

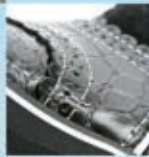


KINGMAKER FOOTWEAR HOLDINGS LIMITED
信星鞋業集團有限公司

Stock Code 股份代號: 01170

2009

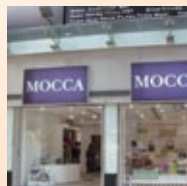
Annual Report 年報





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CORPORATE INFORMATION

公司資料



BOARD OF DIRECTORS

Executive Directors

Mr. Chen Ming-hsiung, Mickey
Mdm. Huang Hsiu-duan, Helen
Mr. Lee Kung, Bobby
Mr. Kimmel, Phillip Brian
Mr. Wong Hei-chiu (appointed on 16 March 2009)

Non-executive Directors

Mr. Chow Wing-kin, Anthony, SBS, J.P.
Mr. Chan Ho-man, Daniel
(re-designated as non-executive Director on 16 March 2009)

Independent non-executive Directors

Mr. Tam King-ching, Kenny
Mr. Chan Mo-po, Paul, MH, J.P.
Mr. Yung Tse-kwong, Steven

COMPANY SECRETARY

Mr. Wong Hei-chiu

REGISTERED OFFICE

Clarendon House
2 Church Street
Hamilton HM11
Bermuda

HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS

17th Floor
Empress Plaza
17-19 Chatham Road South
Tsimshatsui
Kowloon
Hong Kong

董事會

執行董事

陳敏雄先生
黃秀端女士
李鋼先生
柯民佑先生
黃禧超先生 (於二零零九年三月十六日獲委任)

非執行董事

周永健先生，銀紫荊星章，太平紳士
陳浩文先生
(於二零零九年三月十六日調任非執行董事)

獨立非執行董事

譚競正先生
陳茂波先生，榮譽勳章，太平紳士
戎子江先生

公司秘書

黃禧超先生

註冊辦事處

Clarendon House
2 Church Street
Hamilton HM11
Bermuda

總辦事處及主要營業地點

香港
九龍
尖沙咀
漆咸道南17-19號
帝后廣場
17樓

SOLICITORS

Peter C. Wong, Chow & Chow

AUDITORS

Ernst & Young
Certified Public Accountants

BERMUDA PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

Butterfield Fund Services (Bermuda) Limited
Rosebank Centre
14 Bermudiana Road
Hamilton
Bermuda

HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

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

PRINCIPAL BANKERS

Calyon
Standard Chartered Bank
Hang Seng Bank
Bank of Tokyo-Mitsubishi UFJ

STOCK CODE

01170

WEBSITE

<http://www.irasia.com/listco/hk/kingmaker/index.htm>

律師

王澤長、周淑嫻、周永健律師行

核數師

安永會計師事務所
執業會計師

百慕達主要股份過戶登記處

Butterfield Fund Services (Bermuda) Limited
Rosebank Centre
14 Bermudiana Road
Hamilton
Bermuda

香港股份過戶登記分處

卓佳登捷時有限公司
香港
灣仔
皇后大道東28號
金鐘匯中心26樓

主要往來銀行

東方匯理銀行
渣打銀行
恒生銀行
三菱東京UFJ銀行

股份代號

01170

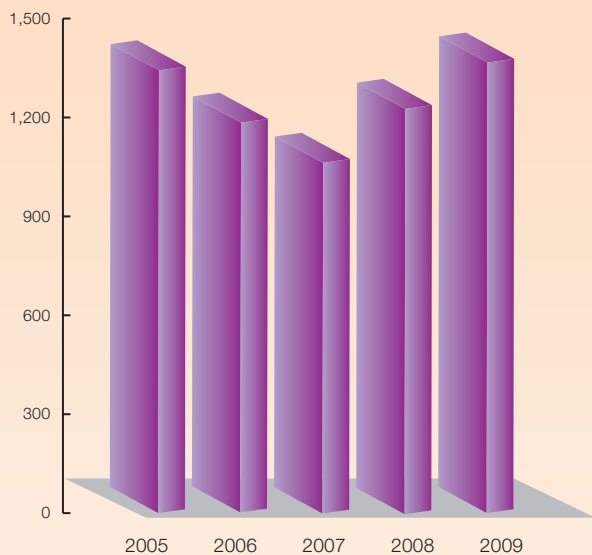
網站

<http://www.irasia.com/listco/hk/kingmaker/index.htm>

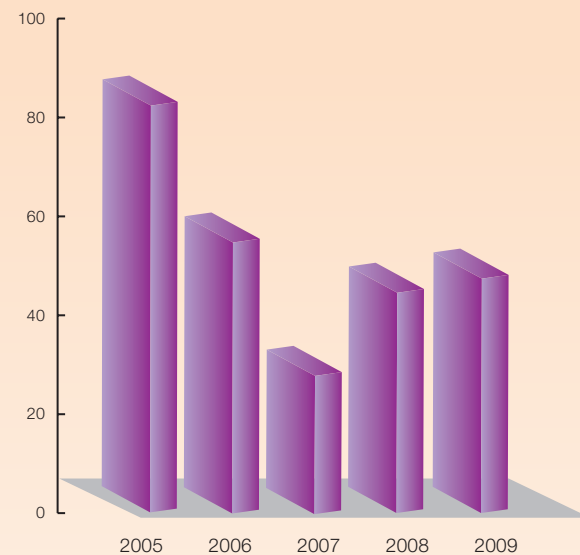
FINANCIAL HIGHLIGHTS

財務摘要

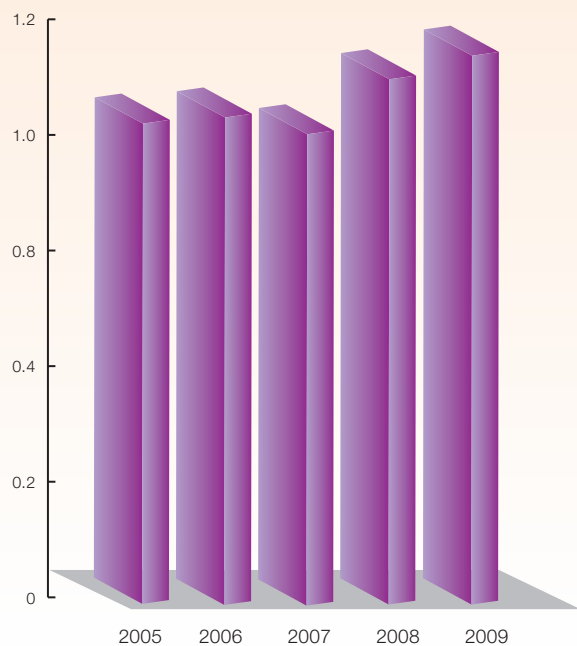
TURNOVER 營業額
(HK\$ Mil 百萬港元)



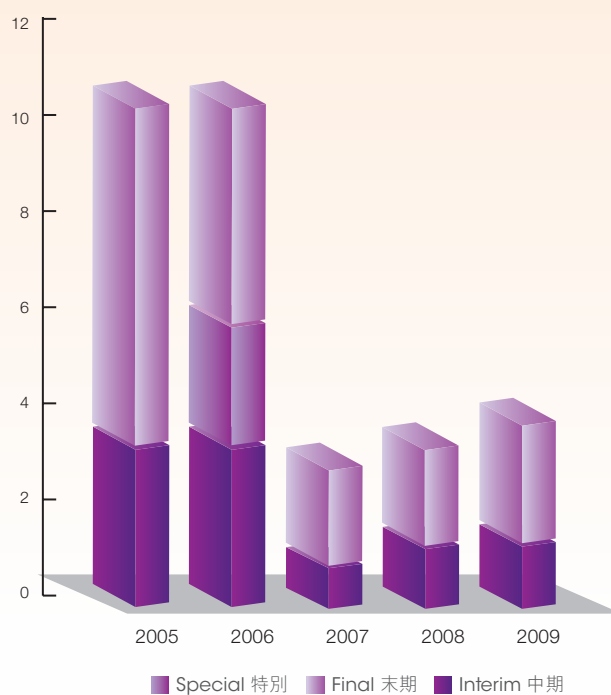
NET PROFIT 純利
(HK\$ Mil 百萬港元)



NET ASSET VALUE PER SHARE 每股資產淨值
(HK\$ 港元)

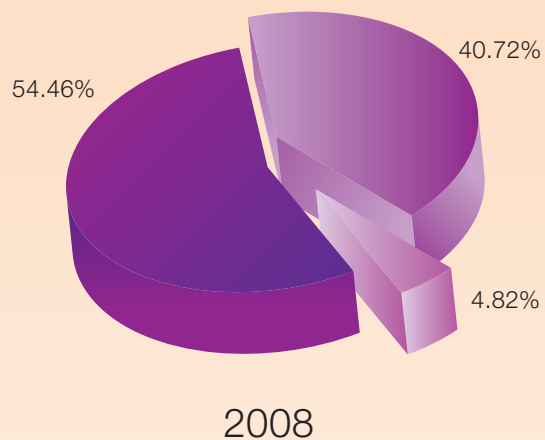
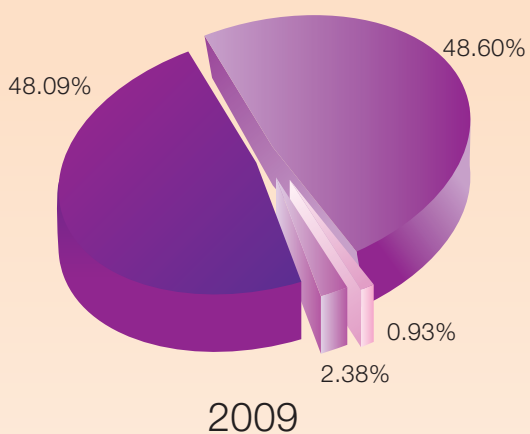


DIVIDEND PER SHARE 每股股息
(HK Cents 港仙)



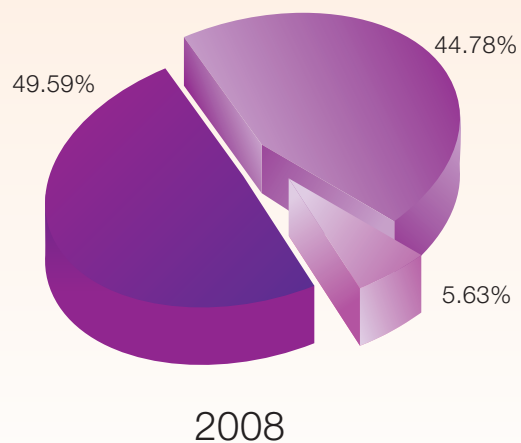
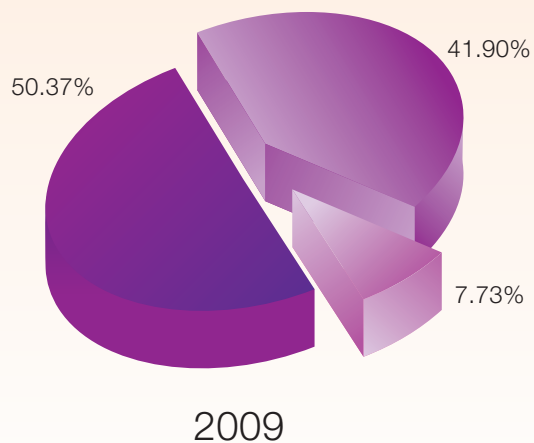
■ Special 特別 ■ Final 末期 ■ Interim 中期

CATEGORY 產品分類



■ Casual 便服鞋
 ■ Babies & Children 嬰兒及小童鞋
 ■ Rugged 豪邁型戶外鞋
 ■ Footwear Retailing 鞋履零售

GEOGRAPHICAL 地區



■ USA 美國
 ■ Europe 歐洲
 ■ Others 其他

CHAIRMAN'S STATEMENT

主席報告



"To cope with the challenges created by the global economic tsunami, the Group will continue to focus on maintaining its leadership position in developing and manufacturing quality footwear products."

「為應對全球金融海嘯所帶來之挑戰，本集團將繼續專注於保持其在開發及生產優質鞋類產品之領導地位。」

Chen Ming-hsiung, Mickey 陳敏雄
Chairman 主席

BUSINESS REVIEW

Although the global economic turmoil has inflicted uncertainty and serious difficulties on every industry in the world, the Group remains positive about the demand for its products, which are daily necessities of life, and in particular for its premium casual footwear as well as babies' and children's footwear.

In spite of an overall soft global retail environment, according to the National Sporting Goods Association, the athletic and sports footwear market in the United States of America (the "US") recorded only a 2% decline in 2008 year on year. Overall sales of athletic and sports footwear in 2008 were not immune to the weak economy, but certain categories did resist the downturn, particularly jogging and walking shoes, with most demand leaning toward the "brown shoe" casual category, in particular comfortable and fashionable "athleisure" designs. With years of dedicated effort in developing its fashion casual line, the Group is thus well positioned to capitalize on the growing trend for more casual dress codes.

To cope with the challenges created by the global economic tsunami, the Group will continue to focus on maintaining its leadership position in developing and manufacturing quality footwear products. This will be achieved by continuously enhancing its offerings to satisfy customers' and brand-owners' needs with innovative, cost-effective and high quality solutions.

業務回顧

儘管全球經濟動盪給世界各行各業帶來不確定因素及嚴重困難，本集團對其產品（屬日常必需品）之市場需求仍保持樂觀，尤以優質便服鞋以及嬰兒及小童鞋為然。

雖然全球零售環境整體疲弱，但根據美國全國體育用品協會之資料，於二零零八年美利堅合眾國（「美國」）之運動鞋市場僅按年錄得2%之降幅。運動鞋於二零零八年之整體銷售未能避免受疲弱經濟之影響，惟若干鞋履類別卻對經濟下滑具有抗跌力，特別是緩步跑鞋及散步鞋，當中「棕色系列」便服鞋類別之需求最為殷切，尤以舒適時尚之「運動休閒」設計最受青睞。經過多年開發便服時裝鞋產品之不懈努力，本集團已準備就緒，藉著日益流行之休閒衣著之趨勢而受惠。

為應對全球金融海嘯所帶來之挑戰，本集團將繼續專注於保持其在開發及生產優質鞋類產品之領導地位。為此，本集團將不斷加強提供創新、具成本效益及優質之解決方案，以滿足客戶及品牌所有者之需求。



Extend sales and distribution network in China to cover major cities and special economic zones
擴展中國銷售及分銷網絡以覆蓋國內主要城市和經濟特區

At the same time, the Group will continue to evaluate and optimize its cost structure in order to match development and production excellence with cost competitiveness. These efforts are being helped by certain favorable macro-environmental developments in the People's Republic of China ("PRC").

The positive effect of easing global interest rates, particularly in the Renminbi ("RMB"), is expected to stimulate the world economy in the year 2009. The RMB interest-rate reduction will also dampen the appreciation trend in the RMB currency.

Also on a positive note, the Group benefited from the holdover of the implementation of the minimum wage requirement for 2009 under the new PRC Labor Law. The raising of the export VAT rebate from 11% to 13% during the year, then to the current 15%, was another positive factor for the Group.

The Group is well placed to benefit from these macro parameters to further reduce the overall manufacturing and production costs in our PRC factories.

Last but not least, the Group continues to pursue potential strategic partnerships that will create added value and synergistic benefits for the existing business.

同時，本集團亦將繼續評估及優化其成本結構，以使超卓之開發及生產能力與成本競爭力之間取得平衡。此等努力亦因中華人民共和國（「中國」）之若干有利宏觀經濟環境之發展而事半功倍。

全球利率尤其是人民幣「人民幣」利率下調具有積極利好影響，預期將對二零零九年世界經濟具有促進作用。人民幣利率降低亦將減緩人民幣之升值趨勢。

此外，而利好因素方面，本集團受益於中國新勞動法規定之二零零九年最低工資標準延遲實施。年內出口增值稅退稅由11%增至於年結日之13%，及後又調至目前的15%，為本集團的另一個利好因素。

本集團已準備就緒，以從該等利好宏觀因素中受惠，進一步降低本集團中國廠房之整體製造及生產成本。

最後，本集團將繼續尋求潛在策略合作夥伴，為現有業務創造增值及促進協同效益。

CHAIRMAN'S STATEMENT

主席報告



Manufacturing Business

Despite setbacks in many major consumer markets inflicted by the global economic crisis, the Group's long-standing development strategy and cost-control measures have helped the Group to stabilize costs and sustain growth.

The Group's strategy of anchoring in the premium arena and establishing multi-location production bases now enables it to maintain an excellent geographical reach and enjoy healthy, diversified revenue contributions from the US and European markets. The Group has also continued to augment its production centers in Southeast Asia, including Vietnam and Cambodia, to complement its production base in the PRC.

The world is not only in an economic downturn, but also suffering a serious credit crisis. However, supported by a sound financial position as a result of consistent and prudent cash-flow management, the Group is much better placed than its counterparts to survive the global economic downturn.

During the year under review, to sustain its cost competitiveness, the Group made further upgrades to its "lean manufacturing system", under which the operation and production flow were realigned to achieve higher efficiency, shorter production lead times, and reduced materials and labor wastage. These, the Directors believe, are the attributes necessary for sustaining resilience during a slow market.

製造業務

儘管全球經濟危機使眾多主要消費市場受到嚴重打擊，惟本集團行之有效的發展策略及成本控制措施仍能幫助本集團穩定成本及維持增長。

本集團策略定位於高檔市場，以及建立跨地域的生產基地，因而現時可維持理想之地域覆蓋面，得以從美國及歐洲市場獲取穩健及來源分散之收入。本集團將繼續擴充包括越南及柬埔寨在內之東南亞生產中心，與位於中國之生產基地產生相輔相成之效。

全球不僅處於經濟衰退，還遭遇嚴重信貸危機。幸而，在持續審慎流動現金管理所帶來之穩健財政狀況下，相比競爭對手，本集團更有能力在全球經濟衰退中安渡困境。

於回顧年度，為保持成本競爭力，本集團進一步提升「精實生產系統」，重整營運及生產流程，以達致更高效率、縮短生產期，並減少原料和勞動力之消耗。董事們相信，在市道低迷時有必要採取此等措施以維持抵禦能力。

Retail Business

Although the investment in this new business line has inevitably affected the Group's earnings during the year under review, the Directors believe it is nevertheless a sound investment which will generate new growth momentum to sustain returns to shareholders in the long term. During the year under review, the Group's footwear retail business recorded an operating loss of approximately HK\$15.7 million.

There have been new positive developments in the retail business unit which will be discussed further in the Management Discussion and Analysis section.

FUTURE PLANS

In the coming year, the Group will focus on strengthening its competitive position in order to take forward its business-development plans to capture opportunities emerging as the market returns to stability. Efforts will therefore be geared in the following directions:

Continuing to move up the value chain

Looking ahead, the uncertain economic climate is likely to continue to affect the demand for footwear globally. However, the Directors are confident that the Group can maintain its competitiveness by moving up the value chain while adopting stringent cost-control measures.



零售業務

儘管投資該新業務已不可避免地影響本集團於回顧年度之盈利，但董事們相信，該業務仍不失為一項穩健之投資，長期而言將產生新的增長動力，從而為股東帶來回報。於回顧年度，本集團之鞋履零售業務錄得經營虧損約15,700,000港元。

零售業務出現新的積極性發展，管理層討論及分析一節將對此作進一步討論。

未來計劃

未來一年，本集團將專注於鞏固其競爭地位以落實業務發展計劃，從而抓緊市場回復穩定時湧現之商機。因此，本集團將致力專注於下列各方面之工作：

繼續提升價值鏈

展望未來，不明朗之經濟形勢很可能繼續影響全球鞋履需求。然而，董事們深信，在採納嚴謹之成本控制措施下，本集團可透過提升價值鏈維持其競爭力。

CHAIRMAN'S STATEMENT

主席報告

Strengthen our competitive edge

In 2009, the Group will focus on strengthening its competitive edge and consolidating its leadership position in quality footwear development and production. The Group will further expand its product offerings to customers and brand owners, and continue to enhance product quality and craftsmanship. At the same time, the Group will bolster its prudent development strategy and cost-control measures to stabilize costs while sustaining growth momentum. In the light of the escalating manufacturing costs in the southern part of the PRC, the Group is exploring more cost-effective locations for the further diversification of its Mainland production base by expanding to Jiangxi Province.

Further expanding our foothold

In addition to the "MOCCA" brand, the Group has also developed its own house brand of babies' products "Fiona's Prince" in Hong Kong. The management believes this new line will create new synergies with the Group's ongoing development plans.

Despite the global financial meltdown, the retail market in the PRC is continuing to expand. The Directors believe that the PRC footwear market will continue to experience robust growth in the coming years on the back of a healthy and steadily growing economy. In view of this, the Group will consider expanding into the PRC market to capture opportunities in the mid- to upper-market segment.

鞏固本集團之競爭優勢

於二零零九年，本集團將致力鞏固其競爭優勢，同時整合其於優質鞋履開發及生產領域之領導地位。本集團將為客戶及品牌所有者進一步豐富產品種類，並繼續提升產品質量及工藝。同時，本集團將實施審慎之發展策略及成本控制措施，從而在維持增長勢頭下同時穩定成本。鑑於中國華南地區的製造成本不斷上升，本集團將進一步拓展江西省的生產基地，使其於內地之生產基地更具成本效益及更多元化。

進一步拓展我們的立足點

除「MOCCA」品牌外，本集團亦在香港建立自有嬰兒產品品牌「Fiona's Prince」。管理層相信，該新業務可為本集團的持續發展計劃產生全新協同效益。

儘管全球爆發金融危機，但中國零售市場仍繼續壯大。董事們相信在未來數年中國鞋履市場將在經濟穩健增長下，繼續維持強勁增長。有鑑於此，本集團將考慮進軍中國市場以捕捉中高檔市場之商機。



New initiatives ahead

In addition to organic expansion, the Group is actively seeking merger and acquisition opportunities. This will allow the Group to further expand its production capacity quickly while enhancing its product offerings and maintaining a high level of production efficiency in the years ahead.

To further strengthen its foothold and positioning in the consumer market in the Greater China region, in May 2009, the Group acquired 100% of the issued share capital of FRD Worldwide Limited, which is principally engaged in garment trading, distribution and retailing business in Hong Kong and the PRC. The purchase consideration of HK\$1,000,000 for the acquisition was in the form of cash.

In view of the current global economic environment, the Group is focusing on maintaining strict operational and financial control in order to successfully implement its business strategies. In this regard, the Group's cash position remains healthy.

Looking forward, although the unprecedented economic environment may have adverse effects on the Group's businesses around the world, the Group's established businesses are expected to continue to perform satisfactorily, while the Group's retail businesses are expected to make further progress. Consequently, the Directors have full confidence in the long-term prospects for the Group.

ACKNOWLEDGEMENTS

Finally, on behalf of the Directors, I wish to express my sincere appreciation to the management and staff members of the Group for their loyal support and dedication, their professionalism, enterprise and hard work. I would also like to thank our shareholders, suppliers, bankers and customers for their continued support.

Chen Ming-hsiung, Mickey

Chairman

Hong Kong, 13 July 2009

未來新舉措

除有系統增長外，本集團亦積極物色併購機會。這將使本集團於未來數年在豐富產品種類及維持高水平生產效率之同時，進一步迅速提升產能。

為進一步鞏固其在大中華區消費市場的根基及地位，於二零零九年五月，本集團收購集智社（環球）有限公司（主要於香港及中國從事服裝貿易、分銷及零售業務）全部已發行股本。收購事項之購買代價1,000,000港元須以現金支付。

鑑於現時全球經濟環境，本集團致力維持嚴謹之營運及財務控制，是為了順利施行其業務策略。就此而言，本集團將維持穩健現金狀況。

展望未來，儘管百年一遇之經濟環境可能對本集團之全球業務產生不利影響，但預期本集團成熟之業務將繼續取得令人滿意之表現，而本集團之零售業務亦將取得進一步增長。因此，董事們對本集團之長期前景充滿信心。

致謝

最後，對於本集團管理層及全體員工之盡忠職守及鼎力支持、彼等之專業精神、企業精神及勤奮，本人謹代表董事局致以深切謝意。此外，就各股東、供應商、往來銀行及客戶對本集團不斷之支持，本人謹此致謝。

陳敏雄

主席

香港，二零零九年七月十三日

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

FINANCIAL RESULTS

The Group has proved its resilience amid the current financial crisis despite the fact that the shocks of the global downturn have been the most severe one in recent times. During the year ended 31 March 2009, the Group succeeded in achieving approximately 11.08% year-on-year revenue growth to approximately HK\$1,464 million (2008: approximately HK\$1,318 million), on the back of an approximately 2.91% improvement in the average selling price (“ASP”) and an approximately 7.05% increase in output in terms of product volume.

Under the unstable environment, revenue growth continued to be underpinned by the Group’s market-driven product mix, with the babies’ and children’s category becoming the major income contributor, accounting for approximately 48.60% (2008: approximately 40.72%) of total revenue. The geographical spread remained relatively stable, with the US and Europe being the Group’s two major market components.

Net profit for the year attributable to shareholders increased approximately 5.55% to approximately HK\$53 million (2008: approximately HK\$50 million).

財務業績

儘管此次全球衰退的衝擊是數十年來一遇，但本集團已證明其具有在當前金融危機中逆市增長的能力。於截至二零零九年三月三十一日止年度，本集團收入成功實現按年增長約11.08%，增加至約1,464,000,000港元（二零零八年：約1,318,000,000港元），此乃由於平均售價（「平均售價」）增加約2.91%及產量增加約7.05%所致。

在不穩定環境下，本集團繼續以市場驅動的產品組合推動收益增長，嬰兒及小童類別成為收入的主要貢獻來源，佔總收益約48.60%（二零零八年：約40.72%）。地區分佈尚屬平穩，美國及歐洲仍為本集團兩大主要市場。

股東應佔年內純利增加約5.55%至約53,000,000港元（二零零八年：約50,000,000港元）。



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The Group's results were positively impacted by the slight decrease in material costs as a result of the decline in crude oil prices. Improvement was also boosted by efficiency enhancements from the implementation of the "lean manufacturing system", which also resulted in shortened production lead-times and in turn reduced transportation expenses. Labor remains an important cost factor in footwear production. The upward trend in staff salaries and wages in the PRC, amid increasing minimum wage requirements, has dragged down the Group's profitability.

The Group has moved forward with its plans to set up facilities in Jiangxi Province, the PRC, and Cambodia in a bid to make the necessary advance investments to enhance supply reliability and economies of scale. Depreciation expenses have increased commensurately, along with higher rental and advertising expenses in line with the roll-out of the Group's retail business.

Earning per share was approximately HK8.20 cents (2008: approximately HK7.69 cents). The Group is delighted to share its results with the shareholders who have demonstrated continuous support for the Group. The payment of a final dividend of HK2.5 cents (2008: HK2.0 cents) was recommended for the year ended 31 March 2009. With the expectation of continuing strong cash flow, the Group is dedicated to maintaining its current dividend policy.

原油價格下跌導致原料成本微降，對本集團的業績有積極影響。實施「精實生產制度」帶來的效率提升亦有助改善，因「精實生產制度」可縮短生產期，從而減少運費。勞工成本仍是鞋類生產的重要因素。在中國最低工資規定不斷上調下，僱員薪金和工資的上漲趨勢已拖低本集團的盈利能力。

本集團進一步開展在中國江西省及在柬埔寨設廠的計劃，以便作出須要預計投資，從而增加供應的可靠性及規模經濟效益。自本集團推出零售業務以來，折舊開支相應增加，租金及廣告開支亦告增加。

每股盈利為約8.20港仙（二零零八年：約7.69港仙）。本集團樂意與不斷給予本集團支持之股東分享成果。管理層建議派發截至二零零九年三月三十一日止年度之末期股息2.5港仙（二零零八年：2.0港仙）。預計現金流量會持續強勁，故本集團可維持現有派息政策。

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BUSINESS STRATEGIES

The Group's resilient performance bears witness to a set of concrete fundamentals and continuous efficiency improvements backed up by an innovative research-and-development capability and diversified multi-location production base. Momentum has been maintained not only through capacity expansion, but also through the constant pursuit of business diversification, the latest move being downstream towards the retailing sector.

Business Diversification

Whilst maintaining a niche as a premium footwear manufacturer, the Group, as a risk-averse company, is constantly seeking diversification. Through diversification in product category and production bases, the Group enjoys considerable flexibility in adjusting its business-development roll-outs in response to market trends and changes in the operating environment.

In the latest move, the Group is building on its capabilities and industry position to take forward a new retail business plan, as part of a strategy of pursuing long-term value creation.

The development of the new retail business platform in Hong Kong and Macau aims to provide higher margins, and will complement the Group's legacy manufacturing business, which will continue to contribute to the Group's stable income streams.



業務策略

本集團業績逆市增長，證明由創新研發能力與生產基地分散至多個地區所支持下，對持續提升效率及穩固基礎發揮作用。維持動力不僅要靠拓展產能，亦要靠不斷尋求業務多元化，最新舉措乃進軍零售業。

業務多元化

本集團不主張冒險，但在保持高檔鞋履製造商地位之同時，亦不斷尋求多元化。透過將產品類別及生產基地多元化，本集團於調整業務發展方向享有充分靈活性，展示對市場趨勢及經營環境變化回應。

本集團最新一項措施，便是借助集團實力及行業地位推行一項新的零售業務計劃，並將其作為尋求開創長遠價值策略之一部份。

在香港及澳門開發新零售業務平台，旨在提供較高邊際利潤，輔助本集團之傳統製造業務，並會繼續作為本集團的穩定收入來源。



Premium Capability

The Group's capabilities and years of experience in delivering tailor-made, competitive all-round services, supplemented by a wide variety of product offerings, have helped it tap into premium name-brand customers. Building on its solid partnership relationships with premium brands, the Group has been able to sustain the momentum in turnover growth. Despite weakened retail demand in major markets, and with the RMB and other export-related issues continuing to bite into orders and margins, the Group has been able to leverage its core strengths to achieve an improvement in the ASP. It is notable that the improvement was achieved against an increase in the babies' and children's category which has a comparatively lower ASP.

Product Mix

The Group continued to adjust its product mix in accordance with the current changes in the market environment. Babies' and children's footwear became the major category in the Group's output, accounting for approximately 48.60% (2008: 40.72%) of revenue, whereas premium casual footwear and rugged products contributed approximately 48.09% (2008: 54.46%) and 2.38% (2008: 4.82%), respectively. The Group will continue to enhance its competences in the premium casual segment in order to tap into new brands from both existing and potential new customers.

超卓實力

本集團之實力、於提供度身定造產品及具競爭力全方位服務之多年經驗，以及多樣化之產品供應，均有助本集團爭取高檔品牌客戶。憑藉其與高檔品牌穩固之合作關係，本集團能夠保持營業額之增長勢頭。儘管各主要市場零售需求疲弱、人民幣及其他出口相關問題繼續對訂單及邊際利潤造成影響，本集團仍能利用其核心優勢提高平均售價。值得注意的是，此次提高乃在於平均售價較低之嬰兒及小童鞋履類別增加之情況下而達致。

產品組合

本集團根據目前市場環境之變動持續調整其產品組合。嬰兒及小童鞋履已成為本集團產品之主要類別，佔收益約48.60%（二零零八年：40.72%），而優質便服鞋及豪邁型戶外鞋產品分別貢獻約48.09%（二零零八年：54.46%）及2.38%（二零零八年：4.82%）。本集團將繼續加強其優質便服鞋分類，以便從現有及潛在新客戶中開拓新品牌。

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Market and Customer Portfolio

Revenue contributed by the US market increased slightly to approximately 50.37% (2008: 49.59%) despite the continuing appreciation of the RMB, whereas shipments to European countries dropped to approximately 41.90% (2008: 44.78%) of total revenue, due to the increase in the babies' and children's category with its lower ASP.

Meanwhile, the Group continues to hold a prudently optimistic outlook for its two major markets.

Amid the first signs of recovery, many economists in various countries and organizations have lifted the growth outlook in their latest projections, pointing to a range of signs indicating that US economic activity has bottomed out. According to the US Office for National Statistics, retail sales improved over the first quarter of 2009. Non-specialized-store sales volumes rose further in April, with clothing, footwear and textile retail sales outperforming the rest of the retail sector.

As regard Europe, although the eurozone's economy contracted further in the first quarter of 2009, the Organisation for Economic Cooperation and Development ("OECD") recently raised its forecast for its 30 member nations for the first time in two years.

市場及客戶組合

儘管人民幣持續升值，美國市場貢獻之收益輕微增加至約50.37%（二零零八年：49.59%），而輸往歐洲各國之銷售額則減少至佔總收益約41.90%（二零零八年：44.78%），此乃由於平均售價較低之嬰兒及小童分類增加所致。

同時，本集團對其兩大市場之前景保持審慎樂觀。

在復甦跡象初現之際，不同國家及組織之眾多經濟學家均在其最近所作預測中看好經濟增長前景，指出有許多跡象顯示美國經濟已觸底反彈。根據美國國家統計局資料，二零零九年第一季零售額有所改善。非專門商店銷售額於四月份進一步攀升，其中服裝、鞋履及紡織品零售額表現突出，超越零售業的其他商品。

在歐洲方面，儘管歐元區經濟於二零零九年第一季進一步萎縮，但經濟合作及發展組織（「經合組織」）最近卻兩年來首次調高其對歐盟三十個成員國之經濟預測。

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With regard to business development, the Group is delighted to report that its efforts in starting new relationships with new brands were brought to fruition, with some new customers such as Camper, K1X and Rockport bringing in their initial orders during the reporting year. Major customers during the year under review included Skechers, Clarks, Stride Rite, Elefanten and G-Star, which in aggregate contributed to approximately 94.65% of revenue.

In spite of the unstable environment in the early part of 2009, the Group successfully reduced its accounts receivable from approximately 46 days to approximately 21 days, with inventory turnover days improving from approximately 64 days to approximately 49 days.

在業務發展方面，本集團欣然報告與新品牌締結全新業務關係之努力已開花結果，於報告年度內，Camper、K1X及Rockport等若干新客戶已向本集團發出首批訂單。於回顧年度，本集團之主要客戶包括Skechers、Clarks、Stride Rite、Elefanten及G-Star，合共佔本集團收益約94.65%。

儘管二零零九年初環境不穩定，本集團仍能成功將其應收賬款之賬期由約46天減少至約21天，而存貨週轉天數則由約64天改善至約49天。

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OPERATIONS REVIEW

The Group continues to focus on producing superior-quality premium-casual footwear with tailor-made one-stop services for name-brand customers, with its production bases centralized in Southeast Asia.

Manufacturing Business

The Group manages a strategic production platform with facilities in the PRC, Vietnam and Cambodia to cater for the US and European markets.

In the PRC, the Group operates a total of 26 production lines in Zhuhai, Zhongshan and Jiangxi, turning out a total of approximately 14 million pairs of shoes annually.

During the year, an easing RMB appreciation trend has relieved some of the pressure from rising labor costs. This was helped further by the postponement of the implementation of the minimum wage requirement for 2009 under the new PRC Labor Law. The raising of the export VAT rebate from 11% to 13% during the year, then to the current 15% was another positive factor for the Group.

Reflecting rising costs in China and restrained demand at home, footwear imports from China into the US decreased by 7.2% to 1.9 billion pairs worth US\$14.2 billion during 2008, according



業務回顧

本集團繼續借助其設在東南亞之生產基地生產出優質高檔之便服鞋，並為名牌客戶提供度身定造之一站式服務。

製造業務

本集團管有一個策略性生產平台，生產設施設在中國、越南及柬埔寨，並以美國及歐洲市場為服務目標。

在中國，本集團在珠海市、中山市及江西省合共設立26條生產線，年產量合共約為14,000,000對鞋。

年內，人民幣升值趨勢放緩紓解了勞工成本上升的部份壓力。根據新勞動法，本集團亦進一步受惠於二零零九年最低工資規定延期實施。年內出口增值稅退稅由11%增至於年結日之13%，及後又調至目前的15%，為本集團的另一個利好因素。

根據美國服裝與鞋類產品協會分析，由於中國生產成本增加及國內需求受壓，於二零零八年中國對美國的鞋履出口數量減少7.2%至19億對，

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to an analysis by the American Apparel & Footwear Association. However, China remained by far the largest footwear supplier to the US with an 86.8% share of total US footwear imports during 2008.

To serve this major market, the Group will continue to maintain and strengthen its production base in the PRC. In order to maintain its comparative advantage, the Group has moved forward with its expansion plan to establish facilities further inland, the new manufacturing facilities in Jiangxi Province commenced operations in the first half of 2009. With the new facilities in place, the Group's annual capacity will increase by approximately 7.89%, or approximately 1.6 million additional pairs, by 2010.

The expansion of production facilities in Vietnam and Cambodia also made excellent progress, with the new facilities being designed to increase annual capacity by an additional 1 million pairs approximately, or 16.67%, by 2010. During the reporting year, total output was approximately 5 million pairs, mainly for shipment to Europe.

In 2008, Vietnam exported leather footwear worth US\$4.7 billion, an increase of 18.5%. However, the Group will stay alert to the European Union's ("EU") decision to remove Vietnamese footwear from the Generalised System of Preferences as of 1 January 2009, a change which is expected to put greater pressure on the country's producers and exporters. Higher EU import duties will be added to the existing anti-dumping duty of 10% on 33 categories of Vietnamese leather-upper footwear.

