

T S L | 謝瑞麟

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Tse Sui Luen Annual Report 07 | 08 年報

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A photograph of a desert landscape. The foreground and middle ground show rolling sand dunes with sparse, dry, scrubby vegetation. The sky is a clear, bright blue. The text 'Corporate Profile' is overlaid in white, with the Chinese characters '公司簡介' to its right.

Corporate Profile 公司簡介

Corporate Profile 公司簡介

Executive Directors 執行董事

Yau On Yee, Annie Chairman | 邱安儀 主席

Erwin Steve Huang Deputy Chairman | 黃岳永 副主席

Cheung Tse Kin, Michael | 張子健

Lai Tsz Mo, Lawrence | 黎子武

Independent Non-executive Directors 獨立非執行董事

Chui Chi Yun, Robert | 崔志仁

Peter George Brown | 包安嵐

Siu Ming Wah | 蕭銘鏹

Company Secretary 公司秘書

Lai Tsz Mo, Lawrence | 黎子武

Qualified Accountant 合資格會計師

Lai Tsz Mo, Lawrence | 黎子武

Authorised Representatives 授權代表

Yau On Yee, Annie | 邱安儀

Lai Tsz Mo, Lawrence | 黎子武

Audit Committee 審核委員會

Chui Chi Yun, Robert Chairman | 崔志仁 主席

Peter George Brown | 包安嵐

Siu Ming Wah | 蕭銘鏹

Remuneration Committee 薪酬委員會

Siu Ming Wah Chairman | 蕭銘鏹 主席

Chui Chi Yun, Robert | 崔志仁

Peter George Brown | 包安嵐

Yau On Yee, Annie | 邱安儀

Legal Advisers 法律顧問

Kirkpatrick & Lockhart Preston Gates Ellis As to Hong Kong law | 高蓋茨律師事務所 香港法律

35/F., Two International Finance Centre, 8 Finance Street, Central, Hong Kong 香港中環金融街8號國際金融中心2期35樓

Conyers Dill & Pearman As to Bermuda law | 百慕達法律

Room 2901, One Exchange Square, 8 Connaught Place, Central, Hong Kong 香港中環康樂廣場8號交易廣場第1期2901室

Auditors 核數師

Moore Stephens Certified Public Accountants | 馬施雲會計師事務所

905 Silvercord, Tower 2, 30 Canton Road, Tsimshatsui, Kowloon, Hong Kong 香港九龍尖沙咀廣東道30新港中心第2座905室

Financial Adviser 財務顧問

Anglo Chinese Corporate Finance, Limited | 英高財務顧問有限公司

40/F., Two Exchange Square, 8 Connaught Place, Central, Hong Kong 香港中環康樂廣場8號交易廣場第2期40樓

Principal Bankers 主要往來銀行

ABN AMRO Bank | 荷蘭銀行

38/F., Cheung Kong Center, 2 Queen's Road, Central, Hong Kong 香港中環皇后大道中2號長江集團中心38樓

Principal Share Registrar 股份過戶登記總處

Westbroke Limited

Richmond House, Par-la-Ville Road, Hamilton, Bermuda

Hong Kong Branch Share Registrar 香港股份過戶登記分處

Tricor Secretaries Limited | 卓佳秘書商務有限公司

26/F., Tesbury Centre, 28 Queen's Road East, Hong Kong 香港皇后大道東28號金鐘匯中心26樓

Registered Office 註冊辦事處

Clarendon House, Church Street, Hamilton HM11, Bermuda

Principal Office 主要辦事處

Ground Floor, Block B, Summit Building, 30 Man Yue St., Hunghom, Kowloon, Hong Kong 香港九龍紅磡民裕街30號興業工商大廈地下B座

Website 網址

<http://www.tsj.com>

<http://tsl.etnet.com.hk>



A photograph of a desert landscape. In the foreground, there is a spiky, brownish plant. In the background, there are several Joshua trees with their characteristic spiky leaves and branching forms. To the right, a large, smooth, reddish-brown rock formation is visible. The sky is a clear, light blue.

Financial Highlights 財務概要

Financial Highlights 財務概要

CONSOLIDATED INCOME STATEMENT 綜合收益表 HK\$'M (港幣百萬元)

Turnover 營業額

Profit from ordinary activities before taxation 除稅前正常業務盈利

Profit/(Loss) for the year 本年盈利/(虧損)

Profit/(Loss) attributable to ordinary shareholders 普通股股東應佔盈利/(虧損)

Consolidated Cash Flow 現金流動 HK\$'M (港幣百萬元)

Cash generated from/(used in) operations 經營業務產生/(所用)的現金

Net cash inflow/(outflow) before financing 融資前現金流入/(流出)淨額

Per Ordinary Share 以每股普通股計 HK\$ 港幣

Earnings/(loss) 盈利/(虧損)

Market price 市價

CONSOLIDATED BALANCE SHEET 綜合資產負債表 HK\$'M 港幣百萬港元

No. of shares ('M Shares) 股份股數(百萬股)

Shareholders' fund 股東資金

Borrowings 貸款

Market capitalisation 市值

Debt to equity ratio 負債比率

2008

2007

2006

2005

2004

	1,917	1,510	1,324	1,276	956
	157	99	42	78	33
	111	74	(28)	43	16
	99	56	(48)	36	4
	23	91	47	75	(8)
	(25)	7	(30)	43	(12)
	0.48	0.27	(0.23)	0.48	0.110
	0.84	0.84	0.84	2.35	0.42
	207	207	207	207	39
	402	276	207	249	54
	171	150	149	94	247
	174	174	174	487	165
	38%	49%	60%	35%	466%

Paraíba Tourmaline







A photograph of a desert landscape. In the foreground, there are two prominent Joshua trees with their characteristic spiky leaves and red-tipped flower stalks. The ground is sandy and covered with sparse, low-lying desert vegetation. In the background, there are rolling mountains under a clear, bright blue sky. The overall scene is bright and clear, suggesting a sunny day.

Letter To The Shareholders 致股東的函件

Letter to the Shareholders 致股東的函件

Financial Achievement

As the new Chairman of TSL, I am delighted to report that the Group has continually achieved substantial improvement in its results for the financial year ended 29 February 2008 ("the year") over that achieved by it in the previous financial years.

The improvement was mainly due to (i) the steady expansion of the Group's mainland China retail network that maximized business opportunities in the buoyant market, (ii) the full-year enjoyment of benefits resulted from the acquisition by the Group of an additional 24% interest in our mainland China business during the previous financial year and (iii) the increased market share of TSL in the tourist showroom business resulted from the consolidation of market players and the winning of customers' confidence by TSL in the tourism industry.

During the year, our Hong Kong retail business improved modestly in its financial results notwithstanding its saturated and high-cost market. Organic sales growth was also achieved by the Malaysian retail business through the improved product mix and variety. Moreover, the Group-wide substantial improvement was assisted by the on-schedule completion of the ERP system implementation project in August 2007 and other cost control measures throughout the year.

本人以謝瑞麟新任主席之身份欣然報告，本集團截至2008年2月29日止財政年度（「本年度」）的業績較上個財政年度錄得持續而顯著改善。

業績改善主要由於(i)本集團於中國內地的零售網絡穩步擴展，使本集團於高增長市場可得的商機擴至最大；(ii)本集團於上個財政年度增購中國內地業務24%權益，使本集團享有其帶來之全年利益；及(iii)由於業內旅客陳列室市場之整合及謝瑞麟贏得旅遊業客戶的信心，致謝瑞麟的旅客陳列室業務市場分額上升。

本年度內，儘管本集團的香港零售業務經已飽和及市場成本高昂，但財務業績反映有關業務仍取得溫和增長。馬來西亞零售業務亦透過改善產品組合及種類達致內部銷售增長。此外，隨著ERP系統實施項目如期於二零零七年八月完成，加上本年度內所實行的其他成本控制措施，亦有助本集團獲得廣層面及大幅度的改善。





Designing & Crafting Fabulous & Creative Jewellery

The Group nevertheless faced challenges in its export business. Due to the sub-prime mortgage loan crisis and the subsequent downturn of the economy in the United States of America, our export business took a cautious approach in expanding its business in the United States and other affected countries. Despite the unstable global market situation, our businesses with certain major export customers had grown steadily with sound improvement.

Highlights of the Group's achievements during the year include:

- The expansion of 22 stores in the mainland China retail network for maximizing the business opportunities arisen from the growing consumer market in China.
- The opening of the first flagship store in The Venetian Macao-Resort-Hotel for anchoring our business in one of the rapidly developing cities in Asia.
- The opening of 2 new stores in Tsuen Wan and Tseung Kwan O for further penetration of our business into the Hong Kong local consumer market.
- As the first retailer to support the 6-month refund policy initiated by Travel Industry Council of Hong Kong in the tourist showroom business.
- The continual refurbishment of retail stores in Hong Kong and China (including showrooms in the Hung Hom headquarter) that aligned the TSL brand image across the regions and improved space management.

儘管如此，本集團的出口業務仍面臨挑戰。在美國次按貸款危機及其後經濟下滑的影響下，本集團的出口業務於擴展其在美國及其他受影響國家的業務時會作出審慎考慮。儘管全球市場狀況不穩，本集團與若干主要出口客戶進行的業務依然穩步增長，並取得顯著改善。

本集團於本年度內的成果包括：

- 於中國內地的零售網絡增加22間店舖，藉以於中國增長中的消費市場中可得的商機擴至最大。
- 於澳門威尼斯人渡假村開設首間旗艦店，為本集團的業務於亞洲其中一個迅速發展的城市奠下基礎。
- 於荃灣及將軍澳開設2間新店舖，將業務進一步滲入香港本地市場。
- 旅客陳列室業務成為首間支持香港旅遊業議會推廣的6個月退款政策的零售商。
- 繼續翻新香港及中國的零售店舖(包括位於紅磡總部的陳列室)，劃一區內店舖的謝瑞麟店舖形象，以及對空間管理作出改善。

Eternity





The grand opening of the flag ship store in The Venetian Macao-Resort-Hotel, Macau in 2007 featuring Ms. Michelle Reis, Mr. Scott Sullivan — Associate Director of Mall Development, The Venetian Macao-Resort-Hotel and TSL top management team. (Issue 927 Next magazine)
2007年，座落於澳門於威尼斯人度假村酒店商場旗艦店隆重開幕。李嘉欣小姐、澳門威尼斯人度假村酒店商場發展副總監Mr. Scott Sullivan及謝瑞麟高級管理人員合照。(相片來源：第927期壹週刊專題)

Create Cozy, Classy & Inviting Shopping Environment

- The new and exclusive product launch of "113 SOL", the 113-facet diamond products carried by one of our showrooms, and the re-launch of the "TSL Estrella Diamond" at the grand opening of the Macau flagship store.
- The successful completion of the ERP system implementation and business process re-engineering project which enabled easy accessibility of accurate and timely business information as well as streamlined business processes.
- The recognition of our entrenched quality service culture of the Group by our business partners, including "FOREVERMARK Ambassador of the Year" and "Best FOREVERMARK Ambassador" of DeBeers Group Marketing won by a Hong Kong frontline staff and a Shanghai frontline staff respectively, and the "Total Quality Service Regime – Top Performer 2006-2007/Annual Quality Service Award" of MTR Property Management won by our Telford Garden store in Hong Kong.
- Various international and local jewellery design awards won by our creative jewellery design team.
- 本集團其中一個陳列室推出全新獨家產品「113 紅日」-一枚特製的113瓣光面琢型鑽石，並於澳門旗艦店開幕時再次推出「TSL Estrella Diamond」
- 成功完成落實ERP系統及業務流程重整項目，有助輕易取得準確及適時的業務資料，以及精簡業務流程
- 本集團的優質服務文化獲得業務夥伴的認同，包括香港前線員工及上海前線員工分別獲得DeBeers Group Marketing的「年度永恆印記大使」及「最佳永恆印記大使」，以及香港德福花園廣場店獲香港鐵路有限公司舉辦的全面優質顧客服務計劃所頒發的「2006-2007全年優質服務大獎」
- 本集團充滿創意的珠寶設計團隊榮獲多項國際及本地珠寶設計獎項



1. The Venetian Macau-Resort-Hotel 澳門威尼斯人度假村 2. Shanghai Jiugong 上海久光百貨 3. Xian Century Ginwa 西安世紀金花購物中心



Brand Driven & Design Driven

Looking ahead, the downturn of the economy in the United States and the damages caused by natural disasters in the mainland China this year have brought short-term impacts to the global economy. The Group, therefore, will take a more cautious approach when making our business decisions in the subsequent financial years. Nonetheless, we believe that the impacts from the natural disasters in China will be transient as the fact that China will become the largest consumer market in the world within the next 5 to 10 years remains unchanged. The Group is still recognizing the Mainland business as its growth engine and hence will invest confidently and yet flexibly according to the coming market changes.

We shall, with the continuing support of our shareholders and other stakeholders, continue to work steadily and diligently in order to achieve our company mission of becoming the leading, most innovative, efficient and profitable jewellery retailer in Asia.

Yau On Yee, Annie

Chairman

展望未來，美國經濟下滑，以及中國內地本年度發生的天災所導致的損失已對全球經濟帶來短期影響。因此，本集團於往後財政年度作出業務決定時將會加倍謹慎。儘管如此，本集團相信中國天災的影響僅屬短暫性，而中國將於未來五至十年成為全球最大的消費者市場的事實維持不變。本集團將繼續視內地業務為其提供增長之動力。因此，本集團將充滿信心地因應市場的變動而靈活地作出投資。

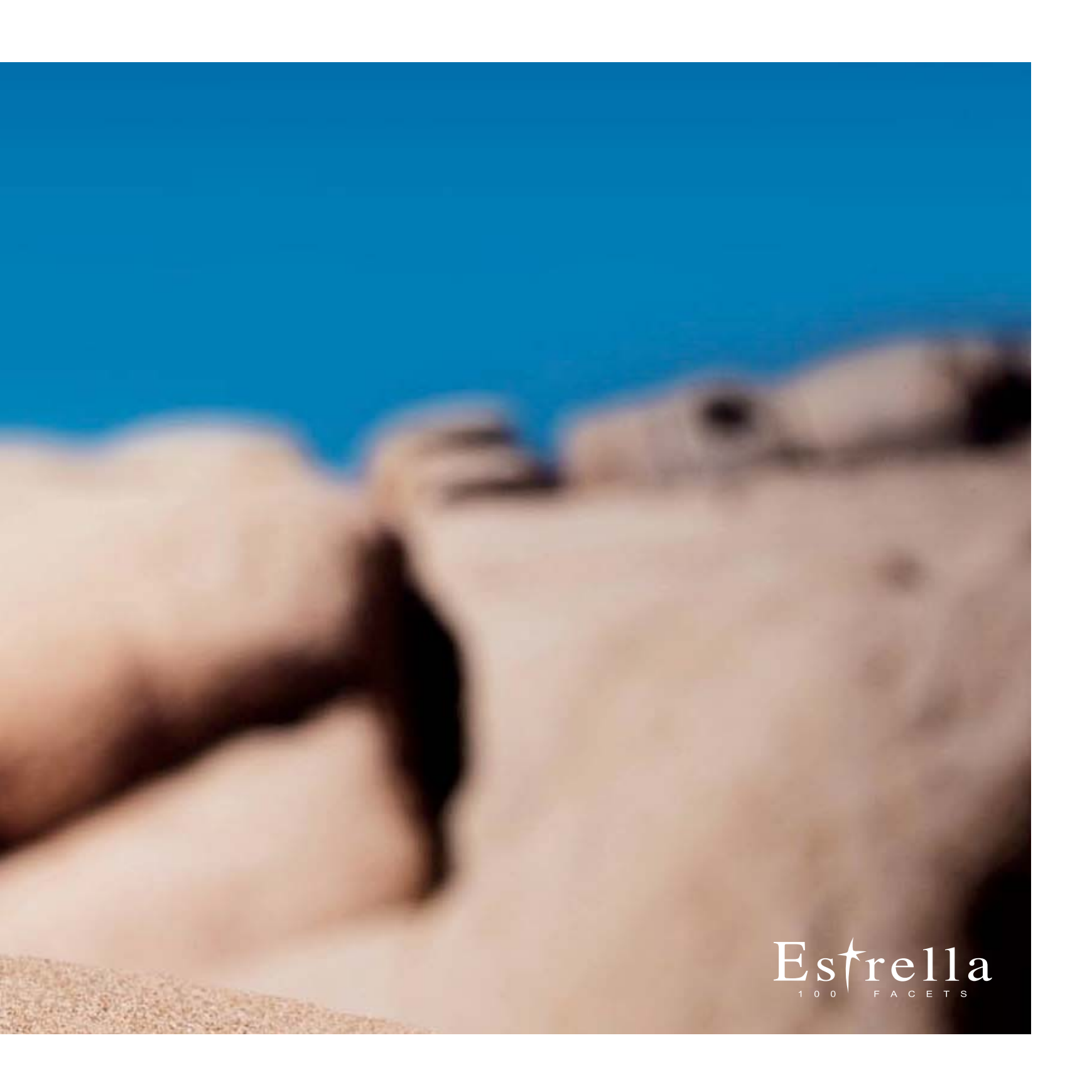
承蒙本集團之股東及持份者持續對本公司之鼎力支持，我們將繼續勤奮地工作，為達成本集團成為亞洲具領導地位、最有創意、有效率及具盈利之珠寶零售商之目標全力以赴。

邱安儀

主席







Estrella
100 FACETS





Management's Discussion & Analysis

管理層之討論及分析

Management's Discussion and Analysis

管理層之討論及分析

Group Results

For the financial year ended 29 February 2008 the Group achieved (i) a consolidated turnover of \$1,917 million (2007: \$1,510 million), an increase of 27% from last financial year and (ii) a profit attributable to equity holders of the Company of \$99.2 million (2007: \$55.6 million). Earnings per share were 47.9 cents (2007: 26.8 cents)

The continuous improvement mainly came from (i) the ongoing strength of retail sentiment in all geographical areas the Group operates and (ii) more specifically, the improved performance and contribution from our Mainland China ("the Mainland") business and Showroom business.

The Board has proposed a final dividend of HK\$ 0.01 per ordinary share of the Company for the year ended 29 February 2008 (2007: Nil) to shareholders whose names appear on the Register of Members of the Company on Tuesday, 29 July 2008. The proposed final dividend will be paid on Friday, 15 August 2008.

Business Review and Prospects

Retail Operations in Hong Kong, Mainland and Overseas

Thanks to the general improvement in retail atmosphere and the steady inflow of Mainland tourists to Hong Kong, the Hong Kong retail business sale grew by 18% from last year. During the year under review, the Group opened 2 new stores in shopping malls respectively in Tsuen Wan and in Tseung Kwan O and 2 counters respectively in Tai Po and Tuen Mun. The Group will continue reviewing the operation and store mix in Hong Kong to better suit the changing shopping habits and our brand positioning. The retail environment in Hong Kong has to face the challenge of increasing rental and staff cost pressures and so we are still maintaining a cautious approach to our investment in this area.

Sales of the Group's Showroom business grew by 49% during the year. The improvement was due to the improvement in service and merchandising internally. The Group has also been successfully benefited from the market consolidation following the tightening of control over the travel industry. The Group has actively participated in the "Trustworthy Tourist Store" initiative of the Travel Industry Council and worked closely with the other authorities to establish new guidelines/standards to protect the interests of tourists shopping in Hong Kong.

集團業績

截至2008年2月29日止財政年度，本集團錄得(i)綜合營業額港幣1,917,000,000元(2007年：港幣1,510,000,000元)，較上個財政年度增加27%；及(ii)本公司股東應佔盈利為港幣99,200,000元(2007年：港幣55,600,000元)。每股盈利為港幣47.9仙(2007年：港幣26.8仙)。

業績持續改善主要歸因於(i)本集團經營業務的所有地區之零售市場持續向好及(ii)尤其是本集團旗下之中國大陸(「國內」)業務及陳列室業務表現好轉及帶來之貢獻。

董事會建議向於2008年7月29日(星期二)名列本公司股東名冊之股東派發截至2008年2月29日止年度本公司每股普通股港幣0.01元之末期股息。末期股息將於2008年8月15日(星期五)派發。

業務回顧及前景

香港、國內及海外零售業務

因受惠於香港零售市場之普遍改善，加上訪港國內遊客源源不絕，使香港零售業務之銷售額較去年增長18%。於回顧年度，本集團分別於荃灣及將軍澳開設了兩家新店舖，並分別於大埔及屯門開設了兩個專櫃。本集團將繼續檢討香港業務及店舖組合，以便更能迎合消費者不斷轉變之購物習慣及加強本身之品牌定位。香港零售環境面對租金不斷上漲及員工成本壓力帶來之挑戰，故本集團仍抱持審慎態度以處理區內之投資。

於本年度內，本集團陳列室業務之銷售額錄得49%增長。銷售額改善是由於本集團改善服務及改良內部商品所致。隨著當局加強管制旅遊業而令市場出現整固，本集團亦因此受惠。本集團積極參與旅遊業協會的「誠信旅遊商店」計劃，並與其他機構緊密合作落實執行新指引／準則，保障在港購物的遊客的權益。

Nine hearts. One blossom.



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www.tslj.com



Saxx
Saxx Style
Style





The Group opened 22 new stores in the Mainland during the year. Sales from our business in the Mainland have increased 32% with growth being achieved from the strength of the market generally, improved merchandising and our new store openings. The Group sees its Mainland business as being one of its major growth engines going forward and it will continue to invest in this business to capitalize on the market opportunities in the Mainland.

Due to the rapid emergence of Macau as new economic force and tourist destination in Pearl River Delta, the Group has decided to set up a store in phase 2 of the Venetian Macao to enjoy the growing opportunities in this market. We believe that The Venetian Macao will become one of the premier shopping malls and sight-seeing spots for tourists visiting Macau. This store will become our strategic anchor to serve our customers in this growing market.

The Group's export business grew by 14% during the year under review. The orders from United States has slowed down because the economy of United States deteriorates. In the meantime, we have progressively diversified the business away from the US market by continuing to build our European market and by developing new markets by joining the jewellery exhibitions in other emerging markets like the Middle East and Eastern Europe.

Our Malaysian business saw good growth during the year and has enjoyed a very strong customer base due to the outstanding quality of our merchandising.

年內，本集團在國內開設了22家新店鋪。本集團國內業務之銷售額因市況全面向好、改良商品及本集團新店鋪開業而錄得32%增長。本集團視國內業務為其主要增長動力之一，並將繼續投資在此業務上，以抓緊內地市場的商機。

由於澳門迅速崛起成為珠江三角洲一股新興經濟力量和旅遊勝地，本集團決定把握此市場的增長機遇，在澳門威尼斯人渡假村第二期開設一家新店。本集團相信澳門威尼斯人渡假村商場將成為到訪澳門遊客必到之高級商場及觀光景點之一，而上述新店將作為本集團服務此增長中市場之顧客之策略據點。

於回顧年度，本集團出口業務增長14%。由於美國經濟惡化，以致美國訂單減少。在此期間，本集團透過繼續拓展歐洲市場，並參加中東和東歐等新興市場之珠寶展以開拓新市場，務求將業務從美國市場分散出去。

由於本集團的商品質素卓越，本集團之馬來西亞業務於年內獲得理想增長，並建立穩健的客戶基礎。



Finance

The Group has adopted certain new and revised Hong Kong Financial Reporting Standards ("HKFRS") in the current period. There has been no material impact of these new HKFRSs on the financial statements (see note 1 to these financial statements).

Capital expenditure including store renovation and expansion, information technology investment and machinery made during the year was approximately \$48 million. This was mainly financed from bank borrowings and internal resources.

Liquidity, Capital Structure and Gearing

At 29 February 2008, the Group's total borrowings increased to \$171.1 million from \$149.6 million at 28 February, 2007. Our debt to equity ratio (ratio of total borrowings to total equity) has decreased from 48.7% to 38.2% mainly because of the increase in total equity value resulting from the profit during the year.

As at 29 February 2008, the Group had cash balance of \$79 million which in the opinion of the directors, should be sufficient for the present working capital requirements.

Charges on Group Assets

- (1) At 29 February 2008, debentures were executed by the Group in favour of its bankers and financial creditors charging, by way of fixed and floating charges, all of the undertakings, properties and assets of the Company and 12 of its subsidiaries as security for, inter alia, all obligations and liabilities, actual or contingent, from time to time owing by the Group to the bankers and financial creditors. Rental revenue of the Group is also charged in favour of the Group's bankers.
- (2) At 29 February 2008, the Group pledged all rights, titles and interests in 80.46% of the entire share capital of Infinite Assets Corp. and Tse Sui Luen Investment (China) Limited and all benefits accruing to the pledged equity interest to the Group's bankers and financial creditors as security for, inter alia, all obligations and liabilities, actual or contingent, from time to time owing by the Group to the bankers and financial creditors.

財務

於本期間，本集團採納若干新訂及經修訂之香港財務報告準則（「香港財務報告準則」）。該等香港財務報告準則對財務報表並無構成任何重大影響（參考財務報表附註1）。

於本年度內，店舖翻新及擴張、資訊科技投資及機器等之資本開支約為港幣48,000,000元，主要由銀行貸款及內部資源提供資金。

流動資金、資本結構及負債比率

本集團於2008年2月29日之貸款總額由2007年2月28日的港幣149,600,000元增至港幣171,100,000元。本集團負債比率（即貸款總額與權益總額之比率）由48.7%減少至38.2%，主要由於本年度錄得盈利而使權益總額增加所致。

於2008年2月29日，本集團之現金結餘為港幣79,000,000元，董事認為足以應付目前的營運資金需求。

集團資產抵押

- (1) 於2008年2月29日，本集團訂立債權證，以固定及浮動抵押形式將本公司及其12間附屬公司之所有業務、物業及資產質押予其往來銀行及財務債權人，以作為（其中包括）本集團不時結欠往來銀行及財務債權人之所有實際或或有負債及債務之抵押品。本集團的租金收入亦已抵押予本集團的往來銀行。
- (2) 於2008年2月29日，本集團把其於Infinite Assets Corp.及謝瑞麟投資（中國）有限公司總資本額的80.46%之一切權利、所有權和權益，及已抵押股本權益所累計的一切利益抵押予本集團的往來銀行及財務債權人，以作為（其中包括）本集團不時結欠往來銀行及財務債權人之所有實際或或有負債及債務之抵押品。

T S L | Atelier

Pledge of Love



*You've Never Felt This Way Before.
Make A Lifetime Pledge.*

T S L | 謝瑞麟



Fred Chan, the Associate Director of China Retail Operations, and his Quality Sales Team in China 陳志豪先生一集團副董事(中國零售營運)及他的前線優越服務團隊

(3) On 27 September 2007, the Company and its 6 subsidiaries (the "Subsidiaries") executed a second floating charge and the Company made a guarantee to the Subsidiaries and there is a cross guarantee among the Subsidiaries in favor of Rosy Blue Hong Kong Limited ("Rosy Blue HK") to pledge all of the Subsidiaries' respective rights to and title and interest from time to time in their inventories or stock-in-trade and their receivables from their overseas fellow subsidiaries in connection with the sales and supply of any inventory or stock-in-trade to such overseas fellow subsidiaries as a continuing security for the debts arising from the supply of polished diamonds and precious stones by Rosy Blue HK to The Subsidiaries (the "Debts"). As at 29 February 2008, the Debts amounted to HK\$110,189,000.

Exchange Rates

During the year, the transactions of the Group were mainly denominated in local currencies and US dollars. The impact of the fluctuation of foreign exchange rates of these currencies is insignificant to the Group.

Contingent Liabilities

- (1) At 29 February 2008, the Company has issued guarantees to banks and financial creditors in respect of general banking and other credit facilities extended to certain subsidiaries of the Company amounting to HK\$172,029,000 (2007: HK\$129,298,000).
- (2) As set out in the announcements of the Company dated 3 June 2008, two directors of the Company, and a controller of showroom operation of a subsidiary and a consultant to a subsidiary were convicted by the District Court of Hong Kong of various charges involving offences under the Prevention of Bribery Ordinance, the Crime Ordinance and the Theft Ordinance. The Company has been informed that the two directors who have been convicted have commenced proceedings to appeal the verdict ("the Appeal"). Under the Company's Bye-Laws, the Company may be required to indemnify its directors from and against all actions, costs, charges, losses, damages and expenses which they or any of them may incur in execution of their duty, provided that such indemnity shall not be extended to any matter in respect of, among other things, fraud and dishonesty. The Directors are of the view that they are not in a position to conclude that whether and/or to what extent the Company may be required to indemnify the two directors involved in relation to the Appeal.

(3) 於2007年9月27日，本公司及其6間附屬公司(「該等附屬公司」)訂立第二浮動抵押及本公司向該等附屬公司作出擔保，而該等附屬公司之間亦有交叉擔保，以將該等附屬公司各自不時於彼等之存貨或待銷存貨以及彼等來自就向彼等海外同系附屬公司銷售及供應任何存貨或待銷存貨之應收該等海外同系附屬公司款項之所有權利、所有權及權益抵押予Rosy Blue Hong Kong Limited(「Rosy Blue HK」)，以作為Rosy Blue HK向該等附屬公司供應精鍊鑽石及寶石所產生之債務之持續抵押品(「該債項」)。於2008年2月29日，該債項為港幣110,189,000元。

匯率

於本年度內，本集團的交易主要以本地貨幣及美元為單位，此等貨幣的匯率波動對本集團並無重大影響。

或有負債

- (1) 於2008年2月29日，本公司已就銀行及財務債權人給予部分附屬公司一般銀行及其他貸款融資信貸，向銀行及財務債權人作出合共港幣172,029,000元(2007年：港幣129,298,000元)的擔保。
- (2) 誠如本公司日期為2008年6月3日之公佈所載，本公司兩名董事以及一家附屬公司陳列室業務之主管及一名顧問被香港區域法院裁定觸犯防止賄賂條例、刑事罪行條例及盜竊罪條例中多項控罪。本公司已得悉該兩名被定罪的董事已就判決提出上訴(「上訴」)。根據本公司之公司細則，本公司可能須就其董事因履行職務而產生之所有訴訟、成本、支出、損失、賠償及開支向彼等或彼等當中任何人士作出彌償，惟有關彌償並不包括(其中包括)欺詐及不誠實行為。董事認為，彼等未能就是否需要向涉及上訴之兩名董事作出彌償及/或本公司作出彌償之程度作出定論。

(3) As at the balance sheet date, the disputes of certain subsidiaries with Inland Revenue Department ("IRD") regarding the tax treatment of certain offshore income and agents commission payments and promoter fees for prior years are still undetermined. The Group has established a provision of approximately HK\$91,000,000 in respect of such disputes. In the event that the Group is not successful in defending the tax treatments adopted, the Group may be subject to significant additional tax liabilities and possibly penalties which, under the provisions of the current tax legislation, may be up to three times any tax under-reported as assessed by the IRD. Furthermore, the verdict of the District Court of Hong Kong as mentioned in (2) above may or may not have impact on the IRD's challenges on the tax treatments adopted by the Group relating to agents commission payments and promoter fees arising in prior years. The Directors consider that it is impractical to estimate the potential amount of additional tax liabilities arising if the IRD's challenge in respect of the agent commission payments and promoter fees is successful.

Employees

As at 29 February 2008, the total number of employees of the Group was approximately 3,200. The increase in headcount was mainly in sales and marketing in Mainland China. Employees are rewarded on a performance basis with reference to market rates. Other employee benefits include medical cover and subsidies for job-related continuing education. The Group also has an employee share option scheme. No options were granted pursuant to the scheme during the year. Retail front line staff are provided with formal on-the-job training by internal seniors and external professional trainers. Experience sharing with seniors at in-house seminars and discussion groups enhance intra-departmental communications.

(3) 於資產負債表日期，若干附屬公司與稅務局就以往年度的若干離岸收入及代理佣金支出與業務推廣費用所採納稅務處理方法之爭議尚未得出結論。本集團已就有關爭議作出約港幣91,000,000元之撥備。倘本集團未能就所採納稅務處理方法成功辯護，本集團或須承擔額外稅務責任，且可能須繳交罰款。根據現行稅法，罰款或會多達稅務局評估任何漏報稅項之三倍。此外，上文(2)項所述香港區域法院之裁決可能對稅務局就本集團有關以往年度代理佣金支出與業務推廣費用所採納稅務處理方法之質疑構成影響。董事認為，倘稅務局就本集團有關以往年度代理佣金支出與業務推廣費用所採納稅務處理方法之質疑落實，評估所產生之潛在額外稅務負債並不切實可行。

僱員

於2008年2月29日，本集團共聘用約3,200名僱員。僱員人數增加主要來自於中國內地從事銷售及市場推廣人員。本公司按僱員表現及參考市場水平向僱員發放薪酬。其他僱員福利包括醫療津貼及與工作相關之持續進修資助。本集團亦採納一項僱員購股權計劃，年內並無根據該計劃授出購股權。內部高級職員及外聘專業導師會向前線零售員工提供在職培訓。員工亦可於公司內部舉辦之講座及小組討論與高級職員分享經驗，以增加部門間之溝通。



Self-motivated professionals at the Headquarter 總部內各員工發揮主動及專業精神



Charisma Collection



TSL 750





Directors & Senior Management Profile

董事及高級管理人員簡介

Directors & Senior Management Profile 董事及高級管理人員簡介

Executive Directors 執行董事

Yau On Yee, Annie | 邱安儀

Aged 37, is the Chairman of the Group. She pioneered the Group's Jewellery ERP discipline and modernized the Company's management through business process re-engineering in the past few years. Prior to joining the Group in 2002, she worked for large companies such as Motorola Semiconductors and IBM. She has over 15 years of management experience in the United States and Hong Kong. She is a director of Partner Logistics Limited which has discloseable interests in the Company under provisions of the Securities and Futures Ordinance. She graduated from Boston University, USA and holds a Bachelor of Science degree in Computer Engineering.

