

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報告附註

For the year ended 31 March 2006 截至二零零六年三月三十一日止年度

1. 概述

本公司為於百慕達註冊成立之獲豁免有限公司，其股份在香港聯合交易所有限公司（「聯交所」）上市。本公司之註冊辦事處地址及主要營業地點於本年報公司資料內披露。

綜合財務報告乃按本公司之功能貨幣港元呈列。

本公司為投資控股公司，其主要附屬公司從事設計、製造及銷售範圍廣泛之電子產品，證券買賣及物業發展之業務。

2. 應用新訂／經修訂香港財務報告準則

本集團於本年度首次應用香港會計師公會頒佈之多項新訂或經修訂香港財務報告準則（「香港財務報告準則」）、香港會計準則（「香港會計準則」）及詮釋（「詮釋」）（下文統稱「新訂香港財務報告準則」），該等準則於二零零五年一月一日或以後開始之會計期間生效。採用新訂香港財務報告準則導致綜合收益表、綜合資產負債表及綜合權益變動表之呈報方式有變，特別是少數股東權益之呈報方式已根據香港會計準則第1號「財務報告呈報」之規定作出改動。呈報方式之變動已追溯應用。採用新訂香港財務報告準則導致本集團在以下範疇之會計政策出現影響現行及／或過往會計年度業績之編製及呈報方式之變動。

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 "Stock Exchange"). The addresses of the registered office and principal place of business of the Company are disclosed in the corporate information of the annual report.

The consolidated financial statements are presented in Hong Kong dollars which is the functional currency of the Company.

The Company is an investment holding company. Its principal subsidiaries are engaged in the design, manufacture and sale of a wide range of electronic products, securities trading and property development.

2. APPLICATION OF NEW/REVISED HONG KONG FINANCIAL REPORTING STANDARDS

In the current year, the Group has applied, for the first time, a number of new or revised Hong Kong Financial Reporting Standards ("HKFRSs"), Hong Kong Accounting Standards ("HKASs") and Interpretations ("INTs") (hereinafter collectively referred to as the "new HKFRSs") issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA") that are effective for accounting periods beginning on or after 1 January 2005. The application of the new HKFRSs has resulted in a change in the presentation of the consolidated income statement, consolidated balance sheet and consolidated statement of changes in equity. In particular, the presentation of minority interests has been changed as required by HKAS 1 "Presentation of financial statements". The changes in presentation have been applied retrospectively. The adoption of the new HKFRSs has resulted in changes to the Group's accounting policies in the following areas that have an effect on how the results for the current and/or prior accounting years are prepared and presented.

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2. 應用新訂／經修訂香港財務報告準則 (續)

業務合併

本集團於本年度應用香港財務報告準則第3號「業務合併」(「香港財務報告準則第3號」)，適用於協議日期為二零零五年一月一日或以後之業務合併。應用香港財務報告準則第3號對本集團之主要影響概述如下：

商譽

於過往年度，二零零一年四月一日前因收購所產生商譽乃撥入儲備，而於二零零一年四月一日後因收購產生之商譽則撥充資本，並按其估計可用年期攤銷。

自二零零五年四月一日起，早前於儲備確認之商譽繼續撥入儲備，並將於出售與該商譽有關之業務或與該商譽有關之現金產生單位出現減值時，轉撥至本集團之累計溢利內。就早前於資產負債表撥充資本之商譽而言，本集團已終止攤銷於二零零五年四月一日以後產生之有關商譽，並最少每年及於進行收購之財政年度內檢測商譽減值。於二零零五年一月一日後因收購產生之商譽於初步確認後按成本減累計減值虧損(如有)計量。就先前於資產負債表撥充資本之商譽而言，本集團撤銷為數七百四十二萬六千港元之相關累計折舊賬面值，而二零零五年四月一日之商譽成本亦相應減少(見附註19)。由於會計政策有變，本年度並無扣除任何商譽攤銷。截至二零零五年三月三十一日止年度之比較數字並無重列(財務影響詳見附註3)。

2. APPLICATION OF NEW/REVISED HONG KONG FINANCIAL REPORTING STANDARDS (Continued)

Business combinations

In the current year, the Group has applied HKFRS 3 "Business combinations" ("HKFRS 3") which is effective for business combinations for which the agreement date is on or after 1 January 2005. The principal effects of the application of HKFRS 3 to the Group are summarised below:

Goodwill

In previous years, goodwill arising on acquisition prior to 1 April 2001 was held in reserves, and goodwill arising on acquisition after 1 April 2001 was capitalised and amortised over its estimated useful life.

From 1 April 2005 onwards, goodwill previously recognised in reserves continues to be held in reserves and will be transferred to accumulated profits of the Group at the time when the business to which the goodwill relates is disposed of or when a cash-generating unit to which the goodwill relates becomes impaired. With respect to goodwill previously capitalised on the balance sheet, the Group has discontinued amortising such goodwill from 1 April 2005 onwards and goodwill will be tested for impairment at least annually and in the financial year in which the acquisition takes place. Goodwill arising on acquisition after 1 January 2005 is measured at cost less accumulated impairment losses (if any) after initial recognition. With respect to goodwill previously capitalised on the balance sheet, the Group eliminated the carrying amount of the related accumulated amortisation of HK\$7,426,000 with a corresponding decrease in the cost of goodwill on 1 April 2005 (see note 19). As a result of this change in accounting policy, no amortisation of goodwill has been charged in the current year. Comparative figures for the year ended 31 March 2005 have not been restated (see note 3 for the financial impact).

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2. 應用新訂／經修訂香港財務報告準則 (續)

業務合併 (續)

本集團於被收購公司之可識別資產、負債及或然負債之公平淨值中之權益超出成本之差額(前稱「負商譽」)

根據香港財務報告準則第3號，本集團於被收購公司之可識別資產、負債及或然負債之公平淨值中之權益超出收購成本之差額(「收購折讓」)，於進行收購期間即時在損益確認。過往年度，於二零零一年四月一日前因收購產生之負商譽撥入儲備，而於二零零一年四月一日後因收購產生之負商譽則按照計算結餘時之情況分析後自資產扣除並撥回收入。本集團已應用香港財務報告準則第3號之相關過渡條文，早前於儲備確認之負商譽一千一百五十七萬一千港元，已轉撥至本集團於二零零五年四月一日之累計溢利(財務影響詳見附註3)。

股份付款

本集團於本年度應用香港財務報告準則第2號「股份付款」(「香港財務報告準則第2號」)，該準則規定倘本集團購入貨品或獲取服務而以股份或股份權利作為交換(「股本結算交易」)，或以與指定數目股份或股份權利等值之其他資產作為交換(「現金結算交易」)，則須確認有關開支。香港財務報告準則第2號對本集團之主要影響為就授予本公司董事及僱員之購股權於購股權授出日期釐訂之公平值須於歸屬期間支銷。於應用香港財務報告準則第2號前，本集團於購股權獲行使前，不會確認購股權之財務影響。本集團就二零零五年四月一日或以後授出之購股權應用香港財務報告準則第2號。有關於二零零五年四月一日前授出之購股權，本集團選擇不就於二零零二年十一月七日或之前授出而於二零零五年四月一日前已歸屬之購股權應用香港財務報告準則第2號。比較數字並無重列。香港財務報告準則第2號對本年度業績之財務影響在附註3披露。

2. APPLICATION OF NEW/REVISED HONG KONG FINANCIAL REPORTING STANDARDS (Continued)

Business combinations (Continued)

Excess of the Group's interest in the net fair value of acquiree's identifiable assets, liabilities and contingent liabilities over cost (previously known as "negative goodwill")

In accordance with HKFRS 3, any excess of the Group's interest in the net fair value of acquiree's identifiable assets, liabilities and contingent liabilities over the cost of acquisition ("discount on acquisition") is recognised immediately in profit or loss in the period in which the acquisition takes place. In previous years, negative goodwill arising on acquisition prior to 1 April 2001 was held in reserves, and negative goodwill arising on acquisition after 1 April 2001 was presented as a deduction from assets and released to income based on an analysis of the circumstances from which the balance resulted. The Group has applied the relevant transitional provisions in HKFRS 3. Negative goodwill previously recognised in reserves of HK\$11,571,000 has been transferred to the Group's accumulated profits on 1 April 2005 (see note 3 for the financial impact).

Share-based payments

In the current year, the Group has applied HKFRS 2 "Share-based payment" ("HKFRS 2") which requires an expense to be recognised where the Group buys goods or obtains services in exchange for shares or rights over shares ("equity-settled transactions"), or in exchange for other assets equivalent in value to a given number of shares or rights over shares ("cash-settled transactions"). The principal impact of HKFRS 2 on the Group is in relation to the expensing of the fair value of share options granted to directors and employees of the Company, determined at the date of grant of the share options, over the vesting period. Prior to the application of HKFRS 2, the Group did not recognise the financial effect of these share options until they were exercised. The Group has applied HKFRS 2 to share options granted on or after 1 April 2005. In relation to share options granted before 1 April 2005, the Group chooses not to apply HKFRS 2 with respect to share options granted on or before 7 November 2002 and vested before 1 April 2005. Comparative figures have not been restated. The financial impact of HKFRS 2 on current year results is disclosed in note 3.

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2. 應用新訂／經修訂香港財務報告準則 (續)

金融工具

本集團於本年度應用香港會計準則第32號「金融工具：披露及呈報」（「香港會計準則第32號」）及香港會計準則第39號「金融工具：確認及計量」（「香港會計準則第39號」）。香港會計準則第32號規定須追溯應用。應用香港會計準則第32號對本集團現行及過往會計年度之金融工具呈報方式並無重大影響。香港會計準則第39號於二零零五年一月一日或以後開始之年度期間生效，一般不容許追溯確認、剔除確認或計量金融資產及負債。實施香港會計準則第32號及香港會計準則第39號之主要影響概述如下：

金融資產及金融負債之分類及計量

本集團就香港會計準則第39號範圍內之金融資產及金融負債分類及計量應用香港會計準則第39號之相關過渡條文。

於二零零五年三月三十一日，本集團根據會計實務準則（「會計實務準則」）第24號「證券投資之會計處理」（「會計實務準則第24號」）之基準分類及計量其債務及股本證券。根據會計實務準則第24號，債務或股本證券投資視適用情況分類為「投資證券」或「其他投資」。「投資證券」按成本值扣除減值虧損（如有）列賬，而「其他投資」則按公平值計算，當中未變現盈虧會計入損益。自二零零五年四月一日起，本集團根據香港會計準則第39號分類及計量其債務及股本證券。根據香港會計準則第39號，金融資產分類為「按公平值計入損益之金融資產」、「可供出售金融資產」或「貸款及應收款項」。「按公平值計入損益之金融資產」及「可供出售金融資產」乃以公平值列賬，而公平值變動分別於損益及股本確認。並無於活躍市場報價且未能可靠計量其公平值之「可供出售股本投資」，以及與有關非上市股本工具掛鈎且必須以交付有關非上市股本工具方式結算之衍生工具，於初步確認後按成本值扣除減值計算。「貸款及應收款項」於初步確認後利用實際利率法按攤銷成本計算。

2. APPLICATION OF NEW/REVISED HONG KONG FINANCIAL REPORTING STANDARDS (Continued)

Financial instruments

In the current year, the Group has applied HKAS 32 "Financial instruments: disclosure and presentation" ("HKAS 32") and HKAS 39 "Financial instruments: recognition and measurement" ("HKAS 39"). HKAS 32 requires retrospective application. The application of HKAS 32 has had no material impact on how the financial instruments of the Group are presented for current and prior accounting years. HKAS 39, which is effective for annual periods beginning on or after 1 January 2005, generally does not permit the recognition, derecognition or measurement of financial assets and liabilities on a retrospective basis. The principal effects resulting from the implementation of HKAS 32 and HKAS 39 are summarised below:

Classification and measurement of financial assets and financial liabilities

The Group has applied the relevant transitional provisions in HKAS 39 with respect to classification and measurement of financial assets and financial liabilities that are within the scope of HKAS 39.

By 31 March 2005, the Group classified and measured its debt and equity securities in accordance with the benchmark treatment of the Statement of Standard Accounting Practice ("SSAP") 24 "Accounting for investments in securities" ("SSAP 24"). Under SSAP 24, investments in debt or equity securities are classified as "investment securities" or "other investments" as appropriate. "Investment securities" are carried at cost less impairment losses (if any) while "other investments" are measured at fair value, with unrealised gains or losses included in the profit or loss. From 1 April 2005 onwards, the Group has classified and measured its debt and equity securities in accordance with HKAS 39. Under HKAS 39, financial assets are classified as "financial assets at fair value through profit or loss", "available-for-sale financial assets" or "loans and receivables". "Financial assets at fair value through profit or loss" and "available-for-sale financial assets" are carried at fair value, with changes in fair values recognised in profit or loss and equity respectively. Available-for-sale equity investments that do not have quoted market prices in an active market and whose fair value cannot be reliably measured and derivatives that are linked to and must be settled by delivery of such unquoted equity instruments are measured at cost less impairment after initial recognition. "Loans and receivables" are measured at amortised cost using the effective interest method after initial recognition.

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2. 應用新訂／經修訂香港財務報告準則 (續)

金融工具 (續)

金融資產及金融負債之分類及計量 (續)

於二零零五年四月一日，本集團根據香港會計準則第39號之過渡條文分類及計量其債務及股本證券。由於採納香港會計準則第39號，本集團將於二零零五年四月一日在綜合資產負債表所記錄為數二千四百二十八萬四千港元之「證券投資」重新指定為「可供出售投資」，另三千三百五十八萬七千港元列作買賣投資。截至二零零六年三月三十一日止年度，可供出售投資公平值減少三萬五千港元，已扣自投資重估儲備。

債務及股本證券以外之金融資產及金融負債

自二零零五年四月一日起，本集團按照香港會計準則第39號之規定分類及計量債務及股本證券以外之金融資產及金融負債，該等資產與負債以往不屬會計實務準則第24號範圍內。誠如上文所述，香港會計準則第39號將金融資產分類為「按公平值計入損益之金融資產」、「可供出售金融資產」或「貸款及應收款項」。金融負債一般分類為「按公平值計入損益之金融負債」或「其他金融負債」。按公平值計入損益之金融負債按公平值計量，而公平值變動則直接在損益確認。「其他金融負債」於初步確認後採用實際利率法按攤銷成本列賬。香港會計準則第39號之此等規定對本集團並無任何財務影響。

2. APPLICATION OF NEW/REVISED HONG KONG FINANCIAL REPORTING STANDARDS (Continued)

Financial instruments (Continued)

Classification and measurement of financial assets and financial liabilities (Continued)

On 1 April 2005, the Group classified and measured its debt and equity securities in accordance with the transitional provisions of HKAS 39. As a result of the adoption of HKAS 39, the Group has redesignated "investments in securities" recorded in the consolidated balance sheet at 1 April 2005 amounting to HK\$24,284,000 as "available-for-sale investments" and HK\$33,587,000 as investments held for trading. During the year ended 31 March 2006, the decrease in fair value of available-for-sale investments of HK\$35,000 is charged to investment revaluation reserve.

Financial assets and financial liabilities other than debt and equity securities

From 1 April 2005 onwards, the Group has classified and measured its financial assets and financial liabilities other than debt and equity securities (which were previously outside the scope of SSAP 24) in accordance with the requirements of HKAS 39. As mentioned above, financial assets under HKAS 39 are classified as "financial assets at fair value through profit or loss", "available-for-sale financial assets", or "loans and receivables". Financial liabilities are generally classified as "financial liabilities at fair value through profit or loss" or "other financial liabilities". Financial liabilities at fair value through profit or loss are measured at fair value, with changes in fair value being recognised in profit or loss directly. "Other financial liabilities" are carried at amortised cost using the effective interest method after initial recognition. These requirements of HKAS 39 did not have any financial impact to the Group.

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2. 應用新訂／經修訂香港財務報告準則 (續)

金融工具 (續)

衍生工具及對沖

自二零零五年四月一日開始，香港會計準則第39號範圍內之所有衍生工具，不論視為持有作買賣用途或指定用作有效對沖工具者，均須於每個結算日以公平值列賬。根據香港會計準則第39號，衍生工具（包括與非衍生主契約分開列賬之內含衍生工具）均視為持有作買賣用途之金融資產或金融負債，合資格並指定用作有效對沖工具者除外。有關公平值變動之相應調整視乎該等衍生工具是否指定為用作有效對沖工具，在此情況下，則根據被對沖項目之性質作調整。至於視為持有作買賣之衍生工具，其公平值之變動則於產生期間之損益確認。本集團之衍生工具被視作持有買賣金融資產或金融負債。過往年度，衍生工具記錄於應付賬款及應計費用。於二零零五年四月一日，衍生金融工具應由應付賬款及應計費用重新分類（見附註3）。

剔除確認

香港會計準則第39號對剔除確認金融資產之準則採取較過往期間嚴格之規定。根據香港會計準則第39號，只有當自資產取得現金流量之合約權利屆滿，或資產已轉讓，而該轉讓符合香港會計準則第39號之剔除確認資格時，方可剔除確認金融資產。有關轉讓是否符合資格剔除確認資產之決定，乃取決於對風險和回報與控制進行之合併測試。本集團已採用相關過渡條文，對二零零五年四月一日以後進行之金融資產轉讓採用經修訂會計政策。因此，本集團並無重列於二零零五年四月一日以前已剔除確認而具有全面追溯權之應收票據。於二零零六年三月三十一日，本集團並無剔除確認具有全面追溯權之應收票據，反而於結算日確認相關借貸六千六百零六萬五千港元。為取得有關借貸產生之相關財務成本已於初步確認時計入該借貸之賬面值內，並採用實際利率法於借貸期攤銷。過往，應收票據賬面值與所獲取所得款項間之差額於產生時即時支銷。此會計政策變動對本年度業績並無重大影響。

2. APPLICATION OF NEW/REVISED HONG KONG FINANCIAL REPORTING STANDARDS (Continued)

Financial instruments (Continued)

Derivatives and hedging

From 1 April 2005 onwards, all derivatives that are within the scope of HKAS 39 are required to be carried at fair value at each balance sheet date regardless of whether they are deemed as held for trading or designated as effective hedging instruments. Under HKAS 39, derivatives (including embedded derivatives separately accounted for from the non-derivative host contracts) are deemed as held-for-trading financial assets or financial liabilities, unless they qualify and are designated as effective hedging instruments. The corresponding adjustments on changes in fair values would depend on whether the derivatives are designated as effective hedging instruments, and if so, the nature of the item being hedged. For derivatives that are deemed as held for trading, changes in fair values of such derivatives are recognised in profit or loss for the period in which they arise. The derivatives of the Group are deemed as held-for-trading financial assets or financial liabilities. In prior years, the derivatives were recorded in creditors and accrued charges. On 1 April 2005, the derivative financial instruments were reclassified from creditors and accrued charges accordingly (see note 3).

Derecognition

HKAS 39 provides more rigorous criteria for the derecognition of financial assets than the criteria applied in previous periods. Under HKAS 39, a financial asset is derecognised, when and only when, either the contractual rights to the asset's cash flows expire, or the asset is transferred and the transfer qualifies for derecognition in accordance with HKAS 39. The decision as to whether a transfer qualifies for derecognition is made by applying a combination of risks and rewards and control tests. The Group has applied the relevant transitional provisions and applied the revised accounting policy prospectively to transfers of financial assets from 1 April 2005 onwards. As a result, the Group's bill receivables discounted with full recourse which were derecognised prior to 1 April 2005 have not been restated. As at 31 March 2006, the Group's bill receivables discounted with full recourse have not been derecognised. Instead, the related borrowings of HK\$66,065,000 have been recognised on the balance sheet date. The relevant finance costs incurred in order to obtain such borrowings are included in the carrying amount of the borrowings on initial recognition and amortised over the terms of the borrowings using the effective interest method. Previously, the difference between the carrying amount of the bill receivables and proceeds received was expensed immediately when incurred. This change in accounting policy has had no material effect on results for the current year.

