

Van Shung Chong Holdings Limited
萬 順 昌 集 團 有 限 公 司

Stock Code 股票代號 : 1001

Building on our Foundation for Future Growth

建構豐盛未來



2011 年 報
Annual Report

The background of the page is a collage of images. The top half features a grid of green leaves from various trees, with some showing signs of insect damage. The bottom half shows a cityscape with the Oriental Pearl Tower in Shanghai, set against a blue sky with light clouds. The foreground is a soft-focus green field.

集團使命

萬順昌承諾為股東獲取可持續的盈利、為員工提供滿意的工作環境、為全球範圍內的客戶和供應商提供優質的產品及物有所值的服務。

基於現有業務與專業基礎上，通過利用我們的競價採購、供應鏈管理和增值服務之優勢，我們要在全球鋼鐵、建築材料、廢鋼與原材料市場佔據領導地位。

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公司資料

董事會

執行董事

姚祖輝先生 (主席)
唐世銘先生
林耿先生

非執行董事

Frank MUÑOZ先生

獨立非執行董事

Harold Richard KAHLER先生
譚競正先生
徐林寶先生

公司秘書

謝秀惠女士，FCS FCIS

核數師

羅兵咸永道會計師事務所
香港執業會計師

律師

柯伍陳律師事務所 (香港法律)
Conyers Dill & Pearman (百慕達法律)

主要往來銀行

中國銀行 (香港) 有限公司
法國巴黎銀行，香港分行
創興銀行有限公司
中信銀行國際有限公司
星展銀行 (香港) 有限公司
中國工商銀行 (亞洲) 有限公司
上海商業銀行有限公司

股份登記過戶處

主要過戶處

Butterfield Fund Services (Bermuda) Limited
Rosebank Centre
11 Bermudiana Road
Pembroke HM08
Bermuda