現年37歲，本集團之主席。彼於過去多年一直致力開拓本集團珠寶企業資源規劃及透過業務流程再造使本公司之管理現代化。彼於2002年加入本集團前，曾於萬力半導體公司及國際商業機器等大型機構工作。彼在美國及香港之管理經驗超過15年。彼為Partner Logistics Limited之董事，該公司持有本公司根據證券及期貨條例須予披露之股份權益。彼畢業於美國波士頓大學，持有理學士學位，主修電腦工程。

Erwin Steve Huang | 黃岳永

Aged 42, is the Deputy Chairman and the Chief Executive Officer of the Group. He is responsible for the overall financial and business operations and management of the Group. He has been with the group for 3 years mainly in handling the Tourist showroom operations and Corporate public relations. Prior to joining the Group in February 2005, he was a seasoned entrepreneur in different industries, including publishing, education, telecom and information technology. Mr. Huang has built and developed multiple companies in the last 20 years in London, San Francisco, Tokyo, and Hong Kong. He holds double degrees in Business Operation Management and Management Information System from Boston University, USA.

現年42歲，本集團之副主席及行政總裁，負責本集團之整體財政及營業運作及管理。彼任職本集團3年期間，主管香港門市的營運管理以及集團公關。於2005年2月加入本集團之前，他是資深的企業家，曾服務出版業、教育、通訊科技及資訊科技界，於過去20年彼專注於建立發展各地的公司，包括倫敦、三藩市、東京及香港。彼畢業於美國波士頓大學，持有工商管理學士及資訊系統管理雙學士學位。



Cheung Tse Kin, Michael | 張子健

Aged 41, is the General Manager of TSL Jewellery (Export) Co., Ltd. Mr. Cheung is responsible for managing the Export Division of the Group. He holds a Master of Business Administration Degree from Henley Management College in the United Kingdom and a Master of Science Degree in Financial Management from University of London, U.K. He is also a Chartered Marketer and a member of the Chartered Institute of Marketing in the United Kingdom. Before joining the Group in March 2005, he held senior positions in several multinational corporations, and has over 14 years of experience in marketing management and business development.

Lai Tsz Mo, Lawrence | 黎子武

Aged 42, is the Chief Financial Officer and is responsible for the overall finance and administration of the Group. He holds a Bachelor's degree in Social Sciences and a Master's degree in Business Administration. He is a fellow member of the Hong Kong Institute of Certified Public Accountants and the Association of Chartered Certified Accountants in the United Kingdom. Before joining the Group in 2001, he had over 10 years of experience in a listed company in Hong Kong and an international accounting firm.



現年41歲，謝瑞麟珠寶(出口)有限公司之總經理，負責管理本集團整體出口業務。彼持有由英國Henley Management College頒發的工商管理學碩士學位，及由英國倫敦大學頒發的科學碩士(主修財務管理)學位；並為英國特許市務師及英國特許市務學會會員。於2005年3月加入本集團之前，彼曾於多間跨國企業出任要職，有超過14年的市場管理及業務發展經驗。

現年42歲，董事一集團財務，負責本集團之整體財務及行政管理職務。彼持有社會科學學士學位及工商管理碩士學位，並為香港會計師公會及英國特許公認會計師公會之資深會員。於2001年加入本集團以前，彼具有於香港上市公司及國際會計師行超過10年的經驗。

Independent Non-executive Directors

獨立非執行董事



Chui Chi Yun, Robert | 崔志仁

Aged 51, has been an Independent Non-executive Director of the Company since 12 April 1999. Mr. Chui is a practising Certified Public Accountant in Hong Kong. He holds a Bachelor's degree in Commerce (Major in Accounting) and is a fellow member of the Hong Kong Institute of Certified Public Accountants and the Association of Chartered Certified Accountants in the United Kingdom. Mr. Chui is also an independent non-executive director of GFT Holdings Limited (Stock Code: 1003), which is a company listed on The Stock Exchange of Hong Kong Limited.

現年51歲，自1999年4月12日起為本公司獨立非執行董事。崔先生為香港執業會計師。彼持有商學士(主修會計)學位，亦為香港會計師公會及英國特許公認會計師公會之資深會員。崔先生亦為真樂發控股有限公司(股份代號：1003)之獨立非執行董事，而該公司於香港聯合交易所有限公司上市。

Peter George Brown | 包安嵐

Aged 63, has been an Independent Non-executive Director of the Company since 4 December 2006. Mr. Brown is currently a consultant with Wilkinson & Grist, Solicitors and is admitted as a solicitor in England & Wales and Hong Kong and also as a solicitor and barrister in Victoria, Australia. He holds a Bachelor of Laws degree from University College, London. He is also a director of a significant number of private companies including subsidiaries of multinational corporations.

現年63歲，自2006年12月4日起為本公司獨立非執行董事。包先生現為高露雲律師行的顧問。彼分別取得英格蘭及威爾斯以及香港的執業律師資格，並為澳洲維多利亞省之執業律師及大律師。彼持有倫敦University College法律學士學位。彼亦為大量私人公司(當中包括跨國企業的附屬公司)的董事。

Siu Ming Wah | 蕭銘鐸

Aged 44, has been an Independent Non-executive Director of the Company since 2 May 2007. Mr. Siu is currently the Managing Director of East Ridge Group Limited (a company specializes in acquiring companies and turning them around to enhance their corporate value) and was previously the Founder and Chief Executive Director of SMEloan (Asia) Limited. He has held senior positions in several major private financial institutions in the United States, Hong Kong and China since 1992. Mr. Siu holds a Bachelor of Sciences degree in Accounting from the University of Wisconsin, Milwaukee, U.S.A.

44歲，自2007年5月2日起為本公司獨立非執行董事。蕭先生現為East Ridge Group Limited(一間專門從事公司收購及將該等公司重整以提高其企業價值之公司)之董事總經理及曾為SMEloan (Asia) Limited之創辦者及行政總裁。彼曾自1992年起於美國、香港及國內多間主要之私營財務機構擔任要職。蕭先生持有由美國University of Wisconsin, Milwaukee頒發之會計學科學士學位。



Headquarter of Tse Sui Luen Group in Hung Hom 謝瑞麟集團位於紅磡的總部

Senior Management Team 高級管理人員



Cheng Hung Piu, Belmon | 鄭鴻標

Aged 50, is the Director — Group Product Planning and Trading. He joined the Group in 1977 and has extensive experience in retail operation, product development and merchandise planning. He is responsible for the product procurement and merchandising of the Group and also responsible for the merchandising management of the trading business in China and Malaysia.

現年50歲，董事 — 集團產品策劃及貿易。彼於1977年加入本集團並在零售業務、產品發展及商品策劃方面，具有廣泛經驗。彼現負責集團商品採購及策劃及採購。彼亦負責管理策劃中國及馬來西亞之貿易業務。

Chow Kwok Ying, Rachel | 周國瑛

Aged 44, is the Director — Group Human Resources and is responsible for the overall strategic planning and implementation of human resources and people development functions of the Group. She joined the Group in July 2001. She brings with her 20 years of solid human resources generalist experience from local and multinational organizations in retailing, supply chain management, hi-tech and food products manufacturing areas. She holds a Bachelor's degree in Arts.

現年44歲，董事 — 集團人力資源，負責本集團之整體人力資源及人才發展策略計劃及管理。彼於2001年7月加入本集團。彼具有20年鞏固之人力資源管理經驗，曾任職於多間本地及跨國企業，業務遍及零售、物流管理、高科技產品及食品生產。彼持有文學學士學位。

Lee Yiu Pong, Eric | 李耀邦

Aged 44, is the General Manager – China Retail of the Group since March 2002. Mr. Lee holds a Bachelor's degree. He has more than 11 years experience in retail business in China.

現年44歲，本集團之總經理 — 中國零售，於2002年3月起加入本集團。彼持有學士學位，及擁有超過11年的中國零售業務經驗。



Chan Chi Ho, Fred | 陳志豪

Aged 43, is the Associate Director — Retail Operation of the Group. Mr. Chan graduated from University of Leicester, U.K. and holds a Master (Hon.) of Business Administration degree in Retail Marketing. He joined the Group in 1 August 2002 and has over 8 years of experience in retail operations in China.

現年43歲，本集團之副董事 — 零售營運。陳先生畢業於英國李斯特大學，獲得工商管理碩士(榮譽)學位，主修零售市場學。彼於2002年8月1日起加入本集團，及擁有超過8年的中國零售營運經驗。

Yip Kwok Fai, Keith | 葉國輝

Aged 41, is the Associate Director — Group Merchandising & Sourcing. Mr. Yip graduated from The University of Warwick in England and holds a Bachelor's degree in Manufacturing Engineering. He brings with his over 10 years of manufacturing experience in the eyewear and watch industries. Prior to joining the Group in May 2005, he worked for some multinational companies like Citizen Watch Group and Bausch & Lomb Ltd.

現年41歲，副董事 — 集團貨品供應。葉先生畢業於英國University of Warwick，獲得製造工程學學士學位。彼在製造眼鏡及手錶工業上擁有超過10年經驗。於2005年5月加入本集團之前，彼曾於星辰表有限公司及博士倫有限公司等跨國企業工作。

Wong Wai Yee, Cirdy | 黃慧儀

Aged 45, is the General Manager — Hong Kong Retail Operations of the Group. Ms. Wong is responsible for Hong Kong retail business, branding strategies and development. She graduated from Hong Kong Baptist University. She joined the Group in November 2006 and has over 10 years of experience in retail and sales management with multinational companies like Triumph International and Parfums Christian Dior.

現年45歲，本集團之總經理 — 香港零售營運。黃小姐負責香港零售業務、品牌策略及發展。黃小姐畢業於香港浸會大學。於2006年11月加入本集團前，彼曾於多間跨國公司如Triumph International及Parfums Christian Dior任職營運及銷售管理，並具備10年以上管理經驗。

Fung Suk Ming, Abby | 馮淑明

Aged 39, is the Financial Controller — Group Finance. She is responsible for the financial and management accounting functions of the Group. Ms. Fung graduated from the Chinese University of Hong Kong and holds a Bachelor's degree in Business Administration (Professional Accountancy). She also holds a Master of Science degree in Economics from the Hong Kong University of Science and Technology. She is a member of the Hong Kong Institute of Certified Public Accountants and the Association of Chartered Certified Accountants in the United Kingdom. Before joining the Group in 2004, she had over 10 years of experience in treasury and accounting functions in several listed companies and multinational corporations.

現年39歲，財務總監 — 集團財務，負責本集團之財務及管理會計職務。彼畢業於香港中文大學，主修專業會計，持有工商管理學士學位。彼亦持有由香港科技大學頒發的科學碩士學位，主修經濟，並為香港會計師公會及英國特許公認會計師公會之會員。於2004年加入本集團以前，彼具有於多間香港上市公司及跨國企業超過10年的司庫及會計經驗。

A blurred landscape photograph. In the foreground, there is a textured, light-colored surface, possibly sand or a concrete ledge. The middle ground shows a dark, rounded shape, possibly a shadow or a large object. In the background, a tree with a dark silhouette is visible against a light blue sky. The overall image is out of focus, creating a soft, dreamlike atmosphere.

Eclipse





Report of the Directors 董事會報告書

The directors have pleasure in presenting their annual report together with the audited financial statements for the year ended 29 February 2008.

Principal Activities

The principal activity of the Company is investment holding. The principal activities and other particulars of the subsidiaries are set out in note 13 to the financial statements.

The analysis of the geographical locations of the operations of the Company and its subsidiaries (the "Group") during the financial year is set out in note 11 to the financial statements.

Major Customers and Suppliers

For the year ended 29 February 2008, the five largest customers in aggregate accounted for less than 30% of the Group's turnover. The five largest suppliers in aggregate and the largest supplier of the Group accounted for approximately 66% and 24% respectively by value of the Group's total purchases.

As set out in note 32 on the financial statements, Rosy Blue Hong Kong Ltd. is a fellow subsidiary of Prime Investments S.A., a preference shareholder of Partner Logistics Limited which is the Company's controlling shareholder.

Except for the above, at no time during the year have the directors, their associates or any shareholder of the Company (which, to the knowledge of the directors, owns more than 5% of the Company's issued share capital) had any interest (as defined in the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Stock Exchange") ("Listing Rules") in these major customers and suppliers.

董事會欣然提呈截至2008年2月29日止年度的年報及經審核財務報表。

主要業務

本公司的主要業務是投資控股。各附屬公司的主要業務及其他詳情載列於財務報表附註13。

本公司及各附屬公司(「本集團」)於本財政年度的經營地區分析載列於財務報表附註11。

主要客戶及供應商

截至2008年2月29日止年度，本集團五大客戶合共佔本集團之營業額低於30%，而本集團五大供應商及最大供應商分別佔本集團總採購額約66%及24%。

如本財務報表附註32所述，Rosy Blue Hong Kong Ltd.為Partner Logistics Limited(此乃本公司之控股股東)的優先股股東Prime Investments S.A.的同系附屬公司。

除上述外，本公司的董事、與董事有聯繫人士或任何股東(據董事所知，持有本公司已發行股本5%以上)均沒有於本年度任何時間擁有這些主要客戶及供應商的任何權益(定義見《香港聯合交易所有限公司(「聯交所」)證券上市規則》(「上市規則」))。

Results and Dividends

The profit of the Group for the year ended 29 February 2008 and the state of the Company's and the Group's affairs as at that date are set out in the financial statements on pages 80 to 167.

A final dividend for the year ended 29 February 2008, of HK\$0.01 per share, amounting to a total final dividend of approximately HK\$2,070,000 (2007: HK\$Nil) is to be proposed at the forthcoming annual general meeting of the Company.

Charitable Donations

Charitable donations made by the Group during the year amounted to HK\$384,000 (2007: HK\$22,000).

Property, Plant and Equipment

Details of the movements in property, plant and equipment of the Group and of the Company during the year are set out in note 12 to the financial statements.

Share Capital

There were no movements in share capital of the Company during the year.

Reserves

Details of the movements in reserves of the Group and the Company during the year are set out in the consolidated statement of changes in equity and note 27 to the financial statements, respectively.

業績及股息

本集團截至2008年2月29日止年度的盈利和本公司及本集團於該日的財政狀況載於第80至167頁的財務報表內。

截至2008年2月29日止年度末期股息每股港幣0.01元，即總額約港幣2,070,000元(2007年：港幣零元)，將於本公司應屆股東週年大會上提呈予股東通過。

慈善捐款

本集團於年內的慈善捐款額為港幣384,000元(2007年：港幣22,000元)。

物業、廠房及設備

本集團及本公司於本年度內物業、廠房及設備變動的詳情載於財務報表附註12。

股本

本年度內公司股本沒有變動。

儲備

本集團及本公司於本年度內儲備變動的詳情載於綜合權益變動表及財務報表附註27。

Directors

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

Executive Directors

Tse Tat Fung, Tommy, Chairman (resigned as Chairman on 24 April 2008 and resigned as an executive director on 26 May 2008)

Peter Gerardus Van Weerdenburg, Joint Deputy Chairman (resigned on 10 June 2008)

Yau On Yee, Annie, (appointed as Joint Deputy Chairman on 7 May 2007 and appointed as Chairman on 24 April 2008)

Erwin Steve Huang, Deputy Chairman

Cheung Tse Kin, Michael

Lai Tsz Mo, Lawrence (appointed on 18 June 2007)

Independent Non-executive Directors

Chui Chi Yun, Robert

Peter George Brown

Siu Ming Wah (appointed on 2 May 2007)

In accordance with the provisions of the Company's Bye-laws and to comply with the Code on Corporate Governance Practices as set out in Appendix 14 of the Listing Rules, Mr. Erwin Steve Huang and Mr. Chui Chi Yun, Robert will retire as directors at the forthcoming annual general meeting. Mr. Erwin Steve Huang, being eligible, will offer himself for re-election as an Executive Director and Mr. Chui Chi Yun, Robert, being eligible, will offer himself for re-election as an Independent Non-executive Director of the Company for a term of three years. All other directors continue in office for the ensuing year.

董事

本財政年度及截至本報告日期止的董事如下：

執行董事

謝達峰(主席)(於2008年4月24日辭任主席職務及於2008年5月26日辭任為執行董事)

溫彼得(聯席副主席)
(於2008年6月10日辭任)

邱安儀
(於2007年5月7日獲委任為聯席副主席
並於2008年4月24日獲委任為主席)

黃岳永(副主席)

張子健

黎子武(於2007年6月18日獲委任)

獨立非執行董事

崔志仁

包安嵐

蕭銘鐸(於2007年5月2日獲委任)

依照本公司的公司細則規定及遵守上市規則附錄14所載企業管治常規守則之規定，黃岳永先生及崔志仁先生需於即將舉行之股東週年大會上告退。黃岳永先生有資格並已表示願意膺選連任為執行董事及崔志仁先生有資格並已表示願意膺選連任為獨立非執行董事，任期為三年。其他所有董事則於來年繼續留任。

Each of the three Independent Non-executive Directors has provided a written confirmation in respect of the factors set out in Rule 3.13 of the Listing Rules concerning his independence to the Company. The Board considers each of the three Independent Non-executive Directors to be independent.

Directors' Service Contracts

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

Directors' and Chief Executive's Interests and Short Positions in Shares, Underlying Shares and Debentures of the Company

As at 29 February 2008, the interests and short positions of the directors and chief executive and/or their respective associates of the Company in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance ("SFO"), which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they were taken or deemed to have under such provisions of the SFO), or which were required to be entered in the register maintained by the Company pursuant to section 352 of the SFO, or which were required to be notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Companies ("Model Code"), were as follows:

三名獨立非執行董事均已就上市規則第3.13條列載的關於董事獨立性的各項要求向本公司提交確認書。董事會認為三名獨立非執行董事均具獨立性。

董事之服務合約

擬於即將召開的股東週年大會中候選連任的董事概無與本集團訂立於一年內本集團不可在不予賠償(一般法定義務除外)的情況終止的服務合約。

董事及最高行政人員於本公司之股份、相關股份及債權證的權益及淡倉

於2008年2月29日，本公司董事及最高行政人員及／或彼等各自之任何聯繫人士擁有須根據《證券及期貨條例》第XV部第7及8分部知會本公司及聯交所(包括根據以上條例有關條文已接受或被設定已接受的權益及淡倉)的本公司及其任何聯營公司(按《證券及期貨條例》第XV部之定義)股份、相關股份及債權證的權益及淡倉，或須根據以上條例第352條登記於由本公司存置之登記冊，或須根據《上市公司董事進行證券交易的標準守則》(「標準守則」)知會本公司及聯交所的本公司及其任何聯營公司(按《證券及期貨條例》第XV部之定義)股份、相關股份及債權證的權益及淡倉如下：

(i) Interests and short positions in issued shares of the Company (i) 於本公司的已發行股份之權益及淡倉

Name of director	Personal interest	Family interest	Ordinary shares of HK\$0.25 each				Other interest	% of total issued shares
			Corporate interest	Derivative interest (share options)	Short position	Other interest		
董事姓名	個人權益	家族權益	公司權益	衍生工具權益 (購股權)	淡倉	其他權益	佔已發行股份總數百分比	
Tse Tat Fung, Tommy 謝達峰	-	-	152,960,914 (note 1) (附註1)	2,000,000 100,000 (note 2) (附註2)	-	-	73.87%	
Peter Gerardus Van Weerdenburg 溫彼得	2,252,000	-	-	2,000,000	-	-	1.09%	
Erwin Steve Huang 黃岳永	-	-	-	100,000	-	-	-	
Yau On Yee, Annie 邱安儀	-	-	152,960,914 (note 3) (附註3)	100,000 2,000,000 (note 4) (附註4)	-	-	73.87%	
Cheung Tse Kin, Michael 張子健	-	-	-	75,000	-	-	-	
Lai Tsz Mo, Lawrence 黎子武	-	-	-	200,000	-	-	-	

Notes:

1. These ordinary shares are held by Partner Logistics Limited, a company which is owned and controlled by Blink Technology Limited. Blink Technology Limited in turn is wholly and beneficially owned by Mr. Tse Tat Fung, Tommy. By virtue of the SFO, Mr. Tse Tat Fung, Tommy is deemed to be interested in all the shares held by Partner Logistics Limited.
2. These 100,000 share options were granted to Ms. Yau On Yee, Annie, the spouse of Mr. Tse Tat Fung, Tommy. By virtue of the SFO, Mr. Tse Tat Fung, Tommy is deemed to be interested in these share options.
3. These ordinary shares are held by Partner Logistics Limited, a company which is owned and controlled by Blink Technology Limited. Blink Technology Limited is wholly and beneficially owned by Mr. Tse Tat Fung, Tommy, the spouse of Ms. Yau On Yee, Annie. By virtue of the SFO, Ms. Yau On Yee, Annie is deemed to be interested in all the shares held by Partner Logistics Limited.
4. These 2,000,000 share options were granted to Mr. Tse Tat Fung, Tommy, the spouse of Ms. Yau On Yee, Annie. By virtue of the SFO, Ms. Yau On Yee, Annie is deemed to be interested in these share options.

附註：

1. 此等普通股股份乃由 Partner Logistics Limited 持有，該公司由謝達峰先生全資實益擁有之 Blink Technology Limited 擁有及控制。根據《證券及期貨條例》，謝達峰先生被視作持有由 Partner Logistics Limited 持有之所有股份之權益。
2. 獲授予此等 100,000 股購股權之邱安儀女士為謝達峰先生之配偶。根據《證券及期貨條例》，謝達峰先生被視作持有此等購股權之權益。
3. 此等普通股股份由 Partner Logistics Limited 持有，該公司由邱安儀女士之配偶謝達峰先生全資實益擁有之 Blink Technology Limited 擁有及控制。根據《證券及期貨條例》，邱安儀女士被視作持有 Partner Logistics Limited 持有之所有股份之權益。
4. 獲授予此等 2,000,000 股購股權之謝達峰先生為邱安儀女士之配偶。根據《證券及期貨條例》，邱安儀女士被視作擁有此等購股權之權益。

(ii) Interests in underlying shares

As at 29 February 2008, directors of the Company had interests in options to subscribe for shares of the Company as follows:

(ii) 於相關股份的權益

於2008年2月29日，本公司董事持有可認購本公司股份的購股權權益如下：

Name of director	Date of grant	Date of acceptance	Exercise price	Exercisable period	Number of share options held	
					as at 1 March 2007	as at 29 February 2008
董事姓名	授出日期	接納日期	行使價格	行使期間	於2007年3月1日	於2008年2月29日
Tse Tat Fung, Tommy	25 July 2005	28 July 2005	HK\$1.76 (note 1)	22 August 2005 to 25 July 2009 (note 2)	2,000,000	2,000,000 (note 3)
謝達峰	2005年7月25日	2005年7月28日	港幣1.76元 (附註1)	2005年8月22日至2009年7月25日 (附註2)		(附註3)
Peter Gerardus Van Weerdenburg	25 July 2005	28 July 2005	HK\$1.76 (note 1)	22 August 2005 to 25 July 2009 (note 2)	2,000,000	2,000,000 (note 4)
溫彼得	2005年7月25日	2005年7月28日	港幣1.76元 (附註1)	2005年8月22日至2009年7月25日 (附註2)		(附註4)
Erwin Steve Huang	25 July 2005	1 August 2005	HK\$1.76 (note 1)	22 August 2005 to 25 July 2009 (note 2)	100,000	100,000
黃岳永	2005年7月25日	2005年8月1日	港幣1.76元 (附註1)	2005年8月22日至2009年7月25日 (附註2)		
Yau On Yee, Annie	25 July 2005	28 July 2005	HK\$1.76 (note 1)	22 August 2005 to 25 July 2009 (note 2)	100,000	100,000
邱安儀	2005年7月25日	2005年7月28日	港幣1.76元 (附註1)	2005年8月22日至2009年7月25日 (附註2)		
Cheung Tse Kin, Michael	25 July 2005	28 July 2005	HK\$1.76 (note 1)	22 August 2005 to 25 July 2009 (note 2)	75,000	75,000
張子健	2005年7月25日	2005年7月28日	港幣1.76元 (附註1)	2005年8月22日至2009年7月25日 (附註2)		
Lai Tsz Mo, Lawrence	25 July 2005	1 August 2005	HK\$1.76 (note 1)	22 August 2005 to 25 July 2009 (note 2)	200,000	200,000
黎子武	2005年7月25日	2005年8月1日	港幣1.76元 (附註1)	2005年8月22日至2009年7月25日 (附註2)		

Notes:

1. The closing price of the Company's shares traded on the Hong Kong Stock Exchange on 25 July 2005 was HK\$1.71, being the date on which the relevant options were offered for grant.
2. As one of the conditions of grant, the grantee concerned agreed with the Company that (i) 20% of the options granted can be exercised during the period from 22 August 2005 to 25 July 2009; (ii) the next 40% of the options granted can be exercised during the period from 25 January 2007 to 25 July 2009; and (iii) the remaining 40% of the options granted can be exercised during the period from 25 July 2007 to 25 July 2009.
3. Mr. Tse Tat Fung, Tommy resigned as an Executive Director on 26 May 2008 and these 2,000,000 share option granted to him lapsed upon his resignation.
4. The Company received a Notice to Exercise Option from Mr. Peter Gerardus Van Weerdenburg on 6 June 2008 notifying the Company his intention to exercise his right to subscribe for shares of the Company. Subsequently, on 10 June 2008 the Company was informed by Mr. Peter Gerardus Van Weerdenburg of his resignation as a director of the Company.

Other than as disclosed above and certain nominee shares in subsidiaries held by directors in trust for the Company or its subsidiaries, none of the Company's directors, chief executive and their respective associates, had any other interests or short positions in the shares, underlying shares and debentures of the Company or its associated corporations (within the meaning of Part XV of the SFO) which required notification to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which any such director or chief executive is taken or deemed to have taken under such provisions of the SFO); or which were required pursuant to section 352 of the SFO to be entered into the register maintained by the Company; or which were required, pursuant to the Model Code contained in the Listing Rules, to be notified to the Company or the Stock Exchange.

附註：

1. 本公司股份於2005年7月25日(即有關購股權之要約授予日期)在香港聯交所錄得之收市價為港幣1.71元。
2. 就其中一項授予條件而言，有關承授人與本公司協定：(i)其中20%已授出購股權可於2005年8月22日至2009年7月25日期內行使；(ii)另外40%已授出購股權可於2007年1月25日至2009年7月25日期內行使；及(iii)餘下40%已授出購股權可於2007年7月25日至2009年7月25日期內行使。
3. 此等授予謝達峰先生之2,000,000股購股權於彼在2008年5月26日辭任時失效。
4. 本公司於2008年6月6日接獲溫彼得先生行使購股權之通知，知悉其有意行使權利以認購本公司股份，及後，於2008年6月10日，本公司獲溫彼得先生知會其辭任本公司之執行董事。

除上文所披露者及董事以信託形式代本公司或其附屬公司持有附屬公司若干名義股份外，並無本公司的董事及最高行政人員及彼等之聯繫人士擁有根據《證券及期貨條例》第XV部第7及8分部須知會本公司及聯交所之本公司或其任何相聯法團(定義見證券及期貨條例第XV部)股份、相關股份及債券之權益或淡倉(包括根據證券及期貨條例有關條文任何董事或最高行政人員所擁有或被視作擁有的權益或淡倉)，或根據上市規則內所載之標準守則須知會本公司及聯交所之權益及淡倉，或須記入本公司根據《證券及期貨條例》第352條存置的登記冊。

Substantial Shareholders' and other Persons' Interests and Short Positions in Shares and Underlying Shares of the Company

As at 29 February 2008, the interests and short positions of any substantial shareholders or other persons (not being directors or chief executive of the Company) in the shares and/or underlying shares of the Company which have been disclosed to the Company pursuant to the provisions of Divisions 2 and 3 of Part XV of the SFO and have been recorded in the register required to be kept by the Company pursuant to section 336 of Part XV of the SFO were as follows:

主要股東及其他人士於本公司股份及相關股份中擁有的權益與淡倉

於2008年2月29日，任何主要股東或其他人士(並非本公司的董事或最高行政人員)在本公司股份及／或相關股份中擁有已根據《證券及期貨條例》第XV部第2及3分部的規定向本公司作出披露，及已在本公司根據該條例第XV部第336條備存的登記冊內作出記錄的權益及淡倉如下：

Name	Capacity	Ordinary shares of HK\$0.25 each					
		% of total		% of total		% of total	
		Direct interest	issued share capital	Short position	issued share capital	Other interest	issued share capital
名稱	身份	直接權益	佔已發行股本總數百分比	淡倉	佔已發行股本總數百分比	其他權益	佔已發行股本總數百分比
Partner Logistics Limited (note 1)(附註1)	Beneficial owner 實益擁有人	152,960,914	73.87%	-	-	-	-
Blink Technology Limited (note 1)(附註1)	Deemed interest 視作權益	-	-	-	-	152,960,914	73.87%
Prime Investments S.A. (note 2)(附註2)	Deemed interest 視作權益	-	-	-	-	152,960,914	73.87%
Rosy Blue Investments S.à.R.L. (note 2)(附註2)	Deemed interest 視作權益	-	-	-	-	152,960,914	73.87%
Harshad Ramniklal Mehta (note 2)(附註2)	Deemed interest 視作權益	-	-	-	-	152,960,914	73.87%

Notes:

1. These ordinary shares are held by Partner Logistics Limited, a company which is owned and controlled by Blink Technology Limited. Blink Technology Limited is wholly and beneficially owned by Mr. Tse Tat Fung, Tommy, an executive director of the Company. Ms. Yau On Yee, Annie is the spouse of Mr. Tse Tat Fung, Tommy. By virtue of the SFO, Blink Technology Limited, Mr. Tse Tat Fung, Tommy and Ms. Yau On Yee, Annie are deemed to be interested in all the shares held by Partner Logistics Limited.
2. These ordinary shares are held by Partner Logistics Limited, a company which is owned and controlled by Blink Technology Limited. Prime Investments S.A. is the preference shareholder of Partner Logistics Limited. Prime Investments S.A. is owned as to 99.83% by Rosy Blue Investments S.à.R.L., which in turn is owned as to 75% by Mr. Harshad Ramniklal Mehta. By virtue of the SFO, each of Prime Investments S.A., Rosy Blue Investments S.à.R.L. and Mr. Harshad Ramniklal Mehta, is deemed to be interested in all the shares held by Partner Logistics Limited.

Other than as disclosed above, the Company had not been notified of any persons who had interests or short positions in the shares and/or underlying shares of the Company, which were required to be recorded in the register required to be kept by the Company pursuant to section 336 of Part XV of the SFO.

附註：

1. 此等普通股股份乃由Partner Logistics Limited持有，該公司由本公司執行董事謝達峰先生全資實益擁有之Blink Technology Limited擁有及控制，而邱安儀女士為謝達峰先生之配偶。根據《證券及期貨條例》，Blink Technology Limited、謝達峰先生及邱安儀女士被視作持有由Partner Logistics Limited持有之所有股份之權益。
2. 此等普通股股份乃由Partner Logistics Limited持有，該公司由Blink Technology Limited擁有及控制，Prime Investments S.A.為Partner Logistics Limited的優先股股東，而Prime Investments S.A.是由Rosy Blue Investments S.à.R.L.持有99.83%，而該公司是由Harshad Ramniklal Mehta先生持有75%。根據《證券及期貨條例》，Prime Investments S.A.、Rosy Blue Investments S.à.R.L.及Harshad Ramniklal Mehta先生各自均被視作持有由Partner Logistics Limited持有之所有股份之權益。

除上文所披露者外，本公司並無獲告知有任何人士擁有須記入本公司根據《證券及期貨條例》第XV部第336條備存的登記冊內作出記錄的本公司股份及／或相關股份之權益或淡倉。

Share Option Scheme

The Company's share option scheme was adopted by shareholders of the Company on 26 November 2003 ("2003 Share Option Scheme"). The purpose of the 2003 Share Option Scheme is to provide incentives or rewards to participants thereunder for their contribution to the Group and/or to enable the Group to recruit and retain high-calibre employees and attract human resources that are valuable to the Group and any entity in which the Group holds any equity interest ("Invested Entity").

Under the 2003 Share Option Scheme, the directors of the Company are authorised, at their discretion, at any time following the date of the adoption of the 2003 Share Option Scheme but before the tenth anniversary of that date, to offer options to any person belonging to any of the following classes of participants to subscribe for shares of the Company:

- any employee (whether full time or part time employee, including any executive directors but not any non-executive director) of the Company, any of its subsidiaries or any Invested Entity;
- any non-executive director (including independent non-executive directors) of the Company, any of its subsidiaries or any Invested Entity;
- any supplier of goods or services to any member of the Group or any Invested Entity;
- any customer of the Group or any Invested Entity;
- any person or entity that provides research, development or technological support or other services to the Group or any Invested Entity; and
- any shareholder or any member of the Group or any Invested Entity or any holder of any securities issued by any member of the Group or any Invested Entity.