The Group will respond to these challenges by constantly improving its offers to customers and brand owners, and make up any lost ground through the provision of innovative, cost-effective and high-quality solutions. The Group will also continue to explore potential strategic partnerships that will add value and bring synergies to the existing business.

價值142億美元。然而，中國仍是美國的最大鞋履供應商，於二零零八年佔美國鞋履進口總量的86.8%。

為了服務此主要市場，本集團將繼續維持及鞏固其於中國之生產基地。為了保持競爭優勢，本集團已落實將生產設施遷往內陸地區的擴展計劃，在江西省設立的新生產設施已於二零零九年上半年投產。於新設施投產後，本集團於二零一零年底的年產能將增加約7.89%，或約1,600,000對鞋。

在越南及柬埔寨擴大生產設施亦進展順利，該新生產設施預計於二零一零年底實現年產能將增加約1,000,000對鞋，或16.67%。於報告年度內，總產量約5,000,000對鞋，主要銷往歐洲。

於二零零八年，越南出口皮鞋價值47億美元，增長18.5%。然而，本集團仍對歐洲聯盟（「歐盟」）決定於二零零九年一月一日將越南鞋類自普及特惠制中移除保持警惕，這種變動預期將對該國生產商及出口商造成更大壓力。歐盟將對現被徵收10%反傾銷稅之33類越南真皮面鞋履徵收更高進口關稅。

本集團將通過不斷改善對客戶及品牌所有者的產品供應，回應此等挑戰，並透過提供創新、具成本效益及優質之解決方案，以減低相應損失。本集團亦將繼續尋求建立可令現有業務增值及帶來協同效益的潛在策略夥伴關係。



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Retailing Business

To meet with its long-term expansion strategy, the Group acquired MOCCA in April 2008 to provide a new market-entry avenue into the retail sector. Although this new business unit still posted a loss of approximately HK\$15.7 million for the reporting year due to the opening of new outlets, the management believes that this unit will become one of the most substantial income streams for the Group.

FINANCIAL REVIEW

LIQUIDITY AND FINANCIAL RESOURCES

The Group generally finances its operation by internally and generated cashflow and banking facilities provided by its bankers.

Prudence financial management and selective investment criteria have enabled the Group to maintain a strong financial position. As at 31 March 2009, the Group's cash and cash equivalents were approximately HK\$412 million (2008: approximately HK\$281 million).

The Group is substantially debt-free. As at 31 March 2009, the Group had banking facilities amounted to an aggregate sum of approximately HK\$256 million (2008: approximately HK\$267 million) with various banks. Out of trade and overdraft banking facilities of approximately HK\$226 million (2008: approximately HK\$187 million) in Hong Kong granted to the Group, approximately HK\$3 million (2008: approximately HK\$1 million) had been utilized as at 31 March 2009.

For the year ended 31 March 2009, the current ratio was approximately 1.98 (2008: approximately 1.82) based on current assets of approximately HK\$624 million and current liabilities of approximately HK\$316 million and the quick ratio was approximately 1.63 (2008: approximately 1.43).

As at 31 March 2009, the Group did not have interest-bearing bank borrowings (2008: approximately HK\$1 million), resulting nil% (2008: approximately 0.15%) of the shareholders equity.

The Group will continue to maintain conservative cash flow management to sustain a strong cash position. Having considered the major expansion plans of the Group, including Cambodia and

零售業務

為配合長期拓展策略，本集團於二零零八年四月收購MOCCA，為進軍零售業新增一個銷售渠道。儘管於本報告年度該新業務單位因開設新店舖仍錄得虧損約15,700,000港元，管理層相信此業務單位將會成為本集團最重要收入來源之一。

財務回顧

流動資金及財務資源

本集團一般以內部產生之現金及其往來銀行提供之銀行信貸為其業務提供資金。

審慎理財及選擇性投資，令本集團之財政狀況維持穩健。於二零零九年三月三十一日，本集團之現金及等同現金項目約412,000,000港元（二零零八年：約281,000,000港元）。

本集團基本上並無債務。於二零零九年三月三十一日，本集團獲得多間銀行之信貸總額度約為256,000,000港元（二零零八年：約267,000,000港元）。授予本集團之香港貿易及透支之銀行信貸約226,000,000港元（二零零八年：約187,000,000港元）當中，於二零零九年三月三十一日已動用約3,000,000港元（二零零八年：約1,000,000港元）。

截至二零零九年三月三十一日止年度，流動比率約1.98（二零零八年：約1.82），此乃按流動資產約624,000,000港元及流動負債約316,000,000港元之基準計算，而速動比率則約1.63（二零零八年：約1.43）。

於二零零九年三月三十一日，本集團並無任何計息銀行借貸（二零零八年：約1,000,000港元），因而佔股東權益比例為0%（二零零八年：約0.15%）。

本集團將繼續維持保守之流動現金管理，以鞏固現金狀況。經考慮本集團於未來兩至三年包括在柬埔寨及中國進行之主要擴充計劃，董事們認為

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the PRC in the next two to three years, the Directors are of the opinion that the Group has adequate liquidity to meet its current and future working capital requirements on its operations and expansion.

FOREIGN EXCHANGE RISK MANAGEMENT

Most of the Group's assets and liabilities, revenue and expenditure are denominated in Hong Kong dollars, the RMB and the US dollars ("USD"). It is the Group's policy to adopt a conservative approach on foreign exchange exposure management.

However, the Group will continue to monitor its foreign exchange exposure and market conditions to determine if any hedging is required. The Group generally finances its operation with internal resources and bank facilities provided by banks in Hong Kong. Interest rates of borrowings are fixed by reference to the USD London Inter-Bank Offered Rate.

The Group's treasury policies are designed to mitigate the impact of fluctuations in foreign currency exchange rates arising from the Group's global operations and to minimize the Group's financial risks. As a measure of additional prudence, the Group cautiously uses derivatives, principally forward foreign exchange contracts as appropriate for risk management purposes only, for hedging transactions and for managing the Group's receivables and payables.

The fair value of the Group's outstanding derivative instruments as at 31 March 2009 represented the net amount the Group would receive/pay if these contracts were closed out at 31 March 2009. The fair value of these outstanding derivatives has been recognized as assets or liabilities.

The exposure to foreign currency of the Group mainly arose from the net cash flow and the net working capital translation of its PRC subsidiaries. The management of the Group will actively hedge the foreign currency exposures through natural hedges, forward contracts and options, if consider necessary. The management of currency risk is centralised in the headquarter of the Group in Hong Kong.

本集團具備充足之流動資金以應付其目前及日後營運及拓展之營運資金需求。

外匯風險管理

本集團大部分之資產與負債及收益與開支主要以港元、人民幣及美元計值。採用保守方法管理外匯風險乃本集團之政策。

然而，本集團將繼續監控其外匯風險及市場狀況，以確定是否需要採取對沖措施。本集團一般以內部資源及香港銀行所提供之銀行融資作為營運所需資金。借貸利率按美元倫敦銀行同業拆息率釐定。

本集團之財務政策旨在減輕本集團環球業務所帶來之外幣匯率波動之影響，以及將本集團之財務風險降至最低。本集團採用一項更為審慎之措施，審慎運用衍生工具（主要為遠期外匯合約（如適用）僅作風險管理之用）以作對沖交易及管理本集團應收賬項及應付賬項之用。

本集團於二零零九年三月三十一日之尚未到期衍生工具之公平值指倘該等合約於二零零九年三月三十一日作平倉之情況下本集團將收取／支付之淨額。該等尚未到期衍生工具之公平值已確認為資產或負債。

本集團面臨之外匯風險主要來自其中國附屬公司之現金流量淨額及營運資金淨額之換算。本集團管理層將於有需要時積極利用自然對沖、遠期合約及期權方式對沖外匯風險。貨幣風險集中由本集團之香港總部管理。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

CAPITAL STRUCTURE

Shareholders' equity increased to approximately HK\$768 million as at 31 March 2009 (2008: approximately HK\$738 million). As at 31 March 2009, the Group did not have interest-bearing bank borrowings (2008: approximately HK\$1 million), resulting nil% (2008: approximately 0.15%) of the shareholders equity.

EMPLOYMENT AND REMUNERATION POLICIES

The Group, including its subsidiaries in Hong Kong, Taiwan, the PRC, Vietnam and Cambodia employed approximately 14,000 employees as at 31 March 2009. The Group's remuneration policies are primarily based on prevailing market salary levels and the performance of the respective companies and individuals concerned. Share options may also be granted in accordance to the terms of the Group's approved share option scheme.

股本架構

股東權益增加至二零零九年三月三十一日約768,000,000港元(二零零八年:約738,000,000港元)。於二零零九年三月三十一日,本集團並無任何計息銀行借貸(二零零八年:約1,000,000港元),因而佔股東權益比例為0%(二零零八年:約0.15%)。

僱員及薪酬政策

於二零零九年三月三十一日,本集團(包括其於香港、台灣、中國、越南及柬埔寨之附屬公司)共聘用約14,000名員工。本集團之薪酬政策主要根據現時之市場薪酬水平,以及各公司及員工個別之表現為基準釐定。本集團亦可根據本集團批准之購股權計劃之條款授出購股權。

With a portfolio of businesses that span across the globe, the Group work and plan diligently to build on our success to achieve long-term growth. Businesses are encouraged to innovate and individuals are given creative platforms to explore. At the same time, each business is managed prudently to ensure steady growth through sustainable business models.

Each of the Group's businesses work hard to build a strong foundation in its local market through delivering quality products and services, and through contribution to charitable activities and sponsorship initiatives to connect with the local communities.

The Directors believe that corporate social responsibility is an integral part of our corporate culture and a key to long-term success. Our management philosophy is to be, caring and respectful, creating an harmonious atmosphere, which we apply not only to our business practices, but also our interactions with the community. By organising voluntary services, donations and sponsorships, we hope to fulfill our social responsibilities and offer assistance to those in need.

GIVING BACK TO SOCIETY

Giving back to the community is an important element to being a responsible corporation. The Group serves local communities through volunteerism, charitable activities and sponsorship initiatives that span the spectrum to improve the overall standard of living for those around us.

The Directors believe that as a responsible international company, we should contribute to those less fortunate in communities around us. To this end, the Group contributed to many charities including the World Vision Charity in both Hualian and Ilan townships in Taiwan in early 2009. Shoes were given to both individual needy families and established orphanages, with an emphasis on providing suitable footwear for infants and children.

Community

Volunteerism is encouraged across our Group and our employees have enthusiastically served the communities with their time, talents, and heart.

本集團的多元化業務遍佈全球各地，在集團不斷努力與精心策劃之下，業務得以在現有的成功基礎上取得長遠增長。集團鼓勵旗下各項業務勇於創新，並為員工提供發揮創意的平台。同時，集團審慎管理每項業務，透過維持適當的業務模式，以確保穩健增長。

集團每項業務均藉提供優質產品和服務，在當地市場奠定穩固根基，並透過公益活動和贊助，與當地社會建立聯繫。

董事們相信其負有社會責任，這既為本集團整體企業文化的一部分，亦是實現長期成功的關鍵。信星的管理哲學注重表達關懷和尊重，並創造和諧的氣氛。本集團不但將這套理念應用於營商方面，亦在本集團與社區的互動中體現出來。本集團希望通過組織志願服務、捐款和贊助活動，履行社會責任，扶助有需要人士。

回饋社會

作為一家負責任的企業必須履行回饋社會的義務，集團透過成立義工隊、資助慈善活動和贊助公益計劃，服務業務所在地的社群，協助提升當地的整體生活質素。

董事們認為，作為一個有責任感的跨國公司，本集團應對周邊社區的貧困人群有所貢獻。為此，本集團於二零零九年初向多家慈善組織（包括位於台灣花蓮及宜蘭鎮的世界宣明會）作出捐贈。本集團亦向家境貧寒的人士及聲譽良好的孤兒院捐贈鞋子，主要為嬰幼兒提供合適的鞋履。

社區

集團鼓勵上下員工參與義務工作，本集團員工貢獻出他們的時間與技能，熱心協助有需要的兒童和家庭建立和諧、健康和快樂的生活。

CORPORATE SOCIAL RESPONSIBILITY

企業社會責任

Since 2007, the Group has supported sustainable social and economic development of the country through the provision of opportunity to Cambodia's people. Sensitive to the particular needs of Cambodian society, in which a disproportionate segment of the population deals with the disability of amputeeism, the Group has made and continues to make a commitment, through cooperation with the Cambodian National Volleyball League (Disabled) and the Ministry of Social Affairs, Labor and Youth Rehabilitation, to provide an equal opportunity workplace and environment that accommodates integration of persons with a disability. Inclusion of disabled workers is a keynote feature of the unique Cambodian factory.

Disaster Relief

The year 2008 was marked by several major natural disasters around the world. Our Group quickly responded to the catastrophes. As time is critical in such circumstances, the Group's fast response with financial support helped meet the urgent needs of the victims.

In May, one of the deadliest earthquakes of all time hit the Sichuan province in Mainland China. The earthquake, measuring 8 on the Richter scale, killed over 60,000 people and left hundreds of thousands injured and millions homeless.

The Group donated over RMB200,000 to aid victims of the Sichuan earthquake and help with the rebuilding process. Among the many programmes supported are financial aid for students affected by the quake.

In addition to the Group's contribution, a voluntary, earthquake emergency contribution fund was set up to allow individuals to contribute. This has been widely supported throughout the Group's factories in both Zhuhai and Zhongshan indicating a show of support for the people in Sichuan.

自二零零七年以來，本集團為柬埔寨人民提供大量的就業機會，對柬埔寨社會與經濟的可持續發展作出傑出的貢獻。在柬埔寨人口中有一大部分的殘疾人士，協助他們的自力更生是柬埔寨社會的一個特殊任務。本集團對此做出並繼續做出承諾，將通過與柬埔寨國家殘疾人士排球隊、社會事務局及勞動與青年人康復等組織的合作，為殘疾人士提供平等的就業機會與包容的就業環境。聘用殘疾人士為員工乃獨特的柬埔寨工廠的主要特點。

賑災

二零零八年世界多處地方發生嚴重天災。本集團對此迅速作出回應。由於情況刻不容緩，本集團迅速為他們提供財政支援，以應災民燃眉之急。

五月，中國內地四川省發生史上最嚴重的八級地震，分別有逾六萬人與數十萬人在地震中死亡或受傷，並有數百萬人無家可歸。

本集團捐出逾人民幣200,000元救助四川地震災民，並在重建過程中施以援手。各項救援計劃包括為受災學生提供資助。

除捐款外，本集團亦成立了一個屬自願性質的地震應急捐款基金以方便個人作出捐款。該基金得到了本集團珠海及中山工廠的廣泛支持，顯示出對四川省災民的支持。

CORPORATE GOVERNANCE PRACTICES

The Company has established a formal and transparent procedure to protect the interests of the shareholders of the Company. The board of the Directors (“the Board”) is committed to ensure the self-regulatory practices exist to protect the interests of the shareholders. These include a Board of high caliber members, Board Committees and effective internal audit and good systems of internal controls. The Company regularly reviews the corporate governance procedures and developments of the Company. The Company applied the principles and complied with all the code provisions as set out in the Code on Corporate Governance Practices (the “CG Code”) contained in Appendix 14 to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”) throughout the period under review, except that:

Chairman and chief executive officer

Under the code provision A.2.1 of the CG Code, the roles of chairman and chief executive officer (“CEO”) of the Company should be separate and should not be performed by the same individual. The division of responsibilities between the chairman and CEO of the Company should be clearly established and set out in writing. The roles of the chairman and the CEO of the Company are not separated and are performed by the same individual, Mr. Chen Ming-hsiung, Mickey. The Directors will meet regularly to consider major matters affecting the operations of the Company. The Directors consider that this structure will not impair the balance of power and authority between the Directors and the management of Company and believe that this structure will enable the Group to make and implement decisions promptly and efficiently.

DIRECTORS’ SECURITIES TRANSACTIONS

The Company has adopted a code of conduct regarding Directors’ securities transactions on terms without deviation from the required standard of dealings as set out in the Model Code for Securities Transactions by Directors of listed issuers (the “Model Code”) contained in Appendix 10 to the Listing Rules. Having made specific enquiry with all Directors, the Directors have complied with such code of conduct and the required standard of dealings in the Model Code and its code of conduct regarding securities transactions by the Directors throughout the year ended 31 March 2009.

企業管治常規

本公司已制訂正式、具透明度之程序，以保障本公司股東之利益。董事會（「董事會」）致力確保具備自我規管常規，以保障股東利益。有關常規包括由資深專業成員組成之董事會、董事會委員會、有效內部審核及優良內部監控制度。本公司會定期檢討本公司之企業管治程序及發展。本公司於回顧期間採用載於香港聯合交易所有限公司證券上市規則（「上市規則」）附錄十四之企業管治常規守則（「企業管治守則」）所有守則條文之原則，並遵守該等守則條文，惟以下情況除外：

主席及行政總裁

企業管治守則之守則條文A.2.1規定，本公司主席與行政總裁（「行政總裁」）之角色應有區分，不得由一人同時兼任。本公司主席與行政總裁之間之職責分工應清楚界定並以書面列載。而本公司之主席與行政總裁角色未有區分，由陳敏雄先生同時兼任。董事們將定期會面以考慮影響本公司營運之重大事項。董事們考慮此組織結構將不會損害董事們與本公司管理層之間的權力及職權平衡，並相信此組織結構將可令本集團迅速及有效率地作出和落實決定。

董事進行證券交易

本公司已採納一套董事們進行證券交易之行為守則，其條款並未偏離上市規則附錄十所載之上市發行人董事進行證券交易之標準守則（「標準守則」）所載之規定買賣標準。在向所有董事們作出具體查詢後，董事們確認彼等於截至二零零九年三月三十一日止年度內均已遵守該行為守則及標準守則所規定之標準以及其本身就董事們進行證券交易之行為守則。

CORPORATE GOVERNANCE REPORT

企業管治報告

BOARD OF DIRECTORS

The duty of the Board is to manage the Group in a responsible and effective manner and every Director has to carry out his/her duty in good faith and achieve the standard of any prevailing applicable laws and regulations and act in the best interests of the Company and its shareholders. During the year under review, the members of the Board included:

Executive Directors:

Mr. Chen Ming-hsiung, Mickey (*Chairman*)
Mdm. Huang Hsiu-duan, Helen
Mr. Kimmel, Phillip Brian
Mr. Lee Kung, Bobby
Mr. Wong Hei-chiu (appointed on 16 March 2009)

Non-executive Directors:

Mr. Chow Wing-kin, Anthony SBS, J.P.
Mr. Chan Ho-man, Daniel
(re-designated as non-executive director on 16 March 2009)

Independent non-executive Directors:

Mr. Tam King-ching, Kenny
Mr. Chan Mo-po, Paul MH, J.P.
Mr. Yung Tse-kwong, Steven

The Directors' biographies and the relationship among the Board members, if any, are set out in "Directors and Senior Management Profiles" of this annual report. Save as disclosed in the "Directors and Senior Management Profiles", there is no financial, business, family or other material/relevant relationship(s) among the Directors.

董事會

董事會之職責乃以盡責之態度及有效之方式管理本集團，而董事們均須摯誠履行其職務，達致通行適用法例及法規之標準，行事時須以本公司及其股東之最佳利益為先。於回顧年內，董事會之成員包括：

執行董事：

陳敏雄先生（主席）
黃秀端女士
柯民佑先生
李鋼先生
黃禧超先生（於二零零九年三月十六日獲委任）

非執行董事：

周永健先生，銀紫荊星章，太平紳士
陳浩文先生
(於二零零九年三月十六日調任非執行董事)

獨立非執行董事：

譚競正先生
陳茂波先生，榮譽勳章，太平紳士
戎子江先生

董事履歷及董事會成員間之關係（若有）載於本年報「董事及高層管理人員履歷」。除「董事及高層管理人員履歷」所披露者外，董事之間並無任何財務、業務、家族或其他重大／有關關係。

The Board held 6 Board meetings during the year. Details of the attendance of the meetings of the Board are as follows:

年內，董事會曾舉行6次董事會會議。董事會之會議出席率如下：

Name of Directors 董事姓名	Number of attendances 出席次數
Executive Directors 執行董事	
Mr. Chen Ming-hsiung, Mickey 陳敏雄先生	6
Mdm. Huang Hsiu-duan, Helen 黃秀端女士	6
Mr. Kimmel, Phillip Brian 柯民佑先生	4
Mr. Lee Kung, Bobby 李鋼先生	5
Mr. Wong Hei-chiu 黃禧超先生	-
	(appointed on 16 March 2009) (於二零零九年三月十六日獲委任)
Non-executive Directors 非執行董事	
Mr. Chow Wing-kin, Anthony SBS, J.P. 周永健先生，銀紫荊星章，太平紳士	5
Mr. Chan Ho-man, Daniel 陳浩文先生	6
	(re-designated as non-executive Director on 16 March 2009) (於二零零九年三月十六日 調任非執行董事)
Independent non-executive Directors 獨立非執行董事	
Mr. Tam King-ching, Kenny 譚競正先生	5
Mr. Chan Mo-po, Paul MH, J.P. 陳茂波先生，榮譽勳章，太平紳士	4
Mr. Yung Tse-kwong, Steven 戎子江先生	4

Apart from the above regular Board meetings of the year, the Board will meet on other occasions when a Board level decision on a particular matter is required. The Directors receive details of agenda items for decision and minutes of committee meetings in advance of each Board meeting. The Board has reserved for its decision or consideration matters covering corporate strategy, annual and interim results, Directors' appointment, succession planning, risk management, major acquisitions, disposals and capital transactions, and other significant operational and financial matters. Major corporate matters that are specifically delegated by the Board to the management include the preparation of annual and interim accounts for Board approval before public reporting, execution of business strategies and initiatives adopted by the Board, implementation of adequate systems of internal controls and risk management procedures, and compliance with relevant statutory requirements, rules and regulations.

除上述定期董事會會議外，董事會會於有需要就特定事項作出決策之其他情況下會晤。董事們於每次董事會會議舉行前均會接獲有待決定之詳細議程及委員會會議記錄。董事會負責決定或考慮公司策略、年度及中期業績、委任董事、繼任計劃、風險管理、主要收購、出售及資本交易，以及其他重大營運及財務事宜。董事會特別委派管理層處理之重大公司事項包括：編製年度及中期賬目，供董事會於公佈前批准；執行董事會採取之業務策略及措施；實行足夠之內部監控制度及風險管理程序；及遵守有關法定規定、規則及法規。

The Board is responsible for determining the corporate strategic development and ensuring the business operations are properly monitored. The Board reserves the right to decide all policy matters and material transactions of the Group.

董事會負責決定公司策略發展，並確保妥善監察業務運作。董事會保留本集團一切政策事宜及重大交易之決定權。

CORPORATE GOVERNANCE REPORT

企業管治報告

The Board delegates the day-to-day operations to general managers and department heads who are responsible for different business functional units of the operations of the Group.

Besides, to assist the Board in discharge of its duty, the Board established the audit committee, remuneration committee and nomination committee and their scope of duties and terms of reference were discussed and approved in the Board meetings.

Non-executive Directors

All the non-executive Directors were appointed for a specific term of three years that are subject to retirement by rotation and re-election at the Company's annual general meeting in accordance with the bye-laws of the Company.

Independent non-executive Directors

The Board has received from each of the independent non-executive Directors a written annual confirmation of their independence and satisfied that their independence up to the date of this report is in accordance with the Listing Rules.

REMUNERATION OF DIRECTORS

Under the code provision B.1.1 of the CG Code, the Company should establish a remuneration committee (the "Remuneration Committee") with specific written terms of reference which deal clearly with its authority and duties.

The principal role and function of the Remuneration Committee include the determination of the specific remuneration packages of all executive Directors and senior management of the Company, including benefits in kind, pension rights and compensation payments, such as any compensation payable for loss or termination of their office or appointment, and make recommendations to the Board of the remuneration of non-executive Directors and independent non-executive Directors.

During the year, members of the Remuneration Committee included:

Mr. Chen Ming-hsiung, Mickey (*Chairman*)
Mdm. Huang Hsiu-duan, Helen
Mr. Tam King-ching, Kenny
Mr. Chan Mo-po, Paul MH, J.P.
Mr. Yung Tse-kwong, Steven

董事會委派總經理及負責本集團不同業務營運職能之部門主管處理日常運作。

此外，為協助董事會履行其職責，董事會成立審核委員會、薪酬委員會及提名委員會，並於董事會會議上商討及批准各委員會之職責範圍及職權範圍。

非執行董事

本公司全體非執行董事按特定任期三年獲委任，須根據本公司之公司細則於本公司股東週年大會上輪值告退及重選。

獨立非執行董事

董事會已接獲各獨立非執行董事有關其獨立性之年度書面確認書，並信納彼等於截至本報告日期具有上市規則所規定之獨立性。

董事薪酬

根據企業管治守則之守則條文B.1.1，本公司應設立具有明確成文權責範圍之薪酬委員會（「薪酬委員會」）；有關權責範圍應清楚說明委員會之權限及職責。

薪酬委員會之職責及職能，包括釐定各執行董事及本公司高級管理層之特定薪酬組合（包括實物利益、退休金權利及補償金，如因離職或終止委任而招致損失之補償），及就非執行董事及獨立非執行董事之薪酬向董事會作出建議。

於本年度，薪酬委員會之成員包括：

陳敏雄先生（主席）
黃秀端女士
譚競正先生
陳茂波先生，榮譽勳章，太平紳士
戎子江先生

The Remuneration Committee held a meeting on 13 March 2009 to discuss remuneration related matters. All members of the Remuneration Committee attended the meeting. The Remuneration Committee has considered and reviewed the existing terms of employment contracts of the executive Directors and appointment letters of the non-executive Directors and the independent non-executive Directors with reference to the factors including salaries paid by comparable companies, time commitment and responsibilities of the Directors, employment conditions elsewhere in the Group and desirability of performance-based remuneration. The Remuneration Committee considers that the existing terms of employment contracts of the executive Directors and appointment letters of the non-executive Directors and the independent non-executive Directors are fair and reasonable. Details of the emolument policy of the Directors are set out on page 47 of this report.

NOMINATION COMMITTEE

The principal role and function of the Nomination Committee include to review the structure, size and composition of the Board on a regular basis and to make recommendations to the Board regarding any proposed changes. The Board considers the past performance and qualification of the candidates for Directors, general market conditions and the Company's bye-laws in selecting and recommending candidates for directorship during the year under review.

The Nomination Committee held a meeting on 13 March 2009. The Nomination Committee members namely, Mr. Chen Ming-hsiung, Mickey, Mr. Tam King-ching, Kenny and Mr. Chan Mop-po, Paul, Mr. Chow Wing-kin, Anthony (Chairman) and Mr. Yung Tse-kwong, Steven. All members of the Nomination Committee attended the meeting.

During the Nomination Committee meeting, the Nomination Committee considered and resolved that all the existing Directors shall be recommended to be retained by the Company. Further, in accordance with the Company's bye-laws and as resolved by the Nomination Committee, Mr. Kimmel, Phillip Brian, Mr. Tam King-ching, Kenny, Mr. Yung Tse-kwong, Steven and Mr. Wong Hei-chiu will retire, and being eligible, will offer themselves for re-election at the forthcoming annual general meeting of the Company.

薪酬委員會於二零零九年三月十三日舉行一次會議，商討有關薪酬事宜。薪酬委員會全體成員均有出席會議。薪酬委員會於參照可資比較公司提供之薪金、董事們投入之時間及其職責、本集團其他部門之僱傭條件及按表現釐定薪酬制度之可行性等多項因素，考慮及檢討執行董事之僱傭合約及非執行董事及獨立非執行董事之委任書之現有條款。薪酬委員會認為，執行董事之僱傭合約及非執行董事及獨立非執行董事之委任書之現有條款屬公平合理。董事們之酬金政策詳情載於本報告第47頁。

提名委員會

提名委員會之主要職責及職能包括定期檢討董事會之架構、規模及組成，並就任何建議變更向董事會作出建議。董事會於回顧年度內考慮候任董事人選之過往表現及資格、整體市況以及本公司有關甄選及推薦候任董事人選之公司細則。

提名委員會於二零零九年三月十三日舉行一次會議。提名委員會成員分別為陳敏雄先生、譚競正先生、陳茂波先生、周永健先生（主席）及戎子江先生。提名委員會全體成員均有出席會議。

於提名委員會會議上，提名委員會考慮及議決建議本公司留任全體現任董事。此外，根據本公司之公司細則，並如提名委員會所議決，柯民佑先生、譚競正先生、戎子江先生及黃禧超先生將於本公司應屆股東週年大會上退任，惟符合資格願意膺選連任。

CORPORATE GOVERNANCE REPORT

企業管治報告

AUDIT COMMITTEE

As required by Rule 3.21 of the Listing Rules, the Company has established an audit committee (the "Audit Committee") with written terms of reference, which deal clearly with its authority and duties. Its principal duties are to review and supervise the Group's financial reporting process and internal control systems.

During the year until the date of this report, members of the Audit Committee included:

Mr. Tam King-ching, Kenny (*Chairman*)
Mr. Chow Wing-kin, Anthony SBS, J.P.
Mr. Chan Mo-po, Paul MH, J.P.
Mr. Yung Tse-kwong, Steven

The Audit Committee held 3 meetings during the year and all the committee members were present in these meetings.

The Group's audited consolidated results for the year ended 31 March 2009 have been reviewed by the Audit Committee, which was of the opinion that the preparation of such results complied with the applicable accounting standards, the Listing Rules and legal requirements, and that adequate disclosures have been made.

The Audit Committee considered that the existing proposed terms in relation to the appointment of the Group's external auditors are fair and reasonable.

AUDITORS' REMUNERATION

The Audit Committee is responsible for considering the appointment of the external auditors and reviewing any non-audit functions performed by the external auditors, including whether such non-audit functions could lead to any potential material adverse effect on the Group. During the year under review, the fees payable to Ernst & Young, the Company's external auditors, for audit services and non-audit service totalling of HK\$1,280,000 and HK\$602,000 respectively.

審核委員會

如上市規則第3.21條所規定，本公司已成立審核委員會（「審核委員會」），並以書面清晰訂明其職權範圍。其主要職責為審閱及監督本集團之財務申報程序及內部監控制度。

截至本報告日期止本年度，審核委員會之成員包括：

譚競正先生（主席）
周永健先生，銀紫荊星章，太平紳士
陳茂波先生，榮譽勳章，太平紳士
戎子江先生

審核委員會於本年度曾舉行三次會議，全體委員會成員均有與會。

審核委員會已審閱本集團截至二零零九年三月三十一日止年度之經審核綜合業績，認為該等業績之編製方式符合適用會計準則、上市規則及法律規定，並已作出足夠披露。

審核委員會認為，有關委聘本集團外聘核數師之現有建議條款屬公平合理。

核數師薪酬

本公司之審核委員會負責考慮委聘外聘核數師，及檢討其履行之任何非審核職能，包括有關非審核職能會否對本集團造成任何潛在重大不利影響。於回顧年度內，就核數服務及非核數服務應付予本公司之外聘核數師安永會計師事務所之費用分別為1,280,000港元及602,000港元。

DIRECTORS' AND AUDITORS RESPONSIBILITIES FOR FINANCIAL STATEMENTS

The Directors' responsibilities for the financial statements and the responsibilities of the independent auditors to the shareholders of the Company are set out on page 52 to 53 of this report.

INTERNAL CONTROL AND RISK MANAGEMENT

The Board has conducted a review of the effectiveness of the Group's system of internal control to ensure the effective and adequate internal control system. The Board convened meetings regularly to discuss financial, operational and compliance controls risk management functions.

As part of the process of the annual review, the Board has performed evaluation of the Group's accounting and financial reporting function to ensure that there is adequacy of resources, qualifications and experience of staff of the function, and their training programmes and budget.

The internal audit function monitors compliance with policies and standards and the effectiveness of internal control structures across the whole Group. Findings regarding internal control matters are reported to the Audit Committee. The external auditors have access to the full set of internal audit reports.

INVESTOR RELATIONS

The Company continues to promote and enhance investor relations and communications with its investors. An intensive communications channel has been maintained with the media, analysts and fund managers through one-on-one meeting, road shows and conferences. Designated senior management maintains regular dialogue with institutional investors and analysts to keep them abreast of the Company's development.

COMMUNICATION WITH SHAREHOLDERS

The Company sets high priority in communicating with shareholders and investors. Regular meetings with institutional shareholders and general presentation of financial results are made when financial results are announced. The Company also provides extensive information in its annual report, interim report and press announcement.

董事及核數師於財務報表之責任

董事於財務報表之責任及獨立核數師對本公司股東之責任載於本報告第52至53頁。

內部監控及風險管理

董事會已對本集團之內部監控制度之成效進行檢討，以確保內部監控制度行之有效及並無不足。董事會定期召開會議以討論財務、經營及遵例監控風險管理職能。

作為年度回顧程序的部份，董事會已履行評估本集團的會計及財務報告的功能，以確保有足夠的資源、培訓計劃及預算，與及員工的專業資格及經驗以發揮其功能。

內部審核功能監察遵守政策及準則的情況，以及橫跨整個集團的各內部監控架構的效用。審核委員會會獲匯報有關內部監控事宜的發現，外聘核數師可取得完整的內部審核報告。

投資者關係

本公司繼續提倡及提升投資者關係及與其投資者之通訊。本公司通過與傳媒、分析員及基金經理舉行個別會議、舉辦路演及研討會，從而維持廣泛之通訊渠道，並委派高級管理層與機構投資者及分析員維持定期會晤，從而向彼等提供有關本公司發展之最新消息。

與股東之通訊

本公司特別重視與股東及投資者之通訊。公佈財務業績時，本公司會與機構股東舉行例會及總體財務業績發佈會。本公司亦會於其年報、中期報告及報章公佈中提供大量資料。

CORPORATE GOVERNANCE REPORT

企業管治報告

The Board endeavours to maintain an ongoing dialogue with shareholders. All directors are encouraged to attend the general meetings to have personal communication with shareholders. In annual general meeting, Chairman of the Board and the chairman of each committee are required to attend and answer questions from shareholders in respect of the matters that they are responsible and accountable for. The external auditor is also required to be present to assist the Directors in addressing any relevant queries by shareholders.

The Company's annual general meeting ("AGM") and special general meeting ("SGM") provide good opportunities for shareholders to air their views and ask Directors and management questions regarding the Company. All shareholders of the Company receive the annual report, circulars and notices of AGM and SGM and other corporate communications. The notices are also published in newspapers. Separate resolutions are required at general meetings on each distinct issue. Each shareholder is permitted to appoint a proxy to attend and vote in his stead.

VOTING BY POLL

Pursuant to the bye-laws of the Company, the Chairman shall demand a poll in the Company's general meetings whenever voting by poll is required under the Listing Rules. The Company's bye-laws has set out the procedures, requirements and circumstances where voting by poll is required, and in corporate communications to shareholders for matters where shareholders' voting are required, the procedures for and shareholders' right to demand a poll shall be specified. Such procedure and shareholders' right would be reiterated and explained by the Chairman at the commencement of the general meeting of shareholders.

CODE OF CONDUCT

To enhance the standards of employees, the Company has set out standards of professional and ethical conduct for all employees of the Group. The employees at all levels are expected to conduct themselves in an honest, diligent and responsible manner.

CONCLUSION

The Company will continue its enduring effort in reviewing the corporate governance practices from time to time and will try the best in maintaining, strengthening and improving the standard and quality of the Company's corporate governance to meet with the continuous changing environment and for the benefit of the shareholders.