香港過戶處

香港中央證券登記有限公司
香港灣仔
皇后大道東183號
合和中心17樓1712-1716室

註冊辦事處

Clarendon House
2 Church Street
Hamilton HM11
Bermuda

總辦事處及主要營業地點

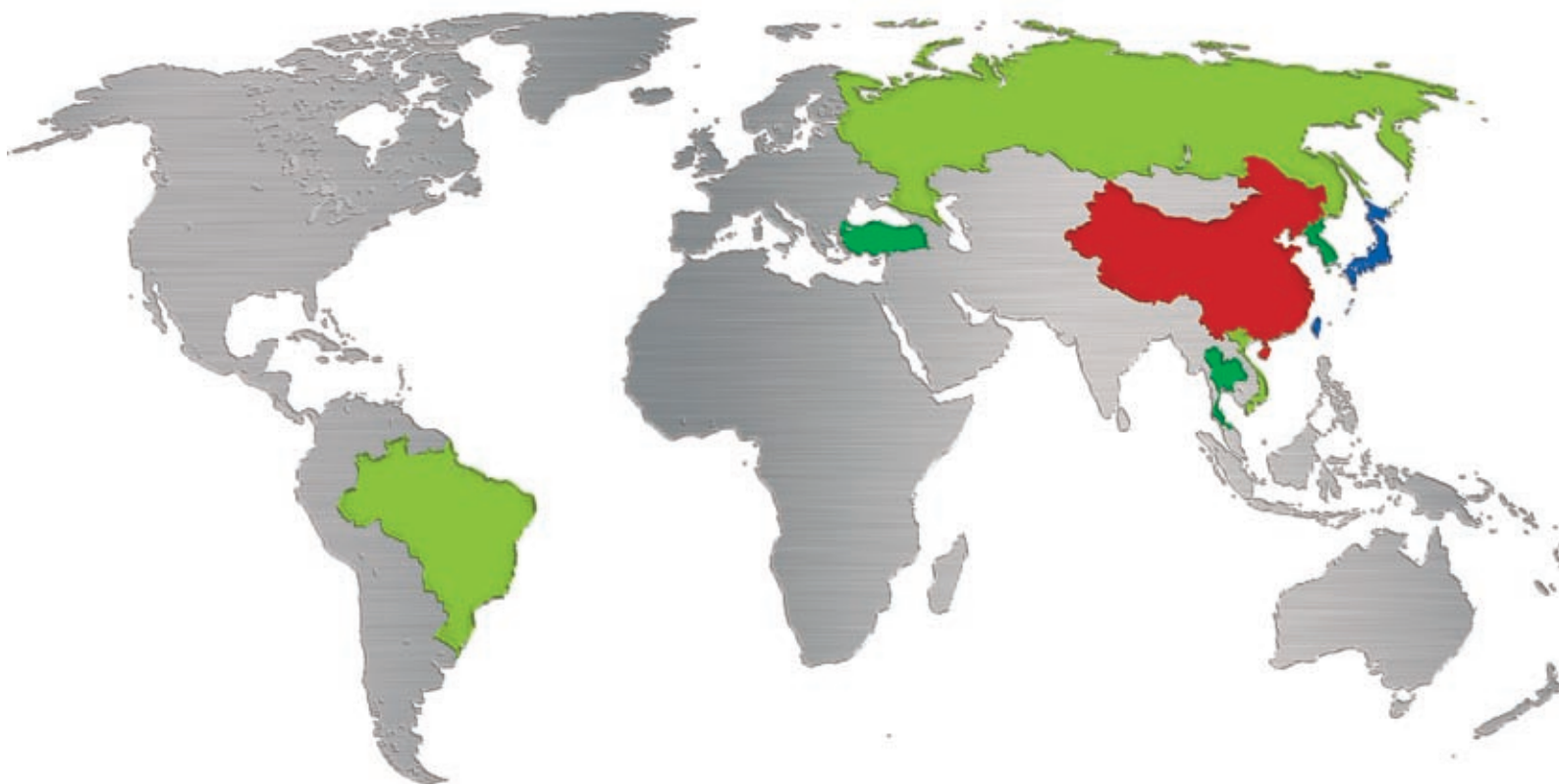
香港灣仔
皇后大道東183號
合和中心4903-7室

網址 : <http://www.vschk.com>
電子郵箱 : vschk@vschk.com

在香港聯合交易所有限公司上市

股票代號 : 1001

特選鋼廠



中國

Anshan Iron & Steel
Baosteel Corp.
Fushan New Steel
Guangzhou Doowon
Guangzhou Iron & Steel
Jiangsu Shagang
Jiangyin Changfa
Jinan Steel
Jining Yauanda
Laiwu Steel
Lianzhong Stainless
Maanshan Iron & Steel
Shenzhen Sinomaster Steel
Shougang
Tianjin Iron & Steel
Tianjin Tiantie
Wuhan Iron & Steel

台灣

China Steel Corporation
Dragon Steel
Feng Hsin Iron & Steel
Hai Kwang
Tung Ho
Wei Chih