購股計劃

本公司之購股計劃於2003年11月26日由本公司股東採納(「2003年購股計劃」)。2003年購股計劃的目的是為了獎勵或獎償計劃項下的參與者對本集團的貢獻及／或為讓本集團得以招攬及挽留優秀僱員，以及為本集團持有股權的實體(「被投資實體」)吸納寶貴人才。

根據2003年購股計劃，本公司董事獲授權可酌情於採納2003年購股計劃之日後但該日期之第十週年前之任何時間，向屬於下列任何參與者類別的人士要約可供認購本公司股份的購股權：

- 本公司、其任何附屬公司或任何被投資實體的任何僱員(不論是全職或兼職僱員，包括任何執行董事惟不包括任何非執行董事)；
- 本公司、其任何附屬公司或任何被投資實體的任何非執行董事(包括獨立非執行董事)；
- 本集團任何成員公司或任何被投資實體的任何貨物或服務供應商；
- 本集團或任何被投資實體的任何客戶；
- 向本集團或任何被投資實體提供研究、開發或技術支援或其他服務的任何人士或實體；及
- 本集團或任何被投資實體的任何股東或任何成員公司，或本集團任何成員公司或任何被投資實體的任何已發行證券的持有人。

The exercise price of options is the highest of the nominal value of the shares, the closing price of the shares on the Stock Exchange on the date of offer of the grant and the average closing price of the shares on the Stock Exchange for the five business days immediately preceding the date of offer of the grant. An offer of an option shall be deemed to have been accepted within 28 days from the date of offer upon acceptance of the option duly signed by the grantee together with a remittance of HK\$1. The maximum number of securities available for issue under the 2003 Share Option Scheme shall not exceed 10% of the issued share capital of the Company. The maximum entitlement of each grantee in any 12-month period is limited to 1% of the ordinary shares in issue of the Company. The option period will not be more than ten years from the date of grant of the option and the Company's board of directors may at its discretion determine the minimum period for which the option has to be held or other restriction before the exercise of the subscription right attaching thereon.

購股權的行使價為股份的票面值、股份於購股權要約授予日期在聯交所錄得的收市價及股份於截至購股權要約授予日期前五個營業日在聯交所錄得的平均收市價三者中的最高數額。在授予購股權起計二十八日內，當附有港幣1元滙款的獲授權人正式簽署的購股權接納函件已收取，則設定購股權已被接納。根據2003年購股計劃可能授出之購股權所涉及之股份總數，最多不得超過本公司已發行股本之10%。每名獲授權人的購股限制為在任何十二個月期間限於本公司已發行普通股的1%。購股權的有效年期由授出購股權當日起計不得超逾十年。本公司董事會可酌情決定參與者在行使購股權所附認購權前必須持有購股權的最短期限或其他限制。

As at 29 February 2008, the number of shares issuable under options granted pursuant to the 2003 Share Option Scheme was 7,787,500 which represented approximately 3.76% of the then issued share capital of the Company. The movements in the number of share options under the 2003 Share Option Scheme during the year ended 29 February 2008 were as follows:

截至2008年2月29日，根據2003年購股權計劃授出之購股權可予發行之股份數目為7,787,500股，佔本公司當時已發行股本約3.76%。於截至2008年2月29日止年度內，2003年購股權計劃所涉購股權數目之變動如下：

Date of grant	Date of acceptance	Exercise price	Exercisable period	Balance in issue at 1 March 2007	Number of share options granted during the period	Number of share options exercised during the period	Number of share options lapsed during the period	Balance in issue at 29 February 2008
授出日期	接納日期	行使價	行使期	於2007年3月1日之已發行結餘	期內授出之購股權數目	期內已行使之購股權數目	期內失效之購股權數目	於2008年2月29日之已發行結餘
25 July 2005	26 July 2005 to 19 August 2005 (note 1)	HK\$1.76 (note 2)	22 August 2005 to 25 July 2009 (note 4)	8,075,000	-	-	325,000	7,750,000
2005年7月25日	2005年7月26日至2005年8月19日 (附註1)	港幣1.76元 (附註2)	2005年8月22日至2009年7月25日 (附註4)					
28 July 2005	8 August 2005	HK\$1.73 (note 3)	22 August 2005 to 25 July 2009 (note 4)	37,500	-	-	-	37,500
2005年7月28日	2005年8月8日	港幣1.73元 (附註3)	2005年8月22日至2009年7月25日 (附註4)					

Notes:

1. Due to the large number of employees participating in the 2003 Share Option Scheme, the relevant information can only be shown within a reasonable range in this Annual Report. For options granted to employees, the options were granted during the underlying periods for acceptance of such options by the employees concerned.
2. The closing price of the Company's shares traded on the Hong Kong Stock Exchange on 25 July 2005 was HK\$1.71, being the date on which the relevant options were offered for grant.
3. The closing price of the Company's shares traded on the Hong Kong Stock Exchange on 28 July 2005 was HK\$1.68, being the date on which the relevant options were offered for grant.
4. As one of the conditions of grant, the grantee concerned agreed with the Company that (i) 20% of the options granted can be exercised during the period from 22 August 2005 to 25 July 2009; (ii) the next 40% of the options granted can be exercised during the period from 25 January 2007 to 25 July 2009; and (iii) the remaining 40% of the options granted can be exercised during the period from 25 July 2007 to 25 July 2009.

No share options have been exercised during the year ended 29 February 2008.

The fair value of options granted estimated in accordance with the Binomial valuation model is disclosed in note 29 to the financial statements.

附註：

1. 由於參與2003年購股權計劃之僱員人數眾多，故只可在本年報內以合理範圍顯示。就授予僱員之購股權而言，購股權授出日期顯示可供有關僱員接納上述購股權之相關期間。
2. 本公司股份於2005年7月25日（即有關購股權之要約日期）在香港聯交所錄得之收市價為港幣1.71元。
3. 本公司股份於2005年7月28日（即有關購股權之要約日期）在香港聯交所錄得之收市價為港幣1.68元。
4. 就其中一項授予條件而言，有關承受人與本公司協定：(i) 其中20%已授出購股權可於2005年8月22日至2009年7月25日期內行使；(ii) 另外40%已授出購股權可於2007年1月25日至2009年7月25日期內行使；及(iii) 餘下40%已授出購股權可於2007年7月25日至2009年7月25日期內行使。

於截至2008年2月29日止年度內，概無任何購股權獲行使。

獲授的購股權按「二項式」期權定價模式估計的公平價值載於財務報表附註29。

Directors' Interest in Contracts

The Group owes certain loans to Partner Logistics Limited, a company controlled by Mr. Tse Tat Fung, Tommy, a director of the Company. The loans due to Partner Logistics Limited are secured and interest bearing at Hong Kong Interbank Offering Rate plus 2% per annum. During the year, interest expenses paid to Partner Logistics Limited amounted to HK\$2,991,000 (2007: HK\$4,276,000).

Apart from the foregoing, no contracts of significance to which the Company, its holding company or subsidiaries was a party, and in which a director of the Company had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year.

Connected Transactions

Details of connected transactions during the year are set out in note 32 to the financial statements.

Purchase, Sale or Redemption of the Company's Listed Securities

Neither the Company nor any of its subsidiaries had purchased, sold or redeemed any of the listed securities of the Company during the year ended 29 February 2008.

Convertible Securities, Options or Similar Rights

Other than the share options under the 2003 Share Option Scheme as disclosed above, the Company had no other outstanding convertible securities, options or similar rights as at 29 February 2008.

董事在合約的利益

本集團欠Partner Logistics Limited(由本公司董事謝達峰先生控制的公司)若干貸款。欠Partner Logistics Limited的貸款為有抵押，年息按香港銀行同業拆息加2%計息。於本年度內，已付Partner Logistics Limited的利息費用為港幣2,991,000元(2006年：港幣4,276,000元)。

除上述者外，於年結時或本年度任何時間，本公司，其控股公司或附屬公司，不論直接或間接，均沒有訂立任何本公司董事擁有關鍵性利益關係的重要合約。

關連交易

於本年度內關連交易的詳情載於財務報表附註32。

購買、出售或贖回本公司的上市證券

於截至2008年2月29日止年度內，本公司或其任何附屬公司概無購買、出售或贖回任何本公司的上市證券。

可換股證券、認股權或類似權利

除上文所披露2003年購股計劃項下之購股權外，本公司於2008年2月29日概無其他未獲行使之可換股證券、認股權或類似權利。

Pre-emptive Rights

There are no provisions for pre-emptive rights under the Company's Bye-Laws or the laws in Bermuda.

優先購股權

本公司的公司細則或百慕達法例對優先購股權並無限制，對此權利亦無規定條款。

Bank Loans and Other Borrowings

Particulars of bank loans and other borrowings of the Group as at 29 February 2008 are set out in notes 20 to 23 on the financial statements.

銀行貸款及其他借貸

本集團於2008年2月29日的銀行貸款及其他借貸詳情載於財務報表附註20至23。

Five Years Summary

A summary of the results and of the assets and liabilities of the Group for the last five financial years is set out on pages 168 to 169 of the annual report.

五年概要

本集團於過去五個財政年度的業績及資產與負債概要載於本年報第168至169頁。

Properties

Particulars of the major properties of the Group are shown on page 170 of the annual report.

物業

本集團主要物業的詳情載於本年報第170頁。

Retirement Schemes

The Group participates in the Mandatory Provident Fund Scheme (the "MPF Scheme") under the Hong Kong Mandatory Provident Fund Schemes Ordinance for employees employed under the jurisdiction of the Hong Kong Employment Ordinance. The MPF Scheme is a defined contribution retirement scheme administered by independent trustees. Under the MPF Scheme, the employer and its employees are each required to make contributions to the scheme at 5% of the employees' relevant income, subject to a cap of monthly relevant income of HK\$20,000.

退休計劃

本集團按照香港《強制性公積金計劃條例》的規定，為根據香港《僱傭條例》聘用的僱員，參與強制性公積金計劃（「強積金計劃」）。強積金計劃是一個界定供款退休計劃，由獨立的受託人管理。根據強積金計劃，僱主和僱員均須按照僱員相關入息的5%向計劃作出供款，但每月的相關入息上限為港幣20,000元。

The Group also participates in defined contribution retirement benefits schemes for all qualifying employees in the People's Republic of China ("PRC") and Malaysia. The assets of the schemes are held separately from those of the Group in funds under the control of independent trustees.

The Group's total contributions to these schemes charged to the consolidated income statement during the year ended 29 February 2008 amounted to HK\$5,487,000 representing contributions payable by the Group to the schemes at 5%, 7% and 12% of the gross salaries in Hong Kong, PRC and Malaysia, respectively.

Public Float

Based on information that is publicly available to the Company and within the knowledge of the directors, the percentage of the shares in public hands exceed 25% as at 31 May 2008, the latest practicable date to ascertain such information prior to the issue of this annual report.

Corporate Governance

The Company is committed to maintaining a high standard of corporate governance. Information on the corporate governance practice adopted by the Company is set out in the Corporate Governance Report on pages 67 to 77.

Audit Committee

The Company's audit committee comprises of three Independent Non-executive Directors, Mr. Chui Chi Yun, Robert, Mr. Peter George Brown and Mr. Siu Ming Wah. Information on the Audit Committee is set out in the Corporate Governance Report on pages 67 to 77.

本集團亦為所有中華人民共和國(「中國」)及馬來西亞合資格的僱員參與一個界定供款退休計劃。計劃的資產獨立於本集團的資產並由獨立受託人持有及管理。

於截至2008年2月29日止年度，本集團向此等計劃所作之總供款額為港幣5,487,000元，並已在綜合收益表中扣除。此供款乃本集團分別為香港、中國及馬來西亞的員工薪金5%、7%及12%所支付予計劃的供款額。

公眾持股量

根據本公司獲得的公開資料及據本公司董事知悉，於2008年5月31日(即本年報發行前確定該等資料的最後實際可行日期)，由公眾人士持有本公司股份超過25%。

企業管治

本公司致力維持高水準企業管治，本公司推行企業管治常規的有關資料載於第67至77頁之企業管治報告。

審核委員會

本公司之審核委員會成員包括3位獨立非執行董事崔志仁先生、包安嵐先生及蕭銘鏘先生。審核委員會之有關資料載於第67至77頁之企業管治報告。

Auditors

Moore Stephens replaced KPMG as the auditors of the Company on 6 April 2006.

Moore Stephens retire and, being eligible, offer themselves for reappointment. A resolution for the reappointment of Moore Stephens as auditors of the Company is to be proposed at the forthcoming annual general meeting.

By Order of the Board

Yau On Yee, Annie

Chairman

Hong Kong, 18 June 2008

核數師

馬施雲會計師事務所於2006年4月6日替代畢馬威會計師事務所擔任本公司核數師。

馬施雲會計師事務所即將告退，惟願膺選連任。由馬施雲會計師事務所連任本公司核數師的決議案，將於即將舉行的股東週年大會上提出。

承董事會命

邱安儀

主席

香港，2008年6月18日

Corporate Governance Report 企業管治報告

Compliance with the Code on Corporate Governance Practices of the Listing Rules

The Company is committed to the establishment of good corporate governance practices and procedures. The Company has applied the principles and complied with all code provisions and, where applicable, the recommended best practices of the Code on Corporate Governance Practices ("CG Code") as set out in Appendix 14 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules") throughout the year ended 29 February 2008, except the following deviations from code provisions A.3.2 of the CG Code:

Mr. Gerald Clive Dobby resigned as an Independent Non-executive Director of the Company on 28 February 2007 for personal reasons and the number of the Independent Non-executive Directors fell below the minimum number required under Rule 3.10(1) of the Listing Rules and the number of the members of audit committee fell below the minimum number required under Rule 3.21 of the Listing Rules. Subsequently, Mr. Siu Ming Wah was appointed to fill the vacancy of Independent Non-executive Director and member of the audit committee on 2 May 2007.

Model Code on Securities Transactions by Directors

The Company has adopted the Model Code set out in Appendix 10 to the Listing Rules as its own code of conduct regarding Directors' securities transactions. Enquiry has been made with all Directors and the Directors have confirmed compliance with the required standard set out in the Model Code during the year ended 29 February 2008.

遵守上市規則之企業管治常規守則

本公司致力制定良好企業管治常規及程序。於截至2008年2月29日止年度，本公司一直應用及遵守香港聯合交易所有限公司證券上市規則(「上市規則」)附錄14所載企業管治常規守則(「企業管治守則」)之原則及所有守則條文以及(在適用情況下)建議最佳常規，惟以下偏離企業管治守則條文第A.3.2條之情況除外：

Gerald Clive Dobby先生於2007年2月28日基於私人理由退任本公司獨立非執行董事，獨立非執行董事數目因而低於上市規則第3.10(1)條的最低人數規定，審核委員會成員數目亦低於上市規則第3.21條的最低人數規定。其後蕭銘鐸先生於2007年5月2日獲委任以填補獨立非執行董事及審核委員會成員之空缺。

董事進行證券交易之標準守則

本公司已採納上市規則附錄10所載標準守則，作為本公司有關董事進行證券交易之操守準則。本公司已向全體董事作出查詢，各董事已確認彼等於截至2008年2月29日止年度遵守標準守則所規定標準。

The Board of Directors

During the year ended 29 February 2008, the Board of Directors of the Company (the "Board") is collectively responsible for the management of the business and affairs of the Group with the objective of enhancing shareholders' value. The Board is responsible for making decisions on major operational and financial matters as well as investments, and overseeing the management of the business. The general management and day-to-day operations, including preparation of annual and interim reports and accounts for board approval before public reporting, execution of business strategies and initiatives adopted by the Board, monitoring of operating budgets, implementation of adequate systems of internal controls and risk management procedures, and compliance with relevant statutory requirements and rules and regulations, are delegated to the management team of the Group. The Board comprises a total of nine Directors, with six Executive Directors and three Independent Non-executive Directors. One-third of the Board are Independent Non-executive Directors and more than one of them have appropriate professional qualifications, or accounting or related financial management expertise as required by the Listing Rules. All of the Directors are subject to retirement by rotation and re-election at the general meeting in accordance with the Company's Bye-Laws.

The Board has received from each of Mr. Tse Tat Fung, Tommy and Mr. Peter Gerardus Van Weerdenburg a resignation as an Executive Director of the Company with effect from 26 May 2008 and 10 June 2008 respectively and the said resignations were accepted.

The Board has received from each of the three Independent Non-executive Directors an annual confirmation of his independence pursuant to Rule 3.13 of the Listing Rules and the Board considers each of the three Independent Non-executive Directors to be independent.

董事會

於截至2008年2月29日止年度，本公司董事會（「董事會」）共同負責管理本集團業務及事務，目標為提升股東價值。董事會負責於營運和財務事項，以及投資方面作出決策，並監察業務的管理工作。日常管理及營運，包括籌備年度及中期報告與賬目以供董事會於公開呈報前審批，執行董事會採納的業務策略及建議、監察營運預算、實施足夠內部監控系統和風險管理程序，以及遵守相關法定要求和規則及規例事宜，均交由本集團管理層負責。董事會由合共九名董事組成，包括六名執行董事及三名獨立非執行董事（「獨立非執行董事」）。董事會之三分之一成員為獨立非執行董事，而超過一名獨立非執行董事具備上市規則規定之合適專業資格或會計或相關財務管理專業知識。全體董事均須按照本公司之公司細則於股東大會輪值告退及膺選連任。

董事會已接獲謝達峰先生及溫彼得先生之呈辭，他們擬分別於2008年5月26日及2008年6月10日起辭任本公司執行董事之職務。上述呈辭已獲董事會接納。

董事會已接獲三名獨立非執行董事各自按照上市規則第3.13條作出之年度獨立身分確認書。董事會認為，三名獨立非執行董事均具獨立性。

The Company has established the Board process. Regular Board Meetings are held at least four times a year, and if necessary, additional meetings are arranged as and when required. The Company Secretary assists the Chairman in preparing the agenda for the meetings and preparing and disseminating Board papers to the Directors in a timely and comprehensive manner. All Directors have access to the advice and services of the Company Secretary to ensure that the procedures are followed and all applicable rules and regulations are complied with.

During the year ended 29 February 2008, the full Board held 5 meetings and details of Directors' attendance records are set out below:

本公司已制定董事會程序。董事會每年最少召開四次定期會議，並於有需要時安排額外會議。公司秘書協助主席適時編製完備之會議議程，並適時編製及向各董事分發齊備之董事會文件。全體董事均可取得公司秘書之意見及服務，以確保符合程序以及遵守所有相關規則及規定。

於截至2008年2月29日止年度，董事會曾召開五次全體董事會議，各董事出席記錄詳情如下：

Number of meetings	會議數目	5
Directors	董事	Attendance 出席次數
Executive Directors:	執行董事：	
Tse Tat Fung, Tommy	謝達峰	5
Peter Gerardus Van Weerdenburg	溫彼得	5
Erwin Steve Huang	黃岳永	4
Yau On Yee, Annie	邱安儀	5
Cheung Tse Kin, Michael	張子健	4
Lai Tsz Mo, Lawrence (appointed on 18 June 2007)	黎子武(於2007年6月18日獲委任)	4
Independent Non-executive Directors:	獨立非執行董事：	
Chui Chi Yun, Robert	崔志仁	5
Peter George Brown	包安嵐	5
Siu Ming Wah (appointed on 2 May 2007)	蕭銘鐸(於2007年5月2日獲委任)	4

Note:

- Mr. Tse Tat Fung, Tommy resigned as an Executive Director on 26 May 2008.
- Mr. Peter Gerardus Van Weerdenburg resigned as an Executive Director on 10 June 2008.

附註：

- 謝達峰先生於2008年5月26日辭任執行董事職務。
- 溫彼得先生於2008年6月10日辭任執行董事職務。

The Chairman and the Chief Executive Officer

The positions of Chairman of the Board and Chief Executive Officer are held by separate individuals with a view to maintaining an effective segregation of duties with respect to the management of the Board and the day-to-day management of the Group's business.

During the year ended 29 February 2008 the Chairman, Mr. Tse Tat Fung, Tommy, is responsible for the Group's overall strategy and business development and the Chief Executive Officer, Mr. Peter Gerardus Van Weerdenburg, is delegated with the authority and responsibility for running the Company's business and implementing the Company's strategies.

Ms. Yau On Yee, Annie succeeded Mr. Tse Tat Fung, Tommy as Chairman and Mr. Erwin Steve Huang succeeded Mr. Peter Gerardus Van Weerdenburg as the Chief Executive Officer. Both appointments took effect from 24 April 2008.

Non-executive Directors

Non-executive Directors are subject to retirement by rotation and re-election at the general meeting in accordance with the Company's Bye-Laws.

At the annual general meeting of the Company held on 2 August 2007, each of Mr. Peter George Brown and Mr. Siu Ming Wah retired by rotation as a director of the Company and was re-elected as Independent Non-executive Directors of the Company for a term of three years.

主席及行政總裁

董事會主席與行政總裁之職位由不同人士擔任，旨在有效區分董事會管理及本集團日常業務管理職務。

於截至2008年2月29日止年度，主席謝達峰先生負責本集團整體策略及業務發展，而行政總裁溫彼得先生則獲授權專責本公司業務運作及執行本公司策略。

邱安儀女士已接任謝達峰先生為本公司主席，而黃岳永先生已接任溫彼得先生為本公司行政總裁。該兩項委任皆自2008年4月24日起生效。

非執行董事

非執行董事須按照本公司之公司細則於股東大會輪值告退及膺選連任。

於2007年8月2日舉行之本公司股東週年大會上，本公司董事包安嵐先生及蕭銘鐸先生分別輪值告退，並獲重選為本公司獨立非執行董事，任期三年。

Remuneration of Directors

The Remuneration Committee, which terms of reference are posted in the Company's website and which are in compliance with the provisions set out in the CG Code, comprises four members, a majority of whom are Independent Non-executive Directors of the Company. The principal responsibilities of the Remuneration Committee include making recommendations to the Board on the Company's policy and structure in relation to the remuneration of Directors and senior management by reference to corporate goals and objectives resolved by the Board from time to time. The Remuneration Committee meets at least once a year.

The Remuneration Committee met twice during the year ended 29 February 2008 and the individual members' attendance records are set out below. In addition, during the year, the Remuneration Committee also received a number of reports and proposals from executive management in relation to remuneration issues of the Company for their review and/or approval as required.

Number of meetings	會議次數	2
Members	成員	Attendance 出席次數
Siu Ming Wah (Chairman) (appointed on 7 May 2007)	蕭銘鏞(主席) (於2007年5月7日獲委任)	2
Chui Chi Yun, Robert	崔志仁	2
Peter George Brown	包安嵐	2
Tse Tat Fung, Tommy	謝達峰	2

Note:

1. Mr. Siu Ming Wah was appointed as member on 2 May 2007 and as Chairman on 7 May 2007.
2. Mr. Tse Tat Fung, Tommy ceased to be a member since 21 May 2008.
3. Ms. Yau On Yee, Annie was appointed as member on 21 May 2008 in place of Mr. Tse Tat Fung, Tommy.

董事酬金

薪酬委員會由四名成員組成，大部分為本公司獨立非執行董事，其職權範圍載於本公司網頁，並符合企業管治守則所載條文。薪酬委員會主要職責包括參考董事會不時議決之企業目標及宗旨，就本公司董事與高層管理人員之薪酬政策及結構，向董事會作出建議。薪酬委員會每年最少舉行一次會議。

薪酬委員會於截至2008年2月29日止年度曾舉行二次會議，個別成員出席記錄如下。另外，薪酬委員會於年內亦收到管理人員所提交有關薪酬事宜之報告及建議並按情況需要予以審閱及／或批准。

附註：

1. 蕭銘鏞先生於2007年5月2日獲委任為成員並於2007年5月7日獲委任為主席。
2. 謝達峰先生自2008年5月21日起停止作為一名成員。
3. 邱安儀女士於2008年5月21日獲委任為成員，以取代謝達峰先生之位置。

The Remuneration Committee had considered the following proposals:

- (a) reviewed the remuneration policy of the Company for the year ended 29 February 2008;
- (b) reviewed and approved the service contracts for executive directors and independent non-executive directors;
- (c) reviewed and approved the annual performance bonus policy and the granting of discretionary bonus to both senior executives and other employees of the Company.

The Remuneration Committee is provided with sufficient resources, including the advice of professional firms, to discharge its duties, as necessary.

Nomination of Directors

The Company does not have a Nomination Committee. The Board as a whole is responsible for the procedure of agreeing to the appointment of its members either to fill a casual vacancy or to add to the existing directors and those directors appointed by the Board during the year shall hold office only until the next following general meeting and shall then be eligible for re-election in accordance with the Company's Bye-Laws.

The annual general meeting circular contains detailed information on election of directors including a detailed biography of all directors standing for election or re-election to ensure that shareholders can make an informed decision on their election.

薪酬委員會已考慮下列提議：

- (a) 檢討截至2008年2月29日止年度之薪酬政策；
- (b) 檢討並批准執行董事及獨立非執行董事之服務合約；
- (c) 檢討並批准年度花紅政策及向高級行政人員及其他僱員發放酌情花紅。

薪酬委員會獲提供充裕資源以履行其職務，包括於有需要時諮詢專業機構之意見。

董事提名

本公司並無設立提名委員會。董事會集體負責就填補臨時空缺或加入新增董事，協商委任新成員。按照本公司之公司細則規定，董事會於年內委任之董事任期僅至下屆股東大會為止，屆時將合資格膺選連任。

股東週年大會通函載有董事選舉詳情，包括所有參選或膺選連任董事詳細履歷，以確保股東於選舉時可以作出知情決定。

Auditors Remuneration

The amount of fees charged by the Auditors generally depends on the scope and volume of the auditors' work. For the year ended 29 February 2008, the remuneration payable to Moore Stephens was approximately HK\$3 million for audit services and HK\$17,000 for other assurance services.

Audit Committee

The Audit Committee, which terms of reference are posted in the Company's website and which are in compliance with the provisions set out in the CG Code, comprises three members who are all Independent Non-executive Directors of the Company. The principal duties of the Audit Committee include the review and supervision of the Group's financial reporting system and internal control procedures, review of the Group's financial statements and review of the relationship with the external auditors of the Company. The Audit Committee meets at least twice a year.

During the year ended 29 February 2008, the Audit Committee held 4 meetings and details of individual members' attendance records are set out below:

Number of meetings	會議次數	
Members	成員	Attendance 出席次數
Chui Chi Yun, Robert (Chairman)	崔志仁(主席)	4
Peter George Brown	包安嵐	4
Siu Ming Wah (appointed on 2 May 2007)	蕭銘鐸(於2007年5月2日獲委任)	3

核數師酬金

核數師收取之費用一般視乎核數師之工作範圍及工作量而定。於截至2008年2月29日止年度，馬施雲會計師事務所就核數服務收取之酬金約為港幣3,000,000元，及就提供其他審計服務收取港幣17,000元酬金。

審核委員會

審核委員會由本公司全部三名獨立非執行董事組成，其職權範圍載於本公司網頁，並符合企業管治守則所載條文。審核委員會主要職責包括檢討及監督本集團之財務申報制度及內部監控程序、審閱本集團財務報表以及檢討與本公司外聘核數師之關係。審核委員會每年最少召開兩次會議。

於截至2008年2月29日止年度，審核委員會曾召開四次會議，個別成員出席記錄詳情如下：

The following is a summary of the work performed by the Audit Committee during the year:

- (a) discussed with the external auditors the general scope of their audit work;
- (b) reviewed and made recommendations to the Board in respect of the audit fee proposals for the Group for the year ended 29 February 2008;
- (c) reviewed and approved the Group's internal audit policy and internal audit plan for the year 2008;
- (d) reviewed the internal audit reports covering the evaluation of internal controls;
- (e) reviewed the audited accounts and final results announcement for the year ended 28 February 2007; and
- (f) reviewed the Interim Report and interim results announcement for the six months ended 31 August 2007.

The Audit Committee is provided with sufficient resources, including the advice of external auditors and Internal Audit Department, to discharge its duties.

The Group's annual report for the year ended 29 February 2008 has been reviewed by the Audit Committee.

審核委員會於年內之工作概述如下：

- (a) 與外聘核數師討論其核數工作範圍；
- (b) 審閱並就本集團截至2008年2月29日止年度之核數費用向董事會作出建議；
- (c) 審閱並批准本集團之2008年內部核數政策及內部核數計劃；
- (d) 審閱包括內部監控評估之內部核數報告；
- (e) 審閱截至2007年2月28日止年度之經審核賬目及全年業績公佈；及
- (f) 審閱截至2007年8月31日止六個月之中期報告及中期業績公佈。

審核委員會獲提供充裕資源以履行其職務，包括諮詢外聘核數師與內部核數部門之意見。

本集團截至2008年2月29日止年度之年報已由審核委員會審閱。

Directors' Responsibility for the Financial Statements

The Directors acknowledge their responsibility for preparing the financial statements of the Group and presenting a balanced, clear and comprehensive assessment of the Group's performance.

In preparing the financial statements of the Group for the year ended 29 February 2008, the Directors have selected the appropriate accounting policies and applied them consistently; approved the adoption of all applicable Hong Kong Financial Reporting Standards which are issued by the Hong Kong Institute of Certified Public Accountants; made judgements and estimates that are prudent and reasonable; and prepared the financial statements on the going concern basis.

Internal Control

The Board, through the Audit Committee, is responsible for ensuring that adequate internal controls are in place to safeguard the Company's assets and manage risks. The executive management has been delegated the responsibility of identifying and evaluating the risks faced by the Group and of designing, operating and monitoring an effective control system.

The internal control system is designed to provide reasonable, but not absolute, assurance on the effectiveness and efficiency of operations in achieving the established corporate objectives, safeguarding the Group's assets, providing reliable financial reporting and complying with the applicable laws and regulations. Systems and procedures are also established to identify, measure, manage and control, rather than eliminate, different risks arising from different business and functional activities.

董事對財務報表之責任

董事明瞭，彼等有責任編製本集團財務報表，以就本集團表現呈列持平、清晰及全面之評估。

編製本集團截至2008年2月29日止年度之財務報表時，董事已挑選及貫徹應用合適之會計政策；批准採納香港會計師公會頒佈之所有適用香港財務報告準則；作出審慎合理之判斷及估計；以及按持續經營基準編製財務報表。

內部監控

董事會透過審核委員會負責確保已施行充份內部監控措施，保障本公司財產及管理風險。執行管理人員獲指派負責找出及評估本集團面對之風險，以及設計、執行及監察有效監控制度。

內部監控制度之設計旨在提供合理，而非絕對保障，確保營運效益及效率，從而達至既訂公司目標、保障集團財產、提供可靠財務報告及遵守適用法律及規例。制度及程序之訂立旨在找出、計量、管理及控制，而並非消除，不同業務及功能活動產生之不同風險。

The Group's Internal Audit Department plays an important role in the internal control function. It provides objective assurance to the Board that a sound internal control system is maintained and operated in compliance with the established processes and standards by performing periodic audits over all major operations of the Group, typically over a three-year cycle. An annual audit plan (comprising annual audit focus and audit frequencies) is prepared based on the department's independent risk assessment. Such work plan is discussed and agreed with the Audit Committee at the beginning of each financial year. Major internal audit findings will be submitted to the Audit Committee for review and all recommendations from the Internal Audit Department will be properly followed up to ensure that they are implemented within a reasonable period of time. The Directors have received the report from the Internal Audit Department which conducted a review of the effectiveness of the system of internal control of the Group.

The scope of work performed by the internal audit function during the year included financial and operational reviews, recurring/surprise inventory counts and audits, and special reviews.

In March 2008, an independent international professional accounting firm was appointed by the Board to assist in conducting a review on the Group's system of internal controls and to provide recommendations on areas of improvement. The review covered the material controls on the Group's operations in Hong Kong and Shenzhen including the financial, operational, compliance and risk management functions of the Group.

The report of the review by the independent international professional accounting firm has been discussed and adopted by the Audit Committee Meeting on 16 June 2008. The management and other relevant personnel have been following up the recommendations stated in the report in order to enhance internal control policies, procedure and practice. The Board considers that the internal control system of the Group is effective and will continue to review and update the system to ensure that shareholder's investments and the Group's assets are safeguarded.

本集團內部核數部門於內部監控上擔當重要角色，定期審核本集團所有主要營運項目，一般以三年為一個循環，以向董事會提供客觀保證，內部監控制度有效運行，且符合既訂程序及準則。年度審核計劃(包括年度審核目標及審核頻率)乃按部門之獨立風險評估制訂，審核委員會於每個財政年度年初討論及通過該審核計劃。重大內部審核發現均會呈交審核委員會審閱，而內部審核部門所有建議均會妥為跟進，以確保全都在合理時間內獲執行。董事已收到由內部核數部門進行有關集團內部監控系統有效性的檢討的報告。

內部審核部門年內之工作包括財務及營運檢討、循例／突擊盤點及核數以及特別檢討。

董事會已於2008年3月委聘一家獨立的國際會計師事務所就本集團內部監控系統進行審閱，並就需改進的方面提供建議。該審閱之範圍涉及本集團香港及深圳營運之重大監控，包括財務、營運、遵法及風險管理工作。

檢討報告由獨立的國際會計師事務所編制，並於2008年6月16日經審核委員會討論及接納。管理層及其他相關人員已跟進或正在跟進報告內的建議，以加強內部監控政策、程序及慣例。董事會認為本集團之內部監控系統有效運作，並會不停檢討及修正系統，確保股東之投資及本集團資產得到保障。

Communication with Shareholders

The Company establishes and maintains different communication channels with its shareholders through the publication of annual and interim reports and press releases. Such information is also available on the Company's website and the website of <http://tsl.etnet.com.hk>.

The annual general meeting provides a useful forum for shareholders to exchange views with the Board. At the Company's 2007 Annual General Meeting, the Chairman of the Audit Committee and the Chairman of the Remuneration Committee were present and ready to answer shareholders' questions.

Details of the poll voting procedures and the rights of shareholders to demand a poll have been included in the annual general meeting circular. At the Company's 2007 Annual General Meeting, all the resolutions were dealt with on poll voting and Tricor Secretaries Limited, the Company's Hong Kong Branch Share Registrar, was engaged as scrutineer to ensure the votes were properly counted.

