfolio of receivables could include the Group's past experience of collecting payments, an increase in the number of delayed payments in the portfolio past the credit period, observable changes in national or local economic conditions that correlate with default on receivables.

3. 主要會計政策 (續)

(j) 金融工具 (續)

金融資產 (續)

金融資產之減值

金融資產於各結算日評定有否減值跡象。倘有客觀證據顯示，金融資產之估計未來現金流量因一項或多項於初步確認金融資產後發生之事件而受到影響，則金融資產出現減值。

就所有金融資產而言，客觀之減值證據包括：

- 發行人或交易對手出現重大財政困難；或
- 未能繳付或延遲償還利息或本金；或
- 借款人有可能面臨破產或財務重組。

應收貨款及其他應收款項等被評估為非個別減值之若干金融資產類別，其後按整體基準進行減值評估。應收款項組合之客觀減值證據可包括本集團之過往收款經驗、組合內延遲還款至超逾平均信貸期之次數增加，以及與應收款項逾期有關之全國或地方經濟狀況明顯改變。

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For the year ended 31 March 2008
截至二零零八年三月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

(j) Financial instruments (continued)

Financial assets (continued)

Impairment of financial assets (continued)

For financial assets carried at amortised cost, an impairment loss is recognised in profit or loss when there is objective evidence that the asset is impaired, and is measured as the difference between the asset's carrying amount and the present value of the estimated future cash flows discounted at the original effective interest rate.

The carrying amount of the financial asset is reduced by the impairment loss directly for all financial assets with the exception of trade and other 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 and other 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.

3. 主要會計政策 (續)

(j) 金融工具 (續)

金融資產 (續)

金融資產之減值 (續)

就按已攤銷成本列賬之金融資產而言，倘有客觀跡象顯示資產出現減值則確認減值虧損，並按資產之賬面值及估計未來現金流量按初始實際利率折現之現值之差額計量。

除應收貨款及其他應收款項外，所有金融資產之減值虧損會直接於金融資產之賬面值中扣減，而金融資產之賬面值會透過撥備賬作出扣減。撥備賬之賬面值變動於收益表內確認。倘應收貨款及其他應收款項被視為無法收回，則於撥備賬撇銷。其後收回過往撇銷之款項計入收益表內。

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3. SIGNIFICANT ACCOUNTING POLICIES (continued)

(j) 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 losses 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.

Financial liabilities and equity

Financial liabilities and equity instruments issued by a group entity are classified according to the substance of the contractual arrangements entered into and the definitions of a financial liability and an equity instrument.

An equity instrument is any contract that evidences a residual interest in the assets of the group after deducting all of its liabilities. The Group's financial liabilities are classified as other financial liabilities.

3. 主要會計政策 (續)

(j) 金融工具 (續)

金融資產 (續)

金融資產之減值 (續)

就按已攤銷成本計量之金融資產而言，倘減值虧損金額於往後期間有所減少，而有關減少在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，惟該資產於減值被撥回當日之賬面值不得超過未確認減值時之已攤銷成本。

金融負債及股權

集團實體發行之金融負債及股權工具乃根據所訂立之合約安排之性質以及金融負債及股權工具之定義而分類。

股權工具為證明於集團經扣除其所有負債後之資產中所剩餘權益之任何合約。本集團之金融負債一般分類為其他金融負債。

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綜合財務報表附註

For the year ended 31 March 2008
截至二零零八年三月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

(j) Financial instruments (continued)

Financial liabilities and equity (continued)

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 through the expected life of the financial liability, or where appropriate, a shorter period.

Interest expenses is recognised on an effective interest basis.

Other financial liabilities

Other financial liabilities including trade and other payables, amount due to related company, obligations under finance leases and bank borrowings are subsequently measured at amortised cost, using the effective interest rate method.

Convertible loan notes

Convertible loan notes issued by the Group that contain both the liability and conversion option components are classified separately into respective items on initial recognition. Conversion option that will be settled by the exchange of a fixed amount of cash or another financial asset for a fixed number of the Company's own equity instruments is classified as an equity instrument.

3. 主要會計政策 (續)

(j) 金融工具 (續)

金融負債及股權 (續)

實際利率法

實際利率法乃計算金融負債之攤銷成本及分配相關期間利息開支之方法。實際利率乃按金融負債之預計年期或適用之較短期間，準確折現估計未來現金付款之利率。

利息開支乃按實際利率基準確認。

其他金融負債

其他金融負債包括應付貨款及其他應付款項、應付關連公司款項、融資租賃承擔及銀行借貸，乃隨後採用實際利率法按已攤銷成本計量。

可換股借貸票據

本集團發行之可換股借貸票據包括負債及轉換權部份，乃於初步確認時各自分類為負債及股權部份。將以固定金額現金或另一項金融資產交換本公司固定數目之股權工具方式結清之轉換權乃分類為股權工具。

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For the year ended 31 March 2008
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3. SIGNIFICANT ACCOUNTING POLICIES (continued)

(j) Financial instruments (continued)

Financial liabilities and equity (continued)

Convertible loan notes (continued)

On initial recognition, the fair value of the liability component is determined using the prevailing market interest of similar non-convertible debts. The difference between the gross proceeds of the issue of the convertible loan notes and the fair value assigned to the liability component, representing the conversion option for the holder to convert the loan notes into equity, is included in equity (convertible loan notes reserve).

In subsequent periods, the liability component of the convertible loan notes is carried at amortised cost using the effective interest method. The equity component, representing the option to convert the liability component into ordinary shares of the Company, will remain in convertible loan notes reserve until the embedded option is exercised (in which case the balance stated in convertible loan notes reserve will be transferred to share premium). Where the option remains unexercised at the expiry date, the balance stated in convertible loan notes reserve will be released to retained earnings. No gain or loss is recognised in profit or loss upon conversion or expiration of the option.

3. 主要會計政策 (續)

(j) 金融工具 (續)

金融負債及股權 (續)

可換股借貸票據 (續)

於初步確認時，負債部份之公平值乃按類似不可轉換債務之現行市場利率釐定。發行可換股借貸票據之所得款項總額與撥往負債部份之公平值之差額（代表讓持有人將票據轉換為股權之轉換權）應列入股權（可換股借貸票據儲備）內。

於往後期間，可換股借貸票據之負債部份乃以實際利率法按已攤銷成本列賬。股權部份（代表可將負債部份轉換為本公司普通股之選擇權）將保留於可換股借貸票據儲備，直至嵌入式轉換權獲行使為止（在此情況下，可換股借貸票據儲備之結餘將轉撥至股份溢價）。倘轉換權於到期日尚未獲行使，可換股借貸票據儲備之結餘將轉撥至保留盈利。轉換權獲轉換或到期時將不會於損益中確認任何盈虧。

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3. SIGNIFICANT ACCOUNTING POLICIES (continued)

(j) Financial instruments (continued)

Financial liabilities and equity (continued)

Convertible loan notes (continued)

Transaction costs that relate to the issue of the convertible loan notes are allocated to the liability and equity components in proportion to the allocation of the gross proceeds. Transaction costs relating to the equity component are charged directly to equity. Transaction costs relating to the liability component are included in the carrying amount of the liability portion and amortised over the period of the convertible loan notes using the effective interest method.

Equity instruments

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

Share options granted to independent third parties (other than employees/suppliers/consultants)

An issued share options that gives the counterparty a right to buy a fixed number of the entity's shares for a fixed price or for a fixed stated principal amount of a bond is an equity instrument.

Any consideration received (such as the premium received for a written option or warrant on the entity's own shares) is added directly to equity.

At the time when the share options are exercised, the consideration received previously recognised in equity will be transferred to accumulated loss.

3. 主要會計政策 (續)

(j) 金融工具 (續)

金融負債及股權 (續)

可換股借貸票據 (續)

發行可換股借貸票據之交易成本，按所得款項總額之分配比例撥往負債及股權部份。股權部份之交易成本會直接於股權中扣除。負債部份之交易成本計入負債部份之賬面值中，並以實際利率法於可換股借貸票據期限內攤銷。

股權工具

本公司發行之股權工具乃按已收所得款項（扣除直接發行成本）入賬。

向獨立第三方（僱員／供應商／顧問除外）授出購股權

給予交易對手權利按固定價格或固定債券本金額購買指定數目之實體股份之已發行購股權為股本工具。

任何已收代價（例如就涉及實體自身股份之書面選擇權或認股權證而收取之溢價）直接計入權益。

購股權獲行使時，以往於權益確認之已收代價將轉撥至累計虧損。

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綜合財務報表附註

For the year ended 31 March 2008
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3. SIGNIFICANT ACCOUNTING POLICIES (continued)

(j) Financial instruments (continued)

Derecognition

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

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

(k) Inventories

Inventories are stated at the lower of cost and net realisable value. Cost is calculated using the weighted average method.

3. 主要會計政策 (續)

(j) 金融工具 (續)

終止確認

當從資產收取現金流量之權利屆滿，或金融資產被轉讓而本集團已轉讓金融資產擁有權之絕大部分風險及回報時，則會終止確認該等金融資產。於終止確認金融資產時，該項資產賬面值與已收及應收代價及於股權直接確認之累計盈虧兩者之差額會於收益表內確認。

當有關合約訂明之責任獲解除、獲註銷或屆滿時，則會終止確認金融負債。被終止確認之金融負債之賬面值與已付及應付代價兩者之差額於收益表內確認。

(k) 存貨

存貨乃按成本及可變現淨值之較低者列賬。成本按照加權平均法計算。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 March 2008

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3. SIGNIFICANT ACCOUNTING POLICIES

(continued)

(I) Impairment losses on tangible and intangible assets other than goodwill (see accounting policy in respect of goodwill above)

At each balance sheet date, the Group reviews the carrying amounts of its tangible and intangible assets to determine whether there is any indication that those assets have suffered an impairment loss. In addition, intangible assets with indefinite useful lives and intangible assets not yet available for use are tested for impairment annually, and whenever there is an indication that they may be impaired. If the recoverable amount of an asset is estimated to be less than its carrying amount, the carrying amount of the asset is reduced to its recoverable amount. An impairment loss is recognised as an expense immediately.

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

3. 主要會計政策 (續)

(I) 有形及無形資產 (不包括商譽) 之減值虧損 (見上文有關商譽之會計政策)

本集團會於各結算日檢討其有形及無形資產之賬面值，以確定該等資產有否出現減值虧損之任何跡象。此外，具無限可使用年期之無形資產及未供使用之無形資產會每年及於出現可能減值之跡象時進行減值測試。倘估計資產之可收回數額低於其賬面值，則該資產之賬面值將減至其可收回數額之水平，並會即時將減值虧損確認為開支。

倘其後撥回減值虧損，則有關資產之賬面值將增至重新估計之可收回數額，惟增加後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時釐定之賬面值。減值虧損撥回會即時確認為收入。

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3. SIGNIFICANT ACCOUNTING POLICIES (continued)

(m) Revenue recognition

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

Revenue from sales of goods is recognised on the transfer of risks and rewards of ownership, which generally coincides with the time when the goods are delivered to customers and the title has passed.

Revenue from provision of electroplating services is recognised when the services are rendered.

Interest income from a financial asset 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.

Operating lease rental income is recognised on a straight-line basis over the period of the relevant lease terms.

3. 主要會計政策 (續)

(m) 收益確認

收益按日常業務過程中就提供貨品及服務已收或應收之代價，減去折扣及相關銷售稅項後之公平值計量。

銷售貨物之收益於所有權之風險及回報轉移時確認，一般與貨物交付客戶及所有權轉移之時間相同。

提供電鍍服務之收益於有關服務提供時確認。

金融資產之利息收入乃按時間基準，並參照未償還本金及適用之實際利率計算，而該利率為準確將金融資產之預計年期內之估計未來現金收入貼現至該資產之賬面淨值之貼現率。

經營租賃之租金收入以直線法於有關租賃年期期間確認。

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綜合財務報表附註

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3. SIGNIFICANT ACCOUNTING POLICIES (continued)

(n) Equity settled share-based payment transactions

Share options granted to directors and employees of the Company

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 each balance sheet date, the Group revises its estimates of the number of options that are expected to ultimately vest. The impact of the revision of the original estimates, if any, is recognised in profit or loss over the remaining vesting period, with a corresponding adjustment to share options reserve.

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

Share options granted to consultants

Share options issued in exchange for services are measured at the fair values of the services received, unless the fair value cannot be reliably measured, in which case the services received are measured by reference to the fair value of the share options granted. The fair values of the services received are recognised as expenses immediately, unless the services qualify for recognition as assets. Corresponding adjustment has been made to equity (share options reserve).

3. 主要會計政策 (續)

(n) 以股權結算股份付款之交易

授予本公司董事及僱員之購股權

已收取服務之公平值參照於授出日期授出之購股權之公平值釐定，並於歸屬期間以直線法支銷，股權亦會相應增加（購股權儲備）。

本集團會於各結算日修訂其對預期最終歸屬之購股權數目之估計。對原估算修訂（如有）之影響會於餘下歸屬期內在收益表內確認，購股權儲備亦會作出相應調整。

於行使購股權時，以往於購股權儲備確認之金額，將撥入股份溢價。當購股權於歸屬日期後失效或於屆滿日期時仍未獲行使，則先前於購股權儲備確認之金額將轉撥至累計虧損。

授予顧問之購股權

為換取服務而發行之購股權乃按所收取服務之公平值計量，除非公平值不能可靠地計量，在該情況下，獲提供之服務乃參考所授出購股權之公平值計量。除非所收取之服務合資格確認為資產，否則該等服務之公平值即時確認為開支。股權亦作出相應調整（購股權儲備）。

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綜合財務報表附註

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3. SIGNIFICANT ACCOUNTING POLICIES (continued)

(o) 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 income statement 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 balance sheet date.

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

Deferred tax liabilities are recognised for taxable temporary differences arising on investments in subsidiaries except where the Group is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future.

3. 主要會計政策 (續)

(o) 稅項

所得稅開支指現時應付稅項及遞延稅項總額。

現時應付稅項乃按年內應課稅溢利計算。應課稅溢利不包括已其他年度之應課稅或應扣減收入及開支項目，亦不包括可作無須課稅或不作扣稅之項目，故與綜合收益表所列溢利不同。本集團現行稅項責任乃按照結算日訂立或實際上訂立之稅率計算。

遞延稅項乃按綜合財務報表中資產及負債之賬面值與計算應課稅溢利所用相應稅基之差額確認，並以資產負債表負債法處理。遞延稅項負債一般就所有應課稅暫時差額確認，而遞延稅項資產則於很可能有可扣減暫時差額可對銷應課稅溢利時確認。如暫時差額由商譽或由初次確認一項不影響應課稅溢利或會計溢利之交易之其他資產及負債（業務合併除外）所產生，則不會確認有關資產及負債。

本集團會就於附屬公司及聯營公司之投資所產生之應課稅暫時差額確認遞延稅項負債，惟本集團能夠控制暫時差額之撥回及暫時差額不大可能於可見將來撥回則除外。

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3. SIGNIFICANT ACCOUNTING POLICIES

(continued)

(o) Taxation (continued)

The carrying amount of deferred tax assets is reviewed at each balance sheet date 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 is calculated at the tax rates that are expected to apply in the period when the liability is settled or the asset realised. Deferred tax is charged or credited to profit or loss, except when it relates to items charged or credited directly to equity, in which case the deferred tax is also dealt with in equity.

(p) 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 the transactions. At each balance sheet date, monetary items denominated in foreign currencies are re-translated at the rates prevailing on the balance sheet date. Non-monetary items carried at fair value that are denominated in foreign currencies are re-translated 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 re-translated.

3. 主要會計政策 (續)

(o) 稅項 (續)

遞延稅項資產之賬面值會於各結算日檢討，並相應扣減，直至並無足夠應課稅溢利可供收回全部或部分資產為止。

遞延稅項按預期適用於負債清償或資產變現期間之稅率計算。遞延稅項從損益扣除或計入損益，惟倘遞延稅項關乎直接從股權扣除或直接計入股權之項目，則遞延稅項亦於股權中處理。

(p) 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)進行之交易乃按於交易日期之通行匯率換算成之功能貨幣(即該實體經營所在之主要經濟環境之貨幣)記錄。於各結算日，以外幣定值之貨幣項目乃按結算日之通行匯率重新換算。按公平值列賬並以外幣定值之非貨幣項目乃按其公平值釐定當日之通行匯率重新換算。按外幣歷史成本計量之非貨幣項目無須重新換算。

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3. SIGNIFICANT ACCOUNTING POLICIES (continued)

(p) Foreign currencies (continued)

Exchange differences arising on the settlement of monetary items, and on the re-translation of monetary items, are recognised in profit or loss in the period in which they arise except for exchange differences arising on a monetary item that forms part of the Group's net investment in a foreign operation, in which case, such exchange differences are recognised in equity in the consolidated financial statements. Exchange differences arising on the re-translation of non-monetary items carried at fair value are included in profit or loss for the period except for differences arising on the re-translation of non-monetary items in respect of which gains and losses are recognised directly in equity, in which cases, the exchange differences are also recognised directly in equity.

For the purposes of presenting the consolidated financial statements, the assets and liabilities of the Group's foreign operations are translated into the presentation currency of the Group (i.e. HK\$) at the rate of exchange prevailing at the balance sheet date, and their income and expenses are translated at the average exchange rates for the year, unless exchange rates fluctuate significantly during the period, in which case, the exchange rates prevailing at the dates of transactions are used. Exchange differences arising, if any, are recognised as a separate component of equity (the exchange translation reserve). Such exchange differences are recognised in profit or loss in the period in which the foreign operation is disposed of.

3. 主要會計政策 (續)

(p) 外幣 (續)

於結算及重新換算貨幣項目時產生之匯兌差額，乃於產生之期間在收益表內確認，惟倘匯兌差額乃因換算構成本集團於海外營運之淨投資額一部份之貨幣項目而產生者則除外，在此情況下有關匯兌差額於綜合財務報表之股權中確認。重新換算以公平值列賬之非貨幣項目所產生匯兌差額乃計入產生期間之收益表，惟倘差額乃因重新換算盈虧直接於股權確認之非貨幣項目而產生，在此情況下有關匯兌差額亦直接於股權確認。

就呈列綜合財務報表而言，本集團海外營運之資產及負債乃按結算日之通行匯率換算為本集團之呈列貨幣（即港元），而其收入及支出乃按該年度之平均匯率換算，惟倘匯率於該期間內出現大幅波動，則採用交易日期之通行匯率換算。所產生之匯兌差額（如有）乃確認為股權之獨立部分（匯兌儲備）。該等匯兌差額乃於海外營運出售期間內於收益表確認。

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3. SIGNIFICANT ACCOUNTING POLICIES (continued)

(p) Foreign currencies (continued)

Goodwill and fair value adjustments on identifiable assets acquired arising on an acquisition of a foreign operation on or after 1 January 2005 are treated as assets and liabilities of that foreign operation and translated at the rate of exchange prevailing at the balance sheet date. Exchange differences arising are recognised in the exchange translation reserve.

(q) Leasing

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

The Group as lessor

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

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 balance sheet as a finance lease obligation. Lease payments are apportioned between finance charges and reduction of the lease obligation so as to achieve a constant rate of interest on the remaining balance of the liability. Finance charges are charged directly to profit or loss.

3. 主要會計政策 (續)

(p) 外幣 (續)

於二零零五年一月一日或之後因收購海外營運而產生之所收購可識別資產之商譽與公平值調整，視為該海外營運之資產及負債，並以結算日之通行匯率換算。匯兌差額則於匯兌儲備確認。

(q) 租賃

當租賃條款將擁有權之絕大部分風險及回報轉讓予承租人時，租賃乃分類為融資租賃。所有其他租約均分類為經營租賃。

本集團作為出租人

經營租賃之租金收入乃按相關租賃年期以直線法於綜合收益表確認。

本集團作為承租人

按融資租賃持有之資產乃按租賃開始時之公平值或(倘為較低者)按最低租賃款項之現值確認為本集團資產。出租人之相應負債於資產負債表列作融資租賃承擔。租賃款項按比例於融資費用及減少租賃承擔之間作出分配，從而使該負債之應付餘額之息率保持穩定。融資費用直接於收益表中扣除。

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3. SIGNIFICANT ACCOUNTING POLICIES (continued)

(q) Leasing (continued)

The Group as lessee (continued)

Rentals payable under operating leases are charged to profit or loss on a straight-line basis over the term of the relevant lease. Benefits received and receivable as an incentive to enter into an operating lease are recognised as a reduction of rental expense over the lease term on a straight-line basis.