董事會致力與股東保持持續對話。本集團鼓勵全體董事出席股東大會並與股東進行個人溝通。董事會主席及各委員會主席均須出席股東週年大會，並回應股東就彼等負責之事宜所作出之提問。外聘核數師亦須出席股東週年大會以協助董事們回應股東任何有關提問。

藉本公司股東週年大會（「股東週年大會」）及股東特別大會（「股東特別大會」），股東可表達彼等對本公司之意見及向董事們及管理層提問。本公司全體股東均獲寄發年報、通函、股東週年大會及股東特別大會通告以及其他公司通訊。通告亦會於報章刊登。本公司須就各項不同事項於股東大會上個別提呈決議案。每名股東可委派一名代表出席大會及代其投票。

以投票方式表決

根據本公司之公司細則，於上市規則規定須以投票方式表決之情況下，主席須於本公司股東大會上要求以投票方式表決。本公司之公司細則已載列須以投票方式表決之程序、規定及情況，以及在需要股東投票之情況下於致股東之公司通訊載列股東以投票方式表決之程序及股東要求投票方式表決之權利。於股東大會開始時主席亦會重申及闡釋該等程序及股東權利。

行為守則

為提升僱員水準，本公司已為本集團所有僱員制訂專業及操守標準。各級僱員均須本著誠實、勤奮及盡責之態度行事。

結論

本公司將繼續致力不時檢討其企業管治常規，盡力維持、鞏固及改善本公司企業管治標準及質素，以迎合瞬息萬變之環境及照顧股東利益。

DIRECTORS AND SENIOR MANAGEMENT PROFILES

董事及高層管理人員履歷

Name 姓名	Age 年齡	Position held 職位	Number of years of service 任職年數	Business experience 商務經驗
Chen Ming-hsiung, Mickey 陳敏雄	56	Chairman and managing director 主席兼董事總經理	28	<p>Mr. Chen is a co-founder of the Group. Mr. Chen has more than 31 years' experience in the footwear industry. He is responsible for formulating the overall business strategy and plans of the Group. He also oversees the functions of marketing and product design and development. He is the husband of Madam Huang Hsiu-duan, Helen.</p> <p>陳先生為本集團創辦人之一，具有逾31年製鞋業經驗，現時負責制訂本集團之整體業務策略及計劃，並主管市場推廣及產品設計發展工作。陳先生為黃秀端女士之丈夫。</p>
Huang Hsiu-duan, Helen 黃秀端	52	Executive director 執行董事	28	<p>Madam Huang is the wife of Mr. Chen Ming-hsiung, Mickey and is a co-founder of the Group. She is responsible for the Group's administration and has more than 32 years' experience in the footwear industry.</p> <p>黃女士為陳敏雄先生之夫人，亦為本集團創辦人之一，負責本集團之行政工作，具有逾32年製鞋業經驗。</p>

DIRECTORS AND SENIOR MANAGEMENT PROFILES

董事及高層管理人員履歷

Name 姓名	Age 年齡	Position held 職位	Number of years of service 任職年數	Business experience 商務經驗
Lee Kung, Bobby 李鋼	54	Executive director 執行董事	28	<p>Mr. Lee is a co-founder of the Group and is responsible for the Group's overall production in Vietnam. He is also responsible for formulating and controlling the Group's quality control policy and procedures. Mr. Lee has more than 29 years' experience in the footwear industry.</p> <p>李先生為本集團創辦人之一，負責本集團在越南之整體生產事宜，亦負責制訂及控制本集團品質控制政策及程序。李先生具有逾29年製鞋業經驗。</p>
Kimmel, Phillip Brian 柯民佑	57	Executive director 執行董事	15	<p>Mr. Kimmel is responsible for the Group's marketing and customer relations. He holds a Bachelor's degree from the University of Southern California. He also holds a Master's degree in China Regional Studies from the University of Washington. Mr. Kimmel has more than 33 years' experience in the footwear industry in Taiwan, the USA, Canada and the PRC.</p> <p>柯先生主管本集團之市場推廣及客戶關係事宜，擁有美國南加州大學學士學位及華盛頓大學中國研究碩士學位。柯先生具有逾33年台灣、美國、加拿大及中國製鞋業經驗。</p>

DIRECTORS AND SENIOR MANAGEMENT PROFILES

董事及高層管理人員履歷

Name 姓名	Age 年齡	Position held 職位	Number of years of service 任職年數	Business experience 商務經驗
Wong Hei-chiu 黃禧超	42	Executive director 執行董事	1	<p>Mr. Wong is also the chief financial officer of the Group and was appointed as an executive director and company secretary of the Company on 16 March 2009. Mr. Wong holds a bachelor's degree in business administration from Lingnan University, Hong Kong. He is a Certified Public Accountant (Practising), a fellow member of The Association of Chartered Certified Accountants in the United Kingdom, an associate member of The Institute of Chartered Accountants in England and Wales and an associate member of Hong Kong Institute of Certified Public Accountants. Mr. Wong has over 18 years of corporate finance and financial management experience in Hong Kong and the PRC. Prior to joining the Group in 2008, Mr. Wong has worked as the group financial controller and company secretary in a Hong Kong listed electronics manufacturing company for over 8 years; and as the finance director and company secretary in another Hong Kong listed wholesale and distribution company for over 4 years.</p> <p>黃先生亦為本集團之首席財務官，並於二零零九年三月十六日獲委任為本公司之執行董事兼公司秘書。黃先生持有香港嶺南大學商業管理學士學位。彼為執業會計師，乃英國特許公認會計師公會資深會員、英格蘭及威爾斯特許會計師公會會員及香港會計師公會會員。黃先生在香港及中國積累逾18年企業財務及財務管理方面之經驗。黃先生於二零零八年加入本集團前，曾於一間在香港上市之電子製造公司擔任集團財務總監及公司秘書逾8年；並曾於另一間在香港上市之批發及分銷公司擔任財務董事及公司秘書逾4年。</p>

DIRECTORS AND SENIOR MANAGEMENT PROFILES

董事及高層管理人員履歷

Name 姓名	Age 年齡	Position held 職位	Number of years of service 任職年數	Business experience 商務經驗
<p>Chow Wing-kin, Anthony, SBS, J.P. 周永健 銀紫荊星章·太平紳士</p>	59	Non-executive director 非執行董事	15	<p>Mr. Chow serves as the Chairman of the Nomination Committee, a member of each of the Audit Committee and the Remuneration Committee of the Company. 周先生為本公司提名委員會主席及審核委員會及薪酬委員會之成員。</p> <p>Mr. Chow is a solicitor admitted to practise in Hong Kong and England and Wales. He has been a practising solicitor in Hong Kong for over 28 years and is currently a partner in the law firm Peter C Wong, Chow & Chow. Mr. Chow is a China-Appointed Attesting Officer and member of the Guangzhou Arbitration Commission. He is also the Chairman of the Process Review Panel for the Securities and Futures Commission. His principal areas of practice include corporate and commercial, property law, probate and civil litigation. He is also an Independent Non-Executive Director of Fountain Set (Holdings) Limited, Ping An Insurance (Group) Company of China, Limited and The Link Real Estate Investment Trust, which are listed in Hong Kong and an Independent Non-Executive Director of Evergro Properties Limited, which is listed in Singapore. He is the former President of the Law Society of Hong Kong.</p> <p>周先生分別於香港和英格蘭及威爾斯獲認可為執業律師。他於香港擔任執業律師逾28年，現為王澤長、周淑嫻、周永健律師行合夥人。周先生是中國委託公證人及廣州仲裁委員會委員。他亦為證券及期貨事務監察委員會程序覆檢委員會主席。他的主要執業範圍包括公司法及商業法、產權法、遺產事務及民事訴訟。他亦為於香港上市的福田實業(集團)有限公司、中國平安保險(集團)股份有限公司及領匯房地產投資信託基金之獨立非執行董事，以及於新加坡上市的惠升置業有限公司之獨立非執行董事。他為香港律師會前任會長。</p>

DIRECTORS AND SENIOR MANAGEMENT PROFILES

董事及高層管理人員履歷

Name 姓名	Age 年齡	Position held 職位	Number of years of service 任職年數	Business experience 商務經驗
Chan Ho-man, Daniel 陳浩文	54	Vice chairman and non-executive director 副主席兼非執行董事	13	<p>Mr. Chan has ceased to be an executive Director of the Company and has been re-designated as a non-executive Director and the vice-chairman of the Company on 16 March 2009. Mr. Chan is responsible for advising the management on the corporate strategy and policy development.</p> <p>陳先生不再為本公司之執行董事，並已於二零零九年三月十六日調任為本公司之非執行董事兼副主席。陳先生負責就企業策略及政策發展向管理層提供意見。</p> <p>Mr. Chan is a fellow member of the Association of Chartered Certified Accountants and an associate member of Hong Kong Institute of Certified Public Accountants. Mr. Chan has more than 30 years' accounting and finance experience in Hong Kong.</p> <p>陳先生為英國公認會計師公會資深會員及香港會計師公會會員。陳先生具有逾30年香港會計及財務經驗。</p>

DIRECTORS AND SENIOR MANAGEMENT PROFILES

董事及高層管理人員履歷

Name 姓名	Age 年齡	Position held 職位	Number of years of service 任職年數	Business experience 商務經驗
Tam King-ching, Kenny 譚競正	60	Independent non-executive director 獨立非執行董事	15	<p>Mr. Tam serves as the Chairman of the Audit Committee, a member of each of the Nomination Committee and Remuneration Committee of the Company. He is a practising Certified Public Accountant in Hong Kong. He is a fellow member of the Hong Kong Institute of Certified Public Accountants and a member of the Institute of Chartered Accountants of Ontario, Canada. Mr. Tam is serving as a member of the Ethics Committee and Practice Review Committee in the Hong Kong Institute of Certified Public Accountants. He is a Past President of The Society of Chinese Accountants and Auditors. Mr. Tam also serves as an independent non-executive director of four other listed companies on the main board of The Stock Exchange of Hong Kong Limited (the "Stock Exchange"), namely, Shougang Concord Grand (Group) Limited, CCT Telecom Holdings Limited, Starlite Holdings Limited and Van Shung Chong Holdings Limited, and a listed company on the Growth Enterprise Market of the Stock Exchange, namely, North Asia Strategic Holdings Limited. He was an independent non-executive director of Yun Sky Chemical (International) Holdings Limited, a Hong Kong listed company, during the period from August 2005 to September 2008.</p> <p>譚先生為本公司審核委員會之主席及提名委員會及薪酬委員會之成員。彼為香港執業會計師。彼為香港會計師公會之資深會員及加拿大安大略省特許會計師公會會員。譚先生為香港會計師公會專業操守委員會及執業審核委員會之委員。彼為香港華人會計師公會前任會長。譚先生亦出任其他四間於香港聯合交易所有限公司（「聯交所」）主板上市之公司（即首長四方（集團）有限公司、中建電訊集團有限公司、星光集團有限公司及萬順昌集團有限公司），以及一間於聯交所創業板上市之公司（即北亞策略控股有限公司）之獨立非執行董事。彼於二零零五年八月至二零零八年九月期間曾出任香港上市公司南嶺化工（國際）控股有限公司之獨立非執行董事。</p>

DIRECTORS AND SENIOR MANAGEMENT PROFILES

董事及高層管理人員履歷

Name 姓名	Age 年齡	Position held 職位	Number of years of service 任職年數	Business experience 商務經驗
Chan Mo-po, Paul, MH, J.P. 陳茂波 榮譽勳章·太平紳士	54	Independent non-executive director 獨立非執行董事	5	<p>Mr. Chan serves as a member of each of the Audit Committee, Nomination Committee and Remuneration Committee of the Company. He is the chairman of PCP CPA Limited. He is also an independent non-executive director of three companies publicly listed in Hong Kong, namely, The Wharf (Holdings) Limited, Hong Kong Economic Times Holdings Limited and China Communications Services Corporation Limited. He has been appointed the chairman of the Legal Aid Services Council since September 2006.</p> <p>陳先生為本公司審核委員會、提名委員會及薪酬委員會之成員。他為華德匡成會計師事務所有限公司的主席，亦為三間於香港公眾上市的公司，即九龍倉集團有限公司、香港經濟日報集團有限公司以及中國通信服務股份有限公司的獨立非執行董事。他自二零零六年九月起獲委任為法律援助服務局主席。</p> <p>Mr. Chan is a graduate of The Chinese University of Hong Kong where he obtained both his bachelor's and master's degrees in Business Administration.</p> <p>陳先生畢業於香港中文大學，在該校取得工商管理學士及碩士學位。</p> <p>Mr. Chan has over 30 years' experience in accounting and finance field and is a former president of the Hong Kong Institute of Certified Public Accountants. He is also a former chairman of The Association of Chartered Certified Accountants – Hong Kong. In 2007, he was appointed a Justice of the Peace. In 2008, he was appointed a member of Shanghai City's Chinese People's Political Consultative Conference. Mr. Chan was elected in September 2008 as a member of Legislative Council representing the Accountancy Functional Constituency.</p> <p>陳先生於會計及財務方面擁有超過三十年經驗，並為香港會計師公會前會長及英國特許公認會計師公會香港分會前主席。他於二零零七年獲委任為太平紳士，於二零零八年獲委任為中國人民政治協商會議上海市委員。陳先生於二零零八年九月獲選為立法會議員，代表會計界功能組別。</p>

DIRECTORS AND SENIOR MANAGEMENT PROFILES

董事及高層管理人員履歷

Name 姓名	Age 年齡	Position held 職位	Number of years of service 任職年數	Business experience 商務經驗
Yung Tse-kwong, Steven 戎子江	59	Independent non-executive director 獨立非執行董事	4	<p>Mr. Yung serves as a member of the Audit Committee, Nomination Committee and Remuneration Committee of the Company. Mr. Yung is the ex-Chairman of Clear Media Limited which is listed on the main board of the Stock Exchange. During his 28 years of media, advertising, consumer marketing, manufacturing and retailing career, he also held senior management positions with, and brought extensive management experience from multinational companies including the Coca-Cola Company in the USA and Asia Pacific. Mr. Yung served on the boards of various community, corporate and charitable organizations.</p> <p>戎先生為本公司審核委員會、提名委員會及薪酬委員會之成員。戎先生為聯交所主板上市公司白馬戶外媒體有限公司之前任董事會主席。戎先生擁有28年之媒體、廣告及消費推廣、製造及零售業經驗，並於美國及亞太區擔任可口可樂公司等跨國公司的高級管理職務，獲得豐富之管理經驗。戎先生曾於多個社區、法團及慈善組織之董事會服務。</p>

DIRECTORS AND SENIOR MANAGEMENT PROFILES

董事及高層管理人員履歷

Name 姓名	Age 年齡	Position held 職位	Number of years of service 任職年數	Business experience 商務經驗
Hong Kong Office: 香港辦事處：				
Lai Chi-hang, David 黎志恆	42	Group financial controller 集團財務總監	16	Mr. Lai is responsible for the Group's accounting and financial management. He has 20 years' experience in the fields of auditing, accounting and financial management. 黎先生負責本集團之會計及財務管理，具有20年核數、會計及財務管理經驗。
Zhongshan factory 中山廠房				
Huang Pen-yuan, David 黃本源	56	Assistant General Manager 副總經理	18	Mr. David Huang has been with the Group for 19 years. He has more than 25 years' experience in the footwear industry. He is presently responsible for a key account of the Group and is also running the Zhongshan factory business. 黃本源先生加入本集團已有19年，本身在製鞋業有25年豐富經驗。黃先生負責本集團主要客戶之業務並兼管中山廠營運。
Liu San-teng, Gerry 劉山騰	47	Senior Manager 執行協理	17	Mr. Gerry Liu has been with the Group for 17 years. He was an essential component in the building design and execution of the Group's Vietnam factory complex. Currently, he is in charge of Zhongshan factory production. 劉山騰先生加入本集團已有17年，曾經參與本集團越南廠之建設。目前劉先生負責管理中山廠生產。

DIRECTORS AND SENIOR MANAGEMENT PROFILES

董事及高層管理人員履歷

Name 姓名	Age 年齡	Position held 職位	Number of years of service 任職年數	Business experience 商務經驗
Zhuhai and jiangxi factory 珠海及江西廠房				
Huang Chun-hua, Charles 黃春華	49	Senior Manager 執行協理	26	Mr. Charles Huang has been with the Group since 1983, has more than 27 years' experience in the footwear industry. He is currently in charge of the factory operations in Zhuhai and Jiangxi. 黃春華先生於一九八三年加入本集團，在製鞋業有超過27年之經驗。黃先生目前負責管理珠海及江西廠之營運。
Vietnam and Cambodia factory 越南及柬埔寨廠房				
Chen Hsien-yu, Simon 陳憲裕	50	Senior Manager 執行協理	15	Mr. Simon Chen has been with the Group for 15 years. He has more than 22 years' experiences in the footwear industry. Currently, Mr. Chen is in charge of customer relations and factory operations in Vietnam and Cambodia. 陳憲裕先生加入本集團已15年，本身在製鞋業有22年豐富經驗。陳先生負責越南及柬埔寨廠主要客戶之業務及營運。
Retail 零售				
Chen Hong-jun, Fiona 陳虹君	26	Managing Director 董事總經理	2	Ms. Fiona Chen graduated from National Taiwan University with a BA degree, where she majored in International Business. After graduation, she went to the United Kingdom and studied footwear design at De Montfort University. Ms. Chen is in charge of the Group's footwear retailing business. 陳小姐畢業於國立台灣大學，擁有文學士學位，主修國際商務。畢業後赴英國De Montfort University攻讀鞋類設計。現負責本集團之鞋履零售業務。

The Directors of the Company present their report and the audited financial statements of the Company and of the Group for the year ended 31 March 2009.

PRINCIPAL ACTIVITIES

The principal activity of the Company is investment holding. The principal activities of the principal subsidiaries are set out in note 17 to the financial statements. During the year, the Group commenced the footwear retailing business after the acquisition of Star (1) Limited, Star (2) Limited, Star (3) Limited and Viewexcel Limited (collectively known as "MOCCA"). Other than the above, there were no significant changes in the nature of the principal activities of the Group during the year.

RESULTS AND DIVIDENDS

The Group's profit for the year ended 31 March 2009 and the state of affairs of the Company and of the Group at that date are set out in the financial statements on pages 54 to 136.

An interim dividend of HK1.5 cents per ordinary share was paid on 29 January 2009. The Directors recommended the payment of a final dividend of HK2.5 cents per ordinary share in respect of the year to shareholders on the register of members on 28 August 2009. This recommendation has been incorporated in the financial statements as an allocation of retained profits within the equity section of the balance sheet. Subject to the passing of the relevant resolution at the forthcoming annual general meeting of the Company, such dividend will be payable on or around 6 October 2009, in cash in Hong Kong dollars.

CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from 22 August 2009 to 28 August 2009, both days inclusive, during which period no transfers of shares shall be effected. To qualify for the final dividend and for attending and voting at the forthcoming annual general meeting of the Company, all share transfers accompanied by the relevant share certificates, must be lodged with the Company's share registrar in Hong Kong, Tricor Tengis Limited at 26/F., Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong no later than 4:30 p.m. on 21 August 2009.

本公司董事謹此提呈董事會報告及本公司與本集團截至二零零九年三月三十一日止年度之經審核財務報表。

主要業務

本公司之主要業務為投資控股。主要附屬公司之主要業務詳情載於財務報表附註17。年內，本集團於收購寶星(1)有限公司、寶星(2)有限公司、寶星(3)有限公司及耀良有限公司(統稱為「MOCCA」)後開始鞋履零售業務。除上述者外，本集團主要業務之性質在本年度並無重大變動。

業績及股息

本集團於截至二零零九年三月三十一日止年度之溢利及本公司與本集團於該日之財務狀況載於財務報表第54至136頁。

本集團已於二零零九年一月二十九日派付中期股息每股普通股1.5港仙。董事建議派發本年度末期股息每股普通股2.5港仙予於二零零九年八月二十八日名列股東名冊之股東。有關建議已於財務報表中，按權益項下保留溢利分配於資產負債表列賬。待於本公司應屆股東週年大會上通過有關決議案後，有關股息將於二零零九年十月六日或前後以港元現金派發。

暫停辦理股份過戶登記

本公司將於二零零九年八月二十二日至二零零九年八月二十八日(包括首尾兩日)暫停辦理股份過戶登記，在此期間概不辦理股份過戶。為符合資格收取末期股息及出席本公司應屆股東週年大會並於會上投票，所有股份過戶表格連同有關股票必須於二零零九年八月二十一日下午四時三十分前送達本公司之香港股份過戶登記處卓佳登捷時有限公司，地址為香港灣仔皇后大道東28號金鐘匯中心26樓。

REPORT OF THE DIRECTORS

董事會報告

SUMMARY FINANCIAL INFORMATION

A summary of the results and of the assets and liabilities of the Group for the last five financial years, as extracted from the respective published audited financial statements, is set out below. This summary does not form part of the audited financial statements.

Results

財務資料概要

本集團於過往五個財政年度之業績及資產與負債之概要（摘錄自各份已公佈之經審核財務報表）載列如下。本概要並非經審核財務報表之一部分。

業績

	Year ended 31 March 截至三月三十一日止年度				
	2009 HK\$'000 千港元	2008 HK\$'000 千港元	2007 HK\$'000 千港元	2006 HK\$'000 千港元	2005 HK\$'000 千港元
REVENUE 收益	1,463,824	1,317,857	1,156,666	1,278,488	1,432,388
PROFIT BEFORE TAX 除稅前溢利	59,899	65,121	39,785	70,360	92,796
Tax 稅項	(6,702)	(14,723)	(5,994)	(10,225)	(4,896)
PROFIT ATTRIBUTABLE TO EQUITY HOLDERS OF THE COMPANY 本公司權益持有人應佔溢利	53,197	50,398	33,791	60,135	87,900

Assets and liabilities

資產與負債

	As at 31 March 於三月三十一日				
	2009 HK\$'000 千港元	2008 HK\$'000 千港元	2007 HK\$'000 千港元	2006 HK\$'000 千港元	2005 HK\$'000 千港元
PROPERTY, PLANT AND EQUIPMENT 物業、廠房及設備	370,526	369,094	342,758	367,716	378,793
PREPAID LAND LEASE PAYMENTS 預付土地租賃款項	79,229	76,379	74,208	76,064	82,752
INVESTMENT PROPERTIES 投資物業	3,712	4,310	3,060	2,973	–
DEPOSITS PAID 已付按金	4,444	2,367	–	–	–
INVESTMENTS IN CLUB MEMBERSHIPS 會所會籍投資	1,003	1,017	1,030	1,045	1,060
AVAILABLE-FOR-SALE INVESTMENTS 可供出售投資	880	1,886	1,693	1,369	970
CURRENT ASSETS 流動資產	623,947	626,241	525,614	498,120	456,845
TOTAL ASSETS 總資產	1,083,741	1,081,294	948,363	947,287	920,420
CURRENT LIABILITIES 流動負債	315,602	343,154	277,136	261,154	239,137
TOTAL LIABILITIES 總負債	315,602	343,154	277,136	261,154	239,137
	768,139	738,140	671,227	686,133	681,283

PROPERTY, PLANT AND EQUIPMENT AND INVESTMENT PROPERTIES

Details of movements in the property, plant and equipment and investment properties of the Group during the year are set out in notes 14 and 16 to the financial statements, respectively.

SHARE CAPITAL AND SHARE OPTIONS

Details of movements in the Company's share capital and share options during the year, together with the reasons therefor, are set out in notes 25 and 26 to the financial statements, respectively.

PRE-EMPTIVE RIGHTS

There are no provisions for pre-emptive rights under the bye-laws of the Company or the Companies Act 1981 of Bermuda which would oblige the Company to offer new shares on a pro rata basis to existing shareholders.

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

During the year, the Company repurchased its 12,556,000 shares on the Stock Exchange and 10,844,000 shares and 1,712,000 shares were cancelled by the Company during the year and subsequent to year end, respectively. The Directors considered that the share repurchases are beneficial to the shareholders of the Company who retain their investments in the Company. Details of the share repurchase are set out below.

物業、廠房及設備及投資物業

本集團物業、廠房及設備及投資物業於本年度之變動詳情分別載於財務報表附註14及16。

股本及購股權

年內，本公司股本及購股權變動之詳情及理由分別載於財務報表附註25及26。

優先購買權

本公司之公司細則或百慕達一九八一年公司法概無有關優先購買權之規定，故本公司毋須按比例向現有股東發行新股。

購買、贖回或出售本公司之上市證券

年內，本公司於聯交所購回12,556,000股股份，故10,844,000股及1,712,000股股份已由本公司分別於年內及年結日後註銷。董事們認為，股份購回對保留於本公司之投資之股東有利。股份購回之詳情如下：

Month/Year 年/月	Number of shares repurchased 購回之股份數目	Highest price per share 每股最高價 HK\$ 港元	Lowest price per share 每股最低價 HK\$ 港元	Aggregated consideration (excluding transaction cost) 代價總額 (不包括交易成本) HK\$'000 千港元
April 2008 二零零八年四月	1,374,000	0.99	0.90	1,334
May 2008 二零零八年五月	626,000	0.97	0.94	595
June 2008 二零零八年六月	500,000	1.01	0.96	490
September 2008 二零零八年九月	1,318,000	0.82	0.77	1,029
October 2008 二零零八年十月	1,358,000	0.78	0.59	974
November 2008 二零零八年十一月	200,000	0.70	0.65	133
January 2009 二零零九年一月	1,982,000	0.54	0.48	996
February 2009 二零零九年二月	3,588,000	0.60	0.52	1,994
March 2009 二零零九年三月	1,610,000	0.63	0.58	961
Total 總計	12,556,000			8,506

REPORT OF THE DIRECTORS

董事會報告

Further details of these transactions are set out in note 25 to the financial statements.

Except as disclosed above, neither the Company nor any of its subsidiaries purchased, redeemed or sold any of the Company's listed securities during the year.

RESERVES

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

DISTRIBUTABLE RESERVES

At 31 March 2009, the Company's reserves available for distribution, calculated in accordance with the Companies Act 1981 of Bermuda, amounted to HK\$95,925,000, of which HK\$15,974,000 has been proposed as a final dividend for the year. In addition, the Company's share premium account, in the amount of HK\$62,933,000, may be distributed in the form of fully paid bonus shares.

MAJOR CUSTOMERS AND SUPPLIERS

In the year under review, the Group's sales to the five largest customers accounted for approximately 94.65% of the total sales for the year and sales to the largest customer included therein amounted to 46.62%. The Group's purchases from the five largest suppliers accounted for less than approximately 24.11% of the Group's purchases for the year.

None of the Directors or any of their associates or any shareholders of the Company (which, to the best knowledge of the Directors, own more than 5% of the Company's issued share capital) had any beneficial interest in the Group's five largest customers and suppliers.

有關該等交易之進一步詳情載於財務報表附註25。

除上文所披露者外，本公司或其任何附屬公司年內概無購買、贖回或出售本公司之任何上市證券。

儲備

年內，本公司及本集團之儲備變動詳情分別載於財務報表附註27(b)及綜合權益變動表。

可分派儲備

根據百慕達一九八一年公司法計算，於二零零九年三月三十一日，本公司可供分派之儲備總額為95,925,000港元，其中15,974,000港元為年內擬派末期股息。此外，本公司之股份溢價賬為62,933,000港元，可以繳足紅股之方式分派。

主要客戶及供應商

於回顧年度，本集團對五大客戶之銷售額佔本集團本年度總銷售額約94.65%，而其中本集團對最大客戶之銷售額則佔約46.62%。本集團向五大供應商之採購額低於本集團本年度採購額之24.11%。

董事、其任何聯繫人或就董事們所知擁有本公司已發行股本5%以上之任何本公司股東概無擁有本集團五大客戶及供應商之任何實際權益。

DIRECTORS

The Directors of the Company during the year were:

Executive Directors:

Mr. Chen Ming-hsiung, Mickey
Mdm. Huang Hsiu-duan, Helen
Mr. Lee Kung, Bobby
Mr. Kimmel, Phillip Brian
Mr. Wong Hei-chiu (appointed on 16 March 2009)

Non-executive Directors:

Mr. Chow Wing-kin, Anthony SBS, J.P.
Mr. Chan Ho-man, Daniel
(re-designated as non-executive director on 16 March 2009)

Independent Non-executive Directors:

Mr. Tam King-ching, Kenny
Mr. Chan Mo-po, Paul MH, J.P.
Mr. Yung Tse-kwong, Steven

In accordance with articles 86(2) and 87 of the Company's bye-laws, Mr. Kimmel, Phillip Brian, Mr. Tam King-ching, Kenny, Mr. Yung Tse-kwong, Steven and Mr. Wong Hei-chiu will retire by rotation and, being eligible, will offer themselves for re-election at the forthcoming annual general meeting.

DIRECTORS' SERVICE CONTRACTS

None of the Directors proposed for re-election at the forthcoming annual general meeting has a service contract with the Company which is not determinable by the Company within one year without payment of compensation, other than statutory compensation.

DIRECTORS' REMUNERATION

The Directors' fees are subject to shareholders' approval at general meetings. Other emoluments are determined by the Company's board of Directors with reference to Directors' duties, responsibilities and performance and the results of the Group.

董事

年內本公司之董事如下：

執行董事：

陳敏雄先生
黃秀端女士
李鋼先生
柯民佑先生
黃禧超先生 (於二零零九年三月十六日獲委任)

非執行董事：

周永健先生，銀紫荊星章，太平紳士
陳浩文先生
(於二零零九年三月十六日調任非執行董事)

獨立非執行董事：

譚競正先生
陳茂波先生，榮譽勳章，太平紳士
戎子江先生

根據本公司之公司細則第86(2)及第87條規定，柯民佑先生、譚競正先生、戎子江先生及黃禧超先生將於應屆股東週年大會上輪值退任，惟彼等符合資格並願意於會上膺選連任。

董事之服務合約

於應屆股東週年大會上膺選連任之董事概無與本公司訂立本公司一年內不作賠償（法定賠償除外）則不得終止之服務合約。

董事酬金

董事袍金須待股東於股東大會上批准後方可作實。其他酬金則由本公司董事會參考董事職責、責任及表現，以及本集團業績而釐定。

REPORT OF THE DIRECTORS

董事會報告

DIRECTORS' INTERESTS IN CONTRACTS

The related party transactions as set out in note 32 to the financial statements constitute connected transactions of the Company exempt from the reporting, announcement and independent shareholders' approval requirements under chapter 14A of the Listing Rules.

Apart from those contracts disclosed in note 32 to the financial statements, no Director had a material beneficial interest, either directly or indirectly, in any contract of significance to the business of the Group to which the Company or any of its subsidiaries was a party during the year.

DIRECTORS' INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES

At 31 March 2009, the interests and short positions of the Directors in the share capital and underlying shares of the Company or its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO")), as recorded in the register required to be kept by the Company pursuant to Section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code, were as follows:

Long positions in ordinary shares of the Company:

董事之合約權益

財務報表附註32所載之關聯方交易構成本公司之關連交易，豁免遵守上市規則第14A章有關呈報、公佈及獨立股東批准之規定。

除財務報表附註32所披露者外，年內，各董事在本公司或其任何附屬公司所訂立且與本集團業務有重大關係之合約中，並無直接或間接擁有重大實際權益。

董事於股份及相關股份所擁有之權益及淡倉

於二零零九年三月三十一日，按本公司根據證券及期貨條例第352條須存置之登記冊所示，董事們於本公司或其相聯法團（定義見證券及期貨條例第XV部）之股本及相關股份中擁有權益及淡倉，或根據標準守則須知會本公司及聯交所之權益及淡倉如下：

本公司普通股之好倉：

Number of shares held, capacity and nature of interest

所持股份數目、身份及權益性質

Name of Director 董事姓名	Directly beneficially owned 直接實益擁有	Through spouse or minor children 透過配偶或未成年子女	Through controlled corporation 透過受控制公司	Total 總計	Percentage of the Company's issued capital 佔本公司已發行股本之百分比
		(Note 2)	(Note 2)		
Mr. Chen Ming-hsiung, Mickey (Note 1) 陳敏雄先生(附註1)	7,906,250	21,731,250	269,704,752	299,342,252	46.70
Mdm. Huang Hsiu-duan, Helen (Note 1) 黃秀端女士(附註1)	21,731,250	7,906,250	269,704,752	299,342,252	46.70
Mr. Lee Kung, Bobby 李綱先生	-	-	269,704,752	269,704,752	42.08
Mr. Kimmel, Phillip Brian 柯民佑先生	1,000,000	-	-	1,000,000	0.16
Mr. Chan Ho-man, Daniel 陳浩文先生	3,200,000	-	-	3,200,000	0.50

Notes:

1. Mdm. Huang Hsin-duan, Helen is the spouse of Mr. Chen Ming-hsiung, Mickey.

附註：

1. 黃秀端女士為陳敏雄先生之配偶。

REPORT OF THE DIRECTORS

董事會報告

2. These shares represent a 42.08% of the issued share capital of the Company and are beneficially owned by King Strike Limited. The issued share capital of King Strike Limited is beneficially owned by Mr. Chen Ming-hsiung, Mickey as to 75.80%, Mdm. Huang Hsiu-duan, Helen as to 22.07% and Mr. Lee Kung, Bobby as to 2.13%.

2. 此等股份佔本公司已發行股本42.08%，由King Strike Limited實益擁有。陳敏雄先生、黃秀端女士及李鋼先生分別實益擁有King Strike Limited之已發行股本75.80%、22.07%及2.13%。

Long positions in share options of the Company:

本公司購股權之好倉：

Name of Director 董事姓名	Number of options directly beneficially owned 直接實益擁有之購股權數目
Executive Directors: 執行董事：	
Mr. Chen Ming-hsiung, Mickey 陳敏雄先生	1,650,000
Mdm. Huang Hsiu-duan, Helen 黃秀端女士	450,000
Mr. Lee Kung, Bobby 李鋼先生	2,250,000
Mr. Kimmel, Phillip Brian 柯民佑先生	2,350,000
Mr. Wong Hei-chiu 黃禧超先生	275,000
Non-executive Directors: 非執行董事：	
Mr. Chow Wing-kin, Anthony SBS, J.P. 周永健先生，銀紫荊星章，太平紳士	600,000
Mr. Chan Ho-man, Daniel 陳浩文先生	2,300,000
Independent Non-executive Directors: 獨立非執行董事：	
Mr. Tam King-ching, Kenny 譚競正先生	600,000
Mr. Chan Mo-po, Paul MH, J.P. 陳茂波先生，榮譽勳章，太平紳士	600,000
Mr. Yung Tse-kwong, Steven 戎子江先生	600,000
	11,675,000

In addition to the above, certain Directors have non-beneficial personal equity interests in certain subsidiaries held for the benefit of the Company solely for the purpose of complying with the minimum company membership requirements.

除上述者外，若干董事純粹為符合公司基本股東數目規定而代本公司持有若干附屬公司之非實益個人股權。

Save as disclosed above, as at 31 March 2009, none of the Directors had registered an interest or short position in the shares, underlying shares or debentures of the Company or any of its associated corporations that was required to be recorded pursuant to Section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code.

除上文所披露者外，於二零零九年三月三十一日，董事們並無登記擁有根據證券及期貨條例第352條須予登記，或根據標準守則須知會本公司及聯交所之本公司或其任何相聯法團股份、相關股份或債券之權益或淡倉。

REPORT OF THE DIRECTORS

董事會報告

DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURES

Apart from as disclosed in the share option scheme disclosures in note 26 to the financial statements, at no time during the year were rights to acquire benefits by means of the acquisition of shares in or debentures of the Company granted to any Director or their respective spouse or minor children, or were any such rights exercised by them; or was the Company or any of its subsidiaries a party to any arrangement to enable the Directors to acquire such rights in any other body corporate.

SHARE OPTION SCHEME

Details of the Company's share option scheme are disclosed in note 26 to the financial statements.

SUBSTANTIAL SHAREHOLDERS' AND OTHER PERSONS' INTERESTS IN SHARES AND UNDERLYING SHARES

At 31 March 2009, the following interests of 5% or more of the issued share capital and share options of the Company were recorded in the register of interests required to be kept by the Company pursuant to Section 336 of the SFO:

Long positions:

Name 名稱	Capacity and nature of interest 身份及權益性質	Number of ordinary shares held 所持普通股數目	Percentage of the Company's issued share capital 佔本公司已發行股本之百分比
King Strike Limited (Note) King Strike Limited (附註)	Beneficially owned 實益擁有	269,704,752	42.08
Commonwealth Bank of Australia	Investment Manager 投資經理	65,323,400	10.19
Aberdeen Asset Management Plc and its associates Aberdeen Asset Management Plc 及其聯繫人	Investment Manager 投資經理	45,794,000	7.14
Yeo Seng Chong	Investor 投資者	45,634,000	7.12
Lim Mee Hwa	Investor 投資者	45,634,000	7.12
DJE Investment S.A.	Investment Manager 投資經理	39,206,000	6.12

Note: The issued share capital of King Strike Limited is beneficially owned by Mr. Chen Ming-hsiung, Mickey, as to 75.80%, Mdm. Huang Hsiu-duan, Helen as to 22.07% and Mr. Lee Kung, Bobby, as to 2.13%.

董事購買股份或債券之權利

除財務報表附註26所披露有關購股權計劃之資料外，於年內任何時間，各董事或彼等各自之配偶或未成年子女並無獲授或行使任何可藉購入本公司股份或債券而獲益之權利，而本公司或其任何附屬公司亦無參與任何安排，致使董事可購買任何其他法人團體之該等權利。

購股權計劃

本公司購股權計劃之詳情於財務報表附註26中披露。

主要股東及其他人士於股份及相關股份所擁有之權益

於二零零九年三月三十一日，按本公司根據證券及期貨條例第336條須存置之權益登記冊所示，擁有本公司已發行股本及購股權5%或以上之人士如下：

好倉：

附註：King Strike Limited之已發行股本由陳敏雄先生實益擁有75.80%，由黃秀端女士實益擁有22.07%及由李鋼先生實益擁有2.13%。

Save as disclosed above, as at 31 March 2009, no person, other than the Directors of the Company, whose interests are set out in the section “Directors’ interests and short positions in shares and underlying shares” above, had registered an interest or short position in the shares or underlying shares of the Company that was required to be recorded pursuant to Section 336 of the SFO.

SUFFICIENCY OF PUBLIC FLOAT

Based on the information that is publicly available to the Company and within the knowledge of the Directors, at least 25% of the Company’s total issued share capital was held by the public as at the date of this report.

AUDITORS

Ernst & Young retire and a resolution for their re-appointment as auditors of the Company will be proposed at the forthcoming annual general meeting.

During the year ended 31 March 2008, BDO McCabe Lo Limited (“BDO”) resigned as auditors of the Company and Ernst & Young were appointed by the Directors to fill the casual vacancy so arising. During the year ended 31 March 2007, Ernst & Young resigned as auditors of the Company and BDO was appointed as auditors of the Company. Save as disclosed herein, there has been no other changes of auditors in the past three years.