與股東溝通

本公司透過刊發年報、中期報告及新聞稿，與其股東建立並維持不同溝通渠道。有關資料亦載於本公司網頁及<http://tsl.etnet.com.hk>網頁。

股東週年大會為股東提供與董事會交流意見之有效平台。審核委員會主席及薪酬委員會主席均有出席本公司2007年股東週年大會，以便回答股東提問。

按股數投票表決程序及股東要求按股數投票權利之詳情已載於股東週年大會通函。於本公司2007年股東週年大會上，所有決議案均以按股數投票方式表決，本公司並聘用其香港股份過戶登記分處卓佳秘書商務有限公司擔任監票人，確保點票程序恰當。

Report of Independent Auditors 獨立核數師報告書

**Independent Auditors' Report to the Shareholders of
Tse Sui Luen Jewellery (International) Limited**
(Incorporated in Bermuda with limited liability)

We have audited the consolidated financial statements of Tse Sui Luen Jewellery (International) Limited (the "Company") and its subsidiaries (collectively referred to as the "Group") set out on pages 80 to 167, which comprise the consolidated and Company balance sheets as at 29 February 2008, and the consolidated income statement, the consolidated statement of changes in equity and the consolidated cash flow statement for the year then ended, and a summary of significant accounting policies and other explanatory notes.

Directors' responsibility for the consolidated financial statements

The directors of the Company are responsible for the preparation and the true and fair presentation of these consolidated financial statements in accordance with Hong Kong Financial Reporting Standards issued by the Hong Kong Institute of Certified Public Accountants and the disclosure requirements of the Hong Kong Companies Ordinance. This responsibility includes designing, implementing and maintaining internal control relevant to the preparation and the true and fair presentation of consolidated financial statements that are free from material misstatement, whether due to fraud or error; selecting and applying appropriate accounting policies; and making accounting estimates that are reasonable in the circumstances.

Auditors' responsibility

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

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

**致謝瑞麟珠寶(國際)有限公司
全體股東**
(於百慕達註冊成立的有限公司)

本核數師(以下簡稱「我們」)已審核列載於第80頁至167頁謝瑞麟珠寶(國際)有限公司(「貴公司」)及其附屬公司(以下統稱「貴集團」)的綜合財務報表，其中包括於2008年2月29日的綜合及公司資產負債表、截至該日止年度的綜合收益表、綜合權益變動表和綜合現金流量表以及主要會計政策概要和其他附註解釋。

董事就綜合財務報表須承擔的責任

公司董事須負責根據香港會計師公會頒佈的香港財務報告準則及香港公司條例披露規定，編製及真實公平地列報該等綜合財務報表。這責任包括設計、實施及維護與編製及真實公平地列報綜合財務報表相關的內部控制，以確保綜合財務報表不存在因於欺詐或錯誤而導致的重大錯誤陳述；選擇並應用適當的會計政策；及按情況下作出合理的會計估計。

核數師的責任

我們的責任是根據我們的審核該等綜合財務報表發表意見，並按照百慕達1981年公司法第90條僅向全體股東報告。除此之外，本報告別無其他目的。本核數師不會就本報告內容向任何其他人士負上或承擔任何責任。

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

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

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

Opinion

In our opinion, the consolidated financial statements give a true and fair view of the state of affairs of the Company and of the Group as at 29 February 2008 and of the Group's profit and cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards and have been properly prepared in accordance with the disclosure requirements of the Hong Kong Companies Ordinance.

Moore Stephens

Certified Public Accountants
905 Silvercord, Tower 2
30 Canton Road
Tsimshatsui
Kowloon

Hong Kong, 18 June 2008

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

我們相信，我們所獲得的審核憑證是充足和適當地為我們的審核意見提供基礎。

意見

我們認為，該等綜合財務報表已根據香港財務報告準則真實而公平地反映 貴公司及 貴集團於2008年2月29日的事務狀況，及 貴集團截至該日止年度的利潤及現金流量，並已按照香港公司條例的披露規定妥為編製。

馬施雲會計師事務所

執業會計師
香港
九龍
尖沙咀
廣東道30號
新港中心第2期905室

香港，2008年6月18日

Consolidated Income Statement 綜合收益表

for the year ended 29 February 2008 截至2008年2月29日止年度

		Note 附註	Year ended 29.2.2008 截至2008年 2月29日止年度 HK\$'000 港幣千元	Year ended 28.2.2007 截至2007年 2月28日止年度 HK\$'000 港幣千元
Turnover	營業額	2&11	1,917,467	1,509,851
Cost of sales	銷售成本		(898,714)	(707,985)
Gross profit	毛利		1,018,753	801,866
Other revenue	其他收入	3&11	7,579	5,449
Selling expenses	銷售費用		(731,972)	(577,650)
Administrative expenses	行政費用		(126,771)	(127,243)
Other operating expenses	其他經營費用		-	(168)
Profit from operations	經營盈利		167,589	102,254
Finance costs	財務費用	4(a)	(9,857)	(10,332)
Profit on disposal of land and buildings	出售土地及樓宇盈利		-	1,603
Gain on disposal of subsidiaries	出售附屬公司收益		-	1,384
Impairment loss on goodwill	商譽之減值虧損		-	(7,002)
Impairment loss on land and buildings	土地及樓宇之減值虧損		(1,825)	-
Negative goodwill on acquisition of additional interest in a subsidiary	收購附屬公司額外權益之負商譽		1,502	11,027
Profit from ordinary activities before taxation	除稅前正常業務盈利	4	157,409	98,934
Taxation	稅項	5(a)	(46,053)	(24,955)
Profit for the year	本年度盈利	8	111,356	73,979
Attributable to:-	應佔部分：			
Equity holders of the Company	本公司股東		99,240	55,562
Minority interests	少數股東權益		12,116	18,417
Profit for the year	本年度盈利	8	111,356	73,979
Dividends	股息	9	2,070	-
Earnings per share	每股盈利			
Basic	基本	10(a)	47.9 cents 47.9仙	26.8 cents 26.8仙
Diluted	攤薄	10(b)	N/A 不適用	N/A 不適用

The notes on pages 87 to 167 form part of these financial statements.

第87至第167頁的附註屬本財務報表一部分。

Consolidated Balance Sheet 綜合資產負債表

at 29 February 2008 於2008年2月29日

29.2.2008

2008年2月29日

28.2.2007

2007年2月28日

Note 附註 HK\$'000 港幣千元 HK\$'000 港幣千元 HK\$'000 港幣千元 HK\$'000 港幣千元

Non-current assets	非流動資產			
Property, plant and equipment	物業、廠房及設備	12(a)	138,375	130,663
Other financial asset	其他財務資產	14	500	500
Club debenture	會籍債權證	15	-	103
Deferred tax assets	遞延稅項資產	25(b)	18,883	25,096
			157,758	156,362
Current assets	流動資產			
Inventories	存貨	16	865,594	521,589
Trade and other receivables	應收賬款及其他應收款	17	156,590	143,694
Current tax recoverable	可收回本期稅項	25(a)	44	71
Cash at bank and in hand	銀行存款及現金	18	78,998	99,178
			1,101,226	764,532
Current liabilities	流動負債			
Trade and other payables	應付賬款及其他應付款	19	(524,340)	(358,309)
Bank overdrafts – secured	銀行透支 – 有抵押	20	(25,804)	(18,486)
Bank loans – secured	銀行貸款 – 有抵押	20	(73,797)	(12,800)
Other loans – secured	其他貸款 – 有抵押	21	(14,552)	(38,135)
Other loans – unsecured	其他貸款 – 無抵押	22	(1,782)	(1,640)
Obligations under finance leases – current	融資租賃承擔 – 本期	23(a)	(865)	(1,151)
Current tax payable	應付本期稅項	25(a)	(96,874)	(94,824)
			(738,014)	(525,345)
Net current assets	流動資產淨值		363,212	239,187
Total assets less current liabilities carried forward	總資產減流動負債結轉		520,970	395,549

29.2.2008

28.2.2007

2008年2月29日

2007年2月28日

Note 附註 HK\$'000 港幣千元 HK\$'000 港幣千元 HK\$'000 港幣千元 HK\$'000 港幣千元

Total assets less current liabilities brought forward	承前總資產減流動負債		520,970	395,549
Non-current liabilities	非流動負債			
Bank loans – secured	銀行貸款 – 有抵押	20	(32,320)	(38,200)
Other loans – secured	其他貸款 – 有抵押	21	(21,514)	(36,066)
Other loan – unsecured	其他貸款 – 無抵押	22	(312)	(2,093)
Obligations under finance leases – non-current	融資租賃承擔 – 非本期部份	23(a)	(126)	(991)
Employee benefit obligations	僱員福利義務	24	(17,671)	(10,836)
Deferred tax liabilities	遞延稅項負債	25(b)	(777)	(55)
			(72,720)	(88,241)
NET ASSETS	資產淨值		448,250	307,308
CAPITAL AND RESERVES	資本及儲備			
Share capital	股本	26(a)	51,766	51,766
Reserves	儲備		349,865	223,863
Total equity attributable to equity holders of the Company	本公司股東應佔權益總額		401,631	275,629
Minority interests	少數股東權益		46,619	31,679
TOTAL EQUITY	權益總額		448,250	307,308

Approved and authorised for issue by the board of directors on 18 June 2008

董事會於2008年6月18日核准並許可刊發

Yau On Yee, Annie
邱安儀)
)

Directors

Lai Tsz Mo, Lawrence
黎子武)
)
)

董事

The notes on pages 87 to 167 form part of these financial statements.

第87至第167頁的附註屬本財務報表一部分。

Balance Sheet 資產負債表

at 29 February 2008 於2008年2月29日

		29.2.2008		28.2.2007	
		2008年2月29日		2007年2月28日	
Note 附註		HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元
Non-current assets	非流動資產				
Property, plant and equipment	物業、廠房及設備	12(b)	5,615		298
Interests in subsidiaries	附屬公司權益	13	560,011		226,743
Deferred tax assets	遞延稅項資產	25(b)	2,602		1,394
			568,228		228,435
Current assets	流動資產				
Other receivables, deposits and prepayments	其他應收款、按金及預付款	17(e)	230	7,886	
Cash at bank and in hand	銀行存款及現金		22	46	
			252	7,932	
Current liabilities	流動負債				
Other payables and accruals	其他應付款及應計費用	19(c)	(5,346)	(5,374)	
Other loans – secured	其他貸款—有抵押	21	—	(16,335)	
Other loan – unsecured	其他貸款—無抵押	22	(1,782)	(1,640)	
Obligations under finance leases – current	融資租賃承擔—本期部份	23(b)	(841)	(980)	
			(7,969)	(24,329)	
Net current liabilities	流動負債		(7,717)	(16,397)	
Total assets less current liabilities	總資產減流動負債		560,511	212,038	
Non-current liabilities	非流動負債				
Other loan – unsecured	其他貸款—無抵押	22	(311)	(2,093)	
Obligations under finance leases – non-current	融資租賃承擔—非本期部份	23(b)	(62)	(903)	
			(373)	(2,996)	
NET ASSETS	資產淨值		560,138	209,042	
CAPITAL AND RESERVES	資本及儲備				
Share capital	股本	26(a)	51,766	51,766	
Reserves	儲備	27	508,372	157,276	
TOTAL EQUITY	權益總額		560,138	209,042	

Approved and authorised for issue by the board of directors on 18 June 2008

Yau On Yee, Annie
邱安儀

)
)

Directors

董事會於2008年6月18日核准並許可刊發

Lai Tsz Mo, Lawrence
黎子武

)
)

董事

The notes on pages 87 to 167 form part of these financial statements.

第87至第167頁的附註屬本財務報表一部分。

Consolidated Statement of Changes in Equity 綜合權益變動表

for the year ended 29 February 2008 截至2008年2月29日止年度

		Share capital	Share premium	Capital reserve	Share-based Compensation reserve	Exchange reserve	(Accumulated losses)/ retained profits	Total	Minority interests	Total equity
		股本	股份溢價	資本儲備	股份補償儲備	匯兌儲備	(累計虧損)/ 保留盈利	總額	少數股東權益	權益總額
		HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元
1 March 2006	於2006年3月1日	51,766	116,634	97,992	2,332	(2,961)	(58,811)	206,952	39,958	246,910
Increase in interests in subsidiaries	附屬公司權益增加	-	-	-	-	(1,859)	-	(1,859)	(27,793)	(29,652)
Release of reserves on disposal of a subsidiary	解除出售附屬公司儲備	-	-	-	-	(961)	-	(961)	-	(961)
Share option expenses	購股權開支	-	-	-	2,005	-	-	2,005	-	2,005
Adjustment arising from lapse of share options	購股權失效所產生之調整	-	-	-	(183)	-	183	-	-	-
Exchange difference on translation of financial statements of subsidiaries	換算附屬公司財務報表之匯兌差額	-	-	-	-	13,930	-	13,930	1,097	15,027
Profit for the year	年內盈利	-	-	-	-	-	55,562	55,562	18,417	73,979
28 February 2007 and 1 March 2007	於2007年2月28日及2007年3月1日	51,766	116,634	97,992	4,154	8,149	(3,066)	275,629	31,679	307,308
Share option expenses	購股權開支	-	-	-	333	-	-	333	-	333
Adjustment arising from lapse of share options	購股權失效所產生之調整	-	-	-	(231)	-	231	-	-	-
Release of reserves on disposal of subsidiaries	解除出售附屬公司儲備	-	-	25,987	-	-	(25,987)	-	-	-
Increase in interests in subsidiaries	附屬公司權益增加	-	-	-	-	(197)	-	(197)	(3,148)	(3,345)
Exchange difference on translation of financial statements of subsidiaries	換算附屬公司財務報表之匯兌差額	-	-	-	-	26,626	-	26,626	5,972	32,598
Profit for the year	年內盈利	-	-	-	-	-	99,240	99,240	12,116	111,356
29 February 2008	於2008年2月29日	51,766	116,634	123,979	4,256	34,578	70,418	401,631	46,619	448,250

Consolidated Cash Flow Statement 綜合現金流量表

for the year ended 29 February 2008 截至2008年2月29日止年度

		Year ended 29.2.2008 截至2008年 2月29日止年度 HK\$'000 港幣千元	Year ended 28.2.2007 截至2007年 2月28日止年度 HK\$'000 港幣千元
Operating activities	經營活動		
Profit from ordinary activities before taxation	除稅前正常業務盈利	157,409	98,934
Adjustments for:	調整項目：		
- Finance costs	- 財務費用	9,857	10,332
- Profit on disposal of investments in securities	- 出售證券投資盈利	-	(4)
- Profit on disposal of land and buildings	- 出售土地及樓宇盈利	-	(1,603)
- Impairment loss on land and buildings	- 土地及樓宇之減值虧損	1,825	-
- Impairment loss on goodwill	- 商譽之減值虧損	-	7,002
- Negative goodwill on acquisition of additional interest in a subsidiary	- 收購附屬公司額外權益之負商譽	(1,502)	(11,027)
- Loss on disposal of property, plant and equipment	- 出售物業、廠房及設備虧損	296	168
- Depreciation	- 折舊	40,060	28,851
- Interest income	- 利息收入	(491)	(350)
- Gain on disposal of subsidiaries	- 出售附屬公司收益	-	(1,384)
- Equity-settled share option expenses	- 以股本結算購股權開支	333	2,005
- Provision for impairment loss of investments in securities	- 證券投資之減值虧損撥備	-	2
- Impairment loss on club debenture	- 會籍債權證減值虧損	103	-
- Reversal of provision for impairment loss of investments in securities	- 證券投資之減值虧損撥回撥備	-	(26)
Operating profit before changes in working capital	營運資金變動前經營盈利	207,890	132,900
Increase in inventories	存貨增加	(344,005)	(20,866)
Increase in trade and other receivables	應收賬款及其他應收款增加	(13,633)	(32,047)
Increase/(decrease) in trade and other payables	應付賬款及其他應付款增加/(減少)	166,050	(2,121)
Increase in employee benefit obligations	僱員福利義務增加	6,835	2,077
Cash generated from operations	經營業務產生的現金	23,137	79,943
Tax paid	已付稅項		
- Hong Kong Profits Tax	- 香港利得稅	(11,364)	(7,680)
- Overseas tax	- 海外稅項	(26,317)	(17,902)
Net cash (used in)/generated from operating activities	經營活動(所用)/產生的現金淨額	(14,544)	54,361

		Year ended 29.2.2008 截至2008年 2月29日止年度 HK\$'000 港幣千元	Year ended 28.2.2007 截至2007年 2月28日止年度 HK\$'000 港幣千元
Investing activities	投資活動		
Payments to acquire property, plant and equipment	支付購入物業、廠房及設備的付款	(48,273)	(42,034)
Proceeds from disposal of property, plant and equipment	出售物業、廠房及設備所得款項	257	2,303
Proceeds from disposal of investments in securities	出售證券投資所得款項	-	28
Payments to acquire additional interests in subsidiaries	支付收購附屬公司額外權益的付款	(909)	(19,791)
Interest received	已收利息	491	350
Net cash used in investing activities	投資活動所用的現金淨額	(48,434)	(59,144)
Financing activities	融資活動		
Capital element of finance lease payments	已付融資租賃租金的本金部分	(1,150)	(1,211)
Proceeds from new other loans	新造其他貸款所得款項	-	21,335
Proceeds from new bank loan	新造銀行貸款所得款項	70,117	-
Repayment of bank loans	償還銀行貸款	(15,000)	(6,000)
Repayment of other loans	償還其他貸款	(39,775)	(15,767)
Interest element of finance lease payment	融資租賃款項的利息部分	(119)	(194)
Interest paid	已付利息	(9,756)	(10,141)
Net cash generated from / (used in) financing activities	融資活動產生 / (所用) 的現金淨額	4,317	(11,978)
Net decrease in cash and cash equivalents	現金及現金等價物減少淨額	(58,661)	(16,761)
Cash and cash equivalents at beginning of year	於年初的現金及現金等價物	80,692	82,699
Effect of foreign exchange rates changes	外幣匯率變動的影響	31,163	14,754
Cash and cash equivalents at end of year	於年底的現金及現金等價物	53,194	80,692
Analysis of cash and cash equivalents	現金及現金等價物分析		
Cash at bank and in hand	銀行存款及現金	78,998	99,178
Bank overdrafts	銀行透支	(25,804)	(18,486)
		53,194	80,692

The notes on pages 87 to 167 form part of these financial statements.

第87至第167頁的附註屬本財務報表一部分。

Notes to the Financial Statements 財務報表附註

1 Significant accounting policies

a) Statement of compliance

These financial statements were prepared in accordance with Hong Kong Financial Reporting Standards ("HKFRSs"), which include all applicable individual HKFRSs, Hong Kong Accounting Standards ("HKASs") and Interpretations issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA") and the disclosure requirements of the Hong Kong Companies Ordinance. These financial statements also comply with the applicable disclosure provisions of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited ("Listing Rules").

b) Basis of preparation of financial statements

The measurement basis used in the preparation of the financial statements is historical cost modified by the marking to market of certain investments in securities as explained in the accounting policies set out below.

The principal accounting policies and methods of computation used in the preparation of the financial statements for the year ended 29 February 2008 are consistent with those adopted in the financial statements for the year ended 28 February 2007, except for the adoption of the new and revised HKFRS as explained in (c) below.

A summary of the significant accounting policies adopted by the Group is set out below.

1 主要會計政策

a) 遵例聲明

此等財務報表是按照香港會計師公會(「香港會計師公會」)頒佈的所有適用香港財務報告準則「香港財務報告準則」,其包括所有適用個別香港財務報告準則、香港會計準則(「香港會計準則」)及詮釋)以及香港公司條例的披露規定編製。此等財務報表亦符合香港聯合交易所有限公司證券上市規則(「上市規則」)的適用披露規定。

b) 財務報表的編製基準

本財務報表以歷史成本法為編製基準,並按下述會計政策所說明就部分按市值入賬的證券投資修訂。

除採納下文(c)項所述新訂及經修訂香港財務報告準則外,編製截至2008年2月29日止年度財務報表所採用主要會計政策及計算方法與截至2007年2月28日止年度財務報表所採納者一致。

下文載列本集團所採納主要會計政策概要。

1 Significant accounting policies (continued)

c) Adoption of new and revised Hong Kong Financial Reporting Standards

During the current year, the Group has adopted the following amendments to HKFRSs and Interpretations which are effective for accounting periods commencing on or after 1 January 2007:–

HKFRS 7	Financial instruments: Disclosures
HKAS 1 (Revised)	Presentation of Financial Statements: Capital Disclosures
HK(IFRIC) – Int 8	Scope of HKFRS 2
HK(IFRIC) – Int 9	Reassessment of Embedded Derivatives
HK(IFRIC) – Int 10	Interim Financial Reporting and Impairment
HK(IFRIC) – Int 11	HKFRS 2 – Group and Treasury Share Transactions

The adoption of the above amendments, new standards and interpretations has had no material impact on the accounting policies of the Group and the Company and the methods of computation in the Group's and the Company's financial statements.

1 主要會計政策(續)

(c) 採納新訂及經修訂香港財務報告準則

於本年度，本集團採納以下於2007年1月1日或以後開始之會計期間生效之香港財務報告準則修訂及詮釋：

香港財務報告準則 第7號	金融工具：披露
香港會計準則第1號 (經修訂)	財務報表之呈列 – 資本披露
香港(國際財務報告 準則詮釋委員會) – 詮釋第8號	香港財務報告準則 第2號之範圍
香港(國際財務報告 準則詮釋委員會) – 詮釋第9號	重新評估內含衍生工具
香港(國際財務報告 準則詮釋委員會) – 詮釋第10號	中期財務報告及減值
香港(國際財務報告 準則詮釋委員會) – 詮釋第11號	香港財務報告準則 第2號–集團及 庫存股份交易

採納上述修訂、新準則及詮釋對本集團及本公司之會計政策以及本集團及本公司財務報表之計算方法並無構成任何重大影響。

1 Significant accounting policies (continued)

d) Judgments and estimates

The preparation of financial statements in conformity with HKFRSs requires the directors to make judgments, estimates and assumptions that affect the application of policies and reported amounts of assets, liabilities, income and expense. The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis of making the judgments about carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates.

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

The directors have considered the development, selection and disclosure of the Group's critical accounting policies and estimates. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets or liabilities are as follows:

- (i) *Useful lives and depreciation of property, plant and equipment*
The Group determines the estimated useful lives and related depreciation charges of its property, plant and equipment. These estimates are based on the historical experience of the actual useful lives of property, plant and equipment of similar nature and functions. The Group will increase the depreciation charge where useful lives are less than previously estimated lives, and will write off or write down technically obsolete or non-strategic assets that have been abandoned or sold. Actual economic lives may differ from estimated useful lives. Periodic review could result in a change in depreciable lives and therefore depreciation charge in the future periods.

1 主要會計政策(續)

d) 判斷及估計

按照香港財務報告準則編製財務報表時，董事必須作出影響政策應用及所呈報資產、負債、收入及開支數額之判斷、估計及假設。在沒有其他明顯可參考的渠道下，其資產及負債的價值有關結果將憑過往經驗及多項其他於有關情況下視作合理之因素為基準的估計及假設組成。實際業績可能有別於此等估計數字。

估計及相關假設按持續基準予以檢討。僅影響該期間之會計估計修訂於修訂估計期間確認，或倘修訂影響現時及日後期間，則於修訂之期間及日後期間確認。

董事已考慮本集團主要會計政策及估計之發展、選擇及披露。導致需對資產及負債賬面值作出重大調整之主要風險有關之估計及假設如下：

- (i) *物業、廠房及設備之可使用年期及折舊*
本集團釐定物業、廠房及設備之估計可使用年期以及相關折舊開支。該等估計乃根據性質及功能相近之物業、機器及設備實際可使用年期之過往經驗而作出。倘可使用年期較之前之估計為短，則本集團將會提高折舊開支，並會將已報廢或出售之技術上過時或非策略資產撇銷或撇減。實際經濟年期可能與估計之可使用年期不同。定期檢討可使上述資產之可折舊年期出現變動，因而改變本集團在未來期間之折舊開支。

1 Significant accounting policies (continued)

d) Judgments and estimates (continued)

(ii) Impairment of goodwill

The Group tests annually whether goodwill has suffered any impairment. 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 units and a suitable discount rate in order to calculate the present value. Where the actual future cash flows are less than expected, a material impairment loss may arise.

(iii) Net realisable value of inventories

Net realisable value of inventories is the estimated selling price in the ordinary course of business, less estimated costs of completion and variable selling expenses. These estimates are based on the current market condition and the historical experience of manufacturing and selling products of similar nature. It could change significantly as a result of changes in customer taste and competitor actions in response to severe industry cycle. The directors reassesses the estimations at each balance sheet date.

(iv) Allowance for bad and doubtful trade and other receivables

The Group determines the allowance for bad and doubtful trade and other receivables based on an assessment of the recoverability of the receivables. This assessment is based on the credit history of the customers and other debtors and the current market condition. The directors reassesses the allowance at each balance sheet date.

1 主要會計政策(續)

d) 判斷及估計(續)

(ii) 商譽減值

本集團會每年測試商譽有否出現任何減值。釐定商譽是否減值須要估計獲分配有關商譽之現金產生單位使用值。計算使用值須要本集團對預期可自現金產生單位獲得之未來現金流量以及適合計算所得現值之折現率作出估計。倘實際未來現金流量少於預期，則可能出現重大減值虧損。

(iii) 存貨之可變現淨值

存貨之可變現淨值乃於日常業務過程中作出之估計售價減估計完成成本及可變出售開支。此等估計乃根據現時市況及類似性質之製造及出售產品之過往經驗而作出，並會因應客戶品味及競爭對手就劇烈行業週期所作行動而有重大變化。董事會於各結算日重新評估估計。

(iv) 呆壞賬及其他應收款之撥備

本集團按照追收可收回款項之評估對呆壞賬應收賬款及其他應收款減值作出撥備。有關評估乃根據客戶之過往記錄及其他應收款及現行市況釐定。董事會於各結算日重新評估撥備。

1 Significant accounting policies (continued)

e) Basis of consolidation

The consolidated financial statements incorporate the financial statements of the Company and its subsidiaries made up to 29 February 2008. Where necessary, adjustments are made to the financial statements of subsidiaries to bring the accounting policies used into line with those used by other members of the Group.

A subsidiary, in accordance with the Hong Kong Companies Ordinance, is a company in which the Group, directly or indirectly, holds more than half of the issued share capital or controls more than half the voting power or controls the composition of the board of directors. Subsidiaries are considered to be controlled if the Company has the power, directly or indirectly, to govern the financial and operating policies, so as to obtain benefits from their activities.

The results of subsidiaries are consolidated from the date of acquisition, being the date on which the Group obtains control, and continue to be consolidated until the date that such control ceases. Intra-group balances and transactions, and any unrealised profits arising from intra-group transactions, are eliminated in full on consolidation. Unrealised losses resulting from intra-group transactions are eliminated in the same way as unrealised gains, but only to the extent that there is no evidence of impairment.

The acquisition of subsidiaries during the year has been accounted for using the purchase method of accounting. This method involves allocating the cost of the business combinations to fair values of the assets acquired, and liabilities and contingent liabilities assumed at the date of acquisition. The cost of the acquisition is measured at the aggregate of the fair values of the assets given, equity instruments issued and liabilities incurred or assumed at the date of exchange, plus costs directly attributable to the acquisition.

1 主要會計政策(續)

e) 綜合基準

綜合財務報表綜合計入本公司及其附屬公司截至2008年2月29日止之財務報表。本公司會於必要時調整附屬公司財務報表，致使所用會計政策與本集團其他成員公司所用者一致。

按照香港公司條例，附屬公司為本集團直接或間接持有過半數已發行股本或控制過半數投票權或控制董事會的組成的公司。倘本公司有權直接或間接監控附屬公司的財務及經營政策以自其業務中獲益，有關附屬公司即被視為受到控制。

附屬公司的業績自收購日期(即本集團取得控制權之日)起至有關控制權終止之日期間綜合入賬。集團內部間的結餘及交易以及任何因集團內部間交易產生的未變現盈利於綜合賬目時悉數對銷。集團內部間交易產生的未變現虧損按與未變現收益相同方式對銷，惟有證據顯示出現減值者除外。

年內所收購附屬公司已按收購會計法入賬。此方法涉及將業務合併成本分配至於收購日期所收購資產以及所承擔負債及或然負債的公允值。收購成本按於交易日期所給予資產、所發行股本工具及所產生或承擔負債的公允值總額，另加收購直接應佔成本計算。

1 Significant accounting policies (continued)

e) Basis of consolidation (continued)

Any excess of the cost of the acquisition over the fair values of the identifiable net assets acquired is recognised as goodwill. Goodwill is stated at cost less accumulated impairment losses. Goodwill is allocated to cash-generating units and is tested annually for impairment. Any excess of the Group's interest in fair values of the acquiree's identifiable assets, liabilities and contingent liabilities over the cost of a business combination is recognised immediately in the income statement.

Minority interests at the balance sheet date, being the portion of the net assets of subsidiaries attributable to equity interests that are not owned by the Company, whether directly or indirectly through subsidiaries, are presented in the consolidated balance sheet and statement of changes in equity within equity, separately from equity attributable to the equity shareholders of the Company. Minority interests in the results of the Group are presented on the face of the consolidated income statement as an allocation of the total profit or loss for the year between minority interests and the equity shareholders of the Company.

Where losses applicable to the minority exceed the minority's interest in the equity of a subsidiary, the excess, and any further losses applicable to the minority, are charged against the Group's interest except to the extent that the minority has a binding obligation to, and is able to, make good the losses. If the subsidiary subsequently reports profits, the Group's interest is allocated all such profits until the minority's share of losses previously absorbed by the Group has been recovered.

1 主要會計政策(續)

e) 綜合基準(續)

收購成本超出所收購可識別資產淨值公允值的任何差額確認為商譽。商譽按成本值減累計減值虧損列賬。商譽分配至現金產生單位，並每年進行減值測試。本集團應佔被收購方可識別資產、負債及或然負債公允值的權益超出業務合併成本的任何差額即時於收益表確認。

於結算日的少數股東權益(即並非由本公司直接或透過附屬公司間接擁有的股本權益應佔附屬公司資產淨值的部分)於綜合資產負債表及權益變動表呈列為權益，與本公司股東應佔權益分開呈列。於本集團業績之少數股東權益於綜合收益表呈列為少數股東權益與本公司股東間之年內盈利或虧損總額的分配。

倘適用於少數股東權益的虧損超出附屬公司權益的少數股東權益，則有關差額及任何適用於少數股東權益的進一步虧損均自本集團權益扣除，惟少數股東權益具有約束性責任並可補償虧損者除外。倘附屬公司其後錄得盈利，則本集團之權益將分配至所有該等盈利，直至收回本集團先前承擔的少數股東權益應佔虧損為止。

1 Significant accounting policies (continued)

f) Impairment of assets

At each balance sheet date, the Group reviews the carrying amounts of its tangible and intangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). Where it is not possible to estimate the recoverable amount of an individual asset, the Group estimates the recoverable amount of the cash-generating unit to which the asset belongs.

Recoverable amount is the greater of net selling price and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset.

If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (cash-generating unit) is reduced to its recoverable amount. Impairment losses are recognised as an expense immediately, unless the relevant asset is land or buildings other than investment property carried at a revalued amount, in which case the impairment loss is treated as a revaluation decrease.

Where an impairment loss subsequently reverses, the carrying amount of the asset (cash-generating unit) 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 (cash-generating unit) in prior years. A reversal of an impairment loss is recognised as income immediately, unless the relevant asset is carried at a revalued amount, in which case the reversal of the impairment loss is treated as a revaluation increase.

1 主要會計政策(續)

f) 資產減值

本集團於每個結算日檢討其有形及無形資產賬面值，以釐定有否跡象顯示該等資產出現減值虧損。倘出現有關跡象，則會估計該資產之可收回金額，以釐定減值虧損(如有)的程度。倘無法估計個別資產的可收回金額，則本集團將估計資產所屬現金產生單位的可收回金額。

可收回金額為售價淨額與使用價值之較高者。於評估使用價值時，估計日後現金流量會貼現至反映金錢時間價值現行市場評估及有關資產特定風險的除稅前貼現率計算的現值。

倘資產或現金產生單位的可收回金額估計少於其賬面值，則調減資產(現金產生單位)的賬面值至其可收回金額。減值虧損隨即確認為開支，除非有關資產為按重估價值列賬的投資物業以外的土地或樓宇，於此情況下，減值虧損視作重估減少處理。

倘減值虧損其後撥回，資產(現金產生單位)的賬面值將增至其可收回金額之經修訂估計，惟經增加之賬面值不得超出該資產(現金產生單位)於過往年度並無確認減值虧損而應釐定的賬面值。減值虧損的撥回即時確認為收入，除非有關資產按重估價值列賬，於此情況下，減值虧損的撥回視作重估增加處理。

1 Significant accounting policies (continued)

g) Property, plant and equipment and depreciation

Property, plant and equipment are stated at cost, less provisions for depreciation and any impairment losses. Details are set out in note 12. The cost of an item of property, plant and equipment comprises its purchase price and any directly attributable cost of bringing the asset to its working condition and location for its intended use. Expenditure incurred after the item has been put into operation, such as repairs and maintenance and overhaul costs, is normally charged to the income statement in the year in which it is incurred. In situations where it can be clearly demonstrated that the expenditure has resulted in an increase in the future economic benefits expected to be obtained from the use of the item, the expenditure is capitalised as an additional cost of the item. When an item of property, plant and equipment is sold, its cost and accumulated depreciation are removed from the financial statements and any gain or loss resulting from the disposal, being the difference between the net disposal proceeds and the carrying amount of the asset, is included in the income statement.

