



# CONTENTS

## 目錄

1	<b>CORPORATE INFORMATION</b> 公司資料	47	<b>CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME</b> 綜合全面收入表
3	<b>CORPORATE CHART</b> 集團架構	49	<b>CONSOLIDATED STATEMENT OF FINANCIAL POSITION</b> 綜合財務狀況表
5	<b>CHAIRMAN'S STATEMENT</b> 主席報告書	51	<b>CONSOLIDATED STATEMENT OF CHANGES IN EQUITY</b> 綜合權益變動表
15	<b>BIOGRAPHIES OF DIRECTORS AND SECRETARY</b> 董事及秘書履歷簡介	53	<b>CONSOLIDATED STATEMENT OF CASH FLOWS</b> 綜合現金流量表
19	<b>CORPORATE GOVERNANCE REPORT</b> 企業管治報告書	55	<b>NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS</b> 綜合財務報表附註
29	<b>DIRECTORS' REPORT</b> 董事會報告書	139	<b>FINANCIAL SUMMARY</b> 財務摘要
45	<b>INDEPENDENT AUDITOR'S REPORT</b> 獨立核數師報告書		



## CORPORATE INFORMATION

### 公司資料

#### BOARD OF DIRECTORS

##### Executive Directors

Chan Kwok Keung, Charles (*Chairman*)  
Chau Mei Wah, Rosanna  
(*Deputy Chairman and Managing Director*)  
Chan Kwok Chuen, Augustine  
Chan Fut Yan  
Chan Yiu Lun, Alan

##### Independent Non-Executive Directors

Chuck, Winston Calptor  
Lee Kit Wah  
Shek Lai Him, Abraham, *SBS, JP*

#### AUDIT COMMITTEE

Lee Kit Wah (*Chairman*)  
Chuck, Winston Calptor  
Shek Lai Him, Abraham, *SBS, JP*

#### CORPORATE GOVERNANCE COMMITTEE

Chau Mei Wah, Rosanna (*Chairman*)  
Chan Fut Yan  
Chuck, Winston Calptor  
Lee Kit Wah

#### NOMINATION COMMITTEE

Shek Lai Him, Abraham, *SBS, JP* (*Chairman*)  
Chau Mei Wah, Rosanna  
Chuck, Winston Calptor  
Lee Kit Wah

#### REMUNERATION COMMITTEE

Chuck, Winston Calptor (*Chairman*)  
Chau Mei Wah, Rosanna  
Lee Kit Wah

#### SECRETARY

Lai Kwok Hung, Alex

#### AUDITOR

Deloitte Touche Tohmatsu

#### LEGAL ADVISORS

Conyers Dill & Pearman (*Bermuda*)  
lu, Lai & Li (*Hong Kong*)  
Reed Smith Richards Butler (*Hong Kong*)

#### 董事會

##### 執行董事

陳國強 (*主席*)  
周美華  
(*副主席兼董事總經理*)  
陳國銓  
陳佛恩  
陳耀麟

##### 獨立非執行董事

卓育賢  
李傑華  
石禮謙, *SBS, JP*

##### 審核委員會

李傑華 (*主席*)  
卓育賢  
石禮謙, *SBS, JP*

##### 企業管治委員會

周美華 (*主席*)  
陳佛恩  
卓育賢  
李傑華

##### 提名委員會

石禮謙, *SBS, JP* (*主席*)  
周美華  
卓育賢  
李傑華

##### 薪酬委員會

卓育賢 (*主席*)  
周美華  
李傑華

##### 秘書

黎國鴻

##### 核數師

德勤 • 關黃陳方會計師行

##### 律師

康德明律師事務所 (*百慕達*)  
姚黎李律師行 (*香港*)  
禮德齊伯禮律師行 (*香港*)

**CORPORATE INFORMATION****公司資料****PRINCIPAL BANKERS**

Bank of China (Hong Kong) Limited  
 The Bank of East Asia, Limited  
 CITIC Bank International Limited  
 The Hongkong and Shanghai Banking Corporation Limited  
 HSBC Bank Canada  
 Wing Hang Bank, Limited

**REGISTERED OFFICE**

Clarendon House  
 2 Church Street  
 Hamilton HM 11  
 Bermuda

**PRINCIPAL PLACE OF BUSINESS**

30/F, Bank of America Tower  
 12 Harcourt Road  
 Central  
 Hong Kong  
 Tel : (852) 2831 8118  
 Fax : (852) 2973 0939

**PRINCIPAL SHARE REGISTRAR  
AND TRANSFER OFFICE**

Butterfield Fulcrum Group (Bermuda) Limited  
 Rosebank Centre  
 11 Bermudiana Road  
 Pembroke HM 08  
 Bermuda

**BRANCH SHARE REGISTRAR  
AND TRANSFER OFFICE**

Tricor Secretaries Limited  
 26/F, Tesbury Centre  
 28 Queen's Road East  
 Wanchai  
 Hong Kong

**WEBSITE**

www.itc.com.hk

**STOCK CODE**

Hong Kong Stock Exchange 372

**主要往來銀行**

中國銀行(香港)有限公司  
 東亞銀行有限公司  
 中信銀行國際有限公司  
 香港上海滙豐銀行有限公司  
 加拿大滙豐銀行  
 永亨銀行有限公司

**註冊辦事處**

Clarendon House  
 2 Church Street  
 Hamilton HM 11  
 Bermuda

**主要營業地點**

香港  
 中環  
 夏慤道12號  
 美國銀行中心30樓  
 電話 : (852) 2831 8118  
 傳真 : (852) 2973 0939

**股份過戶登記總處**

Butterfield Fulcrum Group (Bermuda) Limited  
 Rosebank Centre  
 11 Bermudiana Road  
 Pembroke HM 08  
 Bermuda

**股份過戶登記分處**

卓佳秘書商務有限公司  
 香港  
 灣仔  
 皇后大道東28號  
 金鐘匯中心26樓

**網址**

www.itc.com.hk

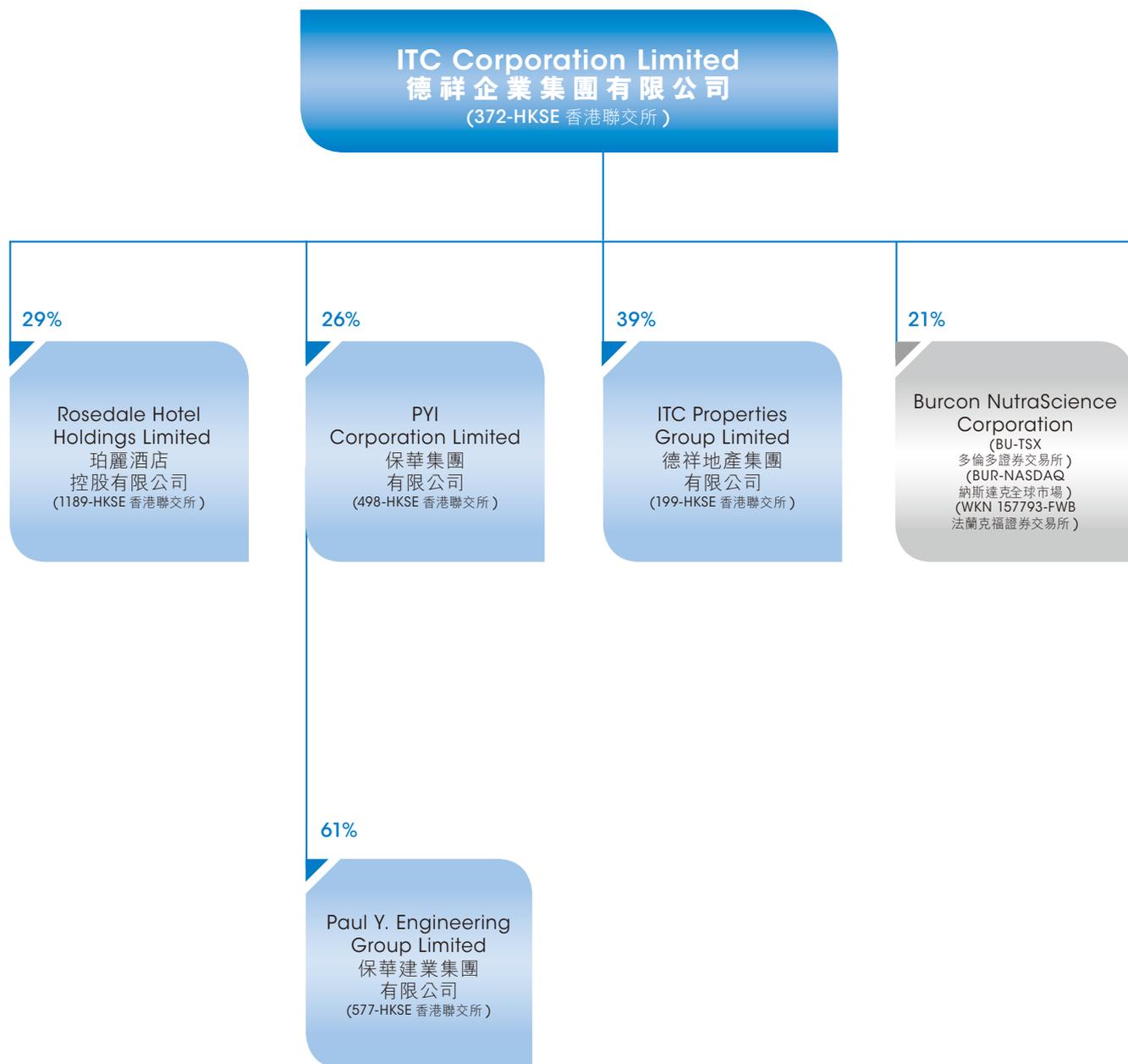
**股份代號**

香港聯交所 372

# CORPORATE CHART

## 集團架構

AT 22ND JUNE, 2012 於二零一二年六月二十二日



■ Hong Kong listed 香港上市

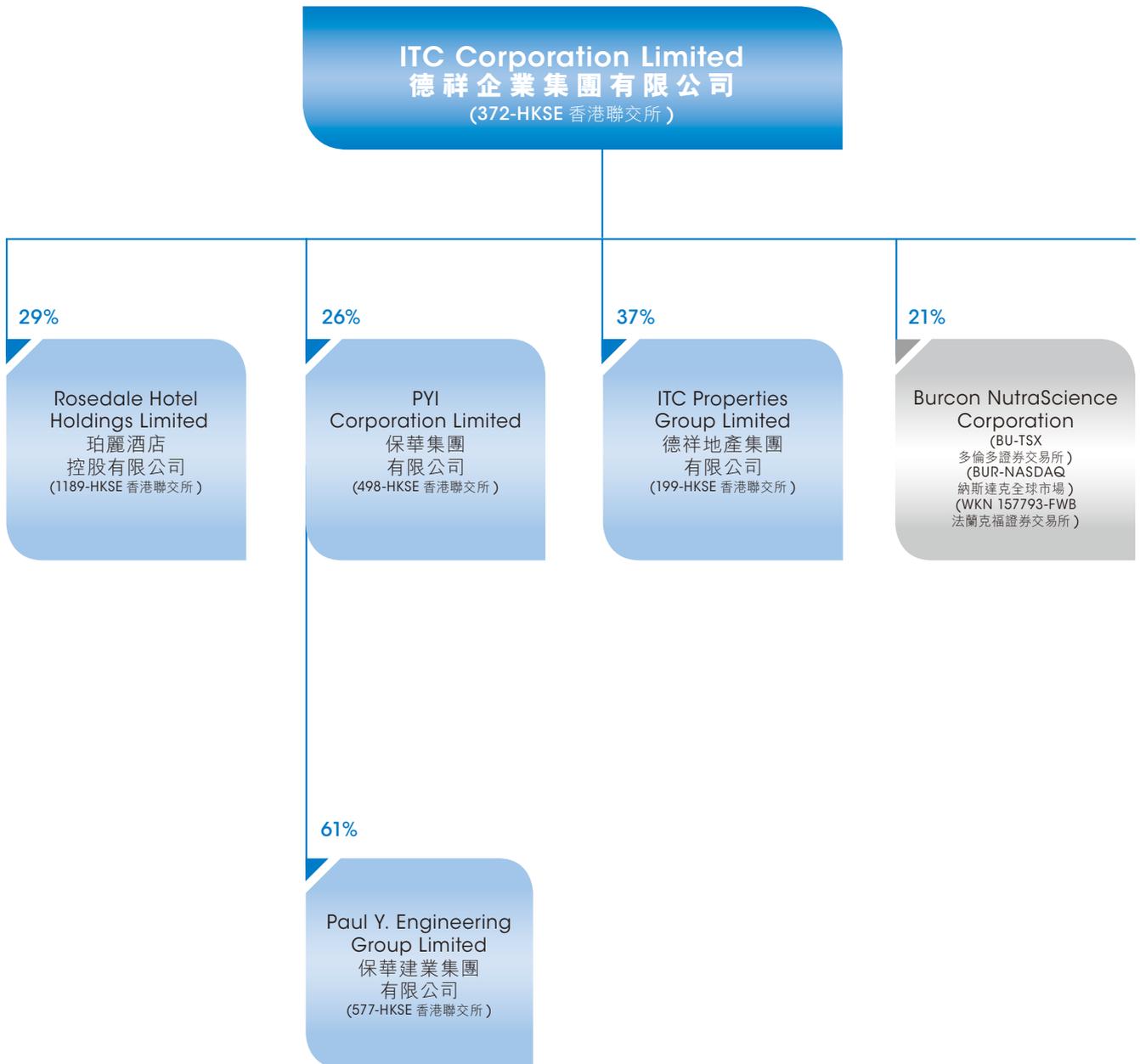
■ Overseas listed 海外上市

(Stock code - Listing place 股份代號 - 上市地方)

# CORPORATE CHART

## 集團架構

AT 31ST MARCH, 2012 於二零一二年三月三十一日



■ Hong Kong listed 香港上市

■ Overseas listed 海外上市

(Stock code - Listing place 股份代號 - 上市地方)

# CHAIRMAN'S STATEMENT

## 主席報告書



I am pleased to present to shareholders the annual report of ITC Corporation Limited (the "Company") and its subsidiaries (the "Group") for the year ended 31st March, 2012.

### BUSINESS REVIEW

#### Review of Financial Performance

For the year ended 31st March, 2012, the Group reported a profit of HK\$430 million attributable to owners (2011: loss HK\$593 million). Basic earnings per share was HK55.38 cents compared with the loss per share of HK77.99 cents last year. The turnaround from loss to profit during the year was mainly due to the following:

本人欣然向股東提呈德祥企業集團有限公司（「本公司」）及其附屬公司（「本集團」）截至二零一二年三月三十一日止年度之年報。

### 業務回顧

#### 財務表現回顧

截至二零一二年三月三十一日止年度，本集團錄得擁有人應佔溢利430,000,000港元（二零一一年：虧損593,000,000港元）。每股基本盈利為55.38港仙，去年則為每股虧損77.99港仙。於本年度轉虧為盈主要由於下列因素：

## CHAIRMAN'S STATEMENT

### 主席報告書

1. A net gain of HK\$318 million (2011: HK\$179 million) arising from changes in interests in associates, which comprised mainly HK\$221 million from Rosedale Hotel Holdings Limited ("Rosedale") and HK\$101 million from ITC Properties Group Limited ("ITC Properties"). During the year, the Group enhanced its interests in its strategic investments with an aim of creating long-term value for the shareholders. Having considered Rosedale's prospect with reference to its operating environment and the underlying values of its hotel properties, the Group acted expeditiously by acquiring approximately 92 million shares for HK\$41 million between September and November 2011 on the open market, thereby increasing the Group's interest from 15.8% to 29.7%. Interest in ITC Properties increased from 24.7% to 37.9% following the completion of ITC Properties shares repurchase offer in February 2012 in respect of which the Group had given several undertakings, among others, not to accept the offer. The Group therefore increased its proportionate interest and benefited from the enhanced net asset value per share and earnings per share of ITC Properties. Gains were recognised on the above two events since the net asset values attributed to the additional interests acquired were higher than the costs of acquisition;
  2. A gain of HK\$31 million was recognised mainly on the disposal of a Group's subsidiary in November 2011 which owned the office on the 30th Floor and four car parking spaces at the Bank of America Tower, 12 Harcourt Road, Central, Hong Kong. The aforesaid property interests were acquired by the Group at HK\$107 million in 2004. The Group was able to realise capital value of the property interests with a disposal price of HK\$313 million; and
  3. The absence of last year's non-cash loss of HK\$830 million arising from the distribution of shares in Hanny Holdings Limited ("Hanny") to the shareholders in November 2010. Hanny is a Hong Kong-listed company which was an associate of the Group before the distribution.
1. 聯營公司之權益變動產生收益淨額為318,000,000港元(二零一一年: 179,000,000港元), 其中主要包括221,000,000港元來自珀麗酒店控股有限公司(「珀麗」)及101,000,000港元來自德祥地產集團有限公司(「德祥地產」)。年內, 本集團增加其策略性投資之權益, 旨在為股東創建長期價值。在考慮珀麗之前景並參考其營運環境及相關酒店物業之潛在價值, 本集團迅速地行動並於二零一一年九月至十一月間以41,000,000港元在公開市場收購約92,000,000股股份, 藉此將本集團之權益由15.8%增加至29.7%。緊隨德祥地產股份購回建議於二零一二年二月完成(本集團曾就此作出若干承諾, 其中包括不接納該建議), 本集團於德祥地產之權益由24.7%增加至37.9%。因此, 本集團增加其於德祥地產權益之同時, 藉着德祥地產每股資產淨值及每股盈利之增加而受惠。由於經上述兩件事項收購之額外權益之應佔資產淨值高於收購成本, 故獲確認為收益;
  2. 所確認之收益31,000,000港元主要由於二零一一年十一月出售本集團一間附屬公司(其擁有位於香港中環夏慤道12號美國銀行中心三十樓之辦公室及四個泊車位)。上述物業權益由本集團於二零零四年以107,000,000港元收購。本集團藉着313,000,000港元之出售價格變現物業權益之資本價值; 及
  3. 概無上年度因於二零一零年十一月向股東分派錦興控股有限公司(「錦興」)股份而產生之非現金虧損830,000,000港元。錦興為香港上市公司, 於分派前為本集團聯營公司。

## CHAIRMAN'S STATEMENT

### 主席報告書

Analysis of the Group's performance is as follows:

本集團表現之分析如下：

		2012 二零一二年 HK\$'M 百萬港元	2011 二零一一年 HK\$'M 百萬港元
Share of results of associates:	攤佔聯營公司業績：		
PYI	保華	84	54
ITC Properties	德祥地產	70	-
Rosedale	珀麗	(38)	66
Burcon	Burcon	(8)	(14)
Hanny	錦興	-	(19)
		<u>108</u>	<u>87</u>
Net gain from changes in interests in associates	於聯營公司權益變動之 收益淨額	318	179
Gain on disposal of subsidiaries	出售附屬公司之收益	31	-
Results from other investments and operations	來自其他投資及 經營業務之業績	(27)	(29)
		<u>430</u>	<u>237</u>
Profit before distribution	分派前溢利	430	237
Loss on distribution of Hanny shares to shareholders	分派錦興股份予股東之 虧損	-	(830)
		<u>430</u>	<u>(593)</u>
Profit (loss) attributable to owners	擁有人應佔溢利(虧損)	<u>430</u>	<u>(593)</u>

## LISTED STRATEGIC INVESTMENTS

### PYI Corporation Limited ("PYI")

Based in Hong Kong, PYI focuses on infrastructure investment in, and the operation of, bulk cargo ports and logistics facilities in the Yangtze River region of Mainland China. It also engages in land and property development and investment. In addition, PYI provides comprehensive engineering and property-related services through Paul Y. Engineering Group Limited.

During the year, the Group's interests in PYI decreased slightly from 26.7% to 26.6% as the Group elected to receive cash instead of shares under PYI's scrip dividend scheme in relation to the final dividend for the year ended 31st March, 2011. PYI recorded a profit attributable to its owners of HK\$334 million for the year ended 31st March, 2012 compared with HK\$200 million last year. The increase in profit for the year was mainly attributable to the gain on disposal of 50.1% interest in Jiangsu Yangkou Port Development and Investment Co., Ltd. As a result, the profit contributed by PYI increased from HK\$54 million to HK\$84 million.

## 上市策略性投資項目

### 保華集團有限公司(「保華」)

保華以香港為基地，專注於基建投資及營運中國內地長江流域之大宗散貨港口及物流設施，亦從事土地及房產之開發及投資業務，並通過保華建築集團有限公司，提供全面的工程及房地產相關的服務。

於年內，本集團於保華之權益由26.7%微降至26.6%，因為本集團選擇收取現金而非根據保華截至二零一一年三月三十一日止年度末期股息之以股代息計劃收取股份。保華於截至二零一二年三月三十一日止年度錄得其擁有人應佔溢利334,000,000港元，去年則為200,000,000港元。年內溢利增加主要來自出售江蘇洋口港投資開發有限公司50.1%權益而產生之收益。因此，保華對本集團貢獻之溢利由54,000,000港元增加至84,000,000港元。

## CHAIRMAN'S STATEMENT

### 主席報告書

#### **ITC Properties Group Limited ("ITC Properties")**

ITC Properties is principally engaged in property development and investment in Macau, Mainland China and Hong Kong. ITC Properties is also engaged in golf resort and leisure operations in Mainland China, securities investments and the provision of loan financing services.

In May 2011, the Group received new convertible notes of ITC Properties in the principal amount of HK\$70.4 million as the consideration for the Group's acceptance of the offer made by ITC Properties to repurchase its previous convertible notes held by the Group in an aggregate principal amount of HK\$64 million. The new convertible notes are redeemable at 105% of the outstanding principal amount in November 2013 and the initial conversion price (subject to adjustments) is HK\$2.20 per share. The Group did not exercise the conversion rights under the new convertible notes during the year.

In November 2011, ITC Properties announced a conditional voluntary offer to repurchase up to 260 million shares of ITC Properties at HK\$2.60 per share (the "Offer"). The Group had undertaken that it would not accept the Offer and a whitewash waiver was granted to waive the obligation of the Group to make a mandatory general offer for all ITC Properties shares not owned by the Group and its concert parties. As a result, the Group's interest in ITC Properties increased from 24.7% to 37.9% immediately after completion of the Offer in February 2012 which led to a gain of HK\$101 million. As at 31st March, 2012, the Group's interest in ITC Properties remained at 37.9%.

ITC Properties recorded a profit of HK\$162 million attributable to its owners for the year ended 31st March, 2012 compared with HK\$80 million last year, mainly attributable to the recognition of a gain on disposal of subsidiaries amounted to HK\$346 million as a result of the disposal of 50% interest in a residential development project in Causeway Bay, Hong Kong. Accordingly, the Group shared a profit of HK\$70 million for the current year.

#### **Rosedale Hotel Holdings Limited ("Rosedale")**

Rosedale is principally engaged in hotel operation in Mainland China and Hong Kong and also trading of securities. Rosedale is managing a 4-star business hotel chain in Mainland China and Hong Kong, namely Rosedale on the Park, Rosedale Hotel & Suites, Beijing, Rosedale Hotel & Suites, Guangzhou, Times Plaza Hotel, Shenyang and Luoyang Golden Gulf Hotel. In addition, Rosedale is running a budget hotel chain under the brand name "Square Inn" in Mainland China.

Between September and November 2011, the Group acquired approximately 92 million shares of Rosedale through several transactions on the open market at a total consideration of HK\$41 million. As the Rosedale shares were trading at a discount to their net assets values, the Group recognised a gain of HK\$221 million from those acquisitions. The Group's interest in Rosedale increased from 15.8% to 29.7% and remained the same at year end.

#### **德祥地產集團有限公司 (「德祥地產」)**

德祥地產主要從事於澳門、中國內地及香港之物業發展及投資。德祥地產亦於中國內地從事高爾夫球度假村及消閒業務、證券投資及提供貸款融資服務。

於二零一一年五月，本集團收到德祥地產之新可換股票據，本金額為70,400,000港元，作為本集團接納德祥地產所提出之建議以購回本集團所持有總本金額64,000,000港元之其前可換股票據之代價。新可換股票據可於二零一三年十一月按尚未償還本金額之105%贖回，初步換股價（可予以調整）為每股2.20港元。本集團年內並無行使新可換股票據下之換股權。

於二零一一年十一月，德祥地產宣佈有條件自願建議，按每股2.60港元購回最多260,000,000股德祥地產股份（「該建議」）。本集團承諾不會接納該建議，並已獲授清洗豁免以豁免本集團就本集團及其一致行動人士尚未擁有之全部德祥地產提出強制性全面收購建議之責任。因此，本集團於德祥地產之權益於緊隨二零一二年二月完成該建議後由24.7%增加至37.9%並帶來收益101,000,000港元。於二零一二年三月三十一日，本集團於德祥地產之權益仍為37.9%。

德祥地產於截至二零一二年三月三十一日止年度錄得其擁有人應佔溢利162,000,000港元，去年則為80,000,000港元，主要源於確認出售附屬公司溢利346,000,000港元（由於出售香港銅鑼灣住宅發展項目50%之權益）。因此，本集團於本年度分佔其溢利70,000,000港元。

#### **珀麗酒店控股有限公司 (「珀麗」)**

珀麗主要於中國內地及香港從事經營酒店，另外亦從事證券買賣。珀麗於中國內地及香港經營四星級連鎖商務酒店，即香港珀麗酒店、北京珀麗酒店、廣州珀麗酒店、瀋陽時代廣場酒店及洛陽金水灣大酒店。另外，珀麗於中國內地經營以「方圓四季」為品牌之經濟型連鎖酒店。

於二零一一年九月至十一月間，本集團多次透過於公開市場交易以總代價41,000,000港元購入約92,000,000股珀麗股份。由於珀麗股份之交易價比其資產淨值有折讓，本集團為該等購入確認收益為221,000,000港元。本集團於珀麗之權益由15.8%增至29.7%，直至本年度完結仍保持該水平。



## CHAIRMAN'S STATEMENT

## 主席報告書

Rosedale recorded a loss of HK\$207 million attributable to its owners for the year ended 31st December, 2011 against a profit of HK\$468 million in 2010 which was mainly attributable to a non-recurring gain on disposal of the travel and related business of HK\$716.9 million. Accordingly, the Group shared a loss of HK\$38 million for the current year compared with a profit of HK\$66 million shared last year.

**Burcon NutraScience Corporation ("Burcon")**

Burcon is a leader in nutrition, health and wellness in the field of functional, renewable plant proteins. In addition to its listing on the Toronto Stock Exchange and the Frankfurt Stock Exchange, Burcon's shares commenced trading on The NASDAQ Global Market on 27th October, 2011. Since 1999, Burcon has developed a portfolio of composition, application, and process patents originating from its core protein extraction and purification technology. Burcon has developed CLARISOY™ soy protein, the only vegetable-based protein that offers clarity and complete protein nutrition for low pH beverage systems; PEAZAZZ™, a uniquely soluble and clean-tasting pea protein isolate; and Puratein®, Supertein™ and Nutratein™ canola protein isolates with unique functional and nutritional attributes.

In November 2011, Burcon announced that it has developed a novel pea protein isolate branded as PEAZAZZ™ which is 100% soluble and transparent in low pH solutions with clean flavor characteristics and is heat stable permitting hot fill applications. This new PEAZAZZ™ protein offers another platform for Burcon to monetize its technology.

Burcon has licensed its CLARISOY™ soy protein technology to Archer-Daniels-Midland Company ("ADM"), a leader in the global food ingredient industry listed in the U.S. In June 2012, Burcon announced that ADM has opened its first commercial-scale plant to make CLARISOY™ soy protein available for customers looking to purchase commercial-scale quantities.

The decrease in the Group's interest in Burcon from 21.1% to 21.0% was due to the new shares issued for options exercised by other parties. The twelve-month shareholders mandate for the possible disposal of all Burcon shares held by the Group obtained in May 2011, has expired and no Burcon share was disposed of during the mandate period by the Group. As Burcon was in the stage of development during the year, the loss shared by the Group was HK\$8 million.

(CLARISOY™ is under license from ADM)

(CLARISOY™ is a trademark of ADM)

珀麗於截至二零一一年十二月三十一日止年度錄得其擁有人應佔虧損207,000,000港元，相比二零一零年溢利468,000,000港元主要因為出售旅遊及相關業務之非經常性收益716,900,000港元所致。故此，本集團本年度分佔虧損38,000,000港元，去年則分佔溢利66,000,000港元。

**Burcon NutraScience Corporation (「Burcon」)**

Burcon於具功效性及擁有再生特質之植物蛋白質界別中，在營養、健康及保健方面，處於領先地位。除於多倫多證券交易所和法蘭克福證券交易所上市外，Burcon股份已於二零一一年十月二十七日起在納斯達克全球市場開始買賣。自一九九九年，Burcon已在其有關提取及淨化植物蛋白質之技術上，發展出一系列合成、應用及加工專利權。Burcon已開發CLARISOY™大豆蛋白質，其為唯一的植物蛋白質能為低pH值之飲料提供清澈和完備之蛋白質營養；一種具水溶性及帶清新口味、獨特的豌豆分離蛋白質PEAZAZZ™；以及具有獨特功能及營養特性之芥花籽分離蛋白質Puratein®、Supertein™及Nutratein™。

於二零一一年十一月，Burcon宣佈已發展出以PEAZAZZ™為品牌之全新豌豆分離蛋白質，能於低pH值溶液中百分百溶解及呈透明狀，口味清新及在高溫下仍然穩定，可作熱灌裝應用。此新推出之PEAZAZZ™蛋白質給予Burcon以其技術轉化成利潤之另一平台。

Burcon已授權Archer-Daniels-Midland Company (於美國上市，並於全球食材工業處於領導地位的公司，以下簡稱「ADM」)使用CLARISOY™大豆蛋白質技術。於二零一二年六月，Burcon公佈ADM已開設其首個具商業規模、並為有意作大量購買之客戶而生產CLARISOY™大豆蛋白質之廠房。

本集團於Burcon之權益由21.1%減少至21.0%，乃由於其他人士行使購股權而發行新股份所致。於二零一一年五月取得就可能出售本集團持有之所有Burcon股份為期十二個月之股東授權批准已屆滿，本集團於授權期間並無出售任何Burcon股份。由於Burcon年內仍處於發展階段，本集團攤佔之虧損為8,000,000港元。

(CLARISOY™之特許權現屬ADM持有)

(CLARISOY™為ADM之商標)

## CHAIRMAN'S STATEMENT

### 主席報告書

#### Paul Y. Engineering Group Limited ("Paul Y. Engineering")

Paul Y. Engineering is an international engineering services group serving Hong Kong, Mainland China, Macau and the international market. It has three core areas of business: management contracting, property development management and property investment. Paul Y. Engineering remained as a subsidiary of PYI throughout the year and its results have been consolidated into PYI's results.

The Group's shareholding interests in the major listed strategic investments are summarised below:

#### 保華建業集團有限公司 (「保華建業」)

保華建業乃一間為香港、中國內地、澳門及國際市場提供服務之國際工程服務集團。其三項核心業務範疇分別為：承建管理、物業發展管理及物業投資。於本年度，保華建業仍為保華之附屬公司，而其業績亦綜合至保華之業績內。

本集團於主要上市策略性投資項目之股權權益概述如下：

Name of investee company	Place of listing	Stock code	Effective interest	
			As at 31.3.2012	As at the date of this report
所投資公司之名稱	上市地點	股份代號	於二零一二年三月三十一日	於本報告日期
PYI 保華	Hong Kong Stock Exchange 香港聯交所	498	26.6%	26.6%
ITC Properties 德祥地產	Hong Kong Stock Exchange 香港聯交所	199	38.3%	40.0%
Rosedale 珀麗	Hong Kong Stock Exchange 香港聯交所	1189	29.7%	29.7%
Burcon	Toronto Stock Exchange 多倫多證券交易所 NASDAQ Global Market 納斯達克全球市場 Frankfurt Stock Exchange 法蘭克福證券交易所	BU BUR WKN 157793	21.0%	21.0%
Paul Y. Engineering 保華建業	Hong Kong Stock Exchange 香港聯交所	577	16.7% (Note) (附註)	16.7% (Note) (附註)

Note: The Group's effective interest is held through PYI.

附註：本集團之實際權益透過保華持有。

## LIQUIDITY AND FINANCIAL RESOURCES

As at 31st March, 2012, total assets were HK\$2,782 million and equity attributable to owners were HK\$2,601 million, representing a 12% and 22% increase respectively over 2011 driven by the additional interests in associates attributable to the Group during the year.

## 流動資金及財務資源

受本集團年內攤佔聯營公司額外權益帶動，本集團於二零一二年三月三十一日之總資產及擁有人應佔權益分別較二零一一年增加12%及22%至2,782,000,000港元及2,601,000,000港元。

## CHAIRMAN'S STATEMENT

### 主席報告書

The Group continued to adopt a prudent funding and treasury policy to manage its liquidity needs. The objective is to maintain adequate funds for financing working capital and seizing investment opportunities, as and when they become available.

As at 31st March, 2012, current assets were HK\$67 million, decreased by 32% year-on-year as last year's amount included the convertible notes of ITC Properties which would mature in June 2011. These convertible notes were repurchased by ITC Properties in May 2011 at a consideration satisfied by new convertible notes of ITC Properties with a maturity date in November 2013. Current liabilities were HK\$48 million, decreased by 82% compared with last year. The decrease was mainly because the Company's convertible notes, classified as current liabilities last year, were reclassified as non-current liabilities this year due to the extension of its maturity date from 2nd November, 2011 to 2nd November, 2013 as approved by the shareholders in September 2011. Accordingly, the Group's current ratio was 1.4 (2011: 0.4).

### GEARING

The Group's gearing ratio was 4.6% as at 31st March, 2012 (2011: 13.6%), calculated on the basis of net borrowings of HK\$120 million over the equity attributable to owners of HK\$2,601 million. Net borrowings is arrived at by deducting bank deposits, bank balances and cash from the aggregate of borrowings and the liability component of convertible notes issued by the Company.

As at 31st March, 2012, the Group had bank deposits, bank balances and cash of HK\$48 million, bank borrowings of HK\$37 million and HK\$131 million recognised as the liability component of its convertible notes. All bank borrowings were either repayable within one year or on demand and were at floating interest rates. The aforesaid convertible notes, which pays an annual interest of 5%, were initially issued in November 2009 with a 2-year maturity but was subsequently extended to 2nd November, 2013. As at 31st March, 2012, the aggregate principal amount of the convertible notes that remained outstanding was HK\$143 million and the conversion price was HK\$0.30 per share.

### EXCHANGE RATE EXPOSURE

Most of the assets and liabilities of the Group are denominated in Hong Kong dollars, hence the Group's exposure to fluctuations in foreign exchange rates is minimal and no foreign exchanging hedging instruments are used.

### PLEDGE OF ASSETS

As at 31st March, 2012, properties with an aggregate carrying value of HK\$26 million were pledged to a bank to secure general facility granted to a subsidiary of the Company.

本集團繼續採取審慎理財政策管理其流動資金需要。目標是保持有充裕資金應付營運資金所需，以及於機會來臨時把握投資良機。

於二零一二年三月三十一日，本集團之流動資產為67,000,000港元，按年減少32%，這是由於上年度金額包括德祥地產可換股票據（其於二零一一年六月到期）所致。此等可換股票據已於二零一一年五月由德祥地產購回，代價以發行二零一三年十一月到期之新可換股票據作支付。本集團之流動負債為48,000,000港元，較上年度減少82%。減少主要是由於本公司之可換股票據（於上年度分類為流動負債）於本年度被重新分類為非流動負債，因其於二零一一年九月獲股東批准其到期日由二零一一年十一月二日延長至二零一三年十一月二日。因此，本集團之流動比率為1.4（二零一一年：0.4）。

### 資產負債比率

本集團於二零一二年三月三十一日之資產負債比率為4.6%（二零一一年：13.6%），計算基礎按借款淨額120,000,000港元除以擁有人應佔權益2,601,000,000港元。借款淨額乃從借款總額及本公司發行之可換股票據之負債部分之總和扣除銀行存款、銀行結存及現金。

於二零一二年三月三十一日，本集團銀行存款、銀行結存及現金為48,000,000港元、銀行借款為37,000,000港元、及131,000,000港元確認為其可換股票據之負債部分。所有銀行借款須於一年內償還或按通知償還，並按浮動息率計息。上述可換股票據年利率為五厘，於二零零九年十一月發行，最初為兩年後到期，其後延長至二零一三年十一月二日。於二零一二年三月三十一日，未償還可換股票據之總本金額為143,000,000港元，以及換股價為每股0.30港元。

### 匯率風險

本集團大部份資產及負債均以港元為單位，故此本集團之外匯波動風險極低，亦無使用外匯對沖工具。

### 資產抵押

於二零一二年三月三十一日，賬面總值26,000,000港元之物業已抵押予一間銀行，以為本公司一間附屬公司取得一般信貸。

## CHAIRMAN'S STATEMENT

### 主席報告書

#### CONTINGENT LIABILITIES

As at 31st March, 2012, the Group had no contingent liabilities, except that upon disposal of an associate in previous years and subsidiaries in current year, the Group had given indemnities relating to unrecorded taxation liabilities, if any, and the affairs and business of the respective associate and subsidiaries up to the date of disposal to the respective purchasers.

#### EMPLOYEE AND REMUNERATION POLICY

As at 31st March, 2012, the Group had a total of 62 employees. It is the Group's remuneration policy that the employees' remuneration is based on the employees' skill, knowledge and involvement in the Company's affairs and is determined by reference to the Company's performance, as well as remuneration benchmark in the industry and the prevailing market conditions. The ultimate objective of the remuneration policy is to ensure that the Group is able to attract, retain and motivate a high-calibre team which is essential to the success of the Company. The Group also offers benefits to employees including discretionary bonus, training, provident funds and medical coverage. The old share option scheme was terminated in August 2011 and at the same time a new share option scheme has been established by the Company for the eligible participants (including employees). No share option has been granted during the year and no share option was outstanding as at 31st March, 2012 and as at the date of this report.

#### EVENT AFTER THE YEAR ENDED 31ST MARCH, 2012

In April 2012, the Group partially converted the convertible notes of ITC Properties with a principal amount of HK\$26.5 million for approximately 12 million shares at HK\$2.20 per share. The Group's interest in ITC Properties increased to 39.8% immediately after the conversion. The pro forma gain on the aforesaid conversion to be recognised in the profit or loss of the Group for the next financial year will be approximately HK\$21 million with reference to the annual results announcement of ITC Properties for the year ended 31st March, 2012.

#### SECURITIES IN ISSUE

During the year and up to the date of this report, the total number of issued shares of the Company with par value of HK\$0.01 each remained unchanged at 777,028,676.

#### 或然負債

於二零一二年三月三十一日，本集團概無或然負債，惟於往年度出售一間聯營公司及於本年度出售附屬公司時，本集團就該聯營公司及附屬公司尚未入賬之稅項負債（如有）及其截至出售日止之事務及業務，向相關買方提供彌償保證。

#### 僱員及酬金政策

於二零一二年三月三十一日，本集團聘用共62名僱員。根據本集團酬金政策，員工薪酬乃因應員工之技能、知識及對本公司事務之參與程度，並參考本公司之表現及業界之薪金水平及當時市況而釐定。酬金政策最終旨在確保本集團有力吸引、挽留及鼓勵高質素之團隊精英，彼等對本公司之成功尤為重要。本集團亦提供福利予僱員，包括酌情花紅、培訓、公積金及醫療保障計劃。舊購股權計劃已於二零一一年八月終止，同時本公司已為合資格參與者（包括僱員）設立新購股權計劃，於年內並無授出購股權，且於二零一二年三月三十一日及於本報告日期概無未行使之購股權。

#### 於截至二零一二年三月三十一日止年度後之事項

於二零一二年四月，本集團將本金額為26,500,000港元之部份德祥地產可換股票據，以每股2.20港元兌換為約12,000,000股股份。於緊接兌換後，本集團於德祥地產之權益增加至39.8%。參考德祥地產於截至二零一二年三月三十一日止年度之年度業績公佈，上述兌換之備考收益約21,000,000港元將在下個財政年度於本集團之損益中確認。

#### 已發行之證券

於本年度及直至本報告日期止，本公司已發行股份總數維持不變，共有777,028,676股已發行股份（每股面值0.01港元）。

## CHAIRMAN'S STATEMENT

### 主席報告書

#### FINAL DIVIDEND

The Board has resolved to recommend the payment of a final dividend of HK3.0 cents per ordinary share for the year ended 31st March, 2012 (2011: HK1.0 cent) to the shareholders of the Company whose names appear on the register of members of the Company as at the close of business on Wednesday, 29th August, 2012. The proposed final dividend is expected to be paid to the shareholders of the Company by post on or about Wednesday, 26th September, 2012 following approval at the forthcoming annual general meeting of the Company. The proposed final dividend is conditional upon the passing of an ordinary resolution to approve the final dividend at the forthcoming annual general meeting of the Company. The Board has also proposed that the final dividend should be satisfied in cash, with an option to elect scrip dividend of ordinary shares, in respect of part or all of such dividend. The market value of the ordinary shares to be issued under the scrip dividend proposal will be fixed by reference to the average of the closing prices of the ordinary shares of the Company for the three consecutive trading days ending 29th August, 2012 less a discount of five percent of such average price or par value of ordinary shares, whichever is the higher. The proposed scrip dividend is conditional upon The Stock Exchange of Hong Kong Limited granting the listing of, and permission to deal in, the new ordinary shares to be issued and the passing at the forthcoming annual general meeting of the Company of an ordinary resolution to approve the final dividend. A circular giving full details of the scrip dividend proposal and a form of election will be sent to shareholders of the Company.

#### CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from Monday, 27th August, 2012 to Wednesday, 29th August, 2012, both dates inclusive, during which period no transfer of shares will be registered. In order to qualify for the proposed final dividend, all transfers of shares of the Company accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Tricor Secretaries Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong for registration by no later than 4:00 p.m. on Friday, 24th August, 2012.

#### 末期股息

董事會已議決建議向於二零一二年八月二十九日(星期三)營業時間結束時名列於本公司股東名冊之本公司股東派付截至二零一二年三月三十一日止年度之末期股息每股普通股3.0港仙(二零一一年:1.0港仙)。預期擬派末期股息在應屆本公司股東週年大會上獲批准後約於二零一二年九月二十六日(星期三)以郵寄方式派付予本公司股東。擬派之末期股息須待本公司應屆股東週年大會通過有關批准末期股息之普通決議案後,方可作實。董事會並建議透過現金方式派付末期股息,惟股東可選擇收取普通股以代替部份或全部有關股息。根據以股代息方案將予發行之普通股之市值,將參考本公司普通股於截至二零一二年八月二十九日止連續三個交易日之平均收市價減該平均價5%之折讓或普通股面值(以較高者為準)計算。以股代息建議須待香港聯合交易所有限公司批准將予發行之新普通股上市及買賣及在本公司應屆股東週年大會上通過有關批准末期股息之普通決議案後方可作實。載有以股代息方案全部詳情之通函,將連同選擇表格一併寄予本公司各股東。

#### 暫停辦理股東登記手續

本公司將由二零一二年八月二十七日(星期一)至二零一二年八月二十九日(星期三)(包括首尾兩日)期間暫停辦理股東登記手續,期內將不會登記任何股份之轉讓。要符合資格獲發擬派末期股息,所有本公司股份過戶文件連同有關股票須不遲於二零一二年八月二十四日(星期五)下午四時正送交本公司之香港股份過戶登記分處卓佳秘書商務有限公司(地址為香港灣仔皇后大道東28號金鐘匯中心26樓)以供登記。

## CHAIRMAN'S STATEMENT

### 主席報告書

#### OUTLOOK

The prevailing uncertainties surrounding the eurozone have escalated the risk of a global economic downturn. The Group is well-equipped to succeed in this challenging environment. The diversified business activities of its strategic investments would reduce the Group's reliance on a particular sector. In the year under review, the Group enhanced its interest in ITC Properties and Rosedale which are operating in different sectors, property and hotel respectively. Both associates have projects that are currently in the development stage and are expected to contribute encouraging returns after their completion. Rosedale currently has earmarked on the opening of a new hotel in the Mongkok district of Hong Kong in the third quarter of 2012, this will be the first time the Rosedale brand name serving business and leisure travelers in Kowloon. Burcon's listing on the NASDAQ stock exchange is expected to raise awareness within the food and agri-food technology sectors and increase its accessibility to the U.S. investors. Burcon announced in June 2012 that its partner Archer-Daniels-Midland Company, also listed in the U.S., has opened its first commercial-scale plant to make Burcon's CLARISOY™ for commercial-sales.

Looking forward, the Board is cautiously optimistic in the long-term prospects of the Group. The Group, on one hand, is committed to enhancing the value of its strategic investments and, on the other hand, will continue to pursue investment opportunities with growth potential in order to bring long-term value to the Group and its shareholders. The Group will continue with its prudent but proactive investment approach in pursuing new opportunities and supporting its strategic investments in the interests of the shareholders.

#### APPRECIATION

On behalf of the Board, I would like to take this opportunity to thank the shareholders for their continuous support to the Company and extend my appreciation to all management and staff members for their contribution and dedication throughout the year.