(r) Borrowing costs

All borrowing costs are recognised as and included in finance costs in the consolidated income statement in the year in which they are incurred.

(s) Retirement benefit costs

Payments to state-managed retirement benefits scheme and the Mandatory Provident Fund schemes are charged as an expense when the employees have rendered service entitling them to the contributions.

(t) Provisions

Provisions are recognised when the Group has a present obligation as a result of a past event, and it is probable that the Group will be required to settle that obligation. Provisions are measured at the directors' best estimate of the expenditure required to settle the obligation at the balance sheet date, and are discounted to present value when the effect is material.

3. 主要會計政策 (續)

(q) 租賃 (續)

本集團作為承租人 (續)

根據經營租賃之應付租金乃按相關租賃年期以直線法於收益表中扣除。因訂立一項經營租賃作為獎勵之已收及應收福利乃以直線法按租賃年期確認為租金支出減少。

(r) 借貸成本

所有借貸成本均予確認，並於其產生年度記入綜合收益表作為融資成本。

(s) 退休福利成本

向國家管理之退休福利計劃及強制性公積金計劃支付之款項於僱員提供服務而使其享有供款時作為支出扣除。

(t) 撥備

倘本公司因過往事件而產生現有責任，且有可能須清償有關責任，則確認撥備。撥備乃按董事對清償有關責任於結算日所需開支金額作出之最佳估計計量，若影響重大，則將之貼現至現值。

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4. KEY SOURCES OF ESTIMATION UNCERTAINTY

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

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

Key sources of estimation uncertainty

The following are the key assumptions concerning the future and other key sources of estimation uncertainty at the balance sheet date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year.

Depreciation of property, plant and equipment and investment properties

Property, plant and equipment and investment properties are depreciated on a straight-line basis over their estimated useful lives, after taking into account their estimated residual value. The determination of the useful lives and residual values involve management's estimation. The Group assesses annually the residual value and the useful lives of the property, plant and equipment and investment properties and if the expectation differs from the original estimate, such a difference may impact the depreciation in the year and the estimate will be changed in the future period.

4. 估計不明朗因素之主要來源

於應用附註3所述本集團之會計政策時，本公司董事須對不能從其他資料來源得知之資產負債賬面值作出判斷、估計及假設。該等估計及相關假設乃根據過往之經驗及其他被認為有關之因素作出。實際結果可能有別於此等估計。

該等估計及相關假設會持續檢討。如修訂會計估計只影響修訂期間，則該等估計在該期間確認，如有關修訂影響現時及未來期間，則在修訂期間及未來期間確認。

估計不明朗因素之主要來源

以下為有關未來之主要假設及於結算日估計不明朗因素之其他主要來源，可能導致對下一財政年度資產負債賬面值作出重大調整。

物業、廠房及設備以及投資物業之折舊

物業、廠房及設備以及投資物業均按其估計可使用年期並經計及其估計剩餘價值，採用直線法進行折舊。釐定可使用年期及剩餘價值涉及管理層之估計。本集團每年估計物業、廠房及設備以及投資物業之剩餘價值及可使用年期，倘預期與原先估計有分別，則該差異可能對年內之折舊造成影響，而估計亦將會於未來期間改變。

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4. KEY SOURCES OF ESTIMATION UNCERTAINTY (continued)

Key sources of estimation uncertainty (continued)

Allowance for doubtful debts

The Group performs ongoing credit evaluations of its customers and adjust credit limits based on payment history and the customer's current credit-worthiness, as determined by the review of their current credit information. The Group continuously monitors collections and payments from its customers and maintains a provision for estimated credit losses based upon its historical experience and any specific customer collection issues that it has been identified. Credit losses have historically been within the Group's expectations and the Group will continue to monitor the collections from customers and maintain an appropriate level of estimated credit losses.

Write down for inventories

The management of the Group reviews an aging analysis of inventories at each balance sheet date, and makes allowance for obsolete and slow-moving inventory items identified that are no longer suitable for use in production or sales. The management estimates the net realisable value for such raw materials and finished goods based primarily on the latest invoice prices and current market conditions. The Group carries out an inventory review on a product-by-product basis at each balance sheet date and makes allowance for obsolete items.

4. 估計不明朗因素之主要來源 (續)

估計不明朗因素之主要來源 (續)

呆賬撥備

本集團對其客戶進行持續信貸評估，並根據客戶之過往付款紀錄及經審閱客戶目前信貸資料而釐定之現行信譽調整信貸額。本集團持續監察其客戶之收款及付款情況，並根據其過往經驗及任何已識別特定客戶收款事宜，就估計信貸虧損作出撥備。信貸虧損一直在本集團預期之中，而本集團將會繼續監控向客戶收款之情況及保持適當之估計信貸虧損水平。

存貨撇減

本集團管理層於各結算日檢討存貨賬齡分析，並就確定為不再適合用作生產或銷售之過時或滯銷存貨同時作出撥備。管理層主要根據最近期發票價格及當時之市況估計該等原料及製成品之可變現淨值。本集團於各結算日對每種產品進行盤點，並為過時產品作出撥備。

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4. KEY SOURCES OF ESTIMATION UNCERTAINTY (continued)

Key sources of estimation uncertainty (continued)

Impairment of property, plant and equipment

The impairment loss for property, plant and equipment are recognised for the amounts by which the carrying amounts exceeds its recoverable amount, in accordance with the Group's accounting policy. The recoverable amounts of property, plant and equipment have been determined based on value-in-use calculations. These calculations require the use of estimates such as the future revenue and discount rates. No impairment was provided during the year.

5. CAPITAL RISK MANAGEMENT

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

The capital structure of the Group consists of debt, which includes the bank borrowings and obligations under finance leases disclosed in notes 26 and 27 respectively, 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 regularly. As part of this review, the directors of the Company consider the cost of capital and the associated risks and take appropriate actions to adjust the Group's capital structure. The overall strategy of the Group remained unchanged during the two years ended 31 March 2008 and 2007.

4. 估計不明朗因素之主要來源 (續)

估計不明朗因素之主要來源 (續)

物業、廠房及設備之減值

根據本集團之會計政策，倘物業、廠房及設備之賬面值超過其可收回數額時則確認減值虧損。物業、廠房及設備之可收回數額按使用價值計算法釐定，此計算方法需要考慮未來收益及貼現率等估計。年內並未作減值撥備。

5. 資本風險管理

本集團之資本管理旨在透過在債務與權益間作出最佳平衡，確保本集團之實體可持續經營之餘，亦為股東締造最大回報。

本集團之資本架構包括債務（包括分別於附註26及27披露之銀行借貸及融資租賃承擔）、現金及現金等值項目以及本公司股權持有人應佔權益（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。作為檢討一部分，本公司董事考慮資本成本及相關風險，並採取適當行動調整本集團之資本架構。截至二零零八年及二零零七年三月三十一日止兩個年度，本集團之整體策略維持不變。

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6. FINANCIAL INSTRUMENTS

6. 金融工具

6a. Categories of financial instruments

6a. 金融工具之類別

		2008 二零零八年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元
Financial assets	金融資產		
Loans and receivables (including cash and cash equivalents)	貸款及應收款項 (包括現金及 現金等值項目)	398,682	54,617
Financial liabilities	金融負債		
Financial liabilities measured at amortised cost	按已攤銷成本計量之 金融負債	164,580	30,056

6b. Financial risk management objectives and policies

6b. 財務風險管理目標及政策

The Group's major financial instruments include trade and other receivables, amounts due from related companies, bank balances, trade and other payables, amount due to related company, obligation under finance leases, bank borrowings and convertible loan notes. 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 on a timely and effective manner.

本集團之主要金融工具包括應收貨款及其他應收款項、應收關連公司款項、銀行結存、應付貨款及其他應付款項、應付關連公司款項、融資租賃承擔、銀行借貸及可換股借貸票據。該等金融工具詳情於各相關附註披露。下文載列與該等金融工具有關之風險及如何降低該等風險之政策。管理層管理及監控該等風險，以確保及時和有效地採取適當措施。

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6. FINANCIAL INSTRUMENTS (continued)

6b. Financial risk management objectives and policies (continued)

Currency risk

Several subsidiaries of the Company have foreign currency sales and purchases, which expose the Group to foreign currency risk. The Group does not have a foreign currency hedging policy. However, the management monitors foreign exchange exposure and will consider hedging significant foreign currency exposure should the need arise.

Certain trade receivables, bank balances and cash, trade payables and bank borrowings of the Group are denominated in currencies other than HK\$.

The following table shows the Group's exposure at the balance sheet date to currency risk arising from transactions or recognised assets or liabilities denominated in a currency other than the function currency of the entity to which they relate.

		As at 31 March 2008 於二零零八年三月三十一日				As at 31 March 2007 於二零零七年三月三十一日			
		Great Britain	Euro	United States	Renminbi				
		Pound ("GBP")	("EUR")	Dollars ("USD")	("RMB")	GBP	EUR	USD	RMB
		英鎊	歐元	美元	人民幣	英鎊	歐元	美元	人民幣
		'000	'000	'000	'000	'000	'000	'000	'000
		千元	千元	千元	千元	千元	千元	千元	千元
Assets	資產	1	3	1,129	20	647	6	1,189	20
Liabilities	負債	-	18	283	-	-	30	189	25

6. 金融工具 (續)

6b. 財務風險管理目標及政策 (續)

貨幣風險

本公司若干附屬公司以外幣進行買賣，令本集團承受外幣風險。本集團並無任何外幣對沖政策。然而，管理層監察外匯風險，並於有需要時考慮對沖重大外幣風險。

本集團若干應收貨款、銀行結存及現金、應付貨款及銀行借貸均以港元以外之貨幣計值。

下表顯示本集團於結算日因交易或已確認以相關實體功能貨幣以外貨幣定值之資產或負債所產生之貨幣風險。

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6. FINANCIAL INSTRUMENTS (continued)

6b. Financial risk management objectives and policies (continued)

Currency risk (continued)

Sensitivity analysis

The Group is mainly exposed to the currencies of GBP, EUR, USD and RMB.

The following table details the Group's sensitivity to a 5% increase and decrease in HK\$ against the relevant foreign currencies and other variables were held constant. The sensitivity analysis includes only outstanding foreign currency denominated monetary items and adjusts their translation at the year end for a 5% change in foreign currency rates. The sensitivity analysis includes external loans where the denomination of the loan is in a currency other than the currency of the borrower. A positive number below indicates an increase in loss where HK\$ strengthen 5% against the relevant currency. For a 5% weakening of HK\$ against the relevant currency, there would be an equal and opposite impact on the loss, and the balances below would be negative.

6. 金融工具 (續)

6b. 財務風險管理目標及政策 (續)

貨幣風險 (續)

敏感度分析

本集團主要承受英鎊、歐元、美元及人民幣之貨幣風險。

下表詳列本集團對港元兌相關外幣之匯率升跌5%之敏感度，當中其他變數維持不變。敏感度分析僅包括以外幣定值之未償還貨幣項目，並就外幣匯率之5%變動調整於年終之換算。敏感度分析包括外部貸款，而貸款乃以借款人貨幣以外之貨幣定值。下表之正數數字顯示虧損增加，即港元兌相關貨幣之匯率上升5%。倘港元兌相關貨幣之匯率下跌5%，則虧損將會維持不變及減少，而下文之結餘則為負數。

	GBP		EUR		USD		RMB	
	英鎊		歐元		美元		人民幣	
	2008	2007	2008	2007	2008	2007	2008	2007
	二零零八年	二零零七年	二零零八年	二零零七年	二零零八年	二零零七年	二零零八年	二零零七年
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
	千元	千元	千元	千元	千元	千元	千元	千元
Profit or loss								
		損益						
	1	498	(9)	(13)	330	391	1	-

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6. FINANCIAL INSTRUMENTS (continued)

6b. Financial risk management objectives and policies (continued)

Interest rate risk

The Group is exposed to cash flow interest rate risk in relation to variable-rate bank borrowings (see note 27 for details of these borrowings) for the two years ended 31 March 2008 and 2007. 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.

The Group's exposure to interest rates on financial liabilities are detailed in the liquidity risk management section of this note. The Group's cash flow interest rate risk is mainly concentrated on the fluctuations of the London Inter-Bank Offered Rate ("LIBOR"), the Prime Lending Rate, Base Rate and the Best Lending Rate ("BLR") arising from the Group's HK\$ borrowings.

Sensitivity analysis

The sensitivity analyses below have been determined based on the exposure to interest rates for non-derivative instruments at the balance sheet date. For variable-rate bank borrowings, the analysis is prepared assuming the amount of liability outstanding at the balance sheet date was outstanding for the whole year.

6. 金融工具 (續)

6b. 財務風險管理目標及政策 (續)

利率風險

截至二零零八年及二零零七年三月三十一日止兩個年度，本集團亦須承受浮動利率銀行借貸（此等借貸之詳情見附註27）之現金流量利率風險。本集團之政策為將借貸維持於浮動利率，將公平值利率風險減到最低。

本集團之金融負債利率風險於本附註「流動資金風險管理」一節詳述。本集團之現金流量利率風險主要集中於本集團之港元借貸對倫敦銀行同業拆息（「LIBOR」）、優惠貸款利率、基本利率及最優惠貸款利率（「BLR」）之波動。

敏感度分析

下文之敏感度分析乃根據非衍生工具於結算日之利率風險釐定。編製浮動利率銀行借貸之分析時會假設於結算日之未償還負債金額於整個年度均未償還。

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6. FINANCIAL INSTRUMENTS (continued)

6b. Financial risk management objectives and policies (continued)

Interest rate risk (continued)

Sensitivity analysis (continued)

If interest rates had been 50 basis points higher/lower and all other variables were held constant, the Group's loss for the year ended 31 March 2008 would increase/decrease by approximately HK\$11,000 (2007: HK\$52,000). This is mainly attributable to the Group's exposure to interest rates on its variable-rate bank borrowings.

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

The following table details the Group's remaining contractual maturity for its financial liabilities. For non-derivatives 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. The table includes both interest and principal cash flows.

6. 金融工具 (續)

6b. 財務風險管理目標及政策 (續)

利率風險 (續)

敏感度分析 (續)

倘利率上調/下滑50個基點，而所有其他變數維持不變，則本集團截至二零零八年三月三十一日止年度之虧損將會增加/減少約11,000港元(二零零七年:52,000港元)，主要原因為本集團承擔其浮動利率銀行借貸之利率風險。

流動資金風險

就管理流動資金風險而言，本集團監察及維持現金及現金等值項目於管理層認為合適之水平，為本集團業務提供資金，並減低現金流量波動之影響。管理層監察銀行借貸之動用情況，並確保遵守貸款契諾。

下表載有本集團金融負債之剩餘合約年期詳情。就非衍生工具金融負債而言，有關列表乃根據於本集團可能被要求付款之最早日期之金融負債未貼現現金流量編製。下表載有利息及主要現金流量。

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6. FINANCIAL INSTRUMENTS (continued)

6b. Financial risk management objectives and policies (continued)

Liquidity risk (continued)

Liquidity and interest risk tables

		Weight average effective interest rate	Within 1 year or on demand	More than 1 year but less than 2 years	More than 2 years but less than 5 years	Total undiscounted cash flows	Carrying amount at 31 March 於 三月三十一日 之賬面值
		加權平均 實際利率 %	一年內或 應要求 HK\$'000 千港元	超過一年 但少於兩年 HK\$'000 千港元	超過兩年 但少於五年 HK\$'000 千港元	未貼現現金 流量總額 HK\$'000 千港元	HK\$'000 千港元
2008	二零零八年						
Non-derivative financial liabilities	非衍生工具金融負債						
Trade and other payables	應付貨款及其他應付款項	-	21,042	-	-	21,042	21,042
Amount due to a related company	應付一間關連公司款項	-	260	-	-	260	260
Bank borrowings	銀行借貸	6.05	3,058	-	-	3,058	2,984
Obligation under finance leases	融資租賃承擔	9.46	3	-	-	3	3
Convertible loan notes	可換股借貸票據	11.14	-	-	200,000	200,000	145,237
			24,363	-	200,000	224,363	169,526
2007	二零零七年						
Non-derivative financial liabilities	非衍生工具金融負債						
Trade and other payables	應付貨款及其他應付款項	-	22,942	-	-	22,942	22,942
Bank borrowings	銀行借貸	7.98	10,611	-	-	10,611	10,382
Obligation under finance leases	融資租賃承擔	5.70	367	102	7	476	452
			33,920	102	7	34,029	33,776

Credit risk

As at 31 March 2008, the Group's maximum exposure to credit risk which will cause a financial loss to the Group due to failure to discharge an obligation by the counterparties is the carrying amount of the respective recognised financial assets as stated in the consolidated balance sheet.

6. 金融工具 (續)

6b. 財務風險管理目標及政策 (續)

流動資金風險 (續)

流動資金及利率風險列表

信貸風險

於二零零八年三月三十一日，因對方未能履行義務而導致本集團蒙受財務虧損之本集團最高信貸風險乃因綜合資產負債表所列各項已確認金融資產之賬面值而產生。

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綜合財務報表附註

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6. FINANCIAL INSTRUMENTS (continued)

6b. Financial risk management objectives and policies (continued)

Credit risk (continued)

In order to minimise the credit risk, the management of the Group has delegated a team responsible for determination of credit limits, credit approvals and other monitoring procedures to ensure that follow-up action is taken to recover overdue debts. In addition, the Group reviews the recoverable amount of each individual trade debt at each balance sheet date to ensure that adequate impairment losses are made for irrecoverable amounts. In this regard, the directors of the Company consider that the Group's credit risk is significantly reduced.

The credit risk on liquid funds is limited because the counterparties are banks with high credit ratings.

Other than concentration of credit risk on liquid funds which are deposited with several banks with high credit ratings, the Group does not have any other significant concentration of credit risk. Trade receivables consist of a large number of customers, spreading across diverse industries and geographical areas.

6c. Fair value

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

- the fair value of financial assets and financial liabilities with standard terms and conditions and traded on active liquid markets are determined with reference to quoted market bid prices and ask prices respectively; and

6. 金融工具 (續)

6b. 財務風險管理目標及政策 (續)

信貸風險 (續)

為將信貸風險減至最低，本集團管理層已指派一支團隊，負責釐定信貸額、審批信貸及執行其他監察程序，確保採取跟進行動收回逾期債務。此外，本集團審閱每筆貿易債務於結算日之可收回金額，確保就不能收回之金額作出充份之減值虧損。就此，本公司董事認為本集團之信貸風險已大幅減低。

由於流動資金之對手方為具有高信貸評級之銀行，故有關流動資金之信貸風險有限。

除因流動資金集中存放於多間具有高信貸評級之銀行而產生之信貸風險外，本集團並無任何其他重大集中之信貸風險。應收貨款包括大量客戶，遍佈多個行業及地區。

6c. 公平值

金融資產及金融負債之公平值釐定如下：

- 受標準條款及條件規管及於活躍流動市場交易之金融資產及金融負債之公平值乃參考市價所報之買賣價釐定；及

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6. FINANCIAL INSTRUMENTS (continued)

6c. Fair value (continued)

- the fair value of other financial assets and financial liabilities are determined in accordance with generally accepted pricing models based on discounted cash flow analysis using prices or rates from observable current market transactions as input.