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綜合財務報告附註

For the year ended 31 March 2006 截至二零零六年三月三十一日止年度

2. 應用新訂／經修訂香港財務報告準則 (續)

業主自用土地租賃權益

過往年度，業主自用租賃土地及樓宇列入物業、廠房及設備，採用成本模式計量。本年度，本集團應用香港會計準則第17號「租賃」（「香港會計準則第17號」）。根據香港會計準則第17號，就租賃分類而言，租賃土地及樓宇之土地和樓宇部分須分開考慮，惟不能可靠在土地和樓宇部分間劃分租賃付款之情況則除外；在此情況下，整項租賃一般視作融資租約處理。倘能可靠在土地和樓宇部分間劃分租賃付款金額，土地租賃權益重新分類為經營租約下預付租賃款項，以成本列賬，並於租約期內按直線法攤銷。此項會計政策之變動已追溯應用（財務影響詳見附註3）。此外，倘土地與樓宇部分間不能可靠劃分，則土地租賃權益繼續入賬列作物業、廠房及設備。

投資物業

於本年度，本集團首次應用香港會計準則第40號「投資物業」（「香港會計準則第40號」）。本集團選用公平值模式將其投資物業入賬，該模式規定投資物業公平值變動所產生盈虧直接於產生年度之損益確認。於過往年度，根據先前會計實務準則，投資物業按公開市值計量，而重估盈餘或虧絀於投資物業重估儲備計入或扣除，除非該儲備之結餘不足以抵銷重估減值，在此情況下，重估減值超出投資物業重估儲備結餘之差額於收益表扣除。倘以往曾於收益表扣除減值，而其後產生重估盈餘，則增值部分計入收益表，惟以過往扣除之減值為限。本集團已應用香港會計準則第40號有關過渡條文，並選擇追溯應用香港會計準則第40號。由於公平值變動之收益已計入收益表，故並無重列二零零五年比較數字。

2. APPLICATION OF NEW/REVISED HONG KONG FINANCIAL REPORTING STANDARDS (Continued)

Owner-occupied leasehold interest in land

In previous years, owner-occupied leasehold land and buildings were included in property, plant and equipment and measured using the cost model. In the current year, the Group has applied HKAS 17 "Leases" ("HKAS 17"). Under HKAS 17, the land and buildings elements of a lease of land and buildings are considered separately for the purposes of lease classification, unless the lease payments cannot be allocated reliably between the land and buildings elements, in which case, the entire lease is generally treated as a finance lease. To the extent that the allocation of the lease payments between the land and buildings elements can be made reliably, the leasehold interests in land are reclassified to prepaid lease payments under operating leases, which are carried at cost and amortised over the lease term on a straight line basis. This change in accounting policy has been applied retrospectively (see note 3 for the financial impact). Alternatively, where the allocation between the land and buildings elements cannot be made reliably, the leasehold interests in land continue to be accounted for as property, plant and equipment.

Investment properties

In the current year, the Group has, for the first time, applied HKAS 40 "Investment property" ("HKAS 40"). The Group has elected to use the fair value model to account for its investment properties which requires gains or losses arising from changes in the fair value of investment properties to be recognised directly in the profit or loss for the year in which they arise. In previous years, investment properties under the predecessor SSAP were measured at open market values, with revaluation surplus or deficit credited or charged to investment property revaluation reserve unless the balance on this reserve was insufficient to cover a revaluation decrease, in which case the excess of the revaluation decrease over the balance on the investment property revaluation reserve was charged to the income statement. Where a decrease had previously been charged to the income statement and a revaluation surplus subsequently arose, that increase was credited to the income statement to the extent of the decrease previously charged. The Group has applied the relevant transitional provisions in HKAS 40 and elected to apply HKAS 40 retrospectively. Comparative figures for 2005 have not been restated since the gain on change in fair value has been credited to the income statement already.

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綜合財務報告附註

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2. 應用新訂／經修訂香港財務報告準則 (續)

有關投資物業之遞延稅項

於過往年度，有關經重估投資物業之遞延稅項結果按照以往詮釋，透過銷售收回物業賬面值所產生稅項結果為基準評估。於本年度，本集團應用香港常務詮釋委員會詮釋第21號「所得稅－收回經重估不可折舊資產」（「香港常務詮釋委員會詮釋第21號」），不再假定投資物業賬面值將透過銷售收回。因此，投資物業之遞延稅項結果現時按照本集團預期將於各結算日收回物業之方式所產生稅項結果為基準評估。香港常務詮釋委員會詮釋第21號並無特定過渡條文，此會計政策變動已追溯應用。二零零五年比較數字已重列（財務影響詳見附註3）。

本集團並無提前應用下列已頒佈但尚未生效之新訂準則及詮釋。本公司董事預期，應用此等準則及詮釋將不會對本集團之綜合財務報告構成任何重大影響。

香港會計準則 第1號（經修訂）	資本披露 ¹
香港會計準則 第19號（經修訂）	精算損益、集團計劃 及披露 ²
香港會計準則 第21號（經修訂）	海外業務之投資 淨額 ²
香港會計準則 第39號（經修訂）	預測集團內公司間 交易之現金流量 對沖會計處理 ²
香港會計準則 第39號（經修訂）	選擇以公平值入賬 ²
香港會計準則 第39號及香港 財務報告準則 第4號（經修訂）	財務擔保合約 ²
香港財務報告準則 第6號	礦產資源勘探及 評估 ²
香港財務報告準則 第7號	金融工具：披露 ¹
香港財務報告準則 －詮釋第4號	釐定安排是否包括 租賃 ²

2. APPLICATION OF NEW/REVISED HONG KONG FINANCIAL REPORTING STANDARDS (Continued)

Deferred taxes related to investment properties

In previous years, deferred tax consequences in respect of revalued investment properties were assessed on the basis of the tax consequence that would follow from recovery of the carrying amount of the properties through sale in accordance with the predecessor Interpretation. In the current year, the Group has applied Hong Kong Standing Interpretations Committee Interpretation 21 "Income taxes – recovery of revalued non-depreciable assets" ("HK(SIC) INT 21") which removes the presumption that the carrying amount of investment properties is to be recovered through sale. Therefore, the deferred tax consequences of the investment properties are now assessed on the basis that reflects the tax consequences that would follow from the manner in which the Group expects to recover the property at each balance sheet date. In the absence of any specific transitional provisions in HK(SIC) INT 21, this change in accounting policy has been applied retrospectively. Comparative figures for 2005 have been restated (see note 3 for the financial impact).

The Group has not early applied the following new standards and interpretations that have been issued but are not yet effective. The directors of the Company anticipate that the application of these standards or interpretations will have no material impact on the consolidated financial statements of the Group.

HKAS 1 (Amendment)	Capital disclosures ¹
HKAS 19 (Amendment)	Actuarial gains and losses, group plans and disclosures ²
HKAS 21 (Amendment)	Net investment in a foreign operation ²
HKAS 39 (Amendment)	Cash flow hedge accounting of forecast intragroup transactions ²
HKAS 39 (Amendment)	The fair value option ²
HKAS 39 and HKFRS 4 (Amendments)	Financial guarantee contracts ²
HKFRS 6	Exploration for and evaluation of mineral resources ²
HKFRS 7	Financial instruments: Disclosures ¹
HKFRS – INT4	Determining whether an arrangement contains a lease ²

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綜合財務報告附註

For the year ended 31 March 2006 截至二零零六年三月三十一日止年度

2. 應用新訂／經修訂香港財務報告準則 (續)

有關投資物業之遞延稅項 (續)

香港財務報告準則 - 詮釋第5號	終止運作、復原及 環境修復基金 產生權益之權利 ¹
香港(國際財務報告 詮釋委員會)- 詮釋第6號	參與特定市場 - 廢棄電力及電子 設備產生之負債 ³
香港(國際財務報告 詮釋委員會)- 詮釋第7號	應用香港會計準則 第29號「嚴重通脹 經濟的財務報告」 項下重列法 ⁴
香港(國際財務報告 詮釋委員會)- 詮釋第8號	香港財務報告準則 第2號之範圍 ⁵
香港(國際財務報告 詮釋委員會)- 詮釋第9號	重新評估內含 衍生工具 ⁶

- 1 於二零零七年一月一日或之後開始之年度期間生效。
- 2 於二零零六年一月一日或之後開始之年度期間生效。
- 3 於二零零五年十二月一日或之後開始之年度期間生效。
- 4 於二零零六年三月一日或之後開始之年度期間生效。
- 5 於二零零六年五月一日或之後開始之年度期間生效。
- 6 於二零零六年六月一日或之後開始之年度期間生效。

2. APPLICATION OF NEW/REVISED HONG KONG FINANCIAL REPORTING STANDARDS (Continued)

Deferred taxes related to investment properties (Continued)

HKFRS-INT 5	Rights to interests arising from decommissioning, restoration and environmental rehabilitation funds ²
HK(IFRIC)-INT 6	Liabilities arising from participating in a specific market - waste electrical and electronic equipment ³
HK(IFRIC)-INT 7	Applying the restatement approach under HKAS 29 "Financial Reporting in Hyperinflationary Economies" ⁴
HK(IFRIC)-INT 8	Scope of HKFRS 2 ⁵
HK(IFRIC)-INT 9	Reassessment of embedded derivatives ⁶

- 1 Effective for annual periods beginning on or after 1 January 2007.
- 2 Effective for annual periods beginning on or after 1 January 2006.
- 3 Effective for annual periods beginning on or after 1 December 2005.
- 4 Effective for annual periods beginning on or after 1 March 2006.
- 5 Effective for annual periods beginning on or after 1 May 2006.
- 6 Effective for annual periods beginning on or after 1 June 2006.

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For the year ended 31 March 2006 截至二零零六年三月三十一日止年度

3. 會計政策變動之影響概要

上述會計政策變動對目前及過往年度業績之影響如下：

商譽攤銷減少
遞延稅項減少(增加)
股份付款增加
衍生金融工具之公平值
減少
計入權益之可供出售投資
公平值減少

年度溢利增加(減少)

根據其功能所呈列各項目於本年度之溢利增加(減少)分析如下：

3. SUMMARY OF THE EFFECTS OF THE CHANGES IN ACCOUNTING POLICIES

The effects of the changes in the accounting policies described above on the results for the current and prior years are as follows:

		2006 千港元 HK\$'000	2005 千港元 HK\$'000
Decrease in amortisation of goodwill		2,688	–
Decrease (increase) in deferred taxation		1,258	(22)
Increase in share-based payments		(3,392)	–
Decrease in fair value of derivative financial instruments		(16)	–
Decrease in fair value of available-for-sale investments charged to equity		35	–
Increase (decrease) in profit for the year		573	(22)

An analysis of the increase (decrease) in profit for the year by line items presented according to their function is as follows:

		2006 千港元 HK\$'000	2005 千港元 HK\$'000
Decrease in amortisation of goodwill		2,688	–
Decrease (increase) in taxation		1,258	(22)
Increase in administrative expenses		(3,392)	–
Decrease in fair value of derivative financial instruments		(16)	–
Decrease in fair value of available-for-sale investments charged to equity		35	–
		573	(22)

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綜合財務報告附註

For the year ended 31 March 2006 截至二零零六年三月三十一日止年度

3. 會計政策變動之影響概要 (續)

於二零零五年三月三十一日及二零零五年四月一日應用新訂香港財務報告準則之累計影響如下：

3. SUMMARY OF THE EFFECTS OF THE CHANGES IN ACCOUNTING POLICIES (Continued)

The cumulative effects of the application of the new HKFRSs as at 31 March 2005 and 1 April 2005 are summarised below:

	於 二零零五年 三月 三十一日 At 31 March 2005 千港元 HK\$'000 (如原 來列示) (Originally stated)	香港 會計準則 第1號 之影響 Effect of HKAS 1 千港元 HK\$'000	香港 會計準則 第17號 之影響 Effect of HKAS 17 千港元 HK\$'000	香港 常務詮釋 委員會— 詮釋第21號 之影響 Effect of HK(SIC) INT- 21 千港元 HK\$'000	於 二零零五年 三月 三十一日 At 31 March 2005 千港元 HK\$'000 (重列) (Restated)	香港 會計準則 第39號 之影響 Effect of HKAS 39 千港元 HK\$'000	香港財務 報告準則 第3號 之影響 Effect of HKFRS 3 千港元 HK\$'000	於 二零零五年 四月一日 At 1 April 2005 千港元 HK\$'000 (重列) (Restated)
資產負債表項目 影響：	Balance sheet items affected:							
物業、廠房及 設備	Property, plant and equipment	297,157	– (4,499)	–	292,658	–	–	292,658
預付租賃款項	Prepaid lease payments	–	– 4,499	–	4,499	–	–	4,499
遞延稅項資產	Deferred tax assets	–	–	42	42	–	–	42
證券投資 可供出售 投資	Investments in securities Available-for-sale investments	57,871	–	–	57,871	(57,871)	–	–
持作買賣 投資	Investments held for trading	–	–	–	–	24,284	–	24,284
應付賬款及 應計開支	Creditors and accrued charges	(176,290)	–	–	(176,290)	518	–	(175,772)
衍生金融 工具	Derivative financial instruments	–	–	–	–	(518)	–	(518)
遞延稅項負債	Deferred tax liabilities	(1,324)	–	–	(1,352)	–	–	(2,676)
其他資產及負債	Other assets and liabilities	507,263	–	–	507,263	–	–	507,263
對資產及負債 之影響總額	Total effects on assets and liabilities	684,677	–	–	(1,310)	683,367	–	683,367
股本及其他 儲備	Share capital and other reserves	481,895	–	–	–	481,895	–	481,895
負商譽	Negative goodwill	11,571	–	–	–	11,571	(11,571)	–
累計溢利	Accumulated profits	189,658	–	–	(1,310)	188,348	11,571	199,919
少數股東權益	Minority interests	–	1,553	–	–	1,553	–	1,553
對權益之影響 總額	Total effects on equity	683,124	1,553	–	(1,310)	683,367	–	683,367
少數股東權益	Minority interests	1,553	(1,553)	–	–	–	–	–
		684,677	–	–	(1,310)	683,367	–	683,367

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報告附註

For the year ended 31 March 2006 截至二零零六年三月三十一日止年度

3. 會計政策變動之影響概要 (續)

應用新訂香港財務報告準則對於二零零四年四月一日之本集團權益之財務影響概述如下：

		香港會計 準則第1號 之影響 Effect of HKAS 1	香港常務詮釋 委員會－詮釋 第21號之影響 Effect of HK(SIC) INT-21	重列 As restated
	原來列示 As originally stated	千港元 HK\$'000	千港元 HK\$'000	千港元 HK\$'000
股本及其他 儲備	Share capital and other reserves	486,176	—	486,176
累計溢利	Accumulated profits	182,792	—	181,504
少數股東權益	Minority interests	—	1,365	1,365
對權益之影響 總額	Total effects on equity	668,968	1,365	669,045
少數股東權益	Minority interests	1,365	(1,365)	—
		670,333	—	669,045

4. 主要會計政策

除若干物業及金融工具按重估金額或公平值計量（詳情見下文所載會計政策）外，綜合財務報告乃以歷史成本法編製。

綜合財務報告乃根據香港會計師公會頒佈之香港財務報告準則編製。此外，綜合財務報告包括聯交所證券上市規則及香港公司條例規定之適用披露。

綜合賬目基準

綜合財務報告包括本公司及其附屬公司之財務報告。集團內公司間之一切交易及結餘已於綜合賬目時對銷。

於本年度內所收購或出售之附屬公司業績乃自收購生效日期起或截至出售生效日期止（按適用情況而定）計入綜合收益表。

3. SUMMARY OF THE EFFECTS OF THE CHANGES IN ACCOUNTING POLICIES (Continued)

The financial effects of the application of the new HKFRSs to the Group's equity at 1 April 2004 are summarised below:

		香港會計 準則第1號 之影響 Effect of HKAS 1	香港常務詮釋 委員會－詮釋 第21號之影響 Effect of HK(SIC) INT-21	重列 As restated
	原來列示 As originally stated	千港元 HK\$'000	千港元 HK\$'000	千港元 HK\$'000
股本及其他 儲備	Share capital and other reserves	486,176	—	486,176
累計溢利	Accumulated profits	182,792	—	181,504
少數股東權益	Minority interests	—	1,365	1,365
對權益之影響 總額	Total effects on equity	668,968	1,365	669,045
少數股東權益	Minority interests	1,365	(1,365)	—
		670,333	—	669,045

4. SIGNIFICANT ACCOUNTING POLICIES

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.

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

Basis of consolidation

The consolidated financial statements incorporate the financial statements of the Company and its subsidiaries. All inter-company transactions and balances within the Group are eliminated on consolidation.

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

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4. 主要會計政策 (續)

綜合賬目基準 (續)

於綜合附屬公司資產淨值之少數股東權益與本集團之本公司股東應佔綜合附屬公司權益分開呈列。資產淨值之少數股東權益包括於原有業務合併日期有關權益金額，以及自合併日期以來少數股東應佔權益變動。少數股東應佔虧損超過少數股東應佔附屬公司權益之差額分配予本集團權益，惟少數股東有具約束力之責任並有能力作出額外投資以彌補該等虧損則除外。

商譽

於二零零五年一月一日前因收購所產生商譽

協議日期為二零零五年一月一日前之收購附屬公司所產生商譽，乃指收購成本超出本集團於收購當日在有關附屬公司可識別資產及負債公平值權益之差額。

於二零零一年四月一日前因收購產生之商譽繼續撥入儲備，並將於出售與該商譽有關之業務或與該商譽有關之現金產生單位出現減值時，自收益表扣除。

就於二零零一年四月一日後因收購所產生已撥充資本之商譽而言，本集團自二零零五年四月一日起已終止攤銷，而有關商譽會每年及於有跡象顯示與商譽相關之現金產生單位可能出現減值時檢測減值（詳見下文會計政策）。

於二零零五年一月一日或之後因收購所產生商譽

協議日期為二零零五年一月一日或之後收購附屬公司所產生商譽，乃指收購成本超出本集團於收購當日在有關附屬公司可識別資產、負債及或然負債公平價值權益之差額。有關商譽按成本值減任何累計減值虧損列賬。

收購附屬公司所產生已撥充資本之商譽於綜合資產負債表分開呈列。

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Basis of consolidation (Continued)

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

Goodwill

Goodwill arising on acquisition prior to 1 January 2005

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

Goodwill arising on acquisition prior to 1 April 2001 continues to be held in reserves, and will be charged to the income statement at the time when the business to which the goodwill relates is disposed of or when a cash-generating unit to which the goodwill relates becomes impaired.

For previously capitalised goodwill arising on acquisition after 1 April 2001, the Group has discontinued amortisation from 1 April 2005 onwards, and such goodwill is tested for impairment annually, and whenever there is an indication that the cash generating unit to which the goodwill relates may be impaired (see the accounting policy below).

Goodwill arising on acquisition on or after 1 January 2005

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

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

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4. 主要會計政策 (續)

商譽 (續)

於二零零五年一月一日或之後因收購所產生商譽 (續)

就檢測減值而言，收購所產生商譽分配予預期會受惠於收購協同效益之各相關現金產生單位或現金產生單位組別。獲分配商譽之現金產生單位會每年及於有跡象顯示有關單位可能出現減值時檢測減值。就於財政年度內進行收購所產生商譽而言，獲分配商譽之現金產生單位會於該財政年度結束前檢測減值。當現金產生單位之可收回金額少於該單位賬面值時，減值虧損會首先分配至減少該單位獲分配之任何商譽賬面值，繼而以該單位內各資產之賬面值為基準按比例分配至該單位內其他資產。任何商譽減值虧損於綜合收益表直接確認。商譽減值虧損不會於往後期間撥回。

其後出售附屬公司時，在釐定其出售溢利或虧損時須計入應佔已撥充資本商譽。

收購方於被收購公司可識別資產、負債及或然負債公平淨值之權益超過成本之差額 (「收購折讓」)

協議日期為二零零五年一月一日或之後收購附屬公司所產生收購折讓，乃指被收購公司可識別資產、負債及或然負債公平淨值超出業務合併成本的差額。收購折讓即時於溢利或虧損中確認。

誠如上文附註第3所闡釋，於二零零五年四月一日之負商譽儲備已剔除確認，本集團累計溢利亦已作出相應調整。

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Goodwill (Continued)

Goodwill arising on an acquisition on or after 1 January 2005 (Continued)

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

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

Excess of an acquirer's interest in the net fair value of an acquiree's identifiable assets, liabilities and contingent liabilities over cost ("discount on acquisition")

A discount on acquisition arising on an acquisition of a subsidiary for which an agreement date is on or after 1 January 2005 represents the excess of the net fair value of an acquiree's identifiable assets, liabilities and contingent liabilities over the cost of the business combination. Discount on acquisition is recognised immediately in profit or loss.