**Dr. Chan Kwok Keung, Charles**  
Chairman

Hong Kong, 22nd June, 2012

#### 展望

現時圍繞歐元區之不明朗因素，使全球經濟轉差之風險增加。本集團已準備就緒，在此充滿挑戰性之環境下力求成功。本集團策略性投資項目多元化之業務活動，可減低其對特定行業之依賴。在回顧年度，本集團已增加在德祥地產及珀麗之權益，而兩者所經營之業務亦處於不同行業，分別為物業及酒店。兩間聯營公司現時均有項目在發展階段，並預期於項目完成後帶來可觀回報。珀麗現籌備一家位於香港旺角區之新酒店於二零一二年第三季度開幕，此將為珀麗品牌首次於九龍區為商務及休閒旅客提供服務。另Burcon在納斯達克股票市場上市，期望可提高其於食品及農產食品科技行業之知名度，並增加美國投資者之可參與程度。於二零一二年六月，Burcon公佈其合作伙伴Archer-Daniels-Midland Company (同於美國上市)已開設首個具商業規模、並為生產Burcon之CLARISOY™作商業銷售之廠房。

展望未來，董事會對本集團之長遠前景審慎樂觀。本集團一方面致力提高其策略性投資項目之價值，另一方面將繼續爭取具增長潛力之投資機會，藉此為本集團及其股東帶來長期價值。本集團將繼續貫徹其積極而審慎之態度爭取新機遇，及支援其策略性投資項目，以符合股東之利益。

#### 致謝

本人謹代表董事會就股東一直以來對本公司之鼎力支持以及全體管理層與員工於年內之寶貴貢獻及全力以赴致謝。

主席  
陳國強博士

香港，二零一二年六月二十二日

## BIOGRAPHIES OF DIRECTORS AND SECRETARY

## 董事及秘書履歷簡介

## DIRECTORS

**Chan Kwok Keung, Charles**, aged 57, is the Chairman of the Company. He joined the Group in February 1997 and is responsible for the Group's corporate strategies and planning. Dr. Chan holds an Honorary Degree of Doctor of Laws and a Bachelor's Degree in Civil Engineering and has over 32 years' international corporate management and strategic investment experience in a diversified range of businesses including construction, property, infrastructure, entertainment and media, hotel and related business, information technology, pharmaceutical and health products. Dr. Chan is a non-executive director of PYI Corporation Limited (0498.HK) and Television Broadcasts Limited (0511.HK). Dr. Chan is the sole director and beneficial owner of Chinaview International Limited and Galaxyway Investments Limited which are substantial shareholders of the Company as disclosed in the section headed "Interests and short positions of substantial shareholders/other persons recorded in the register kept under section 336 of the SFO" in the directors' report of this annual report. He is the father of Mr. Chan Yiu Lun, Alan and the elder brother of Mr. Chan Kwok Chuen, Augustine, who are both executive directors of the Company.

**Chau Mei Wah, Rosanna**, aged 57, is the Deputy Chairman and Managing Director of the Company, a member of the Remuneration Committee of the Company and a director of various subsidiaries of the Group. She was appointed as the Chairman of the Corporate Governance Committee and a member of the Nomination Committee of the Company on 16th March, 2012. She joined the Group in February 1997 and is responsible for the Group's operations and business development. Ms. Chau has over 32 years' experience in international corporate management and finance. She holds a Bachelor's Degree and a Master's Degree in Commerce and has professional accounting qualifications and experience in different jurisdictions. She is a fellow member of the Hong Kong Institute of Certified Public Accountants and the CPA Australia, and a member of the Certified General Accountants' Association of Canada. Ms. Chau is a director of Burcon NutraScience Corporation, the securities of which are listed on the Toronto Stock Exchange (BU.TSX) and the Frankfurt Stock Exchange (WKN 157793-FWB) and are also listed on The NASDAQ Global Market (BUR.NASDAQ) since 27th October, 2011. She was elected as a General Committee member of The Chamber of Hong Kong Listed Companies on 30th June, 2011.

## 董事

**陳國強**，57歲，本公司主席。彼於一九九七年二月加入本集團，專責本集團之企業策略及規劃。陳博士持有法律榮譽博士學位及土木工程學士學位，於多類型行業領域包括建築、房地產、基礎設施、娛樂和媒體、酒店及相關業務、信息技術、醫藥及保健產品等積逾三十二年國際企業管理和策略性投資經驗。陳博士為保華集團有限公司(0498.HK)及電視廣播有限公司(0511.HK)之非執行董事。陳博士亦為Chinaview International Limited及Galaxyway Investments Limited(如本年報的董事報告書內「根據證券及期貨條例第336條保存之登記冊所記錄之主要股東／其他人士之權益及淡倉」一節所載，此兩間公司為本公司之主要股東)之唯一董事及實益擁有人。彼為本公司執行董事陳耀麟先生之父親及本公司執行董事陳國銓先生之胞兄。

**周美華**，57歲，本公司副主席及董事總經理、本公司薪酬委員會成員及本集團旗下多間附屬公司之董事。彼於二零一二年三月十六日獲委任為本公司企業管治委員會主席及提名委員會成員。彼於一九九七年二月加入本集團，專責本集團之運作及業務發展。周女士於國際企業管理及財務方面積逾三十二年經驗。彼持有商業學士及碩士學位及在不同法域擁有專業會計資格和經驗，彼為香港會計師公會及澳洲會計師公會資深會員及加拿大公認會計師協會會員。周女士為Burcon NutraScience Corporation之董事，該公司之股份於多倫多證券交易所(BU.TSX)及法蘭克福證券交易所上市(WKN 157793-FWB)及自二零一一年十月二十七日起於納斯達克全球市場(BUR.NASDAQ)上市。彼於二零一一年六月三十日獲選為香港上市公司商會常務委員會成員。

## BIOGRAPHIES OF DIRECTORS AND SECRETARY

### 董事及秘書履歷簡介

**Chan Kwok Chuen, Augustine**, aged 53, joined the Company as an executive director in November 1997 and is also a director of various subsidiaries of the Group. Mr. Chan holds a diploma in arts and has over 29 years' experience in trading business in the PRC. Mr. Chan retired as an executive director of Hanny Holdings Limited ("Hanny") (0275.HK) and ipso facto ceased to be the managing director of Hanny on 24th August, 2011. Mr. Chan is the younger brother of Dr. Chan Kwok Keung, Charles, the Chairman of the Company and the sole director and beneficial owner of Chinaview International Limited and Galaxyway Investments Limited which are substantial shareholders of the Company, and is the uncle of Mr. Chan Yiu Lun, Alan, an executive director of the Company.

**Chan Fut Yan**, aged 58, joined the Company as an executive director in December 1997 and is also a director of various subsidiaries of the Group and was appointed as a member of the Corporate Governance Committee of the Company on 16th March, 2012. Mr. Chan has over 39 years' experience in the local construction field specialising in planning of construction business. He is also the managing director of ITC Properties Group Limited (0199.HK) and is the deputy chairman and an executive director of Paul Y. Engineering Group Limited (0577.HK).

**Chan Yiu Lun, Alan**, aged 28, joined the Company as an executive director in March 2009 and is also a director of various subsidiaries of the Group. Mr. Chan graduated from Trinity College of Arts and Sciences of Duke University, United States of America, with a Bachelor of Arts Degree in Political Science – International Relations. He previously worked in the Investment Banking Division of The Goldman Sachs Group, Inc. Mr. Chan is an executive director of ITC Properties Group Limited (0199.HK). He is also an alternate director to Dr. Chan Kwok Keung, Charles in PYI Corporation Limited ("PYI") (0498.HK) and was appointed as an executive director of PYI on 23rd November, 2011. He is a director of Burcon NutraScience Corporation ("Burcon"), the securities of which are listed on the Toronto Stock Exchange (BU.TSX) and the Frankfurt Stock Exchange (WKN 157793-FWB) and are also listed on The NASDAQ Global Market (BUR.NASDAQ) since 27th October, 2011. Mr. Chan is an advisor to the Bisagni Environmental Enterprise (BEE Inc.). He was an alternate director to Ms. Chau Mei Wah, Rosanna at Burcon until April 2010. Mr. Chan is a son of Dr. Chan Kwok Keung, Charles, the Chairman of the Company and the sole director and beneficial owner of Chinaview International Limited and Galaxyway Investments Limited which are substantial shareholders of the Company. Mr. Chan is also a nephew of Mr. Chan Kwok Chuen, Augustine, an executive director of the Company.

**陳國銓**，53歲，於一九九七年十一月加入本公司出任執行董事及亦為本集團旗下多間附屬公司之董事。陳先生持有文學文憑，在中國貿易業務方面積逾二十九年經驗。陳先生於二零一一年八月二十四日退任錦興集團有限公司（「錦興」）（0275.HK）執行董事及據此同時不再為錦興之董事總經理。陳先生為本公司主席及本公司主要股東Chinaview International Limited及Galaxyway Investments Limited之唯一董事及實益擁有人陳國強博士之胞弟，及為本公司執行董事陳耀麟先生之叔父。

**陳佛恩**，58歲，於一九九七年十二月加入本公司出任執行董事及亦為本集團旗下多間附屬公司之董事及於二零一二年三月十六日獲委任為本公司企業管治委員會成員。陳先生於本地建築業界積逾三十九年經驗，專長於建築業務策劃。彼亦為德祥地產集團有限公司（0199.HK）之董事總經理及為保華建業集團有限公司（0577.HK）之副主席兼執行董事。

**陳耀麟**，28歲，於二零零九年三月加入本公司出任執行董事及亦為本集團旗下多間附屬公司之董事。陳先生畢業於Trinity College of Arts and Sciences，美國杜克大學（Duke University, United States of America），持有政治學國際關係文學學士學位。彼曾任職於高盛集團（The Goldman Sachs Group, Inc.）之投資銀行部。陳先生為德祥地產集團有限公司（0199.HK）之執行董事。彼亦為陳國強博士在保華集團有限公司（「保華」）（0498.HK）之替任董事及於二零一一年十一月二十三日獲委任為保華之執行董事。彼為Burcon NutraScience Corporation（「Burcon」）之董事，該公司之股份於多倫多證券交易所（BU.TSX）及法蘭克福證券交易所上市（WKN 157793-FWB）及自二零一一年十月二十七日起於納斯達克全球市場（BUR.NASDAQ）上市。陳先生為安生態有限公司（BEE Inc.）之顧問。彼曾為周美華女士於Burcon之替任董事直至二零一零年四月。陳先生為本公司主席及本公司主要股東Chinaview International Limited及Galaxyway Investments Limited之唯一董事及實益擁有人陳國強博士之兒子。陳先生亦為本公司執行董事陳國銓先生之侄兒。



## BIOGRAPHIES OF DIRECTORS AND SECRETARY

## 董事及秘書履歷簡介

**Chuck, Winston Calptor**, aged 56, joined the Company as an independent non-executive director in November 2001. He is also the Chairman of the Remuneration Committee and a member of the Audit Committee of the Company and was appointed as a member of the Corporate Governance Committee and the Nomination Committee of the Company on 16th March, 2012. Mr. Chuck graduated from the University of Western Ontario, Canada with a Bachelor of Arts Degree. He is a practising solicitor in Hong Kong and has over 30 years' experience in the legal fields. He is also an independent non-executive director of Starlight International Holdings Limited (0485.HK).

**Lee Kit Wah**, aged 56, joined the Company as an independent non-executive director in July 2004. He is also the Chairman of the Audit Committee and a member of the Remuneration Committee of the Company and was appointed as a member of the Corporate Governance Committee and the Nomination Committee of the Company on 16th March, 2012. Mr. Lee graduated from University of Toronto, Canada with a Bachelor's Degree in Commerce. He is a fellow member of the Hong Kong Institute of Certified Public Accountants, the Association of Chartered Certified Accountants and the Taxation Institute of Hong Kong. He is a member of the Institute of Chartered Accountants in England and Wales. He has been practising as a certified public accountant in Hong Kong since 1988 and is the managing director of an accounting firm. Mr. Lee is also an independent non-executive director of Sinocom Software Group Limited (0299.HK) and was appointed as an independent non-executive director of Datronix Holdings Limited (0889.HK) on 22nd August, 2011.

**卓育賢**，56歲，於二零零一年十一月加入本公司出任獨立非執行董事。彼亦為本公司薪酬委員會主席及審核委員會成員及於二零一二年三月十六日獲委任為本公司企業管治委員會及提名委員會之成員。卓先生畢業於加拿大西安大略大學，持有文學學士學位。彼為本港執業律師，於法律界積逾三十年經驗。彼亦為升岡國際有限公司(0485.HK)之獨立非執行董事。

**李傑華**，56歲，二零零四年七月加入本公司出任獨立非執行董事。彼亦為本公司審核委員會主席及薪酬委員會成員及於二零一二年三月十六日獲委任為本公司企業管治委員會及提名委員會之成員。李先生畢業於加拿大多倫多大學，持有商科學士學位。彼為香港會計師公會、英國特許公認會計師公會及香港稅務學會之資深會員。彼為特許會計師協會—英格蘭及威爾斯會員。彼自一九八八年起為本港執業會計師及為一間會計師行董事總經理。李先生亦為中訊軟件集團股份有限公司(0299.HK)之獨立非執行董事及於二零一一年八月二十二日獲委任為連達科技控股有限公司(0889.HK)之獨立非執行董事。

## BIOGRAPHIES OF DIRECTORS AND SECRETARY

### 董事及秘書履歷簡介

**Hon. Shek Lai Him, Abraham**, SBS, JP, aged 66, joined the Company as an independent non-executive director in June 2006 and is also a member of the Audit Committee of the Company and was appointed as the Chairman of the Nomination Committee of the Company on 16th March, 2012. Mr. Shek graduated from the University of Sydney, Australia with a Bachelor of Arts Degree. Mr. Shek has been a member of the Legislative Council of the Hong Kong Special Administrative Region of the People's Republic of China representing the real estate and construction functional constituency since 2000. Currently, Mr. Shek is a member of both the Court and the Council of the University of Hong Kong and a member of the Court of Hong Kong University of Science and Technology. He is also a director of The Hong Kong Mortgage Corporation Limited and the Vice Chairman of the Independent Police Complaints Council in Hong Kong. Mr. Shek was appointed as a Justice of the Peace in 1995 and awarded Silver Bauhinia Star in 2007. Mr. Shek is a vice chairman and an independent non-executive director of ITC Properties Group Limited (0199.HK). He is the chairman and an independent non-executive director of Chuang's China Investments Limited (0298.HK). Mr. Shek is also an independent non-executive director of NWS Holdings Limited (0659.HK), Midas International Holdings Limited (1172.HK), Paliburg Holdings Limited (0617.HK), Lifestyle International Holdings Limited (1212.HK), Chuang's Consortium International Limited (0367.HK), Titan Petrochemicals Group Limited (1192.HK), Country Garden Holdings Company Limited (2007.HK), MTR Corporation Limited (0066.HK), Hsin Chong Construction Group Ltd. (0404.HK), Hop Hing Group Holdings Limited (0047.HK), SJM Holdings Limited (0880.HK), China Resources Cement Holdings Limited (1313.HK) and Kosmopolito Hotels International Limited (2266.HK). He is also an independent non-executive director of Eagle Asset Management (CP) Limited, the manager of Champion Real Estate Investment Trust (2778.HK). He is also an independent non-executive director of Regal Portfolio Management Limited, the manager of Regal Real Estate Investment Trust (1881.HK).

### SECRETARY

**Lai Kwok Hung, Alex**, aged 47, is the Company Secretary and the Chief Financial Officer of the Company and is also a director of various subsidiaries of the Group. He joined the Group in July 2011 and is responsible for the Group's finance, accounting and company secretarial functions. Mr. Lai has over 22 years' experience in auditing, accounting, financial management and company secretarial affairs. He holds a Master degree in Professional Accounting and is a fellow member of both the Hong Kong Institute of Certified Public Accountants and the Association of Chartered Certified Accountants of the United Kingdom. He is also an associate member of both The Hong Kong Institute of Chartered Secretaries and The Institute of Chartered Secretaries and Administrators.

**石禮謙**, SBS, JP, 66歲，於二零零六年六月加入本公司出任獨立非執行董事及亦為本公司審核委員會成員及於二零一二年三月十六日獲委任為本公司提名委員會主席。石先生畢業於澳洲雪梨大學，持有文學學士學位。自二零零零年起，石先生為中華人民共和國香港特別行政區立法會代表地產及建造界功能界別之議員。現時，石先生為香港大學顧問委員會成員及校務委員會成員及香港科技大學顧問委員會成員。彼亦為香港按揭證券有限公司之董事及香港獨立監察警方處理投訴委員會之副主席。石先生於一九九五年獲委任為太平紳士及於二零零七年獲頒授銀紫荊星章。石先生為德祥地產集團有限公司(0199.HK)之副主席及獨立非執行董事。彼為莊士中國投資有限公司(0298.HK)之主席及獨立非執行董事。石先生亦為新創建集團有限公司(0659.HK)、勤達集團國際有限公司(1172.HK)、百利保控股有限公司(0617.HK)、利福國際集團有限公司(1212.HK)、莊士機構國際有限公司(0367.HK)、泰山石化集團有限公司(1192.HK)、碧桂園控股有限公司(2007.HK)、香港鐵路有限公司(0066.HK)、新昌營造集團有限公司(0404.HK)、合興集團控股有限公司(0047.HK)、澳門博彩控股有限公司(0880.HK)、華潤水泥控股有限公司(1313.HK)及麗悅酒店集團有限公司(2266.HK)之獨立非執行董事。彼亦為冠君產業信託(2778.HK)之管理人鷹君資產管理(冠君)有限公司之獨立非執行董事。彼亦為富豪產業信託(1881.HK)之管理人富豪資產管理有限公司之獨立非執行董事。

### 秘書

**黎國鴻**，47歲，於本公司出任公司秘書及財務總監，亦為本集團多間附屬公司之董事。彼於二零一一年七月加入本集團專責本集團之財務、會計及公司秘書事務。黎先生於審計、會計、財務管理及公司秘書事務方面積逾二十二年經驗。彼持有專業會計碩士學位，並為香港會計師公會及英國特許公認會計師公會資深會員，亦為香港特許秘書公會及特許秘書及行政人員公會會員。



## CORPORATE GOVERNANCE REPORT

### 企業管治報告書

The Company is committed to maintaining a high standard of corporate governance practices and procedures. The Company believes that good corporate governance practices are essential for effective management to enhancing shareholders' value. The corporate governance principles of the Company emphasise a quality Board, sound internal controls, and transparency and accountability to all shareholders of the Company (the "Shareholders").

### CORPORATE GOVERNANCE PRACTICES

The Company has, throughout the year ended 31st March, 2012, complied with the code provisions of the Code on Corporate Governance Practices (the "Code") contained in Appendix 14 to the Rules Governing the Listing of Securities (the "Listing Rules") on The Stock Exchange of Hong Kong Limited (the "Hong Kong Stock Exchange") in force at that time.

### DIRECTORS' SECURITIES TRANSACTIONS

The Company has continued to adopt the Model Code for Securities Transactions by Directors of Listed Issuers set out in Appendix 10 to the Listing Rules (the "Model Code") as its own code of conduct regarding securities transactions by the directors of the Company (the "Directors"). All Directors have confirmed, following specific enquiry by the Company, that they have complied with the required standard set out in the Model Code throughout the year ended 31st March, 2012.

The Company has also continued to adopt a code of conduct governing securities transactions by employees who may possess or have access to unpublished price sensitive information of the Company or its securities.

本公司致力維持高水平之企業管治常規及程序。本公司深信，良好之企業管治常規對有效率管理，從而為股東提升價值至為重要。本公司之企業管治原則著重優質之董事會、穩健之內部監控及對全體本公司股東（「股東」）之透明度及問責性。

### 企業管治常規

本公司已於截至二零一二年三月三十一日止年度內一直遵守當時載於香港聯合交易所有限公司（「香港聯交所」）證券上市規則（「上市規則」）附錄十四之企業管治常規守則（「守則」）之守則條文。

### 董事進行之證券交易

本公司繼續採納上市規則附錄十所載之上市發行人董事進行證券交易的標準守則（「標準守則」），作為本公司董事（「董事」）進行證券交易之標準守則。本公司向全體董事作出特定查詢後，彼等確認於截至二零一二年三月三十一日止年度內一直符合標準守則所規定所載之標準。

本公司亦繼續採納一套操守守則，監管持有或可接觸本公司或其證券之未發表股價敏感資料之僱員所進行之證券交易。



# CORPORATE GOVERNANCE REPORT

## 企業管治報告書

### BOARD OF DIRECTORS

#### THE BOARD

The members of the Board are individually and collectively responsible for the leadership and control, and for promoting the success, of the Company by directing and supervising the Company's affairs. As at the date of this report, the Board comprises eight Directors, including the Chairman, the Deputy Chairman and Managing Director, three other executive Directors, and three independent non-executive Directors. The Board has a balanced composition of executive and independent non-executive Directors so that strong independent elements are included in the Board, enabling the Board to exercise judgment independently and make decision objectively in the interests of the Company and its shareholders as a whole. Biographical details of the Directors, showing a good balance of professional expertise and diverse range of experience among them, are set out on pages 15 to 18 of this annual report. Directors are provided with training and reading materials in relation to the updates of the Listing Rules. The Board members have no financial, business, family or other material/relevant relationship with each other, except that Dr. Chan Kwok Keung, Charles is the elder brother of Mr. Chan Kwok Chuen, Augustine and Mr. Chan Yiu Lun, Alan is a son and a nephew of Dr. Chan Kwok Keung, Charles and Mr. Chan Kwok Chuen, Augustine respectively.

The Board is responsible for the success and sustainable development of the Company. It has delegated the Executive Board with authority and responsibility for handling the management functions and operations of the day-to-day business of the Company, while reserving certain key matters for the approval by the Board. The types of decisions to be taken by the Board include annual and interim period financial reporting and control, equity fund raising, declaration of interim dividend and making recommendation of final dividend or other distributions, notifiable transactions under Chapters 14 and 14A of the Listing Rules and making recommendation for capital reorganisation or scheme of arrangement of the Company.

During the year under review, four regular Board meetings were held with at least fourteen days' notice given to all Directors and additional Board meeting(s) were held as and when necessary. Directors are provided with relevant information to make informed decisions. The Board and each Director have separate and independent access to the Company's senior management. A Director who considers a need for independent professional advice in order to perform his/her duties as a Director may convene, or request the secretary of the Company to convene, a meeting of the Board to approve the seeking of independent legal or other professional advice.

### 董事會

#### 董事會

董事會成員個別及共同負責藉著引導及監督本公司之事務以領導及監控本公司，並促進本公司之成功。於本報告日期，董事會由八位董事組成，包括主席、副主席兼董事總經理、另外三位執行董事；及三位獨立非執行董事。董事會中執行董事及獨立非執行董事之組合保持均衡，並具備明確之獨立元素，使董事會能夠作出獨立判斷，客觀地作出符合本公司及其股東整體利益之決定。董事履歷詳情載於本年報第15至18頁，從中可見彼等在專業知識方面之良好平衡，以及範圍廣泛之經驗。董事已獲提供有關上市規則更新之培訓及資料。除陳國強博士為陳國銓先生之胞兄及陳耀麟先生分別為陳國強博士及陳國銓先生之兒子及侄兒外，董事會各成員之間概無財務、業務、家族或其他重大／相關關係。

董事會對本公司之成功及可持續發展負責。彼已將處理本公司一切日常業務之管理及營運工作轉授本公司之執行董事會負責，惟若干重要事項仍需經董事會批准。需由董事會作出決定之類別包括年度及中期財務報及監控、股本集資、宣派中期股息及建議末期股息或其他分派、根據上市規則第十四及十四A章須予公佈之交易，以及就本公司之股本重組或計劃安排作出建議。

於回顧年度內，已舉行之四次董事會常會，已給予全體董事最少十四天通知；並已於有需要時再舉行更多董事會會議。董事可獲提供相關資料以作出知情決定。董事會及各董事可自行接觸本公司之高級管理層。董事如認為需要獨立專業意見，以履行其作為董事之責任，可召開或要求本公司之秘書召開董事會會議，批准徵求獨立法律或其他專業意見。

## CORPORATE GOVERNANCE REPORT

### 企業管治報告書

The attendance of each individual member of the Board, the Audit Committee, the Remuneration Committee and the Corporate Governance Committee at the respective meetings during the year under review, on a named basis, is set out in the following table:

董事會、審核委員會、薪酬委員會及企業管治委員會各成員於回顧年度各個會議之出席情況具名載列於下表：

Name of Directors	董事姓名	Meetings Attended/Eligible to attend 出席會議/合資格出席之會議			
		Board 董事會	Audit Committee 審核委員會	Remuneration Committee 薪酬委員會	Corporate Governance Committee 企業管治委員會 (Note 2) (附註2)
<i>Executive Directors</i>		<i>執行董事</i>			
Chan Kwok Keung, Charles (Chairman)	陳國強(主席)	4/5			
Chau Mei Wah, Rosanna (Deputy Chairman and Managing Director)	周美華(副主席兼 董事總經理)	5/5		4/4	1/1
Chan Kwok Chuen, Augustine	陳國銓	4/5			
Chan Fut Yan	陳佛恩	4/5			1/1
Cheung Hon Kit (note 1)	張漢傑(附註1)	1/1			
Chan Yiu Lun, Alan	陳耀麟	4/5			
<i>Independent non-executive Directors</i>		<i>獨立非執行董事</i>			
Chuck, Winston Calptor	卓育賢	5/5	3/3	4/4	1/1
Lee Kit Wah	李傑華	5/5	3/3	4/4	1/1
Shek Lai Him, Abraham	石禮謙	5/5	3/3		

#### Notes:

1. Mr. Cheung Hon Kit retired as a Director on 19th August, 2011.
2. The Corporate Governance Committee was set up on 16th March, 2012.
3. The Nomination Committee was set up on 16th March, 2012 and no meeting of such committee was held during the year under review.

#### 附註：

1. 張漢傑先生於二零一一年八月十九日退任董事。
2. 企業管治委員會於二零一二年三月十六日成立。
3. 提名委員會於二零一二年三月十六日成立，及於回顧年度內此委員會並無舉行會議。

#### CHAIRMAN AND MANAGING DIRECTOR

The roles of the Chairman and Managing Director are segregated and are held by different individuals. The Chairman is responsible for the Group's strategic planning and the management of the operations of the Board, while the Managing Director takes the lead in the Group's operations and business development. There is a clear division of responsibilities between the Chairman and Managing Director of the Company which provides a balance of power and authority.

#### 主席及董事總經理

主席及董事總經理之角色已予區分及已由不同人出任。主席負責本集團之策略規劃及管理董事會運作，而董事總經理則領導本集團之經營及業務發展。本公司主席與董事總經理之間分工清晰，以確保權力及授權分佈均衡。

# CORPORATE GOVERNANCE REPORT

## 企業管治報告書

### INDEPENDENT NON-EXECUTIVE DIRECTORS

The independent non-executive Directors are appointed for a specific term, subject to re-election, which will run until the conclusion of the third annual general meeting from the date of their last re-election and in accordance with the Company's Bye-laws. One of the independent non-executive Directors has appropriate professional qualifications or accounting or related financial management expertise as required under Rule 3.10 of the Listing Rules. The Company has received the annual confirmation of independence from each of the independent non-executive Directors as required under Rule 3.13 of the Listing Rules. The Company considers all independent non-executive Directors to be independent.

### NOMINATION, APPOINTMENT AND RE-ELECTION OF DIRECTORS

Before the setting up of the Nomination Committee in March 2012, the Board as a whole is responsible for the appointment of new Directors and Directors' nomination for re-election by Shareholders at the general meeting. Under the Company's Bye-laws, the Directors shall have the power to appoint any person as a Director at any time either to fill a casual vacancy on the Board or as an addition to the existing Board who is subject to retirement and re-election at the first general meeting or first annual general meeting respectively after his/her appointment. All Directors are subject to retirement and re-election by the Shareholders on a rotation basis and pursuant to the Company's Bye-laws, at each annual general meeting, one-third of the Directors for the time being shall retire from office by rotation such that each Director shall be subject to retirement by rotation at least once every three years at the annual general meeting. Potential new Directors are identified and submitted to the Board for approval. The nomination of Directors should be taken into consideration of the candidate's qualification, ability and potential contribution to the Company. A candidate to be appointed as independent non-executive Director must also satisfy the independence criteria set out in Rule 3.13 of the Listing Rules. No Board meeting was convened during the year under review for the appointment of new Director.

### 獨立非執行董事

獨立非執行董事任期固定，除須予膺選連任外，任期由最近一次重選連任日起計至第三個股東週年大會結束時為止，並需根據本公司之公司細則之規定。其中一名獨立非執行董事具備根據上市規則第3.10條所需之適當的專業資格或會計或相關的財務管理專長。本公司已收到各獨立非執行董事根據上市規則第3.13條發出之週年獨立性確認書。本公司認為全體獨立非執行董事均具備獨立身份。

### 董事之提名、委任及重選

二零一二年三月成立提名委員會前，整個董事會負責委任新董事及提名董事以供股東於股東大會上重選。根據本公司之公司細則，董事有權隨時委任任何人士為董事，以填補董事會之臨時空缺或成為現董事會之增選董事，並分別須於獲委任後首個股東大會或首個股東週年大會上卸任及膺選連任。全體董事均需輪換卸任及由股東膺選連任及根據本公司之公司細則，於每次股東週年大會上，本公司當時三分之一之董事須輪換卸任，以使各董事須最少每三年於週年股東大會上輪換卸任。候任新董事被物色後，均須提呈董事會審批。提名董事時須考慮候選人之資歷、能力及對本公司之潛在貢獻。獲委任為獨立非執行董事之候選人，亦須符合上市規則第3.13條所載之獨立性準則。於回顧年度內，並無就委任新董事召開董事會會議。

## CORPORATE GOVERNANCE REPORT

### 企業管治報告書

In March 2012, the Board set up a Nomination Committee of the Company comprising three independent non-executive Directors, namely, Mr. Shek Lai Him, Abraham (Chairman of the Nomination Committee), Mr. Chuck Winston Calptor and Mr. Lee Kit Wah, and the Deputy Chairman and Managing Director, Ms. Chau Mei Wah, Rosanna. The terms of reference of the Nomination Committee adopted by the Board, which follow closely the requirements of the code provisions of the Corporate Governance Code as set out in the Appendix 14 of the Listing Rules effective on 1st April, 2012 (the "New Code"), have been posted on the websites of the Company and the Hong Kong Stock Exchange. No Nomination Committee Meeting was held during the year under review.

### REMUNERATION COMMITTEE

The Board has set up a Remuneration Committee of the Company with a majority of the members being independent non-executive Directors. As at the date of this report, the Remuneration Committee comprises two independent non-executive Directors, namely, Mr. Chuck, Winston Calptor (Chairman of the Remuneration Committee) and Mr. Lee Kit Wah, and the Deputy Chairman and Managing Director, Ms. Chau Mei Wah, Rosanna.

The principal responsibilities of the Remuneration Committee include making recommendations to the Board on the Company's policy and structure for all remuneration of Directors and the senior management and on the establishment of a formal and transparent procedure for developing policy on such remuneration and reviewing and determining the remuneration packages of the executive Directors and the senior management. The terms of reference of the Remuneration Committee adopted by the Board, which follow closely the requirements of the New Code, have been posted on the websites of the Company and the Hong Kong Stock Exchange. The Remuneration Committee is provided with sufficient resources to discharge its duties.

During the year under review, the Remuneration Committee had principally performed the followings: making recommendation to the Board on Directors' fees for the approval by the Shareholders at the annual general meeting, approving/recommending the directors' fees of Directors and reviewing and approving the remuneration and/or discretionary bonus of executive Directors and the senior management of the Company.

於二零一二年三月，董事會成立本公司提名委員會，委員會由三名獨立非執行董事，石禮謙先生（提名委員會主席）、卓育賢先生及李傑華先生，以及副主席兼董事總經理周美華女士組成。經董事會採納並嚴格遵從於二零一二年四月一日生效之上市規則附錄十四所載之企業管治守則（「新守則」）要求之提名委員會職權範圍，已刊登於本公司及香港聯交所網站。提名委員會並無於回顧年度內舉行會議。

### 薪酬委員會

董事會已設立本公司薪酬委員會，大部分成員為獨立非執行董事。於本報告日期，薪酬委員會由兩名獨立非執行董事，卓育賢先生（薪酬委員會主席）和李傑華先生，以及副主席兼董事總經理周美華女士所組成。

薪酬委員會之主要職責包括就本公司全體董事及高級管理層之薪酬政策及架構，以及就為薪酬政策建立正式而透明之程序，而向董事會提供建議，並檢討和釐定執行董事及高級管理層之薪酬福利。經董事會採納並嚴格遵從新守則要求之薪酬委員會職權範圍，已刊登於本公司及香港聯交所網站。薪酬委員會獲提供足夠資源履行其職務。

於回顧年度內，薪酬委員會已主要進行下列事項：就董事袍金向董事會提出建議，以供股東於股東週年大會上批准；批准／建議董事之董事袍金，以及審閱及批准本公司執行董事及高級管理層之酬金及／或酌情花紅。

## CORPORATE GOVERNANCE REPORT

### 企業管治報告書

With the recommendation of the Remuneration Committee, the Board sets the remuneration policy of Directors and the senior management of the Company. The Remuneration Committee shall consult the Chairman and/or the Managing Director of the Company about its proposals relating to remuneration packages of the Directors and the senior management of the Company. The emoluments of the Directors and the senior management of the Company are based on their individual skills, knowledge and involvement in the Company's affairs and are determined by reference to the Company's performance, as well as remuneration benchmark in the industry and the prevailing market conditions. The ultimate objective of the remuneration is to ensure that the Company is able to attract, retain and motivate a high-calibre team which is essential to the success of the Company.

The monthly salary for each of Dr. Chan Kwok Keung, Charles and Ms. Chau Mei Wah, Rosanna was changed from HK\$270,000 since 1st April, 2008 to HK\$300,000 with effect from 1st April, 2012. Information on emoluments of the directors of the Company for the year ended 31st March, 2012 is set out in note 7 to the consolidated financial statements. During the year under review, no Director or any of his associates was involved in deciding his/her own remuneration.

### CORPORATE GOVERNANCE COMMITTEE

In March 2012, the Corporate Governance Committee of the Company consisting of two executive Directors, namely Ms. Chau Mei Wah, Rosanna (Chairman of the Corporate Governance Committee) and Mr. Chan Fut Yan and two independent non-executive Directors, namely Mr. Chuck, Winston Calptor and Mr. Lee Kit Wah was set up. The terms of reference of the Corporate Governance Committee, which follow closely the requirements of the New Code, have been adopted by the Board. During the year under review, the Corporate Governance Committee approved the code of conduct which is applicable to the Directors and the employees of the Company.

經薪酬委員會建議下，董事會建立董事及本公司高級管理人員之酬金政策。薪酬委員會須就董事及本公司高級管理人員之薪酬福利建議諮詢本公司主席及／或董事總經理意見。董事及本公司高級管理人員之酬金乃因應彼等各自之技能、知識及對本公司事務之投入程度而定，並按本公司之表現及業界酬金水平以及現行市況釐定。酬金最終乃為確保本公司能吸引、挽留及鼓勵高質素之團隊精英，彼等對本公司之成功尤為重要。

陳國強博士及周美華女士之月薪由自二零零八年四月一日以來之270,000港元更改為300,000港元，由二零一二年四月一日起生效。有關本公司董事截至二零一二年三月三十一日止年度酬金之資料載於綜合財務報表附註7。於回顧年度內，概無董事或其任何聯繫人士參予釐定本身之酬金。

### 企業管治委員會

於二零一二年三月，董事會成立本公司企業管治委員會，委員會由兩名執行董事，周美華女士（企業管治委員會主席）及陳佛恩先生，以及兩名獨立非執行董事，卓育賢先生及李傑華先生組成。嚴格遵從新守則要求之企業管治委員會職權範圍，已獲董事會採納。於回顧年度，企業管治委員會曾審批適用於董事及本公司僱員之行為守則。



## CORPORATE GOVERNANCE REPORT

### 企業管治報告書

#### AUDIT COMMITTEE

As at the date of this report, the Audit Committee of the Company consists of three independent non-executive Directors, namely Mr. Lee Kit Wah (Chairman of the Audit Committee), Mr. Chuck, Winston Calptor and Mr. Shek Lai Him, Abraham. The Audit Committee is chaired by Mr. Lee Kit Wah, who is a qualified accountant with extensive experience in financial reporting and controls.

The principal duties of the Audit Committee include reviewing the Company's financial reporting system and internal control procedures (including the adequacy of resources, qualifications and experience of staff of the Company's accounting and financial reporting function, and their training programmes and budget), reviewing the Group's financial information and reviewing the relationship with the external auditor of the Company. The terms of reference of the Audit Committee adopted by the Board, which follow closely the requirements of the code provisions of the New Code, have been posted on the websites of the Hong Kong Stock Exchange and the Company. The Audit Committee is provided with sufficient resources to discharge its duties.

During the year under review, the Audit Committee reviewed and made recommendation for the Board's approval of the draft audited financial statements of the Group for the year ended 31st March, 2011 and the draft unaudited interim financial statements of the Group for the six months ended 30th September, 2011, discussed the accounting policies and practices which may affect the Group with the management and the Company's external auditor, made recommendation on the re-appointment of external auditor for the approval of the Shareholders in the annual general meeting of the Company, reviewed the fees charged by the external auditor; and reviewed the internal control system of the Group and the procedure for the Company's employees to raise concerns about possible improprieties in financial reporting, internal control or other matters.

#### 審核委員會

於本報告日期，本公司之審核委員會包括三名獨立非執行董事，包括李傑華先生（審核委員會主席）、卓育賢先生及石禮謙先生。審核委員會由李傑華先生領導，彼為合資格會計師，於財務匯報及監控方面具備豐富經驗。

審核委員會之主要職責包括檢討本公司之財務匯報系統及內部監控程序（包括本公司在會計及財務匯報職能方面的資源、員工資歷及經驗是否足夠，以及員工所接受的培訓課程及有關預算又是否充足）、審閱本集團財務資料，以及檢討與本公司外聘核數師之關係。經董事會採納並嚴格遵從新守則之守則條文要求之審核委員會職權範圍，已刊登於本公司及香港聯交所網站。審核委員會獲提供足夠資源履行其職務。

於回顧年度內，審核委員會已審閱並建議董事會批准本集團截至二零一一年三月三十一日止年度之經審核財務報表草擬本及本集團截至二零一一年九月三十日止六個月之未經審核中期財務報表草擬本、與管理層及本公司之外聘核數師討論對有可能影響本集團之會計政策及實務、建議股東於股東週年大會上批准續聘外聘核數師，審閱外聘核數師支取之費用，以及檢討本集團之內部監控系統及供本公司僱員就對財務匯報、內部監控及其他事項之可能不當行為提出關注之程序。

## CORPORATE GOVERNANCE REPORT

### 企業管治報告書

#### AUDITOR'S REMUNERATION

Messrs. Deloitte Touche Tohmatsu ("Deloitte"), the Group's principal auditor, was re-appointed by the Shareholders at the annual general meeting of the Company held on 19th August, 2011 as the Company's external auditor until the next annual general meeting. For the year ended 31st March, 2012, the total fee paid/payable in respect of statutory audit and non-audit services provided by Deloitte is set out in the following table:

Services rendered	所提供服務	Fee paid/payable 已付／應付費用	
		for the year ended 31st March, 截至三月三十一日止年度	
		2012 二零一二年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元
Audit services	核數服務	1,910	1,910
Non-audit services	非核數服務		
Taxation advisory	稅務諮詢服務	48	34
Special engagements	特定委聘	757	1,027
<b>Total fee paid/payable for the year</b>	<b>年內已付／應付之費用總數</b>	<b>2,715</b>	<b>2,971</b>

#### 核數師酬金

於本公司在二零一一年八月十九日舉行之股東週年大會上，本集團之主要核數師德勤·關黃陳方會計師行（「德勤」）獲股東續聘為本公司之外聘核數師，任期至下屆股東週年大會為止。於截至二零一二年三月三十一日止年度，就德勤所提供之法定核數及非核數服務之已付／應付之費用總數載列於下表：

#### DIRECTORS' RESPONSIBILITY FOR THE FINANCIAL STATEMENTS

The Directors are responsible for the preparation of the financial statements for each financial period which give a true and fair view of the state of affairs of the Group and of the results and cash flows for that period. In preparing the financial statements for the year ended 31st March, 2012, the Directors have selected suitable accounting policies and applied them consistently, made judgments and estimates that are fair and reasonable and prepared the financial statements on a going concern basis. The statement by the auditor of the Company regarding their reporting responsibilities on the financial statements of the Group is set out in the Independent Auditor's Report on pages 45 and 46 of this annual report.

#### 董事對財務報表之責任

董事確認彼等有責任編製各財務期間之財務報表，對期間內本集團事務、業績及現金流量提供真實及公平之意見。在編製截至二零一二年三月三十一日止年度之財務報表時，董事已貫徹採用合適之會計政策，作出公平而合理之判斷及推測，並按持續經營基準編製財務報表。本公司核數師就本集團之財務報表所申報之責任載於本年報第45及46頁之獨立核數師報告書。



## CORPORATE GOVERNANCE REPORT

### 企業管治報告書

#### INTERNAL CONTROL

The Board has the overall responsibility for maintaining a sound and effective system of internal control and for reviewing its effectiveness, particularly in respect of the controls on financial, operational, compliance and risk management, to achieve the Company's business strategies and the Group's business operations. The Directors have adopted an internal control policy for the Group. The internal control policy is fundamental to the successful operation and day-to-day running of a business and it assists the Company in achieving its business objective.

The policy has been developed with a primary objective of providing general guidance and recommendations on a basic framework of internal control and risk management. The Company's internal control system comprises a well established organisational structure and comprehensive policies and standards. Procedures have been designed to safeguard assets against unauthorised use or disposition, to ensure maintenance of proper accounting records for the provision of reliable financial information for internal use or for publication, and to ensure compliance with applicable laws and regulations. The purpose of the Company's internal control is to provide reasonable, but not absolute, assurance against material misstatement or loss and to manage rather than eliminate risks of failure in operational systems and achievement of the Company's objective.

The Board has conducted an annual review of the effectiveness of the system of internal control of the Group, covering all material controls, including financial, operational and compliance controls and risk management functions and particularly the adequacy of resources, qualifications and experience of staff of the Group's accounting and financial reporting function, and their training programmes and budget.

#### COMPANY SECRETARY

The Company Secretary is responsible for facilitating the Board process, as well as communications among Board members. The Company Secretary's biography is set out in the Biographies of Directors and Secretary of this annual report. The Company Secretary confirmed that he has complied with all the qualifications and training requirements under the Listing Rules.

#### 內部監控

董事會有整體責任維持一套穩健而有效之內部監控系統，並特別就財務、運作、合規及風險管理之控制檢討其效率，以達到本公司之經營策略及本集團之業務運作。董事已為本集團採納一套內部監控政策。內部監控政策乃成功運作及日常業務運作之基礎，有助本公司達到其經營目標。

所發展之政策，主要目的乃為基本內部監控框架及風險管理方面提供整體指引及建議。本公司之內部監控系統包括健全之組織架構及完善之政策及準則。本公司已設計程序，以保障資產免受未經授權使用或處置之影響，確保為提供作內部使用或公開發放之可靠財務資料維持妥善會計紀錄，並確保遵守適用之法律及法規。本公司之內部監控旨在就重大錯誤陳述或損失提供合理（惟並非絕對）保障，並管理（而非完全杜絕）運作系統失效之風險，以及達到本公司之目標。

董事會已就本集團內部監控系統之效率進行週年審查，涵蓋所有重大監控，包括財務監控、運作監控、合規監控以及風險管理功能，尤其考慮本集團在會計及財務匯報職能方面的資源、員工資歷及經驗是否足夠，以及員工所接受的培訓課程及預算是否充足。

#### 公司秘書

公司秘書負責促成董事會程序，以及在董事會成員之間進行溝通。公司秘書之履歷簡介載於本年報「董事及秘書履歷簡介」內。公司秘書確認，彼符合上市規則下全部資格及培訓要求。

## CORPORATE GOVERNANCE REPORT

### 企業管治報告書

#### COMMUNICATION WITH SHAREHOLDERS

The Board makes its endeavour to maintain an on going and transparent communication with the Shareholders and, in particular, uses general meetings to communicate with them and encourage their participation. The Company also uses various other means of communication with the Shareholders, such as publication of annual and interim reports, announcements, circulars and additional information on the Group's business activities and development on the Company's website: [www.itc.com.hk](http://www.itc.com.hk).

A shareholders communication policy was adopted in March 2012 to ensure that Shareholders are provided with ready, equal and timely access to balanced and understandable information about the Company.

During the year under review, all resolutions put forward at the annual general meeting and the special general meetings were conducted by way of poll and poll results were posted on the websites of the Company and the Hong Kong Stock Exchange in compliance with the requirements of the Listing Rules. Details of procedure for conducting a poll was explained at each general meeting of the Company and questions from Shareholders regarding the voting procedures were answered. Procedures for a Shareholder to elect a director of the Company have been posted on the website of the Company. Notice of not less than 10 clear business days and 20 clear business days were sent to the Shareholders for special general meetings and the annual general meeting of the Company respectively during the year under review.

By Order of the Board

**Lai Kwok Hung, Alex**  
Company Secretary

Hong Kong, 22nd June, 2012

#### 與股東通訊

董事會致力不斷維持與股東之間具透明度的通訊，特別是股東大會與彼等溝通及鼓勵彼等之參與。本公司亦透過各種其他方式與股東通訊，包括刊登年度及中期報告、公佈、通函以及有關本集團業務活動及發展之其他資料於本公司之網站：[www.itc.com.hk](http://www.itc.com.hk)。

股東溝通政策已於二零一二年三月獲採納，確保股東隨時、公平並及時獲得提供均衡及易於理解有關本公司之資料。

於回顧年度內，所有於股東週年大會及股東特別大會上提呈之決議案已以按股數投票方式進行表決，表決結果亦已按上市規則規定於本公司及香港聯交所網站刊登。於回顧年度內，進行按股數投票之詳細程序已於本公司每一個股東大會上作出解釋，以及股東有關投票表決之問題已獲解答。股東推選本公司董事之手續已刊登於本公司網站。本公司股東特別大會及週年大會已於不少10個完整營業日及20個完整營業日分別向股東發送通知。

承董事會命

公司秘書  
**黎國鴻**

香港，二零一二年六月二十二日

## DIRECTORS' REPORT

### 董事會報告書

The directors have pleasure to present their report and the audited consolidated financial statements of the Company and its subsidiaries (the "Group") for the year ended 31st March, 2012.