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

7. TURNOVER

Turnover represents the net amounts received and receivable for goods sold by the Group to outside customers, less returns and allowances and provision of electroplating services. An analysis of the Group's turnover for the year, for both continuing and discontinued operations is as follows:

		2008 二零零八年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元
Continuing operations	持續經營業務		
Sales of goods	銷售貨品	137,100	153,649
Discontinued operations (Note 11)	終止經營業務(附註11)		
Provision of electroplating services	提供電鍍服務	–	11,237
Sales of lighting products	銷售照明產品	64	8,519
		137,164	173,405

6. 金融工具 (續)

6c. 公平值 (續)

- 其他金融資產及金融負債之公平值按公認定價模型，以可知當前市場交易價格作為輸入值進行貼現現金流量分析釐定。

本公司董事認為於綜合財務報表按已攤銷成本記錄之金融資產及金融負債之賬面值與其公平值相若。

7. 營業額

營業額指本集團銷售貨品予對外客戶減去退貨及撥備後以及提供電鍍服務之已收及應收淨額。年內本集團於持續及終止經營業務方面之營業額分析如下：

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綜合財務報表附註

For the year ended 31 March 2008
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8. SEGMENT INFORMATION

The Group's operating businesses are structured and managed separately, according to the nature of their operations and the products and services they provided. Each of the Group's business segments represents a strategic business unit that offers products and services which are subject to risks and returns that are different from those of the other business segments. Summary details of the business segments are as follows:

- (a) the clocks and other office related products segment engages in the manufacture and marketing of clocks and other office related accessories;
- (b) the lighting products segment engages in the marketing of energy saving lighting products;
- (c) the trading segment engages in the trading of metal; and
- (d) the electroplating services segment engaged in the provision of electroplating services.

In determining the Group's geographical segments, revenues are attributed to the segments based on the location of the customers, and assets are attributed to the segments based on the location of the assets.

During the year ended 31 March 2008, the operation of marketing of energy saving lighting products was discontinued (see note 11a).

During the year ended 31 March 2007, the Group disposed of its electroplating services business (see note 11b).

8. 分類資料

本集團之經營業務按照其營運性質及所提供之產品及服務劃分及獨立管理。本集團各個業務分類代表不同之策略性業務單位，所提供之產品及服務、所承受之風險及所得回報均有別於其他業務分類。各業務分類之詳情概述如下：

- (a) 時鐘及其他辦公室相關產品分類，從事時鐘及其他辦公室相關產品之製造及營銷；
- (b) 照明產品分類，從事節能照明產品之營銷；
- (c) 貿易分類，從事金屬貿易；及
- (d) 電鍍服務分類，從事提供電鍍服務。

在釐定本集團之地區分類時，分類應佔收益乃根據客戶所在地計算，而分類應佔資產乃根據資產所在地計算。

本集團已於截至二零零八年三月三十一日止年度終止經營節能照明產品營銷業務（見附註11a）。

本集團已於截至二零零七年三月三十一日止年度出售電鍍服務業務（見附註11b）。

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8. SEGMENT INFORMATION (continued)

(a) Business segments

The following tables present turnover, results and certain asset, liabilities and expenditure information for the Group's business segments.

2008

		Continuing operations			Discontinued operations	
		持續經營業務			終止經營業務	
		Clocks and other office related products	Trading	Subtotal	Lighting products	Total
		時鐘及其他辦公室相關產品	貿易	小計	照明產品	總額
		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
SEGMENT TURNOVER :	分類營業額：					
Sales to external customers	銷售予對外客戶	129,940	7,160	137,100	64	137,164
SEGMENT RESULTS	分類業績	(11,485)	3,303	(8,182)	(1,440)	(9,622)
Interest income	利息收入			963	-	963
Net unallocated expenses	未能攤分之支出淨額			(12,336)	-	(12,336)
Finance costs	融資成本			(974)	-	(974)
Allowance for doubtful debts of trade receivables	應收貨款呆賬撥備	(421)	-	(421)	-	(421)
Gain on disposal of subsidiaries	出售附屬公司之收益			-	669	669
Loss before tax	除稅前虧損			(20,950)	(771)	(21,721)
Income tax expense	所得稅開支			(515)	(9)	(524)
Loss for the year	年內虧損			(21,465)	(780)	(22,245)

8. 分類資料 (續)

(a) 業務分類

下表呈列本集團各業務分類之營業額、業績以及若干資產、負債及開支資料：

二零零八年

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For the year ended 31 March 2008
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8. SEGMENT INFORMATION (continued)

8. 分類資料 (續)

(a) Business segments (continued)

(a) 業務分類 (續)

2007

二零零七年

		Continuing operations			Discontinued operations			Total
		持續經營業務			終止經營業務			
		Clocks and other office related products	Trading	Subtotal	Lighting products	Electroplating services	Subtotal	
		時鐘及其他辦公室相關產品	貿易	小計	照明產品	電鍍服務	小計	總額
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元	千港元
SEGMENT TURNOVER:	分類營業額:							
Sales to external customers	銷售予對外客戶	134,612	19,037	153,649	8,519	11,237	19,756	173,405
SEGMENT RESULTS	分類業績	(17,283)	292	(16,991)	(1,166)	142	(1,024)	(18,015)
Interest income	利息收入			66			6	72
Net unallocated expenses	未能攤分之支出淨額			(9,812)			(305)	(10,117)
Finance costs	融資成本			(2,812)			(8)	(2,820)
Allowance for doubtful debts of trade receivables	應收貨款呆賬撥備	(14)	(28,978)	(28,992)	-	-	-	(28,992)
Write down for inventories	存貨撇減	(27,468)	-	(27,648)	-	-	-	(27,648)
Gain on disposal of subsidiaries	出售附屬公司之收益			3,227			6,658	9,885
Impairment loss recognised in respect of intangible asset	就無形資產確認之減值虧損			(46,440)			-	(46,440)
Impairment loss recognised in respect of goodwill	就商譽確認之減值虧損			(3,963)			-	(3,963)
(Loss) profit before tax	除稅前(虧損)溢利			(133,365)			5,327	(128,038)
Income tax credit (expense)	所得稅抵免(開支)			3,327			(84)	3,243
(Loss) profit for the year	年內(虧損)溢利			(130,038)			5,243	(124,795)

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8. SEGMENT INFORMATION (continued)

(a) Business segments (continued)

2008

		Continuing operations			Discontinued operations	Total
		持續經營業務		終止經營業務		
	Clocks and other office related products 時鐘及其他辦公室相關產品 HK\$'000 千港元	Trading 貿易 HK\$'000 千港元	Subtotal 小計 HK\$'000 千港元	Lighting products 照明產品 HK\$'000 千港元		
ASSETS	資產					
Segment assets	分類資產	16,950	3,200	20,150	5	20,155
Unallocated assets	未能攤分之資產			383,549	26	383,575
Total assets	總資產			403,699	31	403,730
LIABILITIES	負債					
Segment liabilities	分類負債	17,275	7	17,282	101	17,383
Unallocated liabilities	未能攤分之負債			152,186	-	152,186
Total liabilities	總負債			169,468	101	169,569
OTHER SEGMENT INFORMATION:	其他分類資料:					
Capital expenditure	資本性開支	201	-	201	-	201
Unallocated capital expenditure	未能攤分之資本性開支			66	-	66
				267	-	267
Depreciation and amortisation	折舊及攤銷	1,040	-	1,040	86	1,126
Unallocated depreciation and amortisation	未能攤分之折舊及攤銷			53	-	53
				1,093	86	1,179
Allowance for doubtful debts	呆賬撥備	449	-	449	-	449
Bad debts directly written off	直接撇銷壞賬	491	-	491	102	593
Write down for inventories	存貨撇減	5,421	-	5,421	-	5,421
Gain on disposal of property, plant and equipment	出售物業、廠房及設備之收益	(452)	-	(452)	-	(452)
Impairment loss on property, plant and equipment	物業、廠房及設備之減值虧損	-	-	-	619	619
Write back of allowance for doubtful debts of trade receivables	應收貨款呆賬撥備撥回	-	(3,249)	(3,249)	-	(3,249)

8. 分類資料 (續)

(a) 業務分類 (續)

二零零八年

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8. SEGMENT INFORMATION (continued)

8. 分類資料 (續)

(a) Business segments (continued)

(a) 業務分類 (續)

2007

二零零七年

		Continuing operations 持續經營業務			Discontinued operations 終止經營業務			Total
		Clocks and other office related products 時鐘及其他辦公室相關產品 HK\$'000 千港元	Trading 貿易 HK\$'000 千港元	Subtotal 小計 HK\$'000 千港元	Lighting products 照明產品 HK\$'000 千港元	Electroplating services 電鍍服務 HK\$'000 千港元	Subtotal 小計 HK\$'000 千港元	
ASSETS	資產							
Segment assets	分類資產	72,632	2,904	75,536	7,287	-	82,823	
Unallocated assets	未能攤分之資產			3,570		142	3,712	
Total assets	總資產			79,106		7,429	86,535	
LIABILITIES	負債							
Segment liabilities	分類負債	18,667	7	18,674	1,481	-	20,155	
Unallocated liabilities	未能攤分之負債			14,753		-	14,753	
Total liabilities	總負債			33,427		1,481	34,908	
OTHER SEGMENT INFORMATION:	其他分類資料:							
Capital expenditure	資本性開支	1,393	-	1,393	244	96	1,733	
Depreciation and amortisation	折舊及攤銷	5,838	1	5,839	431	973	7,243	
Unallocated depreciation and amortisation	未能攤分之折舊及攤銷			77		-	77	
				5,916		1,404	7,320	
Unallocated impairment losses recognised in respect of intangible asset and goodwill	未能攤分之就無形資產及商譽確認之減值虧損			50,403		-	50,403	
Allowance for doubtful debts	呆賬撥備	258	28,978	29,236	-	-	29,236	
Bad debt directly written off	直接撇銷壞賬	239	1,408	1,647	-	305	1,952	
Write down for inventories	存貨撇減	28,245	-	28,245	-	-	28,245	
Loss on disposal of property, plant and equipment	出售物業、廠房及設備之虧損	426	-	426	42	-	468	
Unallocated loss on disposal of property, plant and equipment	未能攤分之出售物業、廠房及設備之虧損			29		-	29	
				455		42	497	
Write back of allowance for doubtful debt of trade receivables	應收貨款呆賬撥備撥回	(15)	-	(15)	-	(95)	(110)	

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8. SEGMENT INFORMATION (continued)

(b) Geographical segments

The following table presents turnover and certain assets and expenditure information for the Group's geographical segments.

	North America		Europe		Hong Kong		The People's Republic of China (the "PRC") (other than Hong Kong)		Others		Total	
	北美洲	歐洲	香港	中華人民共和國 (「中國」)	其他	總額						
	2008	2007	2008	2007	2008	2007	2008	2007	2008	2007	2008	2007
	二零零八年	二零零七年	二零零八年	二零零七年	二零零八年	二零零七年	二零零八年	二零零七年	二零零八年	二零零七年	二零零八年	二零零七年
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
Segment turnover:	分類營業額											
Sales to external customers	76,598	75,022	35,575	54,101	3,579	2,922	14,064	33,234	7,348	8,126	137,164	173,405
Other segment information:	其他分類資料:											
Segment assets	-	425	4,020	13,893	13,995	51,901	2,140	5,821	-	10,783	20,155	82,823
Capital expenditure	-	-	9	103	188	23	4	1,511	66	96	267	1,733

Revenue from the Group's discontinued operations was derived mainly from the PRC and Europe.

下表載列本集團按地區分類劃分之營業額以及若干資產及開支資料。

本集團終止經營業務之收益主要來自中國及歐洲。

9. FINANCE COSTS

9. 融資成本

	Continuing operations		Discontinued operations		Total	
	持續經營業務	終止經營業務	總額			
	2008	2007	2008	2007	2008	2007
	二零零八年	二零零七年	二零零八年	二零零七年	二零零八年	二零零七年
	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
Interest expenses on:	利息開支:					
- bank borrowings wholly repayable within five years	180	2,304	-	8	180	2,312
- bank overdrafts	39	485	-	-	39	485
- obligations under finance leases	23	23	-	-	23	23
- effective interest expenses on convertible loan notes (note 31)	732	-	-	-	732	-
	974	2,812	-	8	974	2,820

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10. INCOME TAX EXPENSE (CREDIT)

10. 所得稅開支(抵免)

		Continuing operations		Discontinued operations		Total	
		2008	2007	2008	2007	2008	2007
		二零零八年	二零零七年	二零零八年	二零零七年	二零零八年	二零零七年
		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
The charge (credit) comprises:	有關支出(抵免)包括:						
Hong Kong Profits Tax	香港利得稅						
- current year	- 本年度	-	5	9	19	9	24
- under (over) provision in prior years	- 過往年度撥備不足 (超額撥備)	-	21	-	(165)	-	(144)
Tax in other jurisdictions	其他司法權區之稅項						
- current year	- 本年度	42	-	-	96	42	96
		42	26	9	(50)	51	(24)
Deferred taxation (Note 28)	遞延稅項(附註28)	473	(3,353)	-	134	473	(3,219)
		515	(3,327)	9	84	524	(3,243)

Hong Kong Profits Tax is calculated at 17.5% (2007: 17.5%) of the estimated assessable profits for the year.

香港利得稅乃根據年內估計應課稅溢利按稅率17.5%(二零零七年:17.5%)計算。

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

於其他司法權區產生之稅項按有關司法權區之通用稅率計算。

Pursuant to the laws and regulations in the PRC, certain of the Group's subsidiaries operating in the PRC are entitled to exemption from PRC income tax in the first two years from the first profit-making year, followed by a 50% reduction of PRC income tax for the following three years.

根據中國法律及規定,本集團若干於中國經營之附屬公司自其首個獲利經營年度起計兩年可獲豁免繳付中國所得稅,其後三年之所得稅則減半。

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10. INCOME TAX EXPENSE (CREDIT)

(continued)

On 16 March 2007, the People's Republic of China promulgated the Law of the People's Republic of China on Enterprise Income Tax (the "New Law"). On 6 December 2007, the State Council of the PRC issued Implementation Regulations of the New Law. Pursuant to the New Law and Implementation Regulations, the Enterprise Income Tax for both domestic and foreign-invested enterprises will be unified at 25% effective from 1 January 2008. There will be a transitional period for PRC subsidiaries that currently entitled to preferential tax treatments granted by the relevant tax authorities. PRC subsidiaries currently subject to an enterprise income tax rate lower than 25% will continue to enjoy the lower tax rate and be gradually transitioned to the new unified rate of 25% within five years after 1 January 2008.

The tax rate applicable to the PRC subsidiaries are subject to approval by the tax authority.

10. 所得稅開支(抵免)(續)

於二零零七年三月十六日，中華人民共和國頒佈中華人民共和國企業所得稅法(「新法例」)。於二零零七年十二月六日，中國國務院發出新法例之實施條例。根據新法例及實施條例，由二零零八年一月一日起，內資及外資企業之企業所得稅稅率將統一為25%。現時享有由相關稅務機關授出之稅務優惠待遇之中國附屬公司將獲給予過渡期。現時以低於25%企業所得稅稅率繳稅之中國附屬公司將繼續享有較低稅率，並於二零零八年一月一日起計五年內逐步過渡至25%之統一新稅率。

中國附屬公司適用之稅率須經稅務機關審批。

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10. INCOME TAX EXPENSE (CREDIT) (continued)

10. 所得稅開支(抵免)(續)

The tax charges (credit) for the year can be reconciled to the (loss) profit before tax per the consolidated income statement as follows:

本年度稅項支出(抵免)可與綜合收益表中除稅前(虧損)溢利之對賬如下:

		2008 二零零八年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元
(Loss) profit before tax:	除稅前(虧損)溢利:		
– Continuing operations	– 持續經營業務	(20,950)	(133,365)
– Discontinued operations	– 終止經營業務	(771)	5,327
		(21,721)	(128,038)
Tax at domestic income tax rate of 17.5% (2007: 17.5%)	按本地所得稅稅率17.5% (二零零七年: 17.5%) 計算之稅項	(3,801)	(22,406)
Tax effect of expenses not deductible for tax purposes	不作扣稅之開支之稅務影響	6,234	16,130
Tax effect of income not taxable for tax purpose	無須課稅之收入之稅務影響	(2,683)	(1,927)
Utilisation of tax losses previously not recognised	動用過往未確認之稅項虧損	(231)	(140)
Tax effect of other temporary differences and tax losses not recognised	未確認之其他暫時差額及 稅項虧損之稅務影響	1,805	6,192
Over provision in prior years	過往年度超額撥備	–	(144)
Effect of different tax rates of subsidiaries operating in other jurisdictions	於其他司法權區經營之 附屬公司不同稅率之影響	(741)	(595)
Effect on tax exemption granted to PRC subsidiaries	中國附屬公司獲免稅之影響	(59)	(353)
Tax expense (credit) for the year	年內稅項開支(抵免)	524	(3,243)

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11. DISCONTINUED OPERATIONS

(a) Discontinued operation of lighting products

During the year ended 31 March 2008 resulting from disposal and voluntary winding up of two of the major subsidiaries under the lighting products segment, the Group ceased the operation of marketing of energy saving lighting products. This is regarded as a discontinued operation and accordingly, the consolidated results and cash flows of the operation for the year ended 31 March 2008 were as follows:

11. 終止經營業務

(a) 照明產品之終止經營業務

截至二零零八年三月三十一日止年度，於照明產品分類下兩間主要附屬公司被出售及自動清盤後，本集團終止經營節能照明產品之營銷。此項業務被視為終止經營業務，故該業務截至二零零八年三月三十一日止年度之綜合業績及現金流量如下：

		2008 二零零八年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元
Turnover	營業額	64	8,519
Cost of sales	銷售成本	(101)	(6,672)
Gross (loss) profit	(毛損) 毛利	(37)	1,847
Other operating income	其他經營收入	5	881
Gain on disposal of subsidiaries	出售附屬公司之收益	669	6,658
Selling and distribution expenses	銷售及分銷費用	(37)	(972)
Administrative expenses	行政費用	(1,371)	(2,919)
Finance costs	融資成本	-	(8)
(Loss) profits before tax	除稅前(虧損)溢利	(771)	5,487
Income tax expense	所得稅開支	(9)	(151)
(Loss) profits for the year	年內(虧損)溢利	(780)	5,336
Attributable to:	應佔:		
Equity holders of the Company	本公司股權持有人	(780)	5,336
Minority interests	少數股東權益	-	-
		(780)	5,336

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綜合財務報表附註

For the year ended 31 March 2008
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11. DISCONTINUED OPERATIONS (continued)

(a) Discontinued operation of lighting products (continued)

During the year ended 31 March 2008, the segment of lighting products contributed approximately HK\$1,427,000 (2007: HK\$996,000) to the Group's net operating cash flows, contributed approximately HK\$1,194,000 (2007: HK\$860,000) in respect of investing activities and paid HK\$2,570,000 (2007: paid HK\$2,859,000) in respect of financing activities.

(b) Discontinued operations of electroplating services

In January 2007, the Group entered into an agreement to dispose of a subsidiary, Ultra Good Electroplating Limited ("Ultra Good") and its subsidiaries (the "Ultra Good Group"), which carried out all the Group's electroplating services operations ("Electroplating Services Segment"). The disposal was effected in order to generate cash flow for the expansion of the Group's other businesses. The disposal was completed on 30 March 2007, on which date control of Ultra Good Group passed to the acquirer. This was regarded as a discontinued operation.