As explained in note 3 above, negative goodwill recognised in reserve at 1 April 2005 has been derecognised with a corresponding adjustment to the Group's accumulated profits.

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4. 主要會計政策 (續)

於聯營公司之權益

聯營公司之業績及資產與負債按權益會計法綜合計入此等財務報告。根據權益法，於聯營公司之投資於綜合資產負債表按成本列賬，並就本集團應佔聯營公司溢利或虧損之收購後變動及權益變動調整，減任何已識別減值虧損。倘本集團應佔聯營公司之虧損相等於或超出其於該聯營公司之權益（包括實際組成本集團於該聯營公司投資淨額其中部分之任何長期權益），則本集團終止確認其應佔之進一步虧損。僅會於本集團產生法定或推定責任或代表該聯營公司支付款項之情況下，方會就分佔額外虧損作出撥備，並確認負債。

倘集團實體與本集團聯營公司進行交易，溢利與虧損按本集團於有關聯營公司之權益撤銷。

於共同控制業務之權益

當集團實體根據合營企業安排直接進行業務，構成共同控制業務，則此等共同控制業務產生之資產及負債於有關公司之資產負債表內按應計基準確認，並按照項目性質分類。本集團應佔共同控制業務之收益，連同其產生之開支，於與交易相關之經濟利益有可能流入／流出本集團時，計入收益表。

收入確認

收入按已經或應可收取之代價公平值計算，指於日常業務中提供貨品及服務之應收金額，並扣除折扣及銷售相關稅項。

貨品銷售於貨品已付運及擁有權已轉移時確認。

金融資產之利息收益於參考未償還本金額後按適用實際利率以時間基準累計。適用實際利率乃透過金融資產預計年期將估計日後收取之現金實際貼現至該項資產賬面淨值之利率。

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Interest in associates

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

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

Interest in jointly controlled operations

When a group entity undertakes its activities under joint venture arrangements directly, constituted as jointly controlled operations, the assets and liabilities arising from those jointly controlled operations are recognised in the balance sheet of the relevant company on an accrual basis and classified according to the nature of the item. The Group's share of the income from jointly controlled operations, together with the expenses that it incurs are included in the income statement when it is probable that the economic benefits associated with the transactions will flow to/from the Group.

Revenue recognition

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

Sales of goods are recognised when goods are delivered and title has been passed.

Interest income from a financial asset is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts the estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount.

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4. 主要會計政策 (續)

收入確認 (續)

投資產生之股息收益於本集團收取該款項之權利確立時確認。

佣金收益於提供服務時確認。

租金收益包括預先收取經營租賃物業之發票租金，以直線法於有關租賃年期確認。

日常業務過程中銷售物業之收入於達成下列所有條件時確認：

- 物業擁有權之絕大部分風險及回報已移交買方；
- 並無牽涉一般與擁有權有關之持續管理或保留物業之實際控制權；
- 收入金額能可靠計量；
- 與交易有關之經濟利益有可能流入本集團；及
- 就交易已經或將會產生之成本能可靠計量。

物業、廠房及設備

物業、廠房及設備（在建工程除外）按成本值或公平值減其後累計折舊及累計減值虧損入賬。

本集團應用香港會計準則第16號「物業、廠房及設備」（「香港會計準則第16號」）第80A段之過渡豁免，故毋須按規定定期重估本集團按於一九九五年九月三十日前重估金額列賬之土地及樓宇，因而並無進一步重估此等土地及樓宇。於一九九五年九月三十日前，重估此等資產所產生重估增加計入重估儲備。此等資產價值任何日後減少將列作開支處理，惟以超逾早前重估相同資產有關之重估儲備結餘（如有）為限。倘其後出售或廢棄重估資產，相關重估盈餘轉撥至累計溢利。

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Revenue recognition (Continued)

Dividend income from investments is recognised when the Group's right to receive payment has been established.

Commission income is recognised when services are rendered.

Rental income, including rental invoiced in advance from properties under operating leases, is recognised on a straight line basis over the relevant lease terms.

Revenue from sale of properties in the ordinary course of business is recognised when all of the following criteria are met:

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

Property, plant and equipment

Property, plant and equipment, other than construction in progress, are stated at cost or fair value less subsequent accumulated depreciation and accumulated impairment losses.

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

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4. 主要會計政策 (續)

物業、廠房及儀器 (續)

在建工程乃按成本減累計減值虧損列賬。成本包括該項工程發展成本及其他直接成本。在建工程於工程完成前不會折舊。於工程完成時，該等資產會撥入物業、廠房及設備之適當類別。

除在建工程外，物業、廠房及設備項目之折舊均按其估計可用年期，以餘額遞減法撇銷其成本或公平值計算。

以租購合約持有之資產均按其預計可用年期，以與本集團自置資產相同之基準予以折舊。

就租賃分類而言，土地及樓宇租賃之土地及樓宇部分須獨立考慮，除非租賃付款不能於土地及樓宇部分間可靠分配則作別論，於此情況下整項租賃一般被視作融資租約。

物業、廠房及設備項目於出售或當預期不會藉持續使用該項資產而產生未來經濟利益時剔除確認。剔除確認資產所產生任何收益或虧損乃按該項資產出售所得款項淨額與賬面值間之差額，於剔除確認該資產之年度計入收益表內。

投資物業

於初步確認時，投資物業按包括任何直接應計開支之成本計量。初步確認後，投資物業按公平值模式計量。投資物業公平值變動產生之損益於產生期間計入溢利或虧損。

投資物業於出售或當投資物業永久棄置或預期不會自出售獲取任何日後經濟利益時剔除確認。剔除確認有關資產產生之任何收益或虧損按該資產出售所得款項淨額與賬面值間之差額，於剔除確認有關項目之年度計入收益表內。

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Property, plant and equipment (Continued)

Construction in progress is stated at cost less accumulated impairment losses. Cost includes all development expenditure and other direct costs attributable to such project. Construction in progress is not depreciated until completion of construction. On completion of construction, the assets are transferred to appropriate categories of property, plant and equipment.

Depreciation is provided to write off the cost or fair value of items of property, plant and equipment other than construction in progress over their estimated useful lives, using the reducing balance method.

Assets held under hire purchase contracts are depreciated over their estimated useful lives on the same basis as assets owned by the Group.

The land and buildings elements of a lease of land and buildings are considered separately for the purposes of lease classification, unless the lease payments cannot be allocated reliably between the land and buildings elements, in which case, the entire lease is generally treated as a finance lease.

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

Investment properties

On initial recognition, investment properties are measured at cost, including any directly attributable expenditure. Subsequent to initial recognition, investment properties are measured using the fair value model. 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 or no future economic benefits are expected from its disposal. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the income statement in the year in which the item is derecognised.

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4. 主要會計政策 (續)

金融工具

當集團實體成為工具合約條文之訂約方，即於綜合資產負債表確認金融資產及金融負債。金融資產及金融負債初步按公平值計量。收購或發行金融資產及金融負債（除按公平值計入損益之金融資產及金融負債外）之直接應計交易成本，於初步確認時會計入或扣自金融資產或金融負債（按適用情況而定）。收購按公平值計入損益之金融資產或金融負債之直接應計交易成本，即時於溢利或虧損確認。

金融資產

本集團之金融資產分為三個類別，包括按公平值計入損益之金融資產、貸款及應收款項以及可供出售金融資產。所有以一般方式購入或出售之金融資產均按買賣日期確認及剔除確認。以一般方式購入或出售指須於市場規定或慣例所訂時限內交付資產之金融資產購入或出售。就各類別金融資產所採納之會計政策載列如下。

按公平值計入損益之金融資產

按公平值計入損益之金融資產指持作買賣及於初步確認時指定為按公平值計入損益之金融資產。於初步確認後各結算日，按公平值計入損益之金融資產按公平值計量，而公平值變動則於產生期間直接在損益確認。

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial instruments

Financial assets and financial liabilities are recognised on the consolidated balance sheet when a group entity becomes a party to the contractual provisions of the instrument. Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in profit or loss.

Financial assets

The Group's financial assets are classified into one of the three categories, including financial assets at fair value through profit or loss, loans and receivables and available-for-sale financial assets. All regular way purchases or sales of financial assets are recognised and derecognised on a trade date basis. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the marketplace. The accounting policies adopted in respect of each category of financial assets are set out below.

Financial assets at fair value through profit or loss

Financial assets at fair value through profit or loss represent financial assets held for trading and those designated at fair value through profit or loss on initial recognition. At each balance sheet date subsequent to initial recognition, financial assets at fair value through profit or loss are measured at fair value, with changes in fair value recognised directly in profit or loss in the period in which they arise.

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4. 主要會計政策 (續)

金融工具 (續)

金融資產 (續)

貸款及應收款項

貸款及應收款項為並無於活躍市場報價具有固定或待付之非衍生金融資產。於初步確認後各結算日，貸款及應收款項（包括應收賬款、銀行結存及應收聯營公司款項）以實際利率法按攤銷成本減任何已識別減值虧損入賬。減值虧損於有客觀證據顯示資產減值時在損益確認，並按該資產賬面值與按原實際利率貼現之估計日後現金流量之現值間的差額計量。當資產之可收回金額增加乃客觀地與於確認減值後發生之事件有關時，則減值虧損會於隨後期間撥回，惟該資產於撥回減值當日之賬面值不得超過假設未確認減值原應已攤銷之成本。

可供出售金融資產

可供出售金融資產為指定為此類別或並無分類為以上任何其他類別之非衍生工具。於初步確認後各結算日，可供出售金融資產按公平值計量。公平值變動於權益確認，直至金融資產出售或釐定出現減值為止，屆時之前於權益確認之累計損益會自權益撥入損益。可供出售金融資產任何減值虧損於損益確認。可供出售股本投資之減值虧損不會於往後期間撥回損益。

並無於活躍市場報價及其公平值無法可靠計量之可供出售股本投資，乃於初步確認後各結算日按成本減任何已識別減值虧損計量。倘有客觀證據顯示該資產出現減值，則於損益確認減值虧損。減值虧損金額為資產賬面值與按類似金融資產現行市場回報率貼現之估計日後現金流量之現值間之差額。有關減值虧損不會於往後期間撥回。

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial instruments (Continued)

Financial assets (Continued)

Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. At each balance sheet date subsequent to initial recognition, loans and receivables (including debtors, bank balances and amounts due from associates) are carried at amortised cost using the effective interest method, less any identified impairment losses. An impairment loss is recognised in profit or loss when there is objective evidence that the asset is impaired, and is measured as the difference between the asset's carrying amount and the present value of the estimated future cash flows discounted at the original effective interest rate. Impairment losses are reversed in subsequent periods when an increase in the asset's recoverable amount can be related objectively to an event occurring after the impairment was recognised, subject to a restriction 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.

Available-for-sale financial assets

Available-for-sale financial assets are non-derivatives that are either designated or not classified as any of the other categories (set out above). At each balance sheet date subsequent to initial recognition, available-for-sale financial assets are measured at fair value. Changes in fair value are recognised in equity, until the financial asset is disposed of or is determined to be impaired, at which time, the cumulative gain or loss previously recognised in equity is removed from equity and recognised in profit or loss. Any impairment losses on available-for-sale financial assets are recognised in profit or loss. Impairment losses on available-for-sale equity investments will not reverse to profit or loss in subsequent periods.

For available-for-sale equity investments that do not have a quoted market price in an active market and whose fair value cannot be reliably measured, they are measured at cost less any identified impairment losses at each balance sheet date subsequent to initial recognition. An impairment loss is recognised in profit or loss when there is objective evidence that the asset is impaired. The amount of the impairment loss is measured as the difference between the carrying amount of the asset and the present value of the estimated future cash flows discounted at the current market rate of return for a similar financial asset. Such impairment losses will not reverse in subsequent periods.

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4. 主要會計政策 (續)

金融工具 (續)

金融負債及權益

由集團實體發行之金融負債及股本工具，按所訂立合約安排性質及金融負債與股本工具之定義分類。

股本工具為有證據顯示扣除其所有負債後本集團資產剩餘權益之任何合約。本集團金融負債一般包括其他金融負債。就金融負債及股本工具採納之會計政策載列如下。

金融負債

金融負債包括應付賬款、應付一家聯營公司款項及借款，其後採用實際利率法按攤銷成本計量。

股本工具

由本公司發行之股本工具按已收所得款項扣除直接發行成本入賬。

不合資格按對沖會計法處理之衍生金融工具

不合資格按對沖會計法處理之衍生工具被視為持作買賣金融資產或持作買賣金融負債。該等衍生工具之公平值變動直接於收益表確認。

剔除確認

當自資產收取現金流量之權利已屆滿，或金融資產已轉讓及本集團已將其於金融資產擁有權之絕大部分風險及回報轉移，則金融資產將剔除確認。剔除確認金融資產時，資產賬面值與已收代價及已直接於權益確認之累計損益總和間之差額，於損益確認。

至於金融負債，則於本集團之綜合資產負債表中剔除（即當於有關合約訂明之責任獲履行、取消或屆滿時）。剔除確認之金融負債賬面值與已付代價間之差額，於損益確認。

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial instruments (Continued)

Financial liabilities and equity

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

An equity instrument is any contract that evidences a residual interest in the assets of the Group after deducting all of its liabilities. The Group's financial liabilities generally include other financial liabilities. The accounting policies adopted in respect of financial liabilities and equity instruments are set out below.

Financial liabilities

Financial liabilities including creditors, amount due to an associate and borrowings are subsequently measured at amortised cost, using the effective interest method.

Equity instruments

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

Derivative financial instruments that do not qualify for hedge accounting

Derivatives that do not qualify for hedge accounting are deemed as financial assets held for trading or financial liabilities held for trading. Changes in fair values of such derivatives are recognised directly in income statement.

Derecognition

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

For financial liabilities, they are removed from the Group's consolidated balance sheet (i.e. when the obligation specified in the relevant contract is discharged, cancelled or expires). The difference between the carrying amount of the financial liability derecognised and the consideration paid is recognised in profit or loss.

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4. 主要會計政策 (續)

股份付款交易

以股本結算之股份付款交易

授予本公司僱員之購股權

所獲服務公平值乃參考購股權於授出當日之公平值釐定，當所授出購股權獲即時歸屬時，即於授出當日全數支銷，並於權益（購股權儲備）作出相應增加。

購股權獲行使時，先前於購股權儲備確認之金額將轉撥至股份溢價。當購股權被沒收或於屆滿日仍未獲行使，則先前於購股權儲備確認之金額將轉撥往累計溢利。

研究及開發支出

研究活動之支出於產生期間確認為支出。

內部產生之無形資產僅於符合下列所有條件下被確認：

- 形成能夠清晰界定之資產；
- 所計入資產項目可能帶來未來經濟效益；及
- 資產之開發成本能可靠計量。

當內部產生之無形資產未能確認，則開發支出會於產生期間確認為支出。

待售物業

待售物業按成本值或可變現淨值兩者之較低值入賬。成本值包括土地成本及建成物業之直接成本。可變現淨值按實際或估計售價，扣除市場推廣及銷售相關成本計算。

存貨

存貨乃按成本值或可變現淨值兩者之較低值入賬。成本值以加權平均法計算。可變現淨值乃預計售價扣除一切所需之完成成本及銷售與分銷所涉及之費用後所得淨額。

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Share-based payment transactions

Equity-settled share-based payment transactions

Share options granted to employees of the Company

The fair value of services received determined by reference to the fair value of share options granted at the grant date is 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 time when the share options are exercised, the amount previously recognised in share option reserve will be transferred to share premium. When the share options are forfeited or are still not exercised at the expiry date, the amount previously recognised in share option reserve will be transferred to accumulated profits.

Research and development expenditure

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

An internally-generated intangible asset is recognised only if all of the following conditions are met:

- an asset is created that can be identified;
- it is probable that the asset credited will generate future economic benefits; and
- the development cost of the asset can be measured reliably.

When no internally-generated intangible asset can be recognised, development expenditure is recognised as an expense in the period in which it is incurred.

Properties for sale

Properties for sale are stated at the lower of cost and net realisable value. Cost comprises of the cost of the land together with direct costs attributable to the completion of the properties. Net realisable value is calculated at the actual or estimated selling price less related costs of marketing and selling.

Inventories

Inventories are stated at the lower of cost and net realisable value. Cost is calculated using the weighted-average method. Net realisable value represents the estimated selling price less all further costs to completion and costs to be incurred in selling and distribution.

4. 主要會計政策 (續)

商譽以外之減值

於各結算日，本集團會審閱資產賬面值，以釐定有否任何跡象顯示該等資產出現減值虧損。倘資產可收回金額估計低於其賬面值，該項資產之賬面值會減至其可收回金額。減值虧損會即時確認為開支，除非相關資產根據另一項準則按重估金額列賬，於此情況下，減值虧損按照該項準則當作重估減少。

倘減值虧損其後撥回，資產賬面值會增至經修訂估計可收回金額，惟所增加賬面值不得超逾假設過往年度並無就資產確認減值虧損原應釐定之賬面值。減值虧損撥回會即時確認為收入，除非相關資產根據另一項準則按重估金額列賬，於此情況下，減值虧損撥回按照該項準則當作重估增加。

稅項

所得稅開支指當期應付稅項及遞延稅項之總和。

當期應付稅項按年內應課稅溢利計算。由於應課稅溢利並不包括其他年度之應課稅溢利或可扣減開支，亦不包括毋須課稅或不得扣減之項目，故此應課稅溢利有別於收益表所呈報溢利。本集團即期稅項負債按結算日已經或大致上頒佈之稅率計算。

遞延稅項按綜合財務報表所列資產及負債賬面值與計算應課稅溢利時所用相關稅基兩者之差額確認，按資產負債表負債法計算入賬。遞延稅項負債一般就一切應課稅暫時差額確認入賬，而遞延稅項資產則於可能有應課稅溢利以動用可扣減暫時差額抵銷時確認入賬。倘暫時差額因商譽或初步確認並不影響應課稅溢利或會計溢利之交易（業務合併除外）之其他資產及負債而產生，則不會確認該等資產及負債。

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Impairment (other than goodwill)

At each balance sheet date, the Group reviews the carrying amounts of its assets to determine whether there is any indication that those assets have suffered an impairment loss. If the recoverable amount of an asset is estimated to be less than its carrying amount, the carrying amount of the asset is reduced to its recoverable amount. An impairment loss is recognised as an expense immediately, 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.

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

Taxation

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

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

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

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4. 主要會計政策 (續)

稅項 (續)

遞延稅項資產之賬面值於各結算日檢討，當應課稅溢利不再足以收回所有或部分資產時將予調低。

遞延稅項按預期適用於償還負債或變現資產期間之稅率計算。遞延稅項扣自或計入損益，惟涉及直接在權益扣除或入賬項目之遞延稅項除外，該等稅項亦於權益處理。

租約

凡將資產所有權之絕大部分風險及回報轉予承租人之租約，均列為融資租約。所有其他租賃均列作經營租約。

本集團作為出租人

經營租約租金收益以直線法於租期在綜合收益表確認。磋商及安排經營租約所產生初步直接成本計入租賃資產賬面值，以直線法於租期支銷。

本集團作為承租人

根據融資租約持有之資產乃按訂立租約當日之公平值或（倘屬較低）最低租賃付款現值確認為資產。承租人相應負債計入綜合資產負債表列作融資租約承擔。租賃款項攤分為財務費用及租約承擔扣減，就負債餘額提供固定比率。財務費用直接扣自損益。

經營租約項下應付租金以直線基準於相關租期扣自損益。作為訂立經營租約獎勵之已收及應收利益，於租期按直線基準確認為租金開支扣減項目。

借貸成本

所有借貸成本於產生期間確認為開支。

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Taxation (Continued)

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

Deferred tax is calculated at the tax rates that are expected to apply in the period when the liability is settled or the asset is realised. Deferred tax is charged or credited to profit or loss, except when it relates to items charged or credited directly to equity, in which case the deferred tax is also dealt with in equity.