ON BEHALF OF THE BOARD

Chen Ming-hsiung, Mickey

Chairman

Hong Kong
13 July 2009

除上文所披露者外，於二零零九年三月三十一日，除本公司董事（其所持權益載於上文「董事於股份及相關股份所擁有之權益及淡倉」一節）外，並無人士登記擁有根據證券及期貨條例第336條須予登記之本公司股份或相關股份之權益或淡倉。

足夠之公眾持股量

根據本公司可公開取得之資料，以及就董事們所知，於本報告日期，公眾人士持有之本公司已發行股本總數不少於25%。

核數師

安永會計師事務所任滿退任，有關續聘安永會計師事務所為本公司核數師之決議案將於應屆股東週年大會上提呈。

截至二零零八年三月三十一日止年度，德豪嘉信會計師事務所有限公司（「德豪嘉信」）辭任為本公司核數師，而安永會計師事務所獲董事委任，填補該臨時空缺。截至二零零七年三月三十一日止年度，安永會計師事務所辭任本公司核數師一職，而德豪嘉信獲委任為本公司核數師。除於本段所披露外，於過往三年間，核數師之委任並無其他變動。

代表董事會

陳敏雄

主席

香港
二零零九年七月十三日

INDEPENDENT AUDITORS' REPORT

獨立核數師報告



To the shareholders of Kingmaker Footwear Holdings Limited

(Incorporated in Bermuda with limited liability)

We have audited the financial statements of Kingmaker Footwear Holdings Limited set out on pages 54 to 136, which comprise the consolidated and company balance sheets as at 31 March 2009, 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 FINANCIAL STATEMENTS

The directors of the Company are responsible for the preparation and the true and fair presentation of these 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 Hong Kong Companies Ordinance. This responsibility includes designing, implementing and maintaining internal control relevant to the preparation and the true and fair presentation of 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 financial statements based on our audit. Our report is made solely to you, as a body, in accordance with Section 90 of the Bermuda Companies Act 1981, 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 financial statements are free from material misstatement.

致信星鞋業集團有限公司

(於百慕達註冊成立之有限公司)

全體股東

我們已完成審核載於第54頁至136頁信星鞋業集團有限公司之財務報表，財務報表包括於二零零九年三月三十一日之綜合及公司資產負債表與截至該日止年度之綜合損益表、綜合權益變動表及綜合現金流量表，以及主要會計政策概要及其他附註解釋。

董事就財務報表須承擔之責任

貴公司董事須負責根據香港會計師公會頒佈之香港財務報告準則及按照香港公司條例之披露規定編製及真實而公平地列報財務報表。這責任包括設計、實施及維護與編製及真實而公平地列報財務報表相關之內部監控，以使財務報表不存在由於欺詐或錯誤而導致之重大錯誤陳述；選擇和應用適當之會計政策；及按情況作出合理之會計估計。

核數師之責任

我們之責任是根據我們之審核對該等財務報表作出意見。我們之報告根據百慕達一九八一年公司法第90條僅為整體股東編製，除此之外本報告別無其他目的。我們不會就本報告之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之香港審計準則進行審核。這些準則要求我們遵守道德規範，並規劃及執行審核，以合理確定此等財務報表是否不存有任何重大錯誤陳述。

INDEPENDENT AUDITORS' REPORT

獨立核數師報告

AUDITORS' RESPONSIBILITY (continued)

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditors' judgement, including the assessment of the risks of material misstatement of the 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 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 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 financial statements give a true and fair view of the state of affairs of the Company and of the Group as at 31 March 2009 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.

Ernst & Young

Certified Public Accountants

18th Floor, Two International Finance Centre

8 Finance Street, Central

Hong Kong

13 July 2009

核數師之責任 (續)

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

我們相信，我們所獲得之審核憑證是充足和適當地為我們之審核意見提供基礎。

意見

我們認為，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 貴集團於二零零九年三月三十一日之財務狀況及 貴集團截至該日止年度之溢利及現金流量，並已按照香港公司條例之披露規定妥為編製。

安永會計師事務所

執業會計師

香港

中環金融街八號

國際金融中心二期十八樓

二零零九年七月十三日

CONSOLIDATED INCOME STATEMENT

綜合損益表

Year ended 31 March 2009 截至二零零九年三月三十一日止年度

	Notes 附註	2009 HK\$'000 千港元	2008 HK\$'000 千港元
REVENUE 收益	5	1,463,824	1,317,857
Cost of sales 銷售成本		(1,269,941)	(1,117,693)
Gross profit 毛利		193,883	200,164
Other income and gains, net 其他收入及收益淨額	5	20,268	16,304
Distribution and selling costs 分銷及銷售開支		(46,197)	(25,656)
Administrative expenses 行政開支		(107,813)	(125,625)
Finance costs 融資成本	6	(242)	(66)
PROFIT BEFORE TAX 除稅前溢利	7	59,899	65,121
Tax 稅項	10	(6,702)	(14,723)
PROFIT FOR THE YEAR ATTRIBUTABLE TO EQUITY HOLDERS OF THE COMPANY 本公司權益持有人應佔是年溢利	11	53,197	50,398
DIVIDENDS 股息	12		
Interim 中期股息		9,723	9,826
Proposed final 擬派末期股息		15,974	13,021
		25,697	22,847
EARNINGS PER SHARE ATTRIBUTABLE TO EQUITY HOLDERS OF THE COMPANY 本公司權益擁持有人應佔每股盈利	13		
Basic 基本		HK8.20 cents 港仙	HK7.69 cents 港仙
Diluted 攤薄		HK8.18 cents 港仙	HK7.69 cents 港仙

CONSOLIDATED BALANCE SHEET

綜合資產負債表

31 March 2009 於二零零九年三月三十一日

	Notes 附註	2009 HK\$'000 千港元	2008 HK\$'000 千港元
NON-CURRENT ASSETS 非流動資產			
Property, plant and equipment 物業、廠房及設備	14	370,526	369,094
Prepaid land lease payments 預付土地租賃款項	15	79,229	76,379
Investment properties 投資物業	16	3,712	4,310
Deposits paid 預付按金		4,444	2,367
Investments in club memberships 會所會籍投資		1,003	1,017
Available-for-sale investments 可供出售投資	18	880	1,886
Total non-current assets 非流動資產總額		459,794	455,053
CURRENT ASSETS 流動資產			
Inventories 存貨	19	110,875	134,292
Accounts and bills receivable 應收賬項及票據	20	84,388	166,912
Prepayments, deposits and other receivables 預付款項、按金及其他應收賬項		10,111	16,644
Derivative financial instruments 衍生金融工具	23	6,080	15,405
Tax recoverable 可收回稅項		326	111
Structured deposit 結構性存款	21	-	11,700
Cash and cash equivalents 現金及等同現金項目	21	412,167	281,177
Total current assets 流動資產總額		623,947	626,241
CURRENT LIABILITIES 流動負債			
Accounts and bills payable 應付賬項及票據	22	111,051	131,482
Accrued liabilities and other payables 應計負債及其他應付賬項		89,609	91,022
Tax payable 應付稅項		110,958	105,901
Derivative financial instruments 衍生金融工具	23	3,984	13,628
Interest-bearing bank borrowings 計息銀行借貸	24	-	1,121
Total current liabilities 流動負債總額		315,602	343,154
NET CURRENT ASSETS 流動資產淨值		308,345	283,087
Net assets 資產淨值		768,139	738,140
EQUITY 權益			
Issued share capital 已發行股本	25	64,099	65,355
Reserves 儲備		688,066	659,764
Proposed final dividend 擬派末期股息	12	15,974	13,021
Total equity 權益總額		768,139	738,140

Chen Ming-hsiung, Mickey 陳敏雄
Director 董事

Wong Hei-chiu 黃禧超
Director 董事

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

綜合權益變動表

Year ended 31 March 2009 截至二零零九年三月三十一日止年度

	Issued share capital 已發行股本 HK\$'000 千港元	Share premium account 股份溢價賬 HK\$'000 千港元	Capital redemption reserve 股本贖回儲備 HK\$'000 千港元	Share option reserve 購股權儲備 HK\$'000 千港元	Exchange fluctuation reserve 匯兌波動儲備 HK\$'000 千港元	Available- for-sale investments revaluation reserve 可供出售投資 重估儲備 HK\$'000 千港元	Retained profits 保留溢利 HK\$'000 千港元	Proposed final dividend 擬派 末期股息 HK\$'000 千港元	Total 合計 HK\$'000 千港元
At 1 April 2007 於二零零七年四月一日	65,505	71,497	53	4,196	9,362	723	506,790	13,101	671,227
Final 2007 dividend declared 已宣派之二零零七年度末期股息	-	-	-	-	-	-	-	(13,101)	(13,101)
Exchange reserve arising from consolidation of overseas subsidiaries recognised directly in equity 就海外附屬公司綜合賬目時 所產生及於權益直接確認之匯兌儲備	-	-	-	-	37,037	-	-	-	37,037
Changes in fair value of available-for-sale investments 可供出售投資之公平值變動	-	-	-	-	-	193	-	-	193
Total income and expense recognised directly in equity 於權益直接確認之總收入及開支	-	-	-	-	37,037	193	-	-	37,230
Profit for the year 本年度溢利	-	-	-	-	-	-	50,398	-	50,398
Total income and expense for the year 年內總收入及開支	-	-	-	-	37,037	193	50,398	-	87,628
Shares repurchased (notes 25 and 27) 購回股份 (附註25及27)	(150)	(1,314)	150	-	-	-	(150)	-	(1,464)
Interim 2008 dividend (note 12) 二零零八年度中期股息 (附註12)	-	-	-	-	-	-	(9,826)	-	(9,826)
Proposed final 2008 dividend (note 12) 擬派二零零八年度末期股息 (附註12)	-	-	-	-	-	-	(13,021)	13,021	-
Recognition of equity-settled share-based payments (note 26) 確認以權益結算以股份支付之款項 (附註26)	-	-	-	3,676	-	-	-	-	3,676
At 31 March 2008 於二零零八年三月三十一日	65,355	70,183*	203*	7,872*	46,399*	916*	534,191*	13,021	738,140

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY (continued)

綜合權益變動表(續)

Year ended 31 March 2009 截至二零零九年三月三十一日止年度

	Issued share capital 已發行股本 HK\$'000 千港元	Share premium account 股份溢價賬 HK\$'000 千港元	Capital redemption reserve 股本贖回儲備 HK\$'000 千港元	Share option reserve 購股權儲備 HK\$'000 千港元	Exchange fluctuation reserve 匯兌波動儲備 HK\$'000 千港元	Available- for-sale investments revaluation reserve 可供出售投資 重估儲備 HK\$'000 千港元	Retained profits 保留溢利 HK\$'000 千港元	Proposed final dividend 擬派 末期股息 HK\$'000 千港元	Total 合計 HK\$'000 千港元
At 1 April 2008 於二零零八年四月一日	65,355	70,183	203	7,872	46,399	916	534,191	13,021	738,140
Final 2008 dividend declared 已宣派之二零零八年度末期股息	-	-	-	-	-	-	-	(13,021)	(13,021)
Exchange reserve arising from consolidation of overseas subsidiaries recognised directly in equity 就海外附屬公司綜合賬目時所產生 及於權益直接確認之匯兌儲備	-	-	-	-	8,238	-	-	-	8,238
Changes in fair value of available-for-sale investments 可供出售投資之公平值變動	-	-	-	-	-	(1,280)	-	-	(1,280)
Realised gain transfer to the income statement on sale of an available-for-sale investment 於出售可供出售投資時轉撥至損益表 之已變現收益	-	-	-	-	-	(106)	-	-	(106)
Total income and expense recognised directly in equity 於權益直接確認之總收入及開支	-	-	-	-	8,238	(1,386)	-	-	6,852
Profit for the year 本年度溢利	-	-	-	-	-	-	53,197	-	53,197
Total income and expense for the year 年內總收入及開支	-	-	-	-	8,238	(1,386)	53,197	-	60,049
Shares repurchased (notes 25 and 27) 購回股份(附註25及27)	(1,256)	(7,250)	1,256	-	-	-	(1,256)	-	(8,506)
Interim 2009 dividend (note 12) 二零零九年度中期股息(附註12)	-	-	-	-	-	-	(9,723)	-	(9,723)
Proposed final 2009 dividend (note 12) 擬派二零零九年度末期股息(附註12)	-	-	-	-	-	-	(15,974)	15,974	-
Recognition of equity-settled share-based payments (note 26) 確認以權益結算 以股份支付之款項(附註26)	-	-	-	1,200	-	-	-	-	1,200
At 31 March 2009 於二零零九年三月三十一日	64,099	62,933*	1,459*	9,072*	54,637*	(470)*	560,435*	15,974	768,139

* These reserve accounts comprise the consolidated reserves of HK\$688,066,000 (2008: HK\$659,764,000) in the consolidated balance sheet.

* 該等儲備賬組成綜合資產負債表之綜合儲備 688,066,000港元(二零零八年: 659,764,000港元)。

CONSOLIDATED CASH FLOW STATEMENT

綜合現金流量表

Year ended 31 March 2009 截至二零零九年三月三十一日止年度

	Notes 附註	2009 HK\$'000 千港元	2008 HK\$'000 千港元
CASH FLOWS FROM OPERATING ACTIVITIES			
經營業務之現金流量			
Profit before tax 除稅前溢利		59,899	65,121
Adjustments for: 經調整:			
Finance costs 融資成本	6	242	66
Interest income 利息收入	7	(10,237)	(13,365)
Dividend income 股息收入	7	(573)	–
Depreciation 折舊	7	43,158	41,663
Amortisation of prepaid land lease payments 攤銷預付土地租賃款項	7	2,089	1,890
Impairment allowance for doubtful debts 呆賬撥備減值	7	–	636
Impairment of a deposit 按金減值	7	–	3,900
Provision/(write-back of provision) for inventories 存貨撥備/(撥回撥備)	7	(1,389)	7,026
Loss on disposal of items of property, plant and equipment, net 出售物業、廠房及設備項目虧損淨額	7	88	78
Write-off of items of property, plant and equipment 物業、廠房及設備項目之撇銷	7	521	3,245
Amortisation of a club membership 會所會籍攤銷	7	14	13
Fair value loss/(gain) on revaluation of investment properties 重估投資物業之公平值虧損/(收益)	7	598	(1,250)
Gain on sale of an available-for-sale investment 出售可供出售投資之收益	7	(106)	–
Excess over the cost of business combinations 超過業務合併之成本	7	(634)	–
Equity-settled share option expense 以權益結算之購股權開支	26	1,200	3,676
Effect of foreign exchange rate changes 匯率變動之影響		(2,966)	(2,874)
		91,904	109,825
Decrease in inventories 存貨減少		28,288	15,252
Decrease/(increase) in accounts and bills receivable 應收賬項及票據減少/(增加)		82,524	(30,463)
Decrease/(increase) in prepayments, deposits and other receivables 預付款項、按金及其他應收賬項減少/(增加)		6,167	(4,862)
Decrease/(increase) in derivative financial assets 衍生財務資產減少/(增加)		9,325	(15,405)
Increase/(decrease) in accounts and bills payable 應付賬項及票據增加/(減少)		(21,780)	17,308
Increase/(decrease) in accrued liabilities and other payables 應計負債及其他應付賬項增加/(減少)		(1,650)	20,101
Increase/(decrease) in derivative financial liabilities 衍生財務負債增加/(減少)		(9,644)	13,628
Cash generated from operations 經營所得現金		185,134	125,384
Interest received 已收利息		10,237	13,365
Interest paid 已付利息		(242)	(66)
Hong Kong profits tax paid 已付香港利得稅		(256)	(252)
Overseas taxes paid 已付海外稅項		(1,604)	(544)
Dividends paid 已付股息		(22,744)	(22,927)
Net cash inflow from operating activities 經營業務之現金流入淨額		170,525	114,960

CONSOLIDATED CASH FLOW STATEMENT (continued)

綜合現金流量表 (續)

Year ended 31 March 2009 截至二零零九年三月三十一日止年度

	Notes 附註	2009 HK\$'000 千港元	2008 HK\$'000 千港元
CASH FLOWS FROM INVESTING ACTIVITIES			
投資活動之現金流量			
Dividend received 已收股息		573	–
Purchases of items of property, plant and equipment 購置物業、廠房及設備項目	14	(36,338)	(36,602)
Proceeds from disposal of items of property, plant and equipment 出售物業、廠房及設備項目所得款項		1,167	635
Deposit paid for acquisition of a prepaid land lease payment 就收購預付土地租賃款項所付按金		(2,268)	(2,367)
Acquisition of prepaid land lease payments 收購預付土地租賃款項		(1,320)	–
Acquisition of subsidiaries 收購附屬公司	28	(3,500)	–
Proceed from sale of an available-for-sale investment 出售可供出售投資之所得款項		299	–
Increase in available-for-sale investments 可供出售投資增加		(573)	–
Decrease/(increase) in a structured deposit 結構性存款減少/(增加)		11,700	(11,700)
Increase in time deposits with original maturity of over three months when acquired 購入時原定多於三個月到期之定期存款增加		(112,442)	(87,997)
Net cash outflow from investing activities 投資活動之現金流出淨額		(142,702)	(138,031)
CASH FLOWS FROM FINANCING ACTIVITIES			
融資活動之現金流量			
Repurchase of shares 購回股份	25	(8,506)	(1,464)
New bank loans 新增銀行貸款		–	2,411
Repayment of bank loans 償還銀行貸款		(1,121)	(1,290)
Net cash outflow from financing activities 融資活動現金流出淨額		(9,627)	(343)
NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS 現金及等同現金項目增加/(減少)淨額			
		18,196	(23,414)
Cash and cash equivalents at beginning of year 年初之現金及等同現金項目		193,180	216,228
Effect of foreign exchange rate changes, net 匯率變動之影響淨額		352	366
CASH AND CASH EQUIVALENTS AT END OF YEAR 年終之現金及等同現金項目		211,728	193,180
ANALYSIS OF BALANCES OF CASH AND CASH EQUIVALENTS			
現金及等同現金項目結餘之分析			
Cash and bank balances 現金及銀行結餘	21	102,776	65,454
Time deposits with original maturity of less than three months 原定少於三個月到期之定期存款	21	108,952	127,726
		211,728	193,180

BALANCE SHEET

資產負債表

31 March 2009 於二零零九年三月三十一日

	Notes 附註	2009 HK\$'000 千港元	2008 HK\$'000 千港元
NON-CURRENT ASSETS 非流動資產			
Investments in subsidiaries 於附屬公司之投資	17	67,190	67,190
CURRENT ASSETS 流動資產			
Due from subsidiaries 應收附屬公司款項	17	792,019	742,430
Other receivables 其他應收賬項		26	14
Cash and cash equivalents 現金及等同現金項目	21	17,030	16,667
Total current assets 流動資產總額		809,075	759,111
CURRENT LIABILITIES 流動負債			
Accrued liabilities and other payables 應計負債及其他應付賬項		2,566	3,670
Due to subsidiaries 應付附屬公司款項	17	640,211	605,023
Total current liabilities 流動負債總額		642,777	608,693
NET CURRENT ASSETS 流動資產淨值		166,298	150,418
Net assets 資產淨值		233,488	217,608
EQUITY 權益			
Issued share capital 已發行股本	25	64,099	65,355
Reserves 儲備	27(b)	153,415	139,232
Proposed final dividend 擬派末期股息	12	15,974	13,021
Total equity 權益總額		233,488	217,608

Chen Ming-hsiung, Mickey 陳敏雄

Director 董事

Wong Hei-chiu 黃禧超

Director 董事

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

31 March 2009 於二零零九年三月三十一日

1. CORPORATE INFORMATION

Kingmaker Footwear Holdings Limited is a limited liability company incorporated in Bermuda. The registered office of the Company is located at Clarendon House, 2 Church Street, Hamilton HM11, Bermuda.

The principal activity of the Company is investment holding. During the year, the Group was involved in the manufacture, trading and retailing of footwear.

2.1 BASIS OF PREPARATION

These financial statements have been prepared in accordance with Hong Kong Financial Reporting Standards (“HKFRSs”) (which include all Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards (“HKASs”) and Interpretations) issued by the Hong Kong Institute of Certified Public Accountants, accounting principles generally accepted in Hong Kong and the disclosure requirements of the Hong Kong Companies Ordinance. They have been prepared under the historical cost convention, except for investment properties, derivative financial instruments and available-for-sale investments, which have been measured at fair value. These financial statements are presented in Hong Kong dollars (“HK\$”) and all values are rounded to the nearest thousand except when otherwise indicated.

Basis of consolidation

The consolidated financial statements include the financial statements of the Company and its subsidiaries (collectively referred to as the “Group”) for the year ended 31 March 2009. Adjustments are made to bring into line any dissimilar accounting policies that may exist. 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. All income, expenses and unrealised gains and losses resulting from intercompany transactions and intercompany balances within the Group are eliminated on consolidation.

1. 公司資料

信星鞋業集團有限公司為於百慕達註冊成立之有限責任公司。本公司之註冊辦事處位於Clarendon House, 2 Church Street, Hamilton HM11, Bermuda。

本公司之主要業務為投資控股。年內，本集團從事製造、買賣及零售鞋類產品。

2.1 編製基準

財務報表已根據香港會計師公會頒佈之香港財務報告準則（「香港財務報告準則」，其包括所有香港財務報告準則、香港會計準則（「香港會計準則」）及詮釋）、香港普遍採納之會計原則以及香港公司條例之披露規定編製。財務報表乃根據歷史成本法而編製，惟投資物業、衍生金融工具及可供出售投資則按公平值計量。財務報表以港元（「港元」）呈列，除另有註明者外，所有款項已捨入至最接近之千位數。

綜合賬目基準

綜合財務報表包括本公司及其附屬公司（統稱「本集團」）截至二零零九年三月三十一日止年度之財務報表。本集團已作出調整，使任何可能存在之不同會計政策能夠一致。附屬公司之業績乃分別自收購日期（即本集團取得控制權之日）起綜合入賬並繼續綜合入賬至不再擁有控制權止。本集團內各公司間交易所產生之所有收入、開支及未變現收益及虧損及各公司間之結餘均於綜合賬目時對銷。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

31 March 2009 於二零零九年三月三十一日

2.1 BASIS OF PREPARATION (continued)

Basis of consolidation (continued)

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 the fair value of the identifiable 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 value of the assets given, equity instruments issued and liabilities incurred or assumed at the date of exchange, plus costs directly attributable to the acquisition.

2.2 IMPACT OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS

The Group has adopted the following new interpretations and amendments to HKFRSs for the first time for the current year's financial statements.

HKAS 39 and HKFRS 7 Amendments	Amendments to HKAS 39 <i>Financial Instruments: Recognition and Measurement</i> and HKFRS 7 <i>Financial Instruments: Disclosures – Reclassification of Financial Assets</i>
HK(IFRIC)-Int 12	<i>Service Concession Arrangements</i>
HK(IFRIC)-Int 14	HKAS 19 – <i>The Limit on a Defined Benefit Asset, Minimum Funding Requirements and their Interaction</i>

The adoption of these new interpretations and amendments has had no financial effect on these financial statements and there have been no significant changes to the accounting policies applied in these financial statements.

2.1 編製基準 (續)

綜合賬目基準 (續)

年內收購之附屬公司已以收購會計法入賬。此會計法涉及將業務合併成本分配至於收購日期所收購之可識別資產及所承擔之負債及或然負債之公平值。收購成本按交易日所賦予資產、所發行股本工具及所產生或承擔之負債之合計公平值，加上收購直接應佔之成本計量。

2.2 新訂及經修訂香港財務報告準則之影響

本集團於本年度之財務報表首次採納以下香港財務報告準則新詮釋及修訂。

香港會計準則 第39號及 香港財務報告 準則第7號 (修訂)	香港會計準則第39號 <i>金融工具：確認及計量</i> 以及香港財務報告準則 第7號 <i>金融工具：</i> <i>披露 – 重新分類金融</i> <i>資產之修訂</i>
香港(國際財務 報告詮釋 委員會)– 詮釋第12號	<i>服務經營權安排</i>
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 – <i>界定利益資產之限制、</i> <i>最低撥款規定及其兩者</i> <i>相互關係</i>

採用上述新訂詮釋及修訂對該等財務報告並無財務影響，亦並無重大改變該等財務報表所採用的會計政策。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

31 March 2009 於二零零九年三月三十一日

2.3 IMPACT OF ISSUED BUT NOT YET EFFECTIVE HONG KONG FINANCIAL REPORTING STANDARDS

The Group has not applied the following new and revised HKFRSs, which have been issued but are not yet effective, in these financial statements.

HKFRS 1 and HKAS 27 Amendments	Amendments to HKFRS 1 <i>First-time Adoption of HKFRSs</i> and HKAS 27 <i>Consolidated and Separate Financial Statements – Cost of an Investment in a Subsidiary, Jointly Controlled Entity or Associate</i> ¹
HKFRS 1 (Revised)	<i>First-time Adoption of HKFRSs</i> ²
HKFRS 2 Amendments	Amendments to HKFRS 2 <i>Share-based Payment – Vesting Conditions and Cancellations</i> ¹
HKFRS 3 (Revised)	<i>Business Combinations</i> ²
HKFRS 7 Amendments	Amendments to HKFRS 7 <i>Financial Instruments: Disclosures – Improving Disclosures about Financial Instruments</i> ¹
HKFRS 8	<i>Operating Segments</i> ¹
HKAS 1 (Revised)	<i>Presentation of Financial Statements</i> ¹
HKAS 23 (Revised)	<i>Borrowing Costs</i> ¹
HKAS 27 (Revised)	<i>Consolidated and Separate Financial Statements</i> ²
HKAS 32 and HKAS 1 Amendments	Amendments to HKAS 32 <i>Financial Instruments: Presentation</i> and HKAS 1 <i>Presentation of Financial Statements – Puttable Financial Instruments and Obligations Arising on Liquidation</i> ¹
HKAS 39 Amendment	Amendment to HKAS 39 <i>Financial Instruments: Recognition and Measurement – Eligible Hedged Items</i> ²

2.3 已頒佈但未生效之香港財務報告準則之影響

本集團並未在該等財務報表採納下列已頒佈但尚未生效之新訂及經修訂香港財務報告準則。

香港財務報告 準則第1號及 香港會計 準則第27號 (修訂)	香港財務報告準則第1號 首次採納香港財務報告 準則及香港會計準則 第27號綜合及獨立財務 報表 – 投資附屬公司、 共同控制實體或聯營 公司之成本 ¹
香港財務報告 準則第1號 (經修訂)	首次採納香港財務報告 準則 ²
香港財務報告 準則第2號 (修訂)	香港財務報告準則第2號 以股份支付 – 歸屬條件 及取消 ¹
香港財務報告 準則第3號 (經修訂)	業務合併 ²
香港財務報告 準則第7號 (修訂)	香港財務報告準則第7號 金融工具：披露 – 金融工具相關披露之 改進 ¹
香港財務報告 準則第8號	營運分部 ¹
香港會計準則 第1號 (經修訂)	財務報表之呈列 ¹
香港會計準則 第23號 (經修訂)	借貸成本 ¹
香港會計準則 第27號 (經修訂)	綜合及獨立財務報表 ²
香港會計準則 第32號及香港 會計準則 第1號 (修訂)	香港會計準則第32號 金融工具：呈列及 香港會計準則第1號 財務報表之呈列 – 可售回金融工具及清盤 產生之責任 ¹
香港會計準則 第39號 (修訂)	香港會計準則第39號 金融工具之修訂：確認 及計量 – 合資格對沖 項目 ²

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2.3 IMPACT OF ISSUED BUT NOT YET EFFECTIVE HONG KONG FINANCIAL REPORTING STANDARDS (continued)

HK(IFRIC)-Int 9 and HKAS 39 Amendments	Amendments to HK(IFRIC)-Int 9 <i>Reassessment of Embedded Derivatives</i> and HKAS 39 <i>Financial Instruments: Recognition and Measurement – Embedded Derivatives</i> ¹
HK(IFRIC)-Int 13	<i>Customer Loyalty Programme</i> ¹
HK(IFRIC)-Int 15	<i>Agreements for the Construction of Real Estate</i> ¹
HK(IFRIC)-Int 16	<i>Hedges of a Net Investment in a Foreign Operation</i> ¹
HK(IFRIC)-Int 17	<i>Distributions of Non-cash Assets to Owners</i> ²
HK(IFRIC)-Int 18	<i>Transfers of Assets from Customers</i> ³

Apart from the above, the HKICPA has also issued Improvements to HKFRSs* which sets out amendments to a number of HKFRSs primarily with a view to removing inconsistencies and clarifying wording. Except for the amendment to HKFRS 5 which is effective for the accounting period beginning on 1 April 2010, other amendments are effective for accounting period beginning on 1 April 2009 although there are separate transitional provisions for each standard.

¹ Effective for accounting period beginning on 1 April 2009

² Effective for accounting period beginning on 1 April 2010

³ Effective for transfers of assets from customers received on or after 1 July 2009

* Improvements to HKFRSs contains amendments to HKFRS 5, HKFRS 7, HKAS 1, HKAS 8, HKAS 10, HKAS 16, HKAS 18, HKAS 19, HKAS 20, HKAS 23, HKAS 27, HKAS 28, HKAS 29, HKAS 31, HKAS 34, HKAS 36, HKAS 38, HKAS 39, HKAS 40 and HKAS 41.

2.3 已頒佈但未生效之香港財務報告準則之影響 (續)

香港(國際財務報告詮釋委員會)–詮釋第9號及香港會計準則第39號(修訂)	香港(國際財務報告詮釋委員會)–詮釋第9號 重估嵌入式衍生工具及香港會計準則第39號 金融工具：確認及計量 – 嵌入式衍生工具之修訂 ¹
香港(國際財務報告詮釋委員會)–詮釋第13號	客戶忠誠計劃 ¹
香港(國際財務報告詮釋委員會)–詮釋第15號	房地產建築協議 ¹
香港(國際財務報告詮釋委員會)–詮釋第16號	國外業務投資淨額之對沖 ¹
香港(國際財務報告詮釋委員會)–詮釋第17號	向所有者分配非現金資產 ²
香港(國際財務報告詮釋委員會)–詮釋第18號	從客戶轉移資產 ³

除上述者外，香港會計師公會亦已頒佈香港財務報告準則之修訂*，當中載列多項香港財務報告準則的修訂本，主要用以統一及闡明詞彙。除香港財務報告準則第5號(修訂本)於二零一零年四月一日開始之會計期間生效外，儘管各項準則均有個別過渡性條文，但其他修訂本已於二零零九年四月一日開始之會計期間生效。

¹ 於二零零九年四月一日開始之會計期間生效

² 於二零一零年四月一日開始之會計期間生效

³ 於二零零九年七月一日或以後獲得客戶轉讓之資產生效

* 香港財務報告準則改良之修訂包括香港財務報告準則第5號、香港財務報告準則第7號、香港會計準則第1號、香港會計準則第8號、香港會計準則第10號、香港會計準則第16號、香港會計準則第18號、香港會計準則第19號、香港會計準則第20號、香港會計準則第23號、香港會計準則第27號、香港會計準則第28號、香港會計準則第29號、香港會計準則第31號、香港會計準則第34號、香港會計準則第36號、香港會計準則第38號、香港會計準則第39號、香港會計準則第40號及香港會計準則第41號。

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2.3 IMPACT OF ISSUED BUT NOT YET EFFECTIVE HONG KONG FINANCIAL REPORTING STANDARDS *(continued)*

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 while the adoption of HKAS 1 (Revised) and HKFRS 8 may result in new or amended disclosures, these new and revised HKFRSs are unlikely to have a significant impact on the Group's results of operations and financial position.

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Subsidiaries

A subsidiary is an entity whose financial and operating policies the Company controls, directly or indirectly, so as to obtain benefits from its activities.

The results of subsidiaries are included in the Company's income statement to the extent of dividends received and receivable. The Company's investments in subsidiaries are stated at cost less any impairment losses.

Impairment of non-financial assets

Where an indication of impairment exists, or when annual impairment testing for an asset is required (other than inventories, financial assets and investment properties), the asset's recoverable amount is estimated. An asset's recoverable amount is the higher of the asset's or cash-generating unit's value in use and its fair value less costs to sell, and is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets, in which case the recoverable amount is determined for the cash-generating unit to which the asset belongs.

An impairment loss is recognised only if the carrying amount of an asset exceeds its recoverable amount. 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. An impairment loss is charged to the income statement in the period in which it arises.

2.3 已頒佈但未生效之香港財務報告準則之影響 (續)

本集團正在評估首次採用該等新頒佈及經修訂之香港財務報告準則之影響。到目前為止結論為：儘管採用香港會計準則第1號（經修訂）及香港財務報告準則第8號可能需要作出新披露或修改目前披露，然而這些新訂及經修訂香港財務報告準則不大可能對本集團之經營業績及財務狀況產生重大影響。

2.4 重大會計政策概要

附屬公司

附屬公司乃指本公司直接或間接控制其財務及經營政策以從其業務中獲取利益之實體。

附屬公司之業績按已收及應收股息計入本公司之損益表。本公司於附屬公司之權益按成本減任何減值虧損列賬。

非財務資產減值

倘若出現任何減值跡象，或當有需要為資產（不包括存貨、財務資產及投資物業）進行每年減值測試，則會估計資產的可回收金額。除非某類資產產生之現金流量不能獨立於其他資產或多項資產所產生之現金流量（在此情況下，可回收金額按資產所屬之現金產生單位釐定），否則資產的可回收金額按資產或現金產生單位的使用價值與其公平值減銷售成本售價淨額較高者計算，並按個別資產釐定。

當資產的賬面值超過可回收金額時，減值虧損方予確認。評估使用價值時是以除稅前之折扣率計算預計未來之現金流量的現值，而該折扣率反映當時市場對金錢價值之評估及該項資產的特有風險。減值虧損於所產生期間計入損益表。

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Impairment of non-financial assets (continued)

An assessment is made at each reporting date as to whether there is any indication that previously recognised impairment losses may no longer exist or may have decreased. If such an indication exists, the recoverable amount is estimated. A previously recognised impairment loss of an asset other than goodwill is reversed only if there has been a change in the estimates used to determine the recoverable amount of that asset, but not to an amount higher than the carrying amount that would have been determined (net of any depreciation/amortisation) had no impairment loss been recognised for the asset in prior years. A reversal of such an impairment loss is credited to the income statement in the period in which it arises.

Excess over the cost of business combinations

Any excess of the Group's interest in the net fair value of the acquirees' identifiable assets, liabilities and contingent liabilities over the cost of acquisition of subsidiaries (previously referred to as negative goodwill), after reassessment, is recognised immediately in the income statement.

Property, plant and equipment and depreciation

Property, plant and equipment, other than construction in progress, are stated at cost less accumulated depreciation and any impairment losses. The cost of an item of property, plant and equipment comprises its purchase price and any directly attributable costs of bringing the asset to its working condition and location for its intended use. Expenditure incurred after items of property, plant and equipment have been put into operation, such as repairs and maintenance, is normally charged to the income statement in the period 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 an item of property, plant and equipment, and where the cost of the item can be measured reliably, the expenditure is capitalised as an additional cost of that asset or as a replacement.

2.4 重大會計政策概要 (續)

非財務資產減值 (續)

每個結算日會評定是否有跡象顯示之前已確認的減值虧損不再存在或減少。倘出現該等跡象，則會估計可回收金額。除非用以釐定資產的可回收金額的假設出現變動，否則之前確認的資產減值虧損（商譽除外）不予撥回，惟撥回金額不得超過倘過往年度並無就資產確認減值虧損而釐定的賬面值（經扣除任何折舊／攤銷）。撥回的減值虧損於所產生期間於損益表入賬。

超過業務合併之成本

本集團於被收購方可辨認資產、負債及或有負債之公平淨值之權益超過收購附屬公司之成本之任何數額（以前稱為負商譽），乃於重新評估後立即在損益表中確認。

物業、廠房及設備及折舊

物業、廠房及設備（在建工程除外）乃按成本值減累計折舊和任何減值虧損列賬。物業、廠房及設備項目之成本值，包括其購買價及使該項資產達至現時營運狀態和地點以用於其擬定用途之任何直接應佔成本。物業、廠房及設備項目於運作後所產生之支出，包括維修及保養費乃記入當期損益表內。倘若情況明確顯示所支出費用可增加該物業、廠房及設備預期使用所帶來之經濟效益，而該項目之成本能被可靠估量，則該費用可撥充資本，作為資產之額外成本值。

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Property, plant and equipment and depreciation (continued)

Depreciation is calculated on the straight-line basis to write off the cost of each item of property, plant and equipment to its residual value over its estimated useful life. The principal annual rates used for this purpose are as follows:

Freehold land	Not depreciated
Buildings	5%
Leasehold improvements	over the shorter of the lease terms and 10% to 25%
Machinery, furniture, equipment and motor vehicles	10% to 25%

Where parts of an item of property, plant and equipment have different useful lives, the cost of that item is allocated on a reasonable basis among the parts and each part is depreciated separately.

Residual values, useful lives and the depreciation method are reviewed, and adjusted if appropriate, at least at each balance sheet date.

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss on disposal or retirement recognised in the income statement in the year the asset is derecognised is the difference between the net sales proceeds and the carrying amount of the relevant asset.

Construction in progress represents the costs incurred in connection with the construction of property, plant and equipment less any impairment losses, and is not depreciated. Cost comprises the direct costs of construction during the period of construction. Construction in progress is reclassified to the appropriate category of property, plant and equipment when completed and ready for use.