### PRINCIPAL ACTIVITIES

The Company is an investment holding company.

The principal activities and particulars of the Company's principal subsidiaries and the Group's principal associates as at 31st March, 2012 are set out in notes 45 and 19, respectively, to the consolidated financial statements.

### SEGMENTAL INFORMATION

An analysis of the Group's revenue and contribution to operating results for the year ended 31st March, 2012 is set out in note 5 to the consolidated financial statements.

### RESULTS AND APPROPRIATIONS

The results of the Group for the year ended 31st March, 2012 are set out in the consolidated statement of comprehensive income on pages 47 and 48 of the annual report.

The directors have resolved to recommend the payment of a final dividend of HK3.0 cents per ordinary share for the year ended 31st March, 2012, which will be payable in cash with an option to elect scrip dividend of ordinary shares to shareholders whose names appear on the register of members of the Company on 29th August, 2012 (2011: HK1.0 cent in cash).

### RESERVES

Details of the movements in the reserves of the Group during the year are set out in the consolidated statement of changes in equity on pages 51 and 52 of the annual report.

### MAJOR CUSTOMERS AND SUPPLIERS

The aggregate revenue attributable to the Group's five largest customers during the year were less than 30% of the Group's total turnover.

The aggregate purchases attributable to the Group's five largest suppliers during the year were less than 30% of the Group's total purchases.

### FINANCIAL SUMMARY

A summary of the results and of the assets and liabilities of the Group for the past five financial years is set out on page 139 of the annual report.

董事欣然提呈本公司及其附屬公司（「本集團」）截至二零一二年三月三十一日止之年度報告書及經審核綜合財務報表。

### 主要業務

本公司為投資控股公司。

本公司主要附屬公司及本集團主要聯營公司於二零一二年三月三十一日之主要業務及詳情分別載列於綜合財務報表附註45及19。

### 分部資料

本集團截至二零一二年三月三十一日止年度收入及經營業績貢獻分析載列於綜合財務報表附註5。

### 業績及利潤分配

本集團截至二零一二年三月三十一日止年度之業績載列於本年報第47及48頁之綜合全面收入表。

董事議決建議向於二零一二年八月二十九日名列本公司股東登記名冊之股東（以現金方式及可選擇以普通股代息）派付截至二零一二年三月三十一日止年度之末期股息每股普通股3.0港仙（二零一一年：1.0港仙（以現金支付））。

### 儲備

本集團之儲備於年內之變動詳情載於本年報第51及52頁之綜合權益變動表。

### 主要客戶及供應商

年內，本集團來自五大客戶之總收入共佔不超過本集團總營業額30%。

年內，本集團向五大供應商之總採購額共佔不超過本集團總採購額30%。

### 財務摘要

本集團於過去五個財政年度之業績及資產及負債摘要載列於本年報第139頁。

## DIRECTORS' REPORT

### 董事會報告書

#### PROPERTY, PLANT AND EQUIPMENT

Details of the movements in the property, plant and equipment of the Group during the year are set out in note 16 to the consolidated financial statements.

#### INVESTMENT PROPERTIES

Details of the revaluation and movements of the investment properties of the Group during the year are set out in note 17 to the consolidated financial statements. As at 31st March, 2012, the Group had only one investment property which is situated at No. 1946/50 West Broadway, Vancouver, B.C., Canada for commercial use and the lease term of such property is freehold.

#### SHARE CAPITAL

Details of the movements in the share capital of the Company during the year are set out in note 33 to the consolidated financial statements.

#### DISTRIBUTABLE RESERVES OF THE COMPANY

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

- (a) it is, or would after the payment be, unable to pay its liabilities as they become due; or
- (b) the realisable value of its assets would thereby be less than the aggregate of its liabilities and its issued share capital and share premium accounts.

In the opinion of the directors, subject to the restrictions as stipulated in the Companies Act 1981 of Bermuda as described above, the Company's reserves available for distribution to shareholders as at 31st March, 2012 were as follows:

		2012 二零一二年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元
Contributed surplus	實繳盈餘	222,435	222,435
Accumulated profits	累計溢利	1,005,190	1,027,125
		<b>1,227,625</b>	<b>1,249,560</b>

#### 物業、廠房及設備

本集團之物業、廠房及設備於年內之變動詳情載列於綜合財務報表附註16。

#### 投資物業

本集團之投資物業於年內之重估及變動詳情載列於綜合財務報表附註17。於二零一二年三月三十一日，本集團祇有一投資物業位於加拿大卑詩省溫哥華No. 1946/50 West Broadway作商業用途，有關物業之租賃年期為永久業權。

#### 股本

本公司之股本於年內之變動詳情載列於綜合財務報表附註33。

#### 本公司之可分派儲備

根據百慕達1981年公司法(經修訂)，本公司之實繳盈餘賬可供分派。然而，本公司在以下情況不得以實繳盈餘宣派或派付股息或從中作出分派：

- (a) 現時或派付後未能償還到期負債；或
- (b) 其資產之變現價值會少於其負債及已發行股本與股份溢價賬之總和。

董事認為，根據上述的百慕達1981年公司法規定所限，本公司於二零一二年三月三十一日可供分派予股東的儲備如下：

## DIRECTORS' REPORT

### 董事會報告書

#### BORROWINGS

Bank borrowings repayable within one year or on demand are classified as current liabilities. Details of the repayment analysis of bank borrowings of the Group as at 31st March, 2012 are set out in note 29 to the consolidated financial statements.

#### DIRECTORS

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

##### Executive directors:

Chan Kwok Keung, Charles (*Chairman*)

Chau Mei Wah, Rosanna

(*Deputy Chairman and Managing Director*)

Chan Kwok Chuen, Augustine

Chan Fut Yan

Cheung Hon Kit (retired on 19th August, 2011)

Chan Yiu Lun, Alan

##### Independent non-executive directors:

Chuck, Winston Calptor

Lee Kit Wah

Shek Lai Him, Abraham

In accordance with Bye-law 98(A) of the Company's Bye-laws, Dr. Chan Kwok Keung, Charles, Mr. Chan Yiu Lun, Alan and Mr. Chuck, Winston Calptor will retire by rotation at the forthcoming annual general meeting. All retiring directors, being eligible for re-election, offer themselves for re-election.

The independent non-executive directors are appointed for a specific term, subject to re-election, which will run until the conclusion of the third annual general meeting from the date of their last re-election and in accordance with the Company's Bye-laws. No director proposed for re-election at the forthcoming annual general meeting has a service contract with the Group which is not determinable by the Group within one year without payment of compensation, other than statutory compensation.

#### 借款

須於一年內償還或按通知償還之銀行借款及其他貸款均列為流動負債。有關本集團於二零一二年三月三十一日之銀行借款之償還分析載列於綜合財務報表附註29。

#### 董事

於年內及截至本報告書日期止，本公司之董事如下：

##### 執行董事：

陳國強 (主席)

周美華

(副主席兼董事總經理)

陳國銓

陳佛恩

張漢傑 (於二零一一年八月十九日退任)

陳耀麟

##### 獨立非執行董事：

卓育賢

李傑華

石禮謙

根據本公司之公司細則第98(A)條，陳國強博士、陳耀麟先生及卓育賢先生在即將召開之股東週年大會上輪換卸任。所有卸任董事均符合連任資格，並願意膺選連任。

獨立非執行董事乃按特定任期委任，任期由上次重選當日起計至第三個股東週年大會結束時為止，並需根據本公司公司細則之規定。擬於即將召開之股東週年大會上重選連任之董事，概無與本集團訂立任何不得於一年內被本集團終止而毋須作出賠償(法定賠償除外)之服務合約。

## DIRECTORS' REPORT

### 董事會報告書

#### DIRECTORS' INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES

As at 31st March, 2012, the interests and short positions of the directors and chief executives of the Company in the shares, underlying shares and debentures of the Company or any associated corporations, within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO"), as recorded in the register of the Company required to be kept under Section 352 of the SFO, or as otherwise notified to the Company and The Stock Exchange of Hong Kong Limited (the "Hong Kong Stock Exchange") pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") set out in Appendix 10 to the Rules Governing the Listing of Securities on the Hong Kong Stock Exchange (the "Listing Rules") were as follows:

**(a) Interests and short positions in shares, underlying shares and debentures of the Company**

Name of director	Capacity	Long position/ Short position	Number of shares of the Company held	Approximate percentage of the issued share capital of the Company
董事姓名	身份	好倉／淡倉	所持本公司 股份數目	佔本公司已發行 股本概約百分比
Chan Kwok Keung, Charles 陳國強	Beneficial owner 實益擁有人	Long position 好倉	80,072,330 (Note) (附註)	10.30%
Chan Kwok Keung, Charles 陳國強	Interest of controlled corporation (Note) 於受控制法團之權益 (附註)	Long position 好倉	202,678,125 (Note) (附註)	26.08%

Note:

Galaxyway Investments Limited was a wholly-owned subsidiary of Chinaview International Limited which was, in turn, wholly-owned by Dr. Chan Kwok Keung, Charles. Dr. Chan Kwok Keung, Charles was deemed to be interested in 202,678,125 shares of the Company held by Galaxyway Investments Limited. Dr. Chan Kwok Keung, Charles held 80,072,330 shares of the Company.

#### 董事於股份、相關股份及債權證之權益及淡倉

於二零一二年三月三十一日，本公司董事及主要行政人員於本公司或任何相聯法團（定義見證券及期貨條例（「證券及期貨條例」）第十五部）之股份、相關股份及債權證中持有根據證券及期貨條例第352條須登記於本公司所保存登記冊內之權益及淡倉，或根據香港聯合交易所有限公司（「香港聯交所」）證券上市規則（「上市規則」）附錄十之上市發行人董事進行證券交易的標準守則（「標準守則」）而須另行知會本公司及香港聯交所之權益及淡倉如下：

**(a) 於本公司之股份、相關股份及債權證之權益及淡倉**

附註：

Galaxyway Investments Limited為Chinaview International Limited之全資附屬公司，而Chinaview International Limited則由陳國強博士全資擁有。陳國強博士被視作擁有Galaxyway Investments Limited所持有之202,678,125股本公司股份之權益。陳國強博士持有80,072,330股本公司股份。



## DIRECTORS' REPORT

### 董事會報告書

#### DIRECTORS' INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES

(continued)

#### 董事於股份、相關股份及債權證之權益及淡倉 (續)

##### (b) Interests and short positions in shares, underlying shares and debentures of PYI Corporation Limited ("PYI")

##### (b) 於保華集團有限公司(「保華」)之股份、相關股份及債權證之權益及淡倉

Name of director	Capacity	Long position/ Short position	Number of shares of PYI held	Number of underlying shares of PYI held	Approximate percentage of the issued share capital of PYI
董事姓名	身份	好倉／淡倉	所持保華 股份數目	所持保華 之相關 股份數目	佔保華 已發行股本 概約百分比
Chan Kwok Keung, Charles 陳國強	Interest of controlled corporation (Note 1) 於受控制法團之權益 (附註1)	Long position 好倉	1,213,537,695	-	26.62%
Chan Kwok Keung, Charles 陳國強	Beneficial owner 實益擁有人	Long position 好倉	35,936,031	-	0.78%
Chau Mei Wah, Rosanna 周美華	Beneficial owner 實益擁有人	Long position 好倉	-	3,626,666 (Note 2) (附註2)	0.08%
Chan Fut Yan 陳佛恩	Beneficial owner 實益擁有人	Long position 好倉	-	7,083,334 (Note 2) (附註2)	0.16%
Shek Lai Him, Abraham 石禮謙	Beneficial owner 實益擁有人	Long position 好倉	6,000	-	0.00%

## Notes:

- The shares of PYI were held by an indirect wholly-owned subsidiary of the Company. By virtue of his direct and deemed interests in approximately 36.38% of the issued share capital of the Company, Dr. Chan Kwok Keung, Charles was deemed to be interested in these shares of PYI held by an indirect wholly-owned subsidiary of the Company.
- As at 1st April, 2011 and 31st March, 2012, Ms. Chau Mei Wah, Rosanna and Mr. Chan Fut Yan held share options (unlisted equity derivatives) (which were granted on 28th December, 2004) with rights to subscribe for 3,626,666 shares of PYI and 7,083,334 shares of PYI, respectively, at HK\$0.5294 per share of PYI (subject to adjustments) during the period from 28th December, 2004 to 26th August, 2012. These share options were vested on the date of grant.

## 附註:

- 保華股份由本公司一間間接全資附屬公司持有。鑑於其直接及被視作擁有本公司已發行股本約36.38%之權益，陳國強博士被視作於由本公司一間間接全資附屬公司所持有之該等保華股份中擁有權益。
- 於二零一一年四月一日及二零一二年三月三十一日，周美華女士及陳佛恩先生持有於二零零四年十二月二十八日獲授予之購股權(非上市股本衍生工具)，彼等有權於二零零四年十二月二十八日至二零一二年八月二十六日期間以每股保華股份0.5294港元(可予以調整)之代價分別認購3,626,666股保華股份及7,083,334股保華股份。該等購股權於授出日期歸屬。

## DIRECTORS' REPORT

## 董事會報告書

## DIRECTORS' INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES

(continued)

## 董事於股份、相關股份及債權證之權益及淡倉 (續)

(c) Interests and short positions in shares, underlying shares and debentures of Burcon NutraScience Corporation ("Burcon")

(c) 於Burcon NutraScience Corporation (「Burcon」) 之股份、相關股份及債權證之權益及淡倉

Name of director	Capacity	Long position/ Short position	Number of shares of Burcon held	Number of underlying shares (in respect of the share options (unlisted equity derivatives)) of Burcon held	Approximate percentage of the issued share capital of Burcon
董事姓名	身份	好倉／淡倉	所持Burcon 股份數目	所持Burcon 之相關股份 (有關購股權 (非上市 股本衍生 工具))數目	佔Burcon 已發行股本 概約百分比
Chau Mei Wah, Rosanna 周美華	Beneficial owner 實益擁有人	Long position 好倉	385,389	-	1.28%
Chau Mei Wah, Rosanna 周美華	Beneficial owner 實益擁有人	Long position 好倉	-	72,500	0.24%
Chan Yiu Lun, Alan 陳耀麟	Beneficial owner 實益擁有人	Long position 好倉	-	85,000	0.28%



## DIRECTORS' REPORT

### 董事會報告書

#### DIRECTORS' INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES

(continued)

#### 董事於股份、相關股份及債權證之權益及淡倉 (續)

(d) Interests and short positions in shares, underlying shares and debentures of ITC Properties Group Limited ("ITC Properties")

(d) 於德祥地產集團有限公司(「德祥地產」)之股份、相關股份及債權證之權益及淡倉

Name of director	Capacity	Long position/ Short position	Number of shares of ITC Properties held	Number of underlying shares of ITC Properties held	Approximate percentage of the issued share capital of ITC Properties
董事姓名	身份	好倉／淡倉	所持德祥地產 股份數目	所持德祥地產 之相關 股份數目	佔德祥地產 已發行股本 概約百分比
Chan Kwok Keung, Charles 陳國強	Interest of controlled corporation (Note 1) 於受控制法團之權益 (附註1)	Long position 好倉	139,583,474	-	37.87%
Chan Kwok Keung, Charles 陳國強	Interest of controlled corporation (Note 1) 於受控制法團之權益 (附註1)	Long position 好倉	-	32,000,000 (Note 1) (附註1)	8.68%
Chan Kwok Keung, Charles 陳國強	Beneficial owner 實益擁有人	Long position 好倉	6,066,400	-	1.65%
Chan Kwok Keung, Charles 陳國強	Interest of spouse (Note 2) 配偶權益 (附註2)	Long position 好倉	-	135,000,000 (Note 2) (附註2)	36.63%
Chau Mei Wah, Rosanna 周美華	Beneficial owner 實益擁有人	Long position 好倉	3,200,000	-	0.87%
Chau Mei Wah, Rosanna 周美華	Beneficial owner 實益擁有人	Long position 好倉	-	6,500,000 (Notes 3 and 4) (附註3及4)	1.76%
Chan Fut Yan 陳佛恩	Beneficial owner 實益擁有人	Long position 好倉	-	2,900,000 (Note 3) (附註3)	0.79%
Chan Yiu Lun, Alan 陳耀麟	Beneficial owner 實益擁有人	Long position 好倉	-	1,500,000 (Note 3) (附註3)	0.41%

## DIRECTORS' REPORT

### 董事會報告書

#### DIRECTORS' INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES

(continued)

##### (d) Interests and short positions in shares, underlying shares and debentures of ITC Properties Group Limited ("ITC Properties") (continued)

Notes:

- An indirect wholly-owned subsidiary of the Company held 139,583,474 shares of ITC Properties and convertible notes of ITC Properties in the principal amount of HK\$70,400,000 (unlisted equity derivatives). Assuming full conversion of such convertible notes at the initial conversion price of HK\$2.20 per share of ITC Properties (subject to adjustments), 32,000,000 shares of ITC Properties would be issued to the indirect wholly-owned subsidiary of the Company.

By virtue of his direct and deemed interests in approximately 36.38% of the issued share capital of the Company, Dr. Chan Kwok Keung, Charles was deemed to be interested in these shares and underlying shares of ITC Properties held by an indirect wholly-owned subsidiary of the Company.

- Ms. Ng Yuen Lan, Macy, the spouse of Dr. Chan Kwok Keung, Charles, held convertible notes of ITC Properties in the principal amount of HK\$297,000,000 (unlisted equity derivatives). Assuming full conversion of such convertible notes at an initial conversion price of HK\$2.20 per share of ITC Properties (subject to adjustments), 135,000,000 shares of ITC Properties would be issued to Ms. Ng Yuen Lan, Macy. Dr. Chan Kwok Keung, Charles was deemed to be interested in these underlying shares of ITC Properties held by Ms. Ng Yuen Lan, Macy.
- Details of outstanding share options (unlisted equity derivatives) granted to the directors of the Company by ITC Properties as at 31st March, 2012 were as follows:

Name of optionholder	Date of grant	Option period**	Number of share options 購股權數目		Exercise price per share of ITC Properties as at 31st March, 2012 (subject to adjustments) 每股德祥地產股份 於二零一二年三月三十一日 之行使價(可予以調整) HK\$ 港元
			Outstanding as at 1.4.2011 於二零一一年 四月一日 尚未行使	Outstanding as at 31.3.2012 於二零一二年 三月三十一日 尚未行使	
Chau Mei Wah, Rosanna 周美華	29.3.2010 二零一零年 三月二十九日	29.3.2010 to 28.3.2014 二零一零年三月二十九日至 二零一四年三月二十八日	1,500,000	1,500,000	2.22
Chan Fut Yan 陳佛恩	29.3.2010 二零一零年 三月二十九日	29.3.2010 to 28.3.2014 二零一零年三月二十九日至 二零一四年三月二十八日	2,900,000	2,900,000	2.22
Chan Yiu Lun, Alan 陳耀麟	29.3.2010 二零一零年 三月二十九日	29.3.2010 to 28.3.2014 二零一零年三月二十九日至 二零一四年三月二十八日	1,500,000	1,500,000	2.22

#### 董事於股份、相關股份及債權證之權益及淡倉(續)

##### (d) 於德祥地產集團有限公司(「德祥地產」)之股份、相關股份及債權證之權益及淡倉(續)

附註：

- 本公司之一間間接全資附屬公司持有139,583,474股德祥地產股份及本金額70,400,000港元德祥地產之可換股票據(「非上市股本衍生工具」)。假設以最初換股價每股德祥地產股份2.20港元(可予以調整)悉數轉換該等可換股票據時,本公司之全資附屬公司將獲發行32,000,000股德祥地產股份。

鑑於其直接及被視作擁有本公司已發行股本約36.38%權益,陳國強博士被視作於由本公司之間接全資附屬公司所持有之德祥地產股份及相關股份中擁有權益。

- 陳國強博士之配偶伍婉蘭女士持有本金額297,000,000港元之德祥地產可換股票據(非上市股本衍生工具)。假設有關於可換股票據已以初步換股價每股德祥地產股份2.20港元(可予以調整)獲全面轉換時,伍婉蘭女士將獲發行135,000,000股德祥地產股份。陳國強博士被視為於伍婉蘭女士所持有該等相關德祥地產股份中擁有權益。
- 於二零一二年三月三十一日,德祥地產授予本公司董事之尚未行使之購股權(非上市股本衍生工具)詳情如下:

## DIRECTORS' REPORT

### 董事會報告書

#### DIRECTORS' INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES

(continued)

##### (d) Interests and short positions in shares, underlying shares and debentures of ITC Properties Group Limited ("ITC Properties") (continued)

Notes: (continued)

## 3. (continued)

\*\* In relation to the grant of share options on 29th March, 2010 subject to the terms and conditions of the share option scheme of ITC Properties adopted on 26th August, 2002, the share options shall be exercisable at any time during the option period and subject further to a maximum of 50% of the share options shall be exercisable during the second year period commencing from 29th March, 2011 to 28th March, 2012 with the balance of the share options not yet exercised may be exercised during the period commencing from 29th March, 2012 to 28th March, 2014.

4. Ms. Chau Mei Wah, Rosanna held convertible notes of ITC Properties in the principal amount of HK\$11,000,000 (unlisted equity derivatives). Assuming full conversion of such convertible notes at the initial conversion price of HK\$2.20 per share of ITC Properties (subject to adjustments), 5,000,000 shares of ITC Properties would be issued to Ms. Chau.

##### (e) Interests and short positions in shares, underlying shares and debentures of Rosedale Hotel Holdings Limited ("Rosedale")

#### 董事於股份、相關股份及債權證之權益及淡倉 (續)

##### (d) 於德祥地產集團有限公司(「德祥地產」)之股份、相關股份及債權證之權益及淡倉 (續)

附註：(續)

## 3. (續)

\*\* 就根據按德祥地產於二零零二年八月二十六日採納之購股權計劃之條款及細則於二零一零年三月二十九日授出之購股權而言，購股權可於購股權期間內任何時間行使，惟其中最多50%購股權可於第二年期間(二零一一年三月二十九日至二零一二年三月二十八日)內行使，其餘尚未行使購股權可於二零一二年三月二十九日至二零一四年三月二十八日期間內行使。

4. 周美華女士持有本金額11,000,000港元德祥地產可換股票據(非上市股本衍生工具)。假設以初步換股價每股德祥地產股份2.20港元(可予以調整)悉數兌換該可換股票據時，周女士將獲發行5,000,000股德祥地產股份。

##### (e) 於珀麗酒店控股有限公司(「珀麗」)之股份；相關股份及債權證之權益及淡倉

Name of director 董事姓名	Capacity 身份	Long position/ Short position 好倉/淡倉	Number of shares of Rosedale held 所持珀麗股份數目	Approximate percentage of the issued share capital of Rosedale 佔珀麗已發行股本概約百分比
Chan Kwok Keung, Charles 陳國強	Interest of controlled corporation (Note) 於受控制法團 之權益 (附註)	Long position 好倉	195,706,000	29.76%
Chan Kwok Keung, Charles 陳國強	Beneficial owner 實益擁有人	Long position 好倉	1,132,450	0.17%

Note:

An indirect wholly-owned subsidiary of the Company held 195,706,000 shares of Rosedale. By virtue of his direct and deemed interests in approximately 36.38% of the issued share capital of the Company, Dr. Chan Kwok Keung, Charles was deemed to be interested in these shares of Rosedale held by an indirect wholly-owned subsidiary of the Company.

附註：

本公司一間全資附屬公司持有195,706,000股珀麗股份。鑑於其直接及被視作擁有本公司已發行股本約36.38%權益，陳國強博士被視作於由本公司一間間接全資附屬公司所持有之該等珀麗股份中擁有權益。

## DIRECTORS' REPORT

### 董事會報告書

#### DIRECTORS' INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES

(continued)

As at 31st March, 2012, PYI, Burcon, ITC Properties and Rosedale were associated corporations of the Company within the meaning of Part XV of the SFO.

Dr. Chan Kwok Keung, Charles was, by virtue of his direct and deemed interests in approximately 36.38% of the issued share capital of the Company, deemed to be interested in the shares and underlying shares (in respect of equity derivatives), if any, of the associated corporations (within the meaning of Part XV of the SFO) of the Company held by the Group under Part XV of the SFO.

Save as disclosed above, as at 31st March, 2012, none of the directors and chief executives of the Company had any interests and short positions in the shares, underlying shares or debentures of the Company or any associated corporations (within the meaning of Part XV of the SFO) as recorded in the register of the Company required to be kept under Section 352 of the SFO or as otherwise notified to the Company and the Hong Kong Stock Exchange pursuant to the Model Code.

#### SHARE OPTION SCHEME

The Company terminated the old share option scheme ("2002 Scheme") (which was adopted by the Company pursuant to a resolution passed by the then shareholders of the Company on 16th January, 2002 (as amended on 19th September, 2007)) and adopted a new share option scheme ("2011 Scheme") at the annual general meeting of the Company on 19th August, 2011. No share options were granted, exercised, cancelled or lapsed during the year. At 31st March, 2012, there was no outstanding share option granted by the Company pursuant to the 2002 Scheme or the 2011 Scheme.

Save as disclosed herein, at no time during the year was the Company or any of its subsidiaries a party to any arrangements which enabled the directors of the Company to acquire benefits by means of the acquisition of shares in, or debt securities including debentures of, the Company or any other body corporate, and none of the directors, chief executives or their spouse or children under the age of 18, had any right to subscribe for securities of the Company, or had exercised any such right during the year.

#### 董事於股份、相關股份及債權證之權益及淡倉 (續)

於二零一二年三月三十一日，根據證券及期貨條例第十五部之定義，保華、Burcon、德祥地產及珀麗乃本公司之相聯法團。

鑑於其直接及被視作擁有本公司已發行股本約36.38%之權益，故根據證券及期貨條例第十五部，陳國強博士被視作於本集團持有之本公司相聯法團(定義見證券及期貨條例第十五部)之股份及相關股份(有關股本衍生工具)(如有)中擁有權益。

除上文所披露者外，於二零一二年三月三十一日，本公司董事及主要行政人員概無本公司或任何相聯法團(定義見證券及期貨條例第十五部)之股份、相關股份或債權證中擁有根據證券及期貨條例第352條須登記於本公司所保存登記冊內之任何權益及淡倉，或根據標準守則而須另行知會本公司及香港聯交所之權益及淡倉。

#### 購股權計劃

本公司於二零一一年八月十九日之本公司股東週年大會上終止舊購股權計劃(「二零零二年計劃」)(由本公司根據本公司當時股東於二零零二年一月十六日通過之決議案採納(於二零零七年九月十九日經修訂))，並採納新購股權計劃(「二零一一年計劃」)。年內並無購股權獲授出、行使、註銷或失效。於二零一二年三月三十一日，概無根據二零零二年計劃或二零一一年計劃由本公司授出之尚未行使之購股權。

除本文所披露者外，本公司或其任何附屬公司於年內任何時間概無參與訂立任何安排，以使本公司董事可藉購入本公司或任何其他法人團體之股份或債務證券(包括債權證)而獲利，且董事、主要行政人員或彼等之配偶或未滿十八歲之子女於年內概無擁有認購本公司證券之權利，亦無行使任何該等權利。

## DIRECTORS' REPORT

### 董事會報告書

#### DIRECTORS' INTERESTS IN CONTRACTS OF SIGNIFICANCE

In November 2010, a loan agreement was entered into between ITC Management Limited, an indirect wholly-owned subsidiary of the Company, and Dr. Chan Kwok Keung, Charles, the Chairman, an executive director and the controlling shareholder of the Company, pursuant to which Dr. Chan agreed to grant an unsecured loan of up to HK\$65,000,000 to ITC Management Limited. The loan bears interest at the best lending rate of Hong Kong dollars as quoted by The Hongkong and Shanghai Banking Corporation Limited and shall be repaid by no later than 31st March, 2012. As at 31st March, 2012, the outstanding loan was fully repaid. Pursuant to the Listing Rules, the aforesaid transaction constitutes a connected transaction which is exempted from the reporting, announcement and independent shareholders' approval requirements.

Save as disclosed herein and also in notes 28 and 43 to the consolidated financial statements, no contracts of significance to which the Company or any of its subsidiaries was a party and in which a director of the Company had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year.

#### DIRECTORS' INTERESTS IN COMPETING BUSINESSES

None of the directors of the Company were interested in any business apart from the Group's businesses which compete or is likely to compete, either directly or indirectly, with the businesses of the Group as at 31st March, 2012.

#### 董事於重要合約中之權益

根據於二零一零年十一月德祥企業管理有限公司(本公司之間接全資附屬公司)與陳國強博士(本公司之主席、執行董事及控股股東)訂立之貸款協議，陳博士同意向德祥企業管理有限公司授予一筆最多為65,000,000港元之無抵押貸款。貸款以香港上海滙豐銀行有限公司所報港元最優惠利率計息及將不遲於二零一二年三月三十一日還款。於二零一二年三月三十一日，尚未償還之借貸已全數清還。根據上市規則，此交易構成關連交易但豁免於申報、公告及獨立股東批准之規定。

除內文及綜合財務報表附註28及43所披露者外，本公司各董事在本公司或其任何附屬公司於年度終結時或年內任何時間訂立之重要合約中概無直接或間接擁有重大權益。

#### 董事於構成競爭業務之權益

於二零一二年三月三十一日，概無本公司董事於與本集團業務直接或間接構成競爭或可能構成競爭之任何業務(本集團之業務除外)中擁有權益。

## DIRECTORS' REPORT

### 董事會報告書

#### INTERESTS AND SHORT POSITIONS OF SUBSTANTIAL SHAREHOLDERS/OTHER PERSONS RECORDED IN THE REGISTER KEPT UNDER SECTION 336 OF THE SFO

As at 31st March, 2012, so far as is known to the directors and the chief executives of the Company, the interests or short positions of substantial shareholders/other persons in the shares and underlying shares of the Company as recorded in the register of the Company required to be kept under Section 336 of the SFO were as follows:

##### (a) Interests and short positions of substantial shareholders in shares of the Company

#### 根據證券及期貨條例第336條保存之登記冊所記錄之主要股東／其他人士之權益及淡倉

於二零一二年三月三十一日，據本公司之董事及主要行政人員所知悉，根據證券及期貨條例第336條保存之本公司登記冊所記錄之主要股東／其他人士於本公司之股份及相關股份之權益或淡倉如下：

##### (a) 主要股東於本公司股份之權益及淡倉

Name	Capacity	Long position/ Short position	Number of shares of the Company held	Approximate percentage of the issued share capital of the Company
姓名／名稱	身份	好倉／淡倉	所持本公司 股份數目	佔本公司已發行 股本概約百分比
Chan Kwok Keung, Charles 陳國強	Beneficial owner 實益擁有人	Long position 好倉	80,072,330 (Note) (附註)	10.30%
Chan Kwok Keung, Charles 陳國強	Interest of controlled corporation (Note) 於受控制法團之權益 (附註)	Long position 好倉	202,678,125 (Note) (附註)	26.08%
Chinaview International Limited	Interest of controlled corporation (Note) 於受控制法團之權益 (附註)	Long position 好倉	202,678,125 (Note) (附註)	26.08%
Galaxyway Investments Limited	Beneficial owner 實益擁有人	Long position 好倉	202,678,125 (Note) (附註)	26.08%
Ng Yuen Lan, Macy 伍婉蘭	Interest of spouse (Note) 配偶權益(附註)	Long position 好倉	282,750,455 (Note) (附註)	36.38%

Note:

Galaxyway Investments Limited was a wholly-owned subsidiary of Chinaview International Limited which was, in turn, wholly-owned by Dr. Chan Kwok Keung, Charles. Ms. Ng Yuen Lan, Macy is the spouse of Dr. Chan Kwok Keung, Charles. Chinaview International Limited, Dr. Chan Kwok Keung, Charles and Ms. Ng Yuen Lan, Macy were deemed to be interested in 202,678,125 shares of the Company held by Galaxyway Investments Limited. Dr. Chan Kwok Keung, Charles held 80,072,330 shares of the Company. Ms. Ng Yuen Lan, Macy was deemed to be interested in the shares of the Company held by Dr. Chan Kwok Keung, Charles.

附註：

Galaxyway Investments Limited為Chinaview International Limited之一間全資附屬公司，而Chinaview International Limited則由陳國強博士全資擁有。伍婉蘭女士為陳國強博士之配偶。Chinaview International Limited、陳國強博士及伍婉蘭女士均被視作擁有Galaxyway Investments Limited所持有202,678,125股本公司股份之權益。陳國強博士持有80,072,330股本公司股份。伍婉蘭女士被視作於由陳國強博士所持有之本公司股份中擁有權益。

## DIRECTORS' REPORT

### 董事會報告書

#### INTERESTS AND SHORT POSITIONS OF SUBSTANTIAL SHAREHOLDERS/OTHER PERSONS RECORDED IN THE REGISTER KEPT UNDER SECTION 336 OF THE SFO (continued)

根據證券及期貨條例第336條保存之登記冊所記錄之主要股東／其他人士之權益及淡倉 (續)

#### (b) Interests and short positions of other persons in shares and underlying shares of the Company

#### (b) 其他人士於本公司股份及相關股份之權益及淡倉

Name	Capacity	Long position/ Short position	Number of shares of the Company held	Number of underlying shares of the Company held	Approximate percentage of the issued share capital of the Company
姓名／名稱	身份	好倉／淡倉	所持本公司 股份數目	所持本公司 相關股份數目	佔本公司已發行 股本概約百分比
Everland Group Limited	Beneficial owner (Note 1) 實益擁有人(附註1)	Long position 好倉	-	83,333,333	10.72%
Wong Yun Sang 黃潤生	Interest of controlled corporation (Note 1) 於受控制法團之權益 (附註1)	Long position 好倉	-	83,333,333	10.72%
Wong Yun Sang 黃潤生	Beneficial owner (Note 1) 實益擁有人(附註1)	Long position 好倉	400,000	-	0.05%
Wong Yun Sang 黃潤生	Interest of spouse (Note 1) 配偶權益(附註1)	Long position 好倉	1,000,000	-	0.13%
Chen Mei May, Libby 陳美媚	Beneficial owner (Note 1) 實益擁有人(附註1)	Long position 好倉	1,000,000	-	0.13%
Chen Mei May, Libby 陳美媚	Interest of spouse (Note 1) 配偶權益(附註1)	Long position 好倉	400,000	-	0.05%
Chen Mei May, Libby 陳美媚	Interest of spouse (Note 1) 配偶權益(附註1)	Long position 好倉	-	83,333,333	10.72%
Chair Sai Sui 車世瑞	Interest of controlled corporation (Note 1) 於受控制法團之權益 (附註1)	Long position 好倉	-	83,333,333	10.72%
Yeung Po Yuk, Pymalia 楊寶玉	Beneficial owner (Note 2) 實益擁有人(附註2)	Long position 好倉	-	116,666,666	15.01%

## DIRECTORS' REPORT

## 董事會報告書

## INTERESTS AND SHORT POSITIONS OF SUBSTANTIAL SHAREHOLDERS/OTHER PERSONS RECORDED IN THE REGISTER KEPT UNDER SECTION 336 OF THE SFO (continued)

根據證券及期貨條例第336條保存之登記冊所記錄之主要股東／其他人士之權益及淡倉(續)

## (b) Interests and short positions of other persons in shares and underlying shares of the Company (continued)

## (b) 其他人士於本公司股份及相關股份之權益及淡倉(續)

Name	Capacity	Long position/ Short position	Number of shares of the Company held	Number of underlying shares of the Company held	Approximate percentage of the issued share capital of the Company
姓名／名稱	身份	好倉／淡倉	所持本公司 股份數目	所持本公司 相關股份數目	佔本公司已發行 股本概約百分比
Wonderich Investments Limited	Beneficial owner (Note 3) 實益擁有人(附註3)	Long position 好倉	3,578,000	-	0.46%
Wonderich Investments Limited	Beneficial owner (Note 3) 實益擁有人(附註3)	Long position 好倉	-	43,333,333	5.58%
Lee Mei Lin 李美蓮	Interest of controlled corporation (Note 3) 於受控制法團之權益 (附註3)	Long position 好倉	3,578,000	-	0.46%
Lee Mei Lin 李美蓮	Interest of controlled corporation (Note 3) 於受控制法團之權益 (附註3)	Long position 好倉	-	43,333,333	5.58%
Lee Mei Lin 李美蓮	Beneficial owner (Note 3) 實益擁有人(附註3)	Long position 好倉	700,000	-	0.09%
Yu Man Chung 余文仲	Beneficial owner (Note 4) 實益擁有人(附註4)	Long position 好倉	-	10,000,000	1.29%
Yu Man Chung 余文仲	Interest of spouse (Note 4) 配偶權益(附註4)	Long position 好倉	-	33,333,333	4.29%
Tam Shui Ping 譚瑞萍	Beneficial owner (Note 4) 實益擁有人(附註4)	Long position 好倉	-	33,333,333	4.29%
Tam Shui Ping 譚瑞萍	Interest of spouse (Note 4) 配偶權益(附註4)	Long position 好倉	-	10,000,000	1.29%



## DIRECTORS' REPORT

### 董事會報告書

#### INTERESTS AND SHORT POSITIONS OF SUBSTANTIAL SHAREHOLDERS/OTHER PERSONS RECORDED IN THE REGISTER KEPT UNDER SECTION 336 OF THE SFO (continued)

##### (b) Interests and short positions of other persons in shares and underlying shares of the Company (continued)

Notes:

1. Everland Group Limited was interested in 83,333,333 underlying shares (in respect of unlisted equity derivatives) of the Company. Mr. Wong Yun Sang and Mr. Chair Sai Sui owned as to 50% of Everland Group Limited, respectively. By virtue of the SFO, each of Mr. Wong Yun Sang and Mr. Chair Sai Sui was deemed to be interested in the underlying shares of the Company in which Everland Group Limited was interested. Mr. Wong Yun Sang held 400,000 shares of the Company and his spouse, Ms. Chen Mei May, Libby held 1,000,000 shares of the Company. Mr. Wong Yun Sang was deemed to be interested in the shares of the Company held by his spouse and Ms. Chen Mei May, Libby was deemed to be interested in the shares and underlying shares of the Company held by her spouse and Everland Group Limited.
2. Ms. Yeung Po Yuk, Pymalia was interested in 116,666,666 underlying shares (in respect of unlisted equity derivatives) of the Company.
3. Wonderich Investments Limited, a company wholly-owned by Ms. Lee Mei Lin, was interested in 3,578,000 shares and 43,333,333 underlying shares (in respect of unlisted equity derivatives) of the Company. Ms. Lee Mei Lin held 700,000 shares of the Company. By virtue of the SFO, Ms. Lee Mei Lin was deemed to be interested in the shares and the underlying shares of the Company in which Wonderich Investments Limited were interested.
4. Mr. Yu Man Chung and Ms. Tam Shui Ping were interested in 10,000,000 underlying shares (in respect of unlisted equity derivatives) of the Company and 33,333,333 underlying shares (in respect of unlisted equity derivatives) of the Company, respectively. Ms. Tam Shui Ping is the spouse of Mr. Yu Man Chung and therefore by virtue of the SFO, they were deemed to be interested in the underlying shares of the Company interested by each other.

Save as disclosed above, no other parties were recorded in the register of the Company required to be kept under section 336 of the SFO as having interests or short positions in the shares or underlying shares of the Company as at 31st March, 2012.

#### 根據證券及期貨條例第336條保存之登記冊所記錄之主要股東／其他人士之權益及淡倉 (續)

##### (b) 其他人士於本公司股份及相關股份之權益及淡倉 (續)

附註：

1. Everland Group Limited於83,333,333股本公司相關股份(有關非上市股本衍生工具)中擁有權益。黃潤生先生及車世瑞先生分別擁有Everland Group Limited之50%權益。根據證券及期貨條例，黃潤生先生及車世瑞先生各被視為於Everland Group Limited擁有權益之本公司相關股份中擁有權益。黃潤生先生持有400,000股本公司股份，而其配偶陳美媚女士則持有1,000,000股本公司股份。黃潤生先生被視為於其配偶陳美媚女士所持有之本公司股份中擁有權益，而陳美媚女士則被視為於其配偶及Everland Group Limited所持有之本公司股份及本公司相關股份中擁有權益。
2. 楊寶玉女士於116,666,666股本公司相關股份(有關非上市股本衍生工具)中擁有權益。
3. Wonderich Investments Limited乃由李美蓮女士全資擁有之公司，並於3,578,000股本公司股份及43,333,333股本公司相關股份(有關非上市股本衍生工具)中擁有權益。李美蓮女士持有700,000股本公司股份。根據證券及期貨條例，李美蓮女士被視為於Wonderich Investments Limited擁有權益之本公司股份及相關股份中擁有權益。
4. 余文仲先生及譚瑞萍女士分別於10,000,000股本公司相關股份(有關非上市股本衍生工具)及於33,333,333股本公司相關股份(有關非上市股本衍生工具)中擁有權益。譚瑞萍女士為余文仲先生之配偶，故根據證券及期貨條例，彼等被視為於對方各自擁有權益之本公司相關股份中擁有權益。

除上文所披露者外，於二零一二年三月三十一日，根據證券及期貨條例第336條本公司須保存之登記冊所記錄，概無其他人士擁有本公司之股份或相關股份之權益或淡倉。

## DIRECTORS' REPORT

### 董事會報告書

#### RETIREMENT BENEFIT SCHEMES

Information on the Group's retirement benefit schemes is set out in note 38 to the consolidated financial statements.

#### PRE-EMPTIVE RIGHTS

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

#### PUBLIC FLOAT

As at the date of this report, the Company has maintained the prescribed minimum public float under the Listing Rules, based on the information that is publicly available to the Company and within the knowledge of the directors.

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

The Company repurchased its convertible notes in the principal amount of HK\$25,000,000 at a consideration of HK\$25,000,000 from a noteholder in June 2011 and the convertible notes were cancelled thereafter. Save as disclosed herein, during the year ended 31st March, 2012, there was no purchase, sale or redemption by the Company, or any of its subsidiaries, of the Company's listed securities.

#### EVENT AFTER THE REPORTING PERIOD

Details of the significant event occurring after the reporting period are set out in note 42 to the consolidated financial statements.

#### AUDITOR

A resolution will be submitted to the forthcoming annual general meeting to re-appoint Messrs. Deloitte Touche Tohmatsu as the external auditor of the Company.

On behalf of the Board

**Dr. Chan Kwok Keung, Charles**  
Chairman

Hong Kong, 22nd June, 2012

#### 退休福利計劃

本集團退休福利計劃之資料載列於綜合財務報表附註38。

#### 股本優先購買權

本公司之公司細則或百慕達適用法例中並無規定本公司須按持股比例向現有股東提呈發售新股之股本優先購買權之條文。

#### 公眾持股量

於本報告書日期，根據本公司所得之公開資料及就董事所知，本公司一直維持上市規則所訂明的最低公眾持股量。

#### 購買、出售或贖回本公司上市證券

本公司於二零一一年六月以25,000,000港元代價向一名票據持有人購回本金額25,000,000港元之可換股票據，而有關可換股票據已予註銷。除本文披露者外，於截至二零一二年三月三十一日止年度，本公司或其任何附屬公司概無購買、出售或贖回本公司之上市證券。

#### 報告期後事項

報告期後發生之重要事項詳情載列於綜合財務報表附註42。

#### 核數師

有關續聘德勤•關黃陳方會計師行為本公司外聘核數師之決議案將於即將召開之股東週年大會上提呈。

代表董事會

主席  
陳國強博士

香港，二零一二年六月二十二日

## INDEPENDENT AUDITOR'S REPORT

### 獨立核數師報告書

# Deloitte.

## 德勤

**TO THE MEMBERS OF ITC CORPORATION LIMITED**  
(Incorporated in Bermuda with limited liability)

We have audited the consolidated financial statements of ITC Corporation Limited (the "Company") and its subsidiaries (collectively referred to as the "Group") set out on pages 47 to 138, which comprise the consolidated statement of financial position as at 31st March, 2012, and the consolidated statement of comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and a summary of significant accounting policies and other explanatory information.

### DIRECTORS' RESPONSIBILITY FOR THE CONSOLIDATED FINANCIAL STATEMENTS

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

### AUDITOR'S RESPONSIBILITY

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

**致德祥企業集團有限公司全體股東**  
(於百慕達註冊成立之有限公司)

本核數師(以下簡稱「我們」)已審核列載於第47至138頁德祥企業集團有限公司(以下簡稱「貴公司」)及其附屬公司(以下統稱「貴集團」)的綜合財務報表,包括於二零一二年三月三十一日的綜合財務狀況表,以及截至該日止年度的綜合全面收入表、綜合權益變動表及綜合現金流量表,以及主要會計政策概要及其他附註解釋。

### 董事就綜合財務報表須承擔的責任

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

### 核數師的責任

我們的責任是根據我們的審核對該等綜合財務報表作出意見,並按照百慕達公司法第90條規定只向整體股東作出報告,而不可用作其他用途。我們概不就本報告之內容對任何其他人士負上或承擔責任。我們已根據香港會計師公會頒佈的香港審計準則進行審核。這些準則要求我們遵守道德規範,並規劃及執行審核,以合理確定此等綜合財務報表是否不存有任何重大錯誤陳述。

## INDEPENDENT AUDITOR'S REPORT

### 獨立核數師報告書

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

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

### OPINION

In our opinion, the consolidated financial statements give a true and fair view of the state of affairs of the Group as at 31st March, 2012, and of the Group's profit and cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards and have been properly prepared in accordance with the disclosure requirements of the Hong Kong Companies Ordinance.