Leases

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

The Group as lessor

Rental income from operating leases is recognised in the consolidated income statement on a straight line basis over the term of the relevant lease. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised as an expense on a straight line basis over the lease term.

The Group as lessee

Assets held under finance leases are recognised as assets of the Group at their fair value at the inception of the lease or, if lower, at the present value of the minimum lease payments. The corresponding liability to the lessor is included in the consolidated balance sheet as a finance lease obligation. Lease payments are apportioned between finance charges and reduction of the lease obligation so as to achieve a constant rate of interest on the remaining balance of the liability. Finance charges are charged directly to profit or loss.

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

Borrowing costs

All borrowing costs are recognised as expenses in the period in which they are incurred.

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4. 主要會計政策 (續)

外幣

於編製集團個別實體之財務報告時，以該實體功能貨幣以外貨幣(外幣)進行之交易，按交易日期當時匯率以其功能貨幣(即該實體經營主要經濟環境之貨幣)記錄。於各結算日，以外幣列值之貨幣項目按結算日當時匯率重新換算。以外幣過往成本計算之非貨幣項目不會重新換算。

結算貨幣項目及兌換貨幣項目所產生匯兌差額，於產生期間在損益確認。

就呈報綜合財務報告而言，本集團於香港境外業務之資產及負債，按結算日當時匯率換算為本公司呈報貨幣港元，而有關收支按年內平均匯率換算，除非期內匯率大幅波動，於此情況下，則採用交易日期當日匯率。所產生匯兌差額(如有)確認為權益項下獨立部分(匯兌儲備)。該等匯兌差額於出售海外業務期間在損益確認。

退休福利計劃

對國家管理之退休福利計劃或強制性公積金計劃(「強積金計劃」)作出之供款於到期應付時列作支出。

4. 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 its functional currency (i.e. the currency of the primary economic environment in which the entity operates) at the rates of exchanges prevailing on the dates of the transactions. At each balance sheet date, monetary items denominated in foreign currencies are re-translated at the rates prevailing on the balance sheet date. Non-monetary items that are measured in terms of historical cost in a foreign currency are not re-translated.

Exchange differences arising on the settlement of monetary items, and on the translation of monetary items, are recognised in profit or loss in the period in which they arise.

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

Retirement benefit schemes

Payments to state-managed retirement benefit scheme or the Mandatory Provident Fund ("MPF") Scheme are charged as expenses as they fall due.

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5. 估計不確定因素之主要來源

於應用附註4所述本集團會計政策時，管理層根據過往經驗、未來展望及其他資料作出多項估計。下文論述有關未來之主要假設以及於結算日估計不確定因素之其他主要來源，該等假設及估計均存有重大風險可能導致下一個財政年度之資產及負債賬面值須作出重大調整。

折舊及攤銷

本集團於二零零六年三月三十一日之物業、廠房及設備賬面淨值約為二億九千四百七十三萬四千港元。本集團之在建工程以外物業、廠房及設備，於估計可用年期，經計及估計剩餘價值後按餘額遞減法，按每年10%至30%之比率折舊。估計可用年期反映董事估計本集團擬透過使用物業、廠房及設備衍生未來經濟利益之期間。剩餘價值反映董事估計資產於可用年期結束時之預計年期及狀況下出售，於扣除估計出售成本後，現時可得金額。

存貨撥備

本集團管理層於各結算日審閱賬齡分析，就不再適合生產用途之已識別陳舊及滯銷存貨項目作出撥備。管理層主要根據最新發票價格及現行市況為基礎估計該等製成品及消費品之可變現淨值。

商譽減值

釐定商譽是否出現減值，須估計獲分配商譽之現金產生單位的使用價值。使用價值計算法規定本集團須估計現金產生單位預期所產生未來現金流量及適當貼現率，以計算現值。當實際現金流量少於預期，或會產生重大減值虧損。於二零零六年三月三十一日，商譽賬面值約為九百一十四萬九千港元。有關可收回金額計算法之詳情於附註21披露。

5. KEY SOURCE OF ESTIMATION UNCERTAINTY

In the process of applying the Group's accounting policies which are described in note 4, management has made various estimates based on past experience, expectations of the future and other information. The key assumptions concerning the future, and other key sources of estimation uncertainty at the balance sheet date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are discussed below.

Depreciation and amortisation

The Group's net book value of property, plant and equipment as at 31 March 2006 was approximately HK\$294,734,000. The Group depreciates the property, plant and equipment, other than construction in progress, over their estimated useful lives and after taking into account of their estimated residual values, using the reducing balance method, at 10% to 30% per annum. The estimated useful life reflects the directors' estimate of the periods that the Group intends to derive future economic benefits from the use of the Group's property, plant and equipment. The residual values reflect the directors' estimated amount that the Group would currently obtain from disposal of the asset, after deducting the estimated cost of disposal, if the asset were already of the age and in the condition expected at the end of its useful life.

Allowances for inventories

The management of the Group reviews an aged analysis at each balance sheet date, and makes allowance for obsolete and slow-moving inventory items identified that are no longer suitable for use in production. The management estimates the net realisable value for such finished goods and consumables based primarily on the latest invoice prices and current market conditions.

Impairment of goodwill

Determining whether goodwill is impaired requires an estimation of the value in use of the cash-generating units to which goodwill has been allocated. The value in use calculation requires the Group to estimate the future cash flows expected to arise from the cash-generating unit and a suitable discount rate in order to calculate the present value. Where the actual cash flows are less than expected, a material impairment loss may arise. As at 31 March 2006, the carrying amount of goodwill is approximately HK\$9,149,000. Details of the recoverable amount calculation are disclosed in note 21.

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5. 估計不確定因素之主要來源 (續) 所得稅

於二零零六年三月三十一日，基於無法預見未來溢利來源，並無於本集團資產負債表就估計未動用稅項虧損一億七千九百八十七萬六千港元確認遞延稅項資產。遞延稅項資產之可變現能力主要取決於日後會否產生充裕未來溢利或應課稅暫時差額。當所產生實際未來溢利與預期相若，或須於收益表確認或撥回大量遞延稅項資產，於確認期間收益表確認。

6. 財務風險管理目標及政策

本集團主要金融工具包括應收賬款及按金、應收／應付聯營公司款項及銀行結存與現金、應付賬款及借款。該等金融工具詳情於相關附註披露。與該等金融工具相關風險及減低風險之政策載於下文。管理層管理及監察該等風險，確保及時有效推行適當措施。

貨幣風險

本公司多家附屬公司之銷售額及應收貿易賬款以外幣列值，致使本集團面對外幣風險。本集團目前並無採取外幣對沖政策。然而，管理層會監控外匯風險，於有需要時將考慮對沖重大外幣風險。

現金流量利率風險

本集團之現金流量利率風險主要與浮息銀行借款相關。本集團目前並無採取任何政策對沖利率風險之現金流量。然而，管理層會監控利率風險，於有需要時將考慮對沖重大利率風險。

5. KEY SOURCE OF ESTIMATION UNCERTAINTY (Continued) Income taxes

As at 31 March 2006, no deferred tax asset was recognised in the Group's balance sheet in relation to the estimated unused tax losses of HK\$179,876,000 due to the unpredictability of future profit streams. The realisability of the deferred tax asset mainly depends on whether sufficient future profits or taxable temporary differences will be available in the future. In cases where the actual future profits generated are more or less than expected, a material recognition or reversal of deferred tax asset may arise, which would be recognised in the income statement for the period in which such a recognition takes place.

6. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The Group's major financial instruments include debtors and deposits, amounts due from/to associates, bank balances and cash, creditors and borrowings. Details of these financial instruments are disclosed in respective notes. The risks associated with these financial instruments and the policies on how to mitigate these risks are set out below. The management manages and monitors these exposures to ensure appropriate measures are implemented on a timely and effective manner.

Currency risk

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

Cash flow interest rate risk

The Group's cash flow interest rate risk relates primarily to variable-rate bank borrowings. The Group currently does not have any policy on cash flow hedges of interest rate risk. However, the management monitors interest rate exposure and will consider hedging significant interest rate risk should the need arise.

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6. 財務風險管理目標及政策 (續)

信貸風險

倘訂約各方於二零零六年三月三十一日未能履行有關各類已確認金融資產之責任，則本集團之信貸風險最多為於綜合資產負債表所示資產賬面值。為減低信貸風險，本集團管理層委派專責隊伍釐定信貸額、批核信貸及其他監管程序，確保跟進收回逾期債務。此外，本集團於各結算日審閱個別貿易債務之可收回金額，確保就不可收回金額作出適當減值虧損。因此，本公司董事認為，已大幅減低本集團信貸風險。

由於訂約各方乃國際信貸評級機構授予高信貸評級之銀行，因此，流動資金信貸風險有限。

本集團之信貸風險並無高度集中，風險分散於多名訂約方及客戶。

6. 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 perform their obligations as at 31 March 2006 in relation to each class of recognised financial assets is the carrying amount of those assets as stated in the consolidated balance sheet. In order to minimise the credit risk, the management of the Group has delegated a team responsible for determination of credit limits, credit approvals and other monitoring procedures to ensure that follow-up action is taken to recover overdue debts. In addition, the Group reviews the recoverable amount of each individual trade debt at each balance sheet date to ensure that adequate impairment losses are made for irrecoverable amounts. In this regard, the directors of the Company consider that the Group's credit risk is significantly reduced.

The credit risk on liquid funds is limited because the counterparties are banks with high credit-ratings assigned by international credit-rating agencies.

The Group has no significant concentration of credit risk, with exposure spread over a number of counterparties and customers.

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7. 分類資料

(a) 業務分類

本集團業務由三個分部組成，分別是電子產品設計、製造及銷售；證券買賣及物業發展。本集團之分類資料主要報告該等分部之資料。

(i) 按本集團業務分類之營業額及業績分析如下：

7. SEGMENT INFORMATION

(a) Business segments

The Group is organised into three operating divisions, namely design, manufacture and sale of electronic products, securities trading and property development. These divisions are the basis on which the Group reports its primary segment information.

(i) An analysis of the Group's turnover and results by business segments is as follows:

		電子產品設計、 製造及銷售 Design, manufacture and sale of electronic products 千港元 HK\$'000	證券買賣 Securities trading 千港元 HK\$'000	物業發展 Property development 千港元 HK\$'000	合計 Consolidated 千港元 HK\$'000
截至二零零六年三月 三十一日止年度	Year ended 31 March 2006				
營業額	TURNOVER	1,782,771	37,529	–	1,820,300
分類業績	SEGMENT RESULTS	99,016	2,820	(2,316)	99,520
利息收入	Interest income				534
投資物業公平值增加	Increase in fair value of investment properties				2,691
融資成本	Finance costs				(11,975)
應佔聯營公司虧損	Share of losses of associates				(79)
除稅前溢利	Profit before taxation				90,691
稅項	Taxation				(11,452)
本年度溢利	Profit for the year				79,239
其他資料	OTHER INFORMATION				
增購物業、廠房 及設備	Additions of property, plant and equipment	63,134	–	–	63,134
產品開發成本攤銷	Amortisation of product development costs	346	–	–	346
預付租賃款項撥回	Release of prepaid lease payments	121	–	–	121
物業、廠房及設備 折舊及攤銷	Depreciation and amortisation of property, plant and equipment	45,373	–	10	45,383
出售物業、廠房及 設備之虧損	Loss on disposal of property, plant and equipment	1,133	–	–	1,133
陳舊及滯銷之存貨 撥備淨額	Net allowance for obsolete and slow-moving inventories	499	–	–	499

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7. 分類資料 (續)

(a) 業務分類 (續)

(i) (續)

7. SEGMENT INFORMATION (Continued)

(a) Business segments (Continued)

(i) (Continued)

		電子產品設計、 製造及銷售 Design, manufacture and sale of electronic products 千港元 HK\$'000	證券買賣 Securities trading 千港元 HK\$'000	物業發展 Property development 千港元 HK\$'000	合計 Consolidated 千港元 HK\$'000
截至二零零五年三月 三十一日止年度	Year ended 31 March 2005				
營業額	TURNOVER	1,625,496	16,682	5,245	1,647,423
分類業績	SEGMENT RESULTS	55,688	1,054	(452)	56,290
利息收入	Interest income				292
投資物業公平值增加	Increase in fair value of investment properties				7,290
融資成本	Finance costs				(6,726)
應佔聯營公司虧損	Share of losses of associates				(378)
除稅前溢利	Profit before taxation				56,768
稅項	Taxation				(5,694)
本年度溢利	Profit for the year				51,074
其他資料	OTHER INFORMATION				
增購物業、廠房 及設備	Additions of property, plant and equipment	58,042	–	–	58,042
呆賬撥備	Allowance for doubtful debts	1,900	–	–	1,900
收購附屬公司所 產生商譽攤銷	Amortisation of goodwill arising on acquisition of subsidiaries	2,688	–	–	2,688
產品開發成本攤銷	Amortisation of product development costs	86	–	–	86
預付租賃款項撥回	Release of prepaid lease payments	121	–	–	121
物業、廠房及設備 折舊及攤銷	Depreciation and amortisation of property, plant and equipment	46,880	–	15	46,895
就證券投資確認之 減值虧損	Impairment loss recognised in respect of investment securities	1,047	–	–	1,047
陳舊及滯銷之存貨 撥備淨額	Net allowance for obsolete and slow-moving inventories	1,367	–	–	1,367
產品開發成本撥充資本	Product development cost capitalised	1,732	–	–	1,732
其他投資之未變現虧損	Unrealised holding loss on other investments	–	5,073	–	5,073

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7. 分類資料 (續)

(a) 業務分類 (續)

- (ii) 按本集團業務分類之資產負債表分析如下:

7. SEGMENT INFORMATION (Continued)

(a) Business segments (Continued)

- (ii) An analysis of the Group's balance sheet by business segments is as follows:

		電子產品設計、 製造及銷售 Design, manufacture and sale of electronic products 千港元 HK\$'000	證券買賣 Securities trading 千港元 HK\$'000	物業發展 Property development 千港元 HK\$'000	合計 Consolidated 千港元 HK\$'000
於二零零六年 三月三十一日					
At 31 March 2006					
資產	ASSETS				
分類資產	Segment assets	998,607	33,339	13,426	1,045,372
應佔聯營公司權益	Interest in associates				1,701
未分配公司資產	Unallocated corporate assets				172,414
合計總資產	Consolidated total assets				1,219,487
負債	LIABILITIES				
分類負債	Segment liabilities	253,607	1,066	483	255,156
未分配公司負債	Unallocated corporate liabilities				235,637
合計總負債	Consolidated total liabilities				490,793
於二零零五年 三月三十一日					
At 31 March 2005					
資產	ASSETS				
分類資產	Segment assets	771,376	33,830	14,608	819,814
應佔聯營公司權益	Interest in associates				1,780
未分配公司資產	Unallocated corporate assets				154,247
合計總資產	Consolidated total assets				975,841
負債	LIABILITIES				
分類負債	Segment liabilities	176,049	—	241	176,290
未分配公司負債	Unallocated corporate liabilities				116,184
合計總負債	Consolidated total liabilities				292,474

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7. 分類資料 (續)

(b) 地區分類

- (i) 本集團於截至二零零六年三月三十一日止兩個年度每年按地區市場劃分之電子產品設計、製造及銷售營業額分析如下：

		2006 千港元 HK\$'000	2005 千港元 HK\$'000
南北美洲	North and South America	1,007,355	750,175
歐洲	Europe	358,905	380,063
香港	Hong Kong	221,078	368,735
中國內地	Mainland China	57,404	70,519
日本及韓國	Japan and Korea	12,306	34,580
其他國家	Other countries	125,723	21,424
		1,782,771	1,625,496

本集團之證券買賣分類營業額主要與香港進行之交易相關。

本集團之物業發展分類營業額主要與中國內地進行之交易相關。

- (ii) 按資產所在地區劃分之分類資產及資本增加賬面值分析如下：

		分類資產賬面值 Carrying amount of segment assets		資本增加 Capital additions	
		2006 千港元 HK\$'000	2005 千港元 HK\$'000	2006 千港元 HK\$'000	2005 千港元 HK\$'000
香港	Hong Kong	606,658	343,296	33,387	2,948
中國內地	Mainland China	542,955	537,842	28,759	56,759
其他	Others	64,155	90,216	988	67
		1,213,768	971,354	63,134	59,774

7. SEGMENT INFORMATION (Continued)

(b) Geographical segments

- (i) An analysis of the Group's turnover in respect of design, manufacture and sale of electronic products by geographical market for each of the two years ended 31 March 2006 is as follows:

	2006 千港元 HK\$'000	2005 千港元 HK\$'000
North and South America	1,007,355	750,175
Europe	358,905	380,063
Hong Kong	221,078	368,735
Mainland China	57,404	70,519
Japan and Korea	12,306	34,580
Other countries	125,723	21,424
	1,782,771	1,625,496

The Group's turnover in respect of the securities trading segment is principally related to transactions carried out in Hong Kong.

The Group's turnover for property development is principally related to transactions carried out in Mainland China.

- (ii) An analysis of the carrying amount of segment assets and capital additions analysed by the geographical area in which the assets are located:

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8. 其他收益

8. OTHER INCOME

		2006 千港元 HK\$'000	2005 千港元 HK\$'000
其他收益包括:	Other income comprises:		
已收賠款	Claims received	791	108
佣金	Commission	6,999	11,778
設計費收益	Design fee income	2,290	–
持作買賣投資之股息收益	Dividend income from investments held-for-trading	448	–
其他投資之股息收益	Dividend income from other investments		
– 上市公司	– listed	–	394
出售聯營公司溢利	Gain on disposal of an associate	–	142
利息收益	Interest income	534	292
其他	Others	2,137	5,109
租金收益 (附註)	Rental income (Note)	2,775	2,548
維修收益	Repairing income	7,054	8,084
廢料銷售收益	Sales of scrap materials	2,253	2,205
工具整理收益	Tooling income	1,049	1,864
		26,330	32,524

附註: 二十二萬九千港元(二零零五年: 十一萬六千港元) 為租金收益淨額二百五十四萬六千港元(二零零五年: 二百四十三萬二千港元) 所產生開支。

Note: Outgoings of HK\$229,000 (2005: HK\$116,000) were incurred resulting to net rental income of HK\$2,546,000 (2005: HK\$2,432,000).

9. 融資成本

9. FINANCE COSTS

		2006 千港元 HK\$'000	2005 千港元 HK\$'000
利息	Interest on		
– 五年內全部歸還	– borrowings wholly repayable within five years	11,039	5,536
– 租購合約	– a hire purchase contract	–	3
– 股票抵押戶口及證券公司之短期貸款	– margin accounts and short term loans from brokers	22	29
賬款貼現費用	Factoring charges	914	1,158
		11,975	6,726

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10. 除稅前溢利

10. PROFIT BEFORE TAXATION

		2006 千港元 HK\$'000	2005 千港元 HK\$'000
除稅前溢利之計算 已扣除：	Profit before taxation has been arrived at after charging:		
呆賬準備	Allowance for doubtful debts	–	1,900
核數師酬金	Auditors' remuneration	2,092	1,772
員工成本，包括董事酬金 (附註)	Staff costs including directors' remuneration (Note)	130,378	127,692
減：撥充資本之產品 開發成本	Less: Amount capitalised under product development costs	–	(955)
		130,378	126,737
折舊及攤銷	Depreciation and amortisation on		
– 集團自置資產	– assets owned by the Group	45,383	46,872
– 以租購合約持有之資產	– assets held under a hire purchase contract	–	23
		45,383	46,895
產品開發成本攤銷	Amortisation of product development costs	346	86
預付租賃款項撥回	Release of prepaid lease payments	121	121
出售物業、廠房及設備之虧損	Loss on disposal of property, plant and equipment	1,133	105
出售其他投資之虧損	Loss on disposal of other investments	–	31
租賃樓宇之經營租約 最低租金支出	Minimum lease payments under operating leases in respect of rented premises	2,211	1,794
陳舊及滯銷之存貨 撥備淨額	Net allowance for obsolete and slow-moving inventories	499	1,367
匯兌虧損淨額	Net exchange loss	1,662	3,223
研究及開發成本撇銷	Research and development costs written off	34,016	27,616

附註： 本年內員工成本包括退休福利計劃供款
三百九十九萬港元（二零零五年：四百三
十一萬九千港元）。

Note: The staff costs for the year included retirement benefits scheme
contributions of HK\$3,990,000 (2005: HK\$4,319,000).