日本

Chiyoda Steel
JFE
Kobe
Kyoei
NSC
Tokyo Steel
Yamato

泰國

Siam Yamato
SCT
Tata

韓國

Dongbu
Dongkuk
Hyundai

土耳其

ICDAS
IDC
Diler
Kaptan

俄羅斯

Zapsib

巴西

Gerdau SA

越南

Shengli (Vietnam) Special Steel

五年財務摘要

以下為萬順昌集團有限公司（「本公司」）及其附屬公司（「萬順昌集團」）於下列各年度之經審核綜合財務報表概要。

綜合損益表

	截至 二零零七年 三月三十一日 止年度 千港元	截至 二零零八年 三月三十一日 止年度 千港元	截至 二零零九年 三月三十一日 止年度 千港元	截至 二零一零年 三月三十一日 止年度 千港元	截至 二零一一年 三月三十一日 止年度 千港元
收入	4,867,657	5,677,792	4,659,507	3,251,836	4,207,768
經營溢利／(虧損)	136,781	73,601	(182,535)	136,326	69,564
淨財務費用	(43,328)	(51,790)	(47,697)	(18,668)	(23,268)
除稅前溢利／(虧損)	93,453	47,047	(256,740)	104,762	52,904
所得稅(支出)／計入	(12,534)	(1,876)	6,546	(22,279)	(14,010)
年度溢利／(虧損)	80,919	45,171	(250,194)	82,483	38,894
應佔：					
本公司股權持有人	70,627	31,317	(278,252)	75,221	31,032
非控制性權益	10,292	13,854	28,058	7,262	7,862
	80,919	45,171	(250,194)	82,483	38,894
股息	17,693	9,101	—	22,361	7,869

附註：

1. 過往數年部分數字經重新分類以配合本年度之格式。

五年財務摘要

綜合財務狀況表

	於二零零七年 三月三十一日 千港元	於二零零八年 三月三十一日 千港元	於二零零九年 三月三十一日 千港元	於二零一零年 三月三十一日 千港元	於二零一一年 三月三十一日 千港元
非流動資產	333,467	427,866	357,977	313,942	238,979
流動資產	1,915,225	2,425,056	901,342	1,130,253	1,598,956
流動負債	(1,148,069)	(1,652,470)	(682,959)	(789,146)	(1,158,642)
非流動負債	(93,220)	(122,548)	(14,824)	(4,063)	(1,501)
資產淨額	1,007,403	1,077,904	561,536	650,986	677,792
權益：					
股本	36,861	38,043	38,143	41,413	41,413
儲備	745,734	797,688	500,184	579,744	603,243
股權持有人應佔股本及儲備	782,595	835,731	538,327	621,157	644,656
非控制性權益	224,808	242,173	23,209	29,829	33,136
權益總額	1,007,403	1,077,904	561,536	650,986	677,792

主席報告書



各位股東：

截至二零一一年三月三十一日止財政年度，乃公司發展史上一個重大里程碑，標誌著公司走過了風雨五十載。我們自一九六一年開始在上海從事商品貿易，此後將總部遷至武漢，並最終落戶香港。時至今日，公司已成為香港及中國內地優質建築及工業材料之主要經銷商，聲譽卓著，引以為傲，並期待前景更加璀璨。

二零一一年，我們在湖北武漢推出全新建築產品經銷業務，繞了一整圈，又回到了半個世紀前發跡的地方。這些令人鼓舞的發展和對業務的承諾，正是公司發展歷程的寫照。本人欣然報告，回顧年度之強勁收入增長全賴公司策略成功，在回到根本之同時，亦專注於最擅長的業務經營：憑藉首選供應商地位，以具競爭力的價格，持續提供卓越的服務以及優質的鋼材、廢鋼和鋼鐵相關原材料、建築產品和塑膠樹脂。

配合此整合方針，我們將中國鋼材服務中心業務之最後20%股權售予美國合資夥伴Ryerson，完成了對瑞爾盛中國有限公司的撤資，此乃公司三年撤資策略舉措的一部分。撤資代表萬順昌於鋼材服務業務時代的終結，由此我們全身而退，以便全心投入及致力於香港、華東、華南和華中的鋼材貿易業務營運。