**Deloitte Touche Tohmatsu**  
Certified Public Accountants

Hong Kong  
22nd June, 2012

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

我們相信，我們所獲得的審核憑證是充足和適當地為我們的審核意見提供基礎。

### 意見

我們認為，該等綜合財務報表已根據香港財務報告準則真實而公平地反映 貴集團於二零一二年三月三十一日的財務狀況及截至該日止年度的溢利及現金流量，並已按照香港《公司條例》之適用披露規定妥為編製。

**德勤·關黃陳方會計師行**  
執業會計師

香港  
二零一二年六月二十二日

## CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

## 綜合全面收入表

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

		Notes	2012 二零一二年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元
		附註		
Turnover	營業額			
- gross proceeds	- 所得款項總額	5	<b>19,644</b>	54,455
Revenue	收入	5	<b>19,548</b>	36,102
Management and other related service income	管理及其他有關服務收入		<b>3,895</b>	4,736
Net gain on financial instruments	金融工具之收益淨額	6	<b>27,028</b>	7,482
Interest income	利息收入		<b>11,760</b>	26,902
Property rental income	物業租金收入		<b>3,087</b>	4,125
Other income	其他收入		<b>2,232</b>	1,362
Gain on changes in fair values of investment properties	投資物業公平價值變動之收益		<b>2,000</b>	13,088
Administrative expenses	行政開支		<b>(58,860)</b>	(61,299)
Finance costs	財務成本	8	<b>(18,561)</b>	(22,558)
Gain on disposal of subsidiaries	出售附屬公司之收益	9	<b>31,045</b>	-
Net loss on deemed disposal of partial interests in associates	視作出售聯營公司部份權益之虧損淨額	10	<b>(3,748)</b>	(49,853)
Share of results of associates	攤佔聯營公司業績			
- share of results	- 攤佔業績		<b>108,333</b>	86,497
- gain on deemed acquisition and acquisitions of additional interests in associates	- 視作收購及收購額外聯營公司權益之收益	19	<b>322,463</b>	228,836
Profit before taxation and impairment loss on an associate upon and after classification as held for distribution to shareholders and gain on derecognition of the associate	除稅前及一間聯營公司於重新分類為持作分派予股東時及其後之減值虧損及終止確認該聯營公司之收益前之溢利		<b>430,674</b>	239,318
Impairment loss on an associate upon and after classification as held for distribution to shareholders and gain on derecognition of the associate	一間聯營公司於重新分類為持作分派予股東時及其後之減值虧損及終止確認該聯營公司之收益	11	<b>-</b>	(829,897)
Profit (loss) before taxation	除稅前溢利 (虧損)	12	<b>430,674</b>	(590,579)
Taxation	稅項	13	<b>(330)</b>	(2,136)
Profit (loss) for the year	本年度溢利 (虧損)		<b>430,344</b>	(592,715)

# CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

## 綜合全面收入表

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

	Note 附註	2012 二零一二年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元
<b>Other comprehensive (expenses) income:</b>			
Exchange differences arising on translation of foreign operations		(585)	1,303
Share of other comprehensive (expenses) income of associates		(15,934)	94,968
Gain on revaluation of land and buildings		9,233	39,212
Deferred tax arising on revaluation of land and buildings		(1,519)	(6,451)
Reclassification adjustments:			
– reserves released on distribution of assets to shareholders		-	(104,307)
– reserves released on deemed disposal of partial interests in associates		(774)	(1,052)
Other comprehensive (expenses) income for the year		(9,579)	23,673
Total comprehensive income (expenses) for the year		420,765	(569,042)
		<b>HK cents 港仙</b>	<b>HK cents 港仙</b>
Earnings (loss) per share			
Basic	15	55.38	(77.99)
Diluted		35.05	(77.99)



## CONSOLIDATED STATEMENT OF FINANCIAL POSITION

## 綜合財務狀況表

At 31st March, 2012 於二零一二年三月三十一日

		Notes	2012 二零一二年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元
		附註		
<b>Non-current assets</b>	<b>非流動資產</b>			
Property, plant and equipment	物業、廠房及設備	16	11,606	251,524
Investment properties	投資物業	17	22,303	102,423
Intangible assets	無形資產	18	1,649	1,737
Interests in associates	聯營公司權益	19	2,506,835	2,022,646
Debt portion of convertible notes	可換股票據之債項部分	20	61,102	-
Conversion options embedded in convertible notes	可換股票據附帶之 換股權	20	11,421	-
Note receivable from an associate	應收一間聯營公司票據	21	100,000	-
Available-for-sale investments	可供出售投資	22	-	1,552
			<b>2,714,916</b>	<b>2,379,882</b>
<b>Current assets</b>	<b>流動資產</b>			
Inventories	存貨		32	30
Debtors, deposits and prepayments	應收賬款、訂金及預付款項	23	1,844	4,701
Amounts due from associates	應收聯營公司款項	21	6,796	2,211
Loans receivable	應收貸款	24	10,000	26,969
Debt portion of convertible notes	可換股票據之債項部分	20	-	56,088
Short-term bank deposits, bank balances and cash	短期銀行存款、銀行結存 及現金	25	48,440	8,970
			<b>67,112</b>	<b>98,969</b>
<b>Current liabilities</b>	<b>流動負債</b>			
Creditors and accrued expenses	應付賬款及應計開支	26	11,554	12,083
Amounts due to associates	應付聯營公司款項	27	-	526
Loan from a director	向一名董事借款	28	-	46,113
Bank borrowings - due within one year	一年內到期之銀行借款	29	-	5,250
Bank overdrafts	銀行透支	30	36,756	42,790
Convertible notes payable	可換股票據應付款項	31	-	161,589
			<b>48,310</b>	<b>268,351</b>
<b>Net current assets (liabilities)</b>	<b>流動資產(負債)淨值</b>		<b>18,802</b>	<b>(169,382)</b>
<b>Total assets less current liabilities</b>	<b>總資產減流動負債</b>		<b>2,733,718</b>	<b>2,210,500</b>

# CONSOLIDATED STATEMENT OF FINANCIAL POSITION

## 綜合財務狀況表

At 31st March, 2012 於二零一二年三月三十一日

		Notes	2012 二零一二年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元
		附註		
<b>Non-current liabilities</b>	<b>非流動負債</b>			
Bank borrowings – due after one year	一年後到期之銀行借款	29	-	42,250
Convertible notes payable	可換股票據應付款項	31	131,299	-
Deferred tax liabilities	遞延稅項負債	32	1,014	38,457
			<u>132,313</u>	<u>80,707</u>
<b>Net assets</b>	<b>資產淨值</b>		<u><b>2,601,405</b></u>	<u>2,129,793</u>
<b>Capital and reserves</b>	<b>股本及儲備</b>			
Share capital	股本	33	7,770	7,770
Share premium and reserves	股本溢價及儲備		<u>2,593,635</u>	<u>2,122,023</u>
<b>Total equity</b>	<b>總權益</b>		<u><b>2,601,405</b></u>	<u>2,129,793</u>

The consolidated financial statements on pages 47 to 138 were approved and authorised for issue by the Board of Directors on 22nd June, 2012 and are signed on its behalf by:

載於第47頁至第138頁之綜合財務報表已於二零一二年六月二十二日獲董事會核准及授權刊發，並由下列董事代表董事會簽署：

**Chan Kwok Keung, Charles**  
陳國強  
Chairman  
主席

**Chau Mei Wah, Rosanna**  
周美華  
Deputy Chairman and Managing Director  
副主席兼董事總經理

## CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

## 綜合權益變動表

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

		Attributable to owners of the Company 本公司擁有人應佔												
		Share capital	Share premium	Contributed surplus	Reserve on acquisition	Capital redemption reserve	Other reserve	Property revaluation reserve	Investment revaluation reserve	Translation reserve	Convertible notes reserve	Share option reserve	Accumulated profits	Total
		股本	股份溢價	實收盈餘	收購儲備	股本贖回儲備	其他儲備	物業重估儲備	投資重估儲備	匯兌儲備	可換股票據儲備	購股權儲備	累計溢利	合計
		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 a) (附註a)	(Note b) (附註b)									
At 1st April, 2010	於二零一零年四月一日	7,537	570,579	1,377,041	(96,081)	908	2,159	142,791	68,794	139,034	22,928	18,248	799,290	3,053,228
Loss for the year	本年度虧損	-	-	-	-	-	-	-	-	-	-	-	(592,715)	(592,715)
Exchange differences arising on translation of foreign operations	換算海外業務產生之匯兌差額	-	-	-	-	-	-	-	-	1,303	-	-	-	1,303
Share of other comprehensive income of associates	聯營公司其他全面收入	-	-	-	-	-	-	-	35,304	59,664	-	-	-	94,968
Gain on revaluation of land and buildings	重估土地及樓宇之收益	-	-	-	-	-	-	39,212	-	-	-	-	-	39,212
Deferred tax arising on revaluation of land and buildings	重估土地及樓宇產生之遞延稅項	-	-	-	-	-	-	(6,451)	-	-	-	-	-	(6,451)
Released on distribution of assets to shareholders	分派資產予股東時轉出	-	-	-	4,582	-	9,008	-	(101,884)	(16,013)	-	-	-	(104,307)
Released on deemed disposal of partial interests in associates	視作出售聯營公司部分權益時轉出	-	-	-	10	-	1,380	-	(209)	(2,233)	-	-	-	(1,052)
Total comprehensive income (expenses) for the year	本年度全面收入(開支)總額	-	-	-	4,592	-	10,388	32,761	(66,789)	42,721	-	-	(592,715)	(569,042)
Issue of shares on conversion of convertible notes	於兌換可換股票據時發行股份	233	7,186	-	-	-	-	-	-	-	(802)	-	-	6,617
Repurchase of convertible notes	購回可換股票據	-	-	-	-	-	-	-	-	-	(2,866)	-	99	(2,767)
Released upon lapse of vested share options	已歸屬購股權失效時轉出	-	-	-	-	-	-	-	-	-	-	(18,248)	18,248	-
Distribution	分派	-	-	-	-	-	-	-	-	-	-	-	-	-
- Dividend paid	- 已付股息	-	-	-	-	-	-	-	-	-	-	-	(15,307)	(15,307)
- Distribution of assets to shareholders	- 分派資產予股東	-	-	(350,468)	-	-	-	-	-	-	-	-	-	(350,468)
Decrease in associates' equity attributable to the Group's interests arising on equity transaction of the associates	因聯營公司進行股本權益交易而導致本集團於聯營公司股本權益應佔權益減少	-	-	-	-	-	(2,003)	-	-	-	-	-	9,535	7,532
Transfer	轉撥	-	-	(829,897)	-	-	-	-	-	-	-	-	829,897	-
At 31st March, 2011	於二零一一年三月三十一日	7,770	577,765	196,676	(91,489)	908	10,544	175,552	2,005	181,755	19,260	-	1,049,047	2,129,793

## CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

## 綜合權益變動表

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

		Attributable to owners of the Company 本公司擁有人應佔											
		Share capital	Share premium	Contributed surplus	Reserve on acquisition	Capital redemption reserve	Other reserve	Property revaluation reserve	Investment revaluation reserve	Translation reserve	Convertible notes reserve	Accumulated profits	Total
		股本	股份溢價	實繳盈餘	收購儲備	股本贖回儲備	其他儲備	物業重估儲備	投資重估儲備	匯兌儲備	可換股票據	累計溢利	合計
		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
				(Note a) (附註a)	(Note b) (附註b)								
At 1st April, 2011	於二零一一年四月一日	7,770	577,765	196,676	(91,489)	908	10,544	175,552	2,005	181,755	19,260	1,049,047	2,129,793
Profit for the year	本年度溢利	-	-	-	-	-	-	-	-	-	-	430,344	430,344
Exchange differences arising on translation of foreign operations	換算海外業務產生之匯兌差額	-	-	-	-	-	-	-	-	(585)	-	-	(585)
Share of other comprehensive expenses of associates	攤佔聯營公司其他全面開支	-	-	-	-	-	-	-	(2,784)	(13,150)	-	-	(15,934)
Gain on revaluation of land and buildings	重估土地及樓宇之收益	-	-	-	-	-	-	9,233	-	-	-	-	9,233
Deferred tax arising on revaluation of land and buildings	重估土地及樓宇產生之遞延稅項	-	-	-	-	-	-	(1,519)	-	-	-	-	(1,519)
Released on deemed disposal of partial interests in associates	視作出售聯營公司部分權益時轉出	-	-	-	-	-	-	-	-	(774)	-	-	(774)
Total comprehensive (expenses) income for the year	本年度全面(開支)收入總額	-	-	-	-	-	-	7,714	(2,784)	(14,509)	-	430,344	420,765
Repurchase of convertible notes	購回可換股票據	-	-	-	-	-	-	-	-	-	(2,005)	(877)	(2,882)
Dividend paid	已付股息	-	-	-	-	-	-	-	-	-	-	(15,540)	(15,540)
Increase in associates' equity attributable to the Group's interests arising on equity transaction of the associates	因聯營公司進行股本權益交易而導致本集團於聯營公司股本權益應佔權益增加	-	-	-	66,438	-	1,135	-	-	-	-	1,655	69,228
Release on deemed disposal of partial interests in associates	視作出售聯營公司部分權益時轉出	-	-	-	161	-	(120)	-	-	-	-	-	41
Released on disposal of subsidiaries (note 9)	出售附屬公司時轉出(附註9)	-	-	-	-	-	-	(180,920)	-	-	-	180,920	-
At 31st March, 2012	於二零一二年三月三十一日	7,770	577,765	196,676	(24,890)	908	11,559	2,346	(779)	167,246	17,255	1,645,549	2,601,405

## Notes:

## 附註:

- (a) The contributed surplus of the Group comprises the difference between the nominal amount of the ordinary share capital issued by the Company in exchange for the nominal amount of the share capital of a subsidiary acquired pursuant to a corporate reorganisation on 24th January, 1992 and the credits arising from the changes in the capital and reserves of the Company in capital reorganisations and the transfers to the accumulated profits for offsetting the loss on distribution of assets to shareholders as approved by the board of directors from time to time.
- (b) The reserve on acquisition represents the amount of fair value changes shared by the Group in relation to the acquisition of additional interest in a subsidiary by an associate which was released upon disposal of the subsidiary by that associate during the year.

- (a) 本集團之實繳盈餘包括作為根據一九九二年一月二十四日之公司重組收購一間附屬公司之股本面值之代價而發行之本公司普通股股本面值，與在股本重組中本公司股本及儲備變動而產生之進賬之差額，及董事會不時批准為抵銷分派資產予股東之虧損而撥往累計溢利之數額。
- (b) 收購儲備指聯營公司收購其一間附屬公司額外權益時，本集團所攤佔之公平價值變動金額，已於年內就該聯營公司出售附屬公司時轉出。

## CONSOLIDATED STATEMENT OF CASH FLOWS

## 綜合現金流量表

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

	Notes 附註	2012 二零一二年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元
<b>OPERATING ACTIVITIES</b>			
Profit (loss) before taxation	經營業務 除稅前溢利(虧損)	430,674	(590,579)
Adjustments for:	已根據下列各項作出調整:		
Amortisation of intangible assets	無形資產攤銷	88	88
Depreciation of property, plant and equipment	物業、廠房及設備之折舊	10,668	12,371
Loss on disposal of property, plant and equipment	出售物業、廠房及設備之虧損	15	-
Interest income	利息收入	(11,760)	(26,902)
Interest expenses	利息開支	18,561	22,558
Impairment loss on an associate upon and after classification as held for distribution to shareholders and gain on derecognition of the associate	一間聯營公司於重新分類為持作分派予股東時及其後之減值虧損及終止確認該聯營公司之收益	71	829,897
Loss (gain) on:	虧損(收益):		
- changes in fair values of investment properties	- 投資物業公平價值變動	(2,000)	(13,088)
- repurchase of convertible notes receivable	- 購回可換股票據應收款項	(13,704)	(6,859)
- conversion options embedded in convertible notes	- 可換股票據附帶之換股權	3,468	76
- investments held for trading	- 持作買賣投資	(22)	1,800
- convertible notes payable	- 可換股票據應付款項	(16,159)	(2,331)
Gain on disposal of subsidiaries	出售附屬公司之收益	9	(31,045)
Net loss on deemed disposal of partial interests in associates	視作出售聯營公司部分權益之虧損淨額	3,748	49,853
(Reversal of) allowance recognised for:	已(撥回)確認撥備:		
- amounts due from associates and related companies	- 應收聯營公司及關連公司款項	-	(757)
- debtors, deposits and prepayments	- 應收賬款、訂金及預付款項	96	-
Share of results of associates	攤佔聯營公司業績	(430,796)	(315,333)
Operating cash flows before movements in working capital	未計營運資金變動之經營業務現金流量	(38,168)	(39,206)
(Increase) decrease in inventories	存貨(增加)減少	(2)	3
Decrease (increase) in debtors, deposits and prepayments	應收賬款、訂金及預付款項減少(增加)	1,764	(1,688)
(Increase) decrease in amounts due from associates	應收聯營公司款項(增加)減少	(4,585)	71,433
Decrease (increase) in loans receivable	應收貸款減少(增加)	16,969	(5,000)
Decrease in investments held for trading	持作買賣投資減少	22	6,110
Increase (decrease) in creditors and accrued expenses	應付賬款及應計開支增加(減少)	298	(928)
Decrease in amounts due to associates	應付聯營公司款項減少	(526)	(415)
Cash (used in) generated from operations	經營業務(動用)所得之現金	(24,228)	30,309
Dividends received from associates	已收聯營公司股息	36,406	14,010
Interest received	已收利息	5,623	8,196
<b>NET CASH FROM OPERATING ACTIVITIES</b>	<b>經營業務所得之現金淨額</b>	<b>17,801</b>	<b>52,515</b>

## CONSOLIDATED STATEMENT OF CASH FLOWS

## 綜合現金流量表

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

	Notes 附註	2012 二零一二年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元
<b>INVESTING ACTIVITIES</b>			
Acquisition of additional interests in associates	投資業務 收購聯營公司額外權益	19(a)(iii) and (v) <b>(40,986)</b>	(249,424)
Additions to property, plant and equipment	添置物業、廠房及設備	<b>(291)</b>	(4,888)
Transaction costs on repurchase of convertible notes receivable	購回可換股票據應收款項之交易成本	<b>(62)</b>	-
Net proceeds from disposal of subsidiaries	出售附屬公司所得款項淨額	9 <b>114,520</b>	-
Proceeds from disposal of available-for-sale investments	出售可供出售投資所得款項	<b>1,552</b>	6,497
Proceeds from disposal of property, plant and equipment	出售物業、廠房及設備所得款項	<b>33</b>	-
Acquisition of convertible notes	收購可換股票據	-	(31,633)
Proceeds from disposal of convertible notes receivable	出售可換股票據應收款項所得款項	-	99,582
Additions to intangible assets	添置無形資產	-	(285)
<b>NET CASH FROM (USED IN) INVESTING ACTIVITIES</b>	<b>投資業務所得（動用）之現金淨額</b>	<b>74,766</b>	<b>(180,151)</b>
<b>FINANCING ACTIVITIES</b>			
Addition of bank borrowings	融資業務 增加銀行借款	<b>50,000</b>	-
Repayments of bank borrowings	償還銀行借款	-	(5,250)
Repayment of loan from a director	償還由一名董事借款	<b>(46,113)</b>	(18,887)
Repurchase of convertible notes payable	購回可換股票據應付款項	<b>(25,000)</b>	(24,000)
Transaction costs of convertible notes payable	可換股票據應付款項之交易成本	<b>(279)</b>	-
Dividends paid	已付股息	<b>(15,540)</b>	(15,307)
Interest paid	已付利息	<b>(10,295)</b>	(11,281)
Advance from a director	由一名董事墊款	-	65,000
Payment of transaction costs attributable to an associate classifications as held for distribution to shareholders	支付一間聯營公司重新分類為持作分派予股東應佔之交易成本	-	(2,866)
<b>NET CASH USED IN FINANCING ACTIVITIES</b>	<b>融資業務動用之現金淨額</b>	<b>(47,227)</b>	<b>(12,591)</b>
<b>NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS</b>	<b>現金與現金等值項目增加（減少）淨額</b>	<b>45,340</b>	<b>(140,227)</b>
<b>CASH AND CASH EQUIVALENTS BROUGHT FORWARD</b>	<b>承前現金與現金等值項目</b>	<b>(33,820)</b>	106,233
<b>EFFECT OF FOREIGN EXCHANGE RATE CHANGES</b>	<b>外幣匯率變動之影響</b>	<b>164</b>	174
<b>CASH AND CASH EQUIVALENTS CARRIED FORWARD</b>	<b>結轉現金與現金等值項目</b>	<b>11,684</b>	<b>(33,820)</b>
<b>ANALYSIS OF THE BALANCES OF CASH AND CASH EQUIVALENTS</b>			
Short-term bank deposits, bank balances and cash	現金與現金等值項目 結存分析 短期銀行存款、銀行結存及現金	<b>48,440</b>	8,970
Bank overdrafts	銀行透支	<b>(36,756)</b>	(42,790)
		<b>11,684</b>	<b>(33,820)</b>

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

## 1. GENERAL

The Company is an exempted company incorporated in Bermuda with limited liability. Its shares are listed on The Stock Exchange of Hong Kong Limited (the "Hong Kong Stock Exchange"). The addresses of the registered office and the 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 ("HKD"), which is also the functional currency of the Company.

The Company is an investment holding company. The principal activities of the Company's principal subsidiaries and the Group's principal associates are set out in notes 45 and 19, respectively.

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

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

Amendments to HKFRSs	Improvements to HKFRSs issued in 2010
HKAS 24 (as revised in 2009)	Related Party Disclosures
Amendments to HK(IFRIC) – Int 14	Prepayments of a Minimum Funding Requirement
HK(IFRIC) – Int 19	Extinguishing Financial Liabilities with Equity Instruments

The application of the new and revised HKFRSs in current year has had no material impact on the Group's financial performance and positions for the current and prior years and/or on the disclosures set out in these consolidated financial statements.

## 1. 概述

本公司於百慕達註冊成立為受豁免有限公司，其股份在香港聯合交易所有限公司（「香港聯交所」）上市。本公司之註冊辦事處及其主要營業地點已於本年報「公司資料」一節作出披露。

綜合財務報表以港元呈列，港元亦為本公司之功能貨幣。

本公司為投資控股公司。本公司主要附屬公司及本集團主要聯營公司之主要業務分別載列於附註45及19。

## 2. 採納新訂及經修訂香港財務報告準則（「香港財務報告準則」）

於本年度，本集團採納由香港會計師公會（「香港會計師公會」）頒佈之以下新訂及經修訂香港財務報告準則。

香港財務報告準則之修訂	二零一零年頒佈之香港財務報告準則之改進
香港會計準則第24號（二零零九年經修訂）	關連方披露
香港（國際財務報告詮釋委員會）— 詮釋第14號之修訂	最低融資要求預付款
香港（國際財務報告詮釋委員會）— 詮釋第19號	以股本工具消除金融負債

於本年度採納新訂及經修訂香港財務報告準則對本年度及過往年度本集團之財務表現及狀況及／或該等綜合財務報表所披露內容並無重大影響。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

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

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

Amendments to HKFRSs	Annual Improvements to HKFRSs 2009-2011 Cycle <sup>2</sup>
Amendments to HKFRS 7	Disclosures – Transfers of Financial Assets <sup>1</sup>
Amendments to HKFRS 7	Disclosures – Offsetting Financial Assets and Financial Liabilities <sup>2</sup>
Amendments to HKFRS 9 and HKFRS 7	Mandatory Effective Date of HKFRS 9 and Transition Disclosures <sup>3</sup>
HKFRS 9	Financial Instruments <sup>3</sup>
HKFRS 10	Consolidated Financial Statements <sup>2</sup>
HKFRS 11	Joint Arrangements <sup>2</sup>
HKFRS 12	Disclosure of Interests in Other Entities <sup>2</sup>
HKFRS 13	Fair Value Measurement <sup>2</sup>
Amendments to HKAS 1	Presentation of Items of Other Comprehensive Income <sup>5</sup>
Amendments to HKAS 12	Deferred Tax – Recovery of Underlying Assets <sup>4</sup>
HKAS 19 (as revised in 2011)	Employee Benefits <sup>2</sup>
HKAS 27 (as revised in 2011)	Separate Financial Statements <sup>2</sup>
HKAS 28 (as revised in 2011)	Investments in Associates and Joint Ventures <sup>2</sup>
Amendments to HKAS 32	Offsetting Financial Assets and Financial Liabilities <sup>6</sup>
HK(IFRIC) – Int 20	Stripping Costs in the Production Phase of a Surface Mine <sup>2</sup>

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

<sup>2</sup> Effective for annual periods beginning on or after 1st January, 2013

<sup>3</sup> Effective for annual periods beginning on or after 1st January, 2015

<sup>4</sup> Effective for annual periods beginning on or after 1st January, 2012

<sup>5</sup> Effective for annual periods beginning on or after 1st July, 2012

<sup>6</sup> Effective for annual periods beginning on or after 1st January, 2014

## 2. 採納新訂及經修訂香港財務報告準則(「香港財務報告準則」)(續)

本集團並無提早採納下列已頒佈惟尚未生效之新訂或經修訂之香港財務報告準則：

香港財務報告準則之修訂	香港財務報告準則於二零零九年及二零一一年周期之年度改進 <sup>2</sup>
香港財務報告準則第7號之修訂	披露—轉讓金融資產 <sup>1</sup>
香港財務報告準則第7號之修訂	披露—抵銷金融資產及金融負債 <sup>2</sup>
香港財務報告準則第9號及香港財務報告準則第7號之修訂	香港財務報告準則第9號之強制生效日期及過渡性披露 <sup>3</sup>
香港財務報告準則第9號	金融工具 <sup>3</sup>
香港財務報告準則第10號	綜合財務報表 <sup>2</sup>
香港財務報告準則第11號	共同安排 <sup>2</sup>
香港財務報告準則第12號	披露於其他實體之權益 <sup>2</sup>
香港財務報告準則第13號	公平價值之計量 <sup>2</sup>
香港會計準則第1號之修訂	呈列其他全面收入項目 <sup>5</sup>
香港會計準則第12號之修訂	遞延稅項—收回相關資產 <sup>4</sup>
香港會計準則第19號(二零一一年經修訂)	僱員福利 <sup>2</sup>
香港會計準則第27號(二零一一年經修訂)	獨立財務報表 <sup>2</sup>
香港會計準則第28號(二零一一年經修訂)	於聯營公司及合營企業之投資 <sup>2</sup>
香港會計準則第32號之修訂	抵銷金融資產及金融負債 <sup>6</sup>
香港(國際財務報告詮釋委員會)—詮釋第20號	露天礦場生產階段之剝採成本 <sup>2</sup>

<sup>1</sup> 於二零一一年七月一日或其後開始之年度期間生效

<sup>2</sup> 於二零一三年一月一日或其後開始之年度期間生效

<sup>3</sup> 於二零一五年一月一日或其後開始之年度期間生效

<sup>4</sup> 於二零一二年一月一日或其後開始之年度期間生效

<sup>5</sup> 於二零一二年七月一日或其後開始之年度期間生效

<sup>6</sup> 於二零一四年一月一日或其後開始之年度期間生效



## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

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

## HKFRS 9 "Financial Instruments"

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

Key requirements of HKFRS 9 are described as follows:

- HKFRS 9 requires all recognised financial assets that are within the scope of HKAS 39 "Financial Instruments: Recognition and Measurement" to be subsequently measured at amortised cost or fair value. Specifically, debt investments that are held within a business model whose objective is to collect the contractual cash flows, and that have contractual cash flows that are solely payments of principal and interest on the principal outstanding are generally measured at amortised cost at the end of subsequent accounting periods. All other debt investments and equity investments are measured at their fair values at the end of subsequent reporting periods. In addition, under HKFRS 9, entities may make an irrevocable election to present subsequent changes in the fair value of an equity investment (that is not held for trading) in other comprehensive income, with only dividend income generally recognised in profit or loss.
- The most significant effect of HKFRS 9 regarding the classification and measurement of financial liabilities relates to the presentation of changes in the fair value of a financial liability (designated as at fair value through profit or loss) attributable to changes in the credit risk of that liability. Specifically, under HKFRS 9, for financial liabilities that are designated as at fair value through profit or loss, the amount of change in the fair value of the financial liability that is attributable to changes in the credit risk of that liability is presented in other comprehensive income, unless the recognition of the effects of changes in the liability's credit risk in other comprehensive income would create or enlarge an accounting mismatch in profit or loss. Changes in fair value attributable to a financial liability's credit risk are not subsequently reclassified to profit or loss. Previously, under HKAS 39, the entire amount of the change in the fair value of the financial liability designated as at fair value through profit or loss was presented in profit or loss.

## 2. 採納新訂及經修訂香港財務報告準則（「香港財務報告準則」）（續）

## 香港財務報告準則第9號「金融工具」

香港財務報告準則第9號（於二零零九年頒佈）引進金融資產分類及計量之新規定。香港財務報告準則第9號（於二零一零年經修訂）包括金融負債分類及計量及終止確認之規定。

香港財務報告準則第9號之主要規定如下：

- 香港財務報告準則第9號規定屬香港會計準則第39號「金融工具：確認及計量」範圍以內之所有已確認金融資產其後均須按攤銷成本或公平價值計量。尤其就收取合約現金流量為目的之業務模式內所持有，及合約現金流量僅為本金及尚未償還本金之利息付款之債務投資，一般於其後會計期末按攤銷成本計量。所有其他債務投資及權益性投資均於其後會計期末按公平價值計量。此外，根據香港財務報告準則第9號，實體可作出不可予撤回的選擇，於其他全面收入中呈列股本投資（並非持作買賣）公平價值之其後變動，而一般僅股息收入於損益中確認。
- 就金融負債之分類及計量而言，香港財務報告準則第9號最重大影響乃有關金融負債信貸風險變動應佔該負債（指定為按公平價值於損益列賬）公平價值變動之呈列。尤其是根據香港財務報告準則第9號，就指定按公平價值於損益列賬之金融負債而言，除非於其他全面收入中呈列負債的信貸風險改變，將會導致於損益中產生或擴大會計錯配，否則因負債的信貸風險改變而引致金融負債公平價值金額的變動乃於其他全面收入中確認。金融負債的信貸風險引致的公平價值變動其後不會重新分類到損益中。先前根據香港會計準則第39號，指定按公平價值於損益列賬之金融負債的公平價值變動，乃全數於損益中呈列。



## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

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

**HKFRS 9 “Financial Instruments” (continued)**

The directors anticipate that the adoption of HKFRS 9 in the future may have significant impact on amounts reported in respect of the Group’s financial assets. Regarding the Group’s financial assets, it is not practicable to provide a reasonable estimate of that effect until a detailed review has been completed. As at 31st March, 2012, no financial liability has been designated as at fair value through profit or loss, the application of HKFRS 9 will affect the measurement of such financial liability if designation is made in the future.

**Amendments to HKAS 12 “Deferred Tax - Recovery of Underlying Assets”**

The amendments to HKAS 12 provide an exception to the general principles in HKAS 12 that the measurement of deferred tax assets and deferred tax liabilities should reflect the tax consequences that would follow from the manner in which the entity expects to recover the carrying amount of an asset. Specifically, under the amendments, investment properties that are measured using the fair value model in accordance with HKAS 40 “Investment Property” are presumed to be recovered through sale for the purposes of measuring deferred taxes, unless the presumption is rebutted in certain circumstances.

The amendments to HKAS 12 are effective for annual periods beginning on or after 1st January, 2012. The directors anticipate that the application of the amendments to HKAS 12 in future accounting periods may result in adjustments to the amounts of deferred tax liabilities recognised in prior years regarding the Group’s investment properties of which the carrying amounts are presumed to be recovered through use currently.

Other than as stated above, the directors of the Company are in the process of assessing the impact of the other new and revised HKFRSs.

## 2. 採納新訂及經修訂香港財務報告準則(「香港財務報告準則」)(續)

**香港財務報告準則第9號「金融工具」(續)**

董事預期，日後採納香港財務報告準則第9號可能對本集團金融資產呈報的金額產生重大影響。就本集團之金融資產而言，在詳細檢討完成前，就有關影響提供合理估計並不可行。於二零一二年三月三十一日，並無金融負債被指定為按公平價值於損益列賬，倘該等金融負債於將來被指定採納香港財務報告準則第9號，將影響該等金融負債之計量。

**香港會計準則第12號之修訂「遞延稅項—收回相關資產」**

香港會計準則第12號之修訂提供香港會計準則第12號一般性原則之例外情況，遞延稅項資產及遞延稅項負債之計量應反映該實體預期以收回資產賬面值的方式而產生之稅務後果。特別是，在此項修訂下，根據香港會計準則第40號「投資物業」以公平價值模式計量之投資物業，除非假定在若干情況下被推翻，否則就計量遞延稅項而言假定其可透過出售收回。

香港會計準則第12號之修訂於二零一二年一月一日或其後開始之年度期間生效。董事預期，於日後會計期間採納香港會計準則第12號之修訂，可能導致對本集團之投資物業於過往年度確認之遞延稅項負債金額作出調整(其賬面值假定可透過現時使用收回)。

除上文所述者外，本公司董事正在評估新訂及經修訂香港財務報告準則之影響。



**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS****綜合財務報表附註**

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

**3. SIGNIFICANT ACCOUNTING POLICIES**

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 Hong Kong Stock Exchange (the "Listing Rules") and by the Hong Kong Companies Ordinance.

The consolidated financial statements have been prepared on the historical cost basis except for certain properties and financial instruments, which are measured at revalued amounts or fair values, as explained in the accounting policies set out below. Historical cost is generally based on the fair value of the consideration given in exchange for goods.

The principal accounting policies are set out below.

**Basis of consolidation**

The consolidated financial statements incorporate the financial statements of the Company and entities 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.

The results of subsidiaries acquired or disposed of during the year are included in the consolidated statement of comprehensive income from the effective date of acquisition and 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 in line with those used by other members of the Group.

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

**3. 主要會計政策**

綜合財務報表乃根據香港會計師公會頒佈之香港財務報告準則之規定而編製。此外，綜合財務報表亦包括香港聯交所證券上市規則（「上市規則」）及香港公司條例規定之適用披露規定。

綜合財務報表乃根據歷史成本法編製，惟若干物業及金融工具乃按重估額或公平價值計量，並如下列會計政策所闡釋。歷史成本一般按交易貨物所付代價之公平價值為基準。

主要會計政策載列如下。

**綜合基準**

綜合財務報表包括本公司及本公司所控制實體（附屬公司）之財務報表。倘本公司有能力監管該實體之財務及營運政策，以從其活動中獲益，即獲得該實體之控制權。

年內收購或出售附屬公司之業績乃由實際收購日期起或至實際出售日期止（以適用者為準）計入綜合全面收入表中。

有需要時，附屬公司之財務報表將予以調整，以將其會計政策與本集團其他成員公司一致。

所有集團內公司間之交易、結存、收入及開支在綜合財務報表時均予以對銷。

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS****綜合財務報表附註**

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

**3. SIGNIFICANT ACCOUNTING POLICIES***(continued)***Basis of consolidation** *(continued)**Changes in the Group's ownership interests in existing subsidiaries*

When the Group loses control of a subsidiary, it (i) derecognises the assets (including any goodwill) and liabilities of the subsidiary at their carrying amounts at the date when control is lost, and (ii) recognises the aggregate of the fair value of the consideration received, with any resulting difference being recognised as a gain or loss in profit or loss attributable to the Group. When assets of the subsidiary are carried at revalued amounts or fair values and the related cumulative gain or loss has been recognised in other comprehensive income and accumulated in equity, the amounts previously recognised in other comprehensive income and accumulated in equity are accounted for as if the Group had directly disposed of the related assets (i.e. reclassified to profit or loss or transferred directly to accumulated profits as specified by applicable HKFRSs).

**Business combination**

The acquisition of businesses 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 of control of acquire, 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.

If, after reassessment, the Group's interest in the net fair value of the acquiree's identifiable assets and liabilities exceeds the cost of the business combinations, the excess is recognised immediately in profit or loss.

**3. 主要會計政策***(續)***綜合基準** *(續)**本集團於現有附屬公司之擁有權權益變動*

倘本集團失去一間附屬公司之控制權，則其 (i) 於失去控制權當日取消按賬面值確認該附屬公司之資產 (包括任何商譽) 及負債，及 (ii) 確認所收取代價之公平價值之總額，所產生之差額於損益內確認為本集團應佔之收益或虧損。倘該附屬公司之資產按重估金額或公平價值列賬，而相關累計收益或虧損已於其他全面收益內確認並累計入權益，則先前於其他全面收益確認並累計入權益之款額，將按猶如本集團已直接出售相關資產入賬 (即按適用香港財務報告準則之規定重新分類至損益或直接轉撥至累計溢利)。

**業務合併**

收購附屬公司按收購會計法入賬。收購成本乃按交換日期所給予資產、所產生或承擔之負債及本集團為交換被收購公司之控制權而發行之股本工具及之公平價值，加業務合併直接應佔之成本計算。被收購方符合香港財務報告準則第3號「業務合併」規定確認條件之可予識別資產、負債及或然負債，須於收購日期按其公平價值確認。

於重新評估後，倘本集團於被收購公司之已可識別資產及負債之淨公平價值所佔權益高於業務合併之成本，則該高出數額即時於損益內確認。



## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

## 3. SIGNIFICANT ACCOUNTING POLICIES

(continued)

## Property, plant and equipment

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

Land and buildings held for use in the production or supply of goods or services, or for administrative purposes, are stated in the consolidated statement of financial position at their revalued amount, being the fair value at the date of revaluation less any subsequent accumulated depreciation and any subsequent accumulated impairment losses. Revaluations are performed with sufficient regularity such that the carrying amount does not differ materially from that which would be determined using fair values at the end of the reporting period.

Any revaluation increase arising on revaluation of land and buildings is recognised in other comprehensive income and accumulated in property revaluation reserve, except to the extent that it reverses a revaluation decrease of the same asset previously recognised in profit or loss, in which case the increase is credited to profit or loss to the extent of the decrease previously charged. A decrease in net carrying amount arising on revaluation of an asset is recognised in profit or loss to the extent that it exceeds the balance, if any, on the property revaluation reserve relating to a previous revaluation of the same asset. On the subsequent sale or retirement of a revalued asset, the attributable revaluation surplus is transferred to accumulated profits.

No depreciation is provided in respect of freehold land.

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

If an item of property, plant and equipment becomes an investment property because its use has changed as evidenced by end of owner-occupation, any difference between the carrying amount and the fair value of that item at the date of transfer is recognised in other comprehensive income and accumulated in property revaluation reserve. On the subsequent sale or retirement of the asset, the relevant revaluation reserve will be transferred directly to accumulated profits.

## 3. 主要會計政策

(續)

## 物業、廠房及設備

物業、廠房及設備(不包括土地及樓宇)按成本價值扣除累計折舊及累計減值虧損(如有)於綜合財務狀況表內列賬。

持有並用作生產或供應商品或服務或作行政管理用途之土地及樓宇，按其重估金額於綜合財務狀況表列賬，重估金額乃指於重估日期之公平價值減任何其後之累計折舊及任何期後累計減值虧損。重估乃定期地進行，令賬面值不會與於報告期末使用公平價值釐定之價值有重大差別。

土地及樓宇重估增值乃於其他全面收入確認並於物業重估儲備累計，惟若有關盈餘抵銷相同資產已於以往損益確認之重估減值，則在此情況下，此項增值列入損益的數額直至為曾被扣除之減值額內。因該等資產重估而減少之賬面淨值若超過物業重估儲備內以往重估同一項資產所產生之結餘(如有)，將於損益確認。日後該等資產出售或棄置時，有關之重估盈餘會轉撥至累計溢利。

永久業權土地不作折舊準備。

物業、廠房及設備之成本或公平價值乃採用直線法按其估計可使用年期確認折舊。估計可使用年期及折舊法於各申報期末檢討，所估計之任何變動之影響按未來適用法入賬。

如有物業、廠房及設備項目因用途改變(證諸於業主終止佔用)而變成投資物業，則該項目賬面值與轉讓日公平價值間之差額於其他全面收益確認及於物業重估儲備中累計。繼後該資產出售或退用，相關重估儲備將直接轉撥至累計溢利。



## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 綜合財務報表附註

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

#### 3. SIGNIFICANT ACCOUNTING POLICIES

(continued)

##### Property, plant and equipment (continued)

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

##### Investment properties

Investment properties are properties held to earn rentals and/or for capital appreciation.

Investment properties are initially measured at cost, including any directly attributable expenditure. Subsequent to initial recognition, investment properties are measured at their fair values. Gains or losses arising from changes in the fair value of investment property are included in profit or loss for the period in which they arise.

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

#### 3. 主要會計政策

(續)

##### 物業、廠房及設備(續)

物業、廠房及設備於出售或預期繼續使用該資產時並無未來經濟效益時不再確認。因出售或不再使用物業、廠房及設備項目而產生的收益或虧損(按該項目之出售所得款項與其賬面值之差額計算)於損益內確認。

##### 投資物業

投資物業為持作收取租金及/或資本增值之物業。

首次確認時，投資物業按成本計量，包括任何直接產生之開銷。首次確認後，投資物業乃按其公平價值計量。投資物業公平價值變化所產生之收益或虧損，乃於產生時列入該期間之損益。

投資物業於出售或該投資物業永久失去其用途及預期自出售起不再有經濟效益時終止確認。因終止確認物業所產生之任何收益或虧損(按出售所得款項淨額及該資產賬面值之差額計量)於該項目被終止確認時列入該期間之損益內。



## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

## 3. SIGNIFICANT ACCOUNTING POLICIES

(continued)

## Interests in associates

An associate is an entity over which the Group has significant influence and that is neither a subsidiary nor an interest in a joint venture. Significant influence is the power to participate in the financial and operating policy decisions of the investee but is not control or joint control over those policies.

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 initially recognised in the consolidated statement of financial position at cost and adjusted thereafter to recognise the Group's share of the profit or loss and other comprehensive income of the associates. 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.

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

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

The requirements of HKAS 39 are applied to determine whether it is necessary to recognise any impairment loss with respect to the Group's investment in an associate. When necessary, the entire carrying amount of the investment (including goodwill) is tested for impairment in accordance with HKAS 36 "Impairment of Assets" as a single asset by comparing its recoverable amount (higher of value in use and fair value less costs to sell) with its carrying amount. Any impairment loss recognised forms part of the carrying amount of the investment. Any reversal of that impairment loss is recognised in accordance with HKAS 36 to the extent that the recoverable amount of the investment subsequently increases.

## 3. 主要會計政策

(續)

## 聯營公司權益

聯營公司乃本集團具有重大影響力，惟既非附屬公司亦非合營企業之實體。重大影響力指參與被投資公司財務及營運決策之權力，惟並非控制或共同控制該等政策。

聯營公司之業績及資產及負債均採用權益會計法計入綜合財務報表。根據權益會計法，於聯營公司投資乃按成本值於綜合財務狀況表首次確認，並就本集團於其後確認應佔聯營公司之損益及其他全面收入作出調整。如本集團之應佔一間聯營公司虧損相等於或超過其於聯營公司之權益，包括任何實質構成本集團於聯營公司之淨投資的長期權益，則本集團不再確認其應佔之進一步虧損。如本集團已產生法定或推定責任或代表聯營公司支付款項，則就額外應佔虧損作出撥備及確認負債。

收購成本超出本集團攤佔收購當日確認該聯營公司之已識別資產及負債之公平價值淨額乃確認為商譽，而此商譽乃計入投資賬面值。

經重估後，本集團攤佔收購之已識別資產及負債之公平價值淨額超出收購成本之金額乃隨即於損益中確認。

香港會計準則第39號之規定被採納以釐定是否需要就本集團於聯營公司之投資確認任何減值虧損。於需要時，該項投資之全部賬面值（包括商譽）會根據香港會計準則第36號「資產減值」以單一資產之方式進行減值測試，方法是比較其可收回金額（即使用價值與公平價值減出售成本的較高者）與其賬面值。任何已確認之減值虧損構成該項投資之賬面值之一部份，有關減值虧損之任何撥回乃於該項投資之可收回金額其後增加之情況下根據香港會計準則第36號確認。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 綜合財務報表附註

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

#### 3. SIGNIFICANT ACCOUNTING POLICIES

(continued)

##### Interests in associates (continued)

Upon disposal of an associate that results in the Group losing significant influence over that associate, any retained investment is measured at fair value at that date and the fair value is regarded as its fair value on initial recognition as a financial asset in accordance with HKAS 39. The difference between the previous carrying amount of the associate attributable to the retained interest and its fair value is included in the determination of the gain or loss on disposal of the associate. In addition, the Group accounts for all amounts previously recognised in other comprehensive income in relation to that associate on the same basis as would be required if that associate had directly disposed of the related assets or liabilities. Therefore, if a gain or loss previously recognised in other comprehensive income by that associate would be reclassified to profit or loss on the disposal of the related assets or liabilities, the Group reclassifies the gain or loss from equity to profit or loss (as a reclassification adjustment) when it loses significant influence over that associate.

When the Group transacts with its associate, profits and losses resulting from the transactions with the associate are recognised in the consolidated financial statements only to the extent of interests in the associate that are not related to the Group's interests.

##### Acquisition or deemed acquisition of additional interests in associates

On acquisition or deemed acquisition of additional interests in associates, any excess of the cost of acquisition over the Group's share of the net fair value of the identifiable assets and liabilities of that associate attributable to the additional interests obtained is recognised as goodwill, which is included within the carrying amount of the investment. Any excess of the Group's share of the net fair value of the identifiable assets and liabilities attributable to the additional interests obtained over the cost of acquisition, after reassessment, is recognised immediately in profit or loss.