2.4 重大會計政策概要 (續)

物業、廠房及設備及折舊 (續)

折舊乃採用直線法於每項物業、廠房及設備項目估計可使用年限內將其成本或估值撇銷至其剩餘價值。為此目的所使用的主要年率如下：

永久業權土地	不計算折舊
樓宇	5%
租賃物業裝修	按租期及10%至25% (以較短者為準)
機器、傢具、設備及汽車	10%至25%

當一項物業、廠房及設備項目的各部份有不同的可使用年期，該項目各部份的成本按合理基礎分配，而每部份將作個別折舊。

剩餘價值、可使用年期和折舊方法至少於每個結算日進行檢討和修正（如適合）。

一項物業、廠房和設備項目當出售或估計經其使用或出售而不再有經濟效益時，將不被確認。於年度不再被確認的資產因其出售或報廢並在損益表被確認的任何收益或虧損乃有關資產的賬面值與淨銷售收入的差額。

在建工程指興建物業、廠房和設備產生之相關成本扣除任何減值虧損，且不會予以折舊。成本包括建築期間之直接建築成本。在建工程於完工並投入使用後重新列入物業、廠房、設備之適當類別。

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Investments in club memberships

The useful lives of club memberships are assessed to be either finite or indefinite. Club memberships with finite lives are amortised over the useful economic life and assessed for impairment whenever there is an indication that the club memberships may be impaired. The amortisation period and the amortisation method for club memberships with a finite useful life are reviewed at least at each balance sheet date.

Club memberships with indefinite useful lives are tested for impairment annually either individually or at the cash-generating unit level. Such club memberships are not amortised. The useful life of a club membership with an indefinite life is reviewed annually to determine whether indefinite life assessment continues to be supportable. If not, the change in the useful life assessment from indefinite to finite is accounted for on a prospective basis.

Investment properties

Investment properties are interests in land and buildings held to earn rental income and/or for capital appreciation, rather than for use in the production or supply of goods or services or for administrative purposes; or for sale in the ordinary course of business. Such properties are measured initially at cost, including transaction costs. Subsequent to initial recognition, investment properties are stated at fair value, which reflects market conditions at the balance sheet date.

Gains or losses arising from changes in the fair values of investment properties are included in the income statement in the year in which they arise.

Any gains or losses on the retirement or disposal of an investment property are recognised in the income statement in the year of the retirement or disposal.

2.4 重大會計政策概要 (續)

會所會籍投資

會所會籍之可使用年期評估為有限或無限。年期有限之會所會籍於可使用年內攤銷，並評估是否有跡象顯示會所會籍可能出現減值。可使用年期有限之會所會籍之攤銷年期及攤銷方法至少於各結算日檢討一次。

無限可使用年期之會所會籍於每年按個別或於現金產生單位作減值測試。該等會所會籍不予攤銷。具無限年期之會所會籍之可使用年期於每年作評估，以釐定無限可使用年期之評估是否持續可靠。如不可靠，則可使用年期之評估自此由按無限年期更改為有限年期計量。

投資物業

投資物業是以獲得租賃收入及／或資本增值為目的，而非以生產、提供產品、服務、行政或普通業務目的而持作銷售之土地和樓宇之權益。該等投資物業初始時按成本（包括所支付的交易成本）計量。於初始確認後，該等投資物業於結算日以反映市況之公平值於資產負債表中列賬。

投資物業公平值的改變產生之收益或虧損於當年之損益表中列賬。

任何投資物業被棄用或出售產生之收益或虧損於當年之損益表中確認。

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Investments and other financial assets

Financial assets in the scope of HKAS 39 are classified as financial assets at fair value through profit or loss, loans and receivables and available-for-sale financial assets, as appropriate. When financial assets are recognised initially, they are measured at fair value, plus, in the case of investments not at fair value through profit or loss, directly attributable transaction costs.

The Group assesses whether a contract contains an embedded derivative when the Group first becomes a party to it and assesses whether an embedded derivative is required to be separated from the host contract when the analysis shows that the economic characteristics and risks of the embedded derivative are not closely related to those of the host contract. Reassessment only occurs if there is a change in the terms of the contract that significantly modifies the cash flows that would otherwise be required under the contract.

The Group determines the classification of its financial assets after initial recognition and, where allowed and appropriate, re-evaluates this designation at the balance sheet date.

All regular way purchases and sales of financial assets are recognised on the trade date, that is, the date that the Group commits to purchase or sell the asset. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the period generally established by regulation or convention in the marketplace.

2.4 重大會計政策概要 (續)

投資及其他財務資產

屬香港會計準則第39號範圍之財務資產乃分類為透過損益以公平值列賬之財務資產、貸款及應收款項，以及可供出售之財務資產（視情況而定）。財務資產於首次確認時以公平值計算，而並非透過損益以公平值列賬之投資，則按直接應佔交易成本計算。

本集團於首次成為一份合約之立約方時，須評估該合約是否包含嵌入式衍生工具，而當分析顯示嵌入式衍生工具之經濟特徵及風險與主合約並無緊密關連時，則評估嵌入式衍生工具是否須與該主合約分開處理。僅於合約條款有變以致大幅修訂該合約所需之現金流量，方會重新進行評估。

本集團於首次確認後釐定其財務資產分類，並在容許及適當時於結算日重新評估有關分類。

所有一般買賣之財務資產概於交易日（即本集團承諾購買或出售該資產之日期）予以確認。一般買賣乃指按照一般市場規定或慣例在一定期間內交付資產之財務資產買賣。

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Investments and other financial assets (continued)

Financial assets at fair value through profit or loss

Financial assets at fair value through profit or loss include financial assets held for trading. Financial assets are classified as held for trading if they are acquired for the purpose of sale in the near term. Derivatives, including separated embedded derivatives, are also designated as held for trading unless they are designated as effective hedging instruments or financial guarantee contracts. Gains or losses on investments held for trading are recognised in the income statement. The net fair value gain or loss recognised in the income statement does not include any dividends on these financial assets, which are recognised in accordance with the policy set out for “Revenue recognition” below.

Where a contract contains one or more embedded derivatives, the entire hybrid contract may be designated as a financial asset at fair value through profit or loss, except where the embedded derivative does not significantly modify the cash flows or it is clear that separation of the embedded derivative is prohibited.

Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. Such assets are carried at amortised cost using the effective interest method less any allowance for impairment. Amortised cost is calculated taking into account any discount or premium on acquisition and includes fees that are an integral part of the effective interest rate and transaction costs. Gains and losses are recognised in the income statement when the loans and receivables are derecognised or impaired, as well as through the amortisation process.

2.4 重大會計政策概要 (續)

投資及其他財務資產 (續)

透過損益以公平值列賬之財務資產

透過損益以公平值列賬之財務資產包括持作買賣之財務資產。財務資產如以短期賣出為目的而購買，則指定為持作買賣之財務資產。包括個別嵌入式衍生工具在內之衍生工具亦分類為持作買賣，除非其已被指定為有效對沖工具或財務擔保合約。持作買賣之投資之盈虧在損益表中確認。於損益表內確認之公平值盈虧淨額並不包括有關財務資產所產生之任何股息，有關股息乃根據下文「收益確認」所載之政策予以確認。

如果一項合同包括一項或多項嵌入式衍生工具，則整個混合合同可指定為透過損益以公平值列賬之財務資產，除非嵌入式衍生工具不會對現金流量產生重大改變，或將嵌入式衍生工具分離已被明確禁止。

貸款及應收款項

貸款及應收款項為具有固定或可確定付款，但在活躍市場中無報價之非衍生性質之財務資產。該等資產運用實際利率方法計算攤銷成本減去任何減值備抵列賬。攤銷成本考慮到收購之任何折讓或溢價後計算，並包括屬於實際利率及交易成本組成部分之費用。該等貸款及應收款項遭終止確認、出現減值或進行攤銷時產生之盈虧計入損益表。

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Investments and other financial assets (continued)

Available-for-sale financial assets

Available-for-sale financial assets are non-derivative financial assets in listed equity securities that are designated as available for sale or are not classified in any of the other two categories. After initial recognition, available-for-sale financial assets are measured at fair value, with gains or losses recognised as a separate component of equity until the investment is derecognised or until the investment is determined to be impaired, at which time the cumulative gain or loss previously reported in equity is included in the income statement. Dividends earned are reported as dividend income and are recognised in the income statement as “Other income” in accordance with the policies set out for “Revenue recognition” below. Losses arising from the impairment of such investments are recognised in the income statement as “Impairment losses on available-for-sale financial assets” and are transferred from the available-for-sale investments revaluation reserve.

When the fair value of unlisted equity securities cannot be reliably measured because (a) the variability in the range of reasonable fair value estimates is significant for that investment or (b) the probabilities of the various estimates within the range cannot be reasonably assessed and used in estimating fair value, such securities are stated at cost less any impairment losses.

Fair value

The fair value of investments that are actively traded in organised financial markets is determined by reference to quoted market bid prices at the close of business at the balance sheet date. For investments where there is no active market, fair value is determined using valuation techniques. Such techniques include using recent arm's length market transactions; reference to the current market value of another instrument which is substantially the same; a discounted cash flow analysis; and other valuation models.

2.4 重大會計政策概要 (續)

投資及其他財務資產 (續)

可供出售財務資產

可供出售財務資產指上市股本之非衍生財務資產及可供出售或並未分類為其他兩類之債務證券。初步確認可供出售財務資產以公平值計量，而盈虧則另行確立為股權之一項獨立元素，直至投資不再確認或直至投資被釐訂為減值為止，屆時，之前在股權中呈報之累計盈虧，計入損益表。所賺取的股息報告為股息收入，並根據下文所載有關「收入確認」的政策在損益表內確認為「其他收入」。有關投資減值而出現的虧損，在損益表內確認為「可供出售的財務資產減值虧損」，並從可供出售投資重估儲備撥出。

倘非上市股本證券之公平值不能可靠地計量，原因是(a)合理公平值估計之範圍變動，對投資屬重大；或(b)範圍內多項估計之可能性，不能合理估計以及用於估計公平值，則該等證券以成本減任何減值虧損列賬。

公平值

在有秩序之金融市場交投活躍之投資之公平值，乃參考於結算日營業時間結束時之市場收市買進報價釐定。倘某項投資之市場不活躍，公平值將採用估值方法確定。該等方法包括參考近期所進行之公平市場交易，其他大致類同之金融工具之現行市場價格、現金流量貼現分析和其他估值模型。

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Impairment of financial assets

The Group assesses at each balance sheet date whether there is any objective evidence that a financial asset or a group of financial assets is impaired.

Assets carried at amortised cost

If there is objective evidence that an impairment loss on loans and receivables carried at amortised cost has been incurred, the amount of the loss is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows (excluding future credit losses that have not been incurred) discounted at the financial asset's original effective interest rate (i.e., the effective interest rate computed at initial recognition). The carrying amount of the asset is reduced either directly or through the use of an allowance account. The amount of the impairment loss is recognised in the income statement. Loans and receivables together with any associated allowance are written off when there is no realistic prospect of future recovery.

If, in a subsequent period, the amount of the impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment was recognised, the previously recognised impairment loss is reversed by adjusting the allowance account. Any subsequent reversal of an impairment loss is recognised in the income statement, to the extent that the carrying value of the asset does not exceed its amortised cost at the reversal date.

In relation to accounts and bills receivable, a provision for impairment is made when there is objective evidence (such as the probability of insolvency or significant financial difficulties of the debtor and significant changes in the technological, market, economic or legal environment that have an adverse effect on the debtor) that the Group will not be able to collect all of the amounts due under the original terms of an invoice. The carrying amount of the receivables is reduced through the use of an allowance account. Impaired debts are derecognised when they are assessed as uncollectible.

2.4 重大會計政策概要 (續)

財務資產減值

本集團於各結算日評估是否有客觀跡象表明一項財務資產或一類財務資產出現減值。

以攤銷成本計價之資產

如果有客觀跡象顯示以攤銷成本計值之貸款及應收款項已產生減值虧損，資產之賬面值與估算未來之現金流量（不包括尚未產生之未來信貸損失）以財務資產原來之實際利率（即首次確認時計算之實際利率）折現之現值之間差額確認減值虧損。有關資產之賬面值可通過直接沖減或通過備抵賬目作出抵減。有關減值虧損在損益表確認。倘將不可能收回有關款項，貸款及應收款項連同有關備抵會被撇銷。

以後期間，倘若減值虧損之數額減少，而減少之原因客觀上與減值虧損確認後所發生之事件相關聯，則先前確認之減值虧損可透過調整備抵賬目而回撥。於回撥當日，倘若資產賬面值並無超出其攤銷成本，則任何減值虧損之其後回撥將於損益表內確認入賬。

就應收賬款及票據而言，倘有客觀證據（如債務人可能無償債能力或出現嚴重財務困難以及技術、市場經濟或法律環境之重要變動對債務人造成不利影響）顯示本集團將無法按發票的原定條款收回所有到期款項，本集團會作出減值準備。應收款項之賬面值會通過使用備抵賬目扣除。減值債權一經評估為無法收回，即會取消確認。

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Impairment of financial assets (continued)

Available-for-sale financial assets

If an available-for-sale asset is impaired, an amount comprising the difference between its cost (net of any principal payment and amortisation) and its current fair value, less any impairment loss previously recognised in the income statement, is transferred from equity to the income statement. A provision for impairment is made for available-for-sale equity investments when there has been a significant or prolonged decline in the fair value below its cost or where other objective evidence of impairment exists. The determination of what is “significant” or “prolonged” requires judgement. In addition, the Group evaluates other factors, such as the share price volatility. Impairment losses on equity instruments classified as available for sale are not reversed through the income statement.

Derecognition of financial assets

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is derecognised where:

- the rights to receive cash flows from the asset have expired;
- the Group retains the rights to receive cash flows from the asset, but has assumed an obligation to pay them in full without material delay to a third party under a “pass-through” arrangement; or
- the Group has transferred its rights to receive cash flows from the asset and either (a) has transferred substantially all the risks and rewards of the asset, or (b) has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

2.4 重大會計政策概要 (續)

財務資產減值 (續)

可供出售之財務資產

倘可供出售之財務資產減值，一筆相等於其成本（扣除任何本金及攤銷）與其當時公平值差額，減之前在損益表中確認之任何減值虧損，乃由權益轉撥至損益表。當公平值大幅或長期跌至低於成本或存在其他客觀證據表明發生減值時，會就可供出售的權益工具計提減值撥備。決定何謂「大幅」或「長期」需要判斷。此外，本集團會評估其他因素，例如股價波動性。分類為可供出售股本工具之減值虧損，不會在損益表中撥回。

取消確認財務資產

財務資產（或一項財務資產之一部分或一組同類財務資產之一部分）在下列情況將取消確認：

- 收取該項資產所得現金流量之權利已經屆滿；
- 本集團保留收取該項資產所得現金流量之權利，惟須根據一項「轉付」安排，在未有對第三者造成嚴重延緩之情況，已就有關權利全數承擔付款之責任；或
- 本集團已轉讓其收取該項資產所得現金流量之權利，並(a)已轉讓該項資產之絕大部分風險及回報；或(b)並無轉讓或保留該項資產絕大部分風險及回報，但已轉讓該項資產之控制權。

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Derecognition of financial assets (continued)

Where the Group has transferred its rights to receive cash flows from an asset and has neither transferred nor retained substantially all the risks and rewards of the asset nor transferred control of the asset, the asset is recognised to the extent of the Group's continuing involvement in the asset. Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Group could be required to repay.

Financial liabilities at amortised cost (including interest-bearing loans and borrowings)

Financial liabilities including accounts and bills payable, other payables and interest-bearing loans and borrowings are initially stated at fair value less directly attributable transaction costs and are subsequently measured at amortised cost, using the effective interest method unless the effect of discounting would be immaterial, in which case they are stated at cost. The related interest expense is recognised within "Finance costs" in the income statement.

Gains and losses are recognised in the income statement when the liabilities are derecognised as well as through the amortisation process.

Financial guarantee contracts

Financial guarantee contracts in the scope of HKAS 39 are accounted for as financial liabilities. A financial guarantee contract is recognised initially at its fair value less transaction costs that are directly attributable to the acquisition or issue of the financial guarantee contract, except when such contract is recognised at fair value through profit or loss. Subsequent to initial recognition, the Group measures the financial guarantee contract at the higher of: (i) the amount of the best estimate of the expenditure required to settle the present obligation at the balance sheet date; and (ii) the amount initially recognised less, when appropriate, cumulative amortisation recognised in accordance with HKAS 18 *Revenue*.

2.4 重大會計政策概要 (續)

取消確認財務資產 (續)

本集團凡轉讓其收取該項資產所得現金流量之權利，但並無轉讓或保留該項資產之絕大部分風險及回報，且並無轉讓該項資產之控制權，該項資產將確認入賬，條件為本集團須繼續參與該項資產。若以本集團就已轉讓資產作出保證之形式繼續參與，則已轉讓資產乃以該項資產之原賬面值及本集團或須償還之代價數額上限（以較低者為準）計算。

以攤銷成本列賬之財務負債（包括計息貸款及借貸）

財務負債包括應付賬款及票據、其他應付款項及計息貸款及借貸，最初以公平值減直接應佔交易成本列賬，其後則以實際利率法按攤銷成本計量，惟貼現之影響並不重大者則按成本列示。相關利息支出於損益表的「融資成本」中確認。

倘負債取消確認或進行攤銷，即於損益表確認盈虧。

財務擔保合約

香港會計準則第39號範圍內之財務擔保合約列為財務負債計算。一份財務擔保合約將在最初時以其公平值減可直接歸於因合併或財務擔保合約之簽訂所產生之交易成本進行確認，除非此合約是以公平值計入損益表。最初確認之後，本集團將以下列二者之中較高者對財務擔保合約進行衡量：(i)於結算日結清現有債務所需開支之最佳估計數額；及(ii)最初確認金額減去根據香港會計準則第18號「收入」所確認之累積攤銷額（如適用）。

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Derecognition of financial liabilities

A financial liability is derecognised when the obligation under the liability is discharged or cancelled, or expires.

When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as a derecognition of the original liability and a recognition of a new liability, and the difference between the respective carrying amounts is recognised in the income statement.

Derivative financial instruments

The Group uses derivative financial instruments, e.g. forward currency contracts, to hedge its risks associated with foreign currency fluctuations. Such derivative financial instruments are initially recognised at fair value on the date on which a derivative contract is entered into and are subsequently remeasured at fair value. Derivatives are carried as assets when the fair value is positive and as liabilities when the fair value is negative.

Any gains or losses arising from changes in fair value on derivatives that do not qualify for hedge accounting are taken directly to the income statement.

The fair value of forward currency contracts is calculated by reference to current forward exchange rates for contracts with similar maturity profiles.

Inventories

Inventories are stated at the lower of cost and net realisable value. Cost is determined on the first-in, first-out basis and, in the case of work in progress and finished goods, comprises direct materials, direct labour and an appropriate proportion of overheads. Net realisable value is based on estimated selling prices less any estimated costs to be incurred to completion and disposal.

2.4 重大會計政策概要 (續)

取消確認財務負債

當負債項下之責任被解除或取消或屆滿，財務負債將取消確認。

如現有財務負債由同一放債人以條款極為不同之負債所取代，或現有負債之條款作出重大修訂，此類交換或修訂將被視為取消確認原負債及確認新負債處理，有關賬面值之差額於損益表中確認。

衍生性質之金融工具

本集團利用衍生性質之金融工具（例如遠期貨幣合約）對沖與外幣匯率波動有關之風險。該等衍生性金融工具初步以訂立衍生工具之日以公平值確認，並隨後以公平值再計算。倘公平值為正數，衍生工具以資產入賬，而公平值倘為負數，則以負債入賬。

不可用作對沖會計處理之衍生工具之公平值變動所產生之盈虧，直接計入損益表。

遠期貨幣合約之公平值，參考類似到期概況之合約之即期遠期匯率計算。

存貨

存貨按成本值與可變現淨值兩者中之較低者列賬。成本值乃根據先入先出法或加權平均法（取適用者）計算。就在製品及製成品而言，成本值包括直接材料、直接人工及適當比例之經常性費用。可變現淨值以估計售價扣除完成及出售時預期所產生之任何估計成本計算。

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Provisions

A provision is recognised when a present obligation (legal or constructive) has arisen as a result of a past event and it is probable that a future outflow of resources will be required to settle the obligation, provided that a reliable estimate can be made of the amount of 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.

Income tax

Income tax comprises current and deferred tax. Income tax is recognised in the income statement, or in equity if it relates to items that are recognised in the same or a different period, directly in equity.

Current tax assets and liabilities for the current and prior periods are measured at the amount expected to be recovered from or paid to the taxation authorities.

Deferred tax is provided, using the liability method, on all temporary differences at the balance sheet date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes.

2.4 重大會計政策概要 (續)

撥備

倘因過往事項而產生之現時責任（法律或推定），且將來極可能需有資源流出以應付有關責任時，則予以確認為撥備，惟責任所涉及之數額必須能可靠地估計。

倘貼現之影響屬重大時，所確認撥備之數額乃為預期須支付有關責任之未來開支於結算日之現值。因時間流逝而導致所貼現之現值增加之數額，乃計入損益表之融資成本中。

所得稅

所得稅包括即期及遞延稅項。倘所得稅與在相同或不同期間直接於股本內確認之項目有關，則會在損益表或股本內確認。

本期或過往期間之即期稅項資產及負債按預期可獲稅務當局退回或付予稅務當局之金額計算。

遞延稅項為就財務申報而言，於結算日就資產與負債之稅基與彼等賬面值差額之所有暫時差別，利用負債法作出撥備。

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Income tax (continued)

Deferred tax liabilities are recognised for all taxable temporary differences, except:

- where the deferred tax liability arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and
- in respect of taxable temporary differences associated with investments in subsidiaries, where the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

Deferred tax assets are recognised for all deductible temporary differences, carryforward of unused tax credits and unused tax losses, to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carryforward of unused tax credits and unused tax losses can be utilised, except:

- where the deferred tax asset relating to the deductible temporary differences arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and
- in respect of deductible temporary differences associated with investments in subsidiaries, deferred tax assets are only recognised to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilised.

2.4 重大會計政策概要 (續)

所得稅 (續)

遞延稅項負債就所有應課稅暫時差額予以確認，惟以下情況除外：

- 倘遞延稅項負債是由於並非業務合併之交易中首次確認之資產或負債而產生，且於交易時並不影響會計溢利或應課稅溢利或虧損；及
- 就與於附屬公司之投資有關之應課稅暫時差額而言，可以控制撥回暫時差額之時間及可能不會在可見將來撥回暫時差額。

所有可予扣減暫時差額、未動用稅項抵免結轉及未動用稅項虧損於可能獲得應課稅溢利作為抵銷，以動用該等可予扣減暫時差額、未動用稅項抵免結轉及未動用稅項虧損之情況，均確認為遞延稅項資產，惟以下情況除外：

- 倘與可扣稅暫時差額有關之遞延稅項資產是由於並非業務合併之交易中首次確認之資產或負債而產生，且於交易時並不影響會計溢利或應課稅溢利或虧損；及
- 就與於附屬公司之投資有關之可予扣減暫時差額而言，僅於暫時差額可能會在可見將來撥回及將有應課稅溢利作為抵銷，以動用暫時差額時，才確認遞延稅項資產。

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Income tax (continued)

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

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply to the period when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the balance sheet date.

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

Operating leases

Leases where substantially all the rewards and risks of ownership of assets remain with the lessor are accounted for as operating leases. Where the Group is the lessor, assets leased by the Group under operating leases are included in non-current assets, and rentals receivable under the operating leases are credited to the income statement on the straight-line basis over the lease terms. Where the Group is the lessee, rentals payable under the operating leases are charged to the income statement on the straight-line basis over the lease terms.

Prepaid land lease payments under operating leases are initially stated at cost and subsequently recognised on the straight-line basis over the lease terms.

2.4 重大會計政策概要 (續)

所得稅 (續)

遞延稅項資產之賬面值乃於各結算日進行審閱，並予以相應扣減，直至不可能有足夠應課稅溢利以動用全部或部份遞延稅項資產為止。相反，先前未確認之遞延稅項資產乃於各結算日重新評估，並於可能獲得足夠應課稅溢利以動用全部或部份遞延稅項資產時予以確認。

遞延稅項資產及負債乃根據於結算日已實施或已大致實施之稅率（及稅務法例），按變現資產或清償負債之期間預期適用之稅率予以計量。

當存在可依法執行的權利，可將即期稅項資產抵銷即期稅項負債，而遞延稅項涉及同一應課稅實體及同一稅務機關時，遞延稅項資產及遞延稅項負債方可互相抵銷。

經營租約

經營租約乃指資產擁有權所涉之絕大部份回報及風險仍屬於出租者之租約。倘本集團為出租者，本集團根據經營租約所租賃之資產乃計入非流動資產，經營租約之應收租金乃於租約期內以直線法形式計入損益表。倘本集團乃承租者，經營租約之應付租金（扣除已收出租人提供之任何獎勵）均按照租約年期以直線法自損益表扣除。

經營租約之預付土地租賃款項，初步以成本列賬，並隨後於租期內以直線法確認。

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Foreign currencies

These financial statements are presented in Hong Kong dollars, which is the Company's functional and presentation currency. Each entity in the Group determines its own functional currency and items included in the financial statements of each entity are measured using that functional currency. Foreign currency transactions are initially recorded using the functional currency rates ruling at the dates of the transactions. Monetary assets and liabilities denominated in foreign currencies are retranslated at the functional currency rates of exchange ruling at the balance sheet date. All differences are taken to the income statement. Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was determined.

The functional currencies of certain overseas subsidiaries are currencies other than the Hong Kong dollar. As at the balance sheet date, the assets and liabilities of these entities are translated into the presentation currency of the Company at the exchange rates ruling at the balance sheet date and their income statements are translated into Hong Kong dollars at the weighted average exchange rates for the year. The resulting exchange differences are included in the exchange fluctuation reserve. On disposal of a foreign entity, the deferred cumulative amount recognised in equity relating to that particular foreign operation is recognised in the income statement.

For the purpose of the consolidated cash flow statement, the cash flows of overseas subsidiaries are translated into Hong Kong dollars at the exchange rates ruling at the dates of the cash flows. Frequently recurring cash flows of overseas subsidiaries which arise throughout the year are translated into Hong Kong dollars at the weighted average exchange rates for the year.

2.4 重大會計政策概要 (續)

外幣

財務報表以港元呈列，該貨幣為本公司之功能及呈報貨幣。本集團內各實體自行釐定本身之功能貨幣，各實體列入財務報表之項目均以有關實體之功能貨幣計量。外幣交易初步按交易日期適用的功能貨幣匯率列賬。以外幣計值的貨幣資產與負債按於結算日適用的功能貨幣匯率重新換算。所有差額均計入損益表。按外幣歷史成本計量的非貨幣項目按首次交易日期的匯率換算。按外幣公平值計量的非貨幣項目採用釐定公平值當日的匯率換算。

若干海外附屬公司的功能貨幣並非港元。於結算日，有關實體的資產與負債，按結算日的匯率換算為本公司的呈報貨幣，其損益表則按本年度的加權平均匯率換算為港元。因此而產生的匯兌差額列為匯兌波動儲備。出售外國實體時，就該項外國業務在權益中確認的遞延累計金額，會在損益表中確認。

就綜合現金流量表而言，海外附屬公司之現金流量乃以現金流量日期之適用匯率換算為港元。海外附屬公司於年內產生之經常性現金流量乃以年內之加權平均匯率換算為港元。

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Revenue recognition

Revenue is recognised when it is probable that the economic benefits will flow to the Group and when the revenue can be measured reliably, on the following bases:

- (a) from the sale of goods, when the significant risks and rewards of ownership have been transferred to the buyer, provided that the Group maintains neither managerial involvement to the degree usually associated with ownership, nor effective control over the goods sold;
- (b) rental income, on a time proportion basis over the lease terms;
- (c) interest income, on an accrual basis using the effective interest method by applying the rate that discounts the estimated future cash receipts through the expected life of the financial instrument to the net carrying amount of the financial asset; and
- (d) dividend income, when the shareholder's right to receive payment has been established.

Related parties

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

- (a) the party, directly or indirectly through one or more intermediaries, (i) controls, is controlled by, or is under common control with, the Group; (ii) has an interest in the Group that gives it significant influence over the Group; or (iii) has joint control over the Group;
- (b) the party is an associate;
- (c) the party is a jointly-controlled entity;
- (d) the party is a member of the key management personnel of the Group;

2.4 重大會計政策概要 (續)

收入確認

收入於本集團將可獲得經濟利益及該收入能可靠地計算時按下列基準確認入賬：

- (a) 出售貨品所得收入於所有權之絕大部份風險及回報已轉歸予買方後確認入賬，惟本集團須對該等貨品已再沒有參與任何涉及所有權之管理，亦對已售貨品再無任何有效控制權；
- (b) 租金收入根據租約年期按時間比例入賬；
- (c) 利息收入，根據實際利率按應計基準以可將財務資產預計年期內的估計未來現金收入折扣計算財務資產賬面淨值；及
- (d) 股息收入於股東獲得收款之權利確立時入賬。

關連人士

在下列情況下，一方將被視為與本集團有關：

- (a) 一方直接或間接透過一間或以上仲介機構，(i)控制本集團或被本集團控制或與本集團受共同控制；(ii)於本集團擁有權益使其能對本集團行使重大影響力；或(iii)對本集團擁有共同控制權；
- (b) 一方為聯營公司；
- (c) 一方為共同控制公司；
- (d) 一方為本集團之主要管理人員之成員；

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Related parties (continued)

- (e) the party is a close member of the family of any individual referred to in (a) or (d);
- (f) 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 (d) or (e); or
- (g) the party is a post-employment benefit plan for the benefit of the employees of the Group, or of any entity that is a related party of the Group.

Share-based payment transactions

The Company operates a share option scheme for the purpose of providing incentives and rewards to eligible participants who contribute to the success of the Group's operations. Employees (including directors) of the Group receive remuneration in the form of share-based payment transactions, whereby employees render services as consideration for equity instruments ("equity-settled transactions").

The cost of equity-settled transactions with employees is measured by reference to the fair value at the date at which they are granted. The fair value is determined by an external valuer using an appropriate pricing model, further details of which are given in note 26 to the financial statements. In valuing equity-settled transactions, no account is taken of any performance conditions, other than conditions linked to the price of the shares of the Company ("market conditions"), if applicable.

2.4 重大會計政策概要 (續)

關連人士 (續)

- (e) 一方為上文(a)或(d)項之任何人士之家族成員之近親；
- (f) 一方為由上文(d)或(e)項之任何人士直接或間接控制、共同控制或行使重大影響公司或擁有其重大投票權之公司；或
- (g) 一方為本集團或作為本集團關連人士之任何公司之僱員之福利而設之離職後福利計劃。

以股份支付的交易

本公司設有購股權計劃，為所有對本集團業務作出貢獻之合資格參與人提供鼓勵和獎賞。本集團的僱員（包括董事）會收取以股份支付的酬金，而僱員會提供服務作為權益工具之代價（「以權益結算之交易」）。

與僱員進行之以權益支付的交易的成本，乃參照授出日期的公平值而計量。公平值乃由外聘估值師以適合之定價模型釐定。有關詳情載於財務報表附註26。評定以權益支付的交易的價值時，除了對本公司股份價格有影響的條件（「市場條件」）（如適用）外，並無將任何績效條件計算在內。

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Share-based payment transactions (continued)

The cost of equity-settled transactions is recognised, together with a corresponding increase in equity, over the period in which the performance and/or service conditions are fulfilled, ending on the date on which the relevant employees become fully entitled to the award (the “vesting date”). The cumulative expense recognised for equity-settled transactions at each balance sheet date until the vesting date reflects the extent to which the vesting period has expired and the Group’s best estimate of the number of equity instruments that will ultimately vest. The charge or credit to the income statement for a period represents the movement in the cumulative expense recognised as at the beginning and end of that period.

No expense is recognised for awards that do not ultimately vest, except for awards where vesting is conditional upon a market condition, which are treated as vesting irrespective of whether or not the market condition is satisfied, provided that all other performance conditions are satisfied.

Where the terms of an equity-settled award are modified, as a minimum an expense is recognised as if the terms had not been modified. In addition, an expense is recognised for any modification, which increases the total fair value of the share-based payment arrangement, or is otherwise beneficial to the employee as measured at the date of modification.

Where an equity-settled award is cancelled, it is treated as if it had vested on the date of cancellation, and any expense not yet recognised for the award is recognised immediately. However, if a new award is substituted for the cancelled award, and is designated as a replacement award on the date that it is granted, the cancelled and new awards are treated as if they were a modification of the original award, as described in the previous paragraph.

The dilutive effect of outstanding options is reflected as additional share dilution in the computation of earnings per share.

2.4 重大會計政策概要 (續)

以股份支付的交易 (續)

以權益結算之交易的成本，連同權益相應增加部份，在績效及／或服務條件獲得履行的期間（於有關僱員完全有權獲得授予之日（「歸屬日期」）結束）內確認。在歸屬日期前，每個結算日確認的以權益結算之交易的累計開支，反映歸屬期已到期部份及本集團對最終將會歸屬的權益工具數目的最佳估計。在某一期間內在損益表內之扣除或進帳，乃反映累計開支於期初與期終確認時的變動。

對於已授出但尚未歸屬的購股權，不會確認任何開支，但視乎市場條件而決定歸屬與否的已授出購股權則除外，對於該類購股權而言，只要所有其他績效條件已經達成，不論市場條件是否達成，均會被視為已歸屬。

倘若以權益結算之購股權的條款有所變更，所確認的開支最少須達到猶如條款並無任何變更的水準。此外，倘若按變更日期的計量，任何變更導致以股份支付的安排的總公平值有所增加，或對僱員帶來其他利益，則應就該等變更確認開支。

倘若以權益結算之購股權被註銷，應被視為已於註銷日期歸屬，任何尚未確認的購股權的開支，均應立刻確認，然而，若授予新購股權代替已註銷的購股權，並於授出日期指定為替代購股權，則已註銷的購股權及新購股權均應被視為原購股權的變更，一如前段所述。

計算每股盈利時，未行使購股權的攤薄效應，反映為額外股份攤薄。

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Share-based payment transactions (continued)

The Group has adopted the transitional provisions of HKFRS 2 in respect of equity-settled awards and has applied HKFRS 2 only to equity-settled awards granted after 7 November 2002 that had not vested by 1 April 2005 and to those granted on or after 1 April 2005.

Other employee benefits

Retirement benefits schemes

The Group operates a defined contribution Mandatory Provident Fund retirement benefits scheme (the "MPF Scheme") under the Mandatory Provident Fund Schemes Ordinance for those employees who are eligible to participate in the MPF Scheme. Contributions are made based on a percentage of the employees' basic salaries and are charged to the income statement as they become payable in accordance with the rules of the MPF Scheme. The assets of the MPF Scheme are held separately from those of the Group in an independently administered fund. The Group's employer contributions vest fully with the employees when contributed into the MPF Scheme.

The employees of the Group's subsidiaries which operate in overseas are required to participate in a central pension scheme operated by the local municipal government. These subsidiaries are required to contribute a certain percentage of their payroll costs to the central pension scheme. The contributions are charged to the income statement as they become payable in accordance with the rules of the central pension scheme.

Dividends

Final dividends proposed by the directors are classified as a separate allocation of retained profits within the equity section of the balance sheets, until they have been approved by the shareholders in a general meeting. When these dividends have been approved by the shareholders and declared, they are recognised as a liability.

2.4 重大會計政策概要 (續)

以股份支付的交易 (續)

本集團已採納香港財務報告準則第2號有關以權益結算之購股權的過渡性條文，香港財務報告準則第2號僅應用於二零零二年十一月七日之後授出但於二零零五年四月一日尚未歸屬的以權益結算之購股權，以及於二零零五年四月一日或之後授出的購股權。

其他僱員福利

退休福利計劃

本集團已遵照強制性公積金計劃條例為合資格參與定額供款強制性公積金退休福利計劃（「強積金計劃」）之僱員管理強積金計劃。供款乃按僱員基本薪金某個百分比作出，並於根據強積金計劃之規則應付時自損益表扣除。強積金計劃之資產與本集團之資產分開，由獨立管理之基金持有。本集團之僱主一旦就強積金計劃作出供款，有關供款將全歸該僱員所有。

本集團之海外附屬公司僱員為地方市政府運作之中央退休金計劃成員。附屬公司須按工資若干百分比向中央退休金計劃作出供款。供款於根據中央退休金計劃規則應付時自損益表扣除。

股息

董事擬派之末期股息，會於資產負債表內分類列為從權益項下之保留溢利之一項獨立分配。該等股息獲股東批准及宣佈派發後則確認為負債。

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Dividends (continued)

Interim dividends are simultaneously proposed and declared, because the Company's memorandum and articles of association grant the directors the authority to declare interim dividends. Consequently, interim dividends are recognised immediately as a liability when they are proposed and declared.

Cash and cash equivalents

For the purpose of the consolidated cash flow statement, cash and cash equivalents comprise cash on hand and demand deposits, and short term highly liquid investments that are readily convertible into known amounts of cash, are subject to an insignificant risk of changes in value, and have a short maturity of generally within three months when acquired, less bank overdrafts which are repayable on demand and form an integral part of the Group's cash management.

For the purpose of the balance sheets, cash and cash equivalents comprise cash on hand and at banks, including term deposits, which are not restricted as to use.

3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES

The preparation of the Group's financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the disclosure of contingent liabilities, at the reporting date. However, uncertainty about these assumptions and estimates could result in outcomes that could require a material adjustment to the carrying amounts of the assets or liabilities affected in the future.