11. 終止經營業務 (續)

(a) 照明產品之終止經營業務 (續)

截至二零零八年三月三十一日止年度，照明產品分類為本集團之經營現金流量淨額貢獻約1,427,000港元（二零零七年：996,000港元），於投資業務方面貢獻約1,194,000港元（二零零七年：860,000港元），並於融資業務方面貢獻約2,570,000港元（二零零七年：2,859,000港元）。

(b) 電鍍服務之終止經營業務

於二零零七年一月，本集團訂立一項協議，出售一間附屬公司特佳電鍍有限公司（「特佳」）及其附屬公司（「特佳集團」）。特佳集團從事本集團所有電鍍服務業務（「電鍍服務分類」）。出售事項為本集團提供現金流量拓展其他業務。出售事項於二零零七年三月三十日完成，並於該日將特佳集團之操控權轉讓予買方。此視作終止經營業務。

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11. DISCONTINUED OPERATIONS (continued)

(b) Discontinued operations of electroplating services (continued)

The results of the electroplating services operations for the period from 1 April 2006 to 30 March 2007, which had been included in the consolidated income statement for the year ended 31 March 2007, were as follows:

		1.4.2006 to 30.3.2007 二零零六年 四月一日至 二零零七年 三月三十日 HK\$'000 千港元
Turnover	營業額	11,237
Cost of services provided	提供服務之成本	(7,604)
Gross profit	毛利	3,633
Other operating income	其他經營收入	147
Administration expenses	行政費用	(3,940)
Loss before tax	除稅前虧損	(160)
Income tax credit	所得稅抵免	67
Loss for the period	期內虧損	(93)
Attributable to:	應佔:	
Equity holders of the Company	本公司股權持有人	(74)
Minority interests	少數股東權益	(19)
		(93)

During the year ended 31 March 2007, Ultra Good Group contributed approximately HK\$5,462,000 to the Group's net operating cash flows, paid approximately HK\$93,000 in respect of investing activities and paid HK\$5,468,000 in respect of financing activities.

No tax charge or credit arose on loss on disposal of Electroplating Services Segment.

The carrying amounts of the assets and liabilities of the Ultra Good Group at the date of disposal were disclosed in note 33(c).

11. 終止經營業務 (續)

(b) 電鍍服務之終止經營業務 (續)

電鍍服務業務於二零零六年四月一日至二零零七年三月三十日之業績(已計入截至二零零七年三月三十一日止年度之綜合收益表)如下:

		1.4.2006 to 30.3.2007 二零零六年 四月一日至 二零零七年 三月三十日 HK\$'000 千港元
營業額		11,237
提供服務之成本		(7,604)
毛利		3,633
其他經營收入		147
行政費用		(3,940)
除稅前虧損		(160)
所得稅抵免		67
期內虧損		(93)
應佔:		
本公司股權持有人		(74)
少數股東權益		(19)
		(93)

截至二零零七年三月三十一日止年度,特佳集團為本集團之經營現金流量淨額貢獻約5,462,000港元,就投資業務支付約93,000港元,並就融資業務支付約5,468,000港元。

出售電鍍服務分類之虧損並無產生稅項支出或抵免。

特佳集團於出售日之資產及負債賬面值已於附註33(c)披露。

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12. LOSS FOR THE YEAR

12. 年內虧損

Loss for the year has been arrived at after charging
(crediting):

年內虧損已扣除(計入)下列各項:

	Continuing operations 持續經營業務		Discontinued operations 終止經營業務		Total 總額	
	2008	2007	2008	2007	2008	2007
	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Cost of inventories sold and services provided	125,049	140,914	101	14,276	125,150	155,190
Staff costs (excluding directors' remuneration (note 15)):						
Basic salaries and allowances	13,492	11,992	-	3,208	13,492	15,200
Retirement benefits scheme contributions	486	1,687	-	44	486	1,731
	13,978	13,679	-	3,252	13,978	16,931
Depreciation of property, plant and equipment	1,010	5,408	86	1,357	1,096	6,765
Depreciation of investment properties	83	327	-	-	83	327
Allowance for doubtful debts of trade receivables	421	28,992	-	-	421	28,992
Allowance for doubtful debts of other receivables	28	244	-	-	28	244
Amortisation of prepaid lease payments on land use rights (included in administrative expenses)	-	181	-	47	-	228
Auditors' remuneration	547	463	10	68	557	531
Bad debts directly written off	491	1,647	102	305	593	1,952
Impairment loss on property, plant and equipment	-	-	619	-	619	-
Research and development expenditure	-	127	-	-	-	127
Operating leases charges on rented premises	2,343	1,678	-	159	2,343	1,837
Share-based payment expenses (excluding directors)	726	-	-	-	726	-
Net exchange (gain) loss	(7,263)	(3,370)	1	(74)	(7,262)	(3,444)
Write down for inventories (included in administrative expenses)	-	27,648	-	-	-	27,648
Write down for inventories (included in cost of sales)	5,421	597	-	-	5,421	597
Gain on deregistration of a subsidiary	(215)	-	-	-	(215)	-
(Gain) loss on disposal of property, plant and equipment	(452)	455	-	42	(452)	497
(Gain) loss on disposal of investment properties	(544)	1,330	-	-	(544)	1,330
Gain on disposal of financial assets at fair value through profit or loss	-	(8)	-	-	-	(8)
Gross rental income from investment properties	(197)	(500)	(5)	(40)	(202)	(540)
Less: direct operating expenses that generated rental income	53	121	-	69	53	190
Net rental income from investment properties	(144)	(379)	(5)	29	(149)	(350)
Interest income	(963)	(66)	-	(6)	(963)	(72)
Write back of allowance for doubtful debts of trade receivables	(3,249)	(15)	-	(95)	(3,249)	(110)

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13. DIVIDEND

No dividend was paid or proposed during the two years ended 31 March 2008 and 2007 since the balance sheet date.

14. (LOSS) EARNINGS PER SHARE – BASIC

From continuing and discontinued operations

The calculation of the basic and diluted loss per share attributable to the equity holders of the Company for the year is based on the following data:

13. 股息

自結算日起，概無派付或建議派付截至二零零八年及二零零七年三月三十一日止兩個年度之股息。

14. 每股（虧損）盈利－基本

來自持續及終止經營業務

本公司股權持有人應佔年內每股基本及攤薄虧損乃根據下列數據計算：

		2008 二零零八年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元
Loss	虧損		
Loss for the year attributable to the equity holders of the Company	本公司股權持有人應佔年內虧損	<u>22,245</u>	<u>124,577</u>
		2008 二零零八年	2007 二零零七年
Number of shares	股份數目		
Weighted average number of ordinary shares for the purpose of basic loss per share	用以計算每股基本虧損之普通股加權平均數	<u>325,315,373</u>	<u>304,133,379</u>

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14. (LOSS) EARNINGS PER SHARE – BASIC (continued)

From continuing operations

The calculation of the basic loss per share from continuing operations attributable to equity holders of the Company for the year is based on the following data:

		2008 二零零八年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元
Loss for the year attributable to equity holders of the Company	本公司股權持有人應佔年內虧損	22,245	124,577
Less: (Loss) profits for the year from discontinued operations attributable to equity holders of the Company (note 11)	減：本公司股權持有人應佔來自終止經營業務之年內(虧損)溢利(附註11)	(780)	5,262
Loss for the year for the purpose of basic loss per share from continuing operations	用以計算來自持續經營業務之每股基本虧損之年內虧損	<u>21,465</u>	<u>129,839</u>

The denominators used are the same as those detailed above for basic loss per share.

From discontinued operation

Basic loss per share for discontinued operations was HK0.24 cents per share (2007: earnings HK1.73 cents), based on the loss for the year from the discontinued operation attributable to the equity holders of the Company of approximately HK\$780,000 (2007: earnings of HK\$5,262,000) and the denominators detailed above for basic loss per share.

No diluted loss is presented for the year ended 31 March 2008 as the exercise of the outstanding share options and the conversion of the convertible loan notes during the year had an anti-dilutive effect on the basic loss per share.

There was no dilution effect on the basic loss per share for the year ended 31 March 2007 as there were no dilutive shares outstanding during the year ended 31 March 2007.

14. 每股(虧損)盈利－基本(續)

來自持續經營業務

本公司股權持有人應佔來自持續經營業務之年內每股基本虧損乃根據下列數據計算

		2008 二零零八年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元
Loss for the year attributable to equity holders of the Company	本公司股權持有人應佔年內虧損	22,245	124,577
Less: (Loss) profits for the year from discontinued operations attributable to equity holders of the Company (note 11)	減：本公司股權持有人應佔來自終止經營業務之年內(虧損)溢利(附註11)	(780)	5,262
Loss for the year for the purpose of basic loss per share from continuing operations	用以計算來自持續經營業務之每股基本虧損之年內虧損	<u>21,465</u>	<u>129,839</u>

所用分母與上述每股基本虧損所用之分母相同。

來自終止經營業務

終止經營業務之每股基本虧損為每股0.24港仙(二零零七年：盈利1.73港仙)，乃根據本公司股權持有人應佔來自終止經營業務之年內虧損約780,000港元(二零零七年：盈利5,262,000港元)計算，而分母與上述每股基本虧損相同。

由於年內行使尚未行使之購股權及轉換可換股借貸票據對每股基本虧損造成反攤薄影響，故並無呈列截至二零零八年三月三十一日止年度之攤薄虧損。

由於截至二零零七年三月三十一日止年度並無已發行潛在攤薄股份，故並無對截至二零零七年三月三十一日止年度之每股基本虧損造成攤薄影響。

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15. DIRECTORS' AND SENIOR MANAGEMENT'S EMOLUMENTS

(a) Directors' emoluments

The emoluments paid or payable to each of the 20 (2007: 13) directors were as follows:

For the year ended 31 March 2008

15. 董事及高級管理人員酬金

(a) 董事酬金

已付或應付20名(二零零七年:13名)董事之酬金如下:

截至二零零八年三月三十一日止年度

		Other emoluments				Total
		Fees	Salaries, allowances and other benefits	Retirement benefits contributions	Share-based payments	
		袍金	薪金、津貼及其他福利	退休福利計劃供款	股份付款	總額
		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
Executive directors:	執行董事:					
Liang Jin You ¹	梁金友 ¹	-	344	3	-	347
Li Kwo Yuk ¹	李戈玉 ¹	-	94	3	-	97
Leung Kin Yau ¹	梁健友 ¹	-	62	3	-	65
Ou Jian Sheng ¹	歐健生 ¹	-	149	-	-	149
Deng Ju Neng ¹	鄧巨能 ¹	-	234	-	-	234
Chen Vee Yong, Frederick ²	陳維雄 ²	-	-	-	-	-
Lee Sang Yoon ²	李相潤 ²	-	-	-	-	-
Leung Heung Ying, Alvin ³	梁享英 ³	-	1,612	7	725	2,344
Chung Oi Ling, Stella ³	鍾愛玲 ³	-	97	4	-	101
Lo Chi Ho, William ⁴	駱志浩 ⁴	-	-	-	800	800
Lo Fong Hung ⁵	羅方紅 ⁵	-	-	-	-	-
Wang Xiangfei ⁵	王翔飛 ⁵	-	-	-	-	-
Kwan Man Fai ⁵	關文輝 ⁵	-	-	-	-	-
Independent non-executive directors:	獨立非執行董事:					
Lo Ming Chi, Charles ⁶	勞明智 ⁶	77	-	-	-	77
Lo Wah Wai ⁷	盧華威 ⁷	24	-	-	-	24
Orr, Joseph Wai Shing ⁶	柯偉聲 ⁶	77	-	-	-	77
Wong Ngao San, Marcus ⁶	王傲山 ⁶	77	-	-	-	77
Wong Man Hin, Raymond ⁵	黃文顯 ⁵	-	-	-	-	-
Lam Ka Wai, Graham ⁵	林家威 ⁵	-	-	-	-	-
Chan Yiu Fai, Youdey ⁵	陳耀輝 ⁵	-	-	-	-	-
		255	2,592	20	1,525	4,392

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15. DIRECTORS' AND SENIOR MANAGEMENT'S EMOLUMENTS (continued)

(a) Directors' emoluments (continued)

- ¹ Resigned on 4 July 2007
- ² Resigned on 11 July 2007
- ³ Appointed on 14 June 2007 and resigned on 11 April 2008
- ⁴ Appointed on 14 September 2007 and resigned on 11 April 2008
- ⁵ Appointed on 25 March 2008
- ⁶ Resigned on 11 April 2008
- ⁷ Resigned on 24 September 2007

15. 董事及高級管理人員酬金 (續)

(a) 董事酬金 (續)

- ¹ 於二零零七年七月四日辭任
- ² 於二零零七年七月十一日辭任
- ³ 於二零零七年六月十四日獲委任及於二零零八年四月十一日辭任
- ⁴ 於二零零七年九月十四日獲委任及於二零零八年四月十一日辭任
- ⁵ 於二零零八年三月二十五日獲委任
- ⁶ 於二零零八年四月十一日辭任
- ⁷ 於二零零七年九月二十四日辭任

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15. DIRECTORS' AND SENIOR MANAGEMENT'S EMOLUMENTS (continued)

(a) Directors' emoluments (continued)

For the year ended 31 March 2007

		Fees	Other emoluments		Total
			Salaries, allowances and other benefits	Retirement benefits scheme contributions	
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元
Executive directors:	執行董事:				
Liang Jin You ¹	梁金友 ¹	–	1,320	12	1,332
Li Kwo Yuk ¹	李戈玉 ¹	–	360	12	372
Leung Kin Yau ¹	梁健友 ¹	–	240	12	252
Ou Jian Sheng ¹	歐健生 ¹	–	573	2	575
Deng Ju Neng ¹	鄧巨能 ¹	–	516	–	516
Chen Vee Yong, Frederick ²	陳維雄 ²	–	–	–	–
Lee Sang Yoon ³	李相潤 ³	–	–	–	–
Leung Heung Ying, Alvin ⁴	梁享英 ⁴	–	–	–	–
Chung Oi Ling, Stella ⁴	鍾愛玲 ⁴	–	–	–	–
Independent non-executive directors:	獨立非執行董事:				
Lo Ming Chi, Charles	勞明智	50	–	–	50
Lo Wah Wai	盧華威	50	–	–	50
Orr, Joseph Wai Shing	柯偉聲	50	–	–	50
Wong Ngao San, Marcus ⁴	王傲山 ⁴	–	–	–	–
		150	3,009	38	3,197

¹ Resigned on 4 July 2007

² Resigned on 11 July 2007

³ Appointed on 27 June 2006 and resigned on 11 July 2007

⁴ Appointed on 14 June 2007

15. 董事及高級管理人員酬金 (續)

(a) 董事酬金 (續)

截至二零零七年三月三十一日止
年度

		Fees	Other emoluments		Total
			Salaries, allowances and other benefits	Retirement benefits scheme contributions	
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元
Executive directors:	執行董事:				
Liang Jin You ¹	梁金友 ¹	–	1,320	12	1,332
Li Kwo Yuk ¹	李戈玉 ¹	–	360	12	372
Leung Kin Yau ¹	梁健友 ¹	–	240	12	252
Ou Jian Sheng ¹	歐健生 ¹	–	573	2	575
Deng Ju Neng ¹	鄧巨能 ¹	–	516	–	516
Chen Vee Yong, Frederick ²	陳維雄 ²	–	–	–	–
Lee Sang Yoon ³	李相潤 ³	–	–	–	–
Leung Heung Ying, Alvin ⁴	梁享英 ⁴	–	–	–	–
Chung Oi Ling, Stella ⁴	鍾愛玲 ⁴	–	–	–	–
Independent non-executive directors:	獨立非執行董事:				
Lo Ming Chi, Charles	勞明智	50	–	–	50
Lo Wah Wai	盧華威	50	–	–	50
Orr, Joseph Wai Shing	柯偉聲	50	–	–	50
Wong Ngao San, Marcus ⁴	王傲山 ⁴	–	–	–	–
		150	3,009	38	3,197

¹ 於二零零七年七月四日辭任

² 於二零零七年七月十一日辭任

³ 於二零零六年六月二十七日獲委任及於二零零七年七月十一日辭任

⁴ 於二零零七年六月十四日獲委任

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截至二零零八年三月三十一日止年度

15. DIRECTORS' AND SENIOR MANAGEMENT'S EMOLUMENTS

(continued)

(a) Directors' emoluments (continued)

No director waived any emoluments in any of the two years ended 31 March 2008 and 2007.

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

(b) Senior management's emoluments

Of the five individuals with the highest emoluments in the Group, two (2007: three) were executive directors of the Company whose emoluments are set out above. The emoluments of the remaining three (2007: two) highest paid individuals were as follows:

		2008	2007
		二零零八年	二零零七年
		HK\$'000	HK\$'000
		千港元	千港元
Salaries, allowances and other benefits	薪金、津貼及其他福利	2,293	1,259
Retirement benefits scheme contributions	退休福利計劃供款	108	79
		2,401	1,338

The emoluments of the three (2007: two) highest paid employees fall in the following bands:

		Number of individuals	
		人數	
		2008	2007
		二零零八年	二零零七年
Emoluments bands	酬金範圍		
Nil – HK\$1,000,000	無至1,000,000港元	3	2

15. 董事及高級管理人員酬金 (續)

(a) 董事酬金 (續)

截至二零零八年及二零零七年三月三十一日止兩個年度，概無董事放棄任何酬金。

薪酬委員會乃參考董事個人表現及市場趨勢而釐定董事薪酬。

(b) 高級管理人員酬金

於本集團五名最高薪人士中，兩名（二零零七年：三名）為本公司執行董事，彼等之酬金載於上文。其餘三名（二零零七年：兩名）最高薪人士之酬金如下：

		2008	2007
		二零零八年	二零零七年
		HK\$'000	HK\$'000
		千港元	千港元
Salaries, allowances and other benefits	薪金、津貼及其他福利	2,293	1,259
Retirement benefits scheme contributions	退休福利計劃供款	108	79
		2,401	1,338

三名（二零零七年：兩名）最高薪僱員之酬金介乎下列酬金範圍：

		Number of individuals	
		人數	
		2008	2007
		二零零八年	二零零七年
Emoluments bands	酬金範圍		
Nil – HK\$1,000,000	無至1,000,000港元	3	2

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15. DIRECTORS' AND SENIOR MANAGEMENT'S EMOLUMENTS

(continued)

- (c) No emoluments have been paid by the Group to the directors of the Company or the five highest paid individuals as an inducement to join or upon joining the Group, or as compensation for loss of office during the two years ended 31 March 2008 and 2007.

15. 董事及高級管理人員酬金 (續)

- (c) 截至二零零八年及二零零七年三月三十一日止兩個年度，本集團並無向本公司董事或五名最高薪人士支付任何酬金以作為彼等加盟或將加盟本集團之獎勵，或作為彼等之離職賠償。

16. INVESTMENT PROPERTIES

(a)

		HK\$'000 千港元
COST	成本	
At 1 April 2006	於二零零六年四月一日	7,269
Transfer from property, plant and equipment (Note 17)	轉撥自物業、廠房及設備(附註17)	2,868
Disposal	出售	(5,306)
At 31 March 2007	於二零零七年三月三十一日	4,831
Disposals	出售	(4,511)
Disposal of a subsidiary	出售一間附屬公司	(320)
At 31 March 2008	於二零零八年三月三十一日	-
DEPRECIATION AND IMPAIRMENT	折舊及減值	
At 1 April 2006	於二零零六年四月一日	843
Provided for the year	本年度撥備	327
Eliminated on disposals	出售時對銷	(559)
At 31 March 2007	於二零零七年三月三十一日	611
Provided for the year	本年度撥備	83
Eliminated on disposals	出售時對銷	(476)
Eliminated on disposal of a subsidiary	出售一間附屬公司時對銷	(218)
At 31 March 2008	於二零零八年三月三十一日	-
CARRYING VALUES	賬面值	
At 31 March 2008	於二零零八年三月三十一日	-
At 31 March 2007	於二零零七年三月三十一日	4,220

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16. INVESTMENT PROPERTIES (continued)

- (b) In the opinion of the directors of the Company, the fair values of the Group's investment properties at 31 March 2007 were approximately HK\$4,220,000. The fair values were determined by reference to recent market prices for similar properties.
- (c) The above investment properties are depreciated on a straight-line basis over the shorter of the term of the leases or 20 years.
- (d) The carrying values of investment properties shown above comprises medium-term leasehold land and buildings situated in Hong Kong.