#### 3. 主要會計政策

(續)

##### 聯營公司權益 (續)

當本集團出售聯營公司時失去對聯營公司重大影響力時，根據香港會計準則第39號任何保留投資之計量為該日之公平價值及首次確認為該金融資產之公平價值。保留投資應佔前於聯營公司權益之賬面金額與其公平價值之差額已包括可辨認出售該聯營公司之收益或虧損。此外，本集團考慮有關該聯營公司所有之前於其他全面收入表內確認之數額，倘該聯營公司已直接出售有關資產或負債，乃按相同基準確認。因此，倘有關該聯營公司所有之前於其他全面收入表內確認之盈利或虧損，倘該聯營公司直接出售有關資產或負債，當失去聯營公司重大影響力時，本集團重新分類該聯營公司之盈利或虧損源自權益撥至於損益內(當重新分類調整)。

當本集團與其聯營公司進行交易時，與聯營公司之交易而導致之溢利或虧損於綜合財務報表內確認僅限於對本集團之權益並無關係之聯營公司之權益。

##### 收購或視作收購聯營公司之額外權益

於收購或視作收購聯營公司之部份權益時，收購成本與本集團分佔該聯營公司之可識別資產及負債之公平價值淨額之任何超出金額，乃於所取得額外權益被確認為商譽於當日確認，並計入投資賬面值內。本集團分佔之可識別資產及負債之公平價值淨額與收購成本之任何超出金額，經重新評估後隨即於損益確認。



## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

## 3. SIGNIFICANT ACCOUNTING POLICIES

(continued)

**Disposal or deemed disposal of partial interests in associates**

On disposal or deemed disposal of partial interests in associates without losing significant influence, the difference between the carrying values of the underlying assets and liabilities attributable to the interests disposed of, or deemed to be disposed of and the consideration received, if any, is credited or charged to the profit or loss as gain/loss on disposal or deemed disposal of interests in associates. In addition, the Group shall reclassify to profit or loss in relation to the partial interests disposed of a proportionate amount of the gain or loss previously recognised in other comprehensive income.

**Intangible assets**

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. The estimated useful life and amortisation method are reviewed at the end of each reporting period, with the effective of any changes in estimate being accounted for on a prospective basis. Intangible assets with indefinite useful lives that are acquired separately 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).

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 profit or loss in the period when the asset is derecognised.

## 3. 主要會計政策

(續)

**出售或視作出售聯營公司部分權益**

出售或視作出售聯營公司之部分權益而不失去重要影響時，已出售或視作將予出售之權益所佔之相關資產與負債之賬面值與已收代價(如有)間之差額，乃於損益中的出售或視作出售聯營公司權益之收益／虧損中計入或扣除。此外，本集團應僅將此前於損益中確認之收益或虧損金額按比例重新分類。

**無形資產**

獨立收購而使用年期有限之無形資產按成本減累計攤銷及任何累計減值虧損列賬。使用年期有限之無形資產按估計使用年期以直線法攤銷。估計可使用年期及攤銷法會在各報告期末進行檢討，估計之任何變動之影響均按預期基準入賬。而無定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(見下文有關有形及無形資產減值虧損之會計政策)計值。

不再確認無形資產所產生收益或虧損，乃按出售所得款項淨額與資產賬面值之差額計量，並於不再確認該資產時在該期間之損益中確認。



## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 綜合財務報表附註

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

#### 3. SIGNIFICANT ACCOUNTING POLICIES

(continued)

##### Financial instruments

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

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

##### Financial assets

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

##### Effective interest method

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

Interest income is recognised on an effective interest basis for debt instruments other than those financial assets classified as at FVTPL, of which interest income is included in net gains or losses.

#### 3. 主要會計政策

(續)

##### 金融工具

倘集團實體訂立金融工具之合約，金融資產及金融負債則須於綜合財務狀況表內確認。

金融資產及金融負債初步按公平價值估量。收購或發行金融資產和金融負債（按公平價值於溢利或虧損列賬之金融資產及金融負債除外）直接應佔之交易成本，應於首次確認時從金融資產或金融負債（如適用）之公平價值加入或扣除。收購按公平價值於溢利或虧損列賬之金融資產或金融負債直接應佔之交易成本，即時於損益中確認。

##### 金融資產

本集團之金融資產乃分類為按公平價值於溢利或虧損列賬之金融資產、貸款及應收款項及可供出售之金融資產。該分類取決於金融資產之性質及用途並於首次確認時釐定。所有金融資產之日常買賣乃按交易日基準確認及不再確認。日常買賣指須於按市場規則或慣例所確立之時間內交付資產之金融資產買賣。

##### 實際利率法

實際利率法為計算於相關期間金融資產之攤銷成本及分配利息收入之方法。實際利率為於首次確認時透過金融資產之預計年期或較短期間（如適用）就估計未來現金收益（包括構成實際利率不可或缺部分之一切已付或已收費用、交易成本及其他溢價或折讓）進行折讓至賬面淨值之利率。

除指定按公平價值於溢利或虧損列賬之金融資產外，債務工具之利息收入乃按實際利率法確認，其利息收入將計入收益或虧損淨額內。



## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

## 3. SIGNIFICANT ACCOUNTING POLICIES

(continued)

## Financial instruments (continued)

## Financial assets (continued)

## Financial assets at FVTPL

Financial assets at FVTPL have two subcategories, including financial assets held for trading and those designated as at FVTPL on initial recognition.

A financial asset is classified as held for trading if:

- it has been acquired principally for the purpose of selling in the near future; or
- it is a part of an identified portfolio of financial instruments that the Group manages together and has a recent actual pattern of short-term profit-taking; or
- it is a derivative that is not designated and effective as a hedging instrument.

Financial assets at FVTPL are measured at fair value, with changes in fair value arising from remeasurement recognised directly in profit or loss in the period in which they arise. The net gain or loss recognised in profit or loss includes interest but excludes dividend earned on the financial assets.

## Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. Subsequent to initial recognition, loans and receivables (including note receivable from an associate, debtors, amounts due from associates, loans receivable, debt portion of convertible notes, short-term bank deposits and bank balances and cash) are carried at amortised cost using the effective interest method, less any identified impairment losses (see accounting policy on impairment loss on financial assets below).

Convertible notes held by the Group are separately presented as a debt portion and conversion option embedded in convertible notes. On initial recognition, the debt portion represents the residual between the fair value of the convertible notes and the fair value of the embedded conversion option. The debt portion is classified as loans and receivables and is subsequently measured at amortised cost using the effective interest method.

## 3. 主要會計政策

(續)

## 金融工具 (續)

## 金融資產 (續)

## 按公平價值於溢利或虧損列賬之金融資產

按公平價值於溢利或虧損列賬之金融資產分為兩類，包括持作買賣金融資產及於首次確認時被指定按公平價值於溢利或虧損列賬之金融資產。

金融資產分類為持作買賣，倘：

- 購入之主要目的為於不久將來出售；或
- 其為本集團一併管理之金融工具組合之一部分，並擁有短期獲利之現時實際樣式；或
- 其為不指定及實際作為對沖工具之衍生工具。

按公平價值於溢利或虧損列賬之金融資產以公平價值估量，其公平價值之變動於產生期間直接於損益中確認。於損益中確認之收益或虧損淨額包括由金融資產獲取之利息，但不包括由金融資產所賺取之股息。

## 貸款及應收款項

貸款及應收款項為於活躍市場並無報價而附帶固定或可釐定付款之非衍生金融資產。於首次確認後，貸款及應收款項（包括應收一間聯營公司票據、應收賬款、應收聯營公司款項、應收貸款、可換股票據債項部份、短期銀行存款、銀行結存及現金）採用實際利率法攤銷成本，並減任何已識別減值虧損列賬（見下文有關金融資產減值虧損之會計政策）。

本集團所持有之可換股票據乃按負債部份及可換股票據所附帶之換股期權分開呈列。於首次確認時，負債部份指可換股票據公平價值與附帶換股期權公平價值之餘額。於隨後期間，負債部份乃以實際利率法按攤銷成本計量。



## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 綜合財務報表附註

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

### 3. SIGNIFICANT ACCOUNTING POLICIES

(continued)

#### Financial instruments (continued)

#### Financial assets (continued)

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

Available-for-sale financial assets are non-derivatives that are either designated or not classified as financial assets at FVTPL, loans and receivables or held-to-maturity investments.

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

##### Impairment of financial assets

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

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

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

- significant financial difficulty of the issuer or counterparty; or
- breach of contract, such as default or delinquency in interest or principal payments; or
- it becoming probable that the borrower will enter bankruptcy or financial re-organisation; or
- disappearance of an active market for that financial asset because of financial difficulties.

### 3. 主要會計政策

(續)

#### 金融工具(續)

#### 金融資產(續)

##### 可供出售金融資產

可供出售金融資產為非衍生項目，乃指定或不劃分為按公平價值於溢利或虧損列賬之金融資產、貸款及應收款項或持至到期投資。

於報告期末，可供出售金融資產乃按公平價值計量。公平價值之變動於其他全面收入確認並於投資重估儲備累計，直至該金融資產被出售或決定被減值，屆時過往於投資重估儲備累計之累計收益或虧損會重新分類至損益(見下文有關金融資產減值虧損之會計政策)。

##### 金融資產之減值

金融資產(按公平價值於溢利或虧損列賬之金融資產除外)乃於報告期末減值跡象作評估。倘有客觀證據證明，金融資產的未來現金流估計會因金融資產首次確認後發生之一件或多件事務而受到影響，則金融資產被視作減值。

就可供出售股權投資而言，該等投資之公平價值大幅或長期低於其成本，則被視為減值之客觀證據。

就所有其他金融資產而言，減值之客觀證據可包括：

- 發行人或交易對手遇到嚴重財政困難；或
- 違約，如逾期或拖欠利息或本金還款；或
- 借款人有可能破產或進行財務重組；或
- 該金融資產因財政困難導致活躍市場消失。



## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

## 3. SIGNIFICANT ACCOUNTING POLICIES

(continued)

## Financial instruments (continued)

## Financial assets (continued)

## Impairment of financial assets (continued)

For certain categories of financial assets, such as trade debtors, assets that are assessed not to be impaired individually are, in addition, 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 and observable changes in national or local economic conditions that correlate with default on receivables.

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

The carrying amount of the financial asset is reduced by the impairment loss directly for all financial assets with the exception of trade debtors, note receivable from an associate, amounts due from associates and loans receivable, 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 balance aforesaid is considered uncollectible, it is written off against the allowance account. Subsequent recoveries of amounts previously written off are credited to profit or loss.

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.

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

## 3. 主要會計政策

(續)

## 金融工具 (續)

## 金融資產 (續)

## 金融資產之減值 (續)

此外，若干金融資產類別（如應收貿易賬款）被評估為非個別減值之資產，會按整體基準進行減值評估。應收賬款組合減值之客觀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信貸期之次數增加，以及國家或地方經濟狀況明顯改變與應收賬款逾期有關。

就按攤銷成本列賬之金融資產而言，減值虧損之金額乃按該資產之賬面值與按原先實際利率折現之估計未來現金流量之現值間之差額計量。

就所有金融資產而言，金融資產之賬面值直接按減值虧損減少，惟應收貿易賬款、應收一間聯營公司票據、應收聯營公司款項及應收貸款除外，其賬面值乃透過使用撥備賬目而減少。撥備賬目之賬面值變動於損益中確認。倘上述結存被視為無法收回，則與撥備賬目撇銷。其後收回過往撇銷之款項於損益中計量。

就按攤銷成本計量之金融資產而言，倘於往後期間，減值虧損金額減少，而該減少可客觀地與確認虧損後發生之事件有關，則先前確認之減值虧損透過損益中撥回，惟該資產於撥回減值當日之資產賬面值不得超過在並未確認減值時之攤銷成本。

按公平價值計賬之可供出售之股本權益投資之減值虧損將不會於損益撥回。任何減值虧損後之公平價值增加直接於其他全面收入確認並於投資重估儲備累計。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 綜合財務報表附註

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

#### 3. SIGNIFICANT ACCOUNTING POLICIES

(continued)

##### Financial instruments (continued)

##### Financial liabilities and equity instruments

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

##### Equity instruments

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

##### Effective interest method

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

Interest expense is recognised on an effective interest basis.

##### Convertible notes payable

Convertible notes payable issued by the Company that contain both the liability and conversion option components are classified separately into respective items on initial recognition in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument. 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)

##### 金融工具(續)

##### 金融負債及股本工具

由集團實體發行之金融負債及股本工具按所訂立之合約安排性質，以及金融負債及股本工具之定義而分類為金融負債或權益。

##### 股本工具

股本工具為帶有本集團資產剩餘權益(經扣除其所有負債)之任何合約。本公司所發行之股本工具按已收所得款扣除直接發行成本確認。

##### 實際利率法

實際利率法為計算於相關期間金融負債之攤銷成本及分配利息開支之方法。實際利率按金融負債預期年期或較短期間(如適用)準確折現估計未來現金開支至其於首次確認時之賬面淨值之利率，包括構成整體實際利率之一切已付或已收費用及點子、交易成本及其他溢價或折讓。

利息開支按實際利率基準確認。

##### 可換股票據應付款項

本公司發行之可換股票據應付款項包括負債及換股權部分，並於首次確認時根據合約安排之內容以及金融負債及股本工具之定義各自歸類。倘換股權將透過交換定額現金或其他金融資產，交換本公司固定數目本身之股本工具，則被分類為股本工具。



## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

## 3. SIGNIFICANT ACCOUNTING POLICIES

*(continued)***Financial instruments** *(continued)***Financial liabilities and equity instruments** *(continued)**Convertible notes payable* *(continued)*

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

In subsequent periods, the liability component of the convertible notes payable 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 notes reserve until the embedded option is exercised (in which case the balance stated in convertible notes reserve will be transferred to share premium). Where the option remains unexercised at the expiry date, the balance stated in convertible notes reserve will be released to accumulated profits. No gain or loss is recognised in profit or loss upon conversion or expiration of the option.

Transaction costs that relate to the issue of the convertible notes payable 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 notes payable using the effective interest method.

*Other financial liabilities*

Other financial liabilities (including trade and other creditors, amounts due to associates, loan from a director, bank borrowings and bank overdrafts) are subsequently measured at amortised cost, using the effective interest method.

## 3. 主要會計政策

*(續)***金融工具** *(續)***金融負債及股本權益工具** *(續)**可換股票據應付款項* *(續)*

於首次確認時，負債部份之公平價值乃採用類似不可換股債務當時之市場利率釐定。發行可換股票據應付款項所得款項總額與分配至負債部份公平價值之差額，相等可讓持有人將票據轉換為股本權益之換股權，並列入股本權益(可換股票據儲備)內。

於隨後期間，可換股票據應付款項之負債部份乃採用實際利率法按經攤銷成本列賬。股本權益部份(相等於可將負債部份轉換為本公司普通股之期權)將繼續列作可換股票據儲備，直至內置期權獲行使為止(於該情況下，於可換股票據儲備呈列之結餘將轉撥至股本溢價)。倘該期權於屆滿時仍未行使，於可換股票據儲備呈列之結餘將轉撥至累計溢利。於期權轉換或屆滿時毋須於損益中確認收益或虧損。

涉及發行可換股票據應付款項之交易成本按所得款項總額之分配比例分配至負債及股本權益部份。涉及股本權益部份之交易成本於股本權益直接扣除。涉及負債部份之交易成本列入負債部份之賬面值，並採用實際利率法於可換股票據應付款項之期間內攤銷。

*其他金融負債*

其他金融負債(包括應付賬款及其他應付款項、應付聯營公司款項、向一名董事借款、銀行借款及銀行透支)於其後使用實際利率法按攤銷成本計量。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 綜合財務報表附註

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

#### 3. SIGNIFICANT ACCOUNTING POLICIES

(continued)

##### Financial instruments (continued)

##### Derivative financial instruments

Derivatives that do not qualify for hedge accounting are deemed as financial assets held for trading. Such derivatives are initially recognised at fair value at the date a derivative contract is entered into and are subsequently remeasured to their fair value at the end of the reporting period. The resulting gain or loss is recognised in profit or loss immediately.

##### Embedded derivatives

Derivatives embedded in non-derivative host contracts are separated from the relevant host contracts and deemed as held for trading when their characteristics and risks are not closely related to those of the host contracts and the host contracts are not measured at fair value with changes in fair value recognised in profit or loss.

##### Derecognition

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

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

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

#### 3. 主要會計政策

(續)

##### 金融工具(續)

##### 衍生金融工具

不符合對沖會計法之衍生金融工具均視作持作買賣金融資產。該衍生工具乃於訂立衍生工具合約日期按公平價值首次確認，其後按報告期末之公平價值再次計量，而由此得出之收益或虧損將即時於損益中確認。

##### 附帶衍生工具

附帶於非衍生主合同之衍生工具乃自有關主合同分開，而當附帶衍生工具之特質及風險與主合同之特質及風險並無密切關係，及主合同並非按公平價值計入損益時，則被視作持作買賣。

##### 不再確認

當從資產收取現金流之合約權利期限屆滿時，或本集團將金融資產及該項資產所有權之絕大部分風險及回報轉讓至另一實體，本集團會不再確認該項金融資產。

於完全不再確認金融資產時，資產賬面值與已收及應收代價及已直接於損益確認之累計收益或虧損並累計於股本權益之總和之間差額，將於損益中確認。

於及僅於本集團之責任獲履行、取消或屆滿時，本集團不再確認金融負債。不再被確認金融負債之賬面值與已付或應付代價之間差額於損益中確認。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

## 3. SIGNIFICANT ACCOUNTING POLICIES

(continued)

## Inventories

Inventories represent finished goods which are stated at the lower of cost and net realisable value. Cost is calculated using the first-in, first-out method.

## Impairment losses on tangible and intangible assets other than goodwill

At the end of the reporting period, 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. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss, if any. When it is not possible to estimate the recoverable amount of an individual asset, the Group estimates the recoverable amount of the cash-generating unit to which the asset belongs. Where a reasonable and consistent basis of allocation can be identified, corporate assets are also allocated to individual cash-generating units, or otherwise they are allocated to the smallest group of cash-generating units for which a reasonable and consistent allocation basis can be identified.

Intangible assets with indefinite useful lives are tested for impairment at least annually, and whenever there is an indication that they may be impaired.

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

If the recoverable amount of an asset is estimated to be less than its carrying amount, the carrying amount of the asset (or a cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognised immediately in profit or loss, unless the relevant asset is carried at a revalued amount under another standard, in which case the impairment loss is treated as a revaluation decrease under that standard.

## 3. 主要會計政策

(續)

## 存貨

存貨為製成品，按成本及可變現淨值兩者之較低者列賬。成本是按先入先出法計算。

## 有形及無形資產之減值虧損（不包括商譽）

於報告期末，本集團會檢討其有形及無形資產之賬面值，以確定有關資產有否出現任何減值虧損之情況。倘存在任何該等跡象，則會估計資產之可收回金額，以釐定減值虧損之程度（如有）。若不可能估計個別資產之可收回金額，本集團則估計該資產所屬現金產生單位之可收回金額。若可明辨一合理及貫徹之分配基準，企業資產亦會分配至個別現金產生單位，否則會分配至最少，並有一可明辨合理貫徹分配基準之現金產生單位組別內。

無定限使用年期之無形資產至少每年及出現可能需作出減值之情況時進行減值測試。

可收回金額乃公平值減銷售成本及使用價值中之較高者。於評估使用價值時，估計未來現金流量採用反映現時市場對貨幣時間價值及資產之特定風險之除稅前貼現率，貼現至其現值，及並無就此對未來現金流量估計予以調整。

如資產之可收回款額估計低於其賬面值，資產（或現金產生單位）之賬面值會削減至其可收回款額。減值虧損會即時確認為損益，除非相關資產根據另一準則之重估值計賬，在此情況下其減值虧損於該準則項下列作重估減值。



## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 綜合財務報表附註

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

#### 3. SIGNIFICANT ACCOUNTING POLICIES

(continued)

##### Impairment losses on tangible and intangible assets other than goodwill (continued)

Where an impairment loss subsequently reverses, the carrying amount of the asset is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or a cash-generating unit) in prior years. A reversal of an impairment loss is recognised as income immediately, unless the relevant asset is carried at a revalued amount under another standard, in which case the reversal of the impairment loss is treated as a revaluation increase under that standard.

##### Revenue recognition

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

Service income is recognised when services are rendered.

Sales of securities are recognised on a trade-date basis when contracts are executed.

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

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

Rental income under operating leases is recognised on a straight-line basis over the terms of the relevant lease.

#### 3. 主要會計政策

(續)

##### 有形及無形資產之減值虧損 (不包括商譽)

(續)

如減值虧損於其後回撥，資產之賬面值會提高至經修訂之估計可收回款額，惟已提高之賬面值不得高於在過往年度未有就資產（或現金產生單位）確認減值虧損之情況下之賬面值。減值虧損之回撥會即時確認為收入，除非相關資產根據另一準則之重估值計賬，在此情況下其減值虧損回撥於該準則項下列作重估增值。

##### 收入之確認

收入按已收或應收代價之公平價值估量，代表於日常業務過程中提供服務之應收款項減折扣及與銷售有關之稅項。

服務收入於提供服務後確認。

出售證券於履行合約交易日確認。

在經濟利益可能流入本集團及銷售收入金額能夠可靠地計量之情況下，投資之股息收入於本集團收取有關款項之權利確立時確認。

在經濟利益可能流入本集團及收入金額能夠可靠地計量之情況下，金融資產之利息收入會被確認。利息收入參考尚未償還之本金額以適用利率按時間比例計算，該利率乃於首次確認時剛好某項金融資產可以折現於預計年期之估計未來現金收益為該資產賬面淨值之利率。

根據經營租約而收取之租金按有關租期以直線法確認。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

## 3. SIGNIFICANT ACCOUNTING POLICIES

(continued)

## Foreign currencies

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

Exchange differences arising on the settlement of monetary items, and on the retranslation of monetary items, are recognised in profit or loss in the period in which they arise. Exchange differences arising on the retranslation of non-monetary items carried at fair value are included in profit or loss for the period except for exchange differences arising on the retranslation of non-monetary items in respect of which gains and losses are recognised directly in other comprehensive income, in which cases, the exchange differences are also recognised directly in other comprehensive income.

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. HKD) using exchange rates prevailing at the end of the reporting period. Income and expenses items are translated at the average exchange rates for the year, unless exchange rates fluctuate significantly during the year, in which case, the exchange rates prevailing at the dates of transactions are used. Exchange differences arising, if any, are recognised in other comprehensive income and accumulated in equity under the heading of the translation reserve.

## 3. 主要會計政策

(續)

## 外幣

編製集團旗下個別實體之財務報表時，以該實體之功能貨幣以外貨幣(外幣)進行之交易，按交易日期之通行匯率折算為其功能貨幣(即該實體經營業務所在主要經濟環境之貨幣)入賬。於報告期末，以外幣列值之貨幣項目按該日之通行匯率重新換算。按公平價值入賬之以外幣列值之非貨幣項目，按釐定其公平價值當日之通行匯率重新換算。按歷史成本計量之以外幣列值非貨幣項目不予重新換算。

結算貨幣項目及換算貨幣項目所產生匯兌差額，於該等差額產生期間之損益中確認。重新換算按公平價值入賬之非貨幣項目所產生匯兌差額計入期內損益，惟重新換算損益直接於權益確認之非貨幣項目所產生差額除外，於此情況下，匯兌差額直接於其他全面收入確認。

就綜合財務報表之呈列方式而言，本集團海外業務之資產與負債按於報告期末通行之匯率換算為本集團之呈列貨幣(即港元)。收入及開支項目按該年度之平均匯率換算，除非該年度之匯率有明顯波動，在此情況下，將使用交易當日之通行匯率。產生之匯兌差額(如有)於其他全面收入確認，並於權益中以匯兌儲備名義累計。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 綜合財務報表附註

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

#### 3. SIGNIFICANT ACCOUNTING POLICIES

(continued)

##### Foreign currencies (continued)

On the disposal of a foreign operation (i.e. a disposal of the Group's entire interest in a foreign operation, or a disposal involving loss of control over a subsidiary that includes a foreign operation, or a disposal involving loss of significant influence over an associate that includes a foreign operation), all of the exchange differences accumulated in equity in respect of that operation attributable to the owners of the Company are reclassified to profit or loss. In addition, in relation to a partial disposal of a subsidiary that does not result in the Group losing control over the subsidiary, the proportionate share of accumulated exchange differences are re-attributed to non-controlling interests and are not recognised in profit or loss. For all other partial disposals (i.e. partial disposals of associates that do not result in the Group losing significant influence), the proportionate share of the accumulated exchange differences is reclassified to profit or loss.

##### Taxation

Taxation represents the sum of the tax currently payable and deferred tax.

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

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

#### 3. 主要會計政策

(續)

##### 外幣(續)

於出售海外業務(即出售本集團於海外業務之全部權益或涉及失去對包括海外業務的一間附屬公司之控制權之出售、或失去對包括海外業務的一間聯營公司之重大影響力之出售)時,就本公司擁有人應佔該業務而於權益內累計之所有匯兌差額重新分類至損益。此外,有關出售部份而並未導致本集團失去控制權之附屬公司,則按此比例將累計匯兌差額重新歸類為非控股權益,而並不於損益內確認。就所有其他部份出售(即出售部份於聯營公司但並不引致本集團失去重大影響力)而言,按比例分佔之累計匯兌差額乃重新分類至損益。

##### 稅項

稅項指現時應付稅項及遞延稅項之和。

現時應付稅項乃按本年度應課稅溢利計算。應課稅溢利與綜合全面收入表中所報溢利不同,乃由於前者不包括在其他年度應課稅收入或可扣稅開支項目,並且不包括永不需課稅或扣稅之項目。本集團之本期稅項負債乃按於報告期末前已頒佈或實質頒佈之稅率計算。

遞延稅項乃按綜合財務報表內資產及負債之賬面值及計算應課稅溢利相應稅基之差額確認。遞延稅項負債通常會就所有應課稅臨時差額確認。遞延稅項資產通常會就所有可扣減臨時差額確認,並按可能出現可利用臨時差額扣稅之應課稅溢利時提撥。若於一項交易中,因商譽或因業務合併以外原因首次確認其他資產及負債而引致之臨時差額既不影響應課稅務溢利,亦不影響會計溢利,則不會確認該等資產及負債。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

## 3. SIGNIFICANT ACCOUNTING POLICIES

(continued)

## Taxation (continued)

Deferred tax liabilities are recognised for taxable temporary differences associated with investments in subsidiaries and associates, 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. Deferred tax assets arising from deductible temporary differences associated with such investments are only recognised to the extent that it is probable that there will be sufficient taxable profits against which to utilise the benefits of the temporary differences and they are expected to reverse in the foreseeable future.

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

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

The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Group expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

Current and deferred tax is recognised in profit or loss, except when it relates to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity, respectively.

## Retirement benefit costs

Payments to defined contribution retirement benefit plans/ the Mandatory Provident Fund Scheme are recognised as an expense when employees have rendered service entitling them to the contributions.

## 3. 主要會計政策

(續)

## 稅項(續)

遞延稅項負債乃按因於附屬公司及聯營公司之投資而引致之應課稅臨時差額而確認，惟倘本集團可令臨時差額對沖及臨時差額有可能未必於可見將來對沖時則作別論。涉及該等投資之可扣減暫時差額產生之遞延稅項資產於具有足夠應課稅溢利可動用暫時差異之利益，且預期於可見將來撥回時，方予以確認。

遞延稅項資產之賬面值會於報告期末進行審閱及扣減，直至未來不可能有足夠之應課稅溢利令有關資產得以全部或部份回收。

遞延稅項資產及負債按預期於償還負債或資產變現之期間適用之稅率計量，而有關稅率之基準為於呈報期結束時已實施或大致實施之稅率(及稅法)。

遞延稅項負債及資產之計量反映本集團預期於呈報期結束時收回或償還資產及負債賬面值所產生之稅務後果。

即期及遞延稅項於損益確認，惟當與於其他全面收入或直接於權益確認之項目有關之情況下，即期及遞延稅項則同樣分別於其他全面收入或直接於權益中確認。

## 退休福利成本

定額供款退休福利計劃／強制性公積金計劃之供款乃當僱員已提供足夠服務年資而享有該供款時列作開支。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 綜合財務報表附註

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

#### 3. SIGNIFICANT ACCOUNTING POLICIES

(continued)

##### Borrowing costs

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

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

##### 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 profit or loss on a straight-line basis over the terms of the relevant lease.

##### The Group as lessee

Operating lease payments are recognised as an expense on a straight-line basis over the lease term.

#### 3. 主要會計政策

(續)

##### 借貸成本

直接因收購、興建或生產合資格資產而產生之借貸成本計入該等資產(需就進行擬定用途或銷售作一定時間準備之資產)之成本,直至該等資產大致上達致其擬定用途或可供出售為止。特定借貸在用於合資格資產前作短暫投資所賺取之投資收入於合資格撥充資本之借貸成本中扣除。

所有其他借貸成本均於產生期間於損益中確認。

##### 租約

倘租約條款將所有權絕大部份風險及收益轉讓予承租人,則租約被分類為融資租約。所有其他租約被分類為經營租約。

##### 本集團作為出租人

經營租約之租金收入於有關租約年期按直線基準在損益中確認。

##### 本集團作為承租人

經營租約款項於有關租約期間按直線法確認為開支。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

## 3. SIGNIFICANT ACCOUNTING POLICIES

(continued)

## Leasing (continued)

**Leasehold land and building**

When a lease includes both land and building elements, the Group assesses the classification of each element as a finance or an operating lease separately based on the assessment as to whether substantially all the risks and rewards incidental to ownership of each element have been transferred to the Group, unless it is clear that both elements are operating leases in which case the entire lease is classified as an operating lease. Specifically, the minimum lease payments (including any lump-sum upfront payments) are allocated between the land and the building elements in proportion to the relative fair values of the leasehold interests in the land element and building element of the lease at the inception of the lease.

To the extent the allocation of the lease payments can be made reliably, interest in leasehold land that is accounted for as an operating lease is presented as "prepaid lease payments" in the consolidated statement of financial position and is released over the lease term on a straight-line basis except for those that are classified and accounted for as investment properties under the fair value model. When the lease payments cannot be allocated reliably between the land and building elements, the entire lease is generally classified as a finance lease and accounted for as property, plant and equipment.

**Equity-settled share-based payment transactions****Share options granted to employees**

The fair value of services received determined by reference to the fair value of share options granted at the grant date is recognised as an expense in full at the grant date when the share options granted vest immediately, with a corresponding increase in equity (share option reserve).

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

When share options are exercised, the amount previously recognised in share option 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 option reserve will be transferred to accumulated profits.

## 3. 主要會計政策

(續)

## 租約 (續)

**租賃土地及樓宇**

倘一項租賃同時包括土地及樓宇部份，則本集團會分別依照各部份擁有權隨附之絕大部份風險及回報是否已轉移至本集團，評估各部份分類為融資或經營租賃，除非清楚確定該兩部分均為經營租約則除外，於此情況下，整項租約分類為經營租約。具體而言，最低租賃款項(包括任何一筆過支付之預付款項)會按訂立租賃時租賃土地部份與樓宇部份租賃權益之相關公平價值，按比例於土地及樓宇部份之間分配。

倘租金能可靠分配，則以經營租約列賬之租賃土地權益於綜合財務狀況表中列為「預付租賃開支」，且於租期內按直線法攤銷(按公平值模式分類及列賬為投資物業者除外)。倘租金未能可靠地於土地及樓宇部份作出分配，則全部租賃一般會列作融資租賃，作物業、廠房及設備列賬。

**以權益結算並以股份支付之交易****授予僱員之購股權**

參考於授出日期授出股份之公平價值而釐定所得服務之公平價值，乃確認為所授出股份即時歸屬時於授出日期之開支，並於股本權益中作出相應增加(購股權儲備)。

於報告期末，本集團修訂對預期最終可予歸屬購股權數目之推測。在歸屬期內修改預訂預測之影響(如有)乃於損益內確認，使累計開支反映經修訂推測，並對購股權儲備作相應調整。

行使購股權時，早前已確認之購股權儲備數額將被轉換為股份溢價。倘購股權於歸屬日期後被沒收或於屆滿日期時仍未獲行使，早前已確認之購股權儲備數額將轉入累計溢利。



## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 綜合財務報表附註

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

#### 3. SIGNIFICANT ACCOUNTING POLICIES

(continued)

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

(continued)

##### Share options granted to consultants

Share options issued in exchange for goods or services are measured at the fair values of the goods or services received, unless that fair value cannot be reliably measured, in which case the goods or services received are measured by reference to the fair value of the share options granted. The fair values of the goods or services received are recognised as expenses, with a corresponding increase in equity (share option reserve), when the counterparties render services unless the services qualify for recognition as part of the cost of assets.

#### 4. CRITICAL ACCOUNTING ESTIMATES AND JUDGMENTS

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 affects both current and future periods.

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

#### 3. 主要會計政策

(續)

##### 以權益結算並以股份支付之交易

(續)

##### 授予顧問之購股權

為換取貨品或服務而發行之購股權乃按所獲貨品或服務之公平價值計量，除非公平價值不能可靠計量，則所獲貨品或服務參照獲授購股權之公平價值計量。除非所獲貨品或服務合資格確認為資產成本部分，否則其公平價值於對手方提供服務時即時確認為開支，並於股本權益中作出相應增加（購股權儲備）。

#### 4. 重大會計估計及判斷

採納本集團之會計政策時，如附註3所述，本公司董事需就尚未於其他來源明顯可見之資產及負債之賬面值作出判斷、估計及假設。估計及相關假設乃按歷史經驗及被視為相關之其他因素而作出。實際結果可能與該等估計有所不同。

估計及相關假設持續進行審閱。會計估計之修訂於估計修訂之期間內確認（倘修訂僅影響有關期間），或於修訂及未來期間確認（倘修訂同時影響本期間及未來期間）。

以下為於報告期末有關未來之主要假設，及估計不確定性之其他主要來源，均存在於下個財政年度對資產及負債之賬面值作出大幅調整之重大風險。



## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

## 4. CRITICAL ACCOUNTING ESTIMATES AND JUDGMENTS (continued)

## Interests in associates

The Group's interests in associates are carried at share of net assets of associates together with goodwill which arose on their acquisition. As at 31st March, 2012, the carrying value of the Group's interests in associates exceeded the market value of the Group's holding therein by an amount of approximately HK\$1,546 million. Management has assessed the recoverable amounts of the Group's interest in associates. This assessment involves significant assumptions about future events and market conditions that the amount can be realised may be different as projected if and when the Group is to dispose this interest.

For acquisition or deemed acquisition of additional interests in associates, the gain arising on the acquisition or deemed acquisition of additional interests is calculated using fair value information of the net identifiable assets and liabilities at the date the additional interests are acquired and is recognised in profit or loss. The fair value information of the net identifiable assets and liabilities involves significant assumptions about valuation of the net identifiable assets and liabilities of the associates.

## 5. TURNOVER, GROSS PROCEEDS, REVENUE AND SEGMENT INFORMATION

Revenue represents the amounts received and receivable from outside customers for the year and includes gain on disposal of investments held for trading. An analysis of the Group's revenue for the year is as follows:

		2012 二零一二年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元
Interest income	利息收入	11,760	26,902
Property rental income	物業租金收入	3,087	4,125
Dividend income on available-for-sale investments	可供出售投資之 股息收入	611	168
Gain on disposal of investments held for trading	出售持作買賣投資 之收益	22	-
Management and other related service income	管理及其他有關服務 之收入	3,895	4,736
Others	其他	173	171
		<b>19,548</b>	<b>36,102</b>

## 4. 重大會計估計及判斷(續)

## 聯營公司權益

本集團於聯營公司之權益乃以分佔聯營公司資產淨值加收購所產生商譽列賬。於二零一二年三月三十一日，本集團於聯營公司之權益之賬面值超出本集團持有之市值約1,546,000,000港元。管理層已評估本集團於聯營公司之權益之可收回金額。評估涉及有關未來事件及市場狀況之重大假設，倘當本集團出售權益，所變現金額或會與預期不同。

就收購或視作收購額外權益而言，收購或視作收購額外權益所產生收益乃按收購額外權益當日可識別資產及負債淨額之公平值資料計算，並於損益確認。可識別資產及負債淨額之公平值資料涉及聯營公司之可識別資產及負債淨額之估值之重大假設。

## 5. 營業額、所得款項總額、收入及分部資料

收入指本年度來自外界客戶之已收及應收款項，當中包括出售持作買賣投資之收益。本集團本年度收入之分析如下：



## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

## 5. TURNOVER, GROSS PROCEEDS, REVENUE AND SEGMENT INFORMATION (continued)

## Segment information

The Group's operating segments, based on information reported to the chief operating decision maker, being the Executive Directors of the Company, for the purposes of resource allocation and performance assessment are as follows:

Finance	-	loan financing services
Long-term investment	-	investment in investments such as convertible notes issued by the associates
Other investment	-	investment in available-for-sale investments and trading of securities
Others	-	leasing of investment properties, leasing of motor vehicles and management services

Information regarding the above operating segments, which are also reportable segments of the Group, is reported below.

Gross proceeds included in turnover represents the amounts received and receivable from outside customers for the year together with gross proceeds from disposal of held for trading investments which arise incidental to the main revenue generating activities of the Group.

## 5. 營業額、所得款項總額、收入及分部資料(續)

## 分部資料

本集團之經營分部，根據呈報予主要營運決策人仕(即本公司之執行董事)之資料以作資源分配及表現評估之用途如下：

融資	-	貸款融資服務
長期投資	-	投資於投資項目包括聯營公司發行之可換股票據
其他投資	-	投資於可供出售投資及證券買賣
其他	-	投資物業租賃、出租汽車及管理服務

有關上述經營分部之資料，亦為本集團可呈報之分部，呈報如下。

列入營業額之所得款項總額，乃指本年度已收及應收對外客戶之款項，連同出售特作買賣投資之所得款項總額，該等特作買賣投資乃於本集團主要產生收入活動中產生。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

## 5. TURNOVER, GROSS PROCEEDS, REVENUE AND SEGMENT INFORMATION (continued)

## 5. 營業額、所得款項總額、收入及分部資料(續)

## Segment information (continued)

## 分部資料(續)

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

以下為本集團按經營及可呈報分部劃分之收入及業績分析：

For the year ended 31st March, 2012

截至二零一二年三月三十一日止年度

		Finance 融資 HK\$'000 千港元	Long-term investment 長期投資 HK\$'000 千港元	Other investment 其他投資 HK\$'000 千港元	Others 其他 HK\$'000 千港元	Segment total 分部總計 HK\$'000 千港元	Eliminations 抵銷 HK\$'000 千港元	Consolidated 綜合 HK\$'000 千港元
<b>TURNOVER</b>	<b>營業額</b>							
- gross proceeds	- 所得款項總額	5,197	8,188	729	9,180	23,294	(3,650)	19,644
<b>SEGMENT REVENUE</b>	<b>分部收入</b>							
External sales	對外銷售	3,435	8,188	633	7,292	19,548	-	19,548
Inter-segment sales	分部間銷售	1,762	-	-	1,888	3,650	(3,650)	-
Total	總計	5,197	8,188	633	9,180	23,198	(3,650)	19,548
<b>RESULT</b>	<b>業績</b>							
Segment result	分部業績	(29,696)	18,333	613	13,642	2,892	-	2,892
Central administration costs	中央行政成本							(18,596)
Finance costs	財務成本							(18,561)
Gain on disposal of subsidiaries (Note)	出售附屬公司之收益(附註)							21,732
Net loss on deemed disposal of partial interests in associates	視作出售聯營公司部分權益之虧損淨額							(3,748)
Gain on convertible notes payable	可換股票據應付款項之收益							16,159
Share of results of associates - share of results	攤佔聯營公司業績 - 攤佔業績							108,333
- gain on deemed acquisition and acquisitions of additional interests in associates	- 視作收購或收購額外聯營公司權益之收益							322,463
Profit before taxation	除稅前溢利							430,674

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

## 5. TURNOVER, GROSS PROCEEDS, REVENUE AND SEGMENT INFORMATION (continued)

## 5. 營業額、所得款項總額、收入及分部資料(續)

## Segment information (continued)

## 分部資料(續)

For the year ended 31st March, 2011

截至二零一一年三月三十一日止年度

		Finance 融資 HK\$'000 千港元	Long-term investment 長期投資 HK\$'000 千港元	Other investment 其他投資 HK\$'000 千港元	Others 其他 HK\$'000 千港元	Segment total 分部總計 HK\$'000 千港元	Eliminations 抵銷 HK\$'000 千港元	Consolidated 綜合 HK\$'000 千港元
<b>TURNOVER</b>	<b>營業額</b>							
- gross proceeds	- 所得款項總額	13,442	22,911	18,521	12,095	66,969	(12,514)	54,455
<b>SEGMENT REVENUE</b>	<b>分部收入</b>							
External sales	對外銷售	3,948	22,911	168	9,075	36,102	-	36,102
Inter-segment sales	分部間銷售	9,494	-	-	3,020	12,514	(12,514)	-
Total	總計	13,442	22,911	168	12,095	48,616	(12,514)	36,102
<b>RESULT</b>	<b>業績</b>							
Segment result	分部業績	(23,867)	29,589	(9,568)	17,124	13,278	-	13,278
Central administration costs	中央行政成本							(19,213)
Finance costs	財務成本							(22,558)
Net loss on deemed disposal of partial interests in associates	視作出售聯營公司部分權益之虧損淨額							(49,853)
Gain on convertible notes payable	可換股票據應付款項之收益							2,331
Share of results of associates - share of results	攤佔聯營公司業績 - 攤佔業績							86,497
- gain on acquisitions of additional interests in associates	- 增購聯營公司額外權益之收益							228,836
Profit before taxation and impairment loss on an associate upon and after classification as held for distribution to shareholders and gain on derecognition of the associate	除稅前及一間聯營公司於重新分類為持作分派予股東時及其後之減值虧損及終止確認該聯營公司之收益前之溢利							239,318
Impairment loss on an associate upon and after classification as held for distribution to shareholders and gain on derecognition of the associate	一間聯營公司於重新分類為持作後分派予股東時及其後之減值虧損及終止確認該聯營公司之收益							(829,897)
Loss before taxation	除稅前虧損							(590,579)

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

## 5. TURNOVER, GROSS PROCEEDS, REVENUE AND SEGMENT INFORMATION (continued)

## Segment information (continued)

Inter-segment sales are charged at prevailing market rate or at terms determined and agreed by both parties.

Segment result represents the result of each segment without allocation of central administration costs, including directors' salaries, finance costs, gain on disposal of subsidiaries, gain on convertible notes payable, impairment loss on an associate upon and after classification as held for distribution to shareholders and gain on derecognition of the associate and items related to interests in associates.

## Note:

Reconciliation of gain on disposal of subsidiaries

## 5. 營業額、所得款項總額、收入及分部資料(續)

## 分部資料(續)

分部間銷售乃按通行市價或按雙方決定及同意之條款收取。

分部業績指各分部之業績，惟不將中央行政成本(包括董事薪酬)、財務成本、出售附屬公司之收益、可換股票據應付款項所得收益、一間聯營公司於重新分類為持作分派予股東時及其後之減值虧損及終止確認該聯營公司之收益及與聯營公司權益有關之項目分配。

## 附註：

出售附屬公司之收益之對賬

		2012 二零一二年 HK\$'000 千港元
Others segment	其他分部	9,313
Unallocated	未分配部分	21,732
Gain on disposal of subsidiaries as shown in the consolidated statement of comprehensive income	綜合全面收入表所列之出售附屬公司之收益	31,045

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

## 5. TURNOVER, GROSS PROCEEDS, REVENUE AND SEGMENT INFORMATION (continued)

## 5. 營業額、所得款項總額、收入及分部資料(續)

## Segment assets and liabilities

## 分部資產及負債

As at 31st March, 2012

於二零一二年三月三十一日

		Finance 融資 HK\$'000 千港元	Long-term investment 長期投資 HK\$'000 千港元	Other investment 其他投資 HK\$'000 千港元	Others 其他 HK\$'000 千港元	Segment total 分部合計 HK\$'000 千港元	Unallocated 未分配 HK\$'000 千港元	Total 綜合 HK\$'000 千港元
<b>SEGMENT ASSETS</b>	<b>分部資產</b>							
Segment assets	分部資產	112,430	74,478	15	23,240	210,163	-	210,163
Interests in associates	聯營公司權益	-	-	-	-	-	2,506,835	2,506,835
Unallocated corporate assets	未分配之企業資產	-	-	-	-	-	65,030	65,030
Total assets	總資產	112,430	74,478	15	23,240	210,163	2,571,865	2,782,028

As at 31st March, 2011

於二零一一年三月三十一日

		Finance 融資 HK\$'000 千港元	Long-term investment 長期投資 HK\$'000 千港元	Other investment 其他投資 HK\$'000 千港元	Others 其他 HK\$'000 千港元	Segment total 分部合計 HK\$'000 千港元	Unallocated 未分配 HK\$'000 千港元	Total 綜合 HK\$'000 千港元
<b>SEGMENT ASSETS</b>	<b>分部資產</b>							
Segment assets	分部資產	25,142	61,750	1,569	102,959	191,420	-	191,420
Interests in associates	聯營公司權益	-	-	-	-	-	2,022,646	2,022,646
Unallocated corporate assets	未分配之企業資產	-	-	-	-	-	264,785	264,785
Total assets	總資產	25,142	61,750	1,569	102,959	191,420	2,287,431	2,478,851

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

為著監控分部表現及在各分部間分配資源：

- all assets are allocated to operating segment other than interests in associates, property, plant and equipment, intangible assets, short-term bank deposits, bank balances and cash, portion of debtors and prepayments and amounts due from associates.
- no segment liabilities information is provided as no such information is regularly provided to the Executive Directors of the Company on making decision for resources allocation and performance assessment.
- 所有資產已分配入經營分部，不包括聯營公司權益、物業、廠房及設備、無形資產、短期銀行存款、銀行結存及現金、部分應收賬款、預付款及應收聯營公司款項。
- 由於分部負債資料未有經常提供予本公司執行董事作為用於資源分配及評核表現之決策，故此未有提供此資料。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

## 5. TURNOVER, GROSS PROCEEDS, REVENUE AND SEGMENT INFORMATION (continued)

## 5. 營業額、所得款項總額、收入及分部資料(續)

## Other information

## 其他資料

For the year ended 31st March, 2012

截至二零一二年三月三十一日止年度

		Finance 融資 HK\$'000 千港元	Long-term investment 長期投資 HK\$'000 千港元	Other investment 其他投資 HK\$'000 千港元	Others 其他 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Amounts included in the measure of segment result:	計量分部業績時包括之款項：					
Interest income	利息收入	3,435	8,188	-	137	11,760
Net (loss) gain on:	以下產生之(虧損)收益淨額：					
- conversion options embedded in convertible notes	- 可換股票據附帶之換股權	-	(3,468)	-	-	(3,468)
- investments held for trading	- 持作買賣投資	-	-	22	-	22
- changes in fair values of investment properties	- 投資物業公平值變動	-	-	-	2,000	2,000
- repurchase of convertible notes receivable	- 購回可換股票據應收款項	-	13,704	-	-	13,704

For the year ended 31st March, 2011

截至二零一一年三月三十一日止年度

		Finance 融資 HK\$'000 千港元	Long-term investment 長期投資 HK\$'000 千港元	Other investment 其他投資 HK\$'000 千港元	Others 其他 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Amounts included in the measure of segment result:	計量分部業績時包括之款項：					
Interest income	利息收入	3,948	22,911	-	43	26,902
Net (loss) gain on:	以下產生之(虧損)收益淨額：					
- conversion options embedded in convertible notes	- 可換股票據附帶之換股權	-	(76)	-	-	(76)
- investments held for trading	- 持作買賣投資	-	-	(1,800)	-	(1,800)
- changes in fair values of investment properties	- 投資物業公平值變動	-	-	-	13,088	13,088
- repurchase of convertible notes receivable	- 購回可換股票據應收款項	-	6,859	-	-	6,859

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

## 5. TURNOVER, GROSS PROCEEDS, REVENUE AND SEGMENT INFORMATION (continued)

## Geographical information

The Group's operations are located in Hong Kong and Canada.