Judgement

In the process of applying the Group's accounting policies, management has made the following judgement, apart from those involving estimations, which has the most significant effect on the amounts recognised in the financial statements:

2.4 重大會計政策概要 (續)

股息 (續)

由於本公司之組織章程大綱及細則授予董事權力以宣佈派發中期股息，故中期股息是同時提出及宣派。因此，中期股息於提出及宣派時隨即確認為負債。

現金及等同現金項目

就綜合現金流量表而言，現金及等同現金項目乃指手頭現金及活期存款及可隨時轉換為已知金額現金之短期高流動性投資，該等投資之價值轉變風險較低，並為較短期之投資項目（一般為於購入日期起計三個月內到期），並已減去須於要求時償還並組成本集團現金管理之主要部分之銀行透支。

就資產負債表而言，現金及等同現金項目乃指手頭現金及銀行存款，包括定期存款及性質與現金相近而用途不受限制之資產。

3. 重大會計判斷及估計

本集團財務報表之編製，需要管理層作出會影響報告當日所呈報收入、費用、資產及負債之金額及或然負債披露之判斷、估計及假設。然而，由於有關該等假設及估計之不確定因素，可能導致須就日後受影響之資產或負債之賬面值作出重大調整。

判斷

於應用本集團會計政策之過程中，除有關估計者外，管理層曾作出以下對財務報表之確認數額有重大影響之判斷：

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3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES (continued)

Judgement (continued)

Operating lease commitments – Group as lessor

The Group has entered into commercial property leases on its investment property portfolio. The Group has determined that it retains all the significant risks and rewards of ownership of these properties which are leased out on operating leases.

Estimation uncertainty

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

Provision for obsolete inventories

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

Impairment allowance for doubtful debts

The Group makes impairment allowance for doubtful debts based on an assessment of the recoverability of accounts and bills receivable. Allowances are applied to accounts and bills receivable where events or changes in circumstances indicate that the balances may not be collectible. The identification of doubtful debts requires the use of judgement and estimates. Where the actual outcome or expectation in future is different from the original estimate, such differences will have impact on the carrying value of the receivables and doubtful debt expenses/write-back in the period in which such estimate has been changed.

3. 重大會計判斷及估計 (續)

判斷 (續)

經營租約承擔 – 本集團作為出租人

本集團於其投資物業組合訂立商業物業租賃，並決定保留根據經營租約租出之物業擁有權之所有重大風險及回報。

不確定因素之估計

於結算日有關未來之主要假設及其他不確定因素估計之主要來源，極可能導致下個財政年度之資產及負債賬面值出現重大調整，詳情於下文討論。

過時存貨撥備

本集團管理層於每個結算日檢討賬齡分析，為過時及滯銷而不適用於生產之存貨項目提撥準備。管理層主要根據最近期發票價格及當時市況估計存貨之可變現淨值。

呆壞賬之減值準備

本集團根據應收賬項及票據之可收回數額作出呆賬減值準備。倘發生事件或情況改變顯示該等結餘有可能不能收回時，則會就應收賬項及應收票據撥備。識別呆賬需作出判斷和估計。倘日後之實際結果或預期與原來估計有別，該等差額將對估計改變之期間內之應收賬項面值及呆賬開支／撥回構成影響。

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4. SEGMENT INFORMATION

Segment information is presented by way of two segment formats: (i) on a primary segment reporting basis, by business segment; and (ii) on a secondary segment reporting basis, by geographical segment.

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

- (a) the casual footwear segment represents the manufacture and trading of casual footwear;
- (b) the babies' and children's footwear segment represents the manufacture and trading of babies' and children's footwear;
- (c) the rugged footwear segment represents the manufacture and trading of rugged footwear; and
- (d) the footwear retailing segment represents the retailing of casual footwear and accessories.

In determining the Group's geographical segments, revenues are attributed to the segments based on the location of the customers, and assets are attributed to the segments based on the location of the assets. The Group's geographical segments include the United States of America, Europe and others. Europe mainly includes the United Kingdom, Belgium and Holland.

4. 分類資料

分類資料乃以兩種分類形式呈列：(i)以業務分類劃分之主要分類報告基準；及(ii)以地區分類劃分之次要分類報告基準。

本集團所經營業務根據其業務性質及所提供產品與服務個別劃分及分開管理。本集團各業務分類指提供產品及服務之策略性經營單位，須承擔及可享有與其他業務分類不同之風險及回報。業務分類之詳情概述如下：

- (a) 便服鞋分類指生產及買賣便服鞋；
- (b) 嬰兒及小童鞋分類指生產及買賣嬰兒及小童鞋；
- (c) 豪邁型戶外鞋分類指生產及買賣豪邁型戶外鞋；及
- (d) 鞋履零售分類指零售便服鞋及配飾。

在釐定本集團之地區分類時，收益按有關客戶所在地分類，而資產則按資產所在地分類。本集團之地區分類包括美國、歐洲及其他地區。歐洲主要包括英國、比利時及荷蘭。

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4. SEGMENT INFORMATION (continued)

(a) Business segments

The following tables present revenue, profit and certain asset, liability and expenditure information for the Group's business segments for the years ended 31 March 2009 and 2008.

4. 分類資料 (續)

(a) 業務分類

下表呈列本集團截至二零零九年及二零零八年三月三十一日止年度按業務分類分析之收益、溢利及若干資產、負債及開支之資料。

Group	本集團									
	Casual footwear 便服鞋		Babies' and children's footwear 嬰兒及小童鞋		Rugged footwear 豪邁型戶外鞋		Footwear retailing 鞋履零售		Consolidated 綜合	
	2009	2008	2009	2008	2009	2008	2009	2008	2009	2008
	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Segment revenue: 分類收益:										
Sales to external customers 銷售予外界客戶	703,909	717,705	711,482	536,631	34,828	63,521	13,605	-	1,463,824	1,317,857
Segment results 分類業績	38,639	41,801	28,170	24,264	1,943	3,744	(15,695)	-	53,057	69,809
Unallocated income and gains, net 未分配收入及收益淨額									20,268	16,304
Unallocated expenses 未分配開支									(13,184)	(20,926)
Finance costs 融資成本									(242)	(66)
Profit before tax 除稅前溢利									59,899	65,121
Tax 稅項									(6,702)	(14,723)
Profit for the year 本年度溢利									53,197	50,398
Assets and liabilities 資產及負債										
Segment assets 分類資產	252,198	355,706	245,784	219,940	45,259	54,024	5,881	-	549,122	629,670
Unallocated assets 未分配資產									534,619	451,624
Total assets 資產總值									1,083,741	1,081,294
Unallocated liabilities 未分配負債									315,602	343,154
Other segment information:										
其他分類資料:										
Depreciation: 折舊:										
Segment 分類	19,960	19,908	18,608	15,901	2,514	4,149	824	-	41,906	39,958
Unallocated 未分配									1,252	1,705
									43,158	41,663
Amortisation of prepaid land lease payments: 攤銷預付土地租賃款項:										
Segment 分類	692	693	846	579	77	144	-	-	1,615	1,416
Unallocated 未分配									474	474
									2,089	1,890
Capital expenditure: 資本開支:										
Segment 分類	18,507	29,697	16,785	5,418	1,068	1,438	3,604	-	39,964	36,553
Unallocated 未分配									61	49
									40,025	36,602

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4. SEGMENT INFORMATION (continued)

(b) Geographical segments

The following table presents revenue and certain asset and expenditure information for the Group's geographical segments for the years ended 31 March 2009 and 2008.

Group	本集團							
	The United States of America 美國		Europe 歐洲		Others 其他		Consolidated 綜合	
	2009 HK\$'000 千港元	2008 HK\$'000 千港元	2009 HK\$'000 千港元	2008 HK\$'000 千港元	2009 HK\$'000 千港元	2008 HK\$'000 千港元	2009 HK\$'000 千港元	2008 HK\$'000 千港元
Segment revenue: 分類收益:								
Sales to external customers 銷售予外界客戶	737,320	653,525	613,372	590,136	113,132	74,196	1,463,824	1,317,857
Other segment information:								
其他分類資料:								
Segment assets 分類資產	38,455	108,531	36,694	57,049	1,008,592	915,714	1,083,741	1,081,294
Capital expenditure 資本開支	-	-	-	-	40,025	36,602	40,025	36,602

4. 分類資料 (續)

(b) 地區分類

下表呈列本集團截至二零零九年及二零零八年三月三十一日止年度按地區分類分析之收益及若干資產及開支之資料。

5. REVENUE, OTHER INCOME AND GAINS, NET

Revenue, which is also the Group's turnover, represents the aggregate of the net invoiced value of goods sold, after allowances for returns and trade discounts, and after eliminations of intra-group transactions.

5. 收益、其他收入及收益淨額

收益亦為本集團營業額，指扣除退貨及貿易折扣後所出售貨品之發票淨值總和，並已抵銷集團內公司間之交易。

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5. REVENUE, OTHER INCOME AND GAINS, NET (continued)

An analysis of revenue, other income and gains, net is as follows:

5. 收益、其他收入及收益淨額 (續)

收益、其他收入及收益淨額分析如下：

	Group 本集團	
	2009 HK\$'000 千港元	2008 HK\$'000 千港元
Revenue 收益		
Sale of goods 出售貨品	1,463,824	1,317,857
Other income and gains, net 其他收入及收益淨額		
Bank interest income 銀行利息收入	6,499	10,074
Interest income from accounts receivable 應收賬項利息收入	3,738	3,291
Fair value gain on derivative financial instruments 衍生金融工具之公平值收益	5,159	1,777
Loss on disposal of items of property, plant and equipment 出售物業、廠房及設備項目之虧損	(88)	(78)
Fair value gain/(loss) on revaluation of investment properties 重估投資物業之公平值收益/(虧損)	(598)	1,250
Gross rental income 租金收入總額	300	240
Foreign exchange differences, net 匯兌差額淨值	3,928	(3,102)
Gain on sale of an available-for-sale investment 出售可供出售投資收益	106	–
Dividend income 股息收入	573	–
Excess over the cost of business combinations 超過業務合併之成本	634	–
Others 其他	17	2,852
	20,268	16,304

6. FINANCE COSTS

6. 融資成本

	Group 本集團	
	2009 HK\$'000 千港元	2008 HK\$'000 千港元
Interest on bank loans wholly repayable within five years 須於五年內全部償還之銀行貸款之利息	242	66

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7. PROFIT BEFORE TAX

The Group's profit before tax is arrived at after charging/
(crediting):

7. 除稅前溢利

本集團之除稅前溢利乃經扣除／(計入) 以下項目：

	Group 本集團	
	2009 HK\$'000 千港元	2008 HK\$'000 千港元
Cost of inventories sold 銷售存貨成本	906,389	823,219
Depreciation 折舊	43,158	41,663
Amortisation of prepaid land lease payments 攤銷預付土地租賃款項	2,089	1,890
Impairment allowance for doubtful debts 呆賬減值準備	-	636
Provision/(write-back of provision) for inventories 存貨撥備／(撥備撥回)	(1,389)	7,026
Impairment of a deposit 按金減值	-	3,900
Minimum lease payments under operating leases for land and buildings 土地及樓宇之經營租賃項下之最低租賃款項	10,641	1,591
Write-off of items of property, plant and equipment 物業、廠房及設備項目之撇銷	521	3,245
Auditors' remuneration 核數師酬金	1,280	1,145
Employee benefits expense (including directors' remuneration (note 8)): 僱員福利開支(包括董事酬金(附註8)):		
Wages and salaries 工資及薪金	290,234	253,477
Equity-settled share option expense 以權益結算之購股權開支	1,200	3,676
Pension scheme contributions 退休金計劃供款	9,456	10,151
	300,890	267,304
Amortisation of a club membership 會所會籍攤銷	14	13
Fair value gain on derivative financial instruments 衍生金融工具之公平值收益	(5,159)	(1,777)
Fair value loss/(gain) on revaluation of investment properties 重估投資物業之公平值虧損／(收益)	598	(1,250)
Gain on sale of an available-for-sale investment 出售可供出售投資之收益	(106)	-
Bank interest income 銀行利息收入	(6,499)	(10,074)
Interest income from accounts receivable 應收賬款之利息收入	(3,738)	(3,291)
Foreign exchange differences, net 匯兌差額淨值	(3,928)	3,102
Excess over the cost of business combinations 超過業務合併之成本	(634)	-
Dividend income 股息收入	(573)	-
Loss on disposal of items of property, plant and equipment, net 出售物業、廠房及設備項目之虧損淨值	88	78
Net rental income 淨租金收入	(231)	(180)

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7. PROFIT BEFORE TAX (continued)

Cost of sales includes HK\$275,943,000 (2008: HK\$216,290,000) relating to direct staff costs and depreciation of manufacturing facilities, which are also included in the respective total amounts disclosed above for each of these types of expenses.

8. DIRECTORS' REMUNERATION

Directors' remuneration for the year, disclosed pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules") and Section 161 of the Hong Kong Companies Ordinance, is as follows:

7. 除稅前溢利 (續)

銷售成本包括關於直接員工成本及製造設施折舊共275,943,000港元(二零零八年: 216,290,000港元), 其亦已包含於以上披露相關總額之各類開支內。

8. 董事酬金

年內, 董事酬金按照香港聯合交易所有限公司證券上市規則(「上市規則」)及香港公司條例第161條披露如下:

	Group 本集團	
	2009 HK\$'000 千港元	2008 HK\$'000 千港元
Fees 袍金		
– Independent non-executive directors – 獨立非執行董事	540	540
– Non-executive directors – 非執行董事	180	180
	720	720
Other emoluments: 其他酬金:		
Salaries, allowances and benefits in kind 薪金、津貼及實物利益	5,993	5,774
Discretionary bonuses 酌定獎金	1,822	2,142
Pension scheme contributions 退休金計劃供款	13	12
Equity-settled share option expense 以權益結算之購股權開支	211	797
	8,039	8,725
	8,759	9,445

During the year, certain directors were granted share options, in respect of their services to the Group, under the share option scheme of the Company, further details of which are set out in note 26 to the financial statements. The fair value of such options, which has been recognised in the income statement, was determined as at the date of grant and the amount included in the financial statements for the current year is included in the above directors' remuneration disclosures.

年內, 若干董事在本公司購股權計劃之下, 根據其對本集團之服務獲授予購股權, 進一步詳情列述於財務報表附註26。已於收入報表確認之該等購股權之公平值於授出日期釐定, 而包含於本年財務報表之數額則載於以上董事薪酬披露部分之內。

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8. DIRECTORS' REMUNERATION (continued)

(a) Independent non-executive directors

The fees paid to independent non-executive directors during the year were as follows:

	Equity-settled share option expense		Total	
	Fees	以權益結算之購股權開支		
袍金	袍金	購股權開支	總額	
2009	HK\$'000	千港元	HK\$'000	千港元
Mr. Tam King-ching, Kenny 譚競正先生	180	14	194	
Mr. Chan Mo-po, Paul 陳茂波先生	180	14	194	
Mr. Yung Tse-kwong, Steven 戎子江先生	180	14	194	
	540	42	582	

	Equity-settled share option expense		Total	
	Fees	以權益結算之購股權開支		
袍金	袍金	購股權開支	總額	
2008	HK\$'000	千港元	HK\$'000	千港元
Mr. Tam King-ching, Kenny 譚競正先生	180	49	229	
Mr. Chan Mo-po, Paul 陳茂波先生	180	49	229	
Mr. Yung Tse-kwong, Steven 戎子江先生	180	49	229	
	540	147	687	

There were no other emoluments payable to the independent non-executive directors during the year (2008: Nil).

8. 董事酬金 (續)

(a) 獨立非執行董事

年內付予獨立非執行董事之袍金如下：

	Equity-settled share option expense		Total	
	Fees	以權益結算之購股權開支		
袍金	袍金	購股權開支	總額	
2009	HK\$'000	千港元	HK\$'000	千港元
Mr. Tam King-ching, Kenny 譚競正先生	180	14	194	
Mr. Chan Mo-po, Paul 陳茂波先生	180	14	194	
Mr. Yung Tse-kwong, Steven 戎子江先生	180	14	194	
	540	42	582	

	Equity-settled share option expense		Total	
	Fees	以權益結算之購股權開支		
袍金	袍金	購股權開支	總額	
2008	HK\$'000	千港元	HK\$'000	千港元
Mr. Tam King-ching, Kenny 譚競正先生	180	49	229	
Mr. Chan Mo-po, Paul 陳茂波先生	180	49	229	
Mr. Yung Tse-kwong, Steven 戎子江先生	180	49	229	
	540	147	687	

年內並無其他應付獨立非執行董事之酬金(二零零八年：無)。

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8. DIRECTORS' REMUNERATION (continued)

8. 董事酬金 (續)

(b) Executive directors and non-executive directors

(b) 執行董事及非執行董事

	Salaries, allowances and benefits		Discretionary bonuses	Pension scheme contributions	Equity-settled share option expense	Total remuneration
	Fees	in kind				
	袍金	薪金、津貼及實物利益	酌定獎金	退休金計劃供款	以權益結算之購股權開支	酬金總額
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
	千港元	千港元	千港元	千港元	千港元	千港元
2009						
Executive directors: 執行董事:						
Mr. Chen Ming-hsiung, Mickey 陳敏雄先生	-	2,520	773	-	-	3,293
Mdm. Huang Hsiu-duan, Helen 黃秀端女士	-	900	277	-	10	1,187
Mr. Lee Kung, Bobby 李鋼先生	-	633	399	-	44	1,076
Mr. Chan Ho-man, Daniel * 陳浩文先生*	-	565	50	12	40	667
Mr. Kimmel, Phillip Brian 柯民佑先生	-	1,310	323	-	44	1,677
Mr. Wong Hei-chiu 黃禧超先生	-	50	-	1	17	68
	-	5,978	1,822	13	155	7,968
Non-executive directors: 非執行董事:						
Mr. Chan Ho-man, Daniel * 陳浩文先生*	-	15	-	-	-	15
Mr. Chow Wing-kin, Anthony 周永健先生	180	-	-	-	14	194
	180	15	-	-	14	209
	180	5,993	1,822	13	169	8,177

* Mr. Chan Ho-man, Daniel has ceased to be an executive director and was redesignated as a non-executive director with effect from 16 March 2009.

* 陳浩文先生不再擔任執行董事並轉任非執行董事，自二零零九年三月十六日起生效。

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8. DIRECTORS' REMUNERATION (continued)

(b) Executive directors and non-executive directors (continued)

	Fees	Salaries, allowances and benefits in kind	Discretionary bonuses	Pension contributions	Equity-settled share option expense	Total remuneration
	袍金	薪金、津貼及實物利益	酌定獎金	退休金計劃供款	以權益結算之購股權開支	酬金總額
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
	千港元	千港元	千港元	千港元	千港元	千港元
2008						
Executive directors: 執行董事：						
Mr. Chen Ming-hsiung, Mickey 陳敏雄先生	-	2,520	884	-	135	3,539
Mdm. Huang Hsiu-duan, Helen 黃秀端女士	-	900	329	-	25	1,254
Mr. Lee Kung, Bobby 李鋼先生	-	570	583	-	147	1,300
Mr. Chan Ho-man, Daniel 陳浩文先生	-	600	50	12	147	809
Mr. Kimmel, Phillip Brian 柯民佑先生	-	1,184	296	-	147	1,627
	-	5,774	2,142	12	601	8,529
Non-executive director: 非執行董事：						
Mr. Chow Wing-kin, Anthony 周永健先生	180	-	-	-	49	229
	180	5,774	2,142	12	650	8,758

There was no arrangement under which a director waived or agreed to waive any remuneration during the year (2008: Nil).

董事概無於年內訂立任何安排放棄或同意放棄任何酬金(二零零八年：無)。

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9. FIVE HIGHEST PAID EMPLOYEES

The five highest paid employees during the year included four (2008: five) directors, details of whose remuneration are set out in note 8 above. Details of the remuneration of the remaining one (2008: Nil) non-director, highest paid employee for the year are as follows:

9. 五名最高薪僱員

年內，五名最高薪僱員包括四名（二零零八年：五名）董事，其酬金詳情載於上文附註8。年內，其餘一名（二零零八年：無）非董事最高薪僱員之酬金詳情如下：

	Group 本集團	
	2009 HK\$'000 千港元	2008 HK\$'000 千港元
Salaries, allowances and benefits in kind 薪金、津貼及實物利益	801	–

10. TAX

Hong Kong profits tax has been provided at the rate of 16.5% (2008: 17.5%) on the estimated assessable profits arising in Hong Kong during the year. The lower Hong Kong profits tax rate is effective from the year of assessment 2008/2009, and so is applicable to the assessable profits arising in Hong Kong for the whole year ended 31 March 2009. Taxes on profits assessable elsewhere have been calculated at the rates of tax prevailing in the countries/jurisdictions in which the Group operates, based on existing legislation, interpretations and practices in respect thereof.

10. 稅項

香港利得稅乃根據年內於香港賺取之估計應課稅溢利按16.5%（二零零八年：17.5%）之稅率撥備。較低之香港利得稅稅率於二零零八／二零零九課稅年度開始生效，因此適用於截至二零零九年三月三十一日止整個年度在香港賺取之應課稅溢利。其他地區有關應課稅溢利之稅項乃按本集團經營業務所在國家／司法權區之現行法例、詮釋及慣例按當時稅率計算。

	2009		2008	
	HK\$'000	千港元	HK\$'000	千港元
Group: 本集團：				
Current – Hong Kong 即期稅項 – 香港				
Charge for the year 本年度稅項支出		156		324
Overprovision in prior years 過往年度超額撥備		–		(118)
Current – Elsewhere 即期稅項 – 其他地區				
Charge for the year 本年度稅項支出		13,752		14,517
Overprovision in prior years 過往年度超額撥備		(7,206)		–
Total tax charge for the year 本年度稅項開支總額		6,702		14,723

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10. TAX (continued)

A reconciliation of the tax expense applicable to profit before tax using the statutory rates for the countries in which the Company and the majority of its subsidiaries are domiciled to the tax expense at the effective tax rates is as follows:

Group	本集團	
	2009 HK\$'000 千港元	2008 HK\$'000 千港元
Profit before tax 除稅前溢利	59,899	65,121
Tax at the applicable tax rate 按適用稅率計算之稅項	15,360	18,707
Lower tax rate for specific provinces or enacted by local authorities 特定省份或當局頒佈的較低稅率	(5,151)	(5,986)
Adjustments to tax charge in respect of prior years 過往年度稅項開支之調整	(7,206)	(118)
Income not subject to tax 毋須課稅收入	(621)	(441)
Expenses not deductible for tax 不可扣稅之開支	2,150	2,561
Tax losses not recognised 未確認稅項虧損	2,170	-
Tax charge at the Group's effective rate 按本集團實際稅率計算之稅項開支	6,702	14,723

The applicable tax rate is calculated based on the Hong Kong profits tax rate of 16.5% (2008: 17.5%), the Vietnam Corporate Tax rate of 10% to 28% (2008: 10% to 28%), the Taiwan Corporate Tax rate of 25% (2008: 25%), the preferential tax rates in Mainland China ranging from 18% to 25% (2008: 18% to 25%) and respective tax holidays granted to the subsidiaries of the Group in Mainland China and Vietnam, respectively.

In general, the Group's subsidiaries in Mainland China, which were subject to the People's Republic of China's corporate income tax at the rate of 33% before 31 December 2007, are subject to the rate of 25% after the effective date of the Corporate Income Tax Law of the People's Republic of China on 1 January 2008, except for certain subsidiaries which are entitled to tax holidays and preferential tax rates.

10. 稅項 (續)

按本公司及其附屬公司所在國家之法定稅率計算適用於除稅前溢利之稅項支出與按實際稅率計算之稅項支出對賬如下：

適用稅率根據香港利得稅稅率16.5% (二零零八年：17.5%)、越南企業稅稅率10%至28% (二零零八年：10%至28%)、台灣企業稅稅率25% (二零零八年：25%)、中國優惠稅率介乎18%至25%之間 (二零零八年：18%至25%) 及本集團分別於中國及越南之附屬公司所獲有關免稅期計算。

一般而言，本集團之中國附屬公司曾按稅率33% (於二零零七年十二月三十一日以前) 繳付中華人民共和國企業所得稅，現須按稅率25% (於中華人民共和國企業所得稅法生效之日 (即二零零八年一月一日以後)) 繳付中華人民共和國企業所得稅，惟若干附屬公司獲免稅期及優惠稅率則除外。

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10. TAX (continued)

The Group has estimated deferred tax assets of approximately HK\$8,889,000 (2008: HK\$6,719,000) calculated on tax losses arising in Hong Kong that are available indefinitely for offsetting against future taxable profits of the companies in which the losses arose. Deferred tax assets have not been recognised in respect of these losses as they have arisen in subsidiaries that have been loss-making for some time and it is considered not probable that the Group can utilise these losses in the foreseeable future.

11. PROFIT FOR THE YEAR ATTRIBUTABLE TO EQUITY HOLDERS OF THE COMPANY

The consolidated profit attributable to equity holders of the Company for the year ended 31 March 2009 includes a profit of HK\$45,930,000 (2008: HK\$12,445,000) which has been dealt with in the financial statements of the Company (note 27(b)).

12. DIVIDENDS

Interim – HK1.5 cents (2008: HK1.5 cents) per ordinary share
中期股息 – 每股普通股1.5港仙 (二零零八年：1.5港仙)
Proposed final – HK2.5 cents (2008: HK2.0 cents) per ordinary share
擬派末期股息 – 每股普通股2.5港仙 (二零零八年：2.0港仙)

The proposed final dividend for the year is subject to the approval of the Company's shareholders at the forthcoming annual general meeting.

10. 稅項 (續)

本集團之估計遞延稅項資產約為8,889,000港元(二零零八年：6,719,000港元)，乃根據於香港錄得之稅項虧損計算，該等虧損可無限期用作抵銷錄得虧損之公司日後應課稅溢利。由於該等附屬公司一直錄得虧損，且本集團在可見將來使用該等虧損之可能性不大，故並無就有關虧損確認遞延稅項資產。

11. 本公司權益持有人應佔年度溢利

截至二零零九年三月三十一日止年度之本公司權益持有人應佔綜合溢利為溢利45,930,000港元(二零零八年：12,445,000港元)，已於本公司財務報表(附註27(b))列賬。

12. 股息

	2009 HK\$'000 千港元	2008 HK\$'000 千港元
Interim – HK1.5 cents (2008: HK1.5 cents) per ordinary share 中期股息 – 每股普通股1.5港仙 (二零零八年：1.5港仙)	9,723	9,826
Proposed final – HK2.5 cents (2008: HK2.0 cents) per ordinary share 擬派末期股息 – 每股普通股2.5港仙 (二零零八年：2.0港仙)	15,974	13,021
	25,697	22,847

本年度擬派末期股息須得本公司股東於即將舉行之股東週年大會上批准後，方可作實。

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13. EARNINGS PER SHARE ATTRIBUTABLE TO EQUITY HOLDERS OF THE COMPANY

The calculation of basic earnings per share is based on the profit for the year attributable to equity holders of the Company of HK\$53,197,000 (2008: HK\$50,398,000) and the weighted average of 648,930,029 (2008: 655,000,926) ordinary shares in issue during the year.

The calculation of diluted earnings per share is based on the profit for the year attributable to equity holders of the Company of HK\$53,197,000 (2008: HK\$50,398,000) and 650,254,770 (2008: 655,132,777) ordinary shares, being the weighted average number of shares outstanding during the year, adjusted for the effects of the dilutive potential ordinary shares outstanding during the year.

A reconciliation of the weighted average number of shares used in calculating basic and diluted earnings per share is as follows:

13. 本公司權益持有人應佔每股盈利

每股基本盈利乃根據本年度本公司權益持有人應佔是年溢利53,197,000港元（二零零八年：50,398,000港元）及年內已發行普通股加權平均數648,930,029股（二零零八年：655,000,926股）計算。

每股攤薄盈利乃根據本年度本公司權益持有人應佔是年溢利53,197,000港元（二零零八年：50,398,000港元）及經年內已發行潛在攤薄普通股之影響作出調整後之年內已發行普通股加權平均數650,254,770股（二零零八年：655,132,777股）計算。

用於計算每股基本與攤薄盈利之股份加權平均數調整如下：

	2009	2008
Weighted average number of ordinary shares used in calculating basic earnings per share 用於計算每股基本盈利之普通股加權平均數	648,930,029	655,000,926
Weighted average number of ordinary shares assumed to have been issued at no consideration on deemed exercise of all dilutive options outstanding during the year 年內視作因行使全部未行使可攤薄購股權而假設無償發行之普通股加權平均數	1,324,741	131,851
Weighted average number of ordinary shares used in calculating diluted earnings per share 用於計算每股攤薄盈利之普通股加權平均數	650,254,770	655,132,777

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14. PROPERTY, PLANT AND EQUIPMENT

14. 物業、廠房及設備

Group

本集團

	Freehold land and buildings 永久業權 土地及樓宇	Construction in progress 在建工程	Machinery, furniture, equipment, leasehold improvements and motor vehicles 機器、傢具、 設備、租賃 物業裝修及汽車	Total 合計
31 March 2009 於二零零九年三月三十一日	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Cost: 成本:				
At beginning of year 於年初	404,394	-	267,500	671,894
Additions 添置	699	9,123	26,516	36,338
Acquisition of subsidiaries (note 28) 收購附屬公司 (附註28)	-	-	562	562
Disposals 出售	-	-	(6,409)	(6,409)
Written off 撇銷	-	-	(776)	(776)
Exchange realignment 外匯調整	10,380	-	7,190	17,570
At 31 March 2009 於二零零九年三月三十一日	415,473	9,123	294,583	719,179
Accumulated depreciation: 累計折舊:				
At beginning of year 於年初	125,369	-	177,431	302,800
Provided during the year 年內撥備	18,425	-	24,733	43,158
Disposals 出售	-	-	(5,154)	(5,154)
Written off 撇銷	-	-	(255)	(255)
Exchange realignment 外匯調整	3,428	-	4,676	8,104
At 31 March 2009 於二零零九年三月三十一日	147,222	-	201,431	348,653
Net book value: 賬面淨值:				
At 31 March 2009 於二零零九年三月三十一日	268,251	9,123	93,152	370,526
At 31 March 2008 於二零零八年三月三十一日	279,025	-	90,069	369,094

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14. PROPERTY, PLANT AND EQUIPMENT

(continued)

14. 物業、廠房及設備 (續)

Group	本集團			Total 合計
	Freehold land and buildings 永久業權 土地及樓宇	Construction in progress 在建工程	Machinery, furniture, equipment, leasehold improvements and motor vehicles 機器、傢具、 設備、租賃 物業裝修及汽車	
31 March 2008 於二零零八年三月三十一日	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Cost: 成本:				
At beginning of year 於年初	347,671	–	256,786	604,457
Additions 添置	23,066	–	13,536	36,602
Disposals 出售	–	–	(1,451)	(1,451)
Written off 撇銷	–	–	(27,842)	(27,842)
Exchange realignment 外匯調整	33,657	–	26,471	60,128
At 31 March 2008 於二零零八年三月三十一日	404,394	–	267,500	671,894
Accumulated depreciation: 累計折舊:				
At beginning of year 於年初	98,751	–	162,948	261,699
Provided during the year 年內撥備	17,310	–	24,353	41,663
Disposals 出售	–	–	(738)	(738)
Written off 撇銷	–	–	(24,597)	(24,597)
Exchange realignment 外匯調整	9,308	–	15,465	24,773
At 31 March 2008 於二零零八年三月三十一日	125,369	–	177,431	302,800
Net book value: 賬面淨值:				
At 31 March 2008 於二零零八年三月三十一日	279,025	–	90,069	369,094
At 31 March 2007 於二零零七年三月三十一日	248,920	–	93,838	342,758

The Group's land included above are analysed as follows:

本集團之上述土地析述如下:

	2009 HK\$'000 千港元	2008 HK\$'000 千港元
Freehold land held outside Hong Kong 於香港以外地區持有之永久業權土地	8,324	7,793

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31 March 2009 於二零零九年三月三十一日

15. PREPAID LAND LEASE PAYMENTS

15. 預付土地租賃款項

	Group 本集團	
	2009 HK\$'000 千港元	2008 HK\$'000 千港元
Carrying amount at beginning of year 於年初之賬面值	78,398	76,098
Additions 添置	3,687	-
Amortised during the year 於年內攤銷	(2,089)	(1,890)
Exchange realignment 外匯調整	1,386	4,190
Carrying amount at 31 March 於三月三十一日之賬面值	81,382	78,398
Current portion included in prepayments, deposits and other receivables 列入預付款項、按金及其他應收款項之即期部分	(2,153)	(2,019)
Non-current portion 非即期部分	79,229	76,379

The Group's prepaid land lease payments are held under the following lease terms:

本集團之預付土地租賃款項按下列租期持有：

	Group 本集團	
	2009 HK\$'000 千港元	2008 HK\$'000 千港元
Held in Hong Kong under medium term leases 於香港根據中期租約持有	16,444	16,893
Held outside Hong Kong under medium term leases 於香港以外地區根據中期租約持有	64,938	61,505
	81,382	78,398

16. INVESTMENT PROPERTIES

16. 投資物業

	Group 本集團	
	2009 HK\$'000 千港元	2008 HK\$'000 千港元
Fair value at beginning of year 於年初之公平值	4,310	3,060
Fair value gain/(loss) on revaluation 重估公平值收益/(虧損)	(598)	1,250
Fair value at 31 March 於三月三十一日之公平值	3,712	4,310

The Group's investment properties are situated outside Hong Kong and are held under medium term leases.

本集團之投資物業位於香港境外，按中期租約持有。

The Group's investment properties were revalued on 31 March 2009 by Castores Magi (Hong Kong) Limited, independent professionally qualified valuers, at HK\$3,712,000 on an open market, existing use basis.

於二零零九年三月三十一日，本集團之投資物業由獨立專業合資格估值師嘉漫（香港）有限公司按公開市場、現行用途基準重估為3,712,000港元。

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17. INTERESTS IN SUBSIDIARIES

17. 附屬公司權益

	Company 本公司	
	2009 HK\$'000 千港元	2008 HK\$'000 千港元
Unlisted shares, at cost 非上市股份，按成本	67,190	67,190
Due from subsidiaries 應收附屬公司款項	792,019	742,430
Due to subsidiaries 應付附屬公司款項	(640,211)	(605,023)
	218,998	204,597

The amounts due from/to subsidiaries included in the Company's current assets and current liabilities are unsecured, interest-free and are repayable on demand.