16. 投資物業 (續)

- (b) 本公司董事認為，本集團投資物業於二零零七年三月三十一日之公平值約為4,220,000港元。公平值乃參照類似物業之近期市價釐定。
- (c) 上述投資物業乃按租期或20年兩者之較短者根據直線法折舊。
- (d) 上述投資物業之賬面值包括位於香港之中期租賃土地及樓宇。

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17. PROPERTY, PLANT AND EQUIPMENT

17. 物業、廠房及設備

		Leasehold land and buildings 租賃土地 及樓宇 HK\$'000 千港元	Leasehold improvements 租賃 物業裝修 HK\$'000 千港元	Construction in progress 在建工程 HK\$'000 千港元	Plant and machinery 廠房及機器 HK\$'000 千港元	Furniture, equipment and motor vehicles 傢俬、設備 及汽車 HK\$'000 千港元	Total 總額 HK\$'000 千港元
COST OR VALUATION	成本或估值						
At 1 April 2006	於二零零六年四月一日	73,799	2,536	377	51,792	51,478	179,982
Exchange realignment	匯兌調整	1,792	22	13	844	734	3,405
Additions	添置	-	371	341	446	575	1,733
Transfer	轉撥	-	-	(312)	-	312	-
Transfer to investment properties (Note 16)	轉撥至投資物業(附註16)	(4,198)	-	-	-	-	(4,198)
Disposals	出售	(467)	(87)	-	(787)	(759)	(2,100)
Disposal of subsidiaries	出售附屬公司	(52,673)	(1,085)	(419)	(27,905)	(19,536)	(101,618)
At 31 March 2007	於二零零七年三月三十一日	18,253	1,757	-	24,390	32,804	77,204
Exchange realignment	匯兌調整	-	12	-	197	70	279
Additions	添置	-	-	-	-	267	267
Disposals	出售	(14,552)	-	-	-	(681)	(15,233)
Disposal of a subsidiary	出售一間附屬公司	(3,701)	(1,658)	-	(282)	(140)	(5,781)
At 31 March 2008	於二零零八年三月三十一日	-	111	-	24,305	32,320	56,736
Comprising:	包括:						
At cost	按成本	-	111	-	24,305	32,320	56,736
At valuation - 1995	按估值 - 一九九五年	-	-	-	-	-	-
		-	111	-	24,305	32,320	56,736

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17. PROPERTY, PLANT AND EQUIPMENT (continued)

17. 物業、廠房及設備 (續)

		Leasehold land and buildings 租賃土地 及樓宇 HK\$'000 千港元	Leasehold improvements 租賃 物業裝修 HK\$'000 千港元	Construction in progress 在建工程 HK\$'000 千港元	Plant and machinery 廠房及機器 HK\$'000 千港元	Furniture, equipment and motor vehicles 傢俬、設備 及汽車 HK\$'000 千港元	Total 總額 HK\$'000 千港元
ACCUMULATED DEPRECIATION AND AMORTISATION AND IMPAIRMENT		累計折舊及攤銷及減值					
At 1 April 2006	於二零零六年四月一日	27,879	1,257	-	47,889	46,458	123,483
Exchange realignment	匯兌調整	711	3	-	755	550	2,019
Charge for the year	本年度支出	3,269	284	-	1,053	2,159	6,765
Transfer to investment properties (Note 16)	轉撥至投資物業(附註16)	(1,330)	-	-	-	-	(1,330)
Eliminated on disposals	出售時對銷	(105)	(58)	-	(756)	(639)	(1,558)
Eliminated on disposal of subsidiaries	出售附屬公司時對銷	(24,386)	(74)	-	(25,276)	(16,856)	(66,592)
At 31 March 2007	於二零零七年三月三十一日	6,038	1,412	-	23,665	31,672	62,787
Exchange realignment	匯兌調整	-	7	-	148	27	182
Charge for the year	本年度支出	195	73	-	299	529	1,096
Impairment loss recognised	已確認之減值虧損	-	-	-	329	290	619
Eliminated on disposals	出售時對銷	(5,109)	-	-	-	(492)	(5,601)
Eliminated on disposal of a subsidiary	出售一間附屬公司時對銷	(1,124)	(1,401)	-	(282)	(140)	(2,947)
At 31 March 2008	於二零零八年三月三十一日	-	91	-	24,159	31,886	56,136
CARRYING VALUES		賬面值					
At 31 March 2008	於二零零八年三月三十一日	-	20	-	146	434	600
At 31 March 2007	於二零零七年三月三十一日	12,215	345	-	725	1,132	14,417

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17. PROPERTY, PLANT AND EQUIPMENT (continued)

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

Leasehold land and buildings	Over the shorter of the term of the leases or 5%
Leasehold improvements	Over the shorter of the term of the leases or 15%
Plant and machinery	20%
Furniture, equipment and motor vehicles	15% to 25%

Notes:

An analysis of the cost or valuation of the leasehold land and buildings of the Group at the balance sheet date is as follows:

Medium-term leasehold land and buildings in Hong Kong	於香港之中期租賃土地及樓宇
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The valuation of the leasehold land and buildings was carried out by Knight, Frank & Kan, an independent firm of professionally property valuers, on an open market, existing use basis as at 31 January 1995. No further valuation would be carried out on these land and buildings. Had the revalued assets been valued at their cost less accumulated depreciation and impairment losses, the total carrying amount of land and buildings as at 31 March 2007 would be restated at approximately HK\$4,812,000. The leasehold land and buildings were disposed of during the year ended 31 March 2008.

The carrying value of assets held under finance leases included in the total amount of plant and machinery and motor vehicles of the Group as at 31 March 2008 amounted to approximately HK\$79,000 (2007: HK\$412,000).

17. 物業、廠房及設備 (續)

上述物業、廠房及設備項目乃以直線法按下列年率計提折舊：

租賃土地及樓宇	按租賃年期或5%之間較短者
租賃物業裝修	按租賃年期或15%之間較短者
廠房及機器	20%
傢俬、設備及汽車	15%至25%

附註：

於結算日，本集團租賃土地及樓宇之成本或估值分析如下：

2008 二零零八年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元
----------------------------------	----------------------------------

-	12,215
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租賃土地及樓宇之估值由獨立專業物業估值師行簡福鉛測量行於公開市場按現用基準於一九九五年一月三十一日評估。本集團將不會再就該等土地及樓宇進行估值。當按成本減累計折舊及減值虧損就重估資產進行估值，土地及樓宇於二零零七年三月三十一日之賬面總值將重列為約4,812,000港元。租賃土地及樓宇已於截至二零零八年三月三十一日止年度出售。

於二零零八年三月三十一日根據融資租賃持有之資產賬面值（計入本集團廠房、機器及汽車總額）約為79,000港元（二零零七年：412,000港元）。

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18. INTANGIBLE ASSETS

18. 無形資產

		On-line game intellectual property rights 網上遊戲 知識產權 HK\$'000 千港元	Patents and trademarks 專利權及 商標 HK\$'000 千港元	Total 總額 HK\$'000 千港元
COST		成本		
At 1 April 2006	於二零零六年四月一日	–	1,734	1,734
Exchange realignment	匯兌調整	–	48	48
Acquired on acquisition of a subsidiary	收購一間附屬公司時收購	46,440	–	46,440
At 31 March 2007	於二零零七年三月三十一日	46,440	1,782	48,222
Exchange realignment	匯兌調整	–	82	82
At 31 March 2008	於二零零八年三月三十一日	46,440	1,864	48,304
ACCUMULATED AMORTISATION AND IMPAIRMENT		累計攤銷及減值		
At 1 April 2006	於二零零六年四月一日	–	1,734	1,734
Exchange realignment	匯兌調整	–	48	48
Impairment loss recognised for the year	本年度確認之減值虧損	46,440	–	46,440
At 31 March 2007	於二零零七年三月三十一日	46,440	1,782	48,222
Exchange realignment	匯兌調整	–	82	82
At 31 March 2008	於二零零八年三月三十一日	46,440	1,864	48,304
CARRYING VALUES		賬面值		
At 31 March 2008	於二零零八年三月三十一日	–	–	–
At 31 March 2007	於二零零七年三月三十一日	–	–	–

Patents and trademarks and on-line game intellectual property rights have definite useful lives and are amortised on a straight-line basis over five years.

專利權及商標以及網上遊戲知識產權之可使用年期有限，且按直線法於五年內攤銷。

The directors of the Company were of the opinion that the timing for launching the on-line game intellectual property rights to the market was not determinable after reviewing the development progress. Impairment loss of HK\$46,440,000 was recognised for the year ended 31 March 2007.

本公司董事認為，經檢討發展進度後，未能確定在市場推出網上遊戲知識產權之時間，故已於截至二零零七年三月三十一日止年度確認減值虧損46,440,000港元。

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19. GOODWILL

19. 商譽

		HK\$'000 千港元
(A) COST	(A) 成本	
At 1 April 2006	於二零零六年四月一日	17,004
Acquired on acquisition of a subsidiary	收購一間附屬公司時收購	3,963
At 31 March 2007 and 31 March 2008	於二零零七年三月三十一日 及二零零八年三月三十一日	20,967
IMPAIRMENT	減值	
At 1 April 2006	於二零零六年四月一日	17,004
Impairment loss recognised for the year	本年度確認之減值虧損	3,963
At 31 March 2007 and 31 March 2008	於二零零七年三月三十一日 及二零零八年三月三十一日	20,967
CARRYING VALUES	賬面值	
At 31 March 2008	於二零零八年三月三十一日	—
At 31 March 2007	於二零零七年三月三十一日	—

During the year ended 31 March 2007, goodwill of HK\$3,963,000 was generated from the acquisition of a subsidiary, Matrix Software Inc. ("Matrix"). The sole asset of Matrix was the on-line game intellectual property rights. As the directors of the Company were of the opinion that the timing for launching the on-line game intellectual property rights to the market was not determinable after reviewing the development progress, impairment loss of HK\$3,963,000 was recognised for the year ended 31 March 2007.

截至二零零七年三月三十一日止年度，由收購一間附屬公司Matrix Software Inc.（「Matrix」）所產生之商譽為3,963,000港元。Matrix之唯一資產為網上遊戲知識產權。本公司董事認為經檢討發展進度後，未能確定在市場推出網上遊戲知識產權之時間，故於截至二零零七年三月三十一日止年度確認減值虧損3,963,000港元。

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20. INVENTORIES

20. 存貨

		2008 二零零八年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元
Raw materials	原材料	1,398	72
Work in progress	在製品	-	77
Finished goods	製成品	2,093	11,875
		3,491	12,024

21. TRADE AND OTHER RECEIVABLES

21. 應收貨款及其他應收款項

		2008 二零零八年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元
Trade and bills receivables	應收貨款及應收票據	14,563	47,331
Less: Allowance for doubtful debts of trade receivables	減：應收貨款呆賬撥備	(629)	(29,227)
		13,934	18,104
Prepayments, deposits and other receivables	預付款項、按金及其他應收款項	2,193	2,825
Less: Allowance for doubtful debts of other receivables	減：其他應收款項呆賬撥備	(28)	(244)
		16,099	20,685

The Group's sales are on open account terms. Trading terms with customers are largely on credit, except for new customers where payment in advance is normally required. Invoices are normally payable within 30 days of issuance, except for certain well-established customers, where the terms are extended to 180 days.

本集團之銷售以記賬形式進行。除新客户一般須預先付款外，大部分客戶均獲給予信貸期。除若干關係良好之客戶給予最長180天之信貸期外，貨款一般須於發票發出後30天內償還。

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21. TRADE AND OTHER RECEIVABLES (continued)

At the balance sheet date, the aging analysis of the trade and bills receivables, net of allowance for doubtful debts was as follows:

		2008 二零零八年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元
Within 90 days	90天內	9,620	14,274
91 – 365 days	91天至365天內	1,002	3,361
Over 1 year	超過1年	3,312	469
		13,934	18,104

(a) At 31 March 2008, the analysis of trade receivables that were past due but not impaired are as follows:

		Neither past due nor impaired 未逾期且未出現減值		Past due but not impaired 已逾期但未出現減值		
		Total 總額 HK\$'000 千港元	impaired 未出現減值 HK\$'000 千港元	<90 days 少於90天 HK\$'000 千港元	91 to 365 days 91天至365天 HK\$'000 千港元	Over 1 year 超過1年 HK\$'000 千港元
2008	二零零八年	13,934	6,490	3,168	984	3,292
2007	二零零七年	18,104	7,295	7,103	3,285	421

Receivables that were past due but not impaired relate to a number of independent customers that have a good track record with the Group. Based on past experience, management believes that no impairment allowance is necessary in respect of these balances as there has not been a significant change in credit quality and the balances are still considered fully recoverable. The Group does not hold any collateral over these balances.

21. 應收貨款及其他應收款項 (續)

本集團之應收貨款及應收票據（於扣除呆賬撥備後）於結算日之賬齡分析如下：

	2008 二零零八年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元
Within 90 days	9,620	14,274
91 – 365 days	1,002	3,361
Over 1 year	3,312	469
	13,934	18,104

(a) 於二零零八年三月三十一日，已逾期但未出現減值之應收貨款分析如下：

		Neither past due nor impaired 未逾期且未出現減值		Past due but not impaired 已逾期但未出現減值		
		Total 總額 HK\$'000 千港元	impaired 未出現減值 HK\$'000 千港元	<90 days 少於90天 HK\$'000 千港元	91 to 365 days 91天至365天 HK\$'000 千港元	Over 1 year 超過1年 HK\$'000 千港元
2008	二零零八年	13,934	6,490	3,168	984	3,292
2007	二零零七年	18,104	7,295	7,103	3,285	421

已逾期但未出現減值之應收款項乃涉及多名過往於本集團記錄良好之獨立客戶。由於信貸質素並無出現重大變動，而此等結餘仍被視為可全數收回，故根據過往經驗，管理層相信無須就結餘作出減值撥備。本集團並無就此等結餘持有任何抵押品。

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21. TRADE AND OTHER RECEIVABLES (continued)

- (b) Movements in the allowance for doubtful debts of trade receivables in aggregate during the year are as follows:

		2008 二零零八年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元
Balance at beginning of the year	年初結餘	29,227	4,452
Exchange realignment	匯兌調整	8	6
Increase in allowance for doubtful debts of trade receivables	應收貨款呆賬撥備增加	421	28,992
Eliminated on disposal of subsidiaries	出售附屬公司時對銷	-	(50)
Write back of allowance for doubtful debts	呆賬撥備撥回	(3,249)	(110)
Amounts written off as uncollectible	因不能收回而撇銷之金額	(25,778)	(4,063)
Balance at end of the year	年終結餘	<u>629</u>	<u>29,227</u>

- (c) Movements in the allowance for doubtful debts of other receivables in aggregate during the year are as follow:

		2008 二零零八年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元
Balance at beginning of the year	年初結餘	244	-
Increase in allowance for doubtful debts of other receivables	其他應收款項呆賬撥備增加	28	244
Amounts written off as uncollectible	因不能收回而撇銷之金額	(244)	-
Balance at end of the year	年終結餘	<u>28</u>	<u>244</u>

At 31 March 2008, the carrying amount of the trade receivables, which have been pledged as security for the borrowing, is HK\$1,567,000 (2007: Nil). The carrying amount of the associated liability is HK\$1,338,000.

21. 應收貨款及其他應收款項 (續)

- (b) 年內之應收貨款呆賬撥備之變動總額如下：

		2008 二零零八年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元
Balance at beginning of the year	年初結餘	29,227	4,452
Exchange realignment	匯兌調整	8	6
Increase in allowance for doubtful debts of trade receivables	應收貨款呆賬撥備增加	421	28,992
Eliminated on disposal of subsidiaries	出售附屬公司時對銷	-	(50)
Write back of allowance for doubtful debts	呆賬撥備撥回	(3,249)	(110)
Amounts written off as uncollectible	因不能收回而撇銷之金額	(25,778)	(4,063)
Balance at end of the year	年終結餘	<u>629</u>	<u>29,227</u>

- (c) 年內之其他應收款項呆賬撥備之變動總額如下：

		2008 二零零八年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元
Balance at beginning of the year	年初結餘	244	-
Increase in allowance for doubtful debts of other receivables	其他應收款項呆賬撥備增加	28	244
Amounts written off as uncollectible	因不能收回而撇銷之金額	(244)	-
Balance at end of the year	年終結餘	<u>28</u>	<u>244</u>

於二零零八年三月三十一日，已抵押作為借貸抵押品之應收貨款賬面值為1,567,000港元（二零零七年：無）。相關負債之賬面值為1,338,000港元。

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22. AMOUNTS DUE FROM RELATED COMPANIES

22. 應收關連公司款項

Name 名稱		Balance as at 31 March 2008 於二零零八年 三月三十一日 之結餘 HK\$'000 千港元	Balance as at 31 March 2007 於二零零七年 三月三十一日 之結餘 HK\$'000 千港元	Maximum amount outstanding during the year 年內未償 最高數額 HK\$'000 千港元
Merry Crest Management Limited ("Merry Crest")	Merry Crest Management Limited (「Merry Crest」)	–	14,111	14,111
Asia Peace Development Limited ("Asia Peace")	偉和發展有限公司 (「偉和」)	–	19,002	19,002
		–	33,113	

The amounts represented the consideration receivable in respect of the disposal of subsidiaries (note 33) for the year ended 31 March 2007.

有關金額為就截至二零零七年三月三十一日止年度出售附屬公司(附註33)應收之代價金額。

The amounts were unsecured, non-interest bearing and were fully settled in May 2007.

有關金額為無抵押、免息，並已於二零零七年五月全數清償。

Mr. Liang Jin You, a former executive director of the Company and a then controlling shareholder of the Company ("Mr. Liang") has beneficial interests in these two related companies.

本公司前執行董事及當時控股股東梁金友先生(「梁先生」)擁有該兩間關連公司之實益權益。

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23. BANK BALANCES AND CASH

Bank balances and cash of the Group comprises bank balances and cash held by the Group and short-term deposits amounting HK\$380,143,000 (2007: HK\$1,857,000) with an original maturity of three months or less. The bank deposits carried interest at market rates which ranging from 0.01% to 5.1% (2007: 0.55% to 0.72%)

Included in bank balances and cash are the following amounts denominated in foreign currencies other than the functional currency of the Group to which they relate:

23. 銀行結存及現金

本集團之銀行結存及現金包括本集團持有之銀行結存及現金，以及原到期日為三個月或以內之短期存款380,143,000港元（二零零七年：1,857,000港元）。銀行結存按介乎0.01厘至5.1厘（二零零七年：0.55厘至0.72厘）之市場利率計息。

銀行結存及現金包括下列以本集團功能貨幣以外之外幣計值之款項：

		2008 二零零八年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元
GBP	英鎊	90	160
EUR	歐元	171	538
USD	美元	881	272
RMB	人民幣	918	531

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24. TRADE AND OTHER PAYABLES

At the balance sheet date, the aging analysis of the trade payables were as follows:

		2008	2007
		二零零八年	二零零七年
		HK\$'000	HK\$'000
		千港元	千港元
Within 90 days	90天內	6,958	8,375
91 – 365 days	91天至365天內	1,112	1,026
Over 1 year	超過1年	635	416
Trade payables	應付貨款	8,705	9,817
Other payables and accruals	其他應付款項及應計費用	12,337	13,125
		21,042	22,942

At 31 March 2008, a balance payable to Mr. Liang amounting to HK\$1,700,000 (2007: Nil) was included in other payables. The amount was unsecured, non-interest bearing and repayable on demand.

25. AMOUNT DUE TO A RELATED COMPANY

Asia Peace

The amount is unsecured, non-interest bearing and repayable on demand.