Information about the Group's revenue from external customers or counterparties is presented based on the locations of transactions conducted. Information about the Group's non-current assets is presented based on the geographical locations of the assets.

## 5. 營業額、所得款項總額、收入及分部資料(續)

## 地區資料

本集團之業務位於香港及加拿大。

本集團來自對外客戶或交易對手之收入資料乃按交易進行之地理位置劃分。本集團有關非流動資產之資料乃按資產地理位置劃分。

	Revenue		Carrying amount of non-current assets	
	收入		非流動資產賬面值	
	2012	2011	2012	2011
	二零一二年	二零一一年	二零一二年	二零一一年
	HK\$'000	HK\$'000	HK\$'000	HK\$'000
	千港元	千港元	千港元	千港元
Hong Kong 香港	14,772	30,775	9,881	329,260
Canada 加拿大	4,776	5,327	25,677	26,424
	<b>19,548</b>	<b>36,102</b>	<b>35,558</b>	<b>355,684</b>

Non-current assets excluded interests in associates, debt portion of convertible notes, conversion options embedded in convertible notes, note receivable from an associate and available-for-sale investments.

## Information about major customers

During the year, the Group received interest income from certain convertible notes issued by one associate (2011: three) which contributed over 10% of the total revenue of the Group amounted to HK\$8,188,000 (2011: HK\$10,765,000, HK\$7,449,000 and HK\$4,697,000, respectively). The interest income is included in the long-term investment segment.

## Major revenue by services and investments

The Group's major revenue by services and investments was disclosed in the segment revenue above.

非流動資產不包括聯營公司權益、可換股票據之債項部分、可換股票據附帶之換股權、應收一間聯營公司票據及可供出售投資。

## 有關主要客戶之資料

年內，本集團就一間(二零一一年：三間)聯營公司所發行之若干可換股票據已收取之利息收入佔本集團總收入超過10%，金額為8,188,000港元(二零一一年：分別為10,765,000港元、7,449,000港元及4,697,000港元)。利息收入被計入長期投資分部內。

## 來自服務及投資之主要收入

本集團來自服務及投資之主要收入於上述分部收入中披露。



## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

## 6. NET GAIN ON FINANCIAL INSTRUMENTS

## 6. 金融工具之收益淨額

		2012 二零一二年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元
Dividend income on available-for-sale investments	可供出售投資之股息收入	611	168
Gain on convertible notes payable (note 31)	可換股票據應付款項所得收益(附註31)	16,159	2,331
Net gain (loss) on:	收益(虧損)淨額:		
- Repurchase of convertible notes receivable (Note)	- 購回可換股票據應收款項(附註)	13,704	6,859
- Conversion options embedded in convertible notes	- 可換股票據附帶之換股權	(3,468)	(76)
- Investments held for trading	- 持作買賣投資	22	(1,800)
		<b>27,028</b>	<b>7,482</b>

Note: As detailed in note 20, the Group accepted the ITC Properties Repurchase Offer and a gain on acceptance of the ITC Properties Repurchase Offer of HK\$13,704,000 was recognised during the current year in the profit or loss.

During the year ended 31st March, 2011, as detailed in note 11, the Group accepted the Hanny Repurchase Offer. The carrying value of the debt component of the Hanny Notes was amounted to HK\$214,268,000 at the date of acceptance of the Hanny Repurchase Offer. The fair value of the embedded derivatives was insignificant. A gain on the repurchase of convertible notes determined based on the fair value of the new shares of Hanny issued to the Group as at 11th November, 2010 and, after taking into account the transaction cost, amounting to HK\$15,385,000, was recognised in profit or loss.

The gain was set off by the loss of HK\$8,526,000 on the repurchase of convertible notes issued by Rosedale Hotel Holdings Limited ("Rosedale"). The aggregate carrying value of the convertible notes issued by Rosedale, together with the fair value of the embedded derivatives at the date of repurchase, was HK\$108,108,000 and the repurchase consideration, after netting off with the transaction cost, was HK\$99,582,000.

附註：誠如附註20所述，本集團接納德祥地產購回建議及接納德祥地產購回建議之收益13,704,000港元已於本年度損益中確認。

截至二零一一年三月三十一日止年度，誠如附註11所述，本集團接納錦興購回建議。錦興票據債項部分之賬面值於接納錦興回購建議當日為214,268,000港元。附帶衍生工具之公平價值為微不足道。購回可轉換票據(根據於二零一零年十一月十一日發行予本集團之新錦興股份公平值釐定，並於計入交易成本後)所產生之15,385,000港元收益已於損益確認。

該收益已為珀麗酒店控股有限公司(「珀麗」)購回彼所發行之可換股票據導致之虧損8,526,000港元所抵銷。珀麗發行之可換股票據之賬面總值(連同附帶衍生工具於購回當日之公平價值)為108,108,000港元，贖回代價(扣除交易成本)為99,582,000港元。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

## 7. DIRECTORS' AND EMPLOYEES' EMOLUMENTS

The emoluments paid or payable to each of the nine directors were as follows:

## (a) Directors' emoluments

		Fees	Salaries and other benefits	Retirement benefit scheme contributions	Discretionary bonus	Total
		袍金 HK\$'000 千港元	薪酬及其他福利 HK\$'000 千港元	退休福利計劃供款 HK\$'000 千港元	酌情花紅 HK\$'000 千港元	總酬金 HK\$'000 千港元
<b>2012</b>	<b>二零一二年</b>					
Chan Kwok Keung, Charles	陳國強	10	3,240	324	2,700	6,274
Chau Mei Wah, Rosanna	周美華	10	3,240	324	2,550	6,124
Chan Kwok Chuen, Augustine	陳國銓	10	1,932	61	1,500	3,503
Chan Fut Yan	陳佛恩	10	600	60	-	670
Cheung Hon Kit (Note)	張漢傑 (附註)	4	-	-	-	4
Chan Yiu Lun, Alan	陳耀麟	10	1,080	12	1,500	2,602
Chuck, Winston Calptor	卓育賢	200	-	-	-	200
Lee Kit Wah	李傑華	200	-	-	-	200
Shek Lai Him, Abraham	石禮謙	200	-	-	-	200
<b>Total</b>	<b>總計</b>	<b>654</b>	<b>10,092</b>	<b>781</b>	<b>8,250</b>	<b>19,777</b>

Note: Retired as a director on 19th August, 2011

附註：於二零一一年八月十九日退任董事

		Fees	Salaries and other benefits	Retirement benefit scheme contributions	Discretionary bonus	Total
		袍金 HK\$'000 千港元	薪酬及其他福利 HK\$'000 千港元	退休福利計劃供款 HK\$'000 千港元	酌情花紅 HK\$'000 千港元	總酬金 HK\$'000 千港元
<b>2011</b>	<b>二零一一年</b>					
Chan Kwok Keung, Charles	陳國強	10	3,240	324	2,500	6,074
Chau Mei Wah, Rosanna	周美華	10	3,240	324	2,250	5,824
Chan Kwok Chuen, Augustine	陳國銓	10	1,932	61	500	2,503
Chan Fut Yan	陳佛恩	10	600	60	-	670
Cheung Hon Kit	張漢傑	10	-	-	-	10
Chan Yiu Lun, Alan	陳耀麟	10	960	12	1,000	1,982
Chuck, Winston Calptor	卓育賢	200	-	-	-	200
Lee Kit Wah	李傑華	200	-	-	-	200
Shek Lai Him, Abraham	石禮謙	200	-	-	-	200
<b>Total</b>	<b>總計</b>	<b>660</b>	<b>9,972</b>	<b>781</b>	<b>6,250</b>	<b>17,663</b>

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

## 7. DIRECTORS' AND EMPLOYEES' EMOLUMENTS

(continued)

## (b) Employees' emoluments

Of the five individuals with the highest emoluments in the Group, four (2011: four) were directors of the Company whose emoluments were included in Note (a) above. The emoluments of the remaining one (2011: one) individual was as follows:

		2012 二零一二年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元
Salaries and other benefits	薪酬及其他福利	1,416	1,800
Discretionary bonus	酌情花紅	236	300
Retirement benefit scheme contributions	退休福利計劃供款	12	90
		<u>1,664</u>	<u>2,190</u>

Their emoluments were within the following bands:

		Number of employees 僱員人數	
		2012 二零一二年	2011 二零一一年
HK\$1,500,001 to HK\$2,000,000	1,500,001港元至2,000,000港元	1	-
HK\$2,000,001 to HK\$2,500,000	2,000,001港元至2,500,000港元	-	1
		<u>1</u>	<u>1</u>

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

The discretionary bonus is based on the directors' and employees' skills, knowledge and involvement in the Group's affairs and determined by reference to the Group's performance, as well as remuneration benchmark in the industry and the prevailing market conditions.

## 7. 董事及僱員酬金 (續)

## (b) 僱員酬金

本集團五位最高薪人員中，四位(二零一一年：四位)為本公司董事，其酬金已計入上文附註(a)。其餘一位(二零一一年：一位)人員之酬金如下：

	2012 二零一二年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元
Salaries and other benefits	1,416	1,800
Discretionary bonus	236	300
Retirement benefit scheme contributions	12	90
	<u>1,664</u>	<u>2,190</u>

彼等之酬金所屬範圍如下：

		Number of employees 僱員人數	
		2012 二零一二年	2011 二零一一年
HK\$1,500,001 to HK\$2,000,000	1,500,001港元至2,000,000港元	1	-
HK\$2,000,001 to HK\$2,500,000	2,000,001港元至2,500,000港元	-	1
		<u>1</u>	<u>1</u>

年內，本集團並無向五位最高薪人員(包括董事)支付任何酬金作為本集團邀請彼等加入(或在彼等加入後)之酬勞或作為彼等失去職位之賠償金。此外，年內並無任何董事豁免任何酬金。

酌情花紅乃基於董事及僱員之技能、知識及參與本公司事務之程度，並參考本公司之表現以及行內薪酬基準及當時市況而釐定。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

## 8. FINANCE COSTS

Interest on:	應付以下利息：
Bank borrowings wholly repayable within five years	須於五年內全部償還之銀行借款
Loan from a director	向一名董事借款
Convertible notes payable wholly repayable within five years	須於五年內全部償還之可換股票據應付款項

## 8. 財務成本

	2012 二零一二年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元
	1,882	634
	1,138	1,132
	15,541	20,792
	<b>18,561</b>	<b>22,558</b>

## 9. DISPOSAL OF SUBSIDIARIES

On 9th September, 2011, the Group entered into a sale and purchase agreement to dispose of its entire interest in Top Precise Investments Limited, a wholly-owned subsidiary of the Company ("Top Precise", together with its wholly-owned subsidiary, Great Intelligence Limited, collectively referred to as the "Top Precise Group"), ("Top Precise Agreement") and the entire amount of the shareholder's loan owing by Top Precise to ITC Development Group Limited (formerly known as Hero's Way Resources Ltd.), another wholly-owned subsidiary of the Company as at the completion date to a subsidiary of ITC Properties Group Limited ("ITC Properties"), an associate of the Group, for an aggregate consideration of HK\$313,000,000 plus the net tangible asset value ("NTAV", as defined in the circular dated 26th October, 2011) at completion subject to adjustments (see circular dated 26th October, 2011 issued by the Company for details).

Top Precise Group is engaged in the leasing of properties to the Group and outsiders. The transaction was completed on 16th November, 2011, on which date, the consideration was determined as HK\$215,670,000 (being HK\$313,000,000 plus the negative NTAV of HK\$97,330,000). Of the net proceeds, HK\$100,000,000 shall be settled by way of the issue of a 2-year loan note issued by a subsidiary of ITC Properties (refer to note 21 for details). On the disposal of Top Precise Group, the property revaluation reserve of HK\$180,920,000, which was recognised as equity, was reclassified to accumulated profits. According to the Top Precise Agreement, the Group had given an indemnity relating to taxation liabilities, if any, and the affairs and business of Top Precise Group up to the date of disposal to the purchaser.

## 9. 出售附屬公司

於二零一一年九月九日，本集團訂立一份買賣協議出售其於本公司全資附屬公司Top Precise Investments Limited（「Top Precise」，連同其全資附屬公司Great Intelligence Limited統稱「Top Precise集團」）之全部權益（「Top Precise協議」）及Top Precise於完成日期欠本公司另一全資附屬公司ITC Development Group Limited（前稱Hero's Way Resources Ltd.）之全數股東貸款予德祥地產集團有限公司（「德祥地產」，其為本集團聯營公司）之一間附屬公司，代價為313,000,000港元加完成時之有形資產淨值（「有形資產淨值」，定義見本公司於二零一一年十月二十六日刊發之通函）（可予調整）（詳情請參閱本公司於二零一一年十月二十六日刊發之通函）。

Top Precise集團從事租賃物業予本集團及外界人士。該交易已於二零一一年十一月十六日完成，當日之代價定為215,670,000港元（即313,000,000港元加負有形資產淨值97,330,000港元）。於所得款項淨額中，100,000,000港元將以德祥地產之一間附屬公司所發行之兩年期貸款票據之方式支付（詳見附註21）。出售Top Precise集團時已確認為權益之物業重估儲備180,920,000港元，已重新分類為累計溢利。根據Top Precise協議，本集團已就Top Precise集團直至出售日期之稅務負債（如有）及事務及業務向買方作出彌償保證。



## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

## 9. DISPOSAL OF SUBSIDIARIES (continued)

The net assets of the Top Precise Group at the date of disposal, being 16th November, 2011, were as follows:

## 9. 出售附屬公司(續)

Top Precise集團於出售日期(即二零一一年十一月十六日)之資產淨值如下:

		HK\$'000 千港元
<b>Consideration received:</b>		
Cash received	已收代價:	
Note receivable	已收現金	115,670
	應收票據	100,000
		<u>215,670</u>
<b>Analysis of assets and liabilities over which control was lost:</b>		
Property, plant and equipment	失去控制權之資產及	
Investment properties	負債分析:	
Debtors, deposits and prepayments	物業、廠房及設備	235,097
Creditors and accrued expenses	投資物業	85,000
Bank borrowings	應收賬款、訂金及預付款項	997
Deferred taxation	應付賬款及應計開支	(827)
	銀行借款	(97,500)
	遞延稅項	(39,292)
Net assets disposed of	已出售之資產淨額	<u>183,475</u>
<b>Gain on disposal of subsidiaries:</b>		
Consideration received and receivable	出售附屬公司之收益:	
Net assets disposed of	已收及應收代價	215,670
	已出售之資產淨額	(183,475)
		<u>32,195</u>
Less: related transaction cost	減: 相關交易成本	(1,150)
		<u>31,045</u>
Net cash inflow arising on disposal:	出售產生之現金流入淨額:	
Cash consideration received	已收現金代價	115,670
Less: related transaction cost	減: 相關交易成本	(1,150)
		<u>114,520</u>

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

## 10. NET LOSS ON DEEMED DISPOSAL OF PARTIAL INTERESTS IN ASSOCIATES

The net loss for the year ended 31st March, 2012 was mainly resulted from the deemed disposal of partial interests in associates which arose from the net dilution effect of conversion of convertible notes issued by an associate by parties other than the Group and the distribution of scrip dividend by an associate to its shareholders while the Group selected cash dividend and exercise of share options by outside parties during the year.

The net loss for the year ended 31st March, 2011 was mainly resulted from the deemed disposal of partial interests in associates which arose from the dilution effect of conversion of convertible notes issued by the associates by parties other than the Group and placement of new shares to outside parties by the associates.

## 11. IMPAIRMENT LOSS ON AN ASSOCIATE UPON AND AFTER CLASSIFICATION AS HELD FOR DISTRIBUTION TO SHAREHOLDERS AND GAIN ON DERECOGNITION OF THE ASSOCIATE

In July 2010, Hanny Holdings Limited ("Hanny"), a then associate of the Group, proposed a repurchase offer to repurchase the 2% convertible notes issued by Hanny (the "Hanny Notes") at their face value to be satisfied by the issue of new shares in Hanny of HK\$0.5 each (the "Hanny Repurchase Offer"). The Group proposed an acceptance of the Hanny Repurchase Offer (the "Acceptance") and a distribution of the Group's contributed surplus on the basis of 9.3 ordinary shares in Hanny for every 10 ordinary shares in the Company (the "Distribution"). The Distribution had been approved by the shareholders of the Company on 21st September, 2010. On the date of approval of the Distribution, the Group held 42.77% equity interest in Hanny, representing 240,146,821 shares in Hanny. Taking into account the 462,958,590 new shares in Hanny obtained through the Acceptance, the total number of Hanny shares distributed was 700,936,289 (details of which were set out in the announcement of the Company dated 21st October, 2010). The remaining 2,169,122 shares were retained as investments held for trading. The Group disposed of majority of these Hanny shares classified as held for trading and held certain Hanny shares with negligible value as at 31st March, 2011 and 2012.

## 10. 視作出售聯營公司部分權益之虧損淨額

截至二零一二年三月三十一日止年度之虧損淨額主要由視作出售聯營公司部分權益而引致，此乃本集團以外之人士轉換一間聯營公司發行之可換股票據及一間聯營公司向其股東分派代息股份（本集團乃選擇現金股息），且年內有外界人士行使認股權而產生之淨攤薄效應所致。

截至二零一一年三月三十一日止年度之虧損淨額主要由視作出售聯營公司部分權益而引致，此乃本集團以外之人士轉換該聯營公司發行之可換股票據及聯營公司向外界人士配售新股份而產生之淨攤薄效應所驅使。

## 11. 一間聯營公司於重新分類為持作分派予股東時及其後之減值虧損及終止確認該聯營公司之收益

於二零一零年七月，本集團當時之聯營公司錦興集團有限公司（「錦興」）提出購回建議，建議通過發行每股面值0.5港元之錦興新股份按票據面值購回錦興所發行之2厘可換股票據（「錦興購回建議」）。本集團建議接納錦興購回建議（「接納」）及分派本集團之實繳盈餘，基準為每持有10股本公司普通股獲派9.3股錦興普通股（「分派」）。分派已於二零一零年九月二十一日獲本公司股東批准。於批准分派當日，本集團持有錦興42.77%之股本權益，相當於240,146,821股錦興股份。計及通過接納而取得之462,958,590股錦興新股份，所分派之錦興股份總數為700,936,289股（詳情載於本公司日期為二零一零年十月二十一日之公佈）。剩餘2,169,122股已予保留作持作買賣投資。本集團已出售大部份該等分類為持作買賣之錦興股份，並於二零一一年及二零一二年三月三十一日，持有若干價值不多之錦興股份。



## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

## 11. IMPAIRMENT LOSS ON AN ASSOCIATE UPON AND AFTER CLASSIFICATION AS HELD FOR DISTRIBUTION TO SHAREHOLDERS AND GAIN ON DERECOGNITION OF THE ASSOCIATE (continued)

Impairment loss on an associate upon and after classification as held for distribution to shareholders and gain on derecognition of the associate were recognised in the profit or loss in 2011 and summarised as follows:

	2011 二零一一年 HK\$'000 千港元
Impairment loss on an associate upon and after classification as held for distribution to shareholders (Note (i))	(934,204)
Gain on derecognition of the associate (Note (ii))	104,307
	<u>(829,897)</u>

## Notes:

- (i) Impairment loss on an associate upon and after classification as held for distribution to shareholders of HK\$934,204,000 was recognised in the profit or loss as the difference between the fair value of the Hanny shares on the date the interests in Hanny as an associate were classified as held for distribution to shareholders upon the approval of the Distribution, and the carrying value of the interest in Hanny as at that date, and the subsequent write down for fair value decrease after that date to the date of Distribution, i.e. 11th November, 2010.
- (ii) The amount recognised in the profit or loss represented the reclassification adjustment of reserve on acquisition, other reserve, investment revaluation reserve and translation reserve that were recognised in other comprehensive income in previous years upon derecognition of the associate.

## 11. 一間聯營公司於重新分類為持作分派予股東時及其後之減值虧損及終止確認該聯營公司之收益 (續)

一間聯營公司於重新分類為持作分派予股東時及其後之減值虧損及終止確認該聯營公司之收益已於二零一一年內於損益中確認並總結如下：

	2011 二零一一年 HK\$'000 千港元
一間聯營公司於重新分類為持作分派予股東時及其後之減值虧損(附註(i))	(934,204)
終止確認該聯營公司之收益(附註(ii))	104,307
	<u>(829,897)</u>

## 附註：

- (i) 一間聯營公司於重新分類為持作分派予股東時及其後之減值虧損934,204,000港元於損益中確認為批准分派時錦興(作為一間聯營公司)權益被分類為持作分派予股東當日錦興股份之公平價值，與於錦興權益於當日之賬面值兩者之間之差額，以及於當日其後至分派日期(即二零一零年十一月十一日)就公平價值減少所作之其後撇減。
- (ii) 於損益內確認之金額指收購儲備、其他儲備、投資重估儲備及匯兌儲備之重新分類調整，該等金額在過往年度於終止確認聯營公司時已於其他全面收入中確認。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

## 12. PROFIT (LOSS) BEFORE TAXATION

## 12. 除稅前溢利(虧損)

		2012 二零一二年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元
Profit (loss) before taxation has been arrived at after charging:	除稅前溢利(虧損)已扣除：		
Staff costs, including directors' emoluments:	員工成本(包括董事酬金)：		
Salaries and other benefits	薪金及其他福利	26,798	29,676
Retirement benefit scheme contributions	退休福利計劃供款	1,257	1,287
		<b>28,055</b>	30,963
Auditor's remuneration	核數師酬金	1,712	1,767
Depreciation of property, plant and equipment	物業、廠房及設備之折舊	10,668	12,371
Minimum lease payments under operating leases in respect of rented premises	根據經營租約須作出之最低物業租賃款項	1,965	1,063
Allowance for bad and doubtful debts	呆壞賬撥備	96	-
Amortisation of intangible assets	無形資產攤銷	88	88
Loss on disposal of property, plant and equipment	出售物業、廠房及設備之虧損	15	-
and after crediting:	並已計入：		
Net foreign exchange gain	匯兌收益淨額	59	50
Rental income under operating leases in respect of rented premises, net of negligible outgoings	租賃物業之經營租約租金收入，扣除微不足道支銷	3,087	4,125
Reversal of impairment loss recognised on amounts due from associates	撥回就應收聯營公司款項確認之減值虧損	-	757
		<b>-</b>	<b>757</b>



## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

## 13. TAXATION

Taxation represents the deferred tax recognised by the Group. Details are set out in note 32.

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

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

## 13. 稅項

稅項指本集團確認之遞延稅項。詳情載於附註32。

由於本集團並無來自香港之應評稅利潤，故並無就兩個年度作出香港利得稅撥備。

本年度之稅項與綜合全面收入表所列除稅前溢利(虧損)之對賬如下：

		2012 二零一二年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元
Profit (loss) before taxation	除稅前溢利(虧損)	<b>430,674</b>	(590,579)
Tax at Hong Kong Profits Tax rate of 16.5%	按香港利得稅率16.5%計算之稅項	<b>71,061</b>	(97,446)
Tax effect of expenses not deductible for tax purposes	在稅務方面不可扣減之開支之稅務影響	<b>5,961</b>	149,908
Tax effect of income not taxable for tax purposes	在稅務方面毋須課稅之收入之稅務影響	<b>(12,412)</b>	(4,331)
Tax effect of tax losses not recognised	未確認之稅項虧損之稅務影響	<b>6,801</b>	6,035
Tax effect of share of results of associates	攤佔聯營公司業績之稅務影響	<b>(71,081)</b>	(52,030)
Taxation for the year	本年度稅項	<b>330</b>	2,136

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

## 14. DISTRIBUTIONS

## 14. 分派

		2012 二零一二年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元
Dividends recognised as distributions to owners of the Company during the year:	年內確認分派予本公司擁有人之股息：		
- Final dividend for 2011 - HK1.0 cent (2011: HK1.0 cent for 2010) per ordinary share	- 二零一一年之末期股息－每股普通股1.0港仙 (二零一一年：二零一零年為1.0港仙)	7,770	7,537
- Interim dividend for 2012 - HK1.0 cent (2011: HK1.0 cent for 2011) per ordinary share	- 二零一二年之中期股息－每股普通股1.0港仙 (二零一一年：二零一一年為1.0港仙)	7,770	7,770
		<b>15,540</b>	<b>15,307</b>
Dividend proposed in respect of the current year:	本年度建議股息：		
- Final dividend for 2012 - HK3.0 cents (2011: HK1.0 cent) per ordinary share	- 二零一二年之末期股息－每股普通股3.0港仙 (二零一一年：1.0港仙)	23,311	7,770

In addition, as detailed in note 11, for the year ended 31st March, 2011, the total number of Hanny shares distributed was 700,936,289. The amount of the Distribution recognised in the consolidated financial statements was HK\$350,468,000, which was determined with reference to the market price of Hanny shares on 11th November, 2010, being the date of the Distribution.

The directors of the Company have resolved to recommend the payment of a final dividend of HK3.0 cents per ordinary share for the year ended 31st March, 2012, which will be payable in cash, with an option to elect scrip dividend of ordinary shares, in respect of part or all of such dividend (2011: HK1.0 cent).

此外，誠如附註11詳列，截至二零一一年三月三十一日止年度已分派之錦興股份為700,936,289股。於綜合財務報表確認之分派金額為350,468,000港元，乃參照錦興股份於分派當日（即二零一零年十一月十一日）之市價釐定。

本公司董事議決建議以現金方式，連同以普通股代息選擇權方式代替部分或全部有關股息，派付截至二零一二年三月三十一日止年度之末期股息每股普通股3.0港仙（二零一一年：1.0港仙）。



## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

## 15. EARNINGS (LOSS) PER SHARE

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

## 15. 每股盈利(虧損)

本公司擁有人應佔之每股基本及攤薄盈利(虧損)乃按以下數據計算：

		2012 二零一二年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元
Earnings (loss) for the year attributable to the owners of the Company for the purpose of basic earnings (loss) per share	本年度本公司擁有人應佔盈利(虧損)用以計算每股基本盈利(虧損)	430,344	(592,715)
Effect of dilutive potential ordinary shares:	潛在可攤薄普通股之影響：		
Adjustment of finance cost on convertible notes payable	按可換股票據應付款項之財務成本調整	15,541	-
Adjustment to the share of result of an associate based on dilution of its earnings per share	按一間聯營公司攤薄後每股盈利之攤佔業績作出調整	7,884	-
Adjustment of the interest income on the convertible notes issued by an associate	按一間聯營公司發行之可換股票據之利息收入作出調整	(8,188)	-
Earnings (loss) for the purpose of diluted earnings (loss) per share	用以計算每股攤薄盈利(虧損)之盈利(虧損)	<u>445,581</u>	<u>(592,715)</u>
		Number of shares 股份數目	
		2012 二零一二年	2011 二零一一年
Weighted average number of ordinary shares for the purpose of basic earnings (loss) per share	用以計算每股基本盈利(虧損)之普通股加權平均數	777,028,676	760,005,845
Effect of dilutive potential ordinary shares of convertible notes payable	潛在可攤薄普通股按可換股票據應付款項之影響	<u>494,198,543</u>	-
Weighted average number of ordinary shares for the purpose of diluted earnings (loss) per share	用以計算每股攤薄盈利(虧損)之普通股加權平均數	<u>1,271,227,219</u>	<u>760,005,845</u>

The potential ordinary shares attributable to the Company's outstanding convertible notes payable had anti-dilutive effect for the year ended 31st March, 2011 as the assumed conversion would result in a decrease in loss per share.

截至二零一一年三月三十一日止年度，本公司尚未償還之可換股票據應付款項應佔之潛在普通股具反攤薄影響，因為假設轉換會引致每股虧損減少。

For the year ended 31st March, 2011, the computation of diluted loss per share did not assume the exercise of the Company's outstanding share options as the exercise prices of the options were higher than the average market price of shares.

截至二零一一年三月三十一日止年度，計算每股攤薄虧損並無假設行使本公司之尚未行使購股權，因該等購股權之行使價高於股份之平均市價。

The potential ordinary shares attributable to the convertible notes and share options of the associates had anti-dilutive effect for the year ended 31st March, 2011 as the assumed conversion and exercise would result in a decrease in loss per share.

截至二零一一年三月三十一日止年度，聯營公司之可換股票據及購股權應佔之潛在普通股具反攤薄影響，因為假設轉換及行使會引致每股虧損減少。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

## 16. PROPERTY, PLANT AND EQUIPMENT

## 16. 物業、廠房及設備

		Land and buildings	Plant, machinery and office equipment	Yacht and motor vehicles	Furniture and fixtures	Total
		土地及樓宇	廠房、 機器及 辦公室設備	遊艇及 汽車	傢俱及 裝置	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
<b>COST OR VALUATION</b>	<b>成本或估值</b>					
At 1st April, 2010	於二零一零年四月一日	202,969	3,929	31,743	8,746	247,387
Translation adjustments	匯兌調整	302	26	47	63	438
Additions	添置	-	488	4,396	4	4,888
Disposals	出售	-	(25)	-	(29)	(54)
Revaluation increase	重估增值	33,732	-	-	-	33,732
At 31st March, 2011	於二零一一年三月三十一日	237,003	4,418	36,186	8,784	286,391
Translation adjustments	匯兌調整	(199)	(18)	(30)	(40)	(287)
Additions	添置	70	120	38	63	291
Disposal of subsidiaries (note 9)	出售附屬公司(附註9)	(237,000)	-	-	(5,836)	(242,836)
Disposals	出售	-	(497)	(91)	(26)	(614)
Revaluation increase	重估增值	6,930	-	-	-	6,930
Reclassified as investment properties (note 17)	重新分類投資物業 (附註17)	(3,430)	-	-	-	(3,430)
At 31st March, 2012	於二零一二年三月三十一日	3,374	4,023	36,103	2,945	46,445
Comprising:	包括:					
At cost	按成本	-	4,023	36,103	2,945	43,071
At valuation - 2012	按二零一二年之估值	3,374	-	-	-	3,374
		3,374	4,023	36,103	2,945	46,445
<b>DEPRECIATION</b>	<b>折舊</b>					
At 1st April, 2010	於二零一零年四月一日	-	3,091	16,942	7,851	27,884
Translation adjustments	匯兌調整	10	27	49	60	146
Provided for the year	本年度準備	5,470	516	6,107	278	12,371
Eliminated on disposals	出售時抵銷	-	(25)	-	(29)	(54)
Reversal on revaluation	重估時轉回	(5,480)	-	-	-	(5,480)
At 31st March, 2011	於二零一一年三月三十一日	-	3,609	23,098	8,160	34,867
Translation adjustments	匯兌調整	(2)	(17)	(29)	(40)	(88)
Provided for the year	本年度準備	4,208	421	5,775	264	10,668
Eliminated on disposal of subsidiaries (note 9)	出售附屬公司時 抵銷(附註9)	(1,903)	-	-	(5,836)	(7,739)
Eliminated on disposals	出售時抵銷	-	(478)	(62)	(26)	(566)
Reversal on revaluation	重估時轉回	(2,303)	-	-	-	(2,303)
At 31st March, 2012	於二零一二年三月三十一日	-	3,535	28,782	2,522	34,839
<b>CARRYING VALUES</b>	<b>賬面值</b>					
At 31st March, 2012	於二零一二年三月三十一日	3,374	488	7,321	423	11,606
At 31st March, 2011	於二零一一年三月三十一日	237,003	809	13,088	624	251,524

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

## 16. 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:

Freehold land	Nil
Leasehold land and buildings	Over the shorter of the term of the lease, or 20 - 50 years
Plant, machinery and office equipment	10% - 33 $\frac{1}{3}$ %
Yacht and motor vehicles	20% - 33 $\frac{1}{3}$ %
Furniture and fixtures	10% - 33 $\frac{1}{3}$ %

On 31st March, 2012, a portion of self-use office premises has been leased out for rental income. At the date of transfer, 31st March, 2012, the fair values of the freehold land and building of HK\$3,430,000 were transferred to investment properties. The fair value of the properties at the date of transfer and the fair value of the Group's land and buildings at 31st March, 2012 have been arrived on the basis of a valuation carried out on that date by RHL Appraisal Ltd., who is a member of Hong Kong Institute of Valuers, and have appropriate qualifications and recent experience in the valuation of similar properties in the relevant locations. The valuation was arrived at using the direct comparison method by reference to market evidence of transaction prices for similar properties in the same locations and conditions.

The carrying value of land and buildings held by the Group as at the end of the reporting period comprised:

Freehold properties in Canada	加拿大永久業權物業
Land and buildings in Hong Kong on leasehold land held under medium-term leases	香港以中期租約持有之租賃土地

If the land and building had not been revalued, they would have been included in these consolidated financial statements at historical cost less accumulated depreciation of HK\$1,160,000 (2011: HK\$69,259,000).

## 16. 物業、廠房及設備(續)

上述物業、廠房及設備項目以直線法折舊，年率如下：

永久業權土地	無
租賃土地及樓宇	租期或20-50年 (取較短者)
廠房、機器及辦公室設備	10% - 33 $\frac{1}{3}$ %
遊艇及汽車	20% - 33 $\frac{1}{3}$ %
傢具及裝置	10% - 33 $\frac{1}{3}$ %

於二零一二年三月三十一日，部分自用辦公場所已予出租以收取租金收入。於轉撥當日即二零一二年三月三十一日，公平價值合共3,430,000港元之永久業權土地及樓宇已轉撥至投資物業。於二零一二年三月三十一日，本集團土地及樓宇之公平價值按永利行評值顧問有限公司於該日之估值計賬，彼為香港估價師學會會員，並具有評估相關地區同類物業之適當資格及近期經驗。估值乃以直接比較法計值並已參考相同地區及條件同類物業之市場交易價證據。

本集團所持土地及樓宇於報告期末之賬面值包括：

	2012 二零一二年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元
Freehold properties in Canada	3,374	7,003
Land and buildings in Hong Kong on leasehold land held under medium-term leases	-	230,000
	<b>3,374</b>	<b>237,003</b>

倘土地及樓宇未被重估，則彼等會按歷史成本減累計折舊以1,160,000港元(二零一一年：69,259,000港元)計入本綜合財務報表。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

## 17. INVESTMENT PROPERTIES

## 17. 投資物業

		HK\$'000 千港元
<b>FAIR VALUE</b>	<b>公平價值</b>	
At 1st April, 2010	於二零一零年四月一日	88,497
Translation adjustments	匯兌調整	838
Net increase in fair value recognised in profit or loss	於損益中確認之公平價值增加淨額	13,088
At 31st March, 2011	於二零一一年三月三十一日	102,423
Translation adjustments	匯兌調整	(550)
Increase in fair value recognised in profit or loss	於損益中確認之公平價值增加額	2,000
Disposal of subsidiaries (note 9)	出售附屬公司(附註9)	(85,000)
Reclassified from property, plant and equipment	物業、廠房及設備之重新分類	3,430
At 31st March, 2012	於二零一二年三月三十一日	22,303

The fair value of the Group's investment properties at 31st March, 2012 have been arrived on the basis of a valuation carried out on that date by RHL Appraisal Ltd., who is a member of Hong Kong Institute of Valuers, and have appropriate qualifications and recent experience in the valuation of similar properties in the relevant locations. The valuation was arrived at using the direct comparison method by reference to market evidence of transaction prices for similar properties in the same locations and conditions.

All of the Group's property interests held under operating leases to earn rentals or for capital appreciation purposes are measured using the fair value model and are classified and accounted for as investment properties.

The carrying value of investment properties held by the Group at the end of the reporting period comprised:

於二零一二年三月三十一日，本集團投資物業之公平價值乃按永利行評估顧問有限公司於該日之估值計賬，彼為香港估值師學會會員，並具有評估相關地區同類物業之適當資格及近期經驗。估值乃以直接比較法計值並已參考相同地區及條件同類物業之市場交易價證據。

本集團所有以經營租約持有之物業權益用作賺取租金或資本增值，有關權益以公平價值模式計量並列作投資物業且按此入賬。

本集團於報告期末所持有投資物業之賬面值包括：

		2012 二零一二年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元
Freehold properties in Canada	加拿大永久業權物業	22,303	19,423
Land and building in Hong Kong under medium-term lease	香港中期租約土地及樓宇	-	83,000
		<b>22,303</b>	<b>102,423</b>

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

## 18. INTANGIBLE ASSETS

## 18. 無形資產

		HK\$'000 千港元
<b>COST</b>		
At 1st April, 2010	成本 於二零一零年四月一日	2,646
Additions	添置	285
At 31st March, 2011 and 31st March, 2012	於二零一一年三月三十一日及 二零一二年三月三十一日	2,931
<b>AMORTISATION AND IMPAIRMENT</b>		
At 1st April, 2010	攤銷及折損 於二零一零年四月一日	(1,106)
Provided for the year	本年度預備	(88)
At 31st March, 2011	於二零一一年三月三十一日	(1,194)
Provided for the year	本年度預備	(88)
At 31st March, 2012	於二零一二年三月三十一日	(1,282)
<b>CARRYING VALUES</b>		
At 31st March, 2012	賬面值 於二零一二年三月三十一日	1,649
At 31st March, 2011	於二零一一年三月三十一日	1,737

Intangible assets represent club memberships in Hong Kong and the People's Republic of China (the "PRC"). Other than club memberships of HK\$732,000, which were acquired during the year of 2010 and have membership periods of 5 and 11 years, the remaining club memberships have indefinite life. The directors have reviewed the carrying amounts of the intangible assets and considered that, in light of market conditions, no impairment loss has been recognised in profit or loss for both years.

無形資產是指於香港及中華人民共和國(「中國」)之會所會籍。除於二零一零年內購入732,000港元之會所會籍之有效期為5年及11年外，其餘會籍均為無定限年期。董事已審閱無形資產之賬面值，並認為因市場環境使然，並無於兩個年度之損益中確認減值虧損。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

## 19. INTERESTS IN ASSOCIATES

## 19. 聯營公司權益

		2012 二零一二年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元
Share of consolidated net assets of associates:	攤佔聯營公司之綜合資產淨值：		
Listed in Hong Kong	於香港上市	2,505,658	2,015,464
Listed overseas	於海外上市	-	6,005
Goodwill	商譽	1,177	1,177
		<b>2,506,835</b>	<b>2,022,646</b>
Market value of listed securities:	上市證券市值：		
Hong Kong	香港	648,493	696,948
Overseas	海外	312,446	496,729
		<b>960,939</b>	<b>1,193,677</b>

Notes:

(a) Particulars of the Group's principal associates at 31st March, 2012 and 2011 are as follows:

附註：

(a) 本集團主要聯營公司於二零一二年及二零一一年三月三十一日之詳情如下：

Name of associate 聯營公司名稱	Place of listing 上市地點	Place of incorporation/ registration 成立地點/ 註冊地點	Principal place of operations 主要營運地點	Percentage of issued share capital held indirectly by the Company 本公司間接所持已發行股本百分比		Principal activities 主要業務
				2012 二零一二年 %	2011 二零一一年 %	
Burcon NutraScience Corporation ("Burcon") (Note (i)) (附註(i))	Canada, United States and Germany 加拿大、美國 及德國	Canada 加拿大	Canada 加拿大	21.02	21.15	Investment holding in company engaged in the development of commercial plant protein 投資控股於經營發展商用植物蛋白質業務之公司
PYI Corporation Limited ("PYI") (Note (ii)) 保華集團有限公司 (「保華」)(附註(ii))	Hong Kong 香港	Bermuda 百慕達	Hong Kong 香港	26.62	26.79	Investment holding in companies engaged in development and investment in ports and other infrastructure projects, land and property development and investment, operation of ports, LPG and logistics businesses, treasury investment and provision of comprehensive engineering and property-related services 投資控股於從事港口及其他基建項目發展與投資、土地及物業發展及投資、經營港口、液化石油氣及物流業務、庫務投資，提供全面工程及物業相關服務之公司

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

## 19. INTERESTS IN ASSOCIATES (continued)

Notes: (continued)

- (a) Particulars of the Group's principal associates at 31st March, 2012 and 2011 are as follows: (continued)

Name of associate 聯營公司名稱	Place of listing 上市地點	Place of incorporation/ registration/ 成立/ 註冊地點	Principal place of operations 主要營運地點	Percentage of issued share capital held indirectly by the Company 本公司所持已發行股本百分比		Principal activities 主要業務
				2012 二零一二年 %	2011 二零一一年 %	
Rosedale (Note (iii)) 珀麗 (附註(iii))	Hong Kong 香港	Bermuda 百慕達	Hong Kong 香港	29.76	15.82 (Note (iv)) (附註(iv))	Investment holding in companies engaged in hotel and leisure services in the PRC and Hong Kong and trading of securities 投資控股於中國及香港經營酒店及消閒業務以及證券買賣之公司
ITC Properties (Note (v)) 德祥地產 (附註(v))	Hong Kong 香港	Bermuda 百慕達	Hong Kong 香港	37.87	24.71	Investment holding in companies engaged in business of property development and investment in Macau, the PRC and Hong Kong, golf resort and leisure operations in the PRC, securities investment and loan financing services 投資控股於澳門、中國及香港經營物業發展及投資業務以及於中國經營高爾夫球渡假村及消閒業務、證券投資及貸款融資服務之公司

The above table lists the associates of the Group which in the opinion of the directors of the Company, principally affected the results of the year or formed a substantial portion of the net assets of the Group. To give details of other associates would in the opinion of the directors of the Company, result in particulars of excessive length.

Notes:

- (i) According to the announcement of the Company on 28th March, 2011 and the special general meeting held on 9th May, 2011, the Group had obtained a specific mandate (the "Disposal Mandate") from the shareholders of the Company to allow the board of directors of the Company to dispose of up to 6,303,775 shares in Burcon, representing the entire 21.15% of the issued share capital of Burcon held by the Group at that time, (in whole or in part) at a minimum disposal price of C\$9.00 (equivalent to approximately HK\$72.00) per share of Burcon. The Disposal Mandate was valid for a period of twelve months from the date of the approval of the shareholders of the Company having been obtained, i.e. 9th May, 2011. It was expired on 8th May, 2012. The Group did not dispose of any Burcon shares before the expiry date of the Disposal Mandate.

## 19. 聯營公司權益 (續)

附註：(續)

- (a) 本集團主要聯營公司於二零一二年及二零一一年三月三十一日之詳情如下：(續)

上表列載之本集團聯營公司，乃本公司董事認為主要影響本集團本年度業績或構成本集團資產淨值重大部份之公司。本公司董事認為，詳載其他聯營公司會導致篇幅過於冗長。

附註：

- (i) 根據本公司於二零一一年三月二十八日之公佈及於二零一一年五月九日舉行之股東特別大會，本集團獲本公司股東授予一特別授權（「出售授權」），批准本公司董事會出售6,303,775股Burcon股份，佔當時本集團所持Burcon已發行股本之全部21.15%，最低出售價為每股Burcon股份9.00加元（約相等於72.00港元）。出售授權由獲本公司股東批准日期（即二零一一年五月九日）起計十二個月內有效，並已於二零一二年五月八日屆滿。本集團並無於授權屆滿日期前出售任何Burcon股份。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

## 19. INTERESTS IN ASSOCIATES (continued)

Notes: (continued)

(a) Particulars of the Group's principal associates at 31st March, 2012 and 2011 are as follows: (continued)

(ii) A writ of summons was served on 28th July, 2011 upon Paul Y. Engineering Group Limited ("Paul Y. Engineering"), a 61.9% subsidiary of PYI in which the Group held 26.62% equity interest, and two of its subsidiaries claiming for, amongst others, damages in a sum of approximately RMB780 million (of which the portion attributable to the Group's interest is approximately RMB130 million according to the effective interest held by the Group in Paul Y. Engineering) in relation to a property development project in the PRC. It is stated in the writ of summons that Paul Y. Engineering and two of its subsidiaries were alleged to be in breach of certain terms contained in an alleged oral agreement (which is denied by Paul Y. Engineering). Taken into consideration of a legal opinion, Paul Y. Engineering is of the view that Paul Y. Engineering and two of its subsidiaries would put up a respectable defence against the alleged claim and that it is probable that there would not be adverse material impact on the financial position of Paul Y. Engineering.