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11. 董事及僱員酬金

本集團應付每名董事酬金詳情如下：

截至二零零六年三月三十一日止年度

11. DIRECTORS' AND EMPLOYEES' EMOLUMENTS

Details of emoluments paid by the Group to each of the directors are as follows:

For the year ended 31 March 2006

		袍金 Fees 千港元 HK\$'000	薪酬及 其他福利 Salaries and other benefits 千港元 HK\$'000	退休福利 計劃供款 Retirement benefit scheme contributions 千港元 HK\$'000	酬金總額 Total emoluments 千港元 HK\$'000
執行董事：	Executive directors:				
劉錫康	Lau Sak Hong, Philip	50	7,206	201	7,457
劉錫淇	Lau Sak Kai, Anthony	50	1,431	72	1,553
劉錫澳	Lau Sak Yuk, Andy	50	1,401	71	1,522
非執行董事：	Non-executive director:				
韓相田	Hon Sheung Tin, Peter	50	—	—	50
獨立非執行董事：	Independent non-executive directors:				
何厚鏘	Ho Hau Chong, Norman	50	—	—	50
陳澤仲	Chan Chak Chung	50	—	—	50
卓育賢	Chuck Winston Calptor	50	—	—	50
		350	10,038	344	10,732

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11. 董事及僱員酬金 (續)

截至二零零五年三月三十一日止年度

11. DIRECTORS' AND EMPLOYEES' EMOLUMENTS (Continued)

For the year ended 31 March 2005

		袍金 Fees 千港元 HK\$'000	薪酬及 其他福利 Salaries and other benefits 千港元 HK\$'000	退休福利 計劃供款 Retirement benefit scheme contributions 千港元 HK\$'000	酬金總額 Total emoluments 千港元 HK\$'000
執行董事:	Executive directors:				
劉錫康	Lau Sak Hong, Philip	85	8,205	199	8,489
劉錫淇	Lau Sak Kai, Anthony	85	1,419	71	1,575
劉錫澳	Lau Sak Yuk, Andy	85	1,412	64	1,561
非執行董事:	Non-executive director:				
韓相田*	Hon Sheung Tin, Peter *	85	—	—	85
獨立非執行董事:	Independent non-executive directors:				
何厚鏘	Ho Hau Chong, Norman	85	—	—	85
陳澤仲	Chan Chak Chung	50	—	—	50
卓育賢	Chuck Winston Calptor	50	—	—	50
		525	11,036	334	11,895

* 董事於二零零四年九月三十日調任非執行董事。

* The director was re-designated as non-executive director on 30 September 2004.

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11. 董事及僱員酬金 (續)

僱員

本集團五名最高薪酬之人士包括三名(二零零五年:三名)董事,有關彼等酬金之詳情已於上文披露,其餘兩名(二零零五年:兩名)最高薪酬僱員之酬金如下:

11. DIRECTORS' AND EMPLOYEES' EMOLUMENTS (Continued)

Employees

The five highest paid individuals of the Group included three (2005: three) directors, details of whose remuneration are set out above. The emoluments of the remaining two (2005: two) highest paid employees are as follows:

		2006 千港元 HK\$'000	2005 千港元 HK\$'000
薪酬及其他福利	Salaries and other benefits	796	2,140
退休福利計劃供款	Retirement benefits scheme contributions	39	47
股份付款	Share-based payments	2,115	-
		2,950	2,187

此等僱員酬金之金額範圍如下:

Emoluments of these employees were within the following band:

		僱員人數 Number of employees	
		2006	2005
1,000,001港元 – 1,500,000港元	HK\$1,000,001 – HK\$1,500,000	1	2
1,500,001港元 – 2,000,000港元	HK\$1,500,001 – HK\$2,000,000	1	-

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12. 稅項

12. TAXATION

		2006 千港元 HK\$'000	2005 千港元 HK\$'000
稅項支出包括：	The charge comprises:		
香港利得稅	Hong Kong Profits Tax		
本年度稅項	Current year	2,115	1,093
以前年度少提撥備	Underprovision in prior years	674	353
		2,789	1,446
其他司法區之稅項	Taxation in other jurisdictions		
本年度稅項	Current year	5,630	2,902
以前年度少提撥備	Underprovision in prior years	38	—
		5,668	2,902
遞延稅項 (附註34)	Deferred taxation (Note 34)	2,995	1,346
稅額	Taxation	11,452	5,694

香港利得稅以本年度估計應課稅溢利按稅率17.5% (二零零五年: 17.5%) 計算。

Hong Kong Profits Tax is calculated at 17.5% (2005: 17.5%) of the estimated assessable profit for the year.

其他司法區之稅項乃按個別司法區之現行稅率計算。

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

本年度稅項與綜合收益表所示除稅前溢利對賬如下：

Taxation for the year can be reconciled to the profit before taxation per the consolidated income statement as follows:

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12. 稅項 (續)

12. TAXATION (Continued)

		2006 千港元 HK\$'000	2005 千港元 HK\$'000
除稅前溢利	Profit before taxation	90,691	56,768
按本地所得稅稅率17.5% (二零零五年:17.5%) 計算之稅項	Tax at the domestic income tax rate of 17.5% (2005: 17.5%)	15,871	9,934
不可扣稅費用對稅項影響	Tax effect of expenses that are not deductible for taxation purposes	3,763	6,795
毋須課稅收益對稅項影響	Tax effect of income that is not taxable for taxation purposes	(7,052)	(4,145)
海外稅率差異之影響	Effect of overseas tax rates differences	(1,243)	(4,308)
未確認稅務虧損對稅項影響	Tax effect of tax losses not recognised	6,706	2,839
動用先前未確認之稅務 虧損對稅項影響	Tax effect of utilisation of tax losses previously not recognised	(3,580)	(5,258)
一家附屬公司所獲稅項 豁免之影響 (附註)	Effect of tax exemption granted to a subsidiary (Note)	(3,384)	-
以前年度少提撥備	Underprovision in prior years	712	353
其他	Others	(341)	(516)
本年度稅項	Taxation for the year	11,452	5,694

附註: 該附屬公司根據有關司法區之法例及規
例獲豁免繳納其他司法區之稅項。

Note: The subsidiary is exempted from taxation in other jurisdictions pursuant to
the relevant laws and regulations in that jurisdiction.

13. 股息

13. DIVIDENDS

		2006 千港元 HK\$'000	2005 千港元 HK\$'000
支付中期股息·每股3港仙 (二零零五年:2港仙)	Interim dividend paid of HK3 cents (2005: HK2 cents) per share	22,826	15,269
支付二零零五年末期股息· 每股2港仙(二零零五年: 支付二零零四年末期股息 3.5港仙)	Final dividend paid for 2005 of HK2 cents (2005: final dividend paid for 2004 of HK3.5 cents) per share	15,144	26,764
		37,970	42,033

董事宣派截至二零零六年三月三十一日
止年度之末期股息每股3港仙(二零零
五:2港仙)給予於二零零六年九月十八
日名列本公司股東名冊之股東。

The directors have declared a final dividend of HK3 cents per share
for the year ended 31 March 2006 (2005: HK2 cents) to those
shareholders whose names appear on the register of members of
the Company on 18 September 2006.

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14. 每股盈利

每股之基本及攤薄盈利乃根據以下資料計算：

14. EARNINGS PER SHARE

The calculation of the basic and diluted earnings per share is based on the following data:

		2006 千港元 HK\$'000	2005 千港元 HK\$'000
為計算每股基本及攤薄盈利之本公司股東應佔溢利	Earnings attributable to shareholders of the Company for the purpose of basic and diluted earnings per share	79,141	50,526
為計算每股基本盈利之加權平均股份數目	Weighted average number of shares for the purpose of basic earnings per share	759,842,128	761,251,154
購股權相關具攤薄作用潛在股份之影響	Effect of dilutive potential shares relating to share options	6,992,031	8,466,365
為計算每股攤薄盈利之加權平均股份數目	Weighted average number of shares for the purpose of diluted earnings per share	766,834,159	769,717,519

附註2及3所載會計政策變動對每股基本及攤薄盈利並無重大影響。

The effect on basic and diluted earnings per share as a result of the change in accounting policies as shown in notes 2 and 3 is insignificant.

15. 投資物業

15. INVESTMENT PROPERTIES

		2006 千港元 HK\$'000	2005 千港元 HK\$'000
投資物業之公平值：	Fair value of investment properties:		
於年初	At beginning of the year	61,100	53,810
轉撥自租賃物業	Transferred from leasehold properties	12,709	—
公平值增加	Increase in fair value	2,691	7,290
於年結日	At end of the year	76,500	61,100

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15. 投資物業 (續)

投資物業賬面值包括:

在香港以長期租約持有	Long leases in Hong Kong
在香港以外以長期租約持有	Long leases outside Hong Kong

本集團投資物業於二零零六年三月三十一日之公平值乃根據與本集團並無關連之獨立合資格專業估值師所進行估值計算所得。該估值乃參考同類物業市場交易價格後達致。

本集團以經營租約持有用於收租或資本增值用途之全部物業權益均以公平價值模式計算，並入賬列作投資物業。於二零零六年三月三十一日，該等物業權益之賬面值為七千六百五十萬港元（二零零五年：六千一百一十萬港元）。

15. INVESTMENT PROPERTIES (Continued)

The carrying amount of investment properties comprises:

	2006 千港元 HK\$'000	2005 千港元 HK\$'000
在香港以長期租約持有	67,050	51,650
在香港以外以長期租約持有	9,450	9,450
	76,500	61,100

The fair value of the Group's investment properties at 31 March 2006 have been arrived at on the basis of a valuation carried out on that date by independent qualified professional valuers not connected with the Group. The valuations were arrived at by reference to market evidence of transaction prices for similar properties.

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. As at 31 March 2006, the carrying amount of such property interests amounted to HK\$76,500,000 (2005: HK\$61,100,000).

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16. 物業、廠房及設備

16. PROPERTY, PLANT AND EQUIPMENT

		租賃物業 Leasehold properties 千港元 HK\$'000	電腦設備 Computer equipment 千港元 HK\$'000	傢俬、裝置 及設備 Furniture, fixtures and equipment 千港元 HK\$'000	汽車 Motor vehicles 千港元 HK\$'000	廠房及機器 Plant and machinery 千港元 HK\$'000	在建工程 Construction in progress 千港元 HK\$'000	總計 Total 千港元 HK\$'000
成本值或估值	COST OR VALUATION							
於二零零四年四月一日	At 1 April 2004	136,222	17,793	96,441	16,689	380,491	107	647,743
匯兌調整	Currency realignment	-	(1)	(86)	-	-	-	(87)
添置	Additions	1,004	2,254	3,057	690	51,037	-	58,042
出售	Disposals	-	-	-	(2,041)	-	-	(2,041)
於二零零五年三月三十一日	At 31 March 2005	137,226	20,046	99,412	15,338	431,528	107	703,657
匯兌調整	Currency realignment	-	6	6	-	-	-	12
添置	Additions	3,115	2,345	3,710	426	53,538	-	63,134
出售	Disposals	-	-	(71)	(411)	(17,755)	(107)	(18,344)
撥入投資物業時 重估租賃物業 (附註)	Revaluation of leasehold properties upon transfer to investment properties (Note)	325	-	-	-	-	-	325
轉撥至投資物業	Transfer to investment properties	(20,811)	-	-	-	-	-	(20,811)
於二零零六年三月三十一日	At 31 March 2006	119,855	22,397	103,057	15,353	467,311	-	727,973
包括:	Comprising:							
成本值	At cost	90,455	22,397	103,057	15,353	467,311	-	698,573
估價值—一九九一年	At valuation – 1991	29,400	-	-	-	-	-	29,400
		119,855	22,397	103,057	15,353	467,311	-	727,973
折舊及攤銷	DEPRECIATION AND AMORTISATION							
於二零零四年四月一日	At 1 April 2004	21,473	11,266	73,115	13,779	246,400	-	366,033
匯兌調整	Currency realignment	-	(5)	(20)	-	-	-	(25)
本年折舊	Provided for the year	2,485	1,665	5,051	717	36,977	-	46,895
出售時撇銷	Eliminated on disposals	-	-	-	(1,904)	-	-	(1,904)
於二零零五年三月三十一日	At 31 March 2005	23,958	12,926	78,146	12,592	283,377	-	410,999
匯兌調整	Currency realignment	-	3	3	-	-	-	6
本年折舊	Provided for the year	2,264	1,750	4,580	572	36,217	-	45,383
出售時撇銷	Eliminated on disposals	-	-	(27)	(329)	(14,691)	-	(15,047)
轉撥至投資物業時撇銷	Eliminated on transfer to investment properties	(8,102)	-	-	-	-	-	(8,102)
於二零零六年三月三十一日	At 31 March 2006	18,120	14,679	82,702	12,835	304,903	-	433,239
賬面值	CARRYING VALUES							
於二零零六年三月三十一日	At 31 March 2006	101,735	7,718	20,355	2,518	162,408	-	294,734
於二零零五年三月三十一日	At 31 March 2005	113,268	7,120	21,266	2,746	148,151	107	292,658

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16. 物業、廠房及設備 (續)

附註：年內，本集團將若干租賃物業出租予外界人士，以賺取租金收益。該等物業應列作投資物業。由物業、廠房及設備撥入投資物業時，該等物業獲重估，得出公平值增加三十二萬五千港元，計入其他物業估值儲備。

香港租賃物業之成本值或估值每年以直線基準按四十年計算折舊。香港以外地區租賃物業每年以直線基準按五十年或（如屬較短年期）租約所餘年期計算攤銷。

其他物業、廠房及設備乃於其估計可用年期按結餘遞減法計算折舊以撇銷其成本，所用年率如下：

電腦設備	25%
傢俬、裝置及設備	10 – 25%
汽車	20 – 25%
廠房及機器	15 – 30%

上述租賃物業之賬面淨值包括：

在香港以中期租約持有	Medium leases in Hong Kong
在香港以外以中期租約持有	Medium term leases outside Hong Kong

租賃物業由一家獨立專業估值師行於一九九一年按現時用途基準之公開市值予以重估。本集團採納香港會計準則第16條第80A段有關規定定期重估本集團租賃物業之過渡期豁免，故此毋須進一步重估租賃物業。倘租賃物業按成本值減累計折舊及累計減值虧損列賬，租賃物業於二零零六年三月三十一日之賬面淨值將約為二千一百六十五萬二千港元（二零零五年：二千四百九十二萬三千港元）。

16. PROPERTY, PLANT AND EQUIPMENT (Continued)

Note: During the year, the Group rented out certain of its leasehold properties to outsiders for rental income. Those properties should be accounted for as investment properties. Upon the transfer from property, plant and equipment to investment properties, those properties were revalued with the increase in fair value of HK\$325,000 credited to the other property valuation reserve.

The cost or valuation of leasehold properties in Hong Kong is depreciated over forty years on a straight line basis. The cost of leasehold properties outside Hong Kong is amortised over a period of fifty years or, where shorter, the remaining term of the leases on a straight line basis.

Depreciation is provided to write off the cost of other property, plant and equipment over their estimated useful lives, using the reducing balance method at the following rates per annum:

Computer equipment	25%
Furniture, fixtures and equipment	10 – 25%
Motor vehicles	20 – 25%
Plant and machinery	15 – 30%

The net book value of the leasehold properties shown above comprises:

	2006 千港元 HK\$'000	2005 千港元 HK\$'000
在香港以中期租約持有	27,860	40,663
在香港以外以中期租約持有	73,875	72,605
	101,735	113,268

The valuation of leasehold properties was carried out by a firm of independent professional valuers in 1991 on an open market value for existing use basis. The Group has adopted the transitional relief provided by paragraph 80A of HKAS 16 from the requirement to make revaluation on a regular basis of the Group's leasehold properties and, accordingly, no further revaluation of leasehold properties will be carried out. Had these leasehold properties been carried at cost less accumulated depreciation and accumulated impairment losses, the net book value of the leasehold properties at 31 March 2006 would have been stated at HK\$21,652,000 (2005: HK\$24,923,000).

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17. 預付租賃款項

本集團之預付租賃款項包括：

17. PREPAID LEASE PAYMENTS

The Group's prepaid lease payments comprise:

		2006 千港元 HK\$'000	2005 千港元 HK\$'000
在中國以中期租約持有 之租賃土地	Leasehold land held under medium term leases in the PRC	4,378	4,499
就申報目的分析為：	Analysed for reporting purposes as:		
流動部分	Current portion	121	121
非流動部分	Non-current portion	4,257	4,378
		4,378	4,499

18. 產品開發成本

18. PRODUCT DEVELOPMENT COSTS

千港元
HK\$'000

成本值	COST	
截至二零零五年三月三十一日止 年度內產生之成本及 於二零零五年三月三十一日及 二零零六年三月三十一日之結餘	Costs incurred during the year ended 31 March 2005 and balance at 31 March 2005 and 31 March 2006	1,732
攤銷	AMORTISATION	
截至二零零五年三月三十一日止 年度扣除及於二零零五年 三月三十一日之結餘	Charge for the year ended 31 March 2005 and balance at 31 March 2005	86
截至二零零六年三月三十一日止 年度扣除	Charge for the year ended 31 March 2006	346
於二零零六年三月三十一日	At 31 March 2006	432
賬面值	CARRYING VALUE	
於二零零六年三月三十一日	At 31 March 2006	1,300
於二零零五年三月三十一日	At 31 March 2005	1,646

產品開發成本以直線法分五年攤銷。

Product development costs are amortised over a period of 5 years on a straight line basis.

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19. 商譽

19. GOODWILL

千港元
HK\$'000

成本值	COST	
於二零零四年四月一日及 二零零五年三月三十一日	At 1 April 2004 and 31 March 2005	16,575
採納香港財務報告準則第3號 所對銷累計攤銷(附註2)	Elimination of accumulated amortisation upon application of HKFRS 3 (note 2)	(7,426)
於二零零五年四月一日及 二零零六年三月三十一日	At 1 April 2005 and 31 March 2006	9,149
攤銷	AMORTISATION	
於二零零四年四月一日 年內扣除	At 1 April 2004 Charge for the year	4,738 2,688
於二零零五年三月三十一日 採納香港財務報告準則第3號 所對銷累計攤銷(附註2)	At 31 March 2005 Elimination of accumulated amortisation upon application of HKFRS 3 (note 2)	7,426 (7,426)
於二零零五年四月一日及 二零零六年三月三十一日	At 1 April 2005 and 31 March 2006	–
賬面值	CARRYING VALUES	
於二零零六年三月三十一日	At 31 March 2006	9,149
於二零零五年三月三十一日	At 31 March 2005	9,149

商譽之減值測試詳情載列於附註21。

Particulars regarding impairment testing on goodwill are disclosed in note 21.

直至二零零五年三月三十一日，商譽分
三至十年攤銷。

Until 31 March 2005, goodwill has been amortised over a period
ranged from 3 to 10 years.