24. 應付貨款及其他應付款項

於結算日，應付貨款之賬齡分析如下：

	2008	2007
	二零零八年	二零零七年
	HK\$'000	HK\$'000
	千港元	千港元
Within 90 days	6,958	8,375
91 – 365 days	1,112	1,026
Over 1 year	635	416
Trade payables	8,705	9,817
Other payables and accruals	12,337	13,125
	21,042	22,942

於二零零八年三月三十一日，應付梁先生為數1,700,000港元（二零零七年：無）之結餘計入其他應付款項。有關金額為無抵押、不計息及須應要求償還。

25. 應付一間關連公司款項

	2008	2007
	二零零八年	二零零七年
	HK\$'000	HK\$'000
	千港元	千港元
Asia Peace	260	-

有關金額為無抵押、不計息及須應要求償還。

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26. OBLIGATIONS UNDER FINANCE LEASES

The Group leased certain equipment and motor vehicles under finance leases. The lease term ranged from 3 to 5 years. For the year ended 31 March 2008, the average effective borrowing rate was 9.6% (2007: 5.7%). Interest rates were fixed at the contract date. All leases were on a fixed repayment basis and no arrangements have been entered into for contingent rental payments.

26. 融資租賃承擔

本集團根據融資租賃租用若干設備及汽車。租期介乎3至5年不等。截至二零零八年三月三十一日止年度，平均實際借貸率為9.6厘（二零零七年：5.7厘）。利率乃於訂約當日釐定。所有租賃均以固定還款為基準，而本集團並無就或然租金款項訂立任何安排。

		Minimum lease payments		Present value of minimum lease payments	
		最低租賃款項	最低租賃款項現值	最低租賃款項	最低租賃款項現值
		2008	2007	2008	2007
		二零零八年	二零零七年	二零零八年	二零零七年
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元
Amounts payable under finance leases	根據融資租賃應付之款項				
Within one year	一年內	3	367	3	346
More than one year but not more than two years	超過一年但不超過兩年	-	102	-	99
More than two years but not more than three years	超過兩年但不超過三年	-	7	-	7
		3	476	3	452
Less: Future finance charges	減：日後融資費用	-	(24)	N/A不適用	N/A不適用
Present value of lease obligations	租賃承擔之現值	3	452	3	452
Less: Amount due within one year shown under current liabilities	減：列作流動負債於一年內到期之款項			(3)	(346)
Amount due after one year	於一年後到期之款項			-	106

The Group's obligations under finance leases were secured by the lessor's charge over the leased assets.

本集團之融資租賃承擔乃以出租人有關租賃資產之押記作抵押。

Finance leases obligations are denominated in HK\$.

融資租賃承擔以港元計值。

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27. BANK BORROWINGS

27. 銀行借貸

		2008 二零零八年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元
Bank loans	銀行貸款	2,279	3,570
Trust receipt loans	信託收據貸款	-	1,488
Bank overdrafts	銀行透支	705	5,324
		2,984	10,382
Analysed as:		分析:	
Secured	有抵押	1,338	5,346
Unsecured	無抵押	1,646	5,036
		2,984	10,382

The above amounts bear interest at prevailing market rates and are repayable on demand or within one year.

At 31 March 2008, all bank borrowings are floating rate borrowings. The bank borrowings carried interest at LIBOR plus 2.5% and Base Rate plus 2%.

At 31 March 2007, all bank borrowings were floating rate borrowings. The bank borrowings carried interest at LIBOR plus 2.5%, Prime Lending Rate plus 0.25% and BLR plus 0.25% to 0.5%.

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

上述金額乃按現行市場利率計息，並須應要求或於一年內償還。

於二零零八年三月三十一日，本集團所有銀行借貸均為浮息借貸。銀行借貸按倫敦銀行同業拆息加2.5厘及基本利率加2厘計息。

於二零零七年三月三十一日，所有銀行借貸均為浮息借貸。銀行借貸按倫敦銀行同業拆息另加2.5厘，最優惠貸款利率另加0.25厘及最優惠借貸利率另加0.25厘至0.5厘計息。

本集團以有關集團實體功能貨幣以外貨幣計值之借貸載列如下：

		USD 美元 '000 千元	GBP 英鎊 '000 千元
As at 31 March 2008	於二零零八年三月三十一日	171	61
As at 31 March 2007	於二零零七年三月三十一日	135	164

During the year ended 31 March 2008, the Group obtained new bank borrowing in the amount of approximately HK\$17,945,000. The loans drawn during the year bear interest at prevailing market rates and will be repayable within one year.

於截至二零零八年三月三十一日止年度，本集團取得新造銀行借貸約17,945,000港元。年內已提取之貸款按通用市場利率計息，並須於一年內償還。

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28. DEFERRED TAX

The following are the major deferred tax liabilities (assets) recognised and movement thereon during the current and prior reporting periods.

28. 遞延稅項

以下為已確認之主要遞延稅項負債(資產)以及其於本報告期間及過往報告期間內之變動。

		Accelerated tax depreciation	Revaluation of properties	Tax losses	Unrealised losses on inventories	Total
		加速稅項折舊	重估物業	稅項虧損	未實現之 存貨虧損	總額
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
At 1 April 2006	於二零零六年四月一日	(766)	1,864	(87)	3,360	4,371
Charge (credit) to consolidated income statement for the year	於本年度之綜合收益表扣除(計入)	54	-	87	(3,360)	(3,219)
Released upon transfer of leasehold land and buildings to investment properties	於租賃土地及樓宇轉撥至投資物業時解除	260	(260)	-	-	-
Released on disposal of subsidiaries	出售附屬公司時解除	(21)	-	-	-	(21)
At 31 March 2007	於二零零七年三月三十一日	(473)	1,604	-	-	1,131
Charge (credit) to consolidated income statement for the year	於本年度之綜合收益表扣除(計入)	526	-	(53)	-	473
Released on disposal of leasehold land and building	出售租賃土地及樓宇時解除	-	(1,604)	-	-	(1,604)
At 31 March 2008	於二零零八年三月三十一日	53	-	(53)	-	-

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28. DEFERRED TAX (continued)

At 31 March 2008, the Group has unused tax losses of HK\$42,122,000 (2007: HK\$46,070,000) available for offset against future profits. A deferred tax asset has been recognised in respect of approximately HK\$302,000 (2007: Nil) of such losses. No deferred tax asset has been recognised in respect of the remaining tax losses of approximately HK\$41,820,000 (2007: HK\$46,070,000) due to the unpredictability of future profits streams. For the year ended 31 March 2007, included in unrecognised tax losses of approximately HK\$2,178,000 (2008: Nil) that will expire in five years from the days they were incurred. Other losses may be carried forward indefinitely.

As 31 March 2008, the Group has deductible temporary differences of HK\$6,488,000 (2007: Nil). No deferred tax assets has been recognised in relation to such deductible temporary difference as it is not probable that taxable profit will be available against which the deductible temporary difference can be utilised.

28. 遞延稅項 (續)

於二零零八年三月三十一日，本集團之未動用稅項虧損為42,122,000港元（二零零七年：46,070,000港元），可用作對銷未來溢利。本集團已就該等虧損約302,000港元（二零零七年：無）確認遞延稅項資產。由於難以預測日後之溢利來源，因此未有就餘下之稅務虧損約41,820,000港元（二零零七年：46,070,000港元）確認遞延稅項資產。截至二零零七年三月三十一日止年度，未確認稅項虧損中約2,178,000港元（二零零八年：無）將於其產生日期起計五年內到期。其他虧損可無限期結轉。

於二零零八年三月三十一日，本集團有可扣稅暫時差額6,488,000港元（二零零七年：無）。由於可扣稅暫時差額不大可能用作扣減應課稅溢利，故並無就可扣稅暫時差額確認遞延稅項資產。

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29. SHARE CAPITAL

29. 股本

		Number of ordinary shares of HK\$0.10 each 每股面值0.10港元 普通股數目		Amount	
		2008 二零零八年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元
Authorised:	法定股本:				
Balance at beginning of year	年初結餘	900,000,000	900,000,000	90,000	90,000
Increase in authorised share capital (Note 1)	法定股本增加 (附註1)	4,100,000,000	–	410,000	–
Balance at end of year	年終結餘	5,000,000,000	900,000,000	500,000	90,000
Issued and fully paid:	已發行及繳足股本:				
Balance at beginning of year	年初結餘	304,478,584	262,478,584	30,448	26,248
Issued of shares (Note 2)	發行股份(附註2)	400,000,000	–	40,000	–
Exercise of share options (Note 3)	行使購股權(附註3)	60,895,000	–	6,089	–
Issue of shares for settlement of consideration in respect of acquisition of a subsidiary (Note 4)	因支付收購附屬公司 之代價而 發行股份(附註4)	–	42,000,000	–	4,200
Balance at end of year	年終結餘	765,373,584	304,478,584	76,537	30,448

Notes:

附註:

- Pursuant to an ordinary resolution passed in the special general meeting held on 10 March 2008, the authorised share capital of the Company was approved to increase from HK\$90,000,000 divided into 900,000,000 ordinary shares of HK\$0.1 each to HK\$500,000,000 divided into 5,000,000,000 ordinary shares of HK\$0.1 each by the creation of an additional 4,100,000,000 ordinary shares of HK\$0.1 each.

- 根據於二零零八年三月十日舉行之股東特別大會上通過之普通決議案，本公司之法定股本獲批准透過增設4,100,000,000股每股面值0.1港元之普通股，由90,000,000港元（分為900,000,000股每股面值0.1港元之普通股）增至500,000,000港元（分為5,000,000,000股每股面值0.1港元之普通股）。

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29. SHARE CAPITAL (continued)

- On 14 March 2008, 400,000,000 ordinary shares of HK\$0.1 each were issued and allotted to Ascent Goal Investments Limited ("Ascent Goal"), an independent third party at a price of HK\$0.2 per share. Since then Ascent Goal became the controlling shareholder of the Company. A sum of HK\$80,000,000 was raised and used as working capital of the Group.
- On 24 August 2007, the Company entered into an options subscription agreement with Mr. Wong Man Hin, Charles ("Mr. Wong"), an independent third party, whereby the Company agrees to grant and Mr. Wong agrees to subscribe from the Company 60,895,000 options ("Share Option") with the rights to require, the Company to issue and allot one ordinary share of HK\$0.1 each in the capital of the Company upon exercise of each option at an exercise price of HK\$1.165 per share. The options are exercisable in whole or in part within the period commencing from 31 October 2007 to 31 October 2008.

On 25 March 2008, 60,895,000 Share Options were exercised by Mr. Wong, resulting in the issue of 60,895,000 ordinary shares of HK\$0.1 each in the Company. Approximately HK\$609,000 and HK\$70,942,000 was paid by Mr. Wong in relation to the purchase of the Share Options and exercise of the Share Options, respectively.

- The Company allotted and issued 42,000,000 ordinary shares of HK\$0.1 each at the base price of HK\$1.2 per share as consideration for the acquisition of Matrix. The base price represents the fair value of the ordinary shares of the Company, being the average of the closing prices as quoted on the Stock Exchange for the last ten consecutive days prior to the date of the agreement.
- All the ordinary shares issued during both years ended 31 March 2008 and 2007 rank pari passu with the then existing ordinary shares in all respects.

29. 股本 (續)

- 於二零零八年三月十四日，400,000,000股每股面值0.1港元之普通股獲發行及配發予獨立第三方晉標投資有限公司（「晉標」），每股作價0.2港元。晉標自此成為本公司之控股股東。集資金額為80,000,000港元，已用作本集團之營運資金。
- 於二零零七年八月二十四日，本公司與獨立第三方黃文軒先生（「黃先生」）訂立購股權認購協議，據此，本公司同意授出而黃先生同意向本公司認購60,895,000份購股權（「購股權」），附有權利要求本公司於每份購股權按行使價每股1.165港元獲行使時發行及配發一股本公司股本中每股面值0.1港元之普通股。購股權可於二零零七年十月三十一日至二零零八年十月三十一日期間全部或部分行使。

於二零零八年三月二十五日，黃先生行使60,895,000份購股權，導致發行60,895,000股本公司股本中每股面值0.1港元之普通股。黃先生已分別就購入購股權及行使購股權支付約609,000港元及70,942,000港元。

- 本公司以基本價格每股1.2港元配發及發行42,000,000股每股面值0.1港元之普通股，作為收購Matrix之代價。基本價格為本公司普通股之公平值，即協議日期前最後十個連續交易日在聯交所所報之平均收市價。
- 所有於截至二零零八年及二零零七年三月三十一日止年度發行之普通股在各方面均與當時之現有普通股享有同等權益。

30. SHARE-BASED PAYMENT TRANSACTIONS

The Company adopted a share option scheme on 21 March 1995 (the "Old Scheme") for the purpose of providing incentives and rewards to directors and eligible employees and expired on 20 March 2005.

As a result of the amendments of Chapter 17 of the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (the "Listing Rules") on 1 September 2001, certain terms of the Old Scheme are no longer in compliance with the Listing Rules and the Company can no longer grant any further options under the Old Scheme without being in breach of the Listing Rules. Accordingly, the Company terminated the Old Scheme and adopted a new share option scheme (the "New Scheme"), which was approved in the Company's annual general meeting on 28 August 2003, for the purpose of providing incentives to directors and eligible participants.

Except that no further options may be granted under the Old Scheme subsequent to its termination, all the other provisions of the Old Scheme will remain in force so as to give effect to the exercise of all outstanding options granted under the Old Scheme prior to 1 September 2001 and all such options will remain valid and exercisable in accordance with the provisions of the Old Scheme.

According to the New Scheme, the directors of the Company may grant options to eligible employees, including directors of the Company or any of its subsidiaries and any suppliers, customers, any technical, financial, and legal professional advisors who have contributed to the Group, to subscribe for shares in the Company for a consideration of HK\$1 for each lot of share options granted.

30. 股份付款交易

本公司於一九九五年三月二十一日採納一項購股權計劃（「舊計劃」），目的為向董事及合資格僱員提供獎勵及回報，舊計劃已於二零零五年三月二十日屆滿。

由於香港聯合交易所有限公司證券上市規則（「上市規則」）第17章於二零零一年九月一日作出修訂，令舊計劃之若干條款不再符合上市規則，故若本公司根據舊計劃再授出任何購股權，將會違反上市規則。因此，本公司終止舊計劃並採納一項新購股權計劃（「新計劃」），主要目的為獎勵董事及合資格參與者，其後此計劃已於本公司在二零零三年八月二十八日舉行之股東週年大會上獲批准。

除於終止舊計劃後不可再據此授出購股權外，舊計劃之所有其他條文均仍舊有效，因此於二零零一年九月一日前根據舊計劃已授出但尚未行使其所有購股權均可予行使，而所有該等購股權均可按照舊計劃之條文繼續有效及可予行使。

根據新計劃，本公司董事可向合資格僱員（包括本公司或其任何附屬公司之董事，以及任何曾對本集團作出貢獻之供應商、客戶以及任何在技術、財務及法律上提供專業意見之人士）授予購股權以供認購本公司股份，每批已授出購股權之代價為1港元。

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30. SHARE-BASED PAYMENT TRANSACTIONS (continued)

Options granted should be accepted within 28 days from the date of grant. The total number of shares which may be issued upon exercise of all options to be granted under the New Scheme and any other share option schemes of the Company must not in aggregate exceed 10% of the shares of the Company in issue at the date adoption of the New Scheme.

At the balance sheet date, the number of share options granted and remained outstanding under the scheme was 3,044,785 (2007: Nil), representing 0.4% (2007: Nil) of the shares of the Company in issue at that date. The total number of shares in respect of which options may be granted to any individual in any one year is not permitted to exceed 1% of the shares of the Company in issue at any point in time, without prior approval from the Company's shareholders. Options granted to director, chief executive or substantial shareholder of the Company or any of their associates in excess of 0.1% of the Company's share capital or with a value in excess of HK\$5 million must be approved in advance by the Company's shareholders.

The maximum number of shares to be issued upon exercise of all outstanding options granted and yet to be exercised under the New Scheme and any other option schemes of the Company must not in aggregate exceed 30% of the issued share capital of the Company from time to time.

The directors may at their absolute discretion determine the period during which an option may be exercised, such period to expire not later than 10 years from the date of grant of the option. The exercise price is determined by the directors and shall not be less than the highest of (i) the closing price of the Company's share on the date of grant, (ii) the average closing price of the Company's shares for the five business days immediately preceding the date of grant, and (iii) the nominal value of the share.

30. 股份付款交易 (續)

授出之購股權須於授出之日起計28日內接納。根據新計劃及本公司任何其他購股權計劃將予授出之購股權獲悉數行使時可發行之股份總數不得超過本公司於新計劃採納日期已發行股份之10%。

於結算日，根據該等計劃已授出而尚未行使之購股權數目為3,044,785份(二零零七年：無)，相當於當日本公司已發行股份之0.4%(二零零七年：無)。在未經本公司股東事先批准下，任何人士在一年之內獲授之購股權涉及之股份總數在任何時候均不得超過本公司已發行股份之1%。向本公司董事、主要行政人員或主要股東或其任何聯繫人士授出之購股權如涉及本公司股本超過0.1%或總值超過5,000,000港元，必須事先獲本公司股東批准。

根據新計劃及本公司任何其他購股權計劃授出而尚未行使之購股權獲悉數行使時可發行之股份數目，最多合共不得超過本公司不時已發行股本之30%。

董事可全權酌情決定購股權可予行使之期間，惟該期間不得超過授出購股權當日起計十年。行使價由董事釐定，不得低於(i)本公司股份於授出日期之收市價；(ii)本公司股份於緊接授出日期前五個營業日之平均收市價；及(iii)股份面值三者中之最高者。

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30. SHARE-BASED PAYMENT TRANSACTIONS (continued)

During the year ended 31 March 2008, a total of 9,129,570 options were granted under the New Schemes to directors and consultants to the Group.

Movements of the Company's share options held by directors and consultant during the year are:

30. 股份付款交易 (續)

於截至二零零八年三月三十一日止年度，根據新計劃授予本集團董事及顧問之購股權合共9,129,570份。

董事及顧問所持本公司購股權於年內之變動如下：

Grantee	Date of grant	Outstanding at 31 March 2007 and 1 April 2007 於二零零七年 三月三十一日 及二零零七年 四月一日 尚未行使	Number of share options 購股權數目			
			Granted during the year	Cancelled during the year (Note)	Outstanding at 31 March 2008 於二零零八年 三月三十一日 尚未行使	Exercised price per share
承授人	授出日期		年內授出	年內註銷 (附註)	尚未行使	每股行使價
Directors						
董事						
Leung Heung Ying, Alvin (appointed on 14 June 2007 and resigned on 11 April 2008)	28 August 2007	-	3,044,785	-	3,044,785	HK\$1.146
梁享英(於二零零七年六月十四日 獲委任，並於二零零八年 四月十一日辭任)	二零零七年 八月二十八日					1.146港元
Lo Chi Ho, William ("Mr. Lo") (appointed on 14 September 2007 and resigned on 11 April 2008)	14 September 2007	-	3,040,000	(3,040,000)	-	HK\$1.260
駱志浩(「駱先生」)(於二零零七年 九月十四日獲委任，並 於二零零八年四月十一日辭任)	二零零七年 九月十四日					1.260港元
Consultant 顧問	28 August 2007 二零零七年 八月二十八日	-	3,044,785	(3,044,785)	-	HK\$1.146 1.146港元
Total 總計		-	9,129,570	(6,084,785)	3,044,785	

Note: The share options were cancelled upon Mr. Lo and the consultant accept the unconditional mandatory general cash offer by Ascent Goal during the year as detailed in the Company's announcement dated 20 March 2008.

附註：該等購股權已於駱先生及顧問於年內接納由晉標提出之無條件強制性全面現金收購建議時註銷，詳情請見本公司於二零零八年三月二十日發表之公告。

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30. SHARE-BASED PAYMENT TRANSACTIONS (continued)

Further details of options granted during the year are as follows:

Date of grant	Exercise period	Exercise price	Fair value at grant date
授出日期	行使期	行使價	授出日期之公平值
28 August 2007 二零零七年 八月二十八日	From date of grant to 27 August 2017 由授出日期起至 二零一七年八月二十七日	HK\$1.146 1.146港元	HK\$0.2383 0.2383港元
14 September 2007 二零零七年 九月十四日	From date of grant to 13 September 2017 由授出日期起至 二零一七年九月十三日	HK\$1.260 1.260港元	HK\$0.2631 0.2631港元

In accordance with terms of the share-based arrangement, options issued vest at date of grant.