Depreciation is provided on the straight-line method, based on the estimated economic useful lives of the individual assets, as follows:-

Leasehold land and buildings	over 55 years from the date of purchase
Furniture, fixtures and equipment	1 to 10 years
Plant and machinery	3 to 7 years
Motor vehicles	4 to 10 years

1 主要會計政策(續)

g) 物業、廠房及設備與折舊

物業、廠房及設備按成本值減折舊撥備及任何減值虧損入賬。詳情載於附註12。物業、廠房及設備項目之成本包括其購入價及將資產達至其運作狀況及地點作擬定用途之直接應佔成本。該項目投產後之開支(例如維修保養及大修費用)一般自產生年度之收益表扣除。倘能明確顯示該開支導致預期因使用該項目而產生之日後經濟利益增加，該項目則予以資本化，列為該項目之額外成本。當物業、廠房及設備出售時，其成本及累計折舊則自財務報表中撇除，而出售產生之損益(即該資產出售所得款項淨額與賬面值之差額)將計入收益表內。

折舊按直線法於個別資產之估計經濟可用年期作出撥備如下：-

租賃土地及樓宇	自購買日期起計55年
傢具、裝置及設備	1至10年
廠房及機器	3至7年
汽車	4至10年

1 Significant accounting policies (continued)

h) Leased assets

(i) Classification of assets leased to the Group

Assets that are held by the Group under leases which transfer to the Group substantially all the risks and rewards of ownership are classified as being held under finance leases. Leases which do not transfer substantially all the risks and rewards of ownership to the Group are classified as operating leases.

The leasehold interest in the land held for own use is accounted for as being held under an operating lease where the fair value of the interest in any buildings situated on the leasehold land could be separately identified from the fair value of the leasehold interest in the land at the time the lease was first entered into by the Group, or taken over from the previous lessee, or at the date of construction of those buildings, if later. In case the two elements cannot be allocated reliably, the entire lease is classified as a finance lease and carried at cost less accumulated depreciation and accumulated impairment losses.

(ii) Assets acquired under finance leases

Where the Group acquires the use of assets under finance leases, the amounts representing the fair value of the leased assets, or, if lower, the present value of the minimum lease payments of such assets, are included in property, plant and equipment and the corresponding liabilities, net of finance charges, are recorded as obligations under finance leases. Depreciation is provided at rates which write off the cost or valuation of assets over the term of the relevant leases or, where it is likely the Group or the Company will obtain ownership of the assets, the life of the assets, as set out in note 1 (g) above. Impairment losses are accounted for in accordance with the accounting policy as set out in note 1 (f) above. Finance charges implicit in the lease payments are charged to income statement over the period of the leases so as to produce an approximately constant periodic rate of charge on the remaining balance of the obligations for each accounting period. Contingent rentals, if any, are charged to income statement in the accounting period in which they are incurred.

1 主要會計政策(續)

h) 租賃資產

(i) 本集團租賃資產之分類

本集團持有的租賃資產，如大部份相關風險及回報已轉讓至本集團，該租賃資產歸類為按融資租賃持有。並無轉讓所有權全部相關風險及回報的租賃，歸類為經營租賃。

位於租賃土地之任何樓宇權益之公允值，可與本集團首次訂立租賃時，或從前度承租人接收時，或有關樓宇興建之日(以較遲者為準)之土地租賃權益之公允值分開確定，則持作自用之土地之租賃權益，乃作為根據一項營運租約而持有之權益處理。如未能可靠地分配上述兩個部分，則整項租賃列作融資租約處理，並按成本減累積折舊及累計減值虧損列賬。

(ii) 以融資租賃購入的資產

倘本集團按融資租賃獲得資產的使用權，則將相當於租賃資產公允值或最低租賃付款額的現值(如為較低數額)記入物業、廠房及設備，而扣除融資費用後的相應負債則列為融資租賃承擔。折舊是在相關的租賃期或資產的可用年限(如本公司或本集團很可能取得資產的所有權)內，以沖銷資產成本或估值的比率計提；有關可用年限載列於上文附註1(g)。減值虧損按照上文附註1(f)所列會計政策入賬。租賃付款內含的融資費用會計入租賃期內的收益表，致使每個會計期間的融資費用佔承擔餘額的比率大致相同。或有租金(如有)在其產生的會計期間計入收益表。

1 Significant accounting policies (continued)

h) Leased assets (continued)

(iii) Operating lease charges

Where the Group has the use of assets held under operating leases, payments made under the leases are charged to income statement in equal instalments over the accounting periods covered by the lease term, except where an alternative basis is more representative of the pattern of benefits to be derived from the leased assets. Lease incentives received are recognised in income statement as an integral part of the aggregate net lease payments made. Contingent rentals, if any, are charged to income statement in the accounting period in which they are incurred.

i) Investments in subsidiaries

Investments in subsidiaries are stated in the Company's balance sheet at cost less any identified impairment losses. Results of the subsidiaries are accounted for by the Company on the basis of dividends received and receivable.

j) Inventories

Inventories are stated at the lower of cost and net realisable value. Cost is determined using the weighted average cost formula and comprises all costs of purchase, costs of conversion and other costs incurred in bringing the inventories to their present location and condition.

Net realisable value is the estimated selling price in the ordinary course of business less the estimated costs of completion and the estimated costs necessary to make the sale.

When inventories are sold, the carrying amount of those inventories is recognised as an expense in the period in which the related revenue is recognised. The amount of any write-down of inventories to net realisable value and all losses of inventories are recognised as an expense in the period the write-down or loss occurs. The amount of any reversal of any write-down of inventories is recognised as a reduction in the amount of inventories recognised as an expense in the period in which the reversal occurs.

1 主要會計政策(續)

h) 租賃資產(續)

(iii) 經營租賃費用

如本集團透過經營租賃使用資產，則根據租賃作出的付款會在租賃期所涵蓋會計期間內，以等額在收益表扣除；但如有其他基準能更清楚地反映租賃資產所產生收益模式則除外。經營租賃協議所涉及優惠措施均在收益表中確認為租賃淨付款總額的組成部分。或有租金(如有)在其產生的會計期間內在收益表扣除。

i) 於附屬公司之投資

於附屬公司之投資乃按成本減任何已識別減值虧損於本公司資產負債表入賬。附屬公司業績按已收及應收股息為基準計入本公司賬目。

j) 存貨

存貨以成本及可變現淨值兩者中的較低數額列賬。成本以加權平均成本法計算，其中包括所有採購成本、加工成本及將存貨運至目前地點和現狀的成本。

可變現淨值是以日常業務過程中的估計售價減去完成生產及銷售所需估計成本後所得之數。

存貨出售時，其賬面金額在相關收入獲確認的期間內確認為支出。存貨數額撇減至可變現淨值及存貨的所有虧損，均在出現減值或虧損的期間內確認為支出。存貨的任何減值轉回之數，均在出現轉回的期間內確認為已列作支出的存貨數額減少。

1 Significant accounting policies (continued)

k) Foreign currency translation

Foreign currency transactions during the year are translated at the foreign exchange rates ruling at the transaction dates. Monetary assets and liabilities denominated in foreign currencies are translated at the foreign exchange rates ruling at the balance sheet date. Foreign exchange gains and losses are recognised in the income statement.

Non-monetary assets and liabilities that are measured in terms of historical cost in a foreign currency are translated using the foreign exchange rates ruling at the transaction dates. Non-monetary assets and liabilities denominated in foreign currencies that are stated at fair value are translated using the foreign exchange rates ruling at the dates the fair value was determined.

The results of foreign operations are translated into Hong Kong dollars at the exchange rates approximating the foreign exchange rates ruling at the dates of the transactions. Balance sheet items, including goodwill arising on consolidation of foreign operations acquired on or after 1 January 2005, are translated into Hong Kong dollars at the foreign exchange rates ruling at the balance sheet date. The resulting exchange differences are recognised directly in a separate component of equity. Goodwill arising on consolidation of a foreign operation acquired before 1 January 2005 is translated at the foreign exchange rate that applied at the date of acquisition of the foreign operation.

On disposal of a foreign operation, the cumulative amount of the exchange differences recognised in equity which relate to that foreign operation is included in the calculation of the profit or loss on disposal.

1 主要會計政策(續)

k) 外幣換算

年度內的外幣交易按交易日的匯率換算。以外幣為單位的貨幣資產及負債則按結算日的匯率換算。匯兌損益於收益表確認。

按歷史成本法以外幣計量之非貨幣資產及負債乃按交易日之匯率換算。以外幣按公允值呈列之非貨幣資產及負債乃按於釐定公允值日期之匯率換算。

海外業務的業績按交易日的概約匯率換算為港元；資產負債表項目(包括綜合於2005年1月1日或之後收購之海外業務產生之商譽)則按結算日的匯率換算為港元。所產生匯兌差額獨立直接確認為權益部分。因於2005年1月1日之前收購海外業務所產生的商譽按收購該海外業務當日適用之匯率換算。

出售海外業務時，與該海外企業有關於權益確認之累計匯兌差額會在計算出售的盈利或虧損時包括在內。

1 Significant accounting policies (continued)

l) Trade and other receivables

Trade and other receivables are initially recognised at fair value and thereafter stated at cost less impairment losses for bad and doubtful debts. An allowance for bad and doubtful debts is established when there is objective evidence that the Company will not be able to collect all amounts due according to the original terms of receivables. Significant financial difficulties of the debtors, probability that the debtors will enter bankruptcy or financial reorganisation, and default or delinquency in payments are considered indicators that the receivables are impaired. The amount of the allowance is the difference between the receivables' carrying amounts and the present value of estimated future cash flows, discounted at the effective interest rate. The amount of the allowance is recognised in the income statement.

m) Trade and other payables

Trade and other payables are initially recognised at fair value and thereafter stated at amortised cost unless the effect of discounting would be immaterial, in which case they are stated at cost.

n) Provisions

Provisions are recognised for liabilities of uncertain timing or amount when the Company or Group has a legal or constructive obligation arising as a result of a past event, it is probable that an outflow of economic benefits will be required to settle the obligation and a reliable estimate can be made. Where the time value of money is material, provisions are stated at the present value of the expenditures expected to settle the obligation.

When the effect of discounting is material, the amount recognised for a provision is the present value at the balance sheet date of the future expenditures expected to be required to settle the obligation. The increase in the discounted present value amount arising from the passage of time is included in finance costs in the income statement.

1 主要會計政策(續)

l) 應收賬款及其他應收款

應收賬款及其他應收款初步按公允價值確認，其後按成本減呆壞賬減值虧損列賬。當有客觀憑據顯示本公司將無法根據應收款項之原有條款收回所有欠款時，乃須就呆壞賬計提撥備。債務人發生重大財務困難、債務人將可能破產或進行財務重組，以及拖欠或逾期付款均被視為應收賬款出現減值之跡象。撥備金額為應收款之賬面值與估計未來現金流量按實際利率折讓之現值間之差額。撥備金額乃於收益表確認。

m) 應付賬款及其他應付款

應付賬款及其他應付款初步按公平價值確認，其後按攤銷成本列賬，惟倘貼現之影響並不重大，則按成本列賬。

n) 撥備

倘若本公司或本集團須就已發生的事件承擔法律或推定義務，而履行該義務預期會導致經濟效益外流，並可作出可靠的估計時，便會就該時間或數額不定的負債計提撥備。如果貨幣時間價值重大，則按預計履行義務所需資源的現值呈列撥備。

倘貼現之影響重大，就撥備而確認之金額為於結算日預期履行義務所需未來開支之現值。因時間過去而引致之貼現現值增加將計入收益表內之財務費用。

1 Significant accounting policies (continued)

n) Provisions (continued)

Where it is not probable that an outflow of economic benefits will be required, or the amount cannot be estimated reliably, the obligation is disclosed as a contingent liability, unless the probability of outflow of economic benefits is remote. Possible obligations, whose existence will only be confirmed by the occurrence or non-occurrence of one or more future events are also disclosed as contingent liabilities unless the probability of outflow of economic benefits is remote.

o) Employee benefits

- (i) Salaries, annual bonuses, paid annual leave, leave passage and the cost to the Group of non-monetary benefits are accrued in the year in which the associated services are rendered by employees of the Group. Where payment or settlement is deferred and the effect would be material, these amounts are stated at their present values.
- (ii) Contributions to Mandatory Provident Funds as required under the Hong Kong Mandatory Provident Fund Schemes Ordinance and contributions to the retirement schemes operated by the relevant authorities for employees of the subsidiaries in the People's Republic of China ("PRC") and Malaysia are recognised as an expense in the income statement as incurred, except to the extent that they are included in the cost of inventories not yet recognised as an expense.
- (iii) The Group's net obligation in respect of lump sum long service amounts payable on cessation of employment in certain circumstances under the Hong Kong Employment Ordinance is the amount of future benefit that employees have earned in return for their service in the current and prior periods. The obligation is calculated using the projected unit credit method by a qualified actuary, discounted to its present value, and the fair value of any related plan assets is deducted. The discount rate is the yield at balance sheet date on Exchange Fund Notes that have maturity dates approximating the terms of the Group's obligations.

1 主要會計政策(續)

n) 撥備(續)

倘若經濟利益外流的可能性較低，或無法對有關數額作出可靠估計，則將該義務披露為或有負債；但倘有關資源外流的可能性極低則除外。須視乎某宗或多宗未來事件是否發生才能確定存在與否的潛在義務，亦會披露為或有負債；但倘有關資源外流的可能性極低則除外。

o) 僱員福利

- (i) 薪金、年度獎金、有薪年假、假期旅遊津貼及各項非貨幣福利導致本集團產生的成本，均在本集團僱員提供相關服務的年度內累計。如延遲付款或結算，而有關影響重大，則上述數額按現值列賬。
- (ii) 根據香港《強制性公積金計劃條例》規定作出的強制性公積金供款及為中華人民共和國(「中國」)及馬來西亞之附屬公司僱員參與有關政府部門管理之退休金計劃的供款，均於產生時在收益表列支；但已計入尚未確認為開支的存貨成本的數額除外。
- (iii) 本集團就香港《僱傭條例》的規定在若干情況下停止聘用員工而應以整筆款項形式支付長期服務金所承擔的義務淨額，是僱員在本期和以往期間提供服務所賺取未來福利的數額。該義務金額由合資格的精算師按預期福利單位法計算，該福利已貼現至現值，並已扣除任何相關計劃資產的公允價值。計算現值所採用的貼現率是根據外匯基金票據於結算日的收益率釐定，其到期日與本集團就該福利須履行供款責任的年期相若。

1 Significant accounting policies (continued)

p) Taxation

- (i) Income tax for the year comprises current tax and movements in deferred tax assets and liabilities. Current tax and movements in deferred tax assets and liabilities are recognised in the income statement except to the extent that they relate to items recognised directly in equity, in which case they are recognised in equity.
- (ii) Current tax is the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted at the balance sheet date, and any adjustment to tax payable in respect of previous years.
- (iii) Deferred tax assets and liabilities arise from deductible and taxable temporary differences respectively, being the differences between the carrying amounts of assets and liabilities for financial reporting purposes and their tax bases. Deferred tax assets also arise from unused tax losses and unused tax credits.

Apart from certain limited exceptions, all deferred tax liabilities, and all deferred tax assets to the extent that it is probable that future taxable profits will be available against which the asset can be utilised, are recognised. Future taxable profits that may support the recognition of deferred tax assets arising from deductible temporary differences include those that will arise from the reversal of existing taxable temporary differences, provided those differences relate to the same taxation authority and the same taxable entity, and are expected to reverse either in the same period as the expected reversal of the deductible temporary difference or in periods into which a tax loss arising from the deferred tax asset can be carried back or forward. The same criteria are adopted when determining whether existing taxable temporary differences support the recognition of deferred tax assets arising from unused tax losses and credits, that is, those differences are taken into account if they relate to the same taxation authority and the same taxable entity, and are expected to reverse in a period, or periods, in which the tax loss or credit can be utilised.

1 主要會計政策(續)

p) 稅項

- (i) 本年度所得稅包括本期稅項及遞延稅項資產和負債的變動。本期稅項及遞延稅項資產和負債的變動均在收益表內確認，但與直接確認為股東權益項目相關者，則於權益中確認。
- (ii) 本期稅項是按本年度應稅收入根據已執行或在結算日實質上已執行的稅率計算的預期應付稅項，加上以往年度應付稅項的任何調整。
- (iii) 遞延稅項資產和負債分別由可抵扣和應稅暫時差異產生。暫時差異是指資產和負債在財務報表上的賬面金額與這些資產和負債的計稅基礎的差異。遞延稅項資產也可以由未運用可抵扣虧損和未運用稅款抵減產生。

除某些有限例外情況外，所有遞延稅項負債和遞延稅項資產(只限於很可能獲得能運用該遞延稅項資產來抵扣的未來應稅盈利)均會確認。支持確認由可抵扣暫時差異所產生遞延稅項資產的未來應稅盈利包括因轉回目前存在的應稅暫時差異而產生的數額；但這些轉回的差異必須與同一稅務機關及同一應稅實體有關，並預期在可抵扣暫時差異預計轉回的同一年間或遞延稅項資產所產生可抵扣虧損可向後期或向前期結轉的期間內轉回。在決定目前存在的應稅暫時差異是否足以支持確認由未運用可抵扣虧損和稅款抵減所產生的遞延稅項資產時，亦會採用同一準則，即差異是否與同一稅務機關及同一應稅實體有關，並是否預期在能夠使用未運用可抵扣虧損和稅款抵減撥回的同一年間內轉回。

1 Significant accounting policies (continued)

p) Taxation (continued)

(iii) (continued)

The limited exceptions to recognition of deferred tax assets and liabilities are those temporary differences arising from goodwill not deductible for tax purposes, negative goodwill treated as deferred income, the initial recognition of assets or liabilities that affect neither accounting nor taxable profit (provided they are not part of a business combination).

The amount of deferred tax recognised is measured based on the expected manner of realisation or settlement of the carrying amount of the assets and liabilities, using tax rates enacted or substantively enacted at the balance sheet date. Deferred tax assets and liabilities are not discounted.

The carrying amount of a deferred tax asset is reviewed at each balance sheet date and is reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow the related tax benefit to be utilised. Any such reduction is reversed to the extent that it becomes probable that sufficient taxable profit will be available.

(iv) Current tax balances and deferred tax balances, and movements therein, are presented separately from each other and are not offset. Current tax assets are offset against current tax liabilities, and deferred tax assets against deferred tax liabilities if, and only if, the Company or the Group has the legally enforceable right to set off current tax assets against current tax liabilities and the following additional conditions are met:-

- in the case of current tax assets and liabilities, the Company or the Group intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously; or

1 主要會計政策(續)

p) 稅項(續)

(iii) (續)

確認遞延稅項資產和負債的暫時差異是產生自以下有限的例外情況：不可扣稅商譽；作為遞延收入處理的負商譽；不影響會計或應稅盈利的資產或負債的初始確認(如屬業務合併的一部分則除外)。

遞延稅項是按照資產和負債賬面金額的預期實現或清償方式，根據在結算日已執行或實質上已執行的稅率計量。遞延稅項資產和負債均不貼現計算。

本集團會在每個結算日評估遞延稅項資產的賬面金額。如果本集團預期不再可能獲得足夠應稅盈利以抵扣相關的稅務利益，則會調低該遞延稅項資產的賬面金額；惟倘日後可能獲得足夠應稅盈利，有關減額則會轉回。

(iv) 本期和遞延稅項結餘及其變動額會分開列示，且不予抵銷。本期和遞延稅項資產只會在本公司或本集團有法定行使權以本期稅項資產抵銷本期所得稅負債，並且符合以下附帶條件的情況下，方可分別抵銷本期和遞延稅項負債：—

- 本期稅項資產和負債：本公司或本集團計劃按淨額基準結算，或同時變現該資產和清償該負債；或

1 Significant accounting policies (continued)

p) Taxation (continued)

(iv) (continued)

- in the case of deferred tax assets and liabilities, if they relate to income taxes levied by the same taxation authority on either:–
 - o the same taxable entity; or
 - o different taxable entities, which, in each future period in which significant amounts of deferred tax liabilities or assets are expected to be settled or recovered, intend to realise the current tax assets and settle the current tax liabilities on a net basis or realise and settle simultaneously.

q) Revenue recognition

Provided it is probable that the economic benefits will flow to the Group and the revenue and costs, if applicable, can be measured reliably, revenue is recognised in the income statement as follows:–

(i) Sale of goods

Revenue is recognised when the customer has accepted the goods and the related risks and rewards of ownership. Revenue excludes value added tax or other sales taxes and is after deduction of any trade discounts and returns.

1 主要會計政策(續)

p) 稅項(續)

(iv) (續)

- 遞延稅項資產和負債：這些資產和負債必須與同一稅務機關就以下其中一項徵收的所得稅有關：–
 - o 同一應稅實體；或
 - o 不同應稅實體，而這些實體計劃在日後每個預計有大額遞延稅項負債需要清償或大額遞延稅項資產可以收回的期間內，按淨額基準變現本期稅項資產和清償本期稅項負債，或同時變現該資產和清償該負債。

q) 收入確認

收入在經濟利益可能流入本集團，以及能夠可靠地計算收入和成本(如適用)時，根據下列基準在收益表內確認：–

(i) 銷售貨品

收入在客戶接收貨品及其所有權相關的風險及回報時確認。收入不包括增值稅或其他銷售稅，並扣除任何營業折扣及退貨。

1 Significant accounting policies (continued)

q) Revenue recognition (continued)

(ii) Rental income from operating leases

Rental income receivable under operating leases is recognised in the income statement in equal instalments over the accounting periods covered by the lease term, except where an alternative basis is more representative of the pattern of benefits to be derived from the leased asset. Lease incentives granted are recognised in the income statement as an integral part of the aggregate net lease payments receivable. Contingent rental are recognised as income in the accounting period in which they are earned.

(iii) Interest income

Interest income from bank deposits is accrued on a time-apportioned basis by reference to the principal outstanding and at the rate applicable.

r) Borrowing costs

Borrowing costs are expensed as incurred except where they relate to the financing of major capital projects where they are capitalised up to the date that the assets are brought into a working condition for their intended use.

s) Cash and cash equivalents

For the purpose of the consolidated cash flow statement, cash and cash equivalents comprise cash at bank and on hand, demand deposits with banks and other financial institutions, and short term highly liquid investments that are readily convertible into known amounts of cash and which are subject to an insignificant risk of changes in value, having been within three months of maturity at acquisition, less advances from banks repayable within three months from the date of the advance. Bank overdrafts that are repayable on demand and form an integral part of the Group's cash management are also included as a component of cash and cash equivalents.

1 主要會計政策(續)

q) 收入確認(續)

(ii) 經營租賃的租金收入

經營租賃的應收租金收入在租賃期所涵蓋會計期間內，以等額在收益表確認；但如有其他基準能更清楚地反映租賃資產所產生收益模式則除外。經營租賃協議所涉及優惠措施均在收益表中確認為應收租賃淨付款總額的組成部分。或有租金在其產生的會計期間內確認為收入。

(iii) 利息收入

銀行存款的利息收入以時間比例基準，按尚餘本金及適用利率計算。

r) 借貸成本

借貸成本於產生時支銷，惟倘該等成本與主要資本項目之融資有關，則該等成本會資本化，直至有關資產達至擬定用途之運作狀況為止。

s) 現金及現金等價物

就綜合現金流量而言，現金及現金等價物包含銀行存款及現金、存放於銀行和其他財務機構的活期存款，以及短期和流動性極高，而可換算為已知數額現金、所承受價值變動風險甚小，並在購入後三個月內到期的投資項目，減須於墊款日期起計三個月償還之銀行墊款。現金及現金等價物亦包括須於接獲通知時償還，及構成本集團現金管理一部分的銀行透支。

1 Significant accounting policies (continued)

t) Related parties

A party is considered to be related to the Group if:-

- (i) the party has the ability, directly or indirectly through one or more intermediaries, to control the Group or exercise significant influence over the Group in making financial and operating decisions, or vice versa, or where the Group and the party are subject to common control or common significant influence;
- (ii) the party is a member of the key management personnel of the Group;
- (iii) the party is a close member of the family of any individual referred to in (i) or (ii);
- (iv) the party is an entity that is controlled, jointly controlled or significantly influenced by or for which significant voting power in such entity resides with, directly or indirectly, any individual referred to in (ii) or (iii); or
- (v) the party is a post-employment benefit plan for the benefit of employees of the Group, or of any entity that is a related party of the Group.

1 主要會計政策(續)

t) 有關連人士

在以下情況，下列人士將視作本集團有關連人士：－

- (i) 透過一家或以上中介公司直接或間接控制本集團或對本集團之財務及經營決策行使重大影響力(反之亦然)，或本集團與該名人士受共同控制或共同影響；
- (ii) 為本集團主要管理人員；
- (iii) 為(i)或(ii)項所述任何人士之近親；
- (iv) 為受直接或間接與(ii)或(iii)項所述任何人士有關之實體控制、共同控制或受重大影響或行使大量投票權之實體；或
- (v) 該方提供福利予本集團或屬於其關連人士之任何實體僱員的離職後福利計劃。

1 Significant accounting policies (continued)

u) Segment reporting

A segment is a distinguishable component of the Group that is engaged either in providing products or services (business segment), or in providing products or services within a particular economic environment (geographical segment), which is subject to risks and rewards that are different from those of other segments.

In accordance with the Group's internal financial reporting, the Group has chosen geographical segment information as the primary reporting format. No business segments analysis of the Group is presented as all the Group's turnover and trading result are generated from the manufacture, sale and marketing of jewellery products and provision of related agency services.

Segment revenue, expenses, results, assets and liabilities include items directly attributable to a segment as well as those that can be allocated on a reasonable basis to that segment. For example, segment assets may include inventories, trade receivables and property, plant and equipment. Segment revenue, expenses, assets and liabilities are determined before intra-group balances and intra-group transactions are eliminated as part of the consolidation process, except to the extent that such intra-group balances and transactions are between group enterprises within a single segment.

Segment capital expenditure is the total cost incurred during the year to acquire segment assets that are expected to be used for more than one year.

Unallocated items mainly comprise financial and corporate assets, interest-bearing loans, borrowings, corporate and financing expenses.

1 主要會計政策(續)

u) 分部報告

分部是指本集團內可明顯區分的組成部分，並且負責提供單項或一組相關的產品或服務(業務分部)，或在特定經濟環境中提供產品或服務(地區分部)，並承擔有別於其他分部的風險和回報。

按照本集團的內部財務報告程序，本集團選擇以地區分部為報告分部資料的主要形式。由於本集團的營業額及經營業績均來自製造、銷售及推廣珠寶首飾和提供相關的代理服務，故並無提供有關本集團之業務分類分析。

分部收入、支出、經營業績、資產及負債包含直接歸屬某一分部，以及可按合理的基準分配至該分部的項目的數額。例如，分部資產可能包括存貨、應收賬款及物業、廠房及設備。分部收入、支出、資產及負債包含須在編製綜合財務報表時抵銷的集團內部往來的餘額和集團內部交易；但同屬一個分部的集團企業之間的集團內部往來的餘額和交易則除外。

分部資本開支指年內購入預計可使用超過一年的分部資產所產生成本總額。

未分配項目主要包括財務及企業資產、計息貸款、借款、企業和融資支出。

2 Turnover

The principal activities of the Group are the manufacture, sale and marketing of jewellery products. Turnover represents the sales value of jewellery products sold to customers.

2 營業額

本集團的主要業務是製造、銷售及推廣珠寶首飾。營業額代表銷售給客戶珠寶首飾的銷售價值。

3 Other revenue

3 其他收入

		Year ended 29.2.2008 截至2008年 2月29日止年度 HK\$'000 港幣千元	Year ended 28.2.2007 截至2007年 2月28日止年度 HK\$'000 港幣千元
Rental income	租金收入	468	55
Interest income	利息收入	491	350
Foreign exchange gain	匯兌收益	3,151	3,000
Others	其他	3,469	2,044
		7,579	5,449

4 Profit from ordinary activities before taxation

Profit from ordinary activities before taxation is arrived at after charging/(crediting):

4 除稅前正常業務盈利

除稅前正常業務盈利已扣除/(列支):

		Year ended 29.2.2008 截至2008年 2月29日止年度 HK\$'000 港幣千元	Year ended 28.2.2007 截至2007年 2月28日止年度 HK\$'000 港幣千元
(a) Finance costs	(a) 財務費用		
Interest on bank loans and overdrafts	銀行貸款及透支的利息	6,255	4,764
Interest on other loans	其他貸款的利息	3,483	5,374
Finance charges on obligations under finance leases	融資租賃承擔的財務費用	119	194
		9,857	10,332

4 Profit from ordinary activities before taxation (continued)

Profit from ordinary activities before taxation is arrived at after charging/(crediting): (continued)

4 除稅前正常業務盈利(續)

除稅前正常業務盈利已扣除/(列支):
(續)

		Year ended 29.2.2008 截至2008年 2月29日止年度 HK\$'000 港幣千元	Year ended 28.2.2007 截至2007年 2月28日止年度 HK\$'000 港幣千元
(b) Staff costs	(b) 員工成本		
Contribution to defined contribution retirement plan	界定供款退休計劃 供款	5,487	5,629
Expense recognised in respect of long service payments (note 24(a)(ii) and (iii))	已就長期服務金 確認的支出 (附註24(a)(ii) 及 (iii))	6,835	2,125
Retirement costs	退休計劃成本	12,322	7,754
Equity-settled share option expenses	以股份結算之購股權支出	316	1,909
Salaries, wages and other benefits	薪金、工資及其他福利	269,868	222,134
		282,506	231,797

4 Profit from ordinary activities before taxation (continued)

4 除稅前正常業務盈利(續)

		Year ended 29.2.2008 截至2008年 2月29日止年度 HK\$'000 港幣千元	Year ended 28.2.2007 截至2007年 2月28日止年度 HK\$'000 港幣千元
(c) Other items	(c) 其他項目		
Auditors' remuneration	核數師酬金		
– current year provision	– 本年度撥備	3,298	3,121
– prior year underprovision/(overprovision)	– 以往年度撥備不足/ (撥備超額)	167	(22)
Allowance for bad and doubtful debts	呆壞賬撥備	697	14,271
Bad debts written off	呆壞賬撇除	–	3
Cost of inventories sold	出售存貨成本	898,714	707,985
Depreciation	折舊	40,060	28,851
Operating leases charges	經營租賃費用		
– land and buildings situated in Hong Kong	– 香港之土地及樓宇	66,432	66,992
– land and buildings situated other than in Hong Kong	– 香港以外之土地及 樓宇	12,956	9,770
Loss on disposal of property, plant and equipment (Reversal of provision)/provision for inventories	出售物業、廠房及設備虧損 存貨(撥備撥回)/撥備	296 (6,200)	168 9,970
Rentals receivable from properties less direct outgoings of HK\$55,000 (2007: HK\$14,000)	應收物業租金減直接支出 港幣55,000元 (2007年: 港幣14,000元)	(414)	(41)

Cost of inventories sold includes HK\$51,291,000 (2007: HK\$41,956,000) relating to staff costs, depreciation expenses, operating lease charges, which amounts are also included in the respective total amounts disclosed separately above in note 4(b) and 4(c) for each of these types of expenses.

出售存貨成本包括與員工成本、折舊費用及經營租賃費用有關的港幣51,291,000元(2007年: 港幣41,956,000元)。有關數額亦已記入以上附註4(b)及附註4(c)所列各類相關開支中。

5 Taxation

(a) Income tax in the consolidated income statement represents:-

5 稅項

(a) 綜合收益表所示的所得稅為：—

		Year ended 29.2.2008 截至2008年 2月29日止年度 HK\$'000 港幣千元	Year ended 28.2.2007 截至2007年 2月28日止年度 HK\$'000 港幣千元
Current tax – Hong Kong profits tax	本期稅項 – 香港利得稅		
Tax for the year	本年度稅項	6,592	11,083
Underprovision in respect of prior years	以往年度撥備不足	209	327
		6,801	11,410
Current tax – overseas	本期稅項 – 海外		
Tax for the year	本年度稅項	31,859	17,492
Underprovision in respect of prior years	以往年度撥備不足	–	248
		31,859	17,740
Deferred tax	遞延稅項		
Origination and reversal of temporary differences	暫時差異的產生和轉回	7,393	(4,195)
		46,053	24,955

The provision for Hong Kong Profits Tax is calculated at 17.5% (2007: 17.5%) of the estimated assessable profits for the year. Taxation for overseas subsidiaries is similarly charged at the appropriate current rates of taxation ruling in the relevant countries.