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20. 負商譽

20. NEGATIVE GOODWILL

千港元
HK\$'000

總值	GROSS AMOUNT	
於二零零四年四月一日及 二零零五年三月三十一日	At 1 April 2004 and 31 March 2005	6,999
撥入收益	RELEASED TO INCOME	
於二零零四年四月一日及 二零零五年三月三十一日	At 1 April 2004 and 31 March 2005	(6,999)
賬面值	CARRYING VALUE	
於二零零五年三月三十一日	At 31 March 2005	—

21. 商譽減值測試

如附註7所闡釋，本集團以業務分類作為報告分類資料的主要方式。就減值測試而言，附註19所載商譽已被分配至電子產品設計、製造及銷售現金產生單位（「現金產生單位」）。

現金產生單位的可收回金額乃按使用價值釐定。計算使用價值所作出主要假設關於貼現率、增長率以及年內收入和直接成本之預計變動。管理層採用除稅前比率估計貼現率，該比率反映市場現時對貨幣時間值以及現金產生單位特有風險的評估。增長率以業內增長預測為基準。收入及直接成本之變動根據慣例及對市場未來變動的期望作出估計。

於本年度，本集團按照獲管理層批准之未來五年最近期財務預算得出現金流量預測檢討商譽減值，所使用之貼現率為8%。由於採用按貼現率計算之使用價值高於現金產生單位之賬面值，故認為商譽毋須確認減值虧損。

21. IMPAIRMENT TESTING ON GOODWILL

As explained in note 7, the Group uses business segments as its primary segment for reporting segment information. For the purposes of impairment testing, goodwill as set out in note 19 has been allocated to the cash generating unit ("CGU") of the design, manufacture and sale of electronic products segment.

The recoverable amount of this CGU has been determined on the basis of value in use calculation. The key assumptions for the value in use calculation are those regarding the discount rates, growth rates and expected changes to revenue and direct costs during the year. Management estimates discount rates using pre-tax rates that reflect current market assessments of the time value of money and the risks specific to the CGU. The growth rates are based on industry growth forecasts. Changes in revenue and direct costs are based on past practices and expectations of future changes in the market.

During the year, the Group performed impairment review for goodwill based on cash flow forecasts derived from the most recent financial budgets for the next five years approved by management using a discount rate of 8%. The value in use calculated by using the discount rate is higher than the carrying amount of CGU, accordingly, no impairment loss was considered necessary.

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22. 應佔聯營公司權益

22. INTEREST IN ASSOCIATES

		2006 千港元 HK\$'000	2005 千港元 HK\$'000
於聯營公司投資成本·非上市	Cost of investments in associates, unlisted	7,066	7,066
應佔收購後儲備	Share of post-acquisition reserves	(4,444)	(4,365)
		2,622	2,701
減:已確認減值虧損	Less: Impairment losses recognised	(921)	(921)
		1,701	1,780

本集團聯營公司於二零零六年三月三十一日之詳情如下:

Details of the Group's associates at 31 March 2006 are as follows:

聯營公司名稱 Name of associate	業務結構形式 Form of business structure	註冊/ 營業地點 Place of registration/ operations	註冊資本面值 Nominal value of registered capital	本集團應佔 股本權益 Attributable equity interest to the Group	主要業務 Principal activity
北京群輝電子有限公司 (「北京群輝」) Beijing Commune Fair Electronics Co. Ltd. ("Beijing Commune")	合作企業 Co-operative joint venture	中華人民共和國 (「中國」) People's Republic of China ("PRC")	800,000美元 US\$800,000	68.75% (見下文) (see below)	暫無業務 Inactive
Danehill Investments (Holdings) Limited	有限責任公司 Limited liability company	開曼群島 Cayman Islands	7,000,000港元 HK\$7,000,000	48.28%	投資控股 Investment holding

北京群輝於一九九二年十月註冊成立為合營公司，為期十五年。根據協議，本集團承諾投入五十五萬美元資本，相當於股本權益68.75%。本集團已投足所承擔數額。在協議生效期間，本集團享有北京群輝50%之溢利或虧損。本集團並沒有北京群輝董事局之控制權，惟能行使重大影響力。於二零零二年十月，北京群輝由於沒有更新商業登記證而被中國政府取消其商業登記證。董事審閱於北京群輝投資之賬面值，並認為不大可能收回於北京群輝之權益，而預期源自該投資估計日後現金流量現值甚微。因此，已於財務報表確認減值虧損九十二萬一千港元，以撇銷該投資之賬面值。

Beijing Commune was incorporated as a joint venture company for a term of fifteen years commencing October 1992. Under the agreement, the Group is committed to invest an amount of US\$550,000, representing an equity interest of 68.75%. The Group has fully contributed the amount committed. During the life of the agreement, the Group is entitled to share 50% of the profit or loss of Beijing Commune. The Group does not have controlling interest in the board of directors of Beijing Commune but is able to exercise significant influence. In October 2002, the business certificate of Beijing Commune has been cancelled by the PRC government as the company did not renew its business certificate. The directors reviewed the carrying amount of the investment in Beijing and Commune and considered that it is unlikely to recover the interest in Beijing Commune and the present value of the estimated cash flows expected to arise from the investment are minimal. Accordingly, an impairment loss of HK\$921,000 was recognised in the financial statements to write down the carrying amount of the investment.

聯營公司由本公司間接持有。

The associates are indirectly held by the Company.

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22. 應佔聯營公司權益 (續)
有關本集團聯營公司之財務資料總結載列如下：

22. INTEREST IN ASSOCIATES (Continued)

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

		2006 千港元 HK\$'000	2005 千港元 HK\$'000
資產總值	Total assets	6,747	6,923
負債總額	Total liabilities	(3,941)	(11,336)
資產淨值 (負債淨額)	Net assets (liabilities)	2,806	(4,413)
應佔資產淨值	Share of net assets	1,701	1,780
營業額	Turnover	-	2
年內虧損	Loss for the year	(45)	(1,202)
應佔聯營公司業績	Share of results of associates	(79)	(378)

23. 可供出售投資
於二零零六年三月三十一日，可供出售投資包括：

23. AVAILABLE-FOR-SALE INVESTMENTS

Available-for-sale investments as at 31 March 2006 comprise:

		千港元 HK\$'000
股本證券	Equity securities	
非上市股份，按成本	Unlisted shares, at cost	26,690
減：已確認減值虧損	Less: Impairment losses recognised	(2,500)
		24,190
於香港境外上市股份，按公平值	Listed shares outside Hong Kong, at fair value	59
		24,249
就申報用途分析為：	Analysed for reporting purposes as:	
流動部分	Current portion	150
非流動部分	Non-current portion	24,099
		24,249

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23. 可供出售投資 (續)

於結算日，除其公平值未能可靠計算之非上市股本投資外，所有可供出售投資均以公平值列賬。有關投資之公平值經參考活躍市場所報買入價釐定。

上述非上市投資為於香港註冊成立私人實體發行之非上市股本證券投資。由於合理公平值估計範圍甚大，本公司董事認為未能可靠計算其公平值，因此該等投資於各結算日按成本扣除減值計算。

非上市股本證券中包括於從事投資控股及提供保健相關服務之公司Net Plus Company Limited (「Net Plus」) 17%股本權益。於二零零六年三月三十一日，董事參考預期源自該投資之估計日後現金流量現值後審閱其賬面值，並認為，不大可能全數收回於Net Plus之權益，因此，已於財務報表確認減值虧損二百五十萬港元，以撇減該投資之賬面值至其可收回金額。於二零零五年三月三十一日，該投資分類為證券投資(附註24)，並於財務報表確認減值虧損二百五十萬港元。

23. AVAILABLE-FOR-SALE INVESTMENTS (Continued)

As at the balance sheet date, all available-for-sale investments are stated at fair value, except for those unlisted equity investments of which their fair values cannot be measured reliably. Fair values of those investments have been determined by reference to bid prices quoted in active markets.

The above unlisted investments represent investments in unlisted equity securities issued by private entities incorporated in Hong Kong. They are measured at cost less impairment at each balance sheet date because the range of reasonable fair value estimates is so significant that the directors of the Company are of the opinion that their fair values cannot be measured reliably.

Included in unlisted equity securities was a 17% equity interest in Net Plus Company Limited ("Net Plus"), a company engaged in investment holding and provision of healthcare related services. At 31 March 2006, the directors reviewed its carrying amount with reference to the present value of the estimated future cash flows expected to arise from the investment and considered that it is unlikely to recover the full amount of the interest in Net Plus and accordingly an impairment loss of HK\$2,500,000 was recognised in the financial statements to write down the carrying amount of the investment to its recoverable amount. At 31 March 2005, the investment was classified as investment securities (Note 24) and an impairment loss of HK\$2,500,000 was recognised in the financial statements.

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24. 證券投資

於二零零五年四月一日應用香港會計準則第39號後，投資證券已根據香港會計準則第39號重新分類至適當類別（詳見附註2）。於二零零五年三月三十一日之投資證券載列如下：

24. INVESTMENTS IN SECURITIES

Upon the application of HKAS 39 on 1 April 2005, investment securities were reclassified to appropriate categories under HKAS 39 (see note 2 for details). Investment securities as at 31 March 2005 are set out below:

		投資證券 Investment securities	其他投資 Other investments	總額 Total
		2005 千港元 HK\$'000	2005 千港元 HK\$'000	2005 千港元 HK\$'000
股本證券：	Equity securities:			
上市	Listed			
香港	Hong Kong	–	10,111	10,111
海外	Overseas	8,106	23,476	31,582
		8,106	33,587	41,693
減：已確認減值虧損	Less: Impairment losses recognised	(8,012)	–	(8,012)
		94	33,587	33,681
非上市	Unlisted			
香港	Hong Kong	26,540	150	26,690
海外	Overseas	–	–	–
		26,540	150	26,690
減：已確認減值虧損	Less: Impairment losses recognised	(2,500)	–	(2,500)
		24,040	150	24,190
		24,134	33,737	57,871
上市證券之市值	Market value of listed securities	94	33,587	33,681
賬面值就呈報目的而分析為：	Carrying amount analysed for reporting purposes as:			
流動	Current	–	33,737	33,737
非流動	Non-current	24,134	–	24,134
		24,134	33,737	57,871

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25. 衍生金融工具

於二零零六年三月三十一日，非指定為對沖工具之衍生金融工具載列如下：

25. DERIVATIVE FINANCIAL INSTRUMENTS

Derivative financial instruments not designated as hedging instruments as at 31 March 2006 are as follows:

		資產 Assets 千港元 HK\$'000	負債 Liabilities 千港元 HK\$'000
股本證券之購股權	Options on equity securities		
– 於香港上市	– listed in Hong Kong	–	(15)
– 於香港境外上市	– listed outside Hong Kong	–	(439)
股本證券之購買沖銷票據	Buy-write certificates on equity securities		
– 於香港上市	– listed in Hong Kong	2,328	–
– 於香港境外上市	– listed outside Hong Kong	2,331	–
		4,659	(454)

上述衍生金融工具於各結算日按公平值計算。其公平值乃根據對等工具於結算日所報市價釐定。

The above derivative financial instruments are measured at fair value at each balance sheet date. Their fair values are determined based on the quoted market prices for equivalent instruments at the balance sheet date.

26. 存貨

26. INVENTORIES

		本集團 THE GROUP	
		2006 千港元 HK\$'000	2005 千港元 HK\$'000
原料	Raw materials	152,979	129,768
在製品	Work in progress	17,387	13,335
製成品	Finished goods	205,668	160,667
		376,034	303,770

於本年度，存貨成本於綜合收益表確認為支出約達十一億七千二百七十三萬港元（二零零五年：十一億一千九百四十三萬六千港元）。

The cost of inventories recognised as an expense in the consolidated income statement during the year amounted to HK\$1,172,730,000 (2005: HK\$1,119,436,000).

27. 待售物業

待售物業於本年度收益表扣除之成本為零（二零零五年：四百七十萬零五千港元）。

27. PROPERTIES FOR SALE

The cost of properties for sale recognised as an expense in the income statement during the year amounted to nil (2005: HK\$4,705,000).

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28. 應收賬款、按金及預付款項

於二零零六年三月三十一日，應收賬款、按金及預付款項包括應收貿易賬款二億五千二百二十六萬四千港元（二零零五年：一億四千八百二十七萬港元）。於年結日應收貿易賬款之賬齡分析如下：

0–30日	0–30 days
31–60日	31–60 days
61–90日	61–90 days
超過90日	Over 90 days

本集團向其貿易客戶提供平均為期30至90日之數期。

於二零零六年三月三十一日，應收賬款及按金之公平值與其相應賬面值相若。

29. 應收（應付）聯營公司款項

應收（應付）款項為無抵押、免息及當要求時償還。

於二零零六年三月三十一日，應收（應付）聯營公司款項之公平值與其相應賬面值相若。

28. DEBTORS, DEPOSITS AND PREPAYMENTS

At 31 March 2006, debtors, deposits and prepayments included trade debtors of HK\$252,264,000 (2005: HK\$148,270,000). The aged analysis of trade debtors at the balance sheet date is as follows:

	2006 千港元 HK\$'000	2005 千港元 HK\$'000
0–30 days	194,355	78,296
31–60 days	21,267	11,015
61–90 days	10,560	23,688
Over 90 days	26,082	35,271
	252,264	148,270

The Group allows an average credit period ranging from 30 days to 90 days to its trade customers.

The fair value of debtors and deposits as at 31 March 2006 approximates the corresponding carrying amount.

29. AMOUNTS DUE FROM (TO) ASSOCIATES

The amounts are unsecured, interest-free and repayable on demand.

The fair value of amounts due from (to) associates as at 31 March 2006 approximates the corresponding carrying amount.

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30. 持作買賣投資

於二零零六年三月三十一日，持作買賣投資包括：

上市證券

於香港上市股本證券
於香港境外上市股本證券
於香港境外上市股本證券
債務證券

Listed securities

Equity securities listed in Hong Kong
Equity securities listed outside Hong Kong
Debt securities listed outside Hong Kong

千港元
HK\$'000

7,335

16,230

4,202

27,767

於結算日，所有持作買賣投資均以公平值列賬。有關投資之公平值經參考活躍市場所報買入價釐定。

As at the balance sheet date, all investments held for trading are stated at fair value. Fair values of those investments have been determined by reference to bid prices quoted in active markets.

31. 銀行結餘及現金

銀行結餘及現金包括本集團所持現金，以及原定於三個月或以下到期，且平均利率為1.20厘（二零零五年：0.45厘）之短期銀行存款。董事認為，銀行結餘及現金之賬面值與其公平值相若。

31. BANK BALANCES AND CASH

Bank balances and cash comprise cash held by the Group and short-term bank deposits with an original maturity of three months or less at an average interest rate of 1.20% (2005: 0.45%). The directors consider the carrying amount of the bank balances and cash approximates its fair value.

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32. 應付賬款及應計費用

於二零零六年三月三十一日，應付賬款及應計費用包括應付貿易賬款二億一千一百三十五萬七千港元（二零零五年：一億四千一百零三萬七千港元）。於結算日應付貿易賬款之賬齡分析如下：

		2006 千港元 HK\$'000	2005 千港元 HK\$'000
0–30日	0–30 days	94,875	48,124
31–60日	31–60 days	44,773	21,475
61–90日	61–90 days	23,796	17,184
超過90日	Over 90 days	47,913	54,254
		211,357	141,037

於二零零六年三月三十一日，應付賬款公平值與其相應賬面值相若。

32. CREDITORS AND ACCRUED CHARGES

At 31 March 2006, creditors and accrued charges included trade creditors of HK\$211,357,000 (2005: HK\$141,037,000). The aged analysis of trade creditors at the balance sheet date is as follows:

		2006 千港元 HK\$'000	2005 千港元 HK\$'000
0–30 days	0–30 days	94,875	48,124
31–60 days	31–60 days	44,773	21,475
61–90 days	61–90 days	23,796	17,184
Over 90 days	Over 90 days	47,913	54,254
		211,357	141,037

The fair value of creditors as at 31 March 2006 approximates the corresponding carrying amount.

33. 貸款

貸款包括如下：

信託收據及入口貸款
有關具追索權貼現票據之貸款
債權貼現貸款（附註）
短期貸款

33. BORROWINGS

Borrowings comprise the following:

Trust receipts and import loans
Loans related to bills discounted with recourse
Debt factoring loans (Note)
Short term loans

有抵押
無抵押

Secured
Unsecured

	2006 千港元 HK\$'000	2005 千港元 HK\$'000
	105,646	60,024
	66,065	—
	28,470	35,712
	20,611	12,866
	220,792	108,602
	95,146	36,680
	125,646	71,922
	220,792	108,602

附註：有關金額指就向若干銀行出售貿易應收賬款透支之貸款。

Note: Amount represents loans drawn against trade receivables sold to certain banks.

33. 貸款 (續)

本集團之貸款為於一年內或當要求時償還之浮息貸款，並按香港銀行同業拆息率1.25厘至2厘計算。利率每月重定。

以相關集團實體功能貨幣以外貨幣列值之本集團貸款載列如下：

33. BORROWINGS (Continued)

The Group's borrowings are floating-rate borrowings which are repayable within one year or on demand. The interest is charged at a range from 1.25% – 2% over the Hong Kong Inter-bank Offered Rate. Interest is repricing every month.

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

		美元 United States dollars 千美元 '000	日圓 Japanese Yen 千日圓 '000
於二零零六年三月三十一日	At 31 March 2006	23,276	89,301
於二零零五年三月三十一日	At 31 March 2005	12,499	39,008

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34. 遞延稅項

本年度及過往年度已確認主要遞延稅項負債及資產及其變動如下：

34. DEFERRED TAXATION

The followings are the major deferred tax liabilities and assets recognised and movements thereon during the current and prior years:

		加速稅項折舊 Accelerated tax depreciation 千港元 HK\$'000	物業重估 Revaluation of properties 千港元 HK\$'000	稅項虧損 Tax losses 千港元 HK\$'000	其他 Others 千港元 HK\$'000	總額 Total 千港元 HK\$'000
於二零零四年四月一日	At 1 April 2004					
– 原來列示	– as originally stated	(1,376)	(1,267)	2,545	98	–
– 會計政策變動 之影響 (附註2及3)	– effects of changes in accounting policies (notes 2 and 3)	–	(1,288)	–	–	(1,288)
		(1,376)	(2,555)	2,545	98	(1,288)
年內(扣自)計入收益	Credit (charge) to income for the year	816	(1,014)	(1,324)	176	(1,346)
於二零零五年三月三十一日	At 31 March 2005	(560)	(3,569)	1,221	274	(2,634)
年內(計入)扣自收益	(Charge) credit to income for the year	(10,639)	1,258	6,386	–	(2,995)
於二零零六年三月三十一日	At 31 March 2006	(11,199)	(2,311)	7,607	274	(5,629)

就呈列資產負債表而言，若干遞延資產及負債已對銷。用作財務報告用途之遞延稅項分析如下：

For the purpose of the balance sheet presentation, certain deferred tax assets and liabilities have been offset. The following is the analysis of the deferred tax balances for financial reporting purposes:

		2006 千港元 HK\$'000	2005 千港元 HK\$'000
遞延稅項資產	Deferred tax assets	1,929	42
遞延稅項負債	Deferred tax liabilities	(7,558)	(2,676)
		(5,629)	(2,634)

由於未能預計未來溢利來源，本集團並無就稅項虧損一億七千九百八十七萬六千港元(二零零五年：二億二千三百一十二萬六千港元)確認遞延稅項資產。未確認稅項虧損包括八千二百五十一萬三千港元(二零零五年：八千一百一十三萬六千港元)將於二零零七年至二零一九年(二零零五年：二零零六年至二零一九年)到期，其他稅項虧損可無限期結轉。

The Group has not recognised deferred tax asset in respect of tax losses of HK\$179,876,000 (2005: HK\$223,126,000) due to the unpredictability of future profit streams. Included in the unrecognised tax losses are losses of HK\$82,513,000 (2005: HK\$81,136,000) that will expire in the years of 2007 to 2019 (2005: 2006 to 2019), other tax losses may be carried forward indefinitely.