(iii) Rosedale is a company listed on the Hong Kong Stock Exchange and its financial year end is 31st December. As such, the Group has equity accounted for this associate using published financial information of Rosedale. The Group has used the consolidated financial statements of Rosedale for the financial year ended 31st December, 2011 in applying the equity method of accounting in respect of the interests in the equity shares of Rosedale held by the Group. Hence, the Group's share of net assets and interests of Rosedale at 31st March, 2012 is calculated based on the net assets of Rosedale at 31st December, 2011 and the results up to 31st December, 2011, respectively. There were no significant transactions occurred between 31st December, 2011 and 31st March, 2012.

During the year, the Group acquired from the open market an aggregate of approximately 91.6 million shares (2011: 26.0 million shares) of Rosedale, representing approximately 13.94% (2011: 4.76%) equity interest in Rosedale, for an aggregate cash consideration of HK\$41 million (2011: HK\$16 million). As a result of the acquisition, the equity interest held by the Group in Rosedale increased to 29.76% at 31st March, 2012 (2011: 19.06% at 22nd July, 2010) and gain on acquisition of additional interests in Rosedale of HK\$221 million (2011: HK\$74 million), determined by comparing the fair value of the identifiable assets and liabilities of Rosedale on the dates of acquisition attributable to the additional interest acquired by the Group with the cost of acquisition of the additional interest, was recognised in the profit or loss.

## 19. 聯營公司權益 (續)

附註：(續)

(a) 本集團主要聯營公司於二零一二年及二零一一年三月三十一日之詳情如下：(續)

(ii) 一份傳訊令狀於二零一一年七月二十八日送達保華(本公司持有該公司26.62%股本權益)持有61.9%權益之附屬公司保華建業集團有限公司(「保華建業」)及其兩間附屬公司，就一項位於中國之物業發展項目申索(其中包括)約人民幣780,000,000元之損失，其中按本集團所持有保華建業之實際權益計算，本集團權益所佔部分約為人民幣130,000,000元。該傳訊令狀指稱保華建業及其兩間附屬公司違反一份所聲稱之口頭協議內的某些條款(此被保華建業否認)。根據法律意見，保華建業認為，保華建業與其兩間附屬公司將有充份理據對該指稱索償作出強烈抗辯，並認為不會對保華建業之財務狀況造成任何重大不利影響。

(iii) 珀麗為在香港聯交所上市之公司，其財政年度年結日為十二月三十一日。故此，本集團使用珀麗已公佈之財務資料採用權益會計法以計入此聯營公司。本集團就其所持珀麗權益股份之權益於採用權益會計法時使用珀麗截至二零一一年十二月三十一日止財政年度之綜合財務報表。因此，本集團攤佔珀麗於二零一二年三月三十一日淨資產及權益乃分別按珀麗於二零一一年十二月三十一日之淨資產及截至二零一一年十二月三十一日之業績計算。於二零一一年三月三十一日至二零一二年三月三十一日期間並無發生任何重大交易。

本年度本集團由公開市場以現金總代價41,000,000港元(二零一一年：16,000,000港元)購入合共約91,600,000股(二零一一年：26,000,000股)珀麗股份，佔珀麗股本權益約13.94%(二零一一年：4.76%)。憑藉此次收購，本集團於二零一二年三月三十一日所持珀麗之股本權益已上升至29.76%(二零一一年：於二零一零年七月二十二日19.06%)，增購珀麗權益之收益為221,000,000港元(二零一一年：74,000,000港元)，乃比較珀麗於收購日期可歸於本集團所得之額外權益的可識別資產及負債之公平價值及收購額外權益之成本，已於損益中確認。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

## 19. INTERESTS IN ASSOCIATES (continued)

Notes: (continued)

- (a) Particulars of the Group's principal associates at 31st March, 2012 and 2011 are as follows: (continued)

(iii) (continued)

On 23rd June, 2010, Rosedale proposed an offer (the "Rosedale Repurchase Offer") to repurchase the 2% convertible notes due on 7th June, 2011 issued by Rosedale with an aggregate outstanding principal amount of HK\$640 million. In August 2010, the Group accepted Rosedale Repurchase Offer and the repurchase consideration, after netting off with the transaction cost, was HK\$100 million. Upon completion of the Rosedale Repurchase Offer in September 2010, Rosedale paid an aggregate of HK\$231 million as the consideration for cash and allotted and issued an aggregate of 111.7 million shares as consideration to the accepting noteholders. As a result, the Group's interest in Rosedale was subsequently diluted to 15.82% as at 31st March, 2011.

- (iv) The Group has representative on the board of directors of the associate, and hence, in the opinion of the directors, the Group was able to exercise significant influence over the financing and operating policies of this associate throughout the year.

- (v) On 28th November, 2011, ITC Properties announced to propose an offer to repurchase up to 260,000,000 of its shares, representing approximately 46.02% of the entire issued share capital of ITC Properties (the "ITC Properties Share Repurchase Offer"). The Group has undertaken to ITC Properties that they will not accept the ITC Properties Share Repurchase Offer and certain other undertakings (see announcement dated 28th November, 2011 issued by the Company for details).

Upon completion of the ITC Properties Share Repurchase Offer in February 2012, ITC Properties repurchased 34.86% of its issued share capital and the Group's interest in ITC Properties increased from 24.71% at 31st March, 2011 to 37.93%, which was subsequently reduced to 37.87% at 31st March, 2012 as a result of the exercise of share options and conversion of New ITC Properties Notes (as defined in note 20) of ITC Properties by parties other than the Group. The resulting gain of HK\$101 million, determined as the amount of the increase in fair value of the identifiable assets and liabilities attributable to the Group's interests in ITC Properties at the date of the completion of the ITC Properties Share Repurchase Offer, was recognised in the profit or loss.

During the year ended 31st March, 2011, the Group acquired an aggregate of approximately 103.0 million shares of ITC Properties, representing approximately 18.23% equity interest in ITC Properties, for an aggregate cash consideration of HK\$233 million. As a result of the acquisition, the equity interest held by the Group in ITC Properties increased to 24.71% at 31st March, 2011 and gain on acquisition of additional interests in ITC Properties of HK\$155 million, determined by comparing the fair value of the identifiable assets and liabilities of ITC Properties on the date of acquisition attributable to the additional interest acquired by the Group with the cost of acquisition of the additional interest, was recognised in the profit or loss.

## 19. 聯營公司權益 (續)

附註：(續)

- (a) 本集團主要聯營公司於二零一二年及二零一一年三月三十一日之詳情如下：(續)

(iii) (續)

珀麗於二零一零年六月二十三日提出回購珀麗所發行於二零一一年六月七日到期未償還總本金額為640,000,000港元之2厘可換股票據之建議(「珀麗購回建議」)。於二零一零年八月，本集團接納珀麗購回建議，購回代價(扣除交易成本後)為100,000,000港元。珀麗購回建議於二零一零年九月完成時，珀麗支付合共231,000,000港元作為現金代價，並配發及發行合共111,700,000股股份予接納建議之票據持有人作為代價。因此，本集團於珀麗之權益其後攤薄為於二零一一年三月三十一日之15.82%。

- (iv) 本集團有委派代表加入該聯營公司之董事會，故董事認為，本集團終年能對該等聯營公司之財務及營運政策行使重大影響力。

- (v) 德祥地產於二零一一年十一月二十八日公告提出回購其最多260,000,000股股份之建議，相當於全部已發行股本約46.02% (「德祥地產股份回購建議」)。本集團已向德祥地產承諾，彼等不會接受德祥地產之股份回購建議及若干其他承諾(詳情見本公司日期為二零一一年十一月二十八日之公佈)。

於二零一二年二月完成德祥地產股份回購建議後，德祥地產回購其已發行股本之34.86%，而本集團於德祥地產之權益由二零一一年三月三十一日之24.71%增加至37.93%，另由於本集團以外之人士行使購股權及轉換所持有之新德祥地產票據(定義見附註20)，本集團於德祥地產之權益隨後降至37.87%。所產生之101,000,000港元收益，乃本集團於德祥地產之權益應佔之可識別資產及負債，於德祥地產股份購回建議完成當日之公平值增加金額，已於損益確認。

於截至二零一一年三月三十一日止年度，本集團以現金總代價233,000,000港元購入合共約103,000,000股德祥地產股份，佔德祥地產股本權益約18.23%。憑藉此收購，本集團於二零一一年三月三十一日所持德祥地產之股本權益已增加至24.71%，增購德祥地產權益之收益為155,000,000港元，乃比較德祥地產於收購日期歸因於本集團所得之額外收益的可識別資產及負債之公平價值及收購額外權益之成本，已於損益中確認。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

## 19. INTERESTS IN ASSOCIATES (continued)

Notes: (continued)

- (b) The summarised financial information in respect of the Group's associates is set out below:

Total assets	總資產	<b>19,754,138</b>
Total liabilities	總負債	<b>(10,061,177)</b>
Net assets	資產淨值	<b>9,692,961</b>
The Group's share of net assets of associates	本集團攤佔聯營公司之資產淨值	<b>2,505,658</b>
Revenue	收入	<b>5,628,359</b>
Profit for the year	本年度溢利	<b>888,657</b>
The Group's share of results of associates for the year	本集團攤佔聯營公司之年度業績	<b>108,333</b>

- (c) During the years ended 31st March, 2012 and 31st March, 2011, the directors of the Company have assessed the recoverable amounts of interests in associates using value in use calculation for assessment of impairment on interests in associates listed in Hong Kong as the carrying values of the interest in associates are higher than the market values of the listed securities and considered the value in use is higher than the carrying value for each of the principal associates and hence no impairment loss is recognised thereon.
- (d) During the year ended 31st March, 2012, the Group has discontinued recognition of its share of loss of an associate. The amounts of unrecognised share of the associate, extracted from the relevant audited account of the associate, for the year and cumulatively are as follows:

Unrecognised share of loss of the associate for the year	本年度未確認攤佔該聯營公司之虧損	<b>3,398</b>
Accumulated unrecognised share of loss of the associate	累計未確認攤佔該聯營公司之虧損	<b>3,398</b>

## 19. 聯營公司權益 (續)

附註：(續)

- (b) 本集團聯營公司之概要財務資料如下：

	2012 二零一二年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元
Total assets	<b>19,754,138</b>	22,594,823
Total liabilities	<b>(10,061,177)</b>	(11,513,849)
Net assets	<b>9,692,961</b>	11,080,974
The Group's share of net assets of associates	<b>2,505,658</b>	2,021,469
Revenue	<b>5,628,359</b>	5,893,021
Profit for the year	<b>888,657</b>	727,320
The Group's share of results of associates for the year	<b>108,333</b>	86,497

- (c) 於截至二零一二年三月三十一日及二零一一年三月三十一日止兩個年度內，由於聯營公司權益之賬面值高於上市證券市值，本公司董事已按用作評核聯營公司權益之減值之使用價值計算方式，就香港上市聯營公司權益之可收回金額進行評估及考慮到使用價值高於每間主要聯營公司之賬面值，故無需確認減值虧損。
- (d) 於截至二零一二年三月三十一日止年度，本集團已終止確認其攤佔一間聯營公司之虧損。本年度及累計未確認攤佔該聯營公司之金額（摘錄自該聯營公司相關經審核賬目）如下：

2012  
二零一二年  
HK\$'000  
千港元

**3,398****3,398**

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

## 20. DEBT PORTION OF CONVERTIBLE NOTES AND CONVERSION OPTIONS EMBEDDED IN CONVERTIBLE NOTES

At 31st March, 2011, the 1% convertible notes were issued by ITC Properties (the "ITC Properties Notes") with an aggregate principal amount of HK\$64,000,000 and maturity date of 14th June, 2011.

In February 2011, ITC Properties proposed a repurchase offer (the "ITC Properties Repurchase Offer") to repurchase the ITC Properties Notes at an amount equal to the sum of the outstanding principal amount and 10% redemption premium of the ITC Properties Notes by the issue of a 3.25% convertible notes (the "New ITC Properties Notes") with an initial conversion price of HK\$2.20 per share (subject to adjustments). Unless previously converted, ITC Properties shall redeem the New ITC Properties Notes at the redemption amount which is 105% of the principal amount on the maturity date.

The Group accepted the ITC Properties Repurchase Offer in March 2011. ITC Properties repurchased the ITC Properties Notes held by the Group at the consideration of HK\$70.4 million, which is proposed to be satisfied by the issue of the New ITC Properties Notes in the principal amount of HK\$70.4 million. In May 2011, the conditions precedent for the ITC Properties Repurchase Offer have been fulfilled. Accordingly, the New ITC Properties Notes with principal amount of HK\$70.4 million was issued to the Group. The carrying amount of the ITC Properties Notes was HK\$56,696,000 on the date of the acceptance of the ITC Properties Repurchase Offer and gain on acceptance of the ITC Properties Repurchase Offer of HK\$13,704,000 was recognised in the profit or loss.

The maturity date of the New ITC Properties Notes will be the date falling 30 months after the date of issue of the New ITC Properties Notes i.e. 25th November, 2013. Accordingly, the debt portion of the convertible notes, together with the conversion options embedded in convertible notes are classified as non-current assets on the consolidated statement of financial position.

## 20. 可換股票據之債項部份及可換股票據附帶之換股權

於二零一一年三月三十一日，此1厘可換股票據乃由德祥地產發行（「德祥地產票據」），總本金金額為64,000,000港元，於二零一一年六月十四日到期。

於二零一一年二月，德祥地產建議購回建議（「德祥地產購回建議」），按相等於未償還德祥地產票據本金額及10%贖回溢價，發行按初步換股價每股2.20港元（可予調整）3.25厘可換股票據（「新德祥地產票據」）。到期時，除非先前轉換，德祥地產須按贖回價（即本金額之105%）贖回新德祥地產票據。

本集團於二零一一年三月接納德祥地產購回建議。德祥地產以70,400,000港元代價購回本集團持有之德祥地產票據並建議以發行新德祥地產票據本金額70,400,000港元作抵償。於二零一一年五月，德祥地產購回建議之先決條件已獲達成。因此，本金額70,400,000港元之新德祥地產票據已發行予本集團。於接納德祥地產回購要建議當日，德祥地產票據之賬面值為56,696,000港元。接納德祥地產回購建議之收益13,704,000港元已於損益中確認。

新德祥地產票據之到期日將為發行新德祥地產票據當日後第30個月當日，即二零一三年十一月二十五日。因此，可換股票據之債項部分連同可換股票據所附帶之換股權已於綜合財務狀況表內列為非流動資產。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

## 20. DEBT PORTION OF CONVERTIBLE NOTES AND CONVERSION OPTIONS EMBEDDED IN CONVERTIBLE NOTES (continued)

The Group classified the debt portion of the convertible notes as loans and receivables and the embedded conversion option is deemed as held for trading and recognised at fair value on initial recognition. The fair values of the conversion options embedded in convertible notes on initial recognition and the end of the reporting period are determined by the directors of the Company with reference to the valuation performed by independent professional valuers not connected with the Group using Black-Scholes Option Pricing Model. Details of the method and assumptions used in the Black-Scholes Option Pricing Model in the valuation of the conversion options embedded in convertible notes are as follows:

		2012 二零一二年	2011 二零一一年
<b>ITC Properties Notes</b>	<b>德祥地產票據</b>		
Stock price (HK\$)	股價 (港元)	<b>2.24</b>	2.14
Conversion price (HK\$)	換股價 (港元)	<b>2.20</b>	8.904
Volatility	波幅	<b>29.79%</b>	42.63%
Dividend yield	孳息率	<b>0</b>	0
Option life (Year(s))	換股權壽命 (年)	<b>1.65</b>	0.2
Risk free rate	無風險率	<b>0.194%</b>	0.18%

The effective interest rates of the debt portion of convertible notes is 15.76% (2011: ranged from 8.76% to 9.16%) per annum.

## 21. NOTE RECEIVABLE FROM AN ASSOCIATE/ AMOUNTS DUE FROM ASSOCIATES

## Note receivable from an associate

As a result of the disposal of the Top Precise Group as detailed in note 9, the Group received a 2-year loan note with a principal amount of HK\$100,000,000 issued by a subsidiary of ITC Properties on 16th November, 2011 as part of the settlement of the consideration on the disposal of the Top Precise Group.

The loan note carries interest at HKD best lending rate quoted by The Hongkong and Shanghai Banking Corporation Limited (the "Best Lending Rate") plus 1% per annum, with effective interest rate of 6% per annum, and mature on 16th November, 2013.

## 20. 可換股票據之債項部份及可換股票據附帶之換股權 (續)

於首次確認時，本集團將可換股票據之債項部份分類為貸款及應收款項，而附帶換股權則視為持作買賣並按公平價值確認。該等可換股票據附帶之換股權於首次確認時及於報告期末之公平價值由本公司董事於參考與本集團概無關連之獨立專業估值師使用 Black-Scholes 期權定價模式所進行之估值後釐定。Black-Scholes 期權定價模式中採用以評估可換股票據附帶之換股權價值之方法及假設詳情如下：

可換股票據債項部分之實際年利率為15.76% (二零一一年：介乎8.76厘至9.16厘之間)。

## 21. 應收一間聯營公司票據／應收聯營公司款項

## 應收一間聯營公司票據

誠如附註9所述Top Precise集團之出售，本集團於二零一一年十一月十六日接納德祥地產一間附屬公司發行為期兩年，本金額為100,000,000港元之貸款票據，作為支付部份出售Top Precise集團之代價。

該貸款票據乃按香港上海滙豐銀行有限公司報出之最優惠借貸港元貸款利率 (「最優惠利率」) 加1厘之年息計息，實際年利率為6厘，於二零一三年十一月十六日到期。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

21. NOTE RECEIVABLE FROM AN ASSOCIATE/  
AMOUNTS DUE FROM ASSOCIATES (continued)

## Amounts due from associates

The amounts are unsecured, repayable within one year and non-interest bearing.

Before approving any new loan to associates, the Group will assess the potential borrower's credit quality and defines credit limits individually. Limits attributed to borrowers are reviewed twice a year. The amounts due from associates are repayable upon request for repayment, the amounts are neither past due nor impaired and have no loan default history, except for a balance of HK\$2,009,000 (2011: HK\$2,009,000).

As at 31st March, 2012, the Group has provided fully for the amount of HK\$2,009,000 (2011: HK\$2,009,000). Movement of the allowance is as follows:

		2012 二零一二年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元
Balance at beginning of the year	本年初之結存	2,009	2,766
Reversal of impairment losses recognised	撥回已確認之減值虧損	-	(757)
Balance at end of the year	本年末之結存	<u>2,009</u>	<u>2,009</u>

Included in the allowance for doubtful debts were individually impaired amounts due from associates with an aggregate balance of HK\$2,009,000 (2011: HK\$2,009,000) which had been in severe financial difficulties. The Group did not hold any collateral over these balances.

## 22. AVAILABLE-FOR-SALE INVESTMENTS

At 31st March, 2011, the unlisted equity securities represented investment in Shikumen Offshore Feeder Fund, which was managed by Shikumen Capital Management (HK) Limited and were redeemed at the fund's net asset values provided by the trustee of the fund during the year ended 31st March, 2012. The fair value of the investment was determined by reference to the fund net asset values at the end of the reporting period provided by the trustee.

21. 應收一間聯營公司票據／應收聯營  
公司款項(續)

## 應收聯營公司款項

有關款項乃無抵押、須於一年內償還及免息。

批出任何新貸款予聯營公司前，本集團將評核潛在借款人之信貸質素並界定個別人士之信貸限額。給予借款人之限額每年檢討兩次。除結存2,009,000港元(二零一一年：2,009,000港元)外，應收聯營公司款項須應要求償還，故此款項並無過期或減值及無拖欠貸款記錄。

於二零一二年三月三十一日，本集團已就款項2,009,000港元(二零一一年：2,009,000港元)作全數撥備。撥備變動如下：

呆賬撥備中包括個別有減值之應收聯營公司款項總結存2,009,000港元(二零一一年：2,009,000港元)，屬陷入嚴重財困類。本集團並無就該等結存持有任何抵押品。

## 22. 可供出售投資

於二零一一年三月三十一日，此非上市股本證券指於Shikumen Offshore Feeder Fund之投資，該基金由Shikumen Capital Management (HK) Limited管理，並已於截至二零一二年三月三十一日止年度內按基金信託人提供之基金資產淨值贖回。該投資之公平價值乃參考於報告期末受托人提供之基金資產淨值釐定。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

## 23. DEBTORS, DEPOSITS AND PREPAYMENTS

## 23. 應收賬款、訂金及預付款項

		2012 二零一二年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元
Trade debtors	應收貿易賬款	850	3,547
Other debtors, deposits and prepayments	其他應收賬款、訂金及 預付款項	2,338	2,402
Less: Allowance for doubtful debts	減：呆賬撥備	(1,344)	(1,248)
		<b>994</b>	1,154
		<b>1,844</b>	4,701

Trade debtors arising from property investment business are payable monthly in advance and the credit terms granted by the Group to other trade debtors normally ranged from 30 days to 90 days.

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

物業投資業務產生之應收貿易賬款須按月墊付，而本集團就其他應收貿易賬款授出之信貸期一般由30日至90日不等。

應收貿易賬款於報告期末按發票日期之賬齡分析如下：

		2012 二零一二年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元
Trade debtors	應收貿易賬款		
0 - 30 days	0 - 30日	803	2,200
31 - 60 days	31 - 60日	14	16
61 - 90 days	61 - 90日	5	5
Over 90 days	超過90日	28	1,326
		<b>850</b>	3,547

Before accepting any new customer, the Group will assess the potential customer's credit quality and defines credit limits by customer. The directors of the Company will continuously assess the recoverability of the receivables.

Included in the Group's trade debtors balance are debtors with aggregate carrying amount of HK\$28,000 (2011: HK\$1,326,000) which are past due at the reporting date for which the Group has not provided for impairment loss. The Group does not hold any collateral over these balances. The average age of these receivables is between 91 days to 180 days (2011: between 91 days to 365 days). No allowance for doubtful debts of trade debtors was provided (2011: Nil).

接受任何新客戶前，本集團將評核潛在客戶之信貸質素並界定客戶之信貸限額。本公司董事將繼續評核應收款項之可收回性。

本集團之應收貿易賬款項結存包括於報告日期已過期之總賬面值28,000港元(二零一一年：1,326,000港元)之應收賬款，而本集團並無就此計提減值虧損。本集團並無就該等結存持有任何抵押品。該等應收款項之平均賬齡介乎91日至180日(二零一一年：介乎91日至365日)。概無就應收貿易賬款作出呆賬撥備(二零一一年：無)。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

## 23. DEBTORS, DEPOSITS AND PREPAYMENTS

(continued)

Movement in the allowance for other debtors are as follows:

		2012 二零一二年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元
Balance at beginning of the year	本年初之結存	1,248	1,248
Impairment loss recognised	已確認減值虧損	96	-
Balance at end of the year	本年末之結存	<u>1,344</u>	<u>1,248</u>

Included in the allowance for doubtful debts of other debtors were individually impaired debtors with an aggregate balance of HK\$1,344,000 (2011: HK\$1,248,000) which had been in severe financial difficulties. The Group did not hold any collateral over these balances.

## 24. LOANS RECEIVABLE

		2012 二零一二年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元
Unsecured	無抵押	11,898	28,867
Less: Impairment loss recognised	減：已確認減值虧損	(1,898)	(1,898)
		<u>10,000</u>	<u>26,969</u>

The amounts are unsecured, repayable within one year and carry interest at the Best Lending Rate per annum (2011: Best Lending Rate plus 3% per annum) with effective interest rate of 5% (2011: 8%) per annum.

There is no movement on the allowance for loans receivable for both years.

Before approving any loans to new borrowers, the Group will assess the potential borrower's credit quality and defines credit limits individually. Limits attributed to borrowers are reviewed twice a year. The directors will continuously assess the recoverability of the loans receivable. In the opinion of the directors, the borrowers have sound financial background and there has not been a significant change in credit quality. As a result, the amounts are recoverable.

The allowance for doubtful debts relates to an individually impaired loan receivable of HK\$1,898,000 (2011: HK\$1,898,000) for which the debtor was in severe financial difficulties. The Group did not hold any collateral over this balance.

## 23. 應收賬款、訂金及預付款項

(續)

其他應收賬款撥備變動如下：

	2012 二零一二年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元
Balance at beginning of the year	1,248	1,248
Impairment loss recognised	96	-
Balance at end of the year	<u>1,344</u>	<u>1,248</u>

其他應收賬款之呆賬撥備中包括個別有減值之應收賬款總結存1,344,000港元(二零一一年：1,248,000港元)，屬陷入嚴重財困類。本集團並無就該等結存持有任何抵押品。

## 24. 應收貸款

	2012 二零一二年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元
Unsecured	11,898	28,867
Less: Impairment loss recognised	(1,898)	(1,898)
	<u>10,000</u>	<u>26,969</u>

有關款項乃無抵押、須於一年內償還及按年利率最優惠利率(二零一一年：最優惠利率加3厘之年利率)，以實際年利率為5厘(二零一一年：8厘)計息。

兩個年度之應收貸款撥備概無變動。

批出任何貸款予新借款人前，本集團將評估潛在借款人之信貸質素並界定個別人士之信貸限額。給予借款人之限額乃每年檢討兩次。董事將繼續評估應收貸款之可收回性。董事認為，借款人具有健全之財務背景，以及其信貸質素並無重大變化。故此，款項仍可收回。

呆賬撥備與個別有減值之應收貸款1,898,000港元(二零一一年：1,898,000港元)有關，而有關債務人屬陷入嚴重財困類。本集團並無就此結餘持有任何抵押品。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

## 25. SHORT-TERM BANK DEPOSITS AND BANK BALANCES

The short-term bank deposits and bank balances carry interest at prevailing market rates ranging from 0.01% to 3.1% (2011: 0.02% to 2.6%) per annum.

## 26. CREDITORS AND ACCRUED EXPENSES

Included in creditors and accrued expenses are trade creditors of HK\$3,437,000 (2011: HK\$3,972,000) and their aged analysis presented based on the invoice date at the end of the reporting period is as follows:

Trade creditors	應付貿易賬款
0 – 30 days	0 – 30日
31 – 60 days	31 – 60日

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

## 27. AMOUNTS DUE TO ASSOCIATES

The amounts at 31st March, 2011 were unsecured, non-interest bearing and repayable on demand. The amounts were fully settled during the year ended 31st March, 2012.

## 28. LOAN FROM A DIRECTOR

The loan at 31st March, 2011 was unsecured, carried interest at the Best Lending Rate with effective interest rate of 5% per annum and was repayable within one year. The loan was fully settled during the year ended 31st March, 2012.

## 25. 短期銀行存款及銀行結存

短期銀行存款及銀行結存以市場通行存款利率計息，年息介乎0.01厘至3.1厘（二零一一年：0.02厘至2.6厘）不等。

## 26. 應付賬款及應計開支

應付賬款及應計開支中包括3,437,000港元（二零一一年：3,972,000港元）之應付貿易賬款，而彼等於報告期末按發票日期之賬齡分析如下：

	2012 二零一二年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元
	3,423	472
	14	3,500
	<b>3,437</b>	<b>3,972</b>

購貨之平均信貸期為90日。本集團備有金融風險管理政策，確保所有應付款項不會超過信貸時限。

## 27. 應付聯營公司款項

於二零一一年三月三十一日該款項為無抵押、免息及須按要求償還。截至二零一二年三月三十一日止年度內，該款項已全數結清。

## 28. 向一名董事借款

於二零一一年三月三十一日該借貸為無抵押、以最優惠利率計息，實際年利率為5厘，須於一年內償還。截至二零一二年三月三十一日止年度內，該貸款已全數結清。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

## 29. BANK BORROWINGS

## 29. 銀行借款

		2012 二零一二年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元
The entire bank borrowings are secured and repayable as follows:	銀行借款全部有抵押及須償還如下：		
Within one year	一年內	-	5,250
From one to two years	一年至兩年	-	5,250
From two to three years	兩年至三年	-	5,250
From three to four years	三年至四年	-	31,750
		-	47,500
Less: Amount due within one year shown under current liabilities	減：一年內到期而列作流動負債之款項	-	(5,250)
Amount due after one year	一年後到期之款項	-	42,250

The Group's borrowings at 31st March, 2011 were all variable-rate borrowings which carried interest at Hong Kong Interbank Offered Rate ("HIBOR") plus a fixed percentage.

The ranges of effective interest rates (which were also equal to contracted interest rates) on the Group's variable rate borrowings were 0.66% to 0.91% per annum.

The Group's borrowings were denominated in the functional currency of the relevant group entity.

本集團於二零一一年三月三十一日之借款全為浮息借款，以香港銀行同業拆息（「HIBOR」）加固定百分比計息。

本集團各種借款之實際年利率範圍（亦相等於約定利率）為0.66厘至0.91厘。

本集團借款之幣值以集團相關公司之功能幣值計值。

## 30. BANK OVERDRAFTS

## 30. 銀行透支

		2012 二零一二年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元
Secured	有抵押	3,919	29,853
Unsecured	無抵押	32,837	12,937
		36,756	42,790

Bank overdrafts carry interest at prevailing market rates which range from 4.00% to 5.75% (2011: 4.00% to 5.75%) per annum.

銀行透支按市場通行年利率介乎4.00厘至5.75厘（二零一一年：4.00厘至5.75厘）計息。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

## 31. CONVERTIBLE NOTES PAYABLE

## 31. 可換股票據應付款項

		2012 二零一二年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元
Liability component:	負債部分：		
At the beginning of the year	本年初	161,589	180,492
Repurchased during the year	年內購回	(24,383)	(23,563)
Conversion during the year	年內轉換	-	(6,617)
On extension	延期	(14,173)	-
Interest charge	利息支出	15,541	20,792
Interest paid	已付利息	(7,275)	(9,515)
		<u>131,299</u>	<u>161,589</u>
At the end of the year	本年末		
Analysed for reporting purpose as:	就報告而言分析：		
Current liabilities	流動負債	-	161,589
Non-current liabilities	非流動負債	131,299	-
		<u>131,299</u>	<u>161,589</u>

On 2nd November, 2009, the Company issued 5% convertible notes which were unsecured, at par value of HK\$200,000,000 (the "Notes"). Interest was payable semi-annually. The Notes were denominated in HKD and entitled the holders to convert it into ordinary shares of the Company at any time between the period commencing on and including the 7th day after the date of issue of the Notes up to and including the date which was 7 days prior to the maturity date on 2nd November, 2011 at an initial conversion price of HK\$0.50 per conversion share (subject to anti-dilutive adjustments), which was subsequently adjusted to HK\$0.30 as a result of the Distribution. If the Notes had not been converted, they would be redeemed on 2nd November, 2011 at 100% of the outstanding principal amount. The Company was entitled to purchase the Notes at any time and any price agreed by the holders. The effective interest rate of the liability component was 11.52% per annum.

During the year ended 31st March, 2011, the Notes with an aggregate principal amount of HK\$7,000,000 were converted at conversion price of HK\$0.30 per ordinary share and the Notes with a principal amount of HK\$25,000,000 was repurchased at HK\$24,000,000, resulting in a gain of HK\$2,331,000.

During the year ended 31st March, 2012, the Notes with a principal amount of HK\$25,000,000 was repurchased at par value, resulting in a gain of HK\$2,265,000.

於二零零九年十一月二日，本公司發行面值200,000,000港元之5厘可換股票據（「票據」），其並無抵押，須每半年支付利息。票據以港元計值，並授權其持有人可按初步換股價每股0.50港元（可予以反攤薄調整）（其後因分派而調整為0.30港元）於票據發行日期後第七日（包括該日）起至票據到期日二零一一年十一月二日前七日（包括該日）期間隨時將之轉換為本公司之普通股。若票據未獲轉換，彼等將於二零一一年十一月二日按尚未償還本金額100%予以贖回。本公司有權隨時以經持有人同意之任何價格購回票據。負債部分之實際年利率為11.52厘。

截至二零一一年三月三十一日止年度內，總本金額7,000,000港元之票據按每股普通股0.30港元轉換，而本金額25,000,000港元之票據乃以24,000,000港元購回，因而產生收益2,331,000港元。

截至二零一二年三月三十一日止年度內，本金額25,000,000港元之票據乃以面值購回，因而產生收益2,265,000港元。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

## 31. CONVERTIBLE NOTES PAYABLE (continued)

On 29th September, 2011, the Company extended the maturity date of the remaining outstanding Notes of an aggregate principal amount of HK\$143,000,000 for two years from 2nd November, 2011 to 2nd November, 2013 (see circular dated 14th September, 2011 issued by the Company for details), resulting in a gain of HK\$13,894,000. All the other terms and conditions of the Notes remain unchanged. The effective interest rate of the liability component is 12.33% per annum.

As at 31st March, 2012, the aggregate outstanding principal amount of the Notes is HK\$143,000,000 (2011: HK\$168,000,000).

## 32. DEFERRED TAX LIABILITIES

The following table summarises the major deferred tax liabilities (assets) recognised and movements thereon during the current and prior years:

		Accelerated tax depreciation 加速稅項折舊 HK\$'000 千港元	Revaluation of properties 重估物業 HK\$'000 千港元	Tax losses 稅項虧損 HK\$'000 千港元	Total 總計 HK\$'000 千港元
At 1st April, 2010	於二零一零年四月一日	1,854	29,409	(1,393)	29,870
Charge (credit) to profit or loss	於損益扣除 (計入)	648	2,136	(648)	2,136
Charge to other comprehensive income	於其他全面收入扣除	-	6,451	-	6,451
At 31st March, 2011	於二零一一年三月三十一日	2,502	37,996	(2,041)	38,457
(Credit) charge to profit or loss	於損益 (計入) 扣除	(821)	330	821	330
Charge to other comprehensive income	於其他全面收入扣除	-	1,519	-	1,519
Disposal of subsidiaries (note 9)	出售附屬公司 (附註9)	-	(39,292)	-	(39,292)
At 31st March, 2012	於二零一二年三月三十一日	1,681	553	(1,220)	1,014

At 31st March, 2012, the Group has unused tax losses of HK\$594,766,000 (2011: HK\$573,733,000) available for offset against future profits. A deferred tax asset has been recognised in respect of HK\$7,398,000 (2011: HK\$12,370,000) of such losses. No deferred tax asset in respect of the remaining tax losses of HK\$587,368,000 (2011: HK\$561,363,000) has been recognised due to the unpredictability of future profit streams. Tax losses may be carried forward indefinitely.

## 31. 可換股票據應付款項 (續)

於二零一一年九月二十九日，本公司將餘下未償還票據（總本金額為143,000,000港元）之到期日由二零一一年十一月二日延長兩年，至二零一三年十一月二日（詳情見本公司於二零一一年九月十四日刊發之通函），因而產生收益13,894,000港元。票據之所有其他條款及條件維持不變。負債部份之實際年利率為12.33%。

於二零一二年三月三十一日，未償還票據之總本金額為143,000,000港元（二零一一年：168,000,000港元）。

## 32. 遞延稅項負債

本年度及以往年度已確認之主要遞延稅項負債（資產）以及相關變動概列如下表：

於二零一二年三月三十一日，本集團有為數594,766,000港元（二零一一年：573,733,000港元）之未動用稅項虧損可用以抵銷未來溢利。本集團已就其中7,398,000港元（二零一一年：12,370,000港元）確認遞延稅項資產。由於未能確定未來溢利來源，故並無就其餘稅項虧損587,368,000港元（二零一一年：561,363,000港元）確認遞延稅項資產。稅務虧損可無限期結轉。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

## 33. SHARE CAPITAL

## 33. 股本

		Number of shares 股份數目	Value 價值 HK\$'000 千港元
Ordinary shares of HK\$0.01 each:	每股面值0.01港元之普通股：		
Authorised:	法定：		
At 1st April, 2010, 31st March, 2011 and 31st March, 2012	於二零一零年四月一日、 二零一一年三月三十一日及 二零一二年三月三十一日	102,800,000,000	1,028,000
Issued and fully paid:	已發行及繳足：		
At 1st April, 2010	於二零一零年四月一日	753,695,343	7,537
Conversion of the Notes (Note)	轉換票據 (附註)	23,333,333	233
At 31st March, 2011 and 31st March, 2012	於二零一一年三月三十一日 及二零一二年三月三十一日	777,028,676	7,770

Note: 23,333,333 ordinary shares of HK\$0.01 each were issued upon the conversion of the Notes with an aggregate principal amount of HK\$7,000,000 on 17th December, 2010 and 28th December, 2010, at a conversion price of HK\$0.30 per share.

附註：於二零一零年十二月十七日及二零一零年十二月二十八日，按換股價每股0.30港元轉換總本金額7,000,000港元之票據，發行23,333,333股每股面值0.01港元之普通股。

## 34. SHARE OPTIONS

## 34. 購股權

The Company terminated the old share option scheme ("2002 Scheme") (which was adopted by the Company pursuant to a resolution passed by the then shareholders of the Company on 16th January, 2002 (as amended on 19th September, 2007)) and adopted a new share option scheme ("2011 Scheme") at the annual general meeting of the Company on 19th August, 2011 (the "Adoption Date").

The purpose of the 2002 Scheme is to provide incentive or reward to eligible persons for their contribution to, and continuing efforts to promote the interests of, the Company while the purpose of the 2011 Scheme is to provide incentive or reward to eligible persons for their contribution to, and continuing efforts to promote the interests of, the Company and its subsidiaries and/or any invested entity(ies) and its subsidiaries.

本公司已於二零一一年八月十九日（「採納日期」）於本公司股東週年大會上終止舊購股權計劃（「二零零二年計劃」）（於二零零二年一月十六日根據本公司當時股東通過之一項決議案而採納（已於二零零七年九月十九日修訂）），並採納一項新購股權計劃（「二零一一年計劃」）。

二零零二年計劃旨在向就提升本公司之利益作出貢獻而努力不懈之合資格人士提供激勵或獎勵，而二零一一年計劃旨在向就提升本公司及其附屬公司及／或任何投資實體及其附屬公司之利益作出貢獻而努力不懈之合資格人士提供激勵或獎勵。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

## 34. SHARE OPTIONS (continued)

The board of directors of the Company may in its absolute discretion, subject to the terms of the 2002 Scheme, grant options to, inter alia, employees and directors of the Company, the controlling shareholder of the Company and invested entity and their respective subsidiaries, supplier, advisor, agent, consultant or contractor for the provision of goods or services to any member of the Group or any invested entity and its subsidiaries and any vendor, customer or celebrity of any member of the Group or any invested entity and its subsidiaries, any person or entity that provides research, development or other technological support to any member of the Group, and any shareholder of any member of the Group or any invested entity and its subsidiaries or any holder of any securities issued by any member of the Group or any invested entity and its subsidiaries.

The board of directors of the Company may in its absolute discretion, subject to the terms of the 2011 Scheme, grant options to, inter alia, employees or executives, including executive directors of the Company, the controlling shareholder of the Company and any invested entity and their respective subsidiaries, non-executive directors of the Company and invested entity and their respective subsidiaries, supplier, advisor, agent, consultant or contractor for the provision of goods or services to any member of the Group or any invested entity and its subsidiaries and any vendor, customer or celebrity of any member of the Group or any invested entity and its subsidiaries or any person or entity that provides research, development or other technological support to the Group and any invested entity and its subsidiaries.

At the time of adoption by the Company of the 2011 Scheme on 19th August, 2011, the aggregate number of shares which may be issued upon the exercise of all options to be granted by the Company under the 2011 Scheme and any other share option scheme(s) adopted by the Company must not exceed 10% of the total number of issued shares of the Company as at the date of shareholders' approval of the 2011 Scheme. As at the date of these consolidated financial statements authorised for issuance, the total number of shares available for issue under the 2011 Scheme is 77,702,867 shares, which represented approximately 10% of the issued share capital of the Company as at the date of these consolidated financial statements authorised for issuance. Upon termination of the 2002 Scheme, no further share options would be offered under the 2002 Scheme. Notwithstanding the foregoing, the maximum number of shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the 2011 Scheme and any other share option scheme(s) of the Company must not, in aggregate, exceed 30% of the total number of issued shares of the Company from time to time.

## 34. 購股權 (續)

本公司董事會在遵照二零零二年計劃之條款下，可全權酌情將購股權授予(其中包括)本公司、本公司控股股東、任何投資實體及彼等各自之附屬公司之僱員及董事、向本集團任何成員公司或任何投資實體及其附屬公司提供產品或服務之供應商、諮詢人、代理商、顧問或承包商及本集團任何成員公司或任何投資實體及其附屬公司之任何廠商、顧客或著名人士；向本集團任何成員公司提供研究、發展或其他科技支援之任何人士或實體；及本集團任何成員公司或任何投資實體及其附屬公司之任何股東或本集團任何成員公司或任何投資實體及其附屬公司發行之任何證券之任何持有人。

本公司董事會在遵照二零一一年計劃之條款下，可全權酌情將購股權授予(其中包括)本公司、本公司控股股東、任何投資實體及彼等各自之附屬公司之僱員或行政人員(包括執行董事)、本公司及投資實體及彼等各自之附屬公司之非執行董事、向本集團任何成員公司或任何投資實體及其附屬公司提供產品或服務之供應商、諮詢人、代理商、顧問或承包商及本集團任何成員公司或任何投資實體及其附屬公司之任何廠商、顧客或著名人士；向本集團、任何投資實體及其附屬公司提供研究、發展或其他科技支援之任何人士或實體。

本公司於二零一一年八月十九日採納二零一一年計劃時，根據二零一一年計劃及由本公司採納之任何其他購股權計劃本公司將予授出之全部購股權被行使時能將予發行之股份，最高數目總額不可超過股東批准二零一一年計劃當日本公司之已發行股份總數之10%。於此等綜合財務報表獲授權刊發之日期，根據二零一一年計劃可發行之股份總數為77,702,867股股份，佔於此等綜合財務報表獲授權刊發之日期本公司之已發行股本總數約10%。終止二零零二年計劃後，不會根據二零零二年計劃額外提呈購股權。儘管如此，根據二零一一年計劃及本公司之任何其他購股計劃授出而尚未行使之全部尚未行使購股權被行使時能將予發行之股份，合共最高數目總額不可超過本公司不時已發行股份總數之30%。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

## 34. SHARE OPTIONS (continued)

Unless approved by the shareholders of the Company in general meeting, the total number of shares of the Company issued and to be issued upon exercise of the options granted and to be granted (whether exercised, cancelled or outstanding) under the 2011 Scheme and any other share option scheme(s) of the Company to any eligible person in any 12-month period up to and including the date of further grant shall not exceed 1% of the total number of the Company's shares in issue from time to time. Options granted to a substantial shareholder and/or an independent non-executive director of the Company or any of their respective associates (as defined in the Listing Rules) in any 12-month period in excess of 0.1% of the total number of shares of the Company in issue and having an aggregate value exceeding HK\$5 million must be approved by the shareholders of the Company in general meeting in advance.

The period within which the options may be exercised under the 2011 Scheme will be determined by the directors of the Company at the time of grant. This period must expire in any event not later than the day falling 10 years after the date on which the offer relating to such option is duly approved by the board of Directors. The 2002 Scheme and the 2011 Scheme do not provide for any minimum period for which an option must be held before it can be exercised. Options may be granted at an initial payment of HK\$1.00 for each acceptance of grant of option(s). The directors of the Company shall specify a date, being a date not later than 30 days after (i) the date on which the offer of the options is issued, or (ii) the date on which the conditions for the offer are satisfied, by which the eligible person must accept the offer or be deemed to have declined it.

The exercise price of the options will be determined by the directors of the Company (subject to adjustments as provided in the rules of the 2011 Scheme) which shall not be lower than the nominal value of the shares of the Company and shall be at least the higher of (i) the closing price of the shares of the Company as stated in the Hong Kong Stock Exchange's daily quotations sheet on the date of the offer, which must be a business day; and (ii) the average of the closing prices of the shares of the Company as stated in the Hong Kong Stock Exchange's daily quotations sheets for the five business days immediately preceding the date of the offer.

Subject to early termination in accordance with the provisions of the 2011 Scheme, the 2011 Scheme is valid and effective for a period of ten years commencing after the Adoption Date, after which period no further options shall be granted. There are no share options granted or outstanding under the 2011 Scheme, since its adoption.