The fair value of the share options granted during the year have been arrived at on the basis of valuations carried out on the grant date by Asset Appraisal Limited, independent qualified professional valuer not connected with the Group. The fair values were calculated using the Black-Scholes option pricing model. The inputs into the model were as follows:

30. 股份付款交易 (續)

年內授出之購股權之進一步詳情如下：

根據以股份為基準之安排之條款，已授出購股權於授出當日歸屬。

年內授出之購股權之公平值以資產評估顧問有限公司於授出日期進行之估值為基準計算。資產評估顧問有限公司為獨立合資格專業估值師，與本集團並無關連。有關公平值以柏力克－舒爾斯期權定價模式計算。模式之輸入值如下：

		Share options granted on 授出購股權日期	
		28 August 2007 二零零七年 八月二十八日	14 September 2007 二零零七年 九月十四日
Weighted average share price	加權平均股價	HK\$1.38港元	HK\$1.38港元
Exercise price	行使價	HK\$1.146港元	HK\$1.260港元
Expected volatility	預期波幅	70.72%	72.44%
Expected option period	預期購股權有效期	6 months六個月	6 months六個月
Dividend yield	股息率	0%	0%
Risk – free interest rate	無風險利率	3.98%	3.74%
Option type	購股權類型	Call認購	Call認購

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30. SHARE-BASED PAYMENT TRANSACTIONS (continued)

The variables and assumptions used in computing the fair value of the share options are based on the directors' best estimate. The value of an option varies with different variables of certain subjective assumptions.

The Group recognised the total expense of approximately HK\$2,251,000 for the year ended 31 March 2008 (2007: Nil) in relation to the share options granted by the Company.

31. CONVERTIBLE LOAN NOTES

On 14 March 2008, the Company issued zero-coupon convertible loan notes with an aggregate principal amount of HK\$200,000,000 to Ascent Goal simultaneously upon completion of the issue and allotment of 400,000,000 ordinary shares of HK\$0.1 each. The notes are denominated in HK\$ and entitle the holders to convert them into ordinary shares of the Company at any time between the date of issue of the notes and their settlement date on 13 March 2011 in multiples of HK\$1,000,000 at a conversion price HK\$0.20 (subject to adjustments) per share. The shares to be issued and allotted upon conversions shall rank pari passu in all respects among themselves and with all other ordinary shares in issue by the Company on the date of such allotment and issue.

The convertible loan notes contain two components, liability and equity elements. The equity element is presented in equity heading ("convertible loan notes reserve"). The effective interest rate of the liability component is 11.14%.

30. 股份付款交易 (續)

計算購股權公平值時所用之變數及假設以董事之最佳估計為基礎。購股權價值會因若干主觀假設之不同變數而有別。

截至二零零八年三月三十一日止年度，本集團就本公司授出之購股權確認之開支合共約為2,251,000港元（二零零七年：無）。

31. 可換股借貸票據

於二零零八年三月十四日，本公司於完成發行及配發400,000,000股每股面值0.1港元之普通股之同時，向晉標發行本金總額為200,000,000港元之零息可換股借貸票據。該等票據以港元計值，賦予持有人權利於該等票據之發行日期至結算日期二零一一年三月十三日期間，隨時按轉換價每股0.20港元（可予調整）將之轉換為本公司普通股，轉換時須為1,000,000港元之倍數。轉換時發行及配發之股份彼此之間及與配發及發行日期本公司全部其他已發行普通股於各方面享有同等權益。

可換股借貸票據包含負債及權益兩個部分。權益部分於權益內之「可換股借貸票據儲備」呈列。負債部分之實際利率為11.14%。

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31. CONVERTIBLE LOAN NOTES (continued)

The movement of the liability component of the convertible loan notes for the year is set out below:

		2008 二零零八年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元
Issue of convertible loan notes during the year	於年內發行可換股借貸票據	144,505	–
Effective interest expenses (Note 9)	實際利息支出(附註9)	732	–
Carrying amount at 31 March	於三月三十一日之賬面值	<u>145,237</u>	<u>–</u>

32. ACQUISITION OF A SUBSIDIARY

On 4 April 2006, the Group acquired 100% of the issued share capital of Matrix for a consideration of HK\$50,400,000. The amount of goodwill arising as a result of the acquisition was HK\$3,963,000. The acquisition of Matrix had been accounted for using the purchase method.

The net assets acquired in the transaction and the goodwill arising were as follows:

31. 可換股借貸票據(續)

可換股借貸票據負債部分於年內之變動載列如下:

		2008 二零零八年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元
Issue of convertible loan notes during the year	於年內發行可換股借貸票據	144,505	–
Effective interest expenses (Note 9)	實際利息支出(附註9)	732	–
Carrying amount at 31 March	於三月三十一日之賬面值	<u>145,237</u>	<u>–</u>

32. 收購附屬公司

於二零零六年四月四日，本集團以代價50,400,000港元收購Matrix全部已發行股本。是項收購產生商譽3,963,000港元。有關Matrix之收購事項已按收購會計法列賬。

於該項交易中收購之資產淨值及所產生之商譽如下:

		Acquiree's carrying amounts 被收購方之賬面值 HK\$'000 千港元
Net assets acquired:	所收購之資產淨值:	
Intellectual property	知識產權	46,440
Accruals	應計負債	(3)
		<u>46,437</u>
Goodwill arising on the acquisition	因收購而產生之商譽	3,963
		<u>50,400</u>
Satisfied by:	付款方式:	
Shares of the Company issued (Note)	發行本公司股份(附註)	<u>50,400</u>

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32. ACQUISITION OF A SUBSIDIARY (continued)

Note: 42,000,000 ordinary shares of the Company with a par value of HK\$0.1 each were issued at the base price of HK\$1.2 per share as the consideration for the acquisition of Matrix. The fair value of the ordinary shares of the Company, being the average of the closing prices as quoted on the Stock Exchange for the last ten consecutive days prior to the date of the agreement amounted to HK\$50,400,000.

As at 31 March 2007 and 31 March 2008, the financial position of Matrix remains unchanged since the date of acquisition.

The subsidiary acquired during the year ended 31 March 2007 had no significant contribution to the Group's turnover and loss before tax for the period between the date of acquisition and the balance sheet date.

If the acquisition had been completed on 1 April 2006, there would have been no significant impact on the Group's turnover and loss for the year ended 31 March 2007. The pro forma information was for illustrative purposes only and is not necessarily an indication of revenue and results of operations of the Group that actually would have been achieved had the acquisition been completed on 1 April 2006, nor was it intended to be a projection of future results.

32. 收購附屬公司 (續)

附註：本集團以底價每股1.2港元發行42,000,000股每股面值0.1港元之本公司普通股，作為收購Matrix之代價。本公司普通股之公平值（即協議日期前最後十個連續交易日在聯交所所報之平均收市價）為50,400,000港元。

截至二零零七年三月三十一日及二零零八年三月三十一日，Matrix之財務狀況自收購日期以來並無變動。

於截至二零零七年三月三十一日止年度內收購之附屬公司對本集團於收購日期至結算日期間之營業額及除稅前虧損並無重大貢獻。

倘是項收購於二零零六年四月一日已經完成，則對本集團於截至二零零七年三月三十一日止年度之營業額及虧損並無重大影響。有關備考資料僅供參考，未必能顯示是項收購於二零零六年四月一日已經完成之情況下，本集團實際可達到之收入及經營業績，亦不擬預測未來業績。

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33. DISPOSAL OF SUBSIDIARIES

- (a) On 25 June 2007, the Group disposed of its 100% interests in Everbright Lighting Limited (“Everbright”) and rights in the shareholder’s loan advanced to Everbright amounting to approximately HK\$1,990,000 to an independent third party, at a consideration of approximately HK\$3,600,000. The net assets of Everbright at the date of disposal were as follows:

33. 出售附屬公司

- (a) 於二零零七年六月二十五日，本集團以代價約3,600,000港元向獨立第三方出售其於永明燈具有限公司（「永明」）之全部權益及其於墊付予永明之股東貸款約1,990,000港元之權利。永明於出售當日之資產淨值如下：

		25 June 2007
		二零零七年六月二十五日
		HK\$'000
		千港元
Net assets of Everbright disposed of:	所出售之永明資產淨值：	
Property, plant and equipment	物業、廠房及設備	2,834
Investment property	投資物業	102
Tax recoverable	可收回稅項	64
Trade and other receivables	應收貨款及其他應收款項	21
Bank balances and cash	銀行結存及現金	16
Other payables	其他應付款項	(106)
Amount due to the shareholder	應付股東款項	(1,990)
		<hr/>
		941
Rights in shareholder’s loan disposed of	所出售於股東貸款之權利	1,990
Gain on disposal	出售收益	669
		<hr/>
Total consideration	總代價	3,600
		<hr/>
Satisfied by:	付款方式：	
Cash	現金	3,600
		<hr/>
Net cash inflow arising on disposal:	出售時產生之現金流入淨額：	
Cash consideration	現金代價	3,600
Bank balances and cash disposed of	所出售之銀行結存及現金	(16)
		<hr/>
		3,584
		<hr/>

The subsidiary disposed of during the year had no significant impact on the turnover and results of the Group.

於年內出售之附屬公司對本集團之營業額及業績概無重大影響。

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33. DISPOSAL OF SUBSIDIARIES (continued)

(b) On 30 March 2007, the Group disposed of its 100% interests in Royal Success Enterprises Limited and its subsidiary ("Royal Success Group") and 100% interests in Artfield Industries (Shenzhen) Limited to Merry Crest and Asia Peace, respectively, at an aggregate considerations of approximately HK\$30,292,000. The net assets of these subsidiaries at the date of disposal were as follows:

33. 出售附屬公司 (續)

(b) 於二零零七年三月三十日，本集團以總代價約30,292,000港元分別向Merry Crest及偉和出售其於豐成企業有限公司及其附屬公司（「豐成集團」）之全部權益及於雅域實業（深圳）有限公司之全部權益。該等附屬公司於出售當日之資產淨值如下：

		30 March 2007
		二零零七年三月三十日
		HK\$'000
		千港元
Net assets disposed of:	所出售之資產淨值：	
Property, plant and equipment	物業、廠房及設備	27,860
Prepaid lease payments on land use right	土地使用權預付租賃款項	7,920
Inventories	存貨	27,507
Trade and other receivables	應收貨款及其他應收款項	1,834
Amounts due from related companies	應收關連公司款項	11,929
Tax recoverable	可收回稅項	32
Bank balances and cash	銀行結存及現金	2,761
Trade and other payables	應付貨款及其他應付款項	(12,987)
Amounts due to related companies	應付關連公司款項	(10,275)
Obligation under a finance lease	融資租賃承擔	(134)
Bank and other borrowings	銀行及其他借貸	(22,900)
Deferred tax liabilities	遞延稅項負債	(20)
		<u>33,527</u>
Exchange reserve realised on disposal of subsidiaries	出售附屬公司時變現匯兌儲備	(7,207)
Gain on disposal	出售收益	3,972
		<u>30,292</u>
Total consideration	總代價	
Satisfied by:	付款方式：	
Cash	現金	3,250
Amounts due from related companies	應收關連公司款項	11,929
Amounts due to related companies	應付關連公司款項	(10,275)
Deferred consideration (Note)	遞延代價（附註）	25,388
		<u>30,292</u>
Net cash inflow arising on disposal:	出售時產生之現金流入淨額：	
Cash consideration	現金代價	3,250
Bank balances and cash disposed of	所出售之銀行結存及現金	(2,761)
		<u>489</u>

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33. DISPOSAL OF SUBSIDIARIES (continued)

Note:

The deferred consideration was included in amounts due from related companies as at 31 March 2007 and had been fully settled during the year 31 March 2008.

The subsidiaries disposed of during the year ended 31 March 2007 had contributed approximately HK\$70,146,000 to the Group's turnover and contributed approximately HK\$49,903,000 to the Group's loss for that year.

- (c) On 30 March 2007, the Group disposed of its 79.75% entire interests in Ultra Good Group to Merry Crest, at a consideration of approximately HK\$4,954,000. The net assets of Ultra Good Group at the date of disposal were as follows:

33. 出售附屬公司 (續)

附註:

遞延代價已計入於二零零七年三月三十一日之應收關連公司款項，並已於截至二零零八年三月三十一日止年度悉數支付。

於截至二零零七年三月三十一日止年度出售之附屬公司於年內為本集團營業額貢獻約70,146,000港元，並對本集團虧損貢獻約49,903,000港元。

- (c) 於二零零七年三月三十日，本集團以代價約4,954,000港元向Merry Crest出售其於特佳集團之全部79.75%股本權益。特佳集團於出售當日之資產淨值如下：

		30 March 2007
		二零零七年三月三十日
		HK\$'000
		千港元
Net assets disposed of:	所出售之資產淨值:	
Property, plant and equipment	物業、廠房及設備	7,024
Prepaid lease payments on land use right	土地使用權預付租賃款項	1,703
Inventories	存貨	1,620
Trade and other receivables	應收貨款及其他應收款項	1,817
Bank balances and cash	銀行結存及現金	897
Trade and other payables	應付貨款及其他應付款項	(1,524)
Amounts due to related companies	應付關連公司款項	(3,321)
Amount due to a director	應付一名董事款項	(390)
Tax payable	應付稅項	(199)
Deferred tax liabilities	遞延稅項負債	(1)
		<u>7,626</u>
Exchange reserve realised on disposal of subsidiaries	出售附屬公司時變現匯兌儲備	(383)
Minority interests	少數股東權益	(1,544)
Loss on disposal	出售虧損	(745)
		<u>4,954</u>
Total consideration	總代價	
Satisfied by:	付款方式:	
Cash	現金	550
Amounts due to related companies	應付關連公司款項	(3,321)
Deferred considerations (Note)	遞延代價(附註)	7,725
		<u>4,954</u>
Net cash outflow arising on disposal:	出售時產生之現金流出淨額:	
Cash consideration	現金代價	550
Bank balances and cash disposed of	所出售之銀行結存及現金	(897)
		<u>(347)</u>

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33. DISPOSAL OF SUBSIDIARIES (continued)

Note:

The deferred consideration was included in amounts due from related companies as at 31 March 2007 and had been fully settled subsequent during the year 31 March 2008.

The impact of Ultra Good Group on the Group's results and cash flows in the year ended 31 March 2007 is disclosed in note 11b.

- (d) On 23 June 2006, the Group disposed of its entire interest in City Bright International Limited and its wholly owned subsidiary, City Bright Lighting (Shenzhen) Co. Ltd. to independent third parties for a consideration of approximately HK\$3,874,000.

33. 出售附屬公司 (續)

附註：

遞延代價已計入於二零零七年三月三十一日之應收關連公司款項，並已於截至二零零八年三月三十一日止年度結束後悉數支付。

特佳集團於截至二零零七年三月三十一日止年度對本集團業績及現金流量之影響已於附註11b披露。

- (d) 於二零零六年六月二十三日，本集團以代價約3,874,000港元向獨立第三方出售其於邦暉國際有限公司及其全資附屬公司邦暉燈具(深圳)有限公司之全部權益。

		HK\$'000 千港元
Net assets disposed of:	所出售之資產淨值：	
Property, plant and equipment	物業、廠房及設備	142
Inventories	存貨	4,495
Trade and other receivables	應收貨款及其他應收款項	2,415
Bank balances and cash	銀行結存及現金	407
Trade and other payables	應付貨款及其他應付款項	(9,265)
		(1,806)
Exchange reserves realised on disposal of subsidiaries	出售附屬公司時變現匯兌儲備	(978)
Gain on disposal	出售收益	6,658
Total consideration	總代價	<u>3,874</u>
Satisfied by:	付款方式：	
Cash	現金	1,528
Trade and other receivables	應收貨款及其他應收款項	2,346
		<u>3,874</u>
Net cash inflow arising on disposal:	出售時產生之現金流入淨額：	
Cash consideration	現金代價	1,528
Bank balances and cash disposed of	所出售之銀行結存及現金	(407)
		<u>1,121</u>

The subsidiary disposed of during the year ended 31 March 2007 had no significant impact on the turnover and results of the Group in that year.

於截至二零零七年三月三十一日止年度內出售之附屬公司對本集團於該年度之營業額及業績概無重大影響。

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34. DEREGISTRATION OF A SUBSIDIARY

In January 2008, the Group deregistered one of its subsidiaries, Ferdinand International (Europe) Limited.

Net liabilities at the date of deregistration:

		HK\$'000 千港元
Trade and other receivables	應收貨款及其他應收款項	63
Trade and other payables	應付貨款及其他應付款項	(605)
		(542)
Exchange reserves realised on deregistration of the subsidiary	附屬公司撤銷註冊時變現匯兌儲備	110
Minority interests	少數股東權益	217
Gain on deregistration	撤銷註冊收益	215
		—

The subsidiary deregistered during the year ended 31 March 2008 had no significant impact on the turnover and results of the Group.

35. MAJOR NON-CASH TRANSACTIONS

During the year ended 31 March 2007, the Group allotted 42,000,000 ordinary shares at par value of HK\$0.1 each at the base price of HK\$1.2 per share as consideration for the acquisition of Matrix.

34. 附屬公司撤銷註冊

於二零零八年一月，本集團撤銷其中一間附屬公司 Ferdinand International (Europe) Limited 之註冊。

於撤銷註冊當日之負債淨額：

	HK\$'000 千港元
	63
	(605)
	(542)
	110
	217
	215
	—

該附屬公司已於截至二零零八年三月三十一日止年度撤銷註冊，對本集團之營業額及業績並無重大影響。

35. 主要非現金交易

截至二零零七年三月三十一日止年度，本集團以底價每股 1.2 港元配發 42,000,000 股每股面值 0.1 港元之普通股，作為收購 Matrix 之代價。

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36. RELATED PARTY TRANSACTIONS

- (i) Except as disclosed elsewhere in the consolidated financial statements, the significant related party transactions, which were carried out in the normal course of the Group's business are as follows:

		2008 二零零八年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元
Royal Success Group (Note 1)	豐成集團(附註1)		
– purchase of wooden products	– 購買木製產品	13,852	–
– disposal of property, plant and equipment	– 出售物業、廠房及設備	110	–
Asia Peace	偉和		
– purchase of clocks, timepieces, gifts and premium products	– 購買時鐘、時計、贈品 及禮品產品	46,664	–
Ultra Good Group (Note 1)	特佳集團(附註1)		
– purchase of electroplating services	– 購買電鍍服務	634	–
German Time Limited (Note 2)	德國時計有限公司(附註2)		
– Rental expense paid	– 已付租金開支	840	840

Notes:

- Mr. Liang has beneficial interests in these related companies.
- Ms. Li Kwo Yuk, a director of the Group's certain subsidiaries, has beneficial interest in this company.

附註:

- 梁先生擁有該等關連公司之實益權益。
- 本集團若干附屬公司董事李戈玉女士擁有該公司之實益權益。

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36. RELATED PARTY TRANSACTIONS

(continued)

(ii) Compensation of key management personnel

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

Short-term benefits	短期福利
Post-employment benefits	離職後福利

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

(iii) On 29 January 2007, the Group entered into an agreement with Merry Crest to dispose of its entire interest in Royal Success Group and Ultra Good Group at consideration of approximately HK\$1 and HK\$4,954,000 respectively.

On the same date, the Group entered into another agreement with Asia Peace to dispose of its entire issued share capital of Artfield Industries (Shenzhen) Limited at a consideration of approximately HK\$30,292,000. All of the transactions were completed on 30 March 2007.