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35. 股本

35. SHARE CAPITAL

		股份數目 Number of shares	千港元 HK\$'000
每股面值0.40港元之普通股	Ordinary shares of HK\$0.40 each		
法定股本：	Authorised:		
於二零零四年四月一日、 二零零五年三月 三十一日及二零零六年 三月三十一日	At 1 April 2004, 31 March 2005 and 31 March 2006	1,250,000,000	500,000
已發行及繳足股本：	Issued and fully paid:		
於二零零四年四月一日	At 1 April 2004	757,219,982	302,888
行使購股權而發行 之股份	Issue of shares upon exercise of share options	7,455,632	2,982
購回股份	Repurchase of shares	(2,067,500)	(827)
於二零零五年三月三十一日	At 31 March 2005	762,608,114	305,043
行使購股權而發行 之股份	Issue of shares upon exercise of share options	4,500,000	1,800
購回股份	Repurchase of shares	(6,227,500)	(2,491)
於二零零六年三月三十一日	At 31 March 2006	760,880,614	304,352

本公司已發行股本之變動詳情如下：

Details of the changes in the share capital of the Company are as follows:

- | | | | |
|-----|---|-----|--|
| (a) | 於二零零四年七月，本公司若干購股權獲持有人行使，因此本公司以每股0.40港元之價格發行五百四十五萬五千六百三十二股每股面值0.40港元之股份。 | (a) | In July 2004, 5,455,632 shares of HK\$0.40 each were issued at HK\$0.40 per share as a result of the exercise of the certain share options of the Company by their holders. |
| (b) | 於二零零四年九月，本公司若干購股權獲持有人行使，因此本公司以每股0.40港元之價格發行二百萬股每股面值0.40港元之股份。 | (b) | In September 2004, 2,000,000 shares of HK\$0.40 each were issued at HK\$0.40 per share as a result of the exercise of the certain share options of the Company by their holders. |

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35. 股本 (續)

(c) 於截至二零零五年三月三十一日止年度內，本公司在聯交所購回其股份如下：

月份	Month	股份數目 Number of shares	每股價格		總代價 Aggregate consideration 千港元 HK\$'000
			最低 Lowest 港元 HK\$	最高 Highest 港元 HK\$	
二零零四年八月	August 2004	1,217,500	0.79	0.80	964
二零零四年十月	October 2004	850,000	0.80	0.81	685
		2,067,500			1,649

以上股份於購回時已註銷，故本公司已發行股本已根據此等股份面值相應減少。購回股份之溢價已扣自累計溢利。相等於註銷股份面值之數額則由累計溢利轉撥至股本贖回儲備。

(d) 在二零零五年十二月，本公司若干購股權獲持有人行使，因此本公司以每股0.67港元之價格發行一百五十萬股每股面值0.40港元之股份。

(e) 在二零零六年一月，本公司若干購股權獲持有人行使，因此本公司以每股0.40港元之價格發行三百萬股每股面值0.40港元之股份。

35. SHARE CAPITAL (Continued)

(c) The Company repurchased its own shares on the Stock Exchange during the year ended 31 March 2005 as follows:

	Number of shares	Price per share		Aggregate consideration 千港元 HK\$'000
		Lowest 港元 HK\$	Highest 港元 HK\$	
August 2004	1,217,500	0.79	0.80	964
October 2004	850,000	0.80	0.81	685
	2,067,500			1,649

The above shares were cancelled upon repurchase and accordingly the issued share capital of the Company was reduced by the nominal value of these shares. The premium on repurchase was charged against accumulated profits. An amount equivalent to the nominal value of the shares cancelled was transferred from accumulated profits to the capital redemption reserve.

(d) In December 2005, 1,500,000 shares of HK\$0.40 each were issued at HK\$0.67 per share as a result of the exercise of the certain share options of the certain share options of the Company by their holders.

(e) In January 2006, 3,000,000 shares of HK\$0.40 each were issued at HK\$0.40 per share as a result of the exercise of the certain share options of the Company by their holders.

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35. 股本 (續)

- (f) 在截至二零零六年三月三十一日止年度內，本公司在聯交所購回其股份如下：

月份	Month	所購回每股 面值0.40港元之 股份數目 Number of shares of HK\$0.40 each repurchase	每股價格		總代價 Aggregate consideration 千港元 HK\$'000
			最低 Lowest 港元 HK\$	最高 Highest 港元 HK\$	
二零零五年四月	April 2005	385,000	0.67	0.68	260
二零零五年五月	May 2005	417,500	0.68	0.69	284
二零零五年六月	June 2005	700,000	0.68	0.70	483
二零零五年八月	August 2005	1,082,500	0.58	0.58	628
二零零五年九月	September 2005	1,800,000	0.56	0.59	1,040
二零零五年十月	October 2005	1,642,500	0.56	0.59	944
二零零五年十一月	November 2005	200,000	0.69	0.69	138
		6,227,500			3,777

以上股份於購回已註銷，故本公司已發行股本已根據此等股份面值相應減少。購回股份之溢價已扣自累計溢利。相等於註銷股份面值之數額則由累計溢利轉撥至股本贖回儲備。

所有已發行股份在各方面與現有已發行之股份享有同等權益。

35. SHARE CAPITAL (Continued)

- (f) The Company repurchased its own shares on the Stock Exchange during the year ended 31 March 2006 as follows:

The above shares were cancelled upon repurchase and accordingly the issued share capital of the Company was reduced by the nominal value of these shares. The premium on repurchase was charged against accumulated profits. An amount equivalent to the nominal value of the shares cancelled was transferred from accumulated profits to the capital redemption reserve.

All shares issued rank pari passu with the then existing shares in all respects.

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36. 購股權計劃

根據本公司於一九九七年四月七日舉行之股東特別大會所通過採用為期四年之購股權計劃（「一九九七年計劃」），董事局可向本集團任何合資格之員工授予購股權，認購本公司之股份，包括本公司及其附屬公司之董事。所授予之購股權由授予購股權當日起計於五年內可行使。各購股權於授予當日起即時歸屬。購股權之股份認購價為股份之面值或於授予購股權前五個交易日股份之平均最後成交價之80%，以較高者為準。

根據一九九七年計劃所授出購股權變動如下：

36. SHARE OPTION SCHEME

Under the Company's share option scheme which was approved and adopted at the special general meeting of the Company held on 7 April 1997 ("1997 Scheme") for a period of 4 years, the directors may grant options to any eligible employees of the Group, including directors, of the Company and its subsidiaries to subscribe for shares in the Company. Options granted are exercisable within a period of five years commencing from the date of grant of the options. Each share option vested immediately at the date of grant. The subscription price of the option shares is the higher of the nominal value of the shares and an amount which is not less than 80% of the average of the last dealt prices of the shares on the five trading days immediately preceding the offer of the options.

The movements of the options granted under the 1997 Scheme were as follows:

授予日期	Date of grant	行使價 Exercise price 港元 HK\$	購股權數目 Number of share options		
			於年初 尚未行使 Outstanding at beginning of the year	在本年度 內行使 Exercised during the year	於年終 尚未行使 Outstanding at end of the year
截至二零零五年 三月三十一日 止年度	For the year ended 31 March 2005				
一九九九年七月二日	2 July 1999	0.40	5,455,632	5,455,632	—
年終可予行使	Exercisable at the end of the year				—
加權平均行使價 (港元)	Weighted average exercise price (HK\$)		0.40	0.40	—

本公司於二零零二年九月十二日舉行股東特別大會通過採用為期五年之新購股權計劃（「二零零二年計劃」）。該計劃旨在就參與者對本集團作出之貢獻提供鼓勵及獎勵。該計劃之合資格參與人包括任何僱員、非執行董事、商品或服務供應商、客戶、諮詢人或顧問以及本集團任何成員公司之股東。

A new share option scheme was approved and adopted at the special general meeting of the Company held on 12 September 2002 ("2002 Scheme") for a period of 5 years. The primary purpose is to provide incentives or rewards to participants for their contribution to the Group. Eligible participants of the Scheme included any employees, non-executive directors, suppliers of goods or services, customers, advisors or consultant and shareholders of any member of the Group.

36. 購股權計劃 (續)

根據二零零二年計劃連同本公司其他購股權計劃將授予之所有購股權獲行使時可發行之最高股份總數，不得超過不時已發行股份之10%，而所有已授出尚未行使購股權可發行股份上限，不可超過不時已發行股份之30%。

截至購股權授出之日前任何十二個月內，授予各參與人之購股權獲行使而已經及將予發行之股份總數，不可超過不時已發行股份之1%。

購股權可行使期限由董事局決定，惟不可超過於授出日起計五年。承授人可於購股權期限內任何時間行使購股權。各購股權於授予當日起即時歸屬。

購股權之股份認購價由董事局決定，惟有關價格不得低過於(i)授予購股權當日股份之收市價，或(ii)緊接授出日期前連續五個交易日股份平均收市價，或(iii)股份於授出日期之面值，以最高者為準。

36. SHARE OPTION SCHEME (Continued)

The maximum number of shares options which may be issued upon exercise of all options to be granted under the 2002 Scheme and other share option scheme of the Company must not, in aggregate, exceed 10% while overall limit for all outstanding options granted and yet to be exercised must not exceed 30% of the shares in issue from time to time.

The total number of shares issued and to be issued upon exercise of the options granted to each participant in any 12 months period up to the date of the grant will not exceed 1% of the shares in issue.

The period within which the shares must be taken up under an option is any period as determined by the Board, which will not be more than 5 years from the date on which the option is granted. The option may be exercised by the grantee at any time during the option period. Each share option vested immediately at the date of grant.

The subscription price of the share options is determined by the Board, but will be no less than the highest of (i) the closing price of the shares on the offer date; (ii) the average of the closing price of the shares of the 5 trading day immediately preceding the offer date; or (iii) the nominal value of the shares on the offer date.

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36. 購股權計劃 (續)

根據二零零二年計劃所授出購股權之變動如下：

36. SHARE OPTION SCHEME (Continued)

The movements of the options granted under the 2002 Scheme were as follows:

授予日期	Date of grant	行使價 港元 HK\$	於年初 尚未行使 Outstanding at beginning of the year	購股權數目		於年終 尚未行使 Outstanding at end of the year
				在本年度 內授予 Granted during the year	在本年度 內行使 Exercised during the year	
截至二零零六年 三月三十一日止年度	For the year ended 31 March 2006					
二零零三年五月二日	2 May 2003	0.40	4,700,500	–	3,000,000	1,700,500
二零零三年十月十日	10 October 2003	0.86	15,144,000	–	–	15,144,000
二零零四年八月二十四日	24 August 2004	0.808	3,000,000	–	–	3,000,000
二零零四年十一月二日	2 November 2004	0.814	2,650,000	–	–	2,650,000
二零零五年二月七日	7 February 2005	0.67	1,500,000	–	1,500,000	–
二零零五年十二月二十二日	22 December 2005	0.80	–	4,910,000	–	4,910,000
二零零六年一月五日	5 January 2006	0.89	–	19,160,000	–	19,160,000
			26,994,500	24,070,000	4,500,000	46,564,500
年終可予行使	Exercisable at the end of the year					46,564,500
加權平均行使價 (港元)	Weighted average exercise price (HK\$)		0.76	0.87	0.49	0.84
截至二零零五年 三月三十一日止年度	For the year ended 31 March 2005					
二零零三年五月二日	2 May 2003	0.40	6,700,500	–	2,000,000	4,700,500
二零零三年十月十日	10 October 2003	0.86	15,144,000	–	–	15,144,000
二零零四年八月二十四日	24 August 2004	0.808	–	3,000,000	–	3,000,000
二零零四年十一月二日	2 November 2004	0.814	–	2,650,000	–	2,650,000
二零零五年二月七日	7 February 2005	0.67	–	1,500,000	–	1,500,000
			21,844,500	7,150,000	2,000,000	26,994,500
年終可予行使	Exercisable at the end of the year					26,994,500
加權平均行使價 (港元)	Weighted average exercise price (HK\$)		0.72	0.78	0.40	0.76

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36. 購股權計劃 (續)

本公司並無根據一九九七年計劃及二零零二年計劃獲授予董事任何購股權。

本年度內，共收到僱員因接納購股權而支付之總代價為3港元(二零零五年:8港元)。

就本年度內獲行使之購股權而言，於行使當日之加權平均股價為每股0.94港元(二零零五年:0.85港元)。

截至二零零六年三月三十一日止年度內，本公司分別於二零零五年十二月二十二日及二零零六年一月五日授出購股權。於該等日期授出之購股權估計公平值分別為每股0.14港元及0.18港元。

該等公平值乃採用柏力克－舒爾斯定價模式釐定。輸入該模式之主要數據載列如下：

加權平均股價	0.80港元至0.89港元
行使價	0.80港元至0.89港元
預期波幅	30.90% – 31.74%
預期年期	3年
無風險利率	3.92% – 4.14%
預期股息率	5.92% – 6.01%

預期波幅乃採用本公司股價於過去一年的歷史波幅而釐定。上述模式所用預期年期亦按管理層就不能轉讓之影響、行使限制及行為考慮因素作出的最佳估算予以調整。

本集團於截至二零零六年三月三十一日止年度，就本公司授出之購股權確認開支總額三百三十九萬二千港元(二零零五年:無)。

36. SHARE OPTION SCHEME (Continued)

No share options have been granted to the directors of the Company pursuant to the 1997 Scheme and 2002 Scheme.

Total consideration received during the year from employees for taking up the options granted amounted to HK\$3 (2005: HK\$8).

In respect of the share options exercised during the year, the weighted average share price at the date of exercise of HK\$0.94 (2005: HK\$0.85) per share.

During the year ended 31 March 2006, options were granted on 22 December 2005 and 5 January 2006. The estimated fair values of the options granted on those dates are HK\$0.14 and HK\$0.18 per share respectively.

These fair values were calculated using The Black-Scholes pricing model. The inputs into the model were as follows:

Weighted average share price	HK\$0.80 – HK\$0.89
Exercise price	HK\$0.80 – HK\$0.89
Expected volatility	30.90% – 31.74%
Expected life	3 years
Risk-free rate	3.92% – 4.14%
Expected dividend yield	5.92% to 6.01%

Expected volatility was determined by using the historical volatility of the Company's share price over the previous one year. The expected life used in the model has been adjusted, based on management's best estimate, for the effects of non transferability, exercise restrictions and behavioral considerations.

The Group recognised the total expense of HK\$3,392,000 for the year ended 31 March 2006 (2005: nil) in relation to share options granted by the Company.

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37. 共同控制營運業務之權益

於二零零二年，本公司之全資附屬公司美日有限公司（「美日」）與一名獨立第三方茂名市建築工程總公司（「中國合營公司」）簽訂協議，除地下層外，共同發展一項命名為富臨花園之商住物業。根據協議，美日提供該物業發展地盤及現金人民幣五百萬元，而中國合營公司則承擔建築費用人民幣一千一百五十萬元。根據協議，中國合營公司將可優先獲分配從物業銷售所得金額人民幣三百萬元，美日將可獲分配其後物業銷售所得金額人民幣三百八十二萬元。美日可分佔餘下售樓收入56%。

於二零零六年三月三十一日，本集團在財務報告已確認在該項共同控制業務之總資產及總負債應佔權益之數額如下：

37. INTEREST IN JOINTLY CONTROLLED OPERATIONS

In 2002, Niceday Limited ("Niceday"), a wholly-owned subsidiary of the Company, entered into an agreement with 茂名市建築工程總公司 ("PRC joint venture party"), an independent third party, for the re-development of properties under development into a residential and commercial complex known as Fortune Garden, excluding the basement level. Pursuant to the terms of the agreement, Niceday will contribute the subject development site and a cash sum of RMB5,000,000 whilst the PRC joint venture party will bear the development cost of RMB11,500,000. Under the agreement, the PRC joint venture party will receive the first RMB3,000,000 sale proceeds from property sales and then Niceday will receive the following sale proceeds of RMB3,820,000. Niceday is entitled to 56% of all the remaining sales proceeds.

At 31 March 2006, the aggregate amount of assets and liabilities recognised in the Group's financial statements in relation to the interest in jointly controlled operation is as follows:

		2006 千港元 HK\$'000	2005 千港元 HK\$'000
資產	Assets	3,973	3,466
負債	Liabilities	-	79
營業額	Turnover	-	5,245
本集團應佔業績	Result attributable to the Group	(1,297)	(234)

38. 資本承擔

38. CAPITAL COMMITMENTS

		2006 千港元 HK\$'000	2005 千港元 HK\$'000
已簽約但未在財務報告撥備之收購物業、廠房及設備之資本費用	Capital expenditure contracted for but not provided in the financial statements in respect of acquisition of property, plant and equipment	3,104	6,310
已簽約但未在財務報告撥備之收購附屬公司之資本費用	Capital expenditure contracted for but not provided in the financial statements in respect of acquisition of subsidiaries	7,769	-

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38. 資本承擔 (續)

於二零零六年二月二十一日，本集團與 The Singing Machine Company, Inc. (「SMC」) 訂立購入證券協議，以每股0.233美元之價格收購及認購SMC一千二百八十七萬五千五百三十六股新股份，相當於現有已發行股本127.98%及SMC經配發及發行新股份後擴大之已發行股本約56.14%，總代價為三百萬美元（相當於二千三百三十萬零六千港元）。除新股份外，SMC亦將以零代價向本集團發行認股權證。該等認股權證附有權利，可於交易結束日期後第一週年、第三週年及第四週年，按0.233美元（按每股股份基準支付之初步價格）、0.28美元（相當於初步價格120%）及0.35美元（相當於初步價格150%）之價格購入最多五百萬股SMC額外股份。是項交易於本報告日期尚未完成。

於二零零六年三月八日，本集團與SMC訂立過渡貸款協議。根據該協議，本集團授予SMC一筆二百萬美元（相當於一千五百五十三萬七千港元）之貸款，以贖回其尚未償還之債券。是項貸款可以現金償還或於交易完成後由本集團向SMC支付購入代價抵銷。因此，於結算日，過渡貸款列作收購附屬公司之訂金，餘下款項一百萬美元（相當於七百七十六萬九千港元）則作為本集團資本承擔披露。

39. 或然負債

38. CAPITAL COMMITMENTS (Continued)

On 21 February 2006, the Group entered into a securities purchase agreement with The Singing Machine Company, Inc. ("SMC") to acquire and subscribe for 12,875,536 new shares of SMC, which represent 127.98% of the existing issued share capital and approximately 56.14% of the issued share capital of SMC as enlarged by the allotment and issue of the new shares, at the price of US\$0.233 per share. The total consideration is US\$3,000,000 (equivalent to HK\$23,306,000). In addition to the new shares, SMC will issue warrants to the Group at nil consideration. The warrants contain the rights to purchase up to 5,000,000 additional shares of SMC at prices of US\$0.233 (the initial price paid on a per share basis), US\$0.28 (equals to 120% of the initial price) and US\$0.35 (equals to 150% of the initial price) on the first, third and fourth anniversary of the closing date of the transaction. The transaction has not been completed as at the date of this report.

On 8 March 2006, the Group entered into a bridge loan agreement with SMC. Pursuant to the bridge loan agreement, the Group granted a loan of US\$2,000,000 (equivalent to HK\$15,537,000) to SMC for redemption of its outstanding debentures. The loan can be repaid either in cash or offset against the purchase consideration to be paid by the Group to SMC upon completion of the transaction. Accordingly, the bridge loan is recorded as a deposit for acquisition of subsidiaries at the balance sheet date, and the remaining balance of US\$1,000,000 (equivalent to approximately HK\$7,769,000) is disclosed as a capital commitment of the Group.