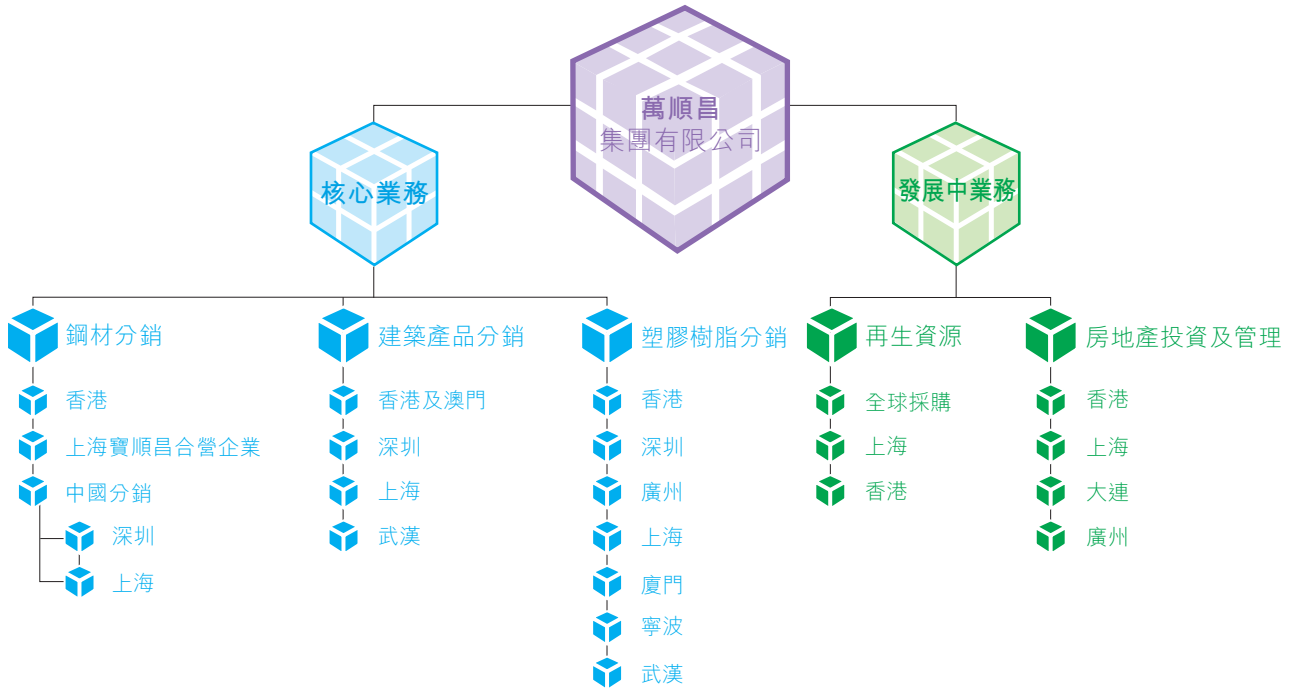
鑒於香港建築業湧現鋼材貿易之巨大商機，公司正積極發展，對前景再一次感到樂觀。該等新機遇將在不久將來實現成為若干重要的基建項目，例如西九龍重建計劃、擬建的港珠澳大橋和將連接國家高速鐵路網的廣深港高速鐵路項目。

公司對於中國湧現之商機同樣滿懷信心，尤其留意到中國政府於「十二五計劃」中訂下發展國內再生資源業之計劃。公司已開始探索再生資源領域之潛在商機，並已制訂發展廢鋼貿易業務之初步藍圖。

該等計劃最終有賴公司各位同仁發揮所長方能實現。公司認同，人才乃一切努力之根本。此亦為公司如此注重培育人才之原因，公司已發表全新之集團使命及重新定義之核心價值，旨在整理我們的組織架構，同時加強公司賴以成功之各項關鍵因素。

萬順昌集團之新使命加強了為其股東獲取可持續盈利、為員工提供滿意之工作環境及向全球範圍內的客戶及供應商提供優質的產品及物有所值的服務之承諾。使命進一步鞏固公司利用其競價採購、供應

主席報告書



鏈管理及增值服務方面之優勢，實踐於市場佔據全球領導地位之承諾。實現此項承諾及提升股東價值的所依，正是包括廉潔誠信、恪盡職守、引領變革、團隊合作及追求卓越的一套全新之核心價值。該等核心價值乃我們緊抱的信念，賴以團結公司上下，並且在員工之間產生共鳴。

公司於培訓方面投入大量資源，包括領導才能及人才培訓計劃，以使公司員工有足夠能力於未來應對可能出現之商機。此承諾之另