香港利得稅撥備是按本年度的估計應評稅盈利以17.5%(2007年：17.5%)的稅率計算。海外附屬公司的稅項以相關國家適用的現行稅率按類似方法計算。

5 Taxation (continued)

(b) Reconciliation between profit before taxation and taxation in the consolidated income statement is as follows:–

5 稅項(續)

(b) 除稅前盈利和綜合收益表所示的稅項之對賬：—

		Year ended 29.2.2008 截至2008年 2月29日止年度 HK\$'000 港幣千元	Year ended 28.2.2007 截至2007年 2月28日止年度 HK\$'000 港幣千元
Profit before taxation	除稅前盈利	157,409	98,934
Notional tax on profit before tax, calculated at the rates applicable to profits in the countries concerned	按照在相關國家獲得盈利的適用稅率計算除稅前盈利的名義稅項	33,190	13,650
Tax effect of profits entitled to tax exemption	可享有免稅優惠的盈利的稅項影響	(989)	—
Tax effect of non-deductible expenses	不可扣減支出的稅項影響	23,144	15,252
Tax effect of non-taxable revenue	毋須課稅收入的稅項影響	(13,458)	(7,150)
Tax effect of prior year's tax losses utilised this year	於本年度動用往年度稅損的稅項影響	(4,745)	(4,967)
Tax effect of temporary differences not recognised	未確認暫時差異的稅項影響	3,817	2,495
Tax effect of prior year's temporary difference recognised this year	於本年度確認往年度暫時差異的稅項影響	1,823	3
Tax effect of unused tax losses not recognised	未確認及未運用的稅項虧損的稅項影響	1,385	5,019
Underprovision in respect of prior years	以往年度撥備不足	209	576
Tax effect of change of tax rate	稅率改變的稅項影響	1,677	77
Taxation	稅項	46,053	24,955

6 Directors' remuneration

Directors' remuneration disclosed pursuant to section 161 of the Hong Kong Companies Ordinance is as follows:-

6 董事酬金

根據香港《公司條例》第161條披露的董事酬金如下：-

		Year ended 29.2.2008 截至2008年 2月29日止年度 HK\$'000 港幣千元	Year ended 28.2.2007 截至2007年 2月28日止年度 HK\$'000 港幣千元
Fees	袍金	1,020	957
Salaries and other emoluments	薪金及其他酬金	9,107	8,604
Performance related incentives	與表現相關之獎勵	7,072	7,649
Contributions to retirement benefits scheme	退休福利計劃供款	48	48
Share-based payments	以股份償付	190	1,069
		17,437	18,327

Included in the directors' remuneration were fees of HK\$1,020,000 (2007: HK\$957,000) paid to the non-executive directors during the year.

董事酬金包括年內支付予非執行董事的袍金港幣1,020,000元(2007年：港幣957,000元)。

6 Directors' remuneration (continued)

6 董事酬金(續)

		Contribution to					
		Salaries and other emoluments	Performance related incentive	retirement benefits scheme	Share based payments	Total	
		薪金及其他薪酬	與表現相關之獎勵	退休福利計劃供款	以股份償付	總計	
		袍金					
		HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	
Year ended 29.2.2008	截至2008年2月29日止年度						
Executive directors:	執行董事：						
Tse Tat Fung, Tommy	謝達峰	–	3,088	4,000	12	85	7,185
Peter Gerardus Van Weerdenburg	溫彼得	–	1,800	900	–	85	2,785
Erwin Steve Huang	黃岳永	–	1,440	840	–	4	2,284
Yau On Yee, Annie	邱安儀	–	1,200	600	12	4	1,816
Cheung Tse Kin, Michael	張子健	–	715	300	12	3	1,030
Lai Tsz Mo, Lawrence	黎子武	–	864	432	12	9	1,317
		–	9,107	7,072	48	190	16,417
Non-executive directors:	非執行董事：						
Chui Chi Yun, Robert *	崔志仁 *	360	–	–	–	–	360
Peter George Brown*	包安嵐 *	360	–	–	–	–	360
Siu Ming Wah*	蕭銘鐸 *	300	–	–	–	–	300
		1,020	–	–	–	–	1,020
		1,020	9,107	7,072	48	190	17,437

6 Directors' remuneration (continued)

6 董事酬金(續)

		Contribution to					
		Salaries and other emoluments	Performance related incentive	retirement benefits scheme	Share based payments	Total	
		薪金及其他薪酬	與表現相關之獎勵	退休福利計劃供款	以股份償付	總計	
		袍金					
		HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	
Year ended 28.2.2007	截至2007年2月28日止年度						
Executive directors:	執行董事：						
Tse Tat Fung, Tommy	謝達峰	–	3,084	5,500	12	478	9,074
Peter Gerardus Van Weerdenburg	溫彼得	–	1,800	753	–	478	3,031
Erwin Steve Huang	黃岳永	–	1,440	760	–	24	2,224
Alex Chan	陳偉康	–	840	210	12	48	1,110
Yau On Yee, Annie	邱安儀	–	780	261	12	24	1,077
Cheung Tse Kin, Michael	張子健	–	660	165	12	17	854
		–	8,604	7,649	48	1,069	17,370
Non-executive directors:	非執行董事：						
Chui Chi Yun, Robert *	崔志仁 *	360	–	–	–	–	360
Gerald Clive Dobby *	Gerald Clive Dobby *	360	–	–	–	–	360
Lui Pui Kee, Francis *	呂培基 *	150	–	–	–	–	150
Peter George Brown*	包安嵐 *	87	–	–	–	–	87
		957	–	–	–	–	957
		957	8,604	7,649	48	1,069	18,327

* Independent non-executive directors.

* 獨立非執行董事

7 Individuals with highest emoluments

Of the five individuals with the highest emoluments, four (2007: three) are directors whose emoluments are disclosed in note 6. The aggregate of the emoluments in respect of the other one (2007: two) individual is as follows:-

		Year ended 29.2.2008 截至2008年 2月29日止年度 HK\$'000 港幣千元	Year ended 28.2.2007 截至2007年 2月28日止年度 HK\$'000 港幣千元
Salaries and other emoluments	薪金及其他酬金	1,056	2,280
Performance related incentives	與表現相關之獎勵	10,338	3,326
Contributions to retirement benefits scheme	退休福利計劃供款	12	24
Share-based payments	以股份償付	6	36
		11,412	5,666

The emoluments of the one (2007: two) individual with the highest emolument is within the following band:-

		Year ended 29.2.2008 截至2008年 2月29日止年度 Number of individuals 人數	Year ended 28.2.2007 截至2007年 2月28日止年度 Number of individuals 人數
HK\$1,000,001 to HK\$1,500,000	港幣1,000,001元至港幣1,500,000元	-	1
HK\$4,000,001 to HK\$4,500,000	港幣4,000,001元至港幣4,500,000元	-	1
HK\$11,000,001 to HK\$11,500,000	港幣11,000,001元至港幣11,500,000元	1	-

7 最高酬金人士

在五名最高酬金人士中，四名(2007年：三名)為董事，有關酬金詳情載於附註6。其餘一名(2007年：兩名)人士的酬金總額如下：-

該名(2007年：兩名)最高酬金人士的酬金在以下範圍內：-

8 Profit for the year

The profit for the year includes a profit of HK\$350,763,000 (2007: profit of HK\$85,000) which has been dealt with in the financial statements of the Company.

9 Dividends

A final dividend for the year ended 29 February 2008, of HK\$0.01 per share, amounting to a total final dividend of approximately HK\$2,070,000 (2007: HK\$Nil) is to be proposed at the forthcoming annual general meeting of the Company. These financial statements do not reflect this dividend payable.

10 Earnings per share

(a) Basic earnings per share

The calculation of basic earnings per share is based on the profit attributable to equity holders of the Company in the amount of HK\$99,240,000 (2007: profit attributable to equity holders of the Company in the amount of HK\$55,562,000) and 207,063,221 (2007: 207,063,221) ordinary shares in issue during the year.

(b) Diluted earnings per share

Diluted earnings per share is not shown for the year ended 29 February 2008 and 28 February 2007 as the exercise price of the share options of the Company outstanding during the year was higher than the market price of the Company's ordinary shares immediately before the suspension of trading in the shares of the Company and, accordingly, they had no dilutive effect on the basic earnings per ordinary share.

8 本年度盈利

本年度盈利包括一筆已列入本公司財務報表的港幣350,763,000元盈利(2007年:港幣85,000元盈利)。

9 股息

截至2008年2月29日止年度的末期股息每股港幣0.01元總額約港幣2,070,000元(2007年:港幣零元)將於本公司應屆股東週年大會上提呈。本財務報告並無反映此項應付股息。

10 每股盈利

(a) 每股基本盈利

每股基本盈利是按照本年度的本公司權益持有人應佔盈利港幣99,240,000元(2007年:本公司權益持有人應佔盈利港幣55,562,000元),以及年內已發行普通股207,063,221股(2007年:207,063,221股普通股)計算。

(b) 每股攤薄盈利

由於本公司於年內尚未行使之購股權之行使價較本公司普通股之暫停買賣股份前之市價為高,因此,其對每股普通股之基本盈利並無攤薄影響,故並無呈列截至2008年2月29日及2007年2月28日止年度之每股攤薄盈利。

11 Segment reporting

Segment information is presented in respect of the Group's geographical segments. Information relating to geographical segments based on the location of assets is chosen because this is more relevant to the Group in making operating and financial decisions. No business segments analysis of the Group is presented as all the Group's turnover and trading result are generated from the manufacture, sale and marketing of jewellery products.

11 分部報告

分部資料是按本集團的地區分部作出呈述。選擇根據資產所在位置而提供有關地區分類之資料，乃因有關資料對本集團作出經營及財務決策時更適用。由於本集團的營業額及經營業績均來自製造、銷售及推廣珠寶首飾，故並無提供有關本集團之業務類別分析。

	PRC (including Hong Kong and Macau)		Others		Inter-segment elimination		Consolidated		
	中國 (包括香港及澳門)		其他		分部間抵銷數額		綜合數額		
	Year ended	Year ended	Year ended	Year ended	Year ended	Year ended	Year ended	Year ended	
	29.2.2008	28.2.2007	29.2.2008	28.2.2007	29.2.2008	28.2.2007	29.2.2008	28.2.2007	
	截至2008年2月29日	截至2007年2月28日	截至2008年2月29日	截至2007年2月28日	截至2008年2月29日	截至2007年2月28日	截至2008年2月29日	截至2007年2月28日	
	止年度	止年度	止年度	止年度	止年度	止年度	止年度	止年度	
	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	
Revenue from external customers	來自外界客戶的收入	1,879,932	1,477,688	37,535	32,163	-	-	1,917,467	1,509,851
Inter-segment revenue	分部間收入	14,995	16,890	-	-	(14,995)	(16,890)	-	-
Other revenue from external customers	來自外界客戶的其他收入	7,038	4,828	541	621	-	-	7,579	5,449
Total	總額	1,901,965	1,499,406	38,076	32,784	(14,995)	(16,890)	1,925,046	1,515,300
Segment results	分部業績	163,902	100,145	3,687	2,109			167,589	102,254
Finance costs	財務費用							(9,857)	(10,332)
Profit on disposal of land and buildings	出售土地及樓宇盈利							-	1,603
Gain on disposal of subsidiaries	出售附屬公司收益							-	1,384
Impairment loss on land and buildings	土地及樓宇減值虧損							(1,825)	-
Impairment loss on goodwill	商譽之減值虧損							-	(7,002)
Negative goodwill on acquisition of additional interest in a subsidiary	收購附屬公司額外權益之負商譽							1,502	11,027
Taxation	稅項							(46,053)	(24,955)
Profit for the year	本年度盈利							111,356	73,979
Depreciation for the year	本年度折舊	39,678	28,649	382	202				
Significant non-cash expenses [other than depreciation]	大額非現金支出 (折舊除外)	296	281	-	110				
Segment assets	分部資產	1,269,466	984,537	39,693	25,041	(69,102)	(113,751)	1,240,057	895,827
Unallocated assets	未分配資產							18,927	25,067
Total assets	資產總值							1,258,984	920,894
Segment liabilities	分部負債	513,993	354,462	76,305	115,242	(69,102)	(113,751)	521,196	355,953
Unallocated liabilities	未分配負債							289,538	287,633
Total liabilities	負債總額							810,734	613,586
Capital expenditure incurred during the year	本年度內產生的資本開支	47,944	41,521	329	626				

12 Property, plant and equipment

(a) **The Group**

12 物業、廠房及設備

(a) **本集團**

		Land and buildings 土地及 建築物	Furniture, fixtures and equipment 傢俬、裝置 及設備	Plant and machinery 廠房及機器	Motor vehicles 汽車	Total 總額
		HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元
Cost	成本					
1 March 2006	於2006年3月1日	97,795	155,518	22,970	2,911	279,194
Exchange adjustments	匯兌調整	–	1,804	56	32	1,892
Additions	增置	–	40,708	1,083	356	42,147
Disposals	出售	(522)	(8,215)	(187)	(308)	(9,232)
Reclassification	重新分類	–	8,371	(8,371)	–	–
28 February 2007	於2007年2月28日	97,273	198,186	15,551	2,991	314,001
Exchange adjustments	匯兌調整	–	6,076	153	85	6,314
Additions	增置	–	47,901	313	59	48,273
Disposals	出售	–	(4,113)	(474)	(355)	(4,942)
29 February 2008	於2008年2月29日	97,273	248,050	15,543	2,780	363,646
Depreciation	折舊					
1 March 2006	於2006年3月1日	21,678	119,873	17,860	2,092	161,503
Exchange adjustments	匯兌調整	–	1,308	28	12	1,348
Charge for the year	本年度折舊	1,911	24,784	1,700	456	28,851
On disposals	出售	(181)	(7,762)	(136)	(285)	(8,364)
Reclassification	重新分類	–	7,106	(7,106)	–	–
28 February 2007	於2007年2月28日	23,408	145,309	12,346	2,275	183,338
Exchange adjustments	匯兌調整	–	4,324	73	39	4,436
Charge for the year	本年度折舊	1,902	36,344	1,303	511	40,060
On disposals	出售	–	(3,756)	(277)	(355)	(4,388)
Impairment loss recognised	已確認減值虧損	1,825	–	–	–	1,825
Reclassification	重新分類	–	15	(15)	–	–
29 February 2008	於2008年2月29日	27,135	182,236	13,430	2,470	225,271
Net book value	賬面淨值					
29 February 2008	於2008年2月29日	70,138	65,814	2,113	310	138,375
28 February 2007	於2007年2月28日	73,865	52,877	3,205	716	130,663

12 Property, plant and equipment (continued)
(b) The Company

12 物業、廠房及設備(續)
(b) 本公司

Furniture,
fixtures and
equipment
傢俬、裝置
及設備

HK\$'000 港幣千元

Cost	成本	
1 March 2006	於2006年3月1日	444
Additions	增置	125
28 February 2007	於2007年2月28日	569
Additions	增置	7,212
29 February 2008	於2008年2月29日	7,781
Depreciation	折舊	
1 March 2006	於2006年3月1日	209
Charge for the year	本年度折舊	62
28 February 2007	於2007年2月28日	271
Charge for the year	本年度折舊	1,895
29 February 2008	於2008年2月29日	2,166
Net book value	賬面淨值	
29 February 2008	於2008年2月29日	5,615
28 February 2007	於2007年2月28日	298

12 Property, plant and equipment (continued)

(c) The analysis of net book value of properties is as follows:-

		The Group 本集團	
		29.2.2008	28.2.2007
		2008年2月29日	2007年2月28日
		HK\$'000 港幣千元	HK\$'000 港幣千元
In Hong Kong	在香港		
- Long leases	- 長期租賃	6,951	7,121
- Medium-term leases	- 中期租賃	61,239	62,883
		68,190	70,004
<hr style="border-top: 1px dashed black;"/>			
Other parts of the PRC	在中國其他地方		
- Long leases	- 長期租賃	-	1,867
- Medium-term leases	- 中期租賃	1,948	1,994
		1,948	3,861
<hr style="border-top: 1px dashed black;"/>			
		70,138	73,865

At the balance sheet date, the property ownership certificates in respect of the property interests held in other parts of the PRC have not been issued by the relevant PRC government authority. The net book value of the properties is HK\$Nil (2007: HK\$1,867,000).

(d) The net book value of the office equipment and motor vehicle held under finance leases of the Group was HK\$1,879,000 (2007: HK\$386,000).

12 物業、廠房及設備(續)

(c) 物業賬面淨值的分析如下：-

		The Group 本集團	
		29.2.2008	28.2.2007
		2008年2月29日	2007年2月28日
		HK\$'000 港幣千元	HK\$'000 港幣千元

於結算日，國內相關政府部門仍未就本集團在中國其他地方持有的物業權益發出房地產擁有權證明書。該等物業的賬面淨值為港幣零元(2007年：港幣1,867,000元)。

(d) 本集團以融資租賃持有辦公室設備及汽車的賬面淨值為港幣1,879,000元(2007年：港幣386,000元)。

13 Interests in subsidiaries

13 附屬公司權益

		The Company 本公司	
		29.2.2008	28.2.2007
		2008年2月29日	2007年2月28日
		HK\$'000 港幣千元	HK\$'000 港幣千元
Unlisted shares/capital contributions, at cost	非上市股份／出資，按成本	708,072	708,072
Due from subsidiaries	應收附屬公司賬款	439,328	446,747
		1,147,400	1,154,819
Less: Impairment loss	減：減值虧損	(587,389)	(928,076)
		560,011	226,743

The following list contains only the particulars of subsidiaries which principally affected the results, assets or liabilities of the Group. The class of shares held is ordinary unless otherwise stated.

下表只載列對本集團的業績、資產或負債有重大影響的附屬公司詳情。除另有註明者外，所持有的股份均為普通股。

13 Interests in subsidiaries (continued)

13 附屬公司權益(續)

Name of company 公司名稱	Place of establishment/ incorporation and operation 成立/註冊成立 及經營地點	Particulars of issued and paid up capital 已發行及繳足 股本詳情	Group's effective ownership interest 本集團的實際所有權權益		Principal activities 主要業務
			29.2.2008	28.2.2007	
Beijing Qi Li Yun Jewellery Company Limited #/** 北京旗利雲珠寶有限公司**	People's Republic of China ("PRC") 中華人民共和國 (「中國」)	RMB1,000,000 人民幣 1,000,000元	80.46% [®]	80.46% [®]	PRC jewellery retailing 於中國從事珠寶零售
Beijing Tse Sui Luen Jewellery Company Limited #/* ("BTSL") 北京謝瑞麟珠寶有限公司 (「北京謝瑞麟」)*	PRC 中國	US\$2,000,000 2,000,000 美元	80.46% [®]	80.46% [®]	Jewellery manufacturing and trading 珠寶製造及貿易
Concept Management (HK) Limited 創念管理(香港)有限公司	Hong Kong 香港	HK\$1 港幣1元	100% [®]	100% [®]	Trademarks holding 持有商標
Excellent Ford Development Limited ("EF") 福銳發展有限公司 (「福銳發展」)	Hong Kong 香港	HK\$10,000 港幣 10,000元	80.46% [®]	80.46% [®]	Jewellery trading 珠寶貿易

13 Interests in subsidiaries (continued)

13 附屬公司權益(續)

Name of company 公司名稱	Place of establishment/ incorporation and operation 成立/註冊成立 及經營地點	Particulars of issued and paid up capital 已發行及繳足 股本詳情	Group's effective ownership interest 本集團的實際所有權權益		Principal activities 主要業務
			29.2.2008	28.2.2007	
Guangzhou Hong Yun Jewellery Company Limited ("GZ Xiang Yun") #/** 廣州鴻雲珠寶有限公司 (「廣州鴻雲」)**	PRC 中國	RMB1,000,000 人民幣 1,000,000元	80.46% [®]	80.46% [®]	PRC jewellery retailing 於中國從事珠寶零售
Guangzhou Jingshi Jewellery Company Limited #/* 廣州精式珠寶首飾有限公司*	PRC 中國	HK\$11,500,000 港幣 11,500,000元	100% [®]	100% [®]	Manufacturing and distribution of jewellery 珠寶製造及分銷
Guangzhou Tai Yi Trading Company Limited #/* 廣州泰億商貿有限公司*	PRC 中國	HK\$8,000,000 港幣 8,000,000元	80.46% [®]	80.46% [®]	PRC jewellery retailing 於中國從事珠寶零售

13 Interests in subsidiaries (continued)

13 附屬公司權益(續)

Name of company 公司名稱	Place of establishment/ incorporation and operation 成立/註冊成立 及經營地點	Particulars of issued and paid up capital 已發行及繳足 股本詳情	Group's effective ownership interest 本集團的實際所有權權益		Principal activities 主要業務
			29.2.2008	28.2.2007	
Guangzhou Xi Yun Jewellery Company Limited #/** 廣州禧雲珠寶有限公司 **	PRC 中國	RMB2,000,000 人民幣 2,000,000元	80.46% [®]	80.46% [®]	Jewellery trading and retailing 珠寶貿易及零售
Guangzhou Xiang Yun Jewellery Company Limited ("GZ Xiang Yun") #/* 廣州祥雲珠寶有限公司 (「廣州祥雲」)*	PRC 中國	RMB3,000,000 人民幣 3,000,000元	80.46% [®]	80.46% [®]	Jewellery retailing 珠寶零售
Impromptus Asia Pacific Limited	Hong Kong 香港	HK\$10,000 港幣 10,000元	100% [®]	100% [®]	Goldsmith and jewellery trading 足金及珠寶貿易
Infinite Assets Corp. ("IAC")	British Virgin Islands ("BVI") 英屬處女群島 (「英屬處女群島」)	HK\$277,254 港幣 277,254元	80.46% [®]	80.46% [®]	Investment holding 投資控股

13 Interests in subsidiaries (continued)

13 附屬公司權益(續)

Name of company 公司名稱	Place of establishment/ incorporation and operation 成立／註冊成立 及經營地點	Particulars of issued and paid up capital 已發行及繳足 股本詳情	Group's effective ownership interest 本集團的實際所有權權益		Principal activities 主要業務
			29.2.2008	28.2.2007	
Liberty Mark Limited	BVI 英屬處女群島	US\$1 1美元	100% [®]	100% [®]	Investment holding 投資控股
Shanghai Fu Yun Jewellery Company Limited #/** 上海福雲珠寶有限公司**	PRC 中國	RMB1,000,000 人民幣 1,000,000元	80.46% [®]	80.46% [®]	Jewellery retailing 珠寶零售
Shenzhen Jingyan Jewellery Company Limited #/* 深圳精研珠寶首飾有限公司*	PRC 中國	HK\$8,000,000 港幣 8,000,000元	100% [®]	100% [®]	Manufacturing and distribution of jewellery 珠寶製造及分銷
TSL Investment (B.V.I.) Limited	BVI 英屬處女群島	HK\$1,000 港幣 1,000元	100%	100%	Investment holding 投資控股
Tse Sui Luen Jewellery Company Limited ("TSLJ") 謝瑞麟珠寶有限公司 (「謝瑞麟珠寶」)	Hong Kong 香港	HK\$34,000 港幣 34,000元	100% [®]	100% [®]	Jewellery manufacturing trading and retailing 珠寶製造、 貿易及零售

13 Interests in subsidiaries (continued)

13 附屬公司權益(續)

Name of company 公司名稱	Place of establishment/ incorporation and operation 成立／註冊成立 及經營地點	Particulars of issued and paid up capital 已發行及繳足 股本詳情	Group's effective ownership interest 本集團的實際所有權權益		Principal activities 主要業務
			29.2.2008	28.2.2007	
Tse Sui Luen Investment (China) Limited ("TSL China") 謝瑞麟投資(中國)有限公司 (「謝瑞麟中國」)	BVI 英屬處女群島	US\$6,863 6,863美元	80.46% [®]	80.46% [®]	Investment holding 投資控股
Tse Sui Luen Jewellery (Malaysia) Limited 謝瑞麟珠寶(馬來西亞) 有限公司	Hong Kong/ Malaysia 香港／馬來西亞	HK\$3,000,000 港幣 3,000,000元	100% [®]	100% [®]	Jewellery retailing 珠寶零售
TSL Management Services Limited ("TSL MS") 謝瑞麟管理服務有限公司 (「謝瑞麟管理服務」)	Hong Kong 香港	HK\$2 港幣2元	100% [®]	100% [®]	Management and Admin. Services 管理及行政服務

13 Interests in subsidiaries (continued)

13 附屬公司權益(續)

Name of company 公司名稱	Place of establishment/ incorporation and operation 成立/註冊成立 及經營地點	Particulars of issued and paid up capital 已發行及繳足 股本詳情	Group's effective ownership interest 本集團的實際所有權權益		Principal activities 主要業務
			29.2.2008	28.2.2007	
TSL Jewellery (Export) Company Limited 謝瑞麟珠寶(出口)有限公司	Hong Kong 香港	HK\$4,824,775 港幣 4,824,775元	100% [@]	100% [@]	Jewellery export 珠寶出口
TSL Jewellery (Macau) Limited TSL珠寶(澳門)有限公司	Macau 澳門	MOP100,000 澳門幣 100,000元	100% [@]	–	Jewellery retailing in Macau 於澳門從事珠寶零售
TSL Jewellery (H.K.) Co. Limited 謝瑞麟珠寶(香港)有限公司	Hong Kong 香港	HK\$490 港幣 490元	100% [@]	100% [@]	Jewellery retailing 珠寶零售
TSL Manufacturing and Distribution Limited ("TSL M&D") 謝瑞麟製造及分銷有限公司 (「謝瑞麟製造及分銷」)	Hong Kong 香港	HK\$12,000,000 港幣 12,000,000元	100% [@]	100% [@]	Procurement, manufacturing and distribution of jewellery 採購、製造及 分銷珠寶
TSL Properties Management Limited 謝瑞麟物業管理有限公司	Hong Kong 香港	HK\$1,000 港幣 1,000元	100% [@]	100% [@]	Property holding and investment 持有物業及投資

Unofficial translation
非正式譯名

* Registered under the laws of the PRC as foreign enterprise
根據中國法律註冊為外資企業

** Registered under the laws of the PRC as limited liability company
根據中國法律註冊為有限責任公司

@ Indirectly held through subsidiaries
透過附屬公司間接持有

14 Other financial asset

14 其他財務資產

		The Group 本集團	
		29.2.2008	28.2.2007
		2008年2月29日	2007年2月28日
		HK\$'000 港幣千元	HK\$'000 港幣千元
Investment security, at cost	證券投資，按成本		
– Membership and seat in the Chinese Gold and Silver Exchange Society	– 金銀業貿易場會籍及席位	500	500

15 Club debenture

15 會籍債權證

		The Group 本集團	
		29.2.2008	28.2.2007
		2008年2月29日	2007年2月28日
		HK\$'000 港幣千元	HK\$'000 港幣千元
Membership in 北京中國會, at cost	北京中國會會籍，按成本	103	103
Less : Impairment loss	減：減值虧損	(103)	–
		–	103

Club debenture is designated as an available-for-sale financial asset. The debenture was issued by a private group and the directors are of the opinion that its fair value cannot be measured reliably. Accordingly, such debenture is stated at cost less impairment loss. As the second hand market of the club debenture is inactive, the directors consider that it is appropriate to make an impairment loss of the whole amount during the year.

會籍債權證乃指定為可供出售財務資產。債權證由私人集團發行，而董事認為其公允值未能可靠地計量。因此，該等債權證按成本減減值虧損列賬。董事認為，由於會籍債權證於二手市場並不活躍，因此就全數款額於年內作出減值虧損誠屬恰當。

16 Inventories

16 存貨

		The Group 本集團	
		29.2.2008	28.2.2007
		2008年2月29日	2007年2月28日
		HK\$'000 港幣千元	HK\$'000 港幣千元
Raw materials – at net realisable value	原材料 – 按可變現淨值	162,356	28,991
Work in progress – at cost	在製品 – 按成本	85,517	35,637
Finished goods – at net realisable value	製成品 – 按可變現淨值	617,721	456,961
		865,594	521,589

As at 29 February 2008, the carrying amount of inventories held by 6 subsidiaries (the "Subsidiaries") amounted to HK\$455,387,000 was pledged as a continuing security of the debts arising from the supply of polished diamonds and precious stones by Rosy Blue Hong Kong Limited ("Rosy Blue HK") to the Subsidiaries (the "Debts") from time to time (see also note 31 below).

2008年2月29日，六家附屬公司(「該等附屬公司」)持有之存貨賬面值已予抵押，其賬面值為港幣455,387,000元。作為Rosy Blue Hong Kong Limited(「Rosy Blue HK」)不時向該等附屬公司供應精鍊鑽石及名貴寶石所產生之債項(「該債項」)之持續保證(亦請參閱下文附註31)。

17 Trade and other receivables

17 應收賬款及其他應收款

		The Group 本集團	
		29.2.2008	28.2.2007
		2008年2月29日	2007年2月28日
		HK\$'000 港幣千元	HK\$'000 港幣千元
Trade receivables	應收賬款	127,350	98,446
Other receivables, deposits and prepayments	其他應收款、按金及預付款	45,208	60,519
		172,558	158,965
Less: Allowance for bad and doubtful debts (note (c))	減：呆壞賬撥備(註(c))	(15,968)	(15,271)
		156,590	143,694

17 Trade and other receivables (continued)

(a) Included in trade and other receivables are trade receivables (net of allowance for bad and doubtful debts) with the following ageing analysis:

		The Group 本集團	
		29.2.2008	28.2.2007
		2008年2月29日	2007年2月28日
		HK\$'000 港幣千元	HK\$'000 港幣千元
0 to 30 days	0至30天	73,170	74,692
31 to 60 days	31天至60天	21,299	6,306
61 to 90 days	61天至90天	2,525	1,135
Over 90 days	超過90天	15,388	2,042
Total trade receivables	應收賬款總額	112,382	84,175
Other receivables, deposits and prepayments (note (e))	其他應收款、按金及預付款(註(e))	44,208	59,519
		156,590	143,694

Apart from retail customers, the Group allows an average credit period from 30 to 90 days to other customers.

(b) The aged analysis of the trade and other receivables that are neither individually nor collectively considered to be impaired is as follows:

		The Group 本集團	
		29.2.2008	28.2.2007
		2008年2月29日	2007年2月28日
		HK\$'000 港幣千元	HK\$'000 港幣千元
Neither past due nor impaired	未逾期亦未作減值	143,917	141,544
Less than 6 months past due	逾期少於6個月	11,995	1,677
Over 6 months past due	逾期超過6個月	678	473
		156,590	143,694

17 應收賬款及其他應收款(續)

(a) 包括於應收賬款及其他應收款內的應收賬款(已扣除呆壞賬撥備)的賬齡分析如下:

		The Group 本集團	
		29.2.2008	28.2.2007
		2008年2月29日	2007年2月28日
		HK\$'000 港幣千元	HK\$'000 港幣千元

除零售顧客外，本集團給予其他顧客平均由30至90天的賒賬期。

(b) 未被個別或整體界定為減值之應收賬款及其他應收款之賬齡分析如下:

		The Group 本集團	
		29.2.2008	28.2.2007
		2008年2月29日	2007年2月28日
		HK\$'000 港幣千元	HK\$'000 港幣千元

17 Trade and other receivables (continued)

(b) (continued)

Receivables that were neither past due nor impaired relate to a wide range of diversified customers for whom there was no recent history of default.

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

(c) Movements in allowance for bad and doubtful debts during the year were as follows:

17 應收賬款及其他應收款(續)

(b) (續)

並無逾期或減值之應收賬款與近期並無違約記錄之廣大客戶有關。

已逾期但尚未減值之應收賬款與向本集團付款記錄良好之若干獨立客戶有關。根據過往經驗，董事認為無須就該等餘款作出減值撥備，此乃由於信貸質素並無發生重大變動，而有關結餘亦被視為可悉數收回。本集團並無就該等結餘持有任何抵押品或其他信貸增益。

(c) 年內呆壞賬撥備之變動如下：

		The Group 本集團	
		29.2.2008	28.2.2007
		2008年2月29日	2007年2月28日
		HK\$'000 港幣千元	HK\$'000 港幣千元
1 March	3月1日	15,271	1,000
Impairment losses recognised	已確認減值虧損	697	14,271
29 February/28 February	2月29日/2月28日	15,968	15,271

17 Trade and other receivables (continued)

(d) Details of trade and other receivables denominated in different currencies are as follows:

		The Group 本集團	
		29.2.2008	28.2.2007
		2008年2月29日	2007年2月28日
		HK\$'000 港幣千元	HK\$'000 港幣千元
Hong Kong dollars	港幣	36,736	45,618
Chinese Renminbi	人民幣	96,225	87,089
United States dollars	美元	22,965	9,768
Others	其他	664	1,219
		156,590	143,694

(e) Details of other receivables, deposits and prepayments are as follows:

		The Group 本集團		The Company 本公司	
		29.2.2008	28.2.2007	29.2.2008	28.2.2007
		2008年2月29日	2007年2月28日	2008年2月29日	2007年2月28日
		HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元
Other receivables	其他應收款	9,493	16,067	-	4,569
Deposits	按金	23,583	19,843	1	1
Prepayments	預付款	11,132	23,609	229	3,316
		44,208	59,519	230	7,886

The directors consider that trade and other receivables approximate their fair value.

17 應收賬款及其他應收款(續)

(d) 以不同貨幣計值之應收賬款及其他應收款明細如下：

(e) 其他應收款、按金及預付款明細如下：

董事認為，應收賬款及其他應收款與其公平值相若。

18 Cash at bank and in hand

Details of cash at bank and in hand denominated in different currencies are as follows:-

		The Group 本集團	
		29.2.2008	28.2.2007
		2008年2月29日	2007年2月28日
		HK\$'000 港幣千元	HK\$'000 港幣千元
Hong Kong dollars	港幣	2,429	35,019
Chinese Renminbi	人民幣	70,831	57,540
Malaysian Ringgits	馬來西亞元	4,560	1,580
United States dollars	美元	953	4,861
Others	其他	225	178
		78,998	99,178

18 銀行存款及現金

以不同貨幣列值之銀行存款及現金詳情如下：—

19 Trade and other payables

(a) Included in trade and other payables are trade payables with the following ageing analysis:-

		The Group 本集團	
		29.2.2008	28.2.2007
		2008年2月29日	2007年2月28日
		HK\$'000 港幣千元	HK\$'000 港幣千元
0 to 30 days	0至30天	33,579	39,054
31 to 60 days	31天至60天	52,392	26,435
61 to 90 days	61天至90天	45,808	20,856
Over 90 days	超過90天	220,298	100,651
Total trade payables	應付賬款總額	352,077	186,996
Other payables and accruals (note (c))	其他應付款及應計費用 (附註(c))	172,263	171,313
		524,340	358,309

19 應付賬款及其他應付款

(a) 包括於應付賬款及其他應付款內的應付賬款的賬齡分析如下：

The directors consider that trade and other payables approximate their fair values.