36. 關連人士交易 (續)

(ii) 主要管理人員補償

於本年度，董事及其他主要管理層成員之酬金如下：

	2008 二零零八年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元
Short-term benefits	5,348	5,656
Post-employment benefits	29	140
	5,377	5,796

董事及主要行政人員之酬金乃薪酬委員會參照彼等之個人表現及市場趨勢釐定。

(iii) 於二零零七年一月二十九日，本集團與Merry Crest訂立一項協議，分別以代價約1港元及4,954,000港元出售其於豐成集團及特佳集團之全部權益。

同日，本集團與偉和訂立另一項協議，以代價約30,292,000港元出售其於雅域實業(深圳)有限公司之全部已發行股本。以上所有交易已於二零零七年三月三十日完成。

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For the year ended 31 March 2008
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37. OPERATING LEASE COMMITMENTS

(a) The Group as lessee

The Group leases certain of its offices and staff quarters under operating lease arrangements. Lease for properties are negotiated for a term ranging from one to four years.

At the balance sheet date, the Group had commitments for future minimum lease payments under non-cancellable operating leases which fall due as follows:

		2008	2007
		二零零八年	二零零七年
		HK\$'000	HK\$'000
		千港元	千港元
Within one year	一年內	1,548	1,148
In the second to fifth years, inclusive	第二年至第五年 (包括首尾兩年)	1,009	510
		2,557	1,658

37. 經營租賃承擔

(a) 本集團作為承租人

本集團根據經營租賃安排租用旗下若干辦公室及員工宿舍。該等物業之租約期介乎一年至四年不等。

於結算日，本集團根據不可撤銷經營租賃於以下期間到期之未來應付最低租賃款項承擔如下：

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37. OPERATING LEASE COMMITMENTS

(continued)

(b) The Group as lessor

At the balance sheet date, the Group had commitments for future minimum lease receivables under non-cancellable operating leases in respect of premises which would fall due as follows:

Within one year	一年內
In the second to fifth years inclusive	第二年至第五年 (包括首尾兩年)

As at 31 March 2007, all of the properties held have committed tenants for the next one to three years. The properties were expected to generate rental yields of 8.3% on an ongoing basis. Due to the disposal of the relevant investment properties during the year ended 31 March 2008, no future minimum lease receivables at 31 March 2008.

37. 經營租賃承擔 (續)

(b) 本集團作為出租人

於結算日，本集團就物業之不可撤銷經營租賃於以下期間到期之未來應收最低租賃款項承擔如下：

	2008 二零零八年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元
Within one year	–	423
In the second to fifth years inclusive	–	452
	–	875

於二零零七年三月三十一日，全部所持物業於未來一至三年均有承諾租賃之租戶。預期該等物業將持續產生達8.3厘之租金利潤。由於有關投資物業於截至二零零八年三月三十一日止年度內出售，故於二零零八年三月三十一日並無未來應收最低租賃款項。

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For the year ended 31 March 2008
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38. PLEDGE OF ASSETS

At the balance sheet date, certain assets of the Group were pledged to secure banking facilities granted to the Group and as follows:

Investment properties	投資物業
Land and buildings	土地及樓宇
Trade receivables	應收貨款

38. 資產抵押

於結算日，本集團已抵押作為本集團獲授銀行信貸抵押品之若干資產如下：

	2008 二零零八年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元
Investment properties	–	4,116
Land and buildings	–	9,609
Trade receivables	1,567	–
	1,567	13,725

39. RETIREMENT BENEFIT SCHEME

The Group operates a Mandatory Provident Fund Scheme (“MPF Scheme”) under the Mandatory Provident Fund Schemes Ordinance, for those employees who are eligible to participate in the MPF Scheme. Contributions are made based on a percentage of the employee’s basic salaries and are charged to the consolidated income statement as they become payable in accordance with the rules of the MPF Scheme. The assets of the MPF Scheme are held separately from those of the Group in an independently administered fund. The Group’s employer contributions vest fully with the employees when contributed into the MPF Scheme.

39. 退休福利計劃

本集團根據強制性公積金計劃條例為合資格參與一項強制性公積金計劃（「強積金計劃」）之僱員設立強積金計劃。供款乃根據僱員之基本薪金之百分比計算，並根據強積金計劃之規則於應付時在綜合收益表內扣除。強積金計劃之資產由一個獨立管理之基金持有，與本集團之資產分開處理。本集團之僱主供款於向強積金計劃供款時全數撥歸僱員所有。

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For the year ended 31 March 2008

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39. RETIREMENT BENEFIT SCHEME (continued)

The Company's subsidiaries established in Mainland China are members of the state-managed retirement benefits scheme operated by the PRC. The retirement scheme contributions, which are based on a certain percentage of the salaries of the PRC subsidiaries' employees, are charged to the consolidated income statement in the year to which they are related and represented the amount of contributions payable by these subsidiaries to this scheme.

The total cost charged to the consolidated income statement of approximately HK\$506,000 (2007: HK\$1,769,000) represents contributions payable to the schemes by the Group in respect of the current financial year.

40. POST BALANCE SHEET EVENTS

On 11 July 2008, the Group entered into a service agreement with China Sonangol International Limited ("China Sonangol"), in relation to the provision of certain marketing analysis, news clipping, preparation of sales report, invoicing and preparation of management accounts services on oil trading by the group at a services fee of HK\$500,000 per month for the period of 18 months. China Sonangol is incorporated in Hong Kong with limited liability, which is the holding company of Ascent Goal, the controlling shareholder of the Company. Details of this transaction are stated in an announcement of the Company dated 17 July 2008.

39. 退休福利計劃 (續)

本公司在中國大陸成立之附屬公司乃中國政府營辦之國家管理退休福利計劃之成員。退休計劃供款乃根據中國附屬公司僱員之薪金之若干百分比計算，並在供款有關年度在綜合收益表內扣除，數額為此等附屬公司應付予該項計劃之供款金額。

於綜合收益表扣除之總成本約506,000港元(二零零七年:1,769,000港元)指本集團就本財政年度向該等計劃應付之供款。

40. 結算日後事項

於二零零八年七月十一日，本集團與安中國際石油有限公司(「安中國際」)訂立服務協議，內容有關本集團以每月500,000港元之服務費提供有關石油貿易之若干營銷分析、剪報、編製銷售報告、開發票及編製管理賬目之服務，為期18個月。安中國際為於香港註冊成立之有限公司，並為本公司控股股東晉標之控股公司。此項交易之詳情載於本公司在二零零八年七月十七日發表之公告。

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綜合財務報表附註

For the year ended 31 March 2008
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41. BALANCE SHEET OF THE COMPANY

41. 本公司之資產負債表

			2008 二零零八年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元
		NOTES 附註		
Non-current asset	非流動資產			
Property, plant and equipment	物業、廠房及設備		12	–
Investments in subsidiaries	於附屬公司之投資		–	–
			12	–
Current assets	流動資產			
Amounts due from subsidiaries	應收附屬公司款項	(a)	–	46,093
Trade and other receivables	應收貨款及其他應收款項		9	110
Tax recoverable	可收回稅項		–	5
Bank balances and cash	銀行結存及現金		380,150	146
			380,159	46,354
Current liabilities	流動負債			
Trade and other payables	應付貨款及其他應付款項		386	724
Amount due to subsidiaries	應付附屬公司款項	(a)	3,600	–
Bank overdraft	銀行透支		705	–
			4,691	724
Net current assets	流動資產淨值		375,468	45,630
Total assets less current liabilities	總資產減流動負債		375,480	45,630
Capital and reserves	股本及儲備			
Share capital	股本		76,537	30,448
Reserves	儲備	(b)	153,706	15,182
			230,243	45,630
Non-current liabilities	非流動負債			
Convertible loan notes	可換股借貸票據		145,237	–
			375,480	45,630

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For the year ended 31 March 2008
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41. BALANCE SHEET OF THE COMPANY (continued)

(a) Amounts due from (to) subsidiaries

The amounts are unsecured, interest-free and repayable on demand.

(b) Reserves

41. 本公司之資產負債表 (續)

(a) 應收(應付)附屬公司款項

該等金額為無抵押、免息及須應要求償還。

(b) 儲備

		Share premium	Convertible loan notes reserve	Share options reserve	Other reserve	Contributed surplus	Accumulated losses	Total
		股份溢價	可換股借貸 票據儲備	購股權儲備	其他儲備	繳入盈餘	累計虧損	總額
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元	千港元
At 1 April 2006	於二零零六年四月一日	40,481	-	-	-	128,013	(61,903)	106,591
Shares allotted and issued for settlement of consideration in respect of acquisition of a subsidiary	因支付收購附屬公司之代價而配發及發行股份	46,200	-	-	-	-	-	46,200
Loss for the year	年內虧損	-	-	-	-	-	(137,609)	(137,609)
At 31 March 2007	於二零零七年三月三十一日	86,681	-	-	-	128,013	(199,512)	15,182
Issue of shares	發行股份	40,000	-	-	-	-	-	40,000
Issue of shares upon exercise of share options granted to an independent third party	授予獨立第三方之購股權獲行使時發行股份	64,853	-	-	-	-	-	64,853
Recognition of equity component of convertible loan notes	確認可換股借貸票據之股權部分	-	55,495	-	-	-	-	55,495
Issue of share options to directors and consultant	向董事及顧問發行購股權	-	-	2,251	-	-	-	2,251
Issue of share options to an independent third party	向一名獨立第三方發行購股權	-	-	-	609	-	-	609
Cancellation of share options granted to directors and consultant	註銷向董事及顧問授出之購股權	-	-	(1,525)	-	-	1,525	-
Exercise of share options granted to an independent third party	向一名獨立第三方授出之購股權獲行使	-	-	-	(609)	-	609	-
Loss for the year	年內虧損	-	-	-	-	-	(24,684)	(24,684)
At 31 March 2008	於二零零八年三月三十一日	191,534	55,495	726	-	128,013	(222,062)	153,706

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41. BALANCE SHEET OF THE COMPANY (continued)

(b) Reserves (continued)

The contributed surplus of the Company represents the difference between the nominal value of the Company's shares issued in exchange for the issued shares of the companies being acquired and the value of net assets of the underlying companies acquired at the time of the Group's reorganisation in preparation for its listing in 1995. Under the Companies Act 1981 of Bermuda, the Company may make distributions to its members out of the contributed surplus in certain circumstances.

42. PRINCIPAL SUBSIDIARIES

Details of the principal subsidiaries held by the Company as at 31 March 2008 are as follows:

Name	Class of shares held	Place of incorporation/ registration and operations 註冊成立/ 註冊及經營之地點	Nominal value of issued share/ registered capital 已發行股本面值/ 註冊資本	Percentage of equity attributable to the Group 本集團應佔 股權之百分比	Principal activities
名稱	所持股份之類別				主要業務
Directly held: 直接持有:					
Artfield Company Limited	Ordinary	BVI	US\$50,010	100	Investment holding
Artfield Company Limited	普通股	英屬處女群島	50,010美元	100	投資控股
Sunny Global Development Limited (Note 1)	Ordinary	BVI	US\$1	100	Not yet commenced business
Sunny Global Development Limited (附註1)	普通股	英屬處女群島	1美元	100	尚未開展業務
Indirectly held: 間接持有:					
Artfield Manufacturing Company Limited	Ordinary	Hong Kong	HK\$1,000	100	Marketing of clocks
雅域實業有限公司	普通股	香港	1,000港元	100	營銷時鐘
	Non-voting deferred shares 無投票權遞延股		HK\$2,000,000# 2,000,000港元#		

41. 本公司之資產負債表 (續)

(b) 儲備 (續)

本公司之繳入盈餘指本公司為交換所收購公司已發行股份而發行之本公司股份之面值，與所收購相關公司於本集團一九九五年為籌備上市而重組之時之資產淨值之差額。根據百慕達一九八一年公司法，本公司可在若干情況下自繳入盈餘向其股東作出分派。

42. 主要附屬公司

本公司於二零零八年三月三十一日持有之主要附屬公司詳情如下：

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42. PRINCIPAL SUBSIDIARIES (continued)

42. 主要附屬公司 (續)

Name	Class of shares held	Place of incorporation/ registration/ operations 註冊成立/ 註冊及經營之地點	Nominal value of issued share/ registered capital 已發行股本面值/ 註冊資本	Percentage of equity attributable to the Group 本集團應佔股權之百分比	Principal activities
名稱	所持股份之類別				主要業務
Indirectly held: (continued) 間接持有：(續)					
Dixon Design Limited	Ordinary	BVI	US\$10,000	100	Ownership of patents and trademarks
Dixon Design Limited	普通股	英屬處女群島	10,000美元	100	擁有專利權及商標
Wehrle Uhrenfabrik GmbH	Ordinary	Germany	EUR255,646	100	Marketing of clocks
Wehrle Uhrenfabrik GmbH	普通股	德國	255,646歐元	100	營銷時鐘
Precision Group Limited	Ordinary	BVI	US\$437,000	100	Investment holding
Precision Group Limited	普通股	英屬處女群島	437,000美元	100	投資控股
Everbright Lighting (Hong Kong) Limited	Ordinary	Hong Kong	HK\$2	100	Inactive
永光燈具(香港)有限公司	普通股	香港	2港元	100	暫無營業
高明豐雅鐘錶有限公司 (「高明豐雅」)(Note 2)	Contributed capital	PRC	HK\$2,500,000	100	Manufacture and marketing of clocks
高明豐雅鐘錶有限公司 (「高明豐雅」)(附註2)	繳入資本	中國	2,500,000港元	100	製造及營銷時鐘
East Champion International Limited	Ordinary	Hong Kong	HK\$1,200	100	Inactive
東澤國際有限公司	普通股	香港	1,200港元	100	暫無營業
Right Time Group, Inc.	Ordinary	United States of America	US\$10,000	100	Marketing of clocks
Right Time Group, Inc.	普通股	美國	10,000美元	100	營銷時鐘
Ferdinand International (Marketing) Limited (Note 2)	Ordinary	United Kingdom	GBP100,000	100	Marketing of clocks and lightening products
Ferdinand International (Marketing) Limited (附註2)	普通股	英國	100,000英鎊	100	營銷時鐘及照明產品

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42. PRINCIPAL SUBSIDIARIES (continued)

42. 主要附屬公司 (續)

Name	Class of shares held	Place of incorporation/ registration and operations	Nominal value of issued share/ registered capital	Percentage of equity attributable to the Group	Principal activities
名稱	所持股份之類別	註冊成立/ 註冊及經營之地點	已發行股本面值/ 註冊資本	本集團應佔 股權之百分比	主要業務
Indirectly held: (continued)					
間接持有: (續)					
Lens Trading Inc. ("Lens")	Ordinary	BVI	US\$1	100	Trading of metals
Lens Trading Inc. (「Lens」)	普通股	英屬處女群島	1美元	100	金屬貿易
Artfield Trading (Hong Kong) Limited	Ordinary	Hong Kong	HK\$10,000	100	Trading of metals
雅域貿易(香港)有限公司	普通股	香港	10,000港元	100	金屬貿易
德力時鐘(深圳)有限公司 (「德力」)	Contributed capital	PRC	HK\$3,000,000	100	Manufacture of clocks
德力時鐘(深圳)有限公司 (「德力」)	繳入資本	中國	3,000,000港元	100	製造時鐘
Matrix	Ordinary	BVI	US\$200	100	Marketing and development of online computer games
Matrix	普通股	英屬處女群島	200美元	100	營銷及開發網上電腦遊戲
Progress Team Limited (Note 1)	Ordinary	Hong Kong	HK\$1	100	Not yet commenced business
進研有限公司(附註1)	普通股	香港	1港元	100	尚未開展業務

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 March 2008
截至二零零八年三月三十一日止年度

42. PRINCIPAL SUBSIDIARIES (continued)

Notes:

1. The subsidiaries were established during the year. As at 31 March 2008, they have not yet commenced business.
 2. These two companies are undergone voluntary liquidation.
- # The non-voting deferred shares are entitled to a fixed non-cumulative dividend at the rate of 5% per annum and a return of the paid-up capital after the distribution of HK\$100,000,000, but carry no rights to receive notice of or to attend or vote at any general meeting of the company, or to participate in the profits or assets of the company.

高明豐雅and 德力are wholly foreign-owned enterprises established in the PRC.

The above table lists the subsidiaries of the Group which, in the opinion of the directors of the Company, principally affected the results or assets of the Group. To give details of other subsidiaries would, in the opinion of the directors of the Company, result in particulars of excessive length.

None of the subsidiaries had any debt securities outstanding as at the end of the year or at any time during the year.

43. COMPARATIVE FIGURES

Certain comparative amounts have been reclassified to conform with the current year's presentation.

42. 主要附屬公司 (續)

附註:

1. 該等附屬公司於本年度成立，於二零零八年三月三十一日並未開展業務。
 2. 該兩間公司正進行自願清盤。
- # 無投票權遞延股擁有權利取得按年利率5%計算之定額非累積股息及在分派100,000,000港元後之實繳資本回報，但無權接收任何該公司股東大會通告，或出席該公司任何股東大會或於會上投票，或參與該公司之溢利或資產。

高明豐雅及德力乃於中國成立之外商獨資企業。

上表列示本公司董事認為主要影響本集團業績或資產之本集團附屬公司。本公司董事認為倘詳列其他附屬公司資料會導致篇幅過於冗長。

於年終或年內任何時間，概無附屬公司擁有任何已發行之債務證券。

43. 比較數字

若干比較數字已作出調整，以符合本年度之呈列方式。

Five Year Financial Summary

五年財務摘要

For the year ended 31 March 2008 (Express in thousands of Hong Kong dollars)
截至二零零八年三月三十一日止年度(以千港元為單位)

A summary of the published results, assets and liabilities, and minority interests of the Group for the last five financial years is set out below.

本集團過去五個財政年度之已公布業績、資產及負債以及少數股東權益摘要如下。

RESULTS

業績

		Year ended 31 March 截至三月三十一日止年度				
		2008 二零零八年	2007 二零零七年	2006 二零零六年	2005 二零零五年	2004 二零零四年
TURNOVER	營業額	137,164	173,405	221,135	238,300	229,925
PROFIT (LOSS) FROM OPERATIONS	經營溢利 (虧損)	(21,416)	(84,700)	(26,930)	409	(12,721)
Gain on disposal of subsidiaries	出售附屬公司之 收益	669	9,885	–	1,693	–
Finance costs	融資成本	(974)	(2,820)	(2,893)	(3,185)	(3,527)
Share of results of associates	應佔聯營公司 業績	–	–	–	765	–
Impairment loss recognised in respect of intangible asset	就無形資產 確認之 減值虧損	–	(46,440)	–	–	–
Impairment loss recognised in respect of goodwill	就商譽確認之 減值虧損	–	(3,963)	(17,004)	–	–
Impairment loss recognised in respect of interests in associates	就聯營公司權益 確認之 減值虧損	–	–	(23,768)	–	–
Share of loss of a jointly controlled entity	應佔一間共同控制 實體虧損	–	–	–	–	–
Loss before tax	除稅前虧損	(21,721)	(128,038)	(70,595)	(318)	(16,248)
Income tax expense (credit)	所得稅開支(抵免)	(524)	3,243	(1,516)	(1,755)	182
Loss for the year	年內虧損	(22,245)	(124,795)	(72,111)	(2,073)	(16,066)
Attributable to:	應佔:					
Equity holders of the Company	本公司股權 持有人	(22,245)	(124,577)	(72,149)	(2,414)	(16,538)
Minority interests	少數股東權益	–	(218)	38	341	472
		(22,245)	(124,795)	(72,111)	(2,073)	(16,066)

Five Year Financial Summary

五年財務摘要

For the year ended 31 March 2008 (Express in thousands of Hong Kong dollars)
截至二零零八年三月三十一日止年度 (以千港元為單位)

Assets and Liabilities and Minority Interests

資產及負債以及少數股東權益

		At 31 March 於三月三十一日				
		2008 二零零八年	2007 二零零七年	2006 二零零六年	2005 二零零五年	2004 二零零四年
Total assets	總資產	403,730	86,535	229,629	281,670	305,998
Total liabilities	總負債	(169,569)	(34,908)	(89,788)	(86,120)	(118,238)
Minority interests	少數股東權益	-	211	(7,002)	(6,964)	(6,623)
Net assets	資產淨值	234,161	51,838	132,839	188,586	181,137