39. CONTINGENT LIABILITIES

	2006 千港元 HK\$'000	2005 千港元 HK\$'000
可追索權銀行貼現票據	—	1,350
Bills discounted with recourse	—	1,350

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40. 經營租約承擔

作為承租人

於結算日，本集團根據不可撤銷之已承租物業經營租約須於下列期間償還之最低租金承擔如下：

一年內	Within one year
第二至第五年內	In the second to fifth years inclusive
超過五年	Over five years

經營租約付款指本集團之辦公室及廠房物業之應付租金。租約乃經磋商後釐定，平均年期為三年，而租金於租約期內是固定的。於截至二零零五年三月三十一日止年度，其中有一項租約尚餘四十八年期。本集團於本年度內提早終止該租約。

作為出租人

持有之物業已與租客簽訂未來二年之租約。根據本集團與租客簽訂不可撤銷經營租約，於下列期間應收取之未來最低租金如下：

一年內	Within one year
第二至第五年內	In the second to fifth years inclusive

40. OPERATING LEASE COMMITMENTS

As lessee

At the balance sheet date, the Group had commitments for future minimum lease payments under non-cancellable operating leases in respect of rented premises as follows:

	2006 千港元 HK\$'000	2005 千港元 HK\$'000
一年內	2,100	2,712
第二至第五年內	2,079	6,549
超過五年	1,188	8,698
	5,367	17,959

Operating lease payments represent rentals payable by the Group for its office and factory premises. Leases are negotiated for an average term of 3 years and rentals are fixed over the lease terms. For the year ended 31 March 2005, there was a lease with a remaining term of 48 years, such lease was early terminated by the Group during the year.

As lessor

The properties held have committed tenants for the next two years. The Group had contracted with tenants for the future minimum lease payments under non-cancellable operating leases which fall due as follows:

	2006 千港元 HK\$'000	2005 千港元 HK\$'000
一年內	3,280	1,228
第二至第五年內	1,822	—
	5,102	1,228

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41. 資產抵押

於結算日，本集團抵押若干資產作為所獲一般信貸融資及經紀股票按揭戶口之擔保。該等資產之賬面值如下：

		2006 千港元 HK\$'000	2005 千港元 HK\$'000
已貼現應收賬款結餘	Factored debtor balances	102,556	43,901
持作買賣之投資，按公平值	Investments held for trading at fair value	18,337	17,714
包括於應收賬款、按金及預付款項中之股票抵押按金	Margin deposits with brokers as included in debtors, deposits and prepayments	2,498	2,950

42. 退休福利計劃

本集團為香港全體合資格僱員參與香港政府推行之強積金計劃。強積金計劃之資產獨立於本集團之資產，由信託基金管理。自收益表扣除之強積金退休福利成本指本集團按強積金計劃規則規定之比率作出之應付供款。

受僱於中國附屬公司之僱員是中國政府管理之國營退休福利計劃之成員。該等中國附屬公司須按工資若干百分比向退休福利基金供款。本集團對有關退休福利計劃之責任只限於按該計劃所規定供款額作出供款。

43. 結算日後事項

於二零零六年六月二十三日，本集團與外界獨立人士就收購賢邦有限公司（「賢邦」）十五萬股現有股份訂立買賣協議，作價七百萬港元。該等股份相當於賢邦全部已發行股本30%。賢邦為於香港註冊成立之有限公司，連同其附屬公司主要從事設計、製造、推廣及銷售消費電子產品。是項交易於本報告日期尚未完成。

41. PLEDGE OF ASSETS

At the balance sheet date, the Group pledged certain assets with the following carrying values to secure the general credit facilities granted to the Group and the margin accounts with brokers:

42. RETIREMENT BENEFITS SCHEME

The Group participates in the MPF Scheme implemented by the Hong Kong Government for all qualifying employees in Hong Kong. The assets of the scheme are held separately from those of the Group in funds under the control of trustee. The retirement benefit cost for the MPF charged to the income statement represents contributions payable to the fund by the Group at rates specified in the rules of the MPF Scheme.

The employees employed in the PRC subsidiaries are members of the state-managed retirement benefits schemes operated by the PRC government. The PRC subsidiaries are required to contribute a certain percentage of their payroll to the retirement benefits schemes to fund the benefits. The only obligation of the Group with respect to the retirement benefits schemes is to make the required contributions under the schemes.

43. POST BALANCE SHEET EVENT

On 23 June 2006, the Group entered into a sale and purchase agreement with independent outsiders to acquire 150,000 existing shares in Interforce Limited ("Interforce"), representing a 30% of the entire issued share capital of Interforce, at a consideration of HK\$7,000,000. Interforce, a company incorporated in Hong Kong with limited liability, together with its subsidiaries are engaged principally in design, engineering, marketing and sale of consumer electronic products. The transaction has not been completed as at the date of this report.

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44. 關連人士交易

- (a) 於本年度內，本集團主要股東劉錫康先生為本集團之一項非上市可供出售投資之減值提供個人擔保額達一千五百萬港元（二零零五年：一千五百萬港元）。

本集團與聯營公司有往來賬項。於二零零六年三月三十一日，其往來賬項結餘及其條款分別列於綜合資產負債表內及於附註29闡述。

- (b) **主要管理層人員之薪酬**
年內，主要管理人員，即董事之酬金詳情載於附註11。

44. RELATED PARTY TRANSACTIONS

- (a) During the year, Mr. Lau Sak Hong, Philip, a substantial shareholder of the Company, has provided a personal guarantee to indemnify the Group for any impairment of an unlisted available-for-sale investment to the extent of HK\$15 million (2005: HK\$15 million).

The Group maintained current accounts with associates. Their balances as at 31 March 2006 are set out in the consolidated balance sheet with the terms disclosed in note 29.

- (b) **Compensation of key management personnel**
Details of the remuneration of key management personnel, which are the directors, during the year were set out in note 11.

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45. 本公司財務資料

45. FINANCIAL INFORMATION OF THE COMPANY

		附註 Notes	2006 千港元 HK\$'000	2005 千港元 HK\$'000
非流動資產	Non-current assets			
應佔附屬公司權益	Interest in subsidiaries	46	122,184	122,184
可供出售投資	Available-for-sale investments	47	59	–
證券投資	Investments in securities	48	–	94
			122,243	122,278
流動資產	Current assets			
預付款項	Prepayments		1	7
應收附屬公司款項	Amounts due from subsidiaries	46	604,440	603,468
應收一家聯營公司款項	Amount due from an associate	29	2,800	2,800
銀行結存及現金	Bank balances and cash	31	524	320
			607,765	606,595
流動負債	Current liabilities			
應付賬款及應計費用	Creditors and accrued charges		900	920
應付附屬公司款項	Amounts due to subsidiaries	46	165,644	122,356
			166,544	123,276
流動資產淨值	Net current assets		441,221	483,319
資產淨值	Net assets		563,464	605,597
資本及儲備	Capital and reserves			
股本	Share capital	35	304,352	305,043
儲備	Reserves	49	259,112	300,554
股東資金	Shareholders' funds		563,464	605,597

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46. 應佔附屬公司權益

非上市股份，按賬面值
已確認減值虧損

Unlisted shares, at carrying value
Impairment losses recognised

2006
千港元
HK\$'000

2005
千港元
HK\$'000

136,684	136,684
(14,500)	(14,500)
122,184	122,184

非上市股份之賬面值乃根據本公司按一九八九年十二月之集團重組計劃成為最終控股公司時，SIH Limited及其附屬公司之相關淨資產賬面值計算。

於二零零六年三月三十一日，應收（應付）附屬公司款項之公平值與相應賬面值相若。

於二零零六年三月三十一日主要附屬公司之詳情載於附註50。

46. INTEREST IN SUBSIDIARIES

The carrying value of the unlisted shares is based on the book value of the underlying net assets of SIH Limited and its subsidiaries as at the date on which the Company became the ultimate holding company under the group reorganisation in December 1989.

The fair value of amounts due from (to) subsidiaries as at 31 March 2006 approximates the corresponding carrying amount.

Details of principal subsidiaries at 31 March 2006 are set out in note 50.

47. 可供出售投資

於二零零六年三月三十一日，可供出售投資包括在香港境外上市的股本證券，並以公平值五萬九千港元呈列。公平值經參考活躍市場所報買入價釐定。

47. AVAILABLE-FOR-SALE INVESTMENTS

Available-for-sale investments as at 31 March 2006 comprise equity securities listed outside Hong Kong, and are stated at fair value of HK\$59,000. The fair value was determined by reference to bid prices quoted in active markets.

48. 證券投資

於二零零五年三月三十一日，證券投資包括在香港境外上市的股本證券。於二零零五年四月一日採納香港會計準則第39號後，根據該準則，證券投資重新劃分為適當類別。

48. INVESTMENTS IN SECURITIES

Investments in securities as at 31 March 2005 comprised equity securities listed outside Hong Kong. Upon the application of HKAS 39 on 1 April 2005, investment securities were reclassified to appropriate categories under HKAS 39.

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49. 儲備

49. RESERVES

		股份溢價 Share premium 千港元 HK\$'000	實繳盈餘 Contributed surplus 千港元 HK\$'000	投資重估儲備 Investment revaluation reserve 千港元 HK\$'000	購股權儲備 Share option reserve 千港元 HK\$'000	股本贖回儲備 Capital redemption reserve 千港元 HK\$'000	累計溢利 Accumulated profits 千港元 HK\$'000	總計 Total 千港元 HK\$'000
於二零零四年四月一日	At 1 April 2004	83,782	75,263	-	-	46,985	89,135	295,165
購回股份之溢價	Premium on repurchase of shares	-	-	-	-	-	(822)	(822)
購回股份產生之 股本贖回儲備	Capital redemption reserve arising from repurchase of shares	-	-	-	-	827	(827)	-
本年度溢利	Profit for the year	-	-	-	-	-	48,244	48,244
已付股息	Dividends paid	-	-	-	-	-	(42,033)	(42,033)
於二零零五年 三月三十一日	At 31 March 2005	83,782	75,263	-	-	47,812	93,697	300,554
可供出售投資 公平值減少	Decrease in fair value of available for-sale investments	-	-	(35)	-	-	-	(35)
確認以股本結算 股份付款	Recognition of equity settled share based payments	-	-	-	3,392	-	-	3,392
購股權獲行使而 發行股份	Issue of shares upon exercise of share options	405	-	-	-	-	-	405
購回股份之溢價	Premium on repurchase of shares	-	-	-	-	-	(1,286)	(1,286)
購回股份產生之 股本贖回儲備	Capital redemption reserve arising from repurchase of shares	-	-	-	-	2,491	(2,491)	-
本年度虧損	Loss for the year	-	-	-	-	-	(5,948)	(5,948)
已付股息	Dividends paid	-	-	-	-	-	(37,970)	(37,970)
於二零零六年 三月三十一日	At 31 March 2006	84,187	75,263	(35)	3,392	50,303	46,002	259,112

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50. 主要附屬公司

於二零零六年三月三十一日，本公司之
主要附屬公司詳情如下：

50. PRINCIPAL SUBSIDIARIES

Details of the Company's principal subsidiaries at 31 March 2006
are as follows:

附屬公司名稱 Name of subsidiary	註冊成立或註 冊／營業地點 Place of incorporation or registration/ operations	已發行普通股 股本／註冊資本面值 Nominal value of issued ordinary share capital/ registered capital	本集團應佔 股本權益 Attributable equity interest to the Group	主要業務 Principal activities
銳歡有限公司 ACME Delight Limited	香港 Hong Kong	2港元 HK\$2	100%	投資控股 Investment holding
Cosmo Communications Corporation	美國／加拿大 United States of America/Canada	1,571,000美元 US\$1,571,000	91.4%	電器產品貿易 及投資控股 Trading in electrical appliances and investment holding
永堅有限公司 Ever Solid Limited	香港 Hong Kong	10,000港元 HK\$10,000	100%	投資控股 Investment holding
Gladman Investments Pte. Limited	新加坡共和國／香港 Republic of Singapore/ Hong Kong	2新加坡元 S\$2	100%	提供行政服務 Provision of administrative services
Hyundai Household Improvement Limited	香港 Hong Kong	2港元 HK\$2	100%	電器產品貿易 Trading in electrical appliances
高力勤實業有限公司 Korrigan Industrial Holdings Limited	香港 Hong Kong	25,000,000港元 HK\$25,000,000	100%	投資控股 Investment holding
高力勤國貿有限公司 Korrigan Marketing Limited	香港 Hong Kong	2港元 HK\$2	100%	電視產品貿易 Trading in television sets
智輝企業有限公司 Master Light Enterprises Limited	香港 Hong Kong	2港元 HK\$2	100%	投資控股 Investment holding
妙勤企業有限公司 Merrygain Holding Company Limited	香港 Hong Kong	5,000,000港元 HK\$5,000,000	96%	物業投資 Property investment

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50. 主要附屬公司 (續)

50. PRINCIPAL SUBSIDIARIES (Continued)

附屬公司名稱 Name of subsidiary	成立或註冊/ 營業地點 Place of incorporation or registration/ operations	已發行普通股 股本/註冊資本面值 Nominal value of issued ordinary share capital/ registered capital	本集團應佔 股東權益 Attributable equity interest to the Group	主要業務 Principal activities
Newstar.com Limited	英屬維爾京群島 British Virgin Islands	1美元 US\$1	100%	投資控股 Investment holding
Nice States Investment Limited	香港 Hong Kong	2港元 HK\$2	100%	物業投資 Property investment
美日有限公司 Niceday Limited	香港 Hong Kong	2港元 HK\$2	100%	投資控股及物業發展 Investment holding and property development
廣捷有限公司 Noble Win Limited	香港 Hong Kong	2港元 HK\$2	100%	物業投資 Property investment
永光管理有限公司 Ram Light Management Limited	英屬維爾京群島 British Virgin Islands	1美元 US\$1	100%	投資控股 Investment holding
Sheen United Technology Limited	英屬維爾京群島 British Virgin Islands	1美元 US\$1	100%	投資控股 Investment holding
SIH Limited	英屬維爾京群島 British Virgin Islands	10,000港元 HK\$10,000	100%	投資控股 Investment holding
Skylight Technologies Limited	英屬維爾京群島 British Virgin Islands	1美元 US\$1	100%	投資控股 Investment holding
星輝電子有限公司 Star Fair Electronics Company Limited	香港 Hong Kong	15,090,000港元 HK\$15,090,000	100%	電子產品貿易 Trading in electronic products
Star Fair Manufacturing Company Limited	澤西島/中國 Jersey/PRC	12英鎊 £12	100%	電子產品及塑膠產品 Manufacture and sale of electronic and plastic products

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50. 主要附屬公司 (續)

50. PRINCIPAL SUBSIDIARIES (Continued)

附屬公司名稱 Name of subsidiary	註冊成立或註冊/ 營業地點 Place of incorporation or registration/ operations	已發行普通股 股本/註冊資本面值 Nominal value of issued ordinary share capital/ registered capital	本集團應佔 股本權益 Attributable equity interest to the Group	主要業務 Principal activities
Star Legend Offshore Limited	英屬維爾京群島 British Virgin Islands	1美元 US\$1	100%	投資控股 Investment holding
Star Legend Technologies Limited	英屬維爾京群島 British Virgin Islands	1美元 US\$1	100%	投資控股 Investment holding
升岡電子有限公司 Star Light Electronics Company Limited	香港 Hong Kong	13,000,000港元 HK\$13,000,000	100%	電子產品貿易 Trading in electronic products
星葉發展有限公司 Starleaf Development Limited	香港 Hong Kong	2港元 HK\$2	100%	投資控股 Investment holding
Starlight eTech (Holdings) Limited	英屬維爾京群島 British Virgin Islands	1美元 US\$1	100%	投資控股 Investment holding
升岡出口有限公司 Starlight Exports Limited	香港 Hong Kong	2港元 HK\$2	100%	物業投資 Property investment
升岡集團有限公司 Starlight Industrial Holdings Limited	香港 Hong Kong	73,920,192港元 HK\$73,920,192	100%	投資控股 Investment holding
Starlight Manufacturer Limited	澤西島/中國 Jersey/PRC	100,000港元 HK\$100,000	100%	電子產品製造及銷售 Manufacture and sale of electronic products
升岡市場拓展有限公司 Starlight Marketing Development Limited	香港 Hong Kong	2港元 HK\$2	100%	電子產品推銷 Marketing in electronic products
升岡市場推廣有限公司 Starlight Marketing Limited	香港 Hong Kong	2港元 HK\$2	100%	證券買賣及電子產品貿易 Securities trading and trading in electronic products

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50. 主要附屬公司 (續)

50. PRINCIPAL SUBSIDIARIES (Continued)

附屬公司名稱 Name of subsidiary	註冊成立或註冊/ 營業地點 Place of incorporation or registration/ operations	已發行普通股 股本/註冊資本面值 Nominal value of issued ordinary share capital/ registered capital	本集團應佔 股本權益 Attributable equity interest to the Group	主要業務 Principal activities
升岡市場推廣澳門離岸 商業服務有限公司 Starlight Marketing Macao Commercial Offshore Limited	澳門 Macau	100,000港元 HK\$100,000	100%	電子產品貿易 Trading in electronic products
Starlight Overseas Marketing Limited	毛里求斯共和國 Republic of Mauritius	1美元 US\$1	100%	電子產品貿易 Trading in electronic products
升岡科研有限公司 Starlight R&D Limited	香港 Hong Kong	10,000港元 HK\$10,000	100%	物料採購及 提供工程服務 Material sourcing and provision of engineering services
升岡影像有限公司 Starlight Video Limited	香港 Hong Kong	4港元 HK\$4	100%	為集團公司提供代理 服務及視像產品貿易 Provision of nominee services for group companies and trading of video products
Starlite Consumer Electronics (USA) Inc.	開曼群島 Cayman Islands	2港元 HK\$2	100%	電子產品貿易 Trading in electronic products
演富投資有限公司 Starshow Investment Limited	香港 Hong Kong	2港元 HK\$2	100%	為集團公司提供 代理服務 Provision of nominee services for group companies
恆敏實業有限公司 Success Base Industries Limited	香港 Hong Kong	4,000,000港元 HK\$4,000,000	80%	塑膠產品製造及銷售 Manufacture and sale of plastic products
Top Spring Technology Limited	英屬維爾京群島 British Virgin Islands	1美元 US\$1	100%	投資控股 Investment holding

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50. 主要附屬公司 (續)

50. PRINCIPAL SUBSIDIARIES (Continued)

附屬公司名稱 Name of subsidiary	註冊成立或註冊/ 營業地點 Place of incorporation or registration/ operations	已發行普通股 股本/註冊資本面值 Nominal value of issued ordinary share capital/ registered capital	本集團應佔 股本權益 Attributable equity interest to the Group	主要業務 Principal activities
廣州星輝電子制造有限公司 Starfair Manufacturing (Panyu) Company Limited	中國* PRC*	33,300,000港元 HK\$33,300,000	100%	電子產品製造及銷售 Manufacture and sale of electronic products
深圳升岡電子有限公司 Shenzhen Starlight Electronics Co. Ltd.	中國* PRC*	60,000,000港元 HK\$60,000,000	100%	電子產品製造及銷售 Manufacture and sale of electronic products
番禺富臨花園房地產 有限公司	中國* PRC*	人民幣31,750,000元 RMB31,750,000	100%	物業發展 Property development
番禺恆敏塑膠製品有限公司 Panyu Success Base Plastic Company Limited	中國* PRC*	20,000,000港元 HK\$20,000,000	80%	塑膠產品製造及銷售 Manufacture and sale of plastic products
番禺星輝電器制造有限公司 Panyu Starfair Electronics Manufacturing Company Limited	中國* PRC*	21,500,000港元 HK\$21,500,000	100%	電子產品製造及銷售 Manufacture and sale of electronic products

* 附屬公司屬為中國全外資企業

* The subsidiaries are PRC wholly foreign owned enterprises.

董事局認為上表所列本公司附屬公司均對本年度之業績有重要的影響，或構成本集團資產淨值主要部分。董事局認為如提供其他附屬公司之詳情，將令資料過於冗長。

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

除SIH Limited及Star Legend Offshore Limited為本公司直接持有外，所有其他附屬公司均為本公司間接持有。於本年底或本年度內任何時間，均無附屬公司有任何未償還借貸資本。

Other than SIH Limited and Star Legend Offshore Limited which are held directly by the Company, all other subsidiaries are held indirectly by the Company. None of the subsidiaries had any loan capital outstanding at the end of the year or at any time during the year.