董事認為，應付賬款及其他應付款與其公平值相若。

19 Trade and other payables (continued)

(b) Details of trade and other payables denominated in different currencies are as follows:-

		The Group 本集團	
		29.2.2008	28.2.2007
		2008年2月29日	2007年2月28日
		HK\$'000 港幣千元	HK\$'000 港幣千元
Hong Kong dollars	港幣	155,289	162,226
Chinese Renminbi	人民幣	119,438	87,082
United States dollars	美元	241,767	105,721
Others	其他	7,846	3,280
		524,340	358,309

(c) Details of other payables and accruals are as follows:-

		The Group 本集團		The Company 本公司	
		29.2.2008	28.2.2007	29.2.2008	28.2.2007
		2008年2月29日	2007年2月28日	2008年2月29日	2007年2月28日
		HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元
Other payables	其他應付款	74,126	84,303	-	478
Customer deposits	顧客按金	13,431	5,925	-	-
Provision for liabilities	負債撥備	19,471	23,544	-	-
Accruals	應計費用	65,235	57,541	5,346	4,896
		172,263	171,313	5,346	5,374

19 應付賬款及其他應付款(續)

(b) 以不同貨幣計值之應付賬款及其他應付款明細如下：

(c) 其他應付款及應計費用明細如下：

20 Bank loans and overdrafts – secured

At 29 February 2008, the secured bank loans were repayable as follows:

20 銀行貸款及透支—有抵押

於2008年2月29日，有抵押銀行貸款的還款期如下：—

		The Group 本集團	
		29.2.2008	28.2.2007
		2008年2月29日	2007年2月28日
		HK\$'000 港幣千元	HK\$'000 港幣千元
Within 1 year or on demand	1年內或按要求	73,797	12,800
After 1 year but within 2 years	1年後但2年內	19,680	14,400
After 2 years but within 5 years	2年後但5年內	12,640	23,800
		32,320	38,200
		106,117	51,000

Details of the securities for the bank loans and overdrafts are set out in note 31 (a) to (b) to the financial statements.

銀行貸款及透支之抵押詳情載於財務報表附註31(a)至(b)。

21 Other loans – secured

At 29 February 2008, the other loans were repayable as follows:

21 其他貸款—有抵押

於2008年2月29日，其他貸款的還款期如下：—

		The Group 本集團		The Company 本公司	
		29.2.2008	28.2.2007	29.2.2008	28.2.2007
		2008年2月29日	2007年2月28日	2008年2月29日	2007年2月28日
		HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元
Within 1 year	1年內	14,552	38,135	—	16,335
After 1 year but within 2 years	1年後但2年內	14,552	14,552	—	—
After 2 years but within 5 years	2年後但5年內	6,962	21,514	—	—
		21,514	36,066	—	—
		36,066	74,201	—	16,335

21 Other loans – secured (continued)

(a) On 19 April 2007, the loan from Rosy Blue HK Limited was fully repaid by the Company with a new bank loan of HK\$16,000,000. The bank loan is repayable by 36 equal instalments.

(b) Other loans include secured loans from Partner Logistics Limited which carry interest at Hong Kong Interbank Offering Rate plus 2% per annum. Details of the securities for other loans from Partner Logistics Limited are set out in note 31 (a) to (b) to the financial statements.

22 Other loan – unsecured

At 29 February 2008, the other loan was repayable as follow:

		The Group and the Company 本集團及本公司	
		29.2.2008 2008年2月29日 HK\$'000 港幣千元	28.2.2007 2007年2月28日 HK\$'000 港幣千元
Within 1 year	1年內	1,782	1,640
After 1 year but within 2 years	1年後但2年內	311	1,782
After 2 years but within 5 years	2年後但5年內	–	311
		311	2,093
		2,093	3,733

Other loan represents an unsecured loan from a third party which carries interest at a flat rate of 8.39% per annum and is repayable by 36 equal instalments of HK\$157,374 each (inclusive of interest).

21 其他貸款—有抵押(續)

(a) 於2007年4月19日，Rosy Blue HK Limited 提供之貸款以本公司新造銀行貸款港幣16,000,000元悉數償還。銀行貸款須分36期等額償還。

(b) 其他貸款包括Partner Logistics Limited之有抵押貸款，乃每年按香港銀行同業拆息加2厘計息。由Partner Logistics Limited借予之其他貸款之抵押詳情載於財務報表附註31(a)至(b)。

22 其他貸款—無抵押

於2008年2月29日，其他貸款的還款期如下：

其他貸款指來自第三方之無抵押貸款，乃每年按劃一利率8.39厘計息，並須分36期每期港幣157,374元(包括利息)償還。

23 Obligations under finance leases

The Group leases an office equipment and computer equipment under finance leases expiring four years and two years, respectively (note 12(d)). At the end of the lease term, the Group has the option to purchase the assets at a price deemed to be a bargain purchase option. None of the leases included contingent rentals.

At 29 February 2008, the Group and the Company had obligations under finance leases repayable as follows:

(a) The Group

		29.2.2008 2008年2月29日			28.2.2007 2007年2月28日		
		Present value of the minimum lease payments 最低租賃 付款額現值 HK\$'000 港幣千元	Interest expense relating to future periods 日後期間 的利息支出 HK\$'000 港幣千元	Total minimum lease payments 最低租賃 付款額總數 HK\$'000 港幣千元	Present value of the minimum lease payments 最低租賃 付款額現值 HK\$'000 港幣千元	Interest expense relating to future periods 日後期間 的利息支出 HK\$'000 港幣千元	Total minimum lease payments 最低租賃 付款額總數 HK\$'000 港幣千元
Within 1 year	1年內	865	44	909	1,151	119	1,270
After 1 year but within 2 years	1年後但 2年內	85	–	85	865	44	909
After 2 years but within 5 years	2年後但 5年內	41	–	41	126	–	126
		126	–	126	991	44	1,035
		991	44	1,035	2,142	163	2,305

23 融資租賃承擔

本集團分別透過於四年內到期之融資租賃租用辦公室設備及兩年內到期之融資租賃租用電腦設備(附註12(d))。於租賃期完結時，本集團有權以優惠價格購入有關的資產。各融資租賃均不包含或有租金。

於2008年2月29日，本集團及本公司的融資租賃承擔的還款期如下：—

(a) 本集團

23 Obligations under finance leases

(continued)

(b) **The Company**

23 融資租賃承擔(續)

(b) 本公司

		29.2.2008 2008年2月29日			28.2.2007 2007年2月28日		
		Present value of the minimum lease payments	Interest expense relating to future periods	Total minimum lease payments	Present value of the minimum lease payments	Interest expense relating to future periods	Total minimum lease payments
		最低租賃 付款額現值	日後期間 的利息支出	最低租賃 付款額總數	最低租賃 付款額現值	日後期間 的利息支出	最低租賃 付款額總數
		HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元
Within 1 year	1年內	841	44	885	980	117	1,097
After 1 year but within 2 years	1年後但 2年內	62	–	62	841	44	885
After 2 years but within 5 years	2年後但 5年內	–	–	–	62	–	62
		62	–	62	903	44	947
		903	44	947	1,883	161	2,044

24 Employee benefit obligations

(a) Long service payments

Under the Hong Kong Employment Ordinance, the Group is obliged to make lump sum payments on cessation of employment in certain circumstances to certain employees who have completed at least five years of service with the Group. The amount payable is dependent on the employees' final salary and years of service, and is reduced by entitlements accrued under the Group's retirement plan that are attributable to contributions made by the Group. The Group does not set aside any assets to fund any remaining obligations. The long service payments are paid out from the Group's cash in hand when such payments are required.

The latest actuarial valuation specifically designated for the Group's employees were completed by a qualified actuary, Watson Wyatt Hong King Limited, as at 29 February 2008 using the projected unit credit method.

(i) The amount recognised in the consolidated balance sheet is as follows:

24 僱員福利義務

(a) 長期服務金

根據香港《僱傭條例》，如果本集團在若干情況下停止聘用在本集團服務至少五年的某些員工，便須以整筆款項的形式向這些員工支付長期服務金。應付的長期服務金金額按員工的最終薪金和服務年期計算，並扣除他們在本集團退休計劃所累積權益中由本集團供款的部分。本集團並無預留任何資產以支付其餘的義務金額。當需要作出付款時，長期服務金乃由本集團之現金支付。

為本集團僱員而設的最近期精算估值已由合資格精算師華信惠悅顧問有限公司於2008年2月29日採用預計單位貸記法完成。

(i) 在綜合資產負債表確認的數額如下：—

	The Group 本集團	
	29.2.2008	28.2.2007
	2008年2月29日	2007年2月28日
	HK\$'000 港幣千元	HK\$'000 港幣千元
Present value of defined benefit obligations 界定福利義務的現值	17,671	10,836

24 Employee benefit obligations (continued)

(a) Long service payments (continued)

(ii) Movements in the net liability recognised in the consolidated balance sheet are as follows:

		The Group 本集團	
		29.2.2008	28.2.2007
		2008年2月29日	2007年2月28日
		HK\$'000 港幣千元	HK\$'000 港幣千元
At beginning of the year	年初餘額	10,836	8,759
Expense recognised in the consolidated income statement (note 4(b))	在綜合收益表確認的支出(附註4(b))	6,835	2,125
Benefit payments	福利付款	-	(48)
At end of the year	年末餘額	17,671	10,836

(iii) Expense recognised in the consolidated income statement is as follows:

		The Group 本集團	
		29.2.2008	28.2.2007
		2008年2月29日	2007年2月28日
		HK\$'000 港幣千元	HK\$'000 港幣千元
Current service cost	本年度服務成本	143	15
Interest cost	利息費用	457	370
Net actuarial losses recognised	已確認精算虧損淨額	6,235	1,740
		6,835	2,125

24 僱員福利義務(續)

(a) 長期服務金(續)

(ii) 在綜合資產負債表確認的負債淨額變動如下：－

		The Group 本集團	
		29.2.2008	28.2.2007
		2008年2月29日	2007年2月28日
		HK\$'000 港幣千元	HK\$'000 港幣千元

(iii) 在綜合收益表確認的支出如下：－

		The Group 本集團	
		29.2.2008	28.2.2007
		2008年2月29日	2007年2月28日
		HK\$'000 港幣千元	HK\$'000 港幣千元

24 Employee benefit obligations (continued)

(a) Long service payments (continued)

(iv) The expense/(reversal of expense) is recognised in the following line items in the consolidated income statement:

		The Group 本集團	
		29.2.2008	28.2.2007
		2008年2月29日	2007年2月28日
		HK\$'000 港幣千元	HK\$'000 港幣千元
Cost of sales	銷售成本	950	534
Selling expenses	銷售費用	1,151	431
Administrative expenses	行政費用	4,734	1,160
		6,835	2,125

(v) The principal actuarial assumptions used as at 29 February 2008 (expressed as weighted average) are as follows:

		The Group 本集團	
		29.2.2008	28.2.2007
		2008年2月29日	2007年2月28日
Discount rate	折讓率	3%	4.25%
Future salary increases	未來薪金升幅		
Year 2007	2007年	-	4%
Year 2008 and thereafter	2008年及其後	5%	4%
Return of MPF balances	強積金結餘回報	4%	4%

24 僱員福利義務(續)

(a) 長期服務金(續)

(iv) 各項支出/(撥回支出)在下列綜合收益表項目內確認：—

		The Group 本集團	
		29.2.2008	28.2.2007
		2008年2月29日	2007年2月28日
		HK\$'000 港幣千元	HK\$'000 港幣千元
Cost of sales	銷售成本	950	534
Selling expenses	銷售費用	1,151	431
Administrative expenses	行政費用	4,734	1,160
		6,835	2,125

(v) 於2008年2月29日使用的主要精算假設(以加權平均數表示)如下：—

		The Group 本集團	
		29.2.2008	28.2.2007
		2008年2月29日	2007年2月28日
Discount rate	折讓率	3%	4.25%
Future salary increases	未來薪金升幅		
Year 2007	2007年	-	4%
Year 2008 and thereafter	2008年及其後	5%	4%
Return of MPF balances	強積金結餘回報	4%	4%

24 Employee benefit obligations (continued)

(b) Defined contribution retirement plan

The Group participates in the Mandatory Provident Fund Scheme ("the MPF Scheme") under the Hong Kong Mandatory Provident Fund Schemes Ordinance for employees employed under the jurisdiction of the Hong Kong Employment Ordinance. The MPF Scheme is a defined contribution retirement scheme administered by independent trustees. Under the MPF Scheme, the employer and its employees are each required to make contributions to the scheme at 5% of the employees' relevant income, subject to a cap of monthly relevant income of HK\$20,000. Contributions to the scheme vest immediately.

The Group participates in defined contribution retirement benefits schemes for all qualifying employees in the PRC and Malaysia with contributions to the schemes at 7% and 12% of the gross salaries respectively. The assets of the schemes are held separately from those of the Group in funds under the control of independent trustees.

24 僱員福利義務 (續)

(b) 界定供款退休計劃

本集團按照香港《強制性公積金計劃條例》的規定，參與根據香港《僱傭條例》聘用的僱員的強制性公積金計劃（「強積金計劃」）。強積金計劃是一個界定供款退休計劃，由獨立的受託人管理。根據強積金計劃，僱主和僱員均須按照僱員相關入息的5%向計劃作出供款；但每月的相關入息上限為港幣20,000元。向計劃作出的供款即時成為既定僱員福利。

本集團參與中國及馬來西亞所有合資格的僱員的一個界定供款退休計劃。向該等計劃支付的供款分別佔中國及馬來西亞的員工薪金總額的7%及12%。計劃的資產獨立於本集團的資產持有，並由獨立受託人管理。

25 Current tax (recoverable)/payable

(a) Current taxation in the balance sheet represents

25 (可收回)/應付本期稅項

(a) 資產負債表所示本期稅項為：—

		The Group 本集團	
		29.2.2008	28.2.2007
		2008年2月29日	2007年2月28日
		HK\$'000 港幣千元	HK\$'000 港幣千元
Provision for Hong Kong profits tax for the year	本年度香港利得稅撥備	6,599	11,083
Provisional profits tax paid	已付暫繳利得稅	(1,253)	(916)
		5,346	10,167
Overseas taxation	海外稅項	16,354	9,721
Profits tax provision relating to prior years	以往年度利得稅撥備	75,130	74,865
		96,830	94,753
<i>Representing:-</i>			
Current tax recoverable	代表：— 可收回本期稅項	(44)	(71)
Current tax payable	應付本期稅項	96,874	94,824
		96,830	94,753

25 Current tax (recoverable)/payable

(continued)

(b) Deferred tax assets and liabilities recognised

The Group

The components of deferred tax (assets)/liabilities recognised in the consolidated balance sheet and movements during the year are as follows:-

25 (可收回)/應付本期稅項(續)

(b) 已確認遞延稅項資產和負債

本集團

在綜合資產負債表確認的遞延稅項(資產)/負債及年內的變動如下：—

		Depreciation in excess of depreciation allowances 超過折舊 免稅額的折舊 HK\$'000 港幣千元	Employee benefit obligations 僱員福利義務 HK\$'000 港幣千元	Provision for inventories 存貨準備 HK\$'000 港幣千元	Tax losses 稅項虧損 HK\$'000 港幣千元	Total 總額 HK\$'000 港幣千元
Deferred tax arising from:-	遞延稅項來自：					
1 March 2006	於2006年3月1日	(4,255)	(1,533)	(10,048)	(4,952)	(20,788)
Credited/(charged) to consolidated income statement	在綜合收益表計入/(列支)	(3,149)	(363)	(1,075)	392	(4,195)
Exchange adjustments	匯兌調整	(66)	—	8	—	(58)
28 February 2007 and 1 March 2007	於2007年2月28日及2007年3月1日	(7,470)	(1,896)	(11,115)	(4,560)	(25,041)
Credited/(charged) to consolidated income statement	在綜合收益表計入/(列支)	2,018	(1,019)	7,136	(743)	7,392
Exchange adjustments	匯兌調整	(256)	—	(150)	(51)	(457)
29 February 2008	於2008年2月29日	(5,708)	(2,915)	(4,129)	(5,354)	(18,106)

25 Current tax (recoverable)/payable

(continued)

(b) Deferred tax assets and liabilities recognised

(continued)

The Group (continued)

25 (可收回)/應付本期稅項(續)

(b) 已確認遞延稅項資產和負債(續)

本集團(續)

		29.2.2008 2008年2月29日 HK\$'000 港幣千元	28.2.2007 2007年2月28日 HK\$'000 港幣千元
Net deferred tax asset recognised on the consolidated balance sheet	在綜合資產負債表確認的遞延稅項資產淨值	(18,883)	(25,096)
Net deferred tax liability recognised on the consolidated balance sheet	在綜合資產負債表確認的遞延稅項負債淨額	777	55
		(18,106)	(25,041)

The Company

The components of deferred tax assets recognised in the Company's balance sheet and movements during the year are as follow:-

本公司

在本公司資產負債表確認的遞延稅項資產及年內的變動如下：—

		Tax losses 稅項虧損 HK\$'000 港幣千元
Deferred tax arising from—	遞延稅項來自：	
1 March 2007	於2007年3月1日	(1,394)
Credited to Company's income statement	在本公司收益表列支	(1,208)
29 February 2008	於2008年2月29日	(2,602)

25 Current tax (recoverable)/payable

(continued)

(c) Deferred tax assets not recognised

The components of unrecognised deferred tax (asset)/liabilities at the balance sheet date are as follows:—

The Group

		29.2.2008 2008年2月29日 HK\$'000 港幣千元	28.2.2007 2007年2月28日 HK\$'000 港幣千元
Depreciation allowances in excess of related depreciation	超過相關折舊的折舊免稅額	(3,333)	1,685
Tax losses	稅項虧損	(33,618)	(104,328)
Net deferred tax assets not recognised	未確認的遞延稅項資產淨值	(36,951)	(102,643)

The net deferred tax assets have not been recognised in the financial statements as they have arisen in subsidiaries that have been loss-making or dormant for some time.

25 (可收回)/應付本期稅項(續)

(c) 未確認的遞延稅項資產

於結算日之未確認的遞延稅項(資產)/負債部分如下：—

本集團

	29.2.2008 2008年2月29日 HK\$'000 港幣千元	28.2.2007 2007年2月28日 HK\$'000 港幣千元
--	--	--

由於以上的遞延稅項資產淨值來自若干期間出現虧損或暫無業務之附屬公司，因此本集團並未於財務報表內予以確認。

26 Share capital

(a) Authorised and issued share capital

26 股本

(a) 法定及已發行股本

		29.2.2008 2008年2月29日		28.2.2007 2007年2月28日	
		No. of shares 股份數目 '000 千股	Amount 金額 HK\$'000 港幣千元	No. of shares 股份數目 '000 千股	Amount 金額 HK\$'000 港幣千元
Authorised:	法定：				
Ordinary shares of HK\$0.25 each	每股面值港幣 0.25元普通股	1,500,000	375,000	1,500,000	375,000
Issued and fully paid:	已發行及繳足：				
Ordinary shares At beginning and end of the year	普通股 年初及年末餘額	207,063	51,766	207,063	51,766

(b) Management of capital

The primary objective of the Group's capital management is to safeguard the Group's ability to continue as a going concern and to maintain healthy capital ratios in order to support its business and maximise shareholder value.

The Group manages its capital structure and makes adjustments to it, in light of changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust the capital structure, the Group may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. The Group has been imposed a capital requirement from a banker that the Group's equity to total assets ratio (consolidated tangible net worth plus minority interest divided by total tangible assets) is not less than 30%. No changes were made in the objectives, policies or processes during the years ended 29 February 2008 and 28 February 2007.

The Group monitors capital using a debt to equity ratio, which is total borrowings divided by total equity of the Group. The Group's policy is to maintain the debt to equity ratio not greater than 100%.

(b) 資本管理

本集團的資本管理首要目標為保障本集團能持續經營並保持良好的資本比率，以支援其業務及擴大股東價值。

本集團管理其資本架構，並根據經濟狀況變動及相關資產風險之特性對其作出調整。為維持或調整資本架構，本集團可能調整向股東派付之股息、退回資本予股東或發行新股。一家往來銀行對本集團施加資本規定，據此，本集團之權益對總資產比率(綜合有形資產淨值加少數股東權益，除以有形資產總值)須要達到30%。於截至2008年2月29日及2007年2月28日止年度，本集團的目標、政策或進度均無變化。

本集團利用負債比率監察資本，即本集團的總借貸除以權益總額。本集團之政策乃維持負債比率不多於100%。

26 Share capital (continued)
(b) Management of capital (continued)
The Group

26 股本(續)
(b) 資本管理(續)
本集團

		29.2.2008 2008年2月29日 HK\$'000 港幣千元	28.2.2007 2007年2月28日 HK\$'000 港幣千元
Total equity	權益總額	448,250	307,308
Total borrowings	總借貸	171,072	149,562
Debt to equity ratio	負債比率	38%	49%

27 Reserves
The Company

27 儲備
本公司

		Share premium 股份溢價 HK\$'000 港幣千元	Contributed surplus 實繳盈餘 HK\$'000 港幣千元	Share-based compensation reserve 股份補償儲備 HK\$'000 港幣千元	Retained profits 保留溢利 HK\$'000 港幣千元	Total 總計 HK\$'000 港幣千元
1 March 2006	於2006年3月1日	116,634	14,770	2,332	21,450	155,186
Share option expenses	購股權開支	-	-	2,005	-	2,005
Adjustment arising from lapse of share options	購股權失效所產生 的調整	-	-	(183)	183	-
Profit for the year	本年度盈利	-	-	-	85	85
28 February 2007 and 1 March 2007	於2007年2月28日 及2007年3月1日	116,634	14,770	4,154	21,718	157,276
Share option expenses	購股權開支	-	-	333	-	333
Adjustment arising from lapse of share options	購股權失效所產生 的調整	-	-	(231)	231	-
Profit for the year	本年度盈利	-	-	-	350,763	350,763
29 February 2008	於2008年2月29日	116,634	14,770	4,256	372,712	508,372

27 Reserves (continued)

The Company (continued)

- (a) The contributed surplus of the Company arose from the difference between the consolidated net assets of the Group's subsidiaries acquired pursuant to a group reorganisation at the date on which the reorganisation became effective, and the nominal amount of the Company's ordinary shares issued under the reorganisation; less the set-off the accumulated losses of the Company amounting to HK\$865,747,000 as at 29 February 2004 pursuant to a capital reorganisation.

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

- (i) it is, or would after the payment be, unable to pay its liabilities as they become due; or
- (ii) the realisable value of its assets would thereby be less than the aggregate of its liabilities and its issued share capital and share premium accounts.
- (b) The aggregate amount of reserves available for distribution to shareholders of the Company at 29 February 2008 was HK\$508,372,000 (2007: HK\$157,276,000).

27 儲備(續)

本公司(續)

- (a) 本公司之實繳盈餘乃產生自集團附屬公司於重組生效日期因集團重組被收購時之綜合資產淨值與因重組發行之本公司普通股面值之差額；減根據一項資本重組，本公司於2004年2月29日為數港幣865,747,000元的累計虧損抵銷額。

根據百慕達1981年公司法(經修訂)，本公司之實繳盈餘賬可分派予股東。但在下列情況下，本公司不得從實繳盈餘提取款項作宣派或繳付股息之用，或分派實繳盈餘：—

- (i) 在繳付股息後，本公司不能或將不能繳付到期負債；或
- (ii) 本公司資產的可變現價值因而低於其負債、已發行股本及股份溢價賬之總和。
- (b) 於2008年2月29日，可分派予本公司股東之儲備為港幣508,372,000元(2007年：港幣157,276,000元)。

28 Commitments

(a) Capital commitments outstanding at 29 February 2008 not provided for in the financial statements were as follows:

		The Group 本集團		The Company 本公司	
		2008	2007	2008	2007
		2008年2月29日	2007年2月28日	2008年2月29日	2007年2月28日
		HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元
Contracted for	已訂約	2,690	874	–	–

(b) At 29 February 2008, the total future minimum lease payments under non-cancellable operating leases are payable as follows:

		The Group 本集團		The Company 本公司	
		2008	2007	2008	2007
		2008年2月29日	2007年2月28日	2008年2月29日	2007年2月28日
		HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元
Within 1 year	1年內	53,400	65,568	7,800	7,800
After 1 year but within 5 years	1年後但5年內	53,209	53,704	3,439	11,239
		106,609	119,272	11,239	19,039

The Group leases a number of properties under operating leases. The leases typically run for an initial period of one to three years, with an option to renew the lease when all terms are renegotiated. Lease payments are usually adjusted to reflect market rentals upon renegotiation of the terms of the lease.

28 承擔

(a) 於2008年2月29日，未償付而未在財務報表內提撥準備的資本承擔如下：－

(b) 於2008年2月29日，根據不可解除的經營租賃在日後應付的最低租賃付款額總數如下：－

本集團以經營租賃租用部分物業。這些租賃一般初步為期一年至三年，並且有權選擇在到期日後續期，屆時所有條款均可重新商定。租賃付款額通常會於商議租約條款時調整，以反映市場租金。

29 Share options

As disclosed under the heading of Share Option Scheme, 8,825,000 options were granted in 2005 to the directors, employees and service providers of the Company and its subsidiaries pursuant to the 2003 Share Option Scheme. 20% options granted are exercisable from 22 August 2005. The next 40% options granted are exercisable from 18 months from the date of grant and the remaining 40% options granted are exercisable from 24 months from the date of grant.

The fair value of options granted, was determined by using the Binomial valuation model. The significant inputs into the model were share price of \$1.71 at the grant date, exercise price of \$1.76, expected volatility of the Company's share price: 60% per annum, expected life of options of 4 years, expected nil dividend, annual risk-free interest rate of 3.38% per annum, rate of leaving service of 15% per annum and assume option holders will exercise their options when the share price is at least 180% of the exercise price. The fair value of options granted is as follows:-

Exercise period		Fair value per option	No. of vested options granted
行使期		每份購份權的公允值	已授出並歸屬的購股權數目
22 August 2005 – 25 July 2009	2005年8月22日–2009年7月25日	HK\$0.56 港幣0.56元	1,765,000
22 January 2007 – 25 July 2009	2007年1月22日–2009年7月25日	HK\$0.69 港幣0.69元	3,530,000
25 July 2007 – 25 July 2009	2007年7月25日–2009年7月25日	HK\$0.73 港幣0.73元	3,530,000

Given the above assumptions and the inherent limitations of the Binomial valuation model, shareholders and other investors are hereby warned of the subjectivity and uncertainty of the aforementioned values of the options.

29 購股權

誠如購股計劃一節所披露，本公司根據2003年購股計劃，在2005年共授出8,825,000份購股權予本公司及其附屬公司之董事、僱員及服務供應商。其中20%已授出的購股權可自2005年8月22日起行使，另外40%已授出的購股權可於授出日期起計18個月後行使，餘下40%已授出的購股權則可於授出日期起計24個月後行使。

已授出的購股權的公允值按「二項式」期權定價模式計算。上述模式所依據的主要數據包括授出日期的股價港幣1.71元、行使價港幣1.76元、本公司股價之預期波幅每年60%、購股權的預期年期4年、預期零股息、無風險年利率3.38%、每年離職比率15%，並假設購股權持有人將於股價達行使價最少180%時行使購股權。已授出的購股權的公允值如下：—

鑑於上述假設及「二項式」期權定價模式之既有限制，本公司謹此提醒各股東及其他投資者，上述購股權價值相當主觀，而且難以預計。

29 Share options (continued)

The number and weighted average exercise prices of share options are as follows:—

		2008		2007	
		Weighted average exercise price	Number of options	Weighted average exercise price	Number of options
		加權平均 行使價	購股權 數目	加權平均 行使價	購股權 數目
Outstanding at the beginning of the year	年初未行使	HK\$1.76 港幣1.76元	8,112,500	HK\$1.76 港幣1.76元	8,775,000
Lapsed during the year	年內失效	HK\$1.76 港幣1.76元	(325,000)	HK\$1.76 港幣1.76元	(662,500)
Outstanding at the end of the year	年末未行使	HK\$1.76 港幣1.76元	7,787,500	HK\$1.76 港幣1.76元	8,112,500
Exercisable at the end of the year	年內可行使	HK\$1.76 港幣1.76元	7,787,500	HK\$1.76 港幣1.76元	4,867,500

The options outstanding at 29 February 2008 had a weighted average remaining contractual life of 1.4 years (2007: 2.4 years). The details of exercise price are set out in the Report of the Directors.

30 Contingent liabilities

(a) At 29 February 2008, the Company has issued guarantees to banks and financial creditors in respect of general banking and other credit facilities extended to certain subsidiaries of the Company amounting to HK\$172,029,000 (2007: HK\$129,298,000).

(b) As set out in the announcements of the Company dated 3 June 2008, two directors of the Company, and a controller of showroom operation of a subsidiary and a consultant to a subsidiary were convicted by the District Court of Hong Kong of various charges involving offences under the Prevention of Bribery Ordinance, the Crime Ordinance and the Theft Ordinance. The Company has been informed that the two directors who have been convicted have commenced proceedings to appeal the verdict ("the Appeal").

29 購股權(續)

購股權之數目及加權平均行使價如下：—

於2008年2月29日尚未行使之購股權之加權平均剩餘合約年期為1.4年(2007年：2.4年)。行使價之詳情載於董事會報告內。

30 或有負債

(a) 於2008年2月29日，本公司已就銀行及財務債權人給予部分附屬公司一般銀行及其他貸款融資信貸，向銀行及財務債權人作出合共港幣172,029,000元(2007年：港幣129,298,000元)的擔保。

(b) 誠如本公司於2008年6月3日之公佈所載，本公司兩名董事以及一家附屬公司陳列室業務之主管及一名顧問被香港區域法院裁定觸犯防止賄賂條例、刑事罪行條例及盜竊罪條例中多項控罪。本公司已得悉該兩名被定罪的董事已就裁決提出上訴(「上訴」)。

30 Contingent liabilities (continued)

(b) (continued)

Under the Company's Bye-Laws, the Company may be required to indemnify its directors from and against all actions, costs, charges, losses, damages and expenses which they or any of them may incur in execution of their duty, provided that such indemnity shall not be extended to any matter in respect of, among other things, fraud and dishonesty.

The Directors are of the view that they are not in a position to conclude that whether and/or to what extent the Company may be required to indemnify the two directors involved in relation to the Appeal.

- (c) As at the balance sheet date, the disputes of certain subsidiaries with Inland Revenue Department ("IRD") regarding the tax treatment of certain offshore income and agents commission payments and promoter fees for prior years are still undetermined. The Group has established a provision of approximately HK\$91,000,000 in respect of such disputes. In the event that the Group is not successful in defending the tax treatments adopted, the Group may be subject to significant additional tax liabilities and possibly penalties which, under the provisions of the current tax legislation, may be up to three times any tax under-reported as assessed by the IRD. Furthermore, the verdict of the District Court of Hong Kong as mentioned in (b) above may or may not have impact on the IRD's challenges on the tax treatments adopted by the Group relating to agents commission payments and promoter fees arising in prior years. The Directors consider that it is impractical to estimate the potential amount of additional tax liabilities arising if the IRD's challenge in respect of the agent commission payments and promoter fees is successful.

30 或有負債(續)

(b) (續)

根據本公司之公司細則，本公司可能須就其董事因履行職務而產生之所有訴訟、成本、支出、損失、賠償及開支向彼等或彼等當中任何人士作出彌償，惟有關彌償並不包括(其中包括)欺詐及不誠實行為。

董事認為，彼等未能就是否需要向涉及上訴之兩名董事作出彌償及/或本公司作出彌償之程度作出定論。

- (c) 於資產負債表日期，若干附屬公司與稅務局就以往年度的若干離岸收入及代理佣金支出與業務推廣費用所採納稅務處理方法之爭議尚未得出結論。本集團已就有關爭議作出約港幣91,000,000元之撥備。倘本集團未能就所採納稅務處理方法成功辯護，本集團或須承擔額外稅務責任，且可能須繳交罰款。根據現行稅法，罰款或會多達稅務局評估任何漏報稅項之三倍。此外，上文(b)項所述香港區域法院之裁決可能對稅務局就本集團有關以往年度代理佣金支出與業務推廣費用所採納稅務處理方法之質疑構成影響。董事認為，倘稅務局就本集團有關以往年度代理佣金支出與業務推廣費用所採納稅務處理方法之質疑落實，評估所產生之潛在額外稅務負債並不切實可行。

31 Pledge of assets

(a) At 29 February 2008, debentures were executed by the Group in favour of its bankers and financial creditors charging, by way of fixed and floating charges, all of the undertakings, properties and assets of the Company and of its 12 subsidiaries as security for, inter alia, all obligations and liabilities, actual or contingent, from time to time owing by the Group to the bankers and financial creditors. Rental revenue of the Group is also charged in favour of the Group's bankers.

(b) At 29 February 2008, the Group pledged all rights, titles and interests in 80.46% of the entire share capital of IAC and TSL China and all benefits accruing to the pledged equity interest to the Group's bankers and financial creditors as security for, inter alia, all obligations and liabilities, actual or contingent, from time to time owing by the Group to the bankers and financial creditors.

(c) On 27 September 2007, the Company and the Subsidiaries executed a second floating charge and the Company made a guarantee to the Subsidiaries and there is a cross guarantee among the Subsidiaries in favor of Rosy Blue HK to pledge all of the Subsidiaries' respective rights to and title and interest from time to time in their inventories or stock-in-trade and their receivables from their overseas fellow subsidiaries in connection with the sales and supply of any inventory or stock-in-trade to such overseas fellow subsidiaries as a continuing security for the Debts. As at 29 February 2008, the Debts amounted to HK\$110,189,000.