## 34. 購股權 (續)

除非經本公司股東在股東大會上批准，否則截至及包括再授出日期止十二個月期間內，根據二零一一年計劃及本公司之任何其他購股權計劃向任何合資格人士授出及將予授出之購股權(不論是否已被行使、註銷或尚未行使之購股權)在行使時所發行及將予發行之本公司股份總數，不可超過本公司不時已發行股份總數之1%。於任何十二個月期間授予本公司主要股東及／或獨立非執行董事或彼等各自之聯繫人士(定義見上市規則)之購股權超過本公司已發行股份總數之0.1%而總值超過5,000,000港元，必須事先獲本公司股東在股東大會上批准。

二零一一年計劃項下購股權之可行使期間將由本公司董事在授出時決定。無論如何，此期間最遲必須在購股權要約獲董事會批准日期起計滿十年期間當日到期屆滿。二零零二年計劃及二零一一年計劃並無規定購股權必須最低限度持有一段時期方可行使。承授人每次接納授出之購股權時均須作出1.00港元之初步付款。本公司董事須指定一個日期，即在(i)發出購股權要約起計三十日內；或(ii)要約之條件達成之日起計三十日內，合資格人士必須在此期間內接納有關要約，否則被視作已拒絕接納要約。

購股權之行使價將由本公司董事決定(可根據二零一一年計劃之規定而作出調整)，行使價不可低於本公司股份之面值及最少須為以下各項之較高者(i)本公司股份在要約日(須為營業日)在香港聯交所之每日報價表所載之收市價；及(ii)本公司股份在緊接要約日之前五個營業日在香港聯交所之每日報價表所載之收市價之平均值。

除根據二零一一年計劃之條款而提前終止外，二零一一年計劃在採納日期起計十年期間內有效。在此期間結束後，不會據此再進一步授出購股權。自採納日期以來，並無根據二零一一年計劃授出購股權，亦無購股權尚未行使。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

## 34. SHARE OPTIONS (continued)

Details of the movements in the share options of the Company granted under the 2002 Scheme during the year are as follows:

Category of participants	Date of grant	Vesting date	Exercisable period	Exercise price per share (subject to adjustments)	Number of shares of the Company to be issued upon exercise of the share options			
					Outstanding at 31.3.2010	Reclassified during the year ended 31.3.2011	Cancelled or lapsed during the year	Outstanding at 31.3.2011 and 31.3.2012
參與者類別	授出日期	歸屬日期	可行使期間	每股股份之行使價 (可予以調整)	於二零一零年三月三十一日尚未行使	於二零一一年三月三十一日止年度內重新分類	於年內註銷或失效	於二零一一年三月三十一日及二零一二年三月三十一日尚未行使
				(Note 1) (附註1) HK\$ 港元		(Note 2) (附註2)		(Note 3) (附註3)
Directors 董事	28.3.2008	28.3.2008	28.3.2008 - 27.3.2011	1.51	14,701,000	-	(14,701,000)	-
Employees 僱員	28.3.2008	28.3.2008	28.3.2008 - 27.3.2011	1.51	3,156,750	(305,000)	(2,851,750)	-
Other participants 其他參與者	28.3.2008	28.3.2008	28.3.2008 - 27.3.2011	1.51	11,590,000	305,000	(11,895,000)	-
					<u>29,447,750</u>	<u>-</u>	<u>(29,447,750)</u>	<u>-</u>

## Notes:

- The exercise price of share options of the Company was adjusted from HK\$2.52 per share to HK\$1.51 per share with effect from 22nd October, 2010 due to the distribution of the contributed surplus of the Company as disclosed in the Company's announcement dated 16th August, 2010.
- Reclassify certain option holder(s) from the categories of employee(s) to other participant(s).
- No share options were granted, exercised, cancelled or lapsed during the year ended 31st March, 2012.

## 34. 購股權 (續)

年內根據二零一二年計劃所授出之本公司購股權之變動詳情如下：

Category of participants	Date of grant	Vesting date	Exercisable period	Exercise price per share (subject to adjustments)	Number of shares of the Company to be issued upon exercise of the share options			
					Outstanding at 31.3.2010	Reclassified during the year ended 31.3.2011	Cancelled or lapsed during the year	Outstanding at 31.3.2011 and 31.3.2012
參與者類別	授出日期	歸屬日期	可行使期間	每股股份之行使價 (可予以調整)	於二零一零年三月三十一日尚未行使	於二零一一年三月三十一日止年度內重新分類	於年內註銷或失效	於二零一一年三月三十一日及二零一二年三月三十一日尚未行使
				(Note 1) (附註1) HK\$ 港元		(Note 2) (附註2)		(Note 3) (附註3)
Directors 董事	28.3.2008	28.3.2008	28.3.2008 - 27.3.2011	1.51	14,701,000	-	(14,701,000)	-
Employees 僱員	28.3.2008	28.3.2008	28.3.2008 - 27.3.2011	1.51	3,156,750	(305,000)	(2,851,750)	-
Other participants 其他參與者	28.3.2008	28.3.2008	28.3.2008 - 27.3.2011	1.51	11,590,000	305,000	(11,895,000)	-
					<u>29,447,750</u>	<u>-</u>	<u>(29,447,750)</u>	<u>-</u>

## 附註：

- 因有關日期為二零一零年八月十六日本公司之公告所披露本公司實繳盈餘之分派，本公司之購股權行使價由每股股份2.52港元調整至每股股份1.51港元，由二零一零年十月二十二日起生效。
- 將若干購股權持有人由僱員重新分類為其他參與者。
- 截至二零一二年三月三十一日止年度，概無購股權獲授出、行使、註銷或失效。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

## 35. 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 owners of the Company through the optimisation of the debt and equity balance. The Group's overall strategy remains unchanged from prior year.

The capital structure of the Group consists of net debts, which includes the bank borrowings and convertible notes payable as disclosed in notes 29 and 31, respectively, net of cash and cash equivalents and equity attributable to owners of the Company, comprising issued share capital, accumulated profits and other reserves.

The directors of the Company review the capital structure on a regular basis. As part of this review, the directors consider the cost of capital and the risks associated with each class of capital. The Group will balance its overall capital structure through the payment of dividends and new share issues as well as the issue of new debt or the redemption of existing debt.

## 36. FINANCIAL INSTRUMENTS

## (a) Categories of financial instruments

		2012 二零一二年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元
<b>Financial assets</b>	<b>金融資產</b>		
Fair value through profit or loss (FVTPL)	按公平價值於溢利或虧損列賬		
Conversion options embedded in convertible notes	可換股票據附帶之換股權	11,421	-
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)	227,319	97,799
Available-for-sale investments	可供出售投資	-	1,552
<b>Financial liabilities</b>	<b>金融負債</b>		
Amortised cost	攤銷成本	<u>173,925</u>	<u>303,644</u>

## 35. 資本風險管理

本集團管理其資本，旨在確保本集團實體可持續經營，並透過優化債務及權益結餘為本公司擁有人帶來最大回報。本集團之整體策略自去年以來一直維持不變。

本集團之資本架構包括淨債務 (包括分別載於附註29及31之銀行借款及可換股票據應付款項)，扣除現金及現金等值項目及本公司擁有人應佔權益，當中包括已發行股本、累計溢利及其他儲備。

本公司董事定期檢討資本架構。作為檢討之一部分，董事將考慮資本成本及各類資本相關風險。本集團將透過支付股息及發行新股及至發行新債務或贖回現有債務，平衡其整體資本架構。

## 36. 金融工具

## (a) 金融工具分類

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

## 36. FINANCIAL INSTRUMENTS (continued)

## (b) Financial risk management objectives and policies

The Group's financial instruments include trade and other debtors, loans receivable, short-term bank deposits, bank balances and cash, amounts due from (to) associates, debt portion of convertible notes, conversion options embedded in convertible notes, note receivable from an associate, available-for-sale investments, trade and other creditors, bank borrowings, bank overdrafts, loan from a director and convertible notes payable. Details of these financial instruments are disclosed in the respective notes. The risks associated with these financial instruments and the policies on how to mitigate these risks are set out below.

The management manages and monitors these exposures to ensure appropriate measures are implemented in a timely and effective manner. There has been no significant change to the Group's exposure to market risks or the manner in which it manages and measures the risk.

**Market risks**

## (i) Currency risk

At the end of the reporting period, the carrying amount of the Group's net monetary assets and advances to foreign operations within the Group denominated in currencies other than the respective functional currencies of the relevant group entities include HK\$19,866,000 (2011: HK\$26,818,000) which denominated in Canadian dollars ("CAD"). 5% is the sensitivity rate used when reporting foreign currency risk internally to key management personnel and represents management's assessment of the reasonably possible change in foreign exchange rates.

On this basis, there will be a increase/decrease in post-tax profit by HK\$829,000 for the year (2011: decrease/increase in post-tax loss by HK\$1,120,000) where CAD strengthens/weakens against HKD by 5%. Management has closely monitored foreign exchange exposure to mitigate the foreign currency risk.

## 36. 金融工具 (續)

## (b) 金融風險管理目標及政策

本集團之金融工具包括應收貿易賬款及其他應收款項、應收貸款、短期銀行存款、銀行結存及現金、應收(付)聯營公司款項、可換股票據債項部分、可換股票據附帶之換股權、應收一間聯營公司之票據、可供出售投資、貿易及其他應付款項、銀行借貸、銀行透支、向一名董事借款及可換股票據應付款項。該等金融工具詳情於有關附註披露。與該等金融工具有關之風險及如何減輕這些風險之政策載列如下。

管理層管理及控制該等風險，確保適當措施能及時有效地實行。本集團之市場風險承擔及其管控及計量風險之方式並無重大改變。

**市場風險**

## (i) 貨幣風險

於報告期末，本集團貨幣資產之賬面淨值及墊款予本集團內海外業務之款項乃以相關集團實體之功能貨幣以外之貨幣計值，當中19,866,000港元(二零一一年：26,818,000港元)以加元(「加元」)計值。內部向重要管理人員呈報外幣風險時，採用5%敏感度，代表管理人員檢討外匯匯率之可能合理變動。

按此基準，倘加元兌港元轉強／轉弱達至5%，年內除稅後溢利將增加／減少829,000港元(二零一一年：除稅後虧損將減少／增加1,120,000港元)。管理層已密切注視外幣匯兌，務求儘量減輕外幣風險。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

## 36. FINANCIAL INSTRUMENTS (continued)

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

## Market risks (continued)

## (ii) Interest rate risk

The Group is exposed to fair value interest rate risk in relation to fixed-rate debt element of convertible notes and fixed-rate convertible notes payable issued by the Group.

The Group is also exposed to cash flow interest rate risk in relation to bank deposits and balances, loans receivable, note receivable from an associate, bank borrowings, bank overdrafts and loan from a director which are mainly arranged at floating rates.

Management has employed a treasury team to closely monitor interest rate movement and manage the potential risk. The Group currently does not have an interest rate hedging policy. However, management monitors interest rate change exposure and will consider hedging significant interest rate change exposure should the need arise.

The Group's exposures 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 fluctuation of the Best Lending Rate and HIBOR arising from the Group's HKD denominated loans receivable, note receivable from an associate and bank borrowings.

## 36. 金融工具(續)

## (b) 金融風險管理目標及政策(續)

## 市場風險(續)

## (ii) 利率風險

本集團因應可換股票據定息債項部分及本集團發行之定息應付可換股票據而面對公平價值利率風險。

本集團亦因主要安排為浮動利率之銀行存款及結存、應收貸款、來自一間聯營公司之應收票據、銀行借貸、銀行透支及向一名董事借款而面對現金流量利率風險。

管理層已委聘庫務小組密切監察利率變動，並管理其潛在風險。本集團目前並無設立利率對沖政策。然而，管理層注視利率風險，並會於必要時考慮對沖重大利率風險。

本集團就金融負債而面對之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因本集團之港元應收貸款、應收一間聯營公司票據及銀行借貸導致之最優惠借貸利率及HIBOR之波動。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

## 36. FINANCIAL INSTRUMENTS (continued)

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

## Market risks (continued)

## (ii) Interest rate risk (continued)

## Sensitivity analysis

The sensitivity analysis below has been determined based on the exposure to interest rates for the financial instruments except for interest-bearing bank balances at the end of the reporting period which carried floating market interest rate. The analysis is prepared assuming the amount of assets and liabilities outstanding at the end of the reporting period was outstanding for the whole year. A 50 basis point increase or decrease is used when reporting interest rate risk internally to key management personnel and represents management's assessment of the reasonably possible change in interest rates.

If interest rates had been 50 basis points (2011: 50 basis points) higher/lower and all other variables were held constant, the Group's post-tax profit for the year will be increased/decreased by HK\$482,000 (2011: post-tax loss for the year will be increased/decreased by HK\$447,000).

## (iii) Other price risk

The Group is exposed to equity price risk through the Group's available-for-sale investments and conversion options embedded in convertible notes. Management closely monitors the exposure to price risk. The Group's equity price risk is mainly concentrated on underlying equity instruments quoted on the Hong Kong Stock Exchange for the embedded conversion options.

The conversion options embedded in convertible notes held by the Group is required to be recognised at fair value at the end of the reporting period. Changes in fair value are recognised in profit or loss as long as the convertible notes are outstanding. The fair value change will be affected either positively or negatively, amongst others, by the changes in share price volatility of the convertible notes issuer.

## 36. 金融工具 (續)

## (b) 金融風險管理目標及政策 (續)

## 市場風險 (續)

## (ii) 利率風險 (續)

## 敏感度分析

下述敏感度分析根據於報告期末之金融工具(計息銀行結存除外)之利率風險(市場浮息利率)釐定。該分析乃假設於報告期末之尚餘資產及負債乃全年之餘額而編製。增長或降低50個基點乃向主要管理人員在內部報告利率風險所使用的基點，並代表管理層對利率合理可能變動之評估。

倘利率提高/降低50個基點(二零一一年: 50個基點)且所有其他變量保持不變, 本集團之年度稅後溢利將會增加/減少482,000港元(二零一一年: 年度稅後虧損將會增加/減少447,000港元)。

## (iii) 其他價格風險

本集團因其可供出售投資及可換股票據附帶之換股權而面對股本權益證券價格風險。管理層密切監察價格風險。本集團之股本價格風險主要涉及就附帶換股權而言在香港聯交所上市之相關股本工具。

本集團持有之可換股票據附帶之換股權須於報告期末按其公平價值確認。倘可換股票據尚未償還, 則公平價值之變動於損益中確認。公平價值之變動將造成正面或負面影響, 其中包括可換股票據發行人之股價波動性之變動。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

## 36. FINANCIAL INSTRUMENTS (continued)

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

## Market risks (continued)

## (iii) Other price risk (continued)

## Sensitivity analysis

The sensitivity analyses on available-for-sale investments and investments at FVTPL set out as below have been determined based on the exposure to the equity price risks of underlying quoted/listed securities at the end of the reporting period.

There was no available-for-sale investments as at 31st March, 2012. In 2011, if the prices of the respective equity instruments had been 5% higher/lower and all other variables are held constant, investment revaluation reserve would increase/decrease by HK\$78,000 as a result of changes in fair value of available-for-sale investments.

The sensitivity analysis on conversion options embedded in convertible notes set out as below have been determined based on the exposure to the change of share price of the convertible notes issuers at the end of the reporting period with other variable remained constant.

If the share prices of those convertible notes issuers are 5% (2011: 5%) higher/lower and all other variables are held constant, the Group's post-tax profit for the year will be increased/decreased by HK\$1,860,000/HK\$1,708,000 (2011: negligible change), as a result of changes in fair value of conversion option embedded in the convertible notes.

## 36. 金融工具(續)

## (b) 金融風險管理目標及政策(續)

## 市場風險(續)

## (iii) 其他價格風險(續)

## 敏感度分析

下述載列有關可供出售投資、按公平價值在溢利或虧損列賬之投資之敏感度分析根據相關上市證券於報告期末之股本價格風險釐定。

於二零一二年三月三十一日，概無可供出售投資。於二零一一年，倘各股本工具各自之價格提高/降低5%而所有其他變數不變，投資重估儲備將會因可供出售投資公平價值變動而增加/減少78,000港元。

下文所載轉換可換股票據附帶之換股權之敏感度分析乃僅基於報告期末可換股票據發行人之股價變動而其他變數不變釐定。

倘該等可換股票據發行人之股價升高/降低5% (二零一一年：5%)而所有其他變數不變，由於可換股票據附帶之換股權之公平價值變動，本集團於本年度之稅後溢利將會增加/減少1,860,000港元/1,708,000港元(二零一一年：有微不足道之變動)。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

## 36. FINANCIAL INSTRUMENTS (continued)

(b) Financial risk management objectives and policies  
(continued)**Credit risk**

The Group's maximum exposure to credit risk in the event of the counterparties' failure to discharge their obligations as at 31st March, 2012 in relation to each class of recognised financial assets are the amounts stated in the consolidated statement of financial position. In order to minimise the credit risk, management of the Group has determined 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 and loan debtor and convertible notes receivable at the end of the reporting period 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 Group has significant concentration of credit risk on note receivable from an associate, loans receivable and convertible notes receivable issued by an associate, amounting to approximately HK\$100 million, HK\$10 million and HK\$61 million, respectively. As the debtors or issuers of the convertible notes have good payment record in the past, the directors of the Company consider that the Group's credit risk to these counterparties is not significant. Other than that, the Group has no significant concentration of credit risk.

The credit risk on liquid fund is limited because the counterparties are banks and other financial institutions with high credit ratings. The Group does not have significant concentration of credit risk on liquid fund.

**Liquidity risk**

In the management of the liquidity risk, the Group monitors and maintains a level of cash and cash equivalents deemed adequate by management to finance the Group's operations and mitigate the effects of fluctuations in cash flows. Management monitors the utilisation of borrowings and ensures compliance with loan covenants.

## 36. 金融工具 (續)

## (b) 金融風險管理目標及政策 (續)

**信貸風險**

於二零一二年三月三十一日，本集團在交易對手未能履行其責任情況下，有關各類已確認金融資產之最大信貸風險為綜合財務狀況表上呈列之數據。為盡量降低信貸風險，本集團管理層已釐定信貸限額、信貸審批及其他監管程序，確保就追回過期欠款採取跟進措施。另外，本集團會於報告期末覆核各銷貨客戶欠債人及可換股票據應收款之可收回款額，確保就未能收回之款項作出恰當減值虧損。就此而言，本公司之董事認為本集團之信貸風險已大幅降低。

本集團高度集中於來自一間聯營公司之應收票據、應收貸款及一間聯營公司所發行之可換股票據應收款項，分別約為100,000,000港元、10,000,000港元及61,000,000港元之信貸風險。由於債務人或可換股票據發行人於過去有良好付款記錄，本公司董事認為本集團對交易對手之信貸風險並不重大。除此以外，本集團並無重大集中之信貸風險。

由於交易對手乃具有高信貸評級之銀行及其他金融機構，故流動資金之信貸風險有限。本集團於流動資金並無重大集中信貸風險。

**流動資金風險**

於管理流動資金風險時，本集團監察並維持視作足夠之現金及現金等價物水平，以就本集團營運撥資，並減低現金流量波動之影響。管理層監察借貸之使用，並確保遵守貸款契約。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

## 36. FINANCIAL INSTRUMENTS (continued)

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

## Liquidity risk (continued)

The following table details the Group's remaining contractual maturity for its financial liabilities based on the agreed repayable terms. The table has been drawn up based on the undiscounted cash flows of non-derivative 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. To the extent that interest flows are floating rate, the undiscounted amount is derived from interest rate at the end of the reporting period.

## Liquidity tables

		Weighted average interest rate 加權 平均利率 %	Less than 3 months 少於三個月 HK\$'000 千港元	3 months to 1 year 三個月至一年 HK\$'000 千港元	1-5 years 一至五年 HK\$'000 千港元	Total undiscounted cash flows 未貼現現金 流量總額 HK\$'000 千港元	Carrying amount 賬面值 HK\$'000 千港元
<b>2012</b>	<b>二零一二年</b>						
<b>Non-derivative financial liabilities</b>	<b>非衍生金融負債</b>						
Creditors	應付賬款	-	5,870	-	-	5,870	5,870
Bank overdrafts	銀行透支	5.00	36,917	-	-	36,917	36,756
Convertible notes payable	可換股票據應付款項	5.00	1,788	5,363	146,575	153,726	131,299
			<u>44,575</u>	<u>5,363</u>	<u>146,575</u>	<u>196,513</u>	<u>173,925</u>
<b>2011</b>	<b>二零一一年</b>						
<b>Non-derivative financial liabilities</b>	<b>非衍生金融負債</b>						
Creditors	應付賬款	-	5,126	-	-	5,126	5,126
Amounts due to associates	應付聯營公司款項	-	526	-	-	526	526
Loan from a director	向一名董事借款	5.00	-	48,419	-	48,419	46,113
Bank overdrafts	銀行透支	5.00	42,979	-	-	42,979	42,790
Bank borrowings - variable-rate	銀行借款-浮動利率	0.79	97	5,542	43,208	48,847	47,500
Convertible notes payable	可換股票據應付款項	5.00	2,100	170,800	-	172,900	161,589
			<u>50,828</u>	<u>224,761</u>	<u>43,208</u>	<u>318,797</u>	<u>303,644</u>

## 36. 金融工具(續)

## (b) 金融風險管理目標及政策(續)

## 流動資金風險(續)

下表詳述本集團金融負債之餘下合約期限(按協定償還條款)。就非衍生金融負債而言,下表根據金融負債之未貼現現金流量按本集團可能被要求清償之最早日期而編製。表內包括利息及主要現金流量。倘利率流向為浮息,未貼現金額則來自報告期末之利率。

## 流動資金列表

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

## 36. FINANCIAL INSTRUMENTS (continued)

## (c) Fair value

The fair value of the Group's financial assets and financial liabilities are determined as follows:

- the fair value of the debt portion of convertible notes and the conversion options embedded in convertible notes are determined based on discounted cash flow analysis using the applicable yield curve for the duration of the instruments and option pricing models, respectively;
- the fair value of available-for-sale investment is determined by reference to the valuation provided by the counterparty financial institution, which is determined based on inputs such as share price of listed equity securities of the fund; and
- the fair value of other financial assets and financial liabilities (excluding derivative instruments) is determined in accordance with generally accepted pricing models based on discounted cash flow analysis.

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

**Fair value measurements recognised in the consolidated statement of financial position**

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

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

## 36. 金融工具 (續)

## (c) 公平價值

本集團金融資產及金融負債之公平價值按以下方式釐定：

- 可換股票據債項部份及可換股票據附帶之換股權之公平價值乃基於貼現現金流量分析，分別採用適用之工具年期之孳息曲線及期權定價模式釐定；
- 可供出售投資之公平價值乃參考交易對手金融機構所提供之估值釐定，而該估值乃按基金中上市股本證券股價等輸入數據釐定；及
- 其他金融資產及金融負債（不包括衍生工具）之公平價值乃按照公認定價模式，以貼現現金流量分析為基準釐定。

董事認為，綜合財務報表中按攤銷成本列賬之本集團金融資產及金融負債之賬面值與彼等之公平價值相若。

**於綜合財務狀況表確認之公平價值計量**

下表提供以公平價值計量首次確認後之金融工具之分析，該等金融工具根據公平值可觀察的程度，分為第1級至第3級。

- 第1級：公平價值計量來自於活躍市場中相同金融資產或負債之報價（未經調整）。
- 第2級：公平價值計量來自於（除第1級包括的報價外）可觀察之資產或負債直接（即價格）或間接（即來自於價格）輸入。
- 第3級：公平價值計量來自於並非根據可觀察市場數據（非可觀察之輸入）之資產或負債輸入的估值技巧。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

## 36. FINANCIAL INSTRUMENTS (continued)

## (c) Fair value (continued)

*Fair value measurements recognised in the consolidated statement of financial position (continued)*

As at 31st March, 2012 於二零一二年三月三十一日	
Level 1 第1級 HK\$'000 千港元	Level 2 第2級 HK\$'000 千港元
<b>Financial assets at FVTPL</b>	
按公平價值於溢利或損益列賬之金融資產	
Conversion options embedded in convertible notes	
可換股票據附帶之換股權	
-	-
<b>Available-for-sale financial assets</b>	
可供出售金融資產	
Unlisted equity securities	
非上市股本證券	
-	1,552

There were no transfer between Level 1 and Level 2 in the current and prior years.

**Reconciliation of Level 3 fair value measurements of financial asset**

		Conversion options embedded in convertible notes 可換股票據附帶之換股權 HK\$'000 千港元
At 1st April, 2010	於二零一零年四月一日	201
Loss for the year recognised in profit or loss (Note)	於損益中確認之本年度虧損 (附註)	(201)
At 31st March, 2011	於二零一一年三月三十一日	-
On initial recognition	首次確認	14,889
Loss for the year recognised in profit or loss (Note)	於損益中確認之本年度虧損 (附註)	(3,468)
At 31st March, 2012	於二零一二年三月三十一日	11,421

## 36. 金融工具 (續)

## (c) 公平價值 (續)

於綜合財務狀況表確認之公平價值計量 (續)

As at 31st March, 2012 於二零一二年三月三十一日			
Level 1 第1級 HK\$'000 千港元	Level 2 第2級 HK\$'000 千港元	Level 3 第3級 HK\$'000 千港元	Total 總計 HK\$'000 千港元
-	-	11,421	11,421
As at 31st March, 2011 於二零一一年三月三十一日			
Level 1 第1級 HK\$'000 千港元	Level 2 第2級 HK\$'000 千港元	Level 3 第3級 HK\$'000 千港元	Total 總計 HK\$'000 千港元
-	1,552	-	1,552

本年度及過往年度內，並無於第1級與第2級之間轉撥。

金融資產的第3級公平價值計量的對賬

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

## 36. FINANCIAL INSTRUMENTS (continued)

## (c) Fair value (continued)

**Reconciliation of Level 3 fair value measurements of financial asset (continued)**

Note: During the year ended 31st March, 2012, the entire loss for the year included in profit or loss and presented in "Net gain on financial instruments" related to the conversion options embedded in convertible notes held at the end of the reporting period.

During the year ended 31st March, 2011, HK\$76,000 loss for the year related to the conversion options embedded in convertible notes held at the end of the reporting period. The amount was presented in "Net gain on financial instruments". Another loss of HK\$125,000 related to the repurchase of the convertible notes issued by Rosedale. The amount was presented as part of "Net gain on repurchase of convertible notes receivable" in "Net gain on financial instruments".

## 37. MAJOR NON-CASH TRANSACTIONS

During the year ended 31st March, 2011, the Group distributed 700,936,289 Hanny shares and recognised an impairment loss on an associate upon and after reclassification as held for distribution to shareholders and gain on derecognition of the associate of HK\$829,897,000 on 11th November, 2010.

As detailed in note 33, in 2011, the Group issued 23,333,333 ordinary shares upon the conversion of the Notes in an aggregate principal amount of HK\$7,000,000 to the holder of the Notes.

## 38. RETIREMENT BENEFIT SCHEMES

The Group operates a defined contribution scheme which is registered under the Occupational Retirement Scheme Ordinance for qualifying employees. The assets of the scheme is separately held in funds under the control of trustees.

The cost charged to profit or loss represents contributions paid and payable to the funds by the Group at rates specified in the rules of the schemes. Where there are employees who leave the schemes prior to vesting fully in the contributions, the contributions payable by the Group are reduced by the amount of forfeited contributions.

## 36. 金融工具 (續)

## (c) 公平價值 (續)

**金融資產的第3級公平價值計量的調節 (續)**

附註：截至二零一二年三月三十一日止年度，全部計入損益中並於「金融工具之收益淨額」呈列之本年度虧損，與報告期末持有可換股票據附帶之換股權有關。

於二零一一年三月三十一日止年度，該年度76,000港元虧損與報告期末持有可換股票據附帶之換股權有關，該金額於「金融工具之收益淨額」中呈列。另一筆125,000港元之虧損與購回珀麗所發行可換股票據有關，該金額於「金融工具之收益淨額」之「購回可換股票據應收款項收益淨額」部份中呈列。

## 37. 重大非現金交易

截至二零一一年三月三十一日止年度，本集團分派700,936,289股錦興股份並於二零一零年十一月十一日確認一間聯營公司於重新分類為持作分派予股東時及其後之減值虧損以及終止確認該聯營公司之收益829,897,000港元。

誠如附註33所述，本集團於二零一一年向轉換總本金額為7,000,000港元票據之票據持有人發行23,333,333股普通股。

## 38. 退休福利計劃

本集團為合資格僱員設有已界定根據職業退休計劃條款註冊之供款計劃。該計劃之資產由受託人控制之基金獨立持有。

於損益中計入之費用為本集團按該等計劃之規則所定之比率支付予基金之供款。倘僱員在可享有本集團供款所附全部權益前退出該等計劃，本集團應付供款將可按沒收供款之金額遞減。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

## 38. RETIREMENT BENEFIT SCHEMES (continued)

At the end of the reporting period, there were no significant forfeited contributions which arose upon employees leaving the schemes prior to their interests in the Group's contributions becoming fully vested and which are available to reduce the contributions payable by the Group in future years.

The Group also joined a Mandatory Provident Fund Scheme ("MPF Scheme"). The MPF Scheme is registered with the Mandatory Provident Fund Schemes Authority under the Mandatory Provident Fund Scheme Ordinance. The assets of the MPF Scheme are held separately from those of the Group in funds under the control of an independent trustee. Under the rules of the MPF Scheme, the employer and its employees are each required to make contributions to the MPF Scheme at rates specified in the rules. The only obligation of the Group with respect to the MPF Scheme is to make the required contributions under the MPF Scheme. No forfeited contributions are available to reduce the contributions payable in future years.

## 39. CONTINGENT LIABILITIES

On disposal of an associate in previous years and subsidiaries in the current year, the Group had given indemnities relating to unrecorded taxation liabilities, if any, and the affairs and business of the respective associate and subsidiaries up to the date of disposal to the purchasers.

## 40. OPERATING LEASE ARRANGEMENTS / COMMITMENTS

## (a) The Group as a lessee:

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

		2012 二零一二年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元
Within one year	一年內	3,273	428
In the second to fifth year inclusive	第二至第五年 (首尾兩年包括在內)	4,233	99
		<b>7,506</b>	<b>527</b>

Leases are negotiated, and monthly rentals are fixed, for an average term of two years (2011: two years).

## 38. 退休福利計劃 (續)

於報告期末，並無因僱員於彼等可享有本集團供款所附全部權益前退出該等計劃所產生之重大沒收供款及可供本集團於未來年度減少應付供款之重大沒收供款。

本集團亦已加入強制性公積金計劃(「強積金計劃」)。強積金計劃已根據強制性公積金計劃條例在強制性公積金管理局登記。強積金計劃之資產獨立於本集團之資產，由獨立受託人控制之基金持有。根據強積金計劃之規則，僱主及僱員均須各自按規則訂明之比率向計劃供款。本集團有關強積金計劃之僅有責任為根據強積金計劃作出指定之供款。目前並無已遭沒收供款可供本集團扣減日後應付供款。

## 39. 或然負債

於過往年度出售一間聯營公司及於本年度出售附屬公司時，本集團就尚未入賬之稅項負債(如有)及其截至出售日止之事務及業務，向相關買方提供彌償保證。

## 40. 營業租約安排／承擔

## (a) 本集團作為承租人：

於報告期末，本集團在不可撤銷之有關租用物業營業租約方面尚有未來最低租金款項承擔。此等承擔之支付期如下：

一般平均每隔兩年(二零一一年：兩年)磋商租約及釐定月租。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

## 40. OPERATING LEASE ARRANGEMENTS / COMMITMENTS (continued)

## (b) The Group as a lessor:

At the end of the reporting period, the Group had contracted with tenants for future minimum lease payments which fall due as follows:

		2012 二零一二年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元
Within one year	一年內	971	841
In the second to fifth year inclusive	第二至第五年（首尾兩年包括在內）	280	1,757
		<b>1,251</b>	<b>2,598</b>

The investment properties held have committed tenants for the next two years (2011: two years).

## 40. 營業租約安排／承擔（續）

## (b) 本集團作為出租人：

於報告期末，本集團與租戶已就未來最低租金款項訂約。支付期如下：

		2012 二零一二年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元
Within one year	一年內	971	841
In the second to fifth year inclusive	第二至第五年（首尾兩年包括在內）	280	1,757
		<b>1,251</b>	<b>2,598</b>

所持物業投資已覓得未來兩年（二零一一年：兩年）之租戶。

## 41. PLEDGE OF ASSETS

At the end of the reporting period, the following assets were pledged by the Group to secure banking and other financing facilities:

		2012 二零一二年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元
Land and buildings	土地及樓宇	3,374	230,000
Investment properties	投資物業	22,303	83,000
		<b>25,677</b>	<b>313,000</b>

## 41. 資產抵押

於報告期末，本集團已抵押下列資產，以取得銀行及其他信貸融資：

## 42. EVENT AFTER THE REPORTING PERIOD

In April 2012, the Group partially exercised the conversion rights attached to the New ITC Properties Notes with a principal amount of HK\$26.5 million, which was converted into approximately 12 million shares of ITC Properties at the conversion price of HK\$2.20 per share of ITC Properties. The Group's interest in ITC Properties was 39.79% immediately after the conversion of the New ITC Properties Notes. Up to the date of these consolidated financial statements authorised for issuance, the financial information of ITC Properties at the date of this conversion is not yet available and accordingly, the directors of the Company are not able to assess the financial impact of the acquisition of additional interest in ITC Properties to the Group.

## 42. 報告期後事項

於二零一二年四月，本集團將部份行使本金額26,500,000港元之新德祥地產票據所附帶換股權，按換股價每股2.20港元轉換約12,000,000股德祥地產股份。本集團於德祥地產之權益於緊隨兌換新德祥地產票據後為39.79%。截至本綜合財務報表獲授權刊發日期止，於轉換日期時之德祥地產之財務資料尚未獲得，故本公司董事未能評估收購德祥地產額外權益對本集團帶來之財務影響。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 綜合財務報表附註

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

#### 42. EVENT AFTER THE REPORTING PERIOD

(continued)

However, with reference to the latest published annual results of ITC Properties for the year ended 31st March, 2012, the directors considered that a pro forma gain on acquisition of the additional interest in ITC Properties to be recognised in the profit or loss in the next financial year would be approximately HK\$21 million. Such pro forma gain on acquisition was determined on the assumption that the aggregate fair values of net identifiable assets, liabilities and contingent liabilities at the date of acquisition are not significantly different from their carrying amounts as at 31st March, 2012 as included in the latest published annual results of ITC Properties for the year ended 31st March, 2012 and the financial impact of the acquisition will be adjusted when the financial information of ITC Properties is available and after completion of professional valuations on the fair values of the assets and liabilities of ITC Properties on the date of acquisition.

The pro forma information is for illustrative purpose only and is not necessarily an indication of the gain that actually would have been achieved had the fair value assessment been completed nor is it intended to be a projection of future gain.

#### 43. RELATED PARTY TRANSACTIONS

During the year, the Group had transactions with the following related parties, details of which are as follows:

Class of related party 關連人士之類別	Nature of transactions 交易性質	2012 二零一二年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元
Associates of the Group 本集團之聯營公司	Rentals and related building management fee charged by the Group 本集團收取租金及相關物業管理費	2,649	3,737
	Rentals and related building management fee paid by the Group 本集團支付租金及相關物業管理費	1,032	-
	Service fees charged by the Group 本集團收取服務費	497	2,096
	Interest income received and receivable by the Group 本集團收取及應收利息收入	11,197	24,948
A then associate of the Group 本集團當時之聯營公司	Acquisition of shares by the Group 本集團收購股份	-	175,726
A director 一名董事	Interest expenses paid and payable by the Group 本集團支付及應付利息開支	1,137	1,132

#### 42. 報告期後事項 (續)

然而，經參考德祥地產截至二零一二年三月三十一日止年度最新刊發年度業績，董事認為，將於下個財政年度於損益確認有關收購德祥地產額外權益之備考收益將約為21,000,000港元。該收購備考收益乃假設於收購日期可資識別資產淨值、負債及或然負債之公平價值總額與彼等於德祥地產最新刊發之年度業績於二零一二年三月三十一日之賬面值差異不大而釐定，而收購之財務影響將於獲得德祥地產之財務資料及就德祥地產於收購日期之資產及負債公平價值完成專業估值後調整。

備考資料僅供說明用途，並非完成公平價值評估後將達到之實際收益之指標，亦非未來收益之預測。

#### 43. 關連人士交易

年內，本集團與以下有關連人士進行之交易之詳情如下：

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

## 43. RELATED PARTY TRANSACTIONS (continued)

In addition, during the year, the Group disposed of its entire interest in the Top Precise Group to ITC Properties for a consideration of HK\$313,000,000 plus NTAV as detailed in note 9.

## Compensation of key management personnel

Only the directors were considered to be the key management personnel of the Group. The remuneration of directors was disclosed in note 7. The remuneration of directors is determined by the board of directors or the remuneration committee having regard to the performance of individuals and market trends.

## 43. 關連人士交易(續)

此外，年內，本集團向德祥地產出售 Top Precise 集團之全部權益，代價為 313,000,000 港元，加有形資產淨值(如附註 9 所詳述)。

## 管理層要員之薪金

僅董事被認為是本集團之管理層要員。董事之薪酬已於附註 7 中披露。董事之酬金乃由董事會或薪酬委員會參考個別人員之表現及市場趨勢而釐定。

## 44. FINANCIAL INFORMATION OF THE COMPANY

## 44. 有關本公司之財務資料

		2012 二零一二年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元
<b>Assets</b>	<b>資產</b>		
Investments in subsidiaries	附屬公司投資	-	-
Other receivables	其他應收款	232	230
Amounts due from subsidiaries	應收附屬公司款項	1,968,153	2,033,745
Bank balances and cash	銀行結存及現金	8,785	36
		<u>1,977,170</u>	<u>2,034,011</u>
<b>Liabilities</b>	<b>負債</b>		
Other payables	其他應付款項	4,601	7,219
Bank overdrafts	銀行透支	9,947	9,940
Convertible notes payable	可換股票據應付款項	131,299	161,589
		<u>145,847</u>	<u>178,748</u>
		<u>1,831,323</u>	<u>1,855,263</u>
<b>Capital and reserves</b>	<b>股本及儲備</b>		
Share capital	股本	7,770	7,770
Share premium and reserves (Note)	股份溢價及儲備 (附註)	1,823,553	1,847,493
		<u>1,831,323</u>	<u>1,855,263</u>
Total equity	總權益	<u>1,831,323</u>	<u>1,855,263</u>

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

## 44. FINANCIAL INFORMATION OF THE COMPANY

(continued)

Note: Details of movements of the Company's share capital, share premium and reserves are as follows:

## 44. 有關本公司之財務資料(續)

附註：本公司之股本、股份溢價及儲備之變動詳情如下：

		Share capital	Share premium	Contributed surplus	Capital redemption reserve	Convertible notes reserve	Share option reserve	Accumulated profits	Total
		股本	股份溢價	實繳盈餘	贖回儲備	可換股票據儲備	購股權儲備	累計溢利	合計
		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
At 1st April, 2010	於二零一零年四月一日	7,537	570,579	1,402,800	908	22,928	18,248	723,185	2,746,185
Loss and total comprehensive expenses for the year	本年度虧損及全面開支總額	-	-	-	-	-	-	(528,997)	(528,997)
Issue of shares on conversion of convertible notes	於轉換可換股票據時發行股份	233	7,186	-	-	(802)	-	-	6,617
Repurchase of convertible notes	購回可換股票據	-	-	-	-	(2,866)	-	99	(2,767)
Released upon lapse of vested share options	已歸屬購股權失效時轉出	-	-	-	-	-	(18,248)	18,248	-
Distribution	分派								
- Dividend paid	- 已付股息	-	-	-	-	-	-	(15,307)	(15,307)
- Distribution of assets to shareholders	- 分派資產予股東	-	-	(350,468)	-	-	-	-	(350,468)
Transfer	轉撥	-	-	(829,897)	-	-	-	829,897	-
At 31st March, 2011	於二零一一年三月三十一日	7,770	577,765	222,435	908	19,260	-	1,027,125	1,855,263
Loss and total comprehensive expenses for the year	本年度虧損及全面開支總額	-	-	-	-	-	-	(5,518)	(5,518)
Repurchase of convertible notes	購回可換股票據	-	-	-	-	(2,005)	-	(877)	(2,882)
Dividend paid	已付股息	-	-	-	-	-	-	(15,540)	(15,540)
At 31st March, 2012	於二零一二年三月三十一日	7,770	577,765	222,435	908	17,255	-	1,005,190	1,831,323

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

## 45. PARTICULARS OF PRINCIPAL SUBSIDIARIES

Details of the Company's principal subsidiaries at 31st March, 2012 and 2011 are as follows:

## 45. 主要附屬公司資料

本公司主要附屬公司於二零一二年及二零一一年三月三十一日之詳情如下：

Name of subsidiary 附屬公司名稱	Place of incorporation/ registration 成立地點/ 註冊地點	Issued and fully paid share capital/ registered capital 已發行及繳足 股本/註冊資本	Percentage of issued share capital/ registered capital				Principal activities 主要業務
			indirectly held by the Company 佔已發行股本/註冊資本百分比 由本公司間接持有		attributable to the Group 本集團應佔		
			2012 %	2011 %	2012 %	2011 %	
All Combine Investments Limited	British Virgin Islands 英屬處女群島	US\$1 ordinary share 1美元普通股	100	100	100	100	Investment holding 投資控股
Great Intelligence Limited	British Virgin Islands 英屬處女群島	US\$1 ordinary share 1美元普通股	100	100	100	100	Investment holding 投資控股
ITC Development Co. Limited	British Virgin Islands 英屬處女群島	US\$15,000 ordinary shares 15,000美元普通股	100	100	100	100	Investment holding 投資控股
ITC Development Group Limited (formerly known as Hero's Way Resources Ltd.) (前稱Hero's Way Resources Ltd.)	British Virgin Islands 英屬處女群島	US\$1 ordinary share 1美元普通股	100	100	100	100	Investment holding 投資控股
ITC Investment Holdings Limited	British Virgin Islands 英屬處女群島	US\$1 ordinary share 1美元普通股	100	100	100	100	Investment holding 投資控股
ITC Management Group Limited	British Virgin Islands 英屬處女群島	US\$2 ordinary shares 2美元普通股	100	100	100	100	Investment holding 投資控股
Large Scale Investments Limited	British Virgin Islands 英屬處女群島	US\$1 ordinary share 1美元普通股	100	100	100	100	Investment holding 投資控股

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

## 45. PARTICULARS OF PRINCIPAL SUBSIDIARIES

(continued)

## 45. 主要附屬公司資料(續)

Name of subsidiary 附屬公司名稱	Place of incorporation/ registration 成立地點/ 註冊地點	Issued and fully paid share capital/ registered capital 已發行及繳足 股本/註冊資本	Percentage of issued share capital/ registered capital				Principal activities 主要業務
			indirectly held by the Company 佔已發行股本/ 由本公司間接持有		attributable to the Group 註冊資本百分比 本集團應佔		
			2012 %	2011 %	2012 %	2011 %	
Burcon Group Limited	Canada 加拿大	CAD1,000 class A common shares 1,000加元A類普通股	100	100	100	100	Investment and property holding 投資及物業持控
Great Intelligence Holdings Limited	Hong Kong 香港	HK\$2 ordinary shares 2港元普通股	100	100	100	100	Securities trading and treasury investment 證券買賣及庫務投資
Great Intelligence Limited (Note) (附註)	Hong Kong 香港	HK\$2 ordinary shares 2港元普通股	N/A	100	N/A	100	Property holding and investment 物業持控及投資
ITC Finance Limited 德祥財務有限公司	Hong Kong 香港	HK\$2 ordinary shares 2港元普通股	100	100	100	100	Provision of finance 提供融資
ITC Management Limited 德祥企業管理有限公司	Hong Kong 香港	HK\$2 ordinary shares 2港元普通股	100	100	100	100	Provision of management, administration and financial services and treasury investment 提供管理、行政及 財務服務及庫務投資

Note: The subsidiary was disposed of during the year ended 31st March, 2012.

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

All of the above subsidiaries are limited companies.

Other than Burcon Group Limited which operates in Canada, all of the above subsidiaries have their principal place of operations in Hong Kong.

The above table lists the subsidiaries of the Company which, in the opinion of the directors, principally affected the results of the Group for the year or formed a substantial portion of the assets of the Group at the end of the year. To give details of other subsidiaries would, in the opinion of the directors, result in particulars of excessive length.

附註：該附屬公司已於截至二零一二年三月三十一日止年度出售。

於年度終結前或年內任何時間，各附屬公司概無任何借貸資本。

所有上述附屬公司均為有限公司。

除Burcon Group Limited在加拿大經營外，所有上述附屬公司之主要經營地點均為香港。

上表列載之本公司附屬公司，乃董事認為主要影響本集團年度業績或構成本集團年終資產重大部份之公司。董事認為，詳載其他附屬公司會導致篇幅過於冗長。

## FINANCIAL SUMMARY

## 財務摘要

## RESULTS

## 業績

		Year ended 31st March, 截至三月三十一日止年度				2012
		2008	2009	2010	2011	2012
		二零零八年	二零零九年	二零一零年	二零一一年	二零一二年
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元
		(restated)	(restated)	(restated)		
		(經重列)	(經重列)	(經重列)		
Revenue	收入					
- Continuing operations	- 持續經營業務	155,699	46,453	59,014	36,102	19,548
- Discontinued operations	- 終止經營業務	2,547	-	-	-	-
		<u>158,246</u>	<u>46,453</u>	<u>59,014</u>	<u>36,102</u>	<u>19,548</u>
Profit (loss) before taxation	除稅前溢利(虧損)	323,848	(718,120)	(1,192)	(590,579)	430,674
Taxation	稅項	(10,669)	2,894	(4,682)	(2,136)	(330)
Profit for the year from discontinued operations	終止經營業務之 本年度溢利	2	-	-	-	-
Profit (loss) for the year	本年度溢利(虧損)	<u>313,181</u>	<u>(715,226)</u>	<u>(5,874)</u>	<u>(592,715)</u>	<u>430,344</u>
Attributable to:	以下人士應佔:					
Owners of the Company	本公司擁有人	251,398	(715,226)	(5,874)	(592,715)	430,344
Non-controlling interests	非控股權益	61,783	-	-	-	-
		<u>313,181</u>	<u>(715,226)</u>	<u>(5,874)</u>	<u>(592,715)</u>	<u>430,344</u>

## ASSETS AND LIABILITIES

## 資產及負債

		As at 31st March, 於三月三十一日				2012
		2008	2009	2010	2011	2012
		二零零八年	二零零九年	二零一零年	二零一一年	二零一二年
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元
		(restated)	(restated)	(restated)		
		(經重列)	(經重列)	(經重列)		
Total assets	資產總值	3,782,639	3,036,088	3,368,266	2,478,851	2,782,028
Total liabilities	負債總額	(322,011)	(319,934)	(315,038)	(349,058)	(180,623)
Shareholders' funds	股東資金	<u>3,460,628</u>	<u>2,716,154</u>	<u>3,053,228</u>	<u>2,129,793</u>	<u>2,601,405</u>
Attributable to:	以下人士應佔:					
Owners of the Company	本公司擁有人	<u>3,460,628</u>	<u>2,716,154</u>	<u>3,053,228</u>	<u>2,129,793</u>	<u>2,601,405</u>



**ITC CORPORATION LIMITED**  
德祥企業集團有限公司