應收／應付附屬公司款項計入本公司之流動資產及流動負債，均為無抵押、免息及須於通知時償還。

Particulars of the principal subsidiaries are as follows:

主要附屬公司之詳情如下：

Name 名稱	Place of incorporation/ registration and operations 註冊成立／註冊及經營地點	Nominal value of issued and paid-up shares/ registered capital 已發行及繳足股份之面值／註冊資本	Percentage of equity attributable to the Company 本公司持股百分比	Principal activities 主要業務
Directly held 直接持有				
MJ Haig Industries Limited * 美星國際股份有限公司 *	British Virgin Islands/ Taiwan 英屬維爾京群島／台灣	Ordinary US\$10,000 普通股 10,000美元	100	Sourcing of raw materials for footwear 採購鞋類產品原料
Ready Luck Limited	British Virgin Islands 英屬維爾京群島	Ordinary US\$5,000 普通股 5,000美元	100	Investment holding 投資控股
Indirectly held 間接持有				
Discovery Star Development Limited 愉星發展有限公司	Hong Kong 香港	Ordinary HK\$2 普通股2港元	100	Property holding 持有物業
Kingmaker (Vietnam) Footwear Co., Ltd. 順星製鞋(越南)有限公司	Vietnam 越南	US\$15,000,000 15,000,000美元	100	Subcontracting of footwear 加工鞋類產品

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17. INTERESTS IN SUBSIDIARIES (continued)

Particulars of the principal subsidiaries are as follows
(continued):

17. 附屬公司權益 (續)

主要附屬公司之詳情如下 (續) :

Name 名稱	Place of incorporation/ registration and operations 註冊成立 / 註冊及經營地點	Nominal value of issued and paid-up shares/ registered capital 已發行及繳足股份之面值 / 註冊資本	Percentage of equity attributable to the Company 本公司持股百分比	Principal activities 主要業務
Indirectly held (continued) 間接持有 (續)				
Lightening Star Corporation	British Virgin Islands 英屬維爾京群島	Ordinary US\$1,000 普通股 1,000美元	100	Investment holding 投資控股
Maystar Footwear Company Limited ("Maystar") 美星製鞋有限公司 (「美星」)	People's Republic of China/ Mainland China 中華人民共和國 / 中國內地	US\$43,000,000 (Note (a)) 43,000,000美元 (附註(a))	100	Footwear manufacturing 生產鞋類產品
Miri Footwear International Inc.	British Virgin Islands/ Mainland China 英屬維爾京群島 / 中國內地	Ordinary US\$1 普通股1美元	100	Sourcing of raw materials for footwear and footwear trading 採購鞋類產品原料及買賣鞋類產品
Miri International Limited 盛星國際貿易股份有限公司	Hong Kong 香港	Ordinary HK\$2 普通股2港元	100	Provision of administrative services 提供行政服務
Profit Success Investment Limited 利運成投資有限公司	Hong Kong 香港	Ordinary HK\$1,000 普通股1,000港元	100	Investment holding 投資控股
Kingmaker Footwear (Zhong Shan) Co., Ltd. ("Kingmaker Zhong Shan") 順星製鞋 (中山) 有限公司 (「順星中山」)	People's Republic of China/ Mainland China 中華人民共和國 / 中國內地	US\$29,723,000 (Note (b)) 29,723,000美元 (附註(b))	100	Footwear manufacturing 生產鞋類產品

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17. INTERESTS IN SUBSIDIARIES (continued)

Particulars of the principal subsidiaries are as follows (continued):

17. 附屬公司權益 (續)

主要附屬公司之詳情如下 (續) :

Name 名稱	Place of incorporation/ registration and operations 註冊成立 / 註冊及經營地點	Nominal value of issued and paid-up shares/ registered capital 已發行及繳足股份之面值 / 註冊資本	Percentage of equity attributable to the Company 本公司持股百分比	Principal activities 主要業務
Indirectly held (continued) 間接持有 (續)				
Sanford Resources Limited	British Virgin Islands/Vietnam 英屬維爾京群島 / 越南	Ordinary US\$1 普通股1美元	100	Trading of footwear products 買賣鞋類產品
Transcommerce International Inc.	British Virgin Islands/ Mainland China 英屬維爾京群島 / 中國內地	Ordinary US\$1 普通股1美元	100	Sourcing and trading of raw materials for footwear 採購及買賣鞋類產品原料
Victory Universal Corporation	British Virgin Islands/ Mainland China 英屬維爾京群島 / 中國內地	Ordinary US\$1 普通股1美元	100	Trading of footwear products 買賣鞋類產品
Kingstar (Jiangxi) Footwear Limited ("Kingstar Jiangxi") 信星(江西)鞋業有限公司(「信星江西」)	People's Republic of China/ Mainland China 中華人民共和國 / 中國內地	US\$4,210,000 (Note (c)) 4,210,000美元 (附註(c))	100	Footwear manufacturing 生產鞋類產品
Future Bright Development Inc.	British Virgin Islands 英屬維爾京群島	Ordinary US\$1 普通股1美元	100	Trading of footwear products 買賣鞋類產品
Kingmaker (Cambodia) Footwear Co., Ltd. 順星製鞋(柬埔寨)有限公司	Kingdom of Cambodia 柬埔寨王國	Ordinary US\$1,000,000 普通股 1,000,000美元	100	Footwear manufacturing 生產鞋類產品

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17. INTERESTS IN SUBSIDIARIES (continued)

Particulars of the principal subsidiaries are as follows (continued):

17. 附屬公司權益 (續)

主要附屬公司之詳情如下 (續) :

Name 名稱	Place of incorporation/ registration and operations 註冊成立 / 註冊及經營地點	Nominal value of issued and paid-up shares/ registered capital 已發行及繳足股份之面值 / 註冊資本	Percentage of equity attributable to the Company 本公司持股百分比	Principal activities 主要業務
Indirectly held (continued) 間接持有 (續)				
Opal Star International Holdings Limited ** 寶星國際控股有限公司 **	British Virgin Islands 英屬維爾京群島	Ordinary US\$1 普通股1美元	100	Investment holding 投資控股
Star (1) Limited # 寶星(1)有限公司 #	Hong Kong 香港	Ordinary HK\$100 普通股100港元	100	Retailing of footwear products 零售鞋類產品
Star (2) Limited # 寶星(2)有限公司 #	Hong Kong 香港	Ordinary HK\$1 普通股1港元	100	Dormant 暫無營業
Star (3) Limited # 寶星(3)有限公司 #	Hong Kong 香港	Ordinary HK\$1 普通股1港元	100	Dormant 暫無營業
Viewexcel Limited # 耀良有限公司 #	Hong Kong 香港	Ordinary HK\$2 普通股2港元	100	Dormant 暫無營業

Notes:

附註 :

- (a) Maystar is registered as a wholly-foreign-owned enterprise under the law of the People's Republic of China. The registered capital of Maystar amounted to US\$43,000,000 at 31 March 2009. The registered capital was fully contributed during the year.
- (b) Kingmaker Zhong Shan is registered as a wholly-foreign-owned enterprise under the law of the People's Republic of China. The registered capital of Kingmaker Zhong Shan amounted to US\$30,000,000 at 31 March 2009. The remaining unpaid capital contribution of approximately US\$277,000 (equivalent to HK\$2,161,000) is required to be paid up prior to 1 July 2010 (note 31(ii)).

- (a) 美星乃根據中華人民共和國法律註冊成立為外商獨資企業，其於二零零九年三月三十一日之註冊資本為43,000,000美元。註冊資本已於年內繳足。
- (b) 順星中山根據中華人民共和國法律註冊成立為外商獨資企業，其於二零零九年三月三十一日之註冊資本為30,000,000美元，其餘下未支付出資額約為277,000美元（相等於2,161,000港元），須於二零一零年七月一日前繳足（附註31(ii)）。

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17. INTERESTS IN SUBSIDIARIES (continued)

Particulars of the principal subsidiaries are as follows (continued):

Notes: (continued)

(c) Kingstar Jiangxi is registered as a wholly-foreign-owned enterprise under the law of the People's Republic of China. The registered capital of Kingstar Jiangxi amounted to US\$11,920,000 at 31 March 2009. The remaining unpaid capital contribution of approximately US\$7,710,000 (equivalent to HK\$60,138,000) is required to be paid up prior to 15 August 2009 (note 31(ii)).

* Not audited by Ernst & Young Hong Kong or other member firm of the Ernst & Young global network.

** Incorporated during the year.

During the year, the Group acquired Star (1) Limited, Star (2) Limited, Star (3) Limited and Viewexcel Limited from independent third parties. Further details of the acquisition are included in note 28 to the financial statements.

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

18. AVAILABLE-FOR-SALE INVESTMENTS

During the year, the fair value loss of the Group's available-for-sale equity investments recognised directly in equity amounted to approximately HK\$1,280,000 (2008: gain of HK\$193,000).

The fair values of listed equity investments are based on quoted market prices.

17. 附屬公司權益 (續)

主要附屬公司之詳情如下 (續) :

附註 : (續)

(c) 信星江西根據中華人民共和國法律註冊成立為外商獨資企業，其於二零零九年三月三十一日之註冊資本為11,920,000美元，其餘下未支付出資額約為7,710,000美元 (相等於60,138,000港元)，須於二零零九年八月十五日前繳足 (附註31(ii))。

* 並非由香港安永會計師事務所或安永會計師全球網絡之會員公司審核。

** 於年內註冊成立。

於年內，本集團自獨立第三方收購寶星(1)有限公司、寶星(2)有限公司、寶星(3)有限公司及耀良有限公司。收購事項之進一步詳情載於財務報表附註28。

董事們認為，上表所列公司為影響本年度業績或組成本集團資產淨值重大部分之本公司主要附屬公司。董事認為載列其他附屬公司詳情將使資料過於冗長。

18. 可供出售投資

Group 本集團

	2009 HK\$'000 千港元	2008 HK\$'000 千港元
Hong Kong listed investments, at fair value 香港上市投資，按公平值	880	1,886

於年內，直接於股本確認之本集團可供出售股本投資之公平值虧損約為1,280,000港元 (二零零八年：收益193,000港元)。

上市投資之公平值乃按市場報價計算。

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19. INVENTORIES

19. 存貨

	Group 本集團	
	2009 HK\$'000 千港元	2008 HK\$'000 千港元
Raw materials 原材料	59,028	80,320
Work in progress 在製品	13,042	20,587
Finished goods 製成品	38,805	33,385
	110,875	134,292

20. ACCOUNTS AND BILLS RECEIVABLE

20. 應收賬項及票據

	Group 本集團	
	2009 HK\$'000 千港元	2008 HK\$'000 千港元
Accounts and bills receivable 應收賬項及票據	86,681	169,205
Impairment 減值	(2,293)	(2,293)
	84,388	166,912

The Group's accounts and bills receivable mainly related to a few recognised and creditworthy customers. Payment terms with customers are largely on credit. Invoices are normally payable within 90 days of issuance, except for certain well-established customers, where the terms are extended to 180 days. The Group seeks to maintain strict control over its outstanding receivables to minimise credit risk. Overdue balances are regularly reviewed by the Group's senior management. Accounts receivable are non-interest-bearing, except for a balance due from a customer of approximately HK\$30,514,000 (2008: HK\$90,312,000) which bears interest at a rate of 0.5% for a fixed period of 60 days.

本集團之應收賬項及票據主要跟少數知名及有信譽之客戶有關。給予客戶之付款條款主要為信貸方式。除與本集團關係良好之若干客戶可於發出發票180日內還款外，一般客戶之還款期為90日。本集團厲行嚴格控制未收回之應收賬項，以減低信貸風險。逾期未付款項由本集團高級管理層定期審核。應收賬項不計息，惟一位客戶欠付之餘額約30,514,000港元（二零零八年：90,312,000港元）按0.5厘之息率計息，而指定計息期間為60日。

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財務報表附註

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20. ACCOUNTS AND BILLS RECEIVABLE

(continued)

An aged analysis of the accounts and bills receivable as at the balance sheet date, based on the date of goods delivered, is as follows:

	Group 本集團	
	2009 HK\$'000 千港元	2008 HK\$'000 千港元
Within 90 days 90日內	84,388	166,831
Between 91 and 180 days 91日至180日	-	71
Between 181 and 365 days 181日至365日	-	10
	84,388	166,912

The movements in provision for impairment of accounts and bills receivable are as follows:

	Group 本集團	
	2009 HK\$'000 千港元	2008 HK\$'000 千港元
At beginning of year 年初	2,293	1,657
Impairment losses recognised (note 7) 已確認減值虧損 (附註7)	-	636
At 31 March 於三月三十一日	2,293	2,293

Included in the above provision for impairment of accounts and bills receivable is a provision for individually impaired trade receivables of HK\$2,293,000 (2008: HK\$2,293,000) with a gross carrying amount of HK\$2,293,000 (2008: HK\$2,293,000). The Group does not hold any collateral or other credit enhancements over these balances.

The aged analysis of accounts and bills receivable that are not considered to be impaired is as follows:

	Group 本集團	
	2009 HK\$'000 千港元	2008 HK\$'000 千港元
Neither past due nor impaired 未逾期或未出現減值	78,547	143,247
Less than 90 days past due 逾期少於90日	5,841	23,655
Over 90 days past due 逾期超過90日	-	10
	84,388	166,912

20. 應收賬項及票據 (續)

以貨物交付日期為基準，應收賬項及票據於結算日之賬齡分析如下：

	Group 本集團	
	2009 HK\$'000 千港元	2008 HK\$'000 千港元
Within 90 days 90日內	84,388	166,831
Between 91 and 180 days 91日至180日	-	71
Between 181 and 365 days 181日至365日	-	10
	84,388	166,912

應收賬項及票據之減值撥備變動載列如下：

	Group 本集團	
	2009 HK\$'000 千港元	2008 HK\$'000 千港元
At beginning of year 年初	2,293	1,657
Impairment losses recognised (note 7) 已確認減值虧損 (附註7)	-	636
At 31 March 於三月三十一日	2,293	2,293

計入上述應收賬項及票據減值撥備之款項為賬面值達2,293,000港元(二零零八年：2,293,000港元)並已個別減值之應收賬項作出之撥備2,293,000港元(二零零八年：2,293,000港元)。本集團並無就該等結餘持有任何抵押品或其他信貸提升安排。

並未視為出現減值之應收賬項及票據之賬齡分析如下：

	Group 本集團	
	2009 HK\$'000 千港元	2008 HK\$'000 千港元
Neither past due nor impaired 未逾期或未出現減值	78,547	143,247
Less than 90 days past due 逾期少於90日	5,841	23,655
Over 90 days past due 逾期超過90日	-	10
	84,388	166,912

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20. ACCOUNTS AND BILLS RECEIVABLE

(continued)

Receivables that were neither past due nor impaired relate to a few recognised and creditworthy 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 of the Company 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 balances are still considered fully recoverable. The Group does not hold any collateral or other credit enhancements over these balances.

20. 應收賬項及票據 (續)

並無逾期或減值之應收款項涉及少數知名及具信譽之客戶，彼等近期並無拖欠付款記錄。

已逾期但並無列作減值之應收款項，涉及若干與本集團關係良好之獨立客戶。據以往經驗，本公司董事們認為，並無需要就該等結餘作出減值撥備，原因為信貸質素並無重大變化，而結餘仍被視作可全數追回。本集團並無就該等結餘持有任何抵押品或其他信貸提升安排。

21. CASH AND CASH EQUIVALENTS AND STRUCTURED DEPOSIT

21. 現金及等同現金項目及結構性存款

	Group 本集團		Company 本公司	
	2009 HK\$'000 千港元	2008 HK\$'000 千港元	2009 HK\$'000 千港元	2008 HK\$'000 千港元
Cash and bank balances 現金及銀行結餘	102,776	65,454	46	44
Time deposits with original maturity of less than three months 原定到期日少於三個月之定期存款	108,952	127,726	16,984	16,623
Time deposits with original maturity of over three months when acquired 於收購時原定到期日逾三個月之定期存款	200,439	87,997	-	-
Cash and cash equivalents 現金及等同現金項目	412,167	281,177	17,030	16,667
Structured deposit 結構性存款	-	11,700	-	-

The structured deposit was a time deposit with a fixed maturity date. The interest rate on the structured deposit fluctuates based on changes in currency exchange rate. The Group uses the structured deposit primarily to enhance the return on investment. The structured deposit was stated at amortised cost and fully redeemed during the year.

結構性存款為有固定到期日之存款。結構性存款之利率根據外幣匯率而浮動。本集團主要以結構性存款提升投資回報。結構性存款乃以攤銷成本列值並於年內全額贖回。

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21. CASH AND CASH EQUIVALENTS AND STRUCTURED DEPOSIT (continued)

At the balance sheet date, the cash and bank balances of the Group denominated in Renminbi (“RMB”) amounted to approximately HK\$28,868,000 (2008: HK\$9,756,000). The RMB is not freely convertible into other currencies, however, under Mainland China’s Foreign Exchange Control Regulations and Administration of Settlement, Sale and Payment of Foreign Exchange Regulations, the Group is permitted to exchange RMB for other currencies through banks authorised to conduct foreign exchange business.

Cash at banks earns interest at floating rates based on daily bank deposit rates. Time deposits are made for varying periods of between one day and one year depending on the immediate cash requirements of the Group, and earn interest at the respective time deposit rates.

The bank balances and time deposits are deposited with creditworthy banks with no recent history of default.

22. ACCOUNTS AND BILLS PAYABLE

An aged analysis of the accounts and bills payable as at the balance sheet date, based on the date of goods received, is as follows:

Within 90 days 90日內
Between 91 and 180 days 91日至180日
Between 181 and 365 days 181日至365日
Over 365 days 365日以上

The accounts payable are non-interest-bearing and are normally settled on 90-day terms.

21. 現金及等同現金項目及結構性存款 (續)

於結算日，本集團以人民幣（「人民幣」）計算之現金及銀行結餘約達28,868,000港元（二零零八年：9,756,000港元）。人民幣不得自由兌換為其他貨幣。然而，根據中國外匯管制條例及結匯、售匯及付匯管理規定，本集團可在獲准進行外匯業務之銀行將人民幣兌換為其他貨幣。

銀行現金按每日銀行存款利率之浮動利率計息。定期存款之期限由一日至一年不等，視乎本集團之即時現金需求而定，按有關定期存款利率計息。

銀行結存及定期存款存置在信譽良好之銀行，近期並無拖欠。

22. 應付賬項及票據

以收訖貨物日期為基準，應付賬項及票據於結算日之賬齡分析如下：

	Group 本集團	
	2009 HK\$'000 千港元	2008 HK\$'000 千港元
Within 90 days 90日內	102,357	128,669
Between 91 and 180 days 91日至180日	2,301	1,730
Between 181 and 365 days 181日至365日	4,081	127
Over 365 days 365日以上	2,312	956
	111,051	131,482

應付賬項不計息，且一般須於90日內清付。

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23. DERIVATIVE FINANCIAL INSTRUMENTS

23. 衍生金融工具

	2009		2008	
	Assets 資產 HK\$'000 千港元	Liabilities 負債 HK\$'000 千港元	Assets 資產 HK\$'000 千港元	Liabilities 負債 HK\$'000 千港元
Group 本集團				
Forward currency contracts 遠期外幣合約	6,080	3,984	15,405	13,628

The carrying amounts of forward currency contracts are the same as their fair values. The above transactions involving derivative financial instruments are with creditworthy banks with no recent history of default.

遠期外幣合約之賬面值與其公平值相同。上述涉及衍生金融工具之交易乃與近期並無違約記錄之具信譽銀行進行。

The Group has entered into various forward currency contracts to manage its exchange rate exposures which did not meet the criteria for hedge accounting. Changes in the fair value of non-hedging currency derivatives amounting to HK\$319,000, net, were credited to the income statement during the year (2008: HK\$1,777,000).

本集團已訂立多項遠期貨幣合約管理其未能符合以對沖會計法處理之外匯風險。非對沖外幣衍生工具之公平值變動淨額為319,000港元(二零零八年: 1,777,000港元)，已計入年內之損益表中。

24. INTEREST-BEARING BANK BORROWINGS

24. 計息銀行借貸

	Effective interest rate (%) 實際息率(%)	Maturity 屆滿期限	Group 本集團	
			2009 HK\$'000 千港元	2008 HK\$'000 千港元
Trust receipt loans, unsecured 信託收據貸款·無抵押	3.80-3.85	April 2008 二零零八年四月	-	1,121

Notes:

附註:

(a) At 31 March 2009, the Group had available banking facilities amounting to HK\$256,000,000 (2008: HK\$266,500,000) of which approximately HK\$2,612,000 (2008: HK\$1,285,000) was utilised. The banking facilities were supported by corporate guarantees executed by the Company and certain of its subsidiaries.

(a) 於二零零九年三月三十一日，本集團有可動用銀行融資共256,000,000港元(二零零八年: 266,500,000港元)，其中已動用約2,612,000港元(二零零八年: 1,285,000港元)。銀行融資由本公司及其若干附屬公司提供擔保。

(b) The bank loans were all denominated in United States dollars.

(b) 銀行貸款均以美元計值。

The carrying amounts of the Group's borrowings approximate to their fair values.

本集團借貸之賬面值與其公平值相若。

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25. SHARE CAPITAL

Shares

	Number of ordinary shares of HK\$0.10 each 每股面值0.10港元之普通股數目		HK\$'000 千港元	
	2009	2008	2009	2008
Authorised: 法定： Balance at beginning and end of year 年初及年終結餘	1,000,000,000	1,000,000,000	100,000	100,000
Issued and fully paid: 已發行及繳足： Balance at beginning of year 年初結餘	653,546,445	655,046,445	65,355	65,505
Repurchased 購回	(12,556,000)	(1,500,000)	(1,256)	(150)
Balance at end of year 年終結餘	640,990,445	653,546,445	64,099	65,355

During the year, the Company repurchased its 12,556,000 (2008: 1,500,000) ordinary shares at a price ranging from HK\$0.48 to HK\$1.01 (2008: HK\$0.94 to HK\$1) per share at a total consideration of approximately HK\$8,506,000 (2008: HK\$1,464,000). 10,844,000 (2008: Nil) and 1,712,000 (2008: 1,500,000) repurchased ordinary shares were cancelled during the year and subsequent to the balance sheet date, respectively. Details of the repurchases are disclosed in the Report of the Directors under the heading of "Purchase, redemption or sale of the Company's listed securities". The premium of approximately HK\$7,250,000 (2008: HK\$1,314,000) paid on the repurchase of such shares was debited to the share premium account and an amount of HK\$1,256,000 (2008: HK\$150,000) was transferred from retained profits of the Company to the capital redemption reserve, as set out in note 27 to the financial statements.

Subsequent to the balance sheet date, the Company repurchased and cancelled 2,014,000 (2008: 2,500,000) of its ordinary shares at a price ranging from HK\$0.59 to HK\$0.67 per share at a total consideration of approximately HK\$1,274,200 (2008: HK\$2,420,000).

25. 股本

股份

於本年度，本公司以每股0.48港元至1.01港元（二零零八年：0.94港元至1港元）之價格購回其12,556,000股（二零零八年：1,500,000股）普通股，總代價約為8,506,000港元（二零零八年：1,464,000港元）。所購回之10,844,000股（二零零八年：零）及1,712,000股（二零零八年：1,500,000股）普通股已分別於本年度及結算日後註銷。購回之詳情載於董事會報告內「購買、贖回或出售本公司之上市證券」一段。就購回有關股份所支付之溢價約7,250,000港元（二零零八年：1,314,000港元）已自股份溢價賬中扣除，並已從本公司保留盈利轉撥1,256,000港元（二零零八年：150,000港元）至資本贖回儲備（見財務報表附註27）。

於結算日後，本公司以每股0.59港元至0.67港元之價格購回及註銷2,014,000股（二零零八年：2,500,000股）普通股，總代價約為1,274,200港元（二零零八年：2,420,000港元）。

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26. SHARE OPTION SCHEME

The Company operates a share option scheme (the "Scheme") for the purpose of providing incentives and rewards to eligible participants who contribute to the success of the Group's operations. Eligible participants of the Scheme included the Company's directors (including independent non-executive directors), other employees of the Group, suppliers of goods or services to the Group, customers of the Group, any person or entity that provides research, development or other technological support to the Group, and any shareholder of the Group. The Scheme became effective on 28 August 2002 and, unless otherwise cancelled or amended, will remain in force for 10 years from that date.

The maximum number of shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the Scheme may not exceed 30% of the shares of the Company in issue at any time. The maximum number of shares issued and which may fall to be issued upon exercise of the options granted under the Scheme and any other share option scheme of the Company (including exercised, cancelled and outstanding options) to each eligible participant in any 12-month period up to the date of grant shall not exceed 1% of the shares of the Company in issue as at the date of grant.

Share options granted to a director, chief executive or substantial shareholder of the Company, or to any of their associates, are subject to approval by the independent non-executive directors of the Company. In addition, any share options granted to a substantial shareholder or any independent non-executive director of the Company, or to any of their associates in excess of 0.1% of the shares of the Company in issue on that date or with an aggregate value (based on the price of the Company's shares at the date of grant) in excess of HK\$5 million, within any 12-month period, are subject to shareholders' approval in a general meeting.

The period within which the options must be exercised will be determined by the board of directors of the Company at its absolute discretion. This period will expire no later than 10 years from the date of grant of the options. At the time of grant of the options, the Company may specify a minimum period for which an option must be held before it can be exercised. The offer of a grant of share options may be accepted within 21 days from the date of the offer, and the amount payable on acceptance of an offer is HK\$1.

26. 購股權計劃

本公司設立購股權計劃（「本計劃」），旨在鼓勵及嘉獎為本集團業務成功作出貢獻之合資格參與者。本計劃之合資格參與者包括本公司之董事（包括獨立非執行董事）、本集團之其他僱員、本集團之貨品或服務供應商、本集團之客戶、向本集團提供研究、開發或其他技術支援之任何人士或實體及本集團任何股東。本計劃於二零零二年八月二十八日生效，而除已註銷或修訂外，將於該日起計有效十年。

因行使根據本計劃授出而尚未行使其所有購股權而可發行之股份總數，不得超過本公司任何時間已發行股份之30%。於截至授出日期止任何12個月期間因行使根據本計劃及本公司任何其他購股權計劃授出之購股權（包括已行使、註銷及尚未行使其之購股權）而向每名合資格參與者發行及可發行之股份總數，不得超過本公司於授出日期已發行股份之1%。

向本公司之董事、行政總裁、主要股東或彼等任何聯繫人授出購股權必須經本公司獨立非執行董事事先批准。此外，於任何12個月期間，倘向本公司其中一名主要股東、獨立非執行董事或彼等任何聯繫人授出涉及超過本公司於該日已發行股份0.1%或總值超過5,000,000港元（根據本公司於授出日期之股份價格計算）之購股權，則本公司須事先於股東大會獲得股東批准。

購股權須予行使之期間由本公司董事會全權決定。該期間將不遲於授出購股權當日起十年後屆滿。於授出購股權時，本公司可指定購股權行使前須持有之最短期限。建議授出之購股權可於建議授出日期起計21天內接納，且接納授出建議時須繳付1港元之代價。

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26. SHARE OPTION SCHEME (continued)

The subscription price for the shares of the Company to be issued upon exercise of the options shall be no less than the higher of (i) the closing price of the shares of the Company as stated in the daily quotation sheet issued by The Stock Exchange of Hong Kong Limited (the "Stock Exchange") on the date of grant; (ii) the average closing price of the shares of the Company as stated in the daily quotation sheets issued by the Stock Exchange for the five business days immediately preceding the date of grant; and (iii) the nominal value of the share of the Company on the date of grant.

Share options do not confer rights on the holders to dividends or to vote at shareholders' meetings.

The following share options were outstanding under the Scheme during the year:

26. 購股權計劃 (續)

於購股權獲行使時將發行之本公司股份之認購價，不得低於(i)本公司股份於授出日期在香港聯合交易所有限公司(「聯交所」)每日報價表所報之收市價；(ii)本公司股份於緊接授出日期前五個營業日在聯交所每日報價表所報之平均收市價；及(iii)本公司股份於授出日期之面值三者中之較高者。

購股權並未賦予持有人收取股息或於股東大會上投票之權利。

下列購股權為年內本計劃下未行使之購股權：

Name or category of participants 參與者姓名或類別	Number of share options 購股權數目				Date of grant of share options* 購股權之授出日期*	Exercise period of share options 購股權之行使期間	Exercise price of share options** 購股權之行使價** HK\$ 港元	Price of the Company's shares at grant date of options*** 於購股權授出日期之本公司股價*** HK\$ 港元
	At 1 April 2008 於二零零八年四月一日	Granted during the year 年內授出	Forfeited during the year 年內沒收	At 31 March 2009 於二零零九年三月三十一日				
Directors 董事								
Mr. Chen Ming-hsiung, Mickey 陳敏雄先生	550,000	-	-	550,000	14 January 2004 二零零四年一月十四日	14 January 2004 to 27 August 2012 二零零四年一月十四日至二零一二年八月二十七日	3.225	3.200
	550,000	-	-	550,000	13 October 2006 二零零六年十月十三日	13 October 2006 to 27 August 2012 二零零六年十月十三日至二零一二年八月二十七日	1.010	1.010
	550,000	-	-	550,000	2 January 2008 二零零八年一月二日	2 January 2008 to 27 August 2012 二零零八年一月二日至二零一二年八月二十七日	0.850	0.850
Mdm. Huang Hsiu-duan, Helen 黃秀端女士	100,000	-	-	100,000	14 January 2004 二零零四年一月十四日	14 January 2004 to 27 August 2012 二零零四年一月十四日至二零一二年八月二十七日	3.225	3.200
	100,000	-	-	100,000	13 October 2006 二零零六年十月十三日	13 October 2006 to 27 August 2012 二零零六年十月十三日至二零一二年八月二十七日	1.010	1.010
	100,000	-	-	100,000	2 January 2008 二零零八年一月二日	2 January 2008 to 27 August 2012 二零零八年一月二日至二零一二年八月二十七日	0.850	0.850
	-	60,000	-	60,000	5 January 2009 二零零九年一月五日	5 January 2009 to 27 August 2012 二零零九年一月五日至二零一二年八月二十七日	0.500	0.500
	-	45,000	-	45,000	5 January 2009 二零零九年一月五日	1 January 2010 to 27 August 2012 二零一零年一月一日至二零一二年八月二十七日	0.500	0.500
	-	45,000	-	45,000	5 January 2009 二零零九年一月五日	1 January 2011 to 27 August 2012 二零一一年一月一日至二零一二年八月二十七日	0.500	0.500

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26. SHARE OPTION SCHEME (continued)

The following share options were outstanding under the Scheme during the year: (continued)

26. 購股權計劃 (續)

下列購股權為年內本計劃下未行使之購股權：(續)

Name or category of participants 參與者姓名或類別	Number of share options 購股權數目				Date of grant of share options* 購股權之授出日期*	Exercise period of share options 購股權之行使期間	Exercise price of share options** 購股權之行使價** HK\$ 港元	Price of the Company's shares at grant date of options*** 於購股權授出日期之本公司股價*** HK\$ 港元
	At 1 April 2008 於二零零八年四月一日	Granted during the year 年內授出	Forfeited during the year 年內沒收	At 31 March 2009 於二零零九年三月三十一日				
Directors (continued) 董事 (續)								
Mr. Lee Kung, Bobby 李錕先生	400,000	-	-	400,000	14 January 2004 二零零四年一月十四日	14 January 2004 to 27 August 2012 二零零四年一月十四日至二零一二年八月二十七日	3.225	3.200
	600,000	-	-	600,000	13 October 2006 二零零六年十月十三日	13 October 2006 to 27 August 2012 二零零六年十月十三日至二零一二年八月二十七日	1.010	1.010
	600,000	-	-	600,000	2 January 2008 二零零八年一月二日	2 January 2008 to 27 August 2012 二零零八年一月二日至二零一二年八月二十七日	0.850	0.850
	-	260,000	-	260,000	5 January 2009 二零零九年一月五日	5 January 2009 to 27 August 2012 二零零九年一月五日至二零一二年八月二十七日	0.500	0.500
	-	195,000	-	195,000	5 January 2009 二零零九年一月五日	1 January 2010 to 27 August 2012 二零一零年一月一日至二零一二年八月二十七日	0.500	0.500
	-	195,000	-	195,000	5 January 2009 二零零九年一月五日	1 January 2011 to 27 August 2012 二零一一年一月一日至二零一二年八月二十七日	0.500	0.500
Mr. Kimmel, Phillip Brian 柯民佑先生	500,000	-	-	500,000	14 January 2004 二零零四年一月十四日	14 January 2004 to 27 August 2012 二零零四年一月十四日至二零一二年八月二十七日	3.225	3.200
	600,000	-	-	600,000	13 October 2006 二零零六年十月十三日	13 October 2006 to 27 August 2012 二零零六年十月十三日至二零一二年八月二十七日	1.010	1.010
	600,000	-	-	600,000	2 January 2008 二零零八年一月二日	2 January 2008 to 27 August 2012 二零零八年一月二日至二零一二年八月二十七日	0.850	0.850
	-	260,000	-	260,000	5 January 2009 二零零九年一月五日	5 January 2009 to 27 August 2012 二零零九年一月五日至二零一二年八月二十七日	0.500	0.500
	-	195,000	-	195,000	5 January 2009 二零零九年一月五日	1 January 2010 to 27 August 2012 二零一零年一月一日至二零一二年八月二十七日	0.500	0.500
	-	195,000	-	195,000	5 January 2009 二零零九年一月五日	1 January 2011 to 27 August 2012 二零一一年一月一日至二零一二年八月二十七日	0.500	0.500
Mr. Wong Hei-chiu 黃禧超先生	-	27,500	-	27,500	5 January 2009 二零零九年一月五日	5 January 2009 to 27 August 2012 二零零九年一月五日至二零一二年八月二十七日	0.500	0.500
	-	82,500	-	82,500	5 January 2009 二零零九年一月五日	1 January 2010 to 27 August 2012 二零一零年一月一日至二零一二年八月二十七日	0.500	0.500
	-	82,500	-	82,500	5 January 2009 二零零九年一月五日	1 January 2011 to 27 August 2012 二零一一年一月一日至二零一二年八月二十七日	0.500	0.500
	-	82,500	-	82,500	5 January 2009 二零零九年一月五日	1 January 2012 to 27 August 2012 二零一二年一月一日至二零一二年八月二十七日	0.500	0.500

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26. SHARE OPTION SCHEME (continued)

The following share options were outstanding under the Scheme during the year: (continued)

26. 購股權計劃 (續)

下列購股權為年內本計劃下未行使之購股權：(續)

Name or category of participants 參與者姓名或類別	Number of share options 購股權數目				Date of grant 購股權之授出日期*	Exercise period of share options 購股權之行使期間	Exercise price of share options** 購股權之行使價**	Price of the Company's shares at grant date of options*** 於購股權授出日期之本公司股價***
	At 1 April 2008 於二零零八年四月一日	Granted during the year 年內授出	Forfeited during the year 年內沒收	At 31 March 2009 於二零零九年三月三十一日				
Directors (continued) 董事 (續)								
Mr. Chow Wing-kin, Anthony 周永健先生	200,000	-	-	200,000	13 October 2006 二零零六年十月十三日	13 October 2006 to 27 August 2012 二零零六年十月十三日至二零一二年八月二十七日	1.010	1.010
	200,000	-	-	200,000	2 January 2008 二零零八年一月二日	2 January 2008 to 27 August 2012 二零零八年一月二日至二零一二年八月二十七日	0.850	0.850
	-	80,000	-	80,000	5 January 2009 二零零九年一月五日	5 January 2009 to 27 August 2012 二零零九年一月五日至二零一二年八月二十七日	0.500	0.500
	-	60,000	-	60,000	5 January 2009 二零零九年一月五日	1 January 2010 to 27 August 2012 二零一零年一月一日至二零一二年八月二十七日	0.500	0.500
	-	60,000	-	60,000	5 January 2009 二零零九年一月五日	1 January 2011 to 27 August 2012 二零一一年一月一日至二零一二年八月二十七日	0.500	0.500
Mr. Chan Ho-man, Daniel 陳浩文先生	500,000	-	-	500,000	14 January 2004 二零零四年一月十四日	14 January 2004 to 27 August 2012 二零零四年一月十四日至二零一二年八月二十七日	3.225	3.200
	600,000	-	-	600,000	13 October 2006 二零零六年十月十三日	13 October 2006 to 27 August 2012 二零零六年十月十三日至二零一二年八月二十七日	1.010	1.010
	600,000	-	-	600,000	2 January 2008 二零零八年一月二日	2 January 2008 to 27 August 2012 二零零八年一月二日至二零一二年八月二十七日	0.850	0.850
	-	240,000	-	240,000	5 January 2009 二零零九年一月五日	5 January 2009 to 27 August 2012 二零零九年一月五日至二零一二年八月二十七日	0.500	0.500
	-	180,000	-	180,000	5 January 2009 二零零九年一月五日	1 January 2010 to 27 August 2012 二零一零年一月一日至二零一二年八月二十七日	0.500	0.500
Mr. Tam King-ching, Kenny 譚競正先生	200,000	-	-	200,000	13 October 2006 二零零六年十月十三日	13 October 2006 to 27 August 2012 二零零六年十月十三日至二零一二年八月二十七日	1.010	1.010
	200,000	-	-	200,000	2 January 2008 二零零八年一月二日	2 January 2008 to 27 August 2012 二零零八年一月二日至二零一二年八月二十七日	0.850	0.850
	-	80,000	-	80,000	5 January 2009 二零零九年一月五日	5 January 2009 to 27 August 2012 二零零九年一月五日至二零一二年八月二十七日	0.500	0.500
	-	60,000	-	60,000	5 January 2009 二零零九年一月五日	1 January 2010 to 27 August 2012 二零一零年一月一日至二零一二年八月二十七日	0.500	0.500
	-	60,000	-	60,000	5 January 2009 二零零九年一月五日	1 January 2011 to 27 August 2012 二零一一年一月一日至二零一二年八月二十七日	0.500	0.500

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26. SHARE OPTION SCHEME (continued)

The following share options were outstanding under the Scheme during the year: (continued)

26. 購股權計劃 (續)

下列購股權為年內本計劃下未行使之購股權：(續)

Name or category of participants 參與者姓名或類別	Number of share options 購股權數目				Date of grant 購股權之授出日期*	Exercise period of share options 購股權之行使期間	Exercise price of share options** 購股權之行使價** HK\$ 港元	Price of the Company's shares at grant date of options*** 於購股權授出日期之本公司股價*** HK\$ 港元
	At 1 April 2008 於二零零八年四月一日	Granted during the year 年內授出	Forfeited during the year 年內沒收	At 31 March 2009 於二零零九年三月三十一日				
Directors (continued) 董事 (續)								
Mr. Chan Mo-po, Paul 陳茂波先生	200,000	-	-	200,000	13 October 2006 二零零六年十月十三日	13 October 2006 to 27 August 2012 二零零六年十月十三日至二零一二年八月二十七日	1.010	1.010
	200,000	-	-	200,000	2 January 2008 二零零八年一月二日	2 January 2008 to 27 August 2012 二零零八年一月二日至二零一二年八月二十七日	0.850	0.850
	-	80,000	-	80,000	5 January 2009 二零零九年一月五日	5 January 2009 to 27 August 2012 二零零九年一月五日至二零一二年八月二十七日	0.500	0.500
	-	60,000	-	60,000	5 January 2009 二零零九年一月五日	1 January 2010 to 27 August 2012 二零一零年一月一日至二零一二年八月二十七日	0.500	0.500
	-	60,000	-	60,000	5 January 2009 二零零九年一月五日	1 January 2011 to 27 August 2012 二零一一年一月一日至二零一二年八月二十七日	0.500	0.500
	-	60,000	-	60,000	5 January 2009 二零零九年一月五日	1 January 2011 to 27 August 2012 二零一一年一月一日至二零一二年八月二十七日	0.500	0.500
Mr. Yung Tse-kwong, Steven 戎子江先生	200,000	-	-	200,000	13 October 2006 二零零六年十月十三日	13 October 2006 to 27 August 2012 二零零六年十月十三日至二零一二年八月二十七日	1.010	1.010
	200,000	-	-	200,000	2 January 2008 二零零八年一月二日	2 January 2008 to 27 August 2012 二零零八年一月二日至二零一二年八月二十七日	0.850	0.850
	-	80,000	-	80,000	5 January 2009 二零零九年一月五日	5 January 2009 to 27 August 2012 二零零九年一月五日至二零一二年八月二十七日	0.500	0.500
	-	60,000	-	60,000	5 January 2009 二零零九年一月五日	1 January 2010 to 27 August 2012 二零一零年一月一日至二零一二年八月二十七日	0.500	0.500
	-	60,000	-	60,000	5 January 2009 二零零九年一月五日	1 January 2011 to 27 August 2012 二零一一年一月一日至二零一二年八月二十七日	0.500	0.500
	-	60,000	-	60,000	5 January 2009 二零零九年一月五日	1 January 2011 to 27 August 2012 二零一一年一月一日至二零一二年八月二十七日	0.500	0.500
	8,550,000	3,125,000	-	11,675,000				

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26. SHARE OPTION SCHEME (continued)

The following share options were outstanding under the Scheme during the year: (continued)

Name or category of participants 參與者姓名或類別	Number of share options 購股權數目				Date of grant of share options* 購股權之授出日期*	Exercise period of share options 購股權之行使期間	Exercise price of share options** 購股權之行使價** HK\$ 港元	Price of the Company's shares at grant date of options*** 於購股權授出日期之本公司股價*** HK\$ 港元
	At 1 April 2008 於二零零八年 四月一日	Granted during the year 年內授出	Forfeited during the year 年內沒收	At 31 March 2009 於二零零九年 三月三十一日				
Other employees 其他僱員 In aggregate 合共	6,550,000	-	-	6,550,000	14 January 2004 二零零四年一月十四日	14 January 2004 to 27 August 2012 二零零四年一月十四日至二零一二年八月二十七日	3.225	3.200
	7,020,000	-	-	7,020,000	14 January 2004 二零零四年一月十四日	1 January 2005 to 27 August 2012 二零零五年一月一日至二零一二年八月二十七日	3.225	3.200
	9,880,000	-	(150,000)	9,730,000	13 October 2006 二零零六年十月十三日	13 October 2006 to 27 August 2012 二零零六年十月十三日至二零一二年八月二十七日	1.010	1.010
	11,650,000	-	(850,000)	10,800,000	2 January 2008 二零零八年一月二日	2 January 2008 to 27 August 2012 二零零八年一月二日至二零一二年八月二十七日	0.850	0.850
	-	5,884,000	-	5,884,000	5 January 2009 二零零九年一月五日	5 January 2009 to 27 August 2012 二零零九年一月五日至二零一二年八月二十七日	0.500	0.500
	-	4,476,000	-	4,476,000	5 January 2009 二零零九年一月五日	1 January 2010 to 27 August 2012 二零一零年一月一日至二零一二年八月二十七日	0.500	0.500
	-	4,476,000	-	4,476,000	5 January 2009 二零零九年一月五日	1 January 2011 to 27 August 2012 二零一一年一月一日至二零一二年八月二十七日	0.500	0.500
	-	84,000	-	84,000	5 January 2009 二零零九年一月五日	1 January 2012 to 27 August 2012 二零一二年一月一日至二零一二年八月二十七日	0.500	0.500
		35,100,000	14,920,000	(1,000,000)	49,020,000			
		43,650,000	18,045,000	(1,000,000)	60,695,000			

Notes to the reconciliation of share options outstanding during the year:

- * The vesting period of the share options is from the date of grant until the commencement of the exercise period.
- ** The exercise price of the share options is subject to adjustment in the case of rights or bonus issues, or other similar changes in the Company's share capital.
- *** The price of the Company's shares disclosed as at the date of grant of the share options is the Stock Exchange closing price on the trading day immediately prior to the date of grant of the options. The price of the Company's shares disclosed as at the date of the exercise of the share options is the weighted average of the Stock Exchange closing prices over all of the exercises of options within the disclosure line.