31 資產抵押

(a) 於2008年2月29日，本集團訂立債權證，以固定及浮動抵押形式將本公司及其12間附屬公司之所有業務、物業及資產質押予其往來銀行及財務債權人，以作為(其中包括)本集團不時結欠往來銀行及財務債權人之所有實際或或有負債及債務之抵押品。本集團的租金收入亦已抵押予本集團的往來銀行。

(b) 於2008年2月29日，本集團把其於Infinite Assets Corp.及謝瑞麟投資(中國)有限公司總資本額的80.46%之一切權利、所有權和權益，及已抵押股本權益所累計的一切利益抵押予本集團的往來銀行及財務債權人，以作為(其中包括)本集團不時結欠往來銀行及財務債權人之所有實際或或有負債及債務之抵押品。

(c) 於2007年9月27日，本公司及該等附屬公司訂立第二浮動抵押及本公司向該等附屬公司作出擔保，而該等附屬公司之間亦有交叉擔保，以將該等附屬公司各自不時於彼等之存貨或待銷存貨以及彼等來自就向彼等海外同系附屬公司銷售及供應任何存貨或待銷存貨之應收該等海外同系附屬公司款項之所有權利、所有權及權益抵押予Rosy Blue HK，以作為該債項之持續抵押品。於2008年2月29日，該債項為港幣110,189,000元。

32 Connected and related party transactions

- (a) Partner Logistics Limited, a company controlled by Mr. Tse Tat Fung, Tommy ("Tommy Tse"), a substantial shareholder and a director of the Company, acquired all the rights, title and interests in the indebtedness due to certain of the bank lenders by the Group amounting to HK\$195,731,000 and HK\$14,000,000 on 11 February 2004 and 2 April 2004 respectively. Mr. Tommy Tse is also the spouse of Ms. Yau On Yee, Annie ("Annie Yau"), a director of the Company. The transaction, therefore, constituted a connected transaction under the Listing Rules.

At 29 February 2008, the outstanding loans due to Partner Logistics Limited amounted to HK\$36,066,000 (2007: HK\$57,866,000) are secured and interest bearing at Hong Kong Interbank Offering Rate plus 2% per annum. During the year ended 29 February 2008, interest expenses paid to Partner Logistics Limited amounted to HK\$2,991,000 (2007: HK\$4,276,000).

- (b) Following the expiry of the consultancy agreement for the provision of consultancy services entered into between TSLJ and Mr. Tse Sui Luen ("Mr. Tse") on 31 January 2008, TSL MS has entered into a new consultancy agreement on 6 February 2008 with Mr. Tse for a period of four months. Mr. Tse is the father of Mr. Tse Tat Fung, Tommy, the substantial shareholder and a director of the Company during the year ended 29 February 2008. During the year ended 29 February 2008, consultancy fee of totalling HK\$2,480,000 (2007: HK\$2,400,000) and share-based payment of HK\$6,000 (HK\$36,000) were paid to Mr. Tse.

32 關連及關聯人士交易

- (a) Partner Logistics Limited (一間由本公司主要股東兼董事謝達峰先生控制的公司)於2004年2月11日及2004年4月2日分別購入本集團應償還某些貸款銀行的港幣195,731,000元及港幣14,000,000元債務的所有權利、所有權和權益。謝達峰先生亦為本公司董事邱安儀女士(「邱女士」)之配偶。因此該交易根據上市規則構成一項關連交易。

於2008年2月29日，尚欠Partner Logistics Limited的貸款港幣36,066,000元(2007年：港幣57,866,000元)為有抵押及每年按香港銀行同業拆息加2厘計息。截至2008年2月29日止年度，已向Partner Logistics Limited支付港幣2,991,000元(2007年：港幣4,276,000元)之利息支出。

- (b) 繼謝瑞麟珠寶與謝瑞麟先生(「謝先生」)有關提供顧問服務之顧問協議於2008年1月31日屆滿後，謝瑞麟管理服務已於2008年2月6日與謝先生訂立一份為期四個月的新顧問協議。謝先生為本公司主要股東及本公司截至2008年2月29日止年度之董事謝達峰先生之父親。於截至2008年2月29日止年度內，已向謝先生支付顧問費合共港幣2,480,000元(2007年：港幣2,400,000元)及股份償付港幣6,000元(2007年：港幣36,000元)。

32 Connected and related party transactions (continued)

(c) During the year ended 29 February 2008, TSL M&D, a subsidiary of the Company, purchased raw materials and finished goods from Rosy Blue HK amounting to HK\$285,591,000 (2007: HK\$Nil). At 29 February 2008, the amount due to Rosy Blue HK was HK\$109,273,000 (2007: HK\$Nil).

During the year ended 28 February 2007, TSLJ, a subsidiary of the Company, purchased raw materials and finished goods from Rosy Blue HK amounting to HK\$158,105,000 and sold raw materials to Rosy Blue HK amounting to HK\$116,000. At 29 February 2008, the amount due to Rosy Blue HK was HK\$15,000 (2007: HK\$92,693,000).

During the year ended 29 February 2008, TSL Export sold finished goods to Rosy Blue Fine Inc. amounting to HK\$4,000 (2007: HK\$Nil), sold finished goods to Rosy Blue HK amounting to HK\$510,000 (2007: HK\$Nil), sold finished goods to Rosy Blue N.V. amounting to HK\$278,000 (2007: HK\$Nil).

During the year ended 28 February 2007, TSLJ sold raw materials to Rosy Blue Japan Limited ("Rosy Blue Japan") amounting to HK\$12,000, sold raw materials to Rosy Blue Fine Inc. amounting to HK\$560,000.

During the year ended 29 February 2008, EF sold raw materials to BTSL through Rosy Blue (Shanghai) Diamond Company Limited ("Rosy Blue SH"), an authorised diamond trading company in the PRC, amounting to HK\$61,014,000 (2007: HK\$82,204,000).

Rosy Blue HK, Rosy Blue Japan, Rosy Blue Fine Inc., Rosy Blue N.V. and Rosy Blue SH are subsidiaries of Rosy Blue Investments S.á.R.L., a preference shareholder of Partner Logistics. In the opinion of the Directors of the Company, the transactions were carried out on normal commercial terms and in the ordinary course of business.

32 關連及關聯人士交易(續)

(c) 截至2008年2月29日止年度期間，本公司一間附屬公司謝瑞麟製造及分銷，向Rosy Blue HK購入為數港幣285,591,000元(2007年：港幣零元)的原材料及製成品。於2008年2月29日，應付Rosy Blue HK的款項為港幣109,273,000元(2007年：港幣零元)。

本公司一間附屬公司謝瑞麟珠寶於截至2007年2月28日止年度，向Rosy Blue HK購入為數港幣158,105,000元的原材料及製成品，及向Rosy Blue HK出售原材料為數港幣116,000元。於2008年2月29日，應付Rosy Blue HK的款項為港幣15,000元(2007年：港幣92,693,000元)。

截至2008年2月29日止年度期間，謝瑞麟出口向Rosy Blue Fine Inc.出售為數港幣4,000元(2007年：港幣零元)的製成品。並分別向Rosy Blue HK及Rosy Blue N.V.出售為數港幣510,000元(2007年：港幣零元)及港幣278,000元(2007年：港幣零元)的製成品。

截至2007年2月28日止年度，謝瑞麟珠寶向Rosy Blue Japan Limited(「Rosy Blue Japan」)出售為數港幣12,000元的原材料及向Rosy Blue Fine Inc.出售為數港幣560,000元的原材料。

福銳發展於截至2008年2月29日止年度透過一間中國認可鑽石貿易公司藍玫瑰(上海)鑽石有限公司(「藍玫瑰上海」)向北京謝瑞麟出售原材料，為數港幣61,014,000元(2007年：港幣82,204,000元)。

Rosy Blue HK、Rosy Blue Japan、Rosy Blue Fine Inc.、Rosy Blue N.V.和藍玫瑰上海為Partner Logistics的優先股股東Rosy Blue Investments S.á.R.L.之附屬公司。本公司董事認為，交易在日常業務過程中按正常商業條款進行。

32 Connected and related party transactions (continued)

(d) During the year ended 28 February 2007, four subsidiaries of the Company, Beijing Tse Sui Luen Jewellery Co Ltd ("BTSL"), Excellent Ford Development Ltd ("EF"), Guangzhou Xiang Yun Jewellery Company Limited ("GZ Xiang Yun") and Tse Sui Luen Jewellery Trading & Distribution Co. Ltd ("TSL Trading") sold and consigned finished goods to Beijing Hua Long Rui Lin Economic And Trading Company Limited ("Hua Long") amounting to HK\$408,000. No finished goods are sold and consigned to Hua Long during the year. The transactions were carried out by way of cost plus pricing arrangements in the normal course of business of the subsidiaries.

During the year ended 29 February 2008, Tse Sui Luen Jewellery Consultancy Service Limited ("TSLJCS") paid Hua Long consultation fees amounting to HK\$Nil (2007: HK\$47,000) to Hua Long for advice on public relations matters to TSLJCS.

Hua Long is a company controlled by Mr. Qi who is a substantial shareholder and a director of two subsidiaries of the Company, IAC and TSL China, and he is also a director of a subsidiary of TSL China, BTSL. The licensing, sales, consignment and consultancy service arrangements therefore constituted connected transactions under the Listing Rules.

(e) The Group paid key management personnel compensation as follows:-

		2008 HK\$'000 港幣千元	2007 HK\$'000 港幣千元
Short-term employee benefits	短期僱員福利	17,199	17,210
Post-employment benefits	僱用後福利	48	48
Equity compensation benefits	股本補償福利	190	1,069
		17,437	18,327

32 關連及關聯人士交易(續)

(d) 於截至2007年2月28日止年度內，本公司四間附屬公司北京謝瑞麟珠寶有限公司(「北京謝瑞麟」)、福銳發展有限公司(「福銳」)、廣州祥雲珠寶有限公司(「廣州祥雲」)和謝瑞麟珠寶商貿及分銷有限公司(「謝瑞麟商貿」)分別售賣及寄售港幣408,000元之製成品予北京華龍瑞麟商貿有限公司(「華龍」)。本年內並無售賣及寄售製成品予華龍。這些交易是各附屬公司在正常業務過程中以成本加成定價法進行。

截至2008年2月29日止年度內，謝瑞麟珠寶顧問服務有限公司(「謝瑞麟顧問服務」)就華龍向該公司所提供的公共關係事務諮詢，向華龍支付諮詢費用港幣零元(2007年：港幣47,000元)。

華龍是由綦先生控制之公司，而綦先生也是本公司兩間附屬公司—IAC和謝瑞麟中國的主要股東和董事，並為謝瑞麟中國一間附屬公司北京謝瑞麟的董事。因此，認可商標的使用、售賣、寄售和顧問服務的安排構成上市規則定義的關連交易。

(e) 本集團向主要管理人員所支付補償如下：—

33 Financial risk management and estimation of fair values

(a) Financial risk management

The Group is exposed to a variety of risks including foreign currency risk, credit risk, liquidity risk and cash flow interest rate risk arising in the normal course of the Group's business activities.

The Group does not have any written risk management policies and guidelines. The directors monitor the financial risk management of the Group and take such measures as considered necessary from time to time to minimise such financial risks.

(i) Foreign currency risk

Foreign currency risk is the risk that the value of a financial instrument will fluctuate due to changes in foreign exchange rates.

The Group is exposed to foreign currency risk primarily through sales and purchases that are denominated in a currency other than the functional currency of the operations to which they relate. The currencies giving rise to this risk are primarily United States dollars, Malaysian Ringgits and Chinese Renminbi. The Group does not hold or issue any derivative financial instruments for trading purposes or to hedge against fluctuations in foreign exchange rates. The Group mitigates this risk by conducting the sales and purchases transactions in the same currency, whenever possible.

33 財務風險管理及公允價值估計

(a) 財務風險管理

本集團面對各種風險，包括於其業務活動之一般過程中產生之外幣風險、信貸風險、流動資金風險及現金流量利率風險。

本集團並無訂立任何書面風險管理政策及指引。董事監察本集團之財務風險管理，並不時採納認為必需之措施，以減低該等財務風險。

(i) 外幣風險

外幣風險乃指金融工具價值因匯率變動而波動之風險。

本集團主要面對之外幣風險，是來自經營相關之功能貨幣以外之貨幣列值之買賣。導致此風險之貨幣主要為美元、馬來西亞元及人民幣。本集團並無持有或發行任何衍生金融工具，以作買賣用途或對沖匯率波動用途。本集團透過在可能情況下以同一貨幣進行買賣交易減低此風險。

33 Financial risk management and estimation of fair values (continued)

(a) Financial risk management (continued)

(i) Foreign currency risk (continued)

The following table indicates the approximate change in the Group's profit after tax (and retained profits) and other components of consolidated equity in response to reasonably possible changes in the foreign exchange rates to which the group has significant exposure at the balance sheet date. The sensitivity analysis includes balance between group companies where the denomination of the balances is in a currency other than the functional currencies of the lender or the borrower.

The Group 本集團		2008			2007		
		Increase/ (decrease) in foreign exchange rates 匯率上升/ (下跌) HK\$'000 港幣千元	Effect on profit after tax and retained profits 對稅後盈利 及保留盈利 之影響 HK\$'000 港幣千元	Effect on other components of equity 對股本 其他部分 之影響 HK\$'000 港幣千元	Increase/ (decrease) in foreign exchange rates 匯率上升/ (下跌) HK\$'000 港幣千元	Effect on profit after tax and retained profits 對稅後盈利 及保留盈利 之影響 HK\$'000 港幣千元	Effect on other components of equity 對股本 其他部分 之影響 HK\$'000 港幣千元
Chinese Renminbi 人民幣	1%	2,466	2,997	1%	(1,895)	2,528	
	(1%)	(2,466)	(2,997)	(1%)	1,895	(2,528)	
Malaysian Ringgits 馬來西亞元	1%	205	229	1%	146	145	
	(1%)	(205)	(229)	(1%)	(146)	(145)	

33 財務風險管理及公允值估計(續)

(a) 財務風險管理(續)

(i) 外幣風險(續)

下表列示本集團除稅後盈利(及保留盈利)及綜合股本其他部分就匯率合理可能變動而導致的概約變動。有關匯率對本集團於結算日有重大影響。敏感度分析包括集團內公司間之結餘，該等結餘以貸款人或借貸人功能貨幣以外的貨幣列值。

33 Financial risk management and estimation of fair values (continued)

(a) Financial risk management (continued)

(i) Foreign currency risk (continued)

The above sensitivity analysis has been determined assuming that the change in foreign exchange rates had occurred at the balance sheet date and had been applied to each of the Group entities' exposure to currency risk for both derivative and non-derivative financial instruments in existences at that date, and that all other variables, in particular interest rates, remain constant.

The stated changes represent management's assessment of reasonably possible changes in foreign exchange rates over the period until the next annual balance sheet date. In this respect, it is assumed that the pegged rate between the Hong Kong dollar and the United States dollar would be materially unaffected by any changes in movement in value of the United States dollar, against other currencies. Results of the analysis as presented in the above table represent an aggregation of the effects on each of the Group entities' profit after tax and equity measured in the respective functional currencies, translated into Hong Kong dollars at the exchange rate ruling at the balance sheet date for presentation purposes. The analysis is performed on the same basis for 2007.

(ii) Credit risk

Credit risk arises from the possibility that customers may not be able to settle obligations within the normal terms of transactions. The Group performs ongoing credit evaluation of the debtors' financial condition and maintains an account for impairment losses for doubtful trade and other accounts receivable based upon the expected collectibles of all trade and other accounts receivable.

33 財務風險管理及公允值估計(續)

(a) 財務風險管理(續)

(i) 外幣風險(續)

上文所述的敏感度分析乃假設匯率變動於結算日發生而釐定，並已採用於所有其他變數(尤其利率)保持不變的情況下，本集團各實體就於該日已存在的衍生及非衍生金融工具所面對之貨幣風險。

列出的變動指管理層就匯率於下個結算日前期間之合理可能變動作出的評估。就此而言，已假設港元與美元之聯繫匯率將不會因美元兌其他貨幣之價值有任何變動而產生重大影響。上表呈列的分析結果反映對本集團實體的除稅後盈利及股本(就呈列目的，以各自之功能貨幣計量，按於結算日之匯率換算為港幣)之總括影響。2007年的分析乃以相同基準作出。

(ii) 信貸風險

信貸風險乃因客戶可能無法於一般交易期內清還債務而產生。本集團按照所有貿易及其他應收賬款之預期可收回程度，對債務人之財政狀況作出持續信貸評估，及就應收賬款及其他應收款之呆賬提撥減值虧損。

33 Financial risk management and estimation of fair values (continued)

(a) Financial risk management (continued)

(ii) Credit risk (continued)

At the balance sheet date, there were no major concentrations of credit risk.

The maximum exposure to credit risk is therefore represented by the carrying amount of each financial asset as stated in the balance sheet.

Cash is held with financial institutions of good standing.

(iii) Liquidity risk

Liquidity risk is the risk that an enterprise will encounter difficulty in raising funds to meet commitments associated with financial instruments. Liquidity risk may result from an inability to sell a financial asset quickly at close to its fair value.

Prudent liquidity risk management implies maintaining sufficient cash. The Group monitors and maintains a level of bank balances deemed adequate to finance the Group's operations.

(iv) Cash flow and fair value interest rate risk

Cash flow interest rate risk is the risk that future cash flows of a financial instrument will fluctuate because of changes in market interest rates. Fair value interest rate risk is the risk that the value of a financial instrument will fluctuate due to changes in market interest rates.

As the Group has no significant interest-bearing assets, the Group's income and operating cash flows are substantially independent of changes in market interest rates.

33 財務風險管理及公允值估計(續)

(a) 財務風險管理(續)

(ii) 信貸風險(續)

於結算日，信貸風險並無過度集中。

因此，最大之信貸風險為資產負債表所載各財務資產之賬面值。

現金乃存放於具有良好聲譽之金融機構。

(iii) 流動資金風險

流動資金風險乃指企業在集資以應付與金融工具相關承擔時遇上困難之風險。流動資金風險或會因無法迅速按接近其公允值之價格出售財務資產而產生。

審慎之流動資金風險管理指維持充足現金。本集團會監察及維持視為足夠撥付本集團營運所需之銀行結餘水平。

(iv) 現金流量及公允值利率風險

現金流量利率風險乃指因市場利率變動導致金融工具之未來現金流量波動之風險。公允值利率風險乃指因市場利率變動導致金融工具之價值波動之風險。

由於本集團並無重大計息資產，因此，本集團之收入及經營現金流量大部分不受市場利率變動影響。

33 Financial risk management and estimation of fair values (continued)

(a) Financial risk management (continued)

(iv) Cash flow and fair value interest rate risk (continued)

The Group's interest rate risk arises primarily from borrowings. The sensitivity analysis below have been determined assuming that change in interest rates had occurred at the balance sheet date and had been applied to the exposure to interest rates for financial instruments in existence at that date. A 1% increase or decrease is used when reporting interest rate risk internally to key management personnel and represents management's assessment of the reasonably possible change in interest rates.

If interest rates had been 1% higher/lower and all other variables were held constant, the Group's profit for the year ended 29 February 2008 and the retained profits as of 29 February 2008 would decrease/increase by HK\$1,382,000 (2007: decrease/increase by HK\$1,192,000). This is mainly attributes to the Group's exposure to interest rates on its variable rate borrowings.

The Group's sensitivity to interest rates has not changed significantly from the prior year.

(b) Estimation of fair values

The notional amounts of financial assets and liabilities with a maturity of less than one year (including trade and other receivables, cash at bank, trade and other payables) are assumed to approximate their fair values. The fair value of finance lease liabilities is estimated as the present value of future cash flows, discounted at current market interest rates for similar financial instruments.

The fair value of non-trade balances due from/to group and related companies has not been determined as the timing of the expected cash flows of these balances cannot be reasonably determined because of the relationship.

33 財務風險管理及公允值估計(續)

(a) 財務風險管理(續)

(iv) 現金流量及公允值利率風險(續)

本集團之利率風險主要產生自借貸。以下之敏感度分析乃假設利率變動於結算日發生而釐定，並已採用於該日已存在的金融工具所面對之利率風險。在向主要管理人員內部呈報利率風險時，採用了按利率增加或下跌1厘之假設，即管理層就利率之合理可能變動作出的評估。

倘利率增加／下跌1厘，而所有其他變數保持不變，本集團截至2008年2月29日止年度之盈利及截至2008年2月29日之保留盈利將減少／增加港幣1,382,000元(2007年：減少／增加港幣1,192,000元)。此乃主要源於本集團就其浮息借貸所面對之利率影響。

本集團對利率之敏感度由以往年度起並無重大改變。

(b) 公允值之估計

於一年內到期之財務資產及負債(包括應收賬款及其他應收款、銀行存款、應付賬款及其他應付款)之名義金額假定為與其公允值相若。融資租賃負債之公允值估計為未來現金流量之現值，並按相關金融工具之現行市場利率貼現。

由於預期現金流量時間無法合理釐定，故並無釐定應收／應付本集團及關連公司之非貿易結餘之公允值。

34 Financial instruments by category

The carrying amounts of each of the categories of financial instruments as at the balance sheet date are as follow:-

The Group 本集團

		Loans and receivables 貸款 及應收款 HK\$'000 港幣千元
Financial assets	財務資產	
As at 29 February 2008	於2008年2月29日	
Financial assets included in trade and other receivables	計入在應收賬款及其他應收款之財務資產	145,458
Cash and cash equivalents	現金及現金等價物	78,998
Total	總計	224,456

		Loans and receivables 貸款 及應收款 HK\$'000 港幣千元	Available for sale 可供出售 HK\$'000 港幣千元	Total 總計 HK\$'000 港幣千元
Financial assets	財務資產			
As at 28 February 2007	於2007年2月28日			
Financial assets included in trade and other receivables	計入在應收賬款及其他應收款之財務資產	120,085	-	120,085
Cash and cash equivalents	現金及現金等價物	99,178	-	99,178
Club debenture	會籍債權證	-	103	103
Total	總計	219,263	103	219,366

34 Financial instruments by category

(continued)

The Group 本集團

34 金融工具分類(續)

Financial liabilities at amortised costs

以攤銷成本入賬
之財務負債

HK\$'000 港幣千元

Financial liabilities	財務負債	
As at 29 February 2008	於2008年2月29日	
Financial liabilities included in trade and other payables	計入在應付賬款及其他應付款之財務負債	510,909
Bank overdrafts – secured	銀行透支—有抵押	25,804
Bank loans – secured	銀行貸款—有抵押	106,117
Other loans – secured	其他貸款—有抵押	36,066
Other loan – unsecured	其他貸款—無抵押	2,094
Obligations under finance leases	融資租賃承擔	991
		681,981
Financial liabilities	財務負債	
As at 28 February 2007	於2007年2月28日	
Financial liabilities included in trade and other payables	計入在應付賬款及其他應付款之財務負債	352,384
Bank overdrafts – secured	銀行透支—有抵押	18,486
Bank loans – secured	銀行貸款—有抵押	51,000
Other loans – secured	其他貸款—有抵押	74,201
Other loan – unsecured	其他貸款—無抵押	3,733
Obligations under finance leases	融資租賃承擔	2,142
		501,946

34 Financial instruments by category

(continued)

The Company 本公司

34 金融工具分類(續)

Loans and
receivables
貸款
及應收款
HK\$'000 港幣千元

Financial assets	財務資產	
As at 29 February 2008	於2008年2月29日	
Due from subsidiaries	應收附屬公司款項	439,328
Deposits	按金	1
Cash and cash equivalents	現金及現金等價物	22
Total	總計	439,351
Financial assets	財務資產	
As at 28 February 2007	於2007年2月28日	
Due from subsidiaries	應收附屬公司款項	446,747
Financial assets included in other receivables, deposits and prepayments	計入其他應收款、按金及預付款之財務資產	4,570
Cash and cash equivalents	現金及現金等價物	46
Total	總計	451,363

34 Financial instruments by category

(continued)

The Company 本公司

34 金融工具分類(續)

**Financial liabilities
at amortised costs**
以攤銷成本入賬
之財務負債
HK\$'000 港幣千元

Financial liabilities	財務負債	
As at 29 February 2008	於2008年2月29日	
Financial liabilities included in other payables and accruals	計入應付賬款及其他應付款之財務負債	5,346
Other loan – unsecured	其他貸款 – 無抵押	2,093
Obligations under finance leases	融資租賃承擔	903
		8,342
Financial liabilities	財務負債	
As at 28 February 2007	於2007年2月28日	
Financial liabilities included in other payables and accruals	計入應付賬款及其他應付款之財務負債	5,374
Other loans – secured	其他貸款 – 有抵押	16,335
Other loan – unsecured	其他貸款 – 無抵押	3,733
Obligations under finance leases	融資租賃承擔	1,883
		27,325

35 Recent accounting and financial reporting pronouncements

The HKICPA has issued the following amendments, new standards and interpretations which may be/are relevant to the preparation of the Group's financial statements for the accounting period after 29 February 2008:–

35 最近頒佈的會計及財務報告準則

香港會計師公會已頒佈下列可能與本集團於2008年2月29日後期間之財務報表編製相關之修訂、新準則及詮釋：–

		Effective for accounting periods beginning on or after 於以下日期或之後開始 之會計期間生效
HKAS 1 (Revised)	Presentation of financial statements	1 January 2009
香港財務報告準則第1號 (經修訂)	財務報表之呈報	2009年1月1日
HKFRS 2 (Amendment)	Share-based Payment – Vesting Conditions and Cancellations	1 January 2009
香港財務報告準則第2號 (修訂)	股份償付—歸屬條件及註銷	2009年1月1日
HKFRS 3 (Revised)	Business Combinations	1 July 2009
香港財務報告準則第3號 (經修訂)	業務合併	2009年7月1日
HKFRS 8	Operating Segments	1 January 2009
香港財務報告準則第8號	經營分部	2009年1月1日
HKAS 23 (Revised)	Borrowing Costs	1 January 2009
香港會計準則第23號 (經修訂)	借貸成本	2009年1月1日
HKAS 27 (Revised)	Consolidated and Separate Financial Statements	1 July 2009
香港會計準則第27號 (經修訂)	綜合與獨立財務報表	2009年7月1日
HK(IFRIC)-Int 12	Service Concession Arrangements	1 January 2008
香港(國際財務報告詮釋委員會) — 詮釋第12號	服務經營權安排	2008年1月1日
HK(IFRIC)-Int 13	Customer Loyalty Programmes	1 July 2008
香港(國際財務報告詮釋委員會) — 詮釋第13號	客戶忠誠計劃	2008年7月1日
HK(IFRIC)-Int 14	HKAS 19- The Limit on a Defined Benefit Asset, Minimum Funding Requirements and their Interaction	1 January 2008
香港(國際財務報告詮釋委員會) — 詮釋第14號	香港會計準則第19號—界定利益資產之限制、 最低撥款規定以及相互關係	2008年1月1日

35 Recent accounting and financial reporting pronouncements *(continued)*

The Group has already commenced an assessment of the related impact of adopting the above new standard, amendment/revisions to standards and interpretations but is not yet in a position to state whether substantial changes to the Group's accounting policies and presentation of the financial statements will be required.

The Group is in the process of making an assessment of the impact of these new and revised HKFRSs, upon initial application. So far, it has concluded that the adoption of HKFRS 8 may result in new and amended disclosures, the other new and revised HKFRSs are unlikely to have a significant impact on the Group's results of operations and financial position.

36 Ultimate controlling party

At 29 February 2008, the Directors consider the ultimate holding company to be Blink Technology Limited, which is incorporated in the British Virgin Islands, and the ultimate controlling party to be Mr. Tse Tat Fung, Tommy.

35 最近頒佈的會計及財務報告準則 (續)

本集團已開始評估採納以上新訂準則、修訂/經修訂準則及詮釋帶來之影響，惟尚未能說明是否需要對本集團之會計政策及財務報表之呈列作出重大變更。

本集團現正評估該等新訂及經修訂香港財務報告準則對首次採納造成之影響。目前結論為採納香港財務報告準則第8號可能導致新訂及經修訂披露，而其他新訂及經修訂香港財務報告準則不大可能會對本集團之經營業績及財政狀況造成重大影響。

36 最終控股方

於2008年2月29日，董事認為，最終控股公司為於英屬處女群島註冊成立的 Blink Technology Limited，而最終控股人士為謝達峰先生。

Five Years Financial Summary 五年財務概要

RESULTS

業績

		Year ended 28th/29th February			截至2月28/29日止年度	
		2008	2007	2006	2005	2004
		HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元
Turnover	營業額	1,917,467	1,509,851	1,324,132	1,275,996	955,625
Profit from ordinary activities before taxation	除稅前正常業務盈利	157,409	98,934	42,433	78,418	32,830
Taxation	稅項	(46,053)	(24,955)	(70,551)	(35,223)	(17,012)
Profit/(Loss) for the year	本年度盈利/(虧損)	111,356	73,979	(28,118)	43,195	15,818
Attributable to:	應佔部份:					
Equity shareholders of the company	本公司股東	99,240	55,562	(47,977)	35,813	4,194
Minority interests	少數股東權益	12,116	18,417	19,859	7,382	11,624
Profit/(loss) for the year	本年度盈利/(虧損)	111,356	73,979	(28,118)	43,195	15,818

ASSETS AND LIABILITIES 資產及負債

As at 28th /29th February 於2月28/29日

		2008	2007	2006	2005	2004
		HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元
Investment properties and property, plant and equipment	投資物業及物業、廠房及設備	138,375	130,663	117,691	105,685	76,571
Deferred tax assets	遞延稅項資產	18,883	25,096	20,834	17,684	3,143
Investments in securities and non-current assets	證券投資及非流動資產	500	603	603	600	597
Current assets	流動資產	1,101,226	764,532	712,673	674,266	550,655
Current liabilities	流動負債	(738,014)	(525,345)	(484,605)	(445,712)	(553,453)
		520,970	395,549	367,196	352,522	77,513
Obligation under finance lease	融資租賃承擔	(126)	(991)	(614)	(876)	—
Bank and other loans	銀行及其他貸款	(54,146)	(76,359)	(110,867)	(74,433)	—
Amounts due to minority shareholders	應付少數股東的款項	—	—	—	—	(1,497)
Employee benefit obligations	僱員福利義務	(17,671)	(10,836)	(8,759)	(10,190)	(9,570)
Deferred tax liabilities	遞延稅項負債	(777)	(55)	(46)	(15)	(189)
NET ASSETS	資產淨值	448,250	307,308	246,910	267,008	66,257
Capital and reserves	資本及儲備					
Share capital	股本	51,766	51,766	51,766	51,766	97,972
Reserves	儲備	349,865	223,863	155,186	197,594	(44,316)
Total equity attributable to equity shareholders of the company	本公司股東應佔權益總額	401,631	275,629	206,952	249,360	53,656
Minority interests	少數股東權益	46,619	31,679	39,958	17,648	12,601
TOTAL EQUITY	權益總額	448,250	307,308	246,910	267,008	66,257

Summary of Properties 物業摘要

	Location 地點	Gross floor area 建築面積 (sq. feet) (平方呎)	Percentage interest in property 物業權益比率	Category of tenure 年期的分類	Usage 用途
1	Private Car Parking Space Nos. 43-50, and 73 on Basement and Lorry Car Parking Space Nos. 1-4, 6, 11 and 14, 1st Floor, Summit Building, 30 Man Yue Street, Hung Hom, Kowloon, Hong Kong 香港九龍紅磡民裕街30號興業工商大廈地庫43-50號及73號私家車泊位及1樓1-4、6、11及14號貨車泊車位	N/A	100%	M	C
2	Units A1-A7, B, Front and Rear Portion, Storeroom No.3 and 5, Ground Floor; Units A1-A2, B and C, 1st Floor; Unit E-H, 2nd Floor; Units A-K and Flat Roof, 3rd Floor; Summit Building, 30 Man Yue Street, Hung Hom, Kowloon, Hong Kong 香港九龍紅磡民裕街30號興業工商大廈地下A1-A7、B單位、前後部份、3及5號儲物室；1樓A1-A2單位、B及C單位、2樓E-H單位；3樓A-K單位及平台	91,455	100%	M	I
3	Units A & B, 1st Floor, Shui Ki Industrial Building, No. 18, Wong Chuk Hang Road, Aberdeen, Hong Kong 香港香港仔黃竹坑道18號瑞琪工業大廈1樓A至B單位	10,716	100%	L	I
4	Office Units 901, 902 and 918, 9/F, Office (South) Tower, Beijing New World Centre, Chongwenmen Wai Main Street West, Chongwenmen District, Beijing, PRC 中國北京市崇文區崇文門外大街西、北京新世界中心辦公室樓南座901、902及918辦公室單位	2,858	100%	M	O
5	Unit A1 on Level 1 and 2, Block 2, Heng Chang Garden, Beijing, PRC 中國北京市恆昌花園2座1-2樓A1單位	1,654	100%	L	R
6	Flat 01, 23rd Floor, Block F, Beijing Rome Garden, Cao Hui Road, Chaoyang District, Beijing, PRC 中國北京市朝陽區曹慧路羅馬花園F座23樓1室	1,735	100%	L	R
	L: Long term lease			L: 長期契約	
	M: Medium term lease			M: 中期契約	
	C: Carpark			C: 泊車位	
	I: Industrial unit			I: 工業用單位	
	O: Commercial office			O: 商業用寫字樓	
	R: Residential			R: 住宅	
	N/A: Not applicable			N/A: 不適用	