26. 購股權計劃 (續)

下列購股權為年內本計劃下未行使之購股權：(續)

年內未行使購股權對賬表附註：

- * 購股權之歸屬期自授出日期起至開始行使日期止。
- ** 購股權之行使價或因供股或紅股發行之調整或其他本公司股本之類似變動而更改。
- *** 上述於購股權授出日期之本公司股份價格乃緊接購股權授出日期前一個交易日之聯交所收市價。上述於購股權行使日期之本公司股份價格乃適用於披露類別內全部購股權行使時之聯交所收市價加權平均數。

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26. SHARE OPTION SCHEME (continued)

At the balance sheet date, the Company had 15,620,000, 12,980,000, 14,050,000 and 18,045,000 share options with exercise prices of HK\$3.225, HK\$1.01, HK\$0.85 and HK\$0.50 per share, respectively, outstanding under the Scheme, which altogether represented approximately 9.47% of the Company's shares in issue as at that date. The exercise in full of the outstanding share options would, under the present capital structure of the Company, result in the issue of 60,695,000 additional ordinary shares of the Company and additional issued share capital of HK\$6,069,500 and share premium of approximately HK\$78,379,800 (before issue expenses).

The fair value of the share options granted during the year was HK\$2,419,000 (2008: HK\$3,676,000) of which the Group recognised a share option expense of HK\$1,200,000 (2008: HK\$3,676,000) during the year ended 31 March 2009.

The fair value was estimated as at the date of grant using Black-Scholes model, taking into account the terms and conditions upon which the options were granted. The following table lists the inputs to the model used for the year ended 31 March 2009:

Date of share options granted: 授出購股權日期:

Volatility (%): 波幅(%):

Risk-free interest rate (%): 無風險利率(%):

Expected life of options (year): 購股權之預期年期(年):

Dividend yield (%): 股息率(%):

The expected life of the options is based on the historical data and is not necessarily indicative of the exercise patterns that may occur. The expected volatility reflects the assumption that the historical volatility is indicative of future trends, which may also not necessarily be the actual outcome.

26. 購股權計劃 (續)

於結算日，本公司根據本計劃授出而尚未行使之購股權共有15,620,000份、12,980,000份、14,050,000份及18,045,000份，合共佔本公司當日已發行股份約9.47%，而行使價分別為每股3.225港元、1.01港元、0.85港元及0.50港元。根據本公司現時股本架構，全面行使未行使購股權將導致額外發行60,695,000股本公司普通股，而已發行股本及股份溢價則分別增加6,069,500港元及約78,379,800港元（未扣除發行費用）。

於年內授出購股權之公平值為2,419,000港元（二零零八年：3,676,000港元），其中於截至二零零九年三月三十一日止年度，本集團確認購股權開支1,200,000港元（二零零八年：3,676,000港元）。

公平值乃於授出日期使用柏力克·舒爾斯模式估計，已考慮授出購股權之條款及條件。下表列出就於截至二零零九年三月三十一日止年度所使用之模式之輸入資料：

	2009	2008
Date of share options granted: 授出購股權日期:	5 January 2009 二零零九年 一月五日	2 January 2008 二零零八年 一月二日
Volatility (%): 波幅(%):	50.90	41.34
Risk-free interest rate (%): 無風險利率(%):	1.23	3.07
Expected life of options (year): 購股權之預期年期(年):	3.64	4.65
Dividend yield (%): 股息率(%):	5.38	3.45

購股權之預期年期乃按照歷史數據計算，但未必能顯示可能出現之行使模式。預期波幅反映有關歷史波幅顯示未來趨勢之假設，但未來趨勢未必與實際結果相同。

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27. RESERVES

(a) Group

The amounts of the Group's reserves and the movements therein for the current and prior years are presented in the consolidated statement of changes in equity of the financial statements.

(b) Company

27. 儲備

(a) 本集團

本集團於本年度及過往年度之儲備數額及其變動載於財務報表之綜合權益變動表。

(b) 本公司

	Share premium account 股份溢價賬 HK\$'000 千港元	Capital redemption reserve 股本贖回儲備 HK\$'000 千港元	Contributed surplus 繳入盈餘 HK\$'000 千港元	Share option reserve 購股權儲備 HK\$'000 千港元	Retained profits/ (accumulated loss) 保留溢利/ (累計虧損) HK\$'000 千港元	Total 合計 HK\$'000 千港元
At 1 April 2007 於二零零七年四月一日	71,497	53	66,982	4,196	4,544	147,272
Profit for the year (note 11) 年內溢利 (附註11)	-	-	-	-	12,445	12,445
Shares repurchased (note 25) 購回股份 (附註25)	(1,314)	150	-	-	(150)	(1,314)
Recognition of equity-settled share-based payments (note 26) 確認以權益結算以股份支付之款項 (附註26)	-	-	-	3,676	-	3,676
Interim 2008 dividend (note 12) 二零零八年中期股息 (附註12)	-	-	-	-	(9,826)	(9,826)
Proposed final 2008 dividend (note 12) 擬派二零零八年末期股息 (附註12)	-	-	-	-	(13,021)	(13,021)
At 31 March 2008 and 1 April 2008 於二零零八年三月三十一日及二零零八年四月一日	70,183	203	66,982	7,872	(6,008)	139,232
Profit for the year (note 11) 年內溢利 (附註11)	-	-	-	-	45,930	45,930
Shares repurchased (note 25) 購回股份 (附註25)	(7,250)	1,256	-	-	(1,256)	(7,250)
Recognition of equity-settled share-based payments (note 26) 確認以權益結算以股份支付之款項 (附註26)	-	-	-	1,200	-	1,200
Interim 2009 dividend (note 12) 二零零九年中期股息 (附註12)	-	-	-	-	(9,723)	(9,723)
Proposed final 2009 dividend (note 12) 擬派二零零九年末期股息 (附註12)	-	-	-	-	(15,974)	(15,974)
At 31 March 2009 於二零零九年三月三十一日	62,933	1,459	66,982	9,072	12,969	153,415

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27. RESERVES (continued)

The proposed final dividend account within the equity section of the balance sheet represents an appropriation from retained profits and therefore forms part of the total of such reserves until the dividend is declared and paid. In addition, any excess of the appropriation over the retained profits reserve will be replenished by dividends declared to the Company by its subsidiaries when they are approved subsequent to the balance sheet date. The directors of the Company anticipate that the approval of such dividends from subsidiaries will be confirmed in due course.

The contributed surplus of the Company represents the excess of the fair value of the shares of the subsidiaries acquired pursuant to the Group reorganisation in September 1994, over the nominal value of the Company's shares issued in exchange therefor.

28. BUSINESS COMBINATION

On 16 April 2008, the Group acquired 100% interests in Star (1) Limited, Star (2) Limited, Star (3) Limited and Viewexcel Limited (collectively known as "MOCCA") at a cash consideration of HK\$3,672,000 from independent third parties (the "Acquisition"). MOCCA are engaged in the trading, distribution and retailing businesses of footwear, bags and accessories in Hong Kong.

27. 儲備 (續)

於資產負債表權益中之擬派末期股息賬乃自保留溢利作出之一項調撥，因此為此等儲備總額其中部分，直至股息已宣派及支付為止。此外，所動用超出保留溢利儲備之款項將會以本公司附屬公司於結算日後向本公司宣派之股息獲批准後，以有關股息作彌補。本公司董事預期來自附屬公司之有關股息將於稍後時間確認。

本公司之繳入盈餘乃指根據一九九四年九月集團重組時所收購附屬公司股份之公平值超過本公司為交換該等資產而發行股份之面值之差額。

28. 業務合併

於二零零八年四月十六日，本集團自獨立第三方收購寶星(1)有限公司、寶星(2)有限公司、寶星(3)有限公司及耀良有限公司（統稱為「MOCCA」）之全部權益，現金代價為3,672,000港元（「收購事項」）。MOCCA在香港從事鞋履、皮包及配飾之貿易、分銷及零售業務。

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28. BUSINESS COMBINATION (continued)

The fair values of the identifiable assets and liabilities of MOCCA as at the date of acquisition and the corresponding carrying amounts immediately before the Acquisition were as follows:

	Notes 附註	Previous carrying amount 先前之賬面值 HK\$'000 千港元	Fair value recognised on acquisition 就收購事項 確認之公平值 HK\$'000 千港元
Plant and equipment 廠房及設備	14	562	562
Inventories 存貨		3,482	3,482
Prepayments, deposits and other receivables 預付款項、按金及其他應收賬項		1,676	1,676
Cash and cash equivalents 現金及等同現金項目		172	172
Accounts payable 應付賬項		(1,349)	(1,349)
Other payables 其他應付賬項		(237)	(237)
		4,306	4,306
Excess over the cost of business combination recognised in the income statement 於損益表確認之超過業務合併之成本	7		(634)
Satisfied by cash 以現金支付			3,672

An analysis of the net outflow of cash and cash equivalents in respect of the Acquisition is as follows:

	HK\$'000 千港元
Cash consideration 現金代價	(3,672)
Cash and cash equivalents acquired 所得現金及等同現金項目	172
Net outflow of cash and cash equivalents in respect of the Acquisition 就收購事項之現金及等同現金項目之淨流出	(3,500)

Since its acquisition, MOCCA contributed HK\$13,141,000 to the Group's revenue and loss of HK\$13,700,000 to the consolidated profit for the year ended 31 March 2009.

Had the business combination taken place at the beginning of the year, the revenue and net profit of the Group for the year would have been HK\$1,464,375,000 and HK\$53,029,000, respectively.

28. 業務合併 (續)

MOCCA可識別資產及負債於收購日期之公平值，及緊接收購事項前之相關賬面值如下：

	Previous carrying amount 先前之賬面值 HK\$'000 千港元	Fair value recognised on acquisition 就收購事項 確認之公平值 HK\$'000 千港元
Plant and equipment 廠房及設備	562	562
Inventories 存貨	3,482	3,482
Prepayments, deposits and other receivables 預付款項、按金及其他應收賬項	1,676	1,676
Cash and cash equivalents 現金及等同現金項目	172	172
Accounts payable 應付賬項	(1,349)	(1,349)
Other payables 其他應付賬項	(237)	(237)
	4,306	4,306

Excess over the cost of business combination recognised in the income statement
於損益表確認之超過業務合併之成本

就收購事項之現金及等同現金項目之淨流出分析如下：

	HK\$'000 千港元
Cash consideration 現金代價	(3,672)
Cash and cash equivalents acquired 所得現金及等同現金項目	172

Net outflow of cash and cash equivalents in respect of the Acquisition
就收購事項之現金及等同現金項目之淨流出

自收購事項以來，MOCCA為本集團截至二零零九年三月三十一日止年度之收益貢獻13,141,000港元及向綜合溢利帶來虧損13,700,000港元。

倘業務合併於年初發生，則本集團年內之收益及純利將分別為1,464,375,000港元及53,029,000港元。

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29. CONTINGENT LIABILITIES

As at 31 March 2009, the Company had provided corporate guarantees to certain banks for banking facilities provided to certain of its subsidiaries. These banking facilities had been utilised to the extent of approximately HK\$2,612,000 (2008: HK\$1,285,000) as at the balance sheet date.

30. OPERATING LEASE ARRANGEMENTS

(a) As lessor

The Group leases its investment properties (note 16 to the financial statements) under an operating lease arrangement, with a lease negotiated for a term of 5 years. The term of the lease also required the tenant to pay security deposits.

At the balance sheet date, the Group had total future minimum lease receivables under non-cancellable operating lease with its tenant falling due as follows:

29. 或然負債

於二零零九年三月三十一日，本公司就其若干附屬公司所獲銀行融資而向若干銀行提供公司擔保。截至結算日，該等銀行融資之已動用額度約為2,612,000港元（二零零八年：1,285,000港元）。

30. 經營租約安排

(a) 作為出租人

本集團根據一份經營租約安排出租其投資物業（財務報表附註16），租約議訂之租期為五年。租約條款亦要求租戶支付保證金。

於結算日，本集團根據與租戶訂立之不可撤銷經營租約之未來最低租約收款總額之到期情況如下：

	Group 本集團	
	2009 HK\$'000 千港元	2008 HK\$'000 千港元
Within one year 一年內	364	—
In the second to fifth years, inclusive 第二至第五年（包括首尾兩年）	1,152	—
	1,516	—

(b) As lessee

The Group leases certain of its land and buildings under operating lease arrangements, with leases negotiated for terms of two to three years.

(b) 作為承租人

本集團根據經營租約安排租賃其若干土地及樓宇，租約議訂之租期為兩年至三年。

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30. OPERATING LEASE ARRANGEMENTS

(continued)

(b) As lessee (continued)

At the balance sheet date, the Group had total future minimum lease payments under non-cancellable operating leases falling due as follows:

	Group 本集團	
	2009 HK\$'000 千港元	2008 HK\$'000 千港元
Within one year 一年內	13,219	979
In the second to fifth years, inclusive 第二至第五年 (包括首尾兩年)	10,474	36
	23,693	1,015

In addition, the operating lease rentals for certain retail shops are based on the higher of a fixed rental and contingent rent based on sales of these retail shops pursuant to the terms and conditions as set out in the respective rental agreements. As the future sales of these retail shops could not be accurately determined, the relevant contingent rent has not been included above and only the minimum lease commitments have been included in the above table.

The Company did not have any operating lease arrangements at the balance sheet date (2008: Nil).

30. 經營租約安排 (續)

(b) 作為承租人 (續)

於結算日，本集團根據不可撤銷經營租約之未來最低租約付款總額之到期情況如下：

	Group 本集團	
	2009 HK\$'000 千港元	2008 HK\$'000 千港元
Within one year 一年內	13,219	979
In the second to fifth years, inclusive 第二至第五年 (包括首尾兩年)	10,474	36
	23,693	1,015

此外，根據載於各租賃協議之條款及條件，若干零售店舖之經營租約租金按固定租金或該等零售店舖銷售額計算之或然租金（以較高者為準）釐定。由於不能準確釐定該等零售店舖之未來銷售額，故上表並無包括有關或然租金，而僅包括最低租約承擔。

於結算日，本公司並無任何經營租約安排（二零零八年：無）。

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31. COMMITMENTS

In addition to the operating lease commitments detailed in note 30(b) above, the Group had contracted for the following capital commitments:

- (i) At the balance sheet date, the Group had commitments in respect of management fees payable falling due as follows:

	2009 HK\$'000 千港元	2008 HK\$'000 千港元
Within one year 一年內	566	502
In the second to fifth years, inclusive 第二至第五年 (包括首尾兩年)	2,263	2,263
After five years 五年以後	18,276	18,906
	21,105	21,671

- (ii) At the balance sheet date, the Group had commitments in respect of investments in wholly-foreign-owned enterprises in Mainland China as follows:

	2009 HK\$'000 千港元	2008 HK\$'000 千港元
Maystar 美星	-	5,834
Kingmaker Zhong Shan 順星中山	2,161	2,161
Kingstar Jiangxi 信星江西	60,138	89,076
	62,299	97,071

- (iii) At the balance sheet date, the Group had capital commitments in respect of property, plant and equipment and prepaid land lease payments as follows:

	2009 HK\$'000 千港元	2008 HK\$'000 千港元
Contracted but not provided for 已訂約但未撥備之		
Construction of factory buildings 廠房大廈工程	11,769	463
Prepaid land lease payments 預付土地租賃付款	-	2,956
	11,769	3,419

31. 承擔

除上文附註30(b)所詳述之經營租約承擔外，本集團亦就下列資本承擔訂立合約：

- (i) 於結算日，本集團於下列期限到期應付之管理費承擔如下：

	2009 HK\$'000 千港元	2008 HK\$'000 千港元
Within one year 一年內	566	502
In the second to fifth years, inclusive 第二至第五年 (包括首尾兩年)	2,263	2,263
After five years 五年以後	18,276	18,906
	21,105	21,671

- (ii) 於結算日，本集團有關投資中國內地外商獨資企業之承擔如下：

	2009 HK\$'000 千港元	2008 HK\$'000 千港元
Maystar 美星	-	5,834
Kingmaker Zhong Shan 順星中山	2,161	2,161
Kingstar Jiangxi 信星江西	60,138	89,076
	62,299	97,071

- (iii) 於結算日，本集團有關物業、廠房及設備及預付土地租賃付款之資本承擔如下：

	2009 HK\$'000 千港元	2008 HK\$'000 千港元
Contracted but not provided for 已訂約但未撥備之		
Construction of factory buildings 廠房大廈工程	11,769	463
Prepaid land lease payments 預付土地租賃付款	-	2,956
	11,769	3,419

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

31 March 2009 於二零零九年三月三十一日

31. COMMITMENTS (continued)

(iv) Other commitments

Contracted but not provided for 已訂約但未撥備
Establishment of production plants in Mainland China
於中國內地設立生產廠房

The Company did not have any significant commitments at the balance sheet date (2008: Nil).

31. 承擔 (續)

(iv) 其他承擔

	2009	2008
	HK\$'000 千港元	HK\$'000 千港元
	264,185	297,024

於結算日，本公司並無任何其他重大承擔（二零零八年：無）。

32. RELATED PARTY TRANSACTIONS

(a) In addition to the transactions detailed elsewhere in these financial statements, during the year, the Group paid rental expenses of approximately HK\$999,000 (2008: approximately HK\$999,000) to Kingmaker Footwear Company Limited, a related company of which Mr. Chen Ming-hsiung, Mickey, Madam Huang Hsiu-duan, Helen and Mr. Lee Kung, Bobby, directors and shareholders of the Company, and approximately HK\$6,000 (2008: approximately HK\$6,000) to Mr. Chen Ming-hsiung, Mickey. The rental expenses were determined with reference to the market conditions existing at the time when the respective rental agreements were entered into.

(b) Compensation of key management personnel of the Group:

Short term employee benefits 短期僱員福利
Post-employment benefits 僱用後福利
Equity-settled share option expense 以權益結算之購股權開支

Total compensation paid to key management personnel
支付給關鍵管理人員的報酬合計

Further details of directors' emoluments are included in note 8 to the financial statements.

32. 關聯方交易

(a) 除此等財務報表其他部分所詳述之交易外，本集團於年內曾向關聯公司信星製鞋股份有限公司支付租金費用約999,000港元（二零零八年：約999,000港元），而本公司若干董事兼股東陳敏雄先生、黃秀端女士及李鋼先生亦均為該公司董事兼股東，及支付陳敏雄先生約6,000港元（二零零八年：約6,000港元）。該等租金費用乃參考訂立有關租賃協議當時之市況而釐定。

(b) 本集團關鍵管理人員的報酬：

	2009	2008
	HK\$'000 千港元	HK\$'000 千港元
	8,535	8,636
	13	12
	211	797
	8,759	9,445

有關董事酬金之其他詳情載於財務報表附註8。

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財務報表附註

31 March 2009 於二零零九年三月三十一日

33. FINANCIAL INSTRUMENTS BY CATEGORY

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

Group

2009

Financial assets

33. 按類別劃分之金融工具

各類別金融工具於結算日之賬面值如下：

本集團

二零零九年

財務資產

	Financial assets at fair value through profit or loss – held for trading 按公平值計入損益之財務資產 – 持作買賣 HK\$'000 千港元	Loans and receivables 貸款及應收款項 HK\$'000 千港元	Available-for-sale financial assets 可供出售財務資產 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Available-for-sale investments 可供出售投資	-	-	880	880
Accounts and bills receivable 應收賬項及票據	-	84,388	-	84,388
Financial assets included in prepayments, deposits and other receivables 計入預付款項、按金及其他應收賬項之財務資產	-	5,884	-	5,884
Derivative financial instruments 衍生金融工具	6,080	-	-	6,080
Cash and cash equivalents 現金及等同現金項目	-	412,167	-	412,167
	6,080	502,439	880	509,399

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財務報表附註

31 March 2009 於二零零九年三月三十一日

33. FINANCIAL INSTRUMENTS BY CATEGORY (continued)

The carrying amounts of each of the categories of financial instruments as at the balance sheet date are as follows (continued):

Group

2009

Financial liabilities

33. 按類別劃分之金融工具 (續)

各類別金融工具於結算日之賬面值如下 (續)：

本集團

二零零九年

財務負債

	Financial liabilities at fair value through profit or loss – held for trading		Financial liabilities at amortised cost	Total
	按公平值計入損益之財務負債 – 持作買賣	按攤銷成本計值之財務負債		
	HK\$'000	HK\$'000	HK\$'000	HK\$'000
	千港元	千港元	千港元	千港元
Accounts and bills payable 應付賬項及票據	-	111,051	111,051	111,051
Financial liabilities included in accrued liabilities and other payables 計入應計負債及其他應付賬項之財務負債	-	31,441	31,441	31,441
Derivative financial instruments 衍生金融工具	3,984	-	3,984	3,984
	3,984	142,492	146,476	146,476

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財務報表附註

31 March 2009 於二零零九年三月三十一日

33. FINANCIAL INSTRUMENTS BY CATEGORY (continued)

The carrying amounts of each of the categories of financial instruments as at the balance sheet date are as follows (continued):

Group

2008

Financial assets

33. 按類別劃分之金融工具 (續)

各類別金融工具於結算日之賬面值如下 (續)：

本集團

二零零八年

財務資產

	Financial assets at fair value through profit or loss – held for trading 按公平值計入損益之財務資產 – 持作買賣	Loans and receivables 貸款及應收款項	Available-for-sale financial assets 可供出售財務資產	Total 總計
	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Available-for-sale investments 可供出售投資	–	–	1,886	1,886
Accounts and bills receivable 應收賬項及票據	–	166,912	–	166,912
Financial assets included in prepayments, deposits and other receivables 計入預付款項、按金及其他應收賬項之財務資產	–	9,448	–	9,448
Derivative financial instruments 衍生金融工具	15,405	–	–	15,405
Structured deposit 結構性存款	–	11,700	–	11,700
Cash and cash equivalents 現金及等同現金項目	–	281,177	–	281,177
	15,405	469,237	1,886	486,528

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

31 March 2009 於二零零九年三月三十一日

33. FINANCIAL INSTRUMENTS BY CATEGORY (continued)

The carrying amounts of each of the categories of financial instruments as at the balance sheet date are as follows (continued):

Group

2008

Financial liabilities

33. 按類別劃分之金融工具 (續)

各類別金融工具於結算日之賬面值如下 (續)：

本集團

二零零八年

財務負債

	Financial liabilities at fair value through profit or loss – held for trading 按公平值計入損益之財務負債 – 持作買賣 HK\$'000 千港元	Financial liabilities at amortised cost 按攤銷成本計值之財務負債 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Accounts and bills payable 應付賬項及票據	–	131,482	131,482
Financial liabilities included in accrued liabilities and other payables 計入應計負債及其他應付賬項之財務負債	–	37,671	37,671
Derivative financial instruments 衍生金融工具	13,628	–	13,628
Interest-bearing bank borrowings 計息銀行借貸	–	1,121	1,121
	13,628	170,274	183,902

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

31 March 2009 於二零零九年三月三十一日

33. FINANCIAL INSTRUMENTS BY CATEGORY (continued)

The carrying amounts of each of the categories of financial instruments as at the balance sheet date are as follows (continued):

Company

Financial assets

	2009 Loans and receivables 貸款及應收賬項 HK\$'000 千港元	2008 Loans and receivables 貸款及應收賬項 HK\$'000 千港元
Due from subsidiaries 應收附屬公司款項	792,019	742,430
Cash and cash equivalents 現金及等同現金項目	17,030	16,667
	809,049	759,097

Financial liabilities

	2009 Financial liabilities at amortised cost 按攤銷成本計值之財務負債 HK\$'000 千港元	2008 Financial liabilities at amortised cost 按攤銷成本計值之財務負債 HK\$'000 千港元
Financial liabilities included in accrued liabilities and other payables 計入應計負債及其他應付賬項之財務負債	1,066	2,170
Due to subsidiaries 應付附屬公司款項	640,211	605,023
	641,277	607,193

33. 按類別劃分之金融工具 (續)

各類別金融工具於結算日之賬面值如下 (續)：

本公司

財務資產

	2009 Loans and receivables 貸款及應收賬項 HK\$'000 千港元	2008 Loans and receivables 貸款及應收賬項 HK\$'000 千港元
Due from subsidiaries 應收附屬公司款項	792,019	742,430
Cash and cash equivalents 現金及等同現金項目	17,030	16,667
	809,049	759,097

財務負債

	2009 Financial liabilities at amortised cost 按攤銷成本計值之財務負債 HK\$'000 千港元	2008 Financial liabilities at amortised cost 按攤銷成本計值之財務負債 HK\$'000 千港元
Financial liabilities included in accrued liabilities and other payables 計入應計負債及其他應付賬項之財務負債	1,066	2,170
Due to subsidiaries 應付附屬公司款項	640,211	605,023
	641,277	607,193

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

31 March 2009 於二零零九年三月三十一日

34. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The Group's principal financial instruments, other than derivatives, comprise cash and time deposits. The main purpose of these financial instruments is to raise finance for the Group's operations. The Group has various other financial assets and liabilities such as accounts and bills receivable and accounts and bills payable, which arise directly from its operations.

The Group also enters into derivative transactions, including principally forward currency contracts. The purpose is to manage the currency risks arising from the Group's operations. It is, and has been throughout the year under review, the Group's policy that no trading in financial instruments shall be undertaken.

The main risks arising from the Group's financial instruments are interest rate risk, foreign currency risk, credit risk and liquidity risk. The board of directors reviews and agrees policies for managing each of these risks and they are summarised below.

Interest rate risk

The Group has no material interest-bearing borrowings and believes its exposure to cash flow interest rate risk is minimal.

Foreign currency risk

The Group's monetary assets, liabilities and transactions are principally denominated in Hong Kong dollars, Renminbi or United States dollars. Given that the Hong Kong dollar is pegged to the United States dollar, the Group does not have a foreign currency hedging policy on it. However, considering the appreciation of RMB, the Group has entered into forward currency contracts to manage the foreign currency risk arising from the Group's operations. Moreover, the majority of the Group's operating assets are located in the PRC and denominated in RMB. As the Group's net profit is reported in Hong Kong dollars, there will be a translation gain/(loss) as a result of the RMB appreciation/(depreciation).

34. 財務風險管理目標及政策

本集團的主要金融工具，除衍生工具外，包括現金及定期存款。該等金融工具之主要用途在於為本集團業務集資。本集團有多項由經營直接產生之其他財務資產及負債，如應收賬項及票據，以及應付賬項及票據等。

本集團亦訂立衍生工具交易，主要包括遠期貨幣合約。訂立有關交易之目的為管理本集團業務所產生之外幣風險。於整個回顧年度內，本集團之政策為不從事金融工具之買賣，而此亦為其一貫政策。

本集團之金融工具所產生的主要風險為利率風險、外匯風險、信貸風險及流動資金風險。董事會已審閱並同意管理各項風險之政策，政策之概要如下。

利率風險

本集團並無重大計息借貸，並相信其所承受之現金流利率風險極微。

外匯風險

本集團之貨幣資產、負債及交易主要以港元、人民幣或美元計值。鑒於港元與美元掛鈎，本集團並無就此採用外匯對沖政策。然而，考慮到人民幣升值，本集團已訂立遠期貨幣合約以管理本集團業務所產生之外匯風險。此外，本集團大部分業務資產均位於中國及以人民幣計值。由於本集團以港元報告純利，故人民幣升值／(貶值)將產生換算收益／(虧損)。

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財務報表附註

31 March 2009 於二零零九年三月三十一日

34. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

Foreign currency risk (continued)

The following table demonstrates the sensitivity at the balance sheet date to a reasonably possible change in the RMB exchange rate, with all other variables held constant, of the Group's profit before tax (due to changes in the fair value of monetary assets and liabilities and forward currency contracts).

2009

If Hong Kong dollar weakens against RMB 倘港元兌人民幣貶值
If Hong Kong dollar strengthens against RMB 倘港元兌人民幣升值

5

1,641

(5)

(1,641)

2008

If Hong Kong dollar weakens against RMB 倘港元兌人民幣貶值
If Hong Kong dollar strengthens against RMB 倘港元兌人民幣升值

5

2,829

(5)

(2,829)

Credit risk

The Group trades only with recognised and creditworthy customers. It is the Group's policy that all customers who wish to trade on credit terms are subject to credit verification procedures. In addition, receivable balances are monitored on an ongoing basis and on an individual basis. Each of the customers has been attached with a trading limit and any excess to the limit must be approved by the general manager of the operation unit. Under the tight control of the credit term and detailed assessment to the creditworthiness of individual customers, the Group's exposure to bad debts is maintained as minimal.

34. 財務風險管理目標及政策 (續)

外匯風險 (續)

下表列示在所有其他變數維持不變之情況下，本集團之除稅前溢利（因貨幣資產及負債，及遠期貨幣合約之公平值變動）對結算日人民幣匯率可能合理出現之變動之敏感度。

Increase/ (decrease) in RMB rate 人民幣匯率 上升／(下降) %	Increase/ (decrease) in profit before tax 除稅前溢利 增加／(減少) % HK\$'000 千港元
--	--

信貸風險

本集團僅與具知名度及信譽良好之客戶進行交易。本集團之政策為所有欲以信貸條款進行貿易之客戶均須經信貸核實過程。此外，應收賬項結餘會以持續基準及獨立基準監察。各客戶均有買賣限額，而超逾限額之買賣必須經由營運單位總經理批准。由於實施嚴格之信貸條款限制及對每名客戶進行詳細之信貸評審，本集團所承受之壞賬風險維持於低水平。

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財務報表附註

31 March 2009 於二零零九年三月三十一日

34. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

Credit risk (continued)

The credit risk of the Group's other financial assets, which comprise cash and cash equivalents, structured deposit, available-for-sale financial assets, other receivables and derivative instruments, arises from default of the counterparty, with a maximum exposure equal to the carrying amounts of these instruments. The Company is also exposed to credit risk through the granting of financial guarantees, further details of which are disclosed in note 29 to the financial statements.

Further quantitative data in respect of the Group's exposure to credit risk arising from accounts and bills receivable are disclosed in note 20 to the financial statements.

None of the Group's other receivables is either past due or impaired. The financial assets are included in other receivables for which there was no recent history of default.

Liquidity risk

The Group monitors its risk to a shortage of funds using a recurring liquidity planning tool. This tool considers the maturity of both its financial instruments and financial assets (e.g. accounts and bills receivable) and the projected cash flows from operations.

34. 財務風險管理目標及政策 (續)

信貸風險 (續)

本集團其他財務資產(包括現金及同等現金項目、結構性存款、可供出售財務資產、其他應收賬項及衍生工具)之信貸風險乃來自對手方違約,而所承受之最大風險相當於該等工具之賬面值。本公司亦因提供財務擔保而承授信貸風險,進一步詳情載於財務報表附註29。

有關本集團就應收賬項及票據所承受之信貸風險之量化數據於財務報表附註20中披露。

本集團之其他應收賬項並無逾期或出現減值。計入其他應收賬項之財務資產近期概無違約記錄。

流動資金風險

本集團採用經常性流動資金規劃工具監察資金短缺之風險。該工具會考慮其金融工具及財務資產(如應收賬項及票據)之到期情況,以及來自經營業務之預期現金流。

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財務報表附註

31 March 2009 於二零零九年三月三十一日

34. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

Liquidity risk (continued)

The Group maintains a balance between continuity of funding and flexibility through maintaining sufficient cash and available banking facilities. The directors have reviewed the Group's working capital and capital expenditure requirements and determined that the Group has no significant liquidity risk. The maturity profile of the Group's financial liabilities as at the balance sheet date, based on the contractual undiscounted payments, was as follows:

Group 本集團

	2009 Less than 12 months 少於12個月 HK\$'000 千港元	2008 Less than 12 months 少於12個月 HK\$'000 千港元
Accounts and bills payable 應付賬項及票據	111,051	131,482
Financial liabilities included in accrued liabilities and other payables 計入應計負債及其他應付賬項之財務負債	31,441	37,671
Derivative financial instruments 衍生金融工具	3,984	13,628
Interest-bearing bank borrowings 計息銀行借貸	-	1,121
	146,476	183,902

Capital management

The primary objectives of the Group's capital management are to safeguard the Group's ability to continue as a going concern and to maintain healthy capital ratios in order to support its business.

The Group manages its capital structure and makes adjustments to it, in light of changes in economic conditions. To maintain or adjust the capital structure, the Group may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. No changes were made in the objectives, policies or processes during the years ended 31 March 2009 and 2008.

The Group monitors capital using a current ratio, which is total current assets divided by total current liabilities. The Group's policy is to keep the current ratio above one.

34. 財務風險管理目標及政策 (續)

流動資金風險 (續)

本集團透過維持充足現金及備用銀行信貸，保持資金持續性及靈活性間之平衡。董事們已審閱本集團之營運資金及資本開支需求，並釐定本集團並無重大流動資金風險。本集團財務負債於結算日根據非貼現合約付款作出之到期情況分析載列如下：

資本管理

本集團管理資本之主要目標為保障本集團以持續基準經營之能力，以及維持健康之資本比率，為業務提供支持。

本集團因應經濟狀況變動管理其資本架構及對其作出調整。為維持或調整資本架構，本集團可能需調整支付予股東之股息、向股東退還資本或發行新股。於截至二零零九年及二零零八年三月三十一日止年度，有關目的、政策或程序並無變動。

本集團採用流動比率（流動資產總值除以流動負債總額）監察其資本。本集團之政策為將流動比率維持在一以上。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

31 March 2009 於二零零九年三月三十一日

34. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES *(continued)*

Fair value

The Company's financial instruments are short term in nature and therefore their carrying values as at 31 March 2009 approximate to their fair values.

35. APPROVAL OF THE FINANCIAL STATEMENTS

The financial statements were approved and authorised for issue by the board of directors on 13 July 2009.

34. 財務風險管理目標及政策 (續)

公平值

本公司之金融工具均為短期性質，因此，彼等於二零零九年三月三十一日之賬面值與其公平值相若。

35. 財務報表之批准

財務報表已於二零零九年七月十三日獲董事會批准及授權發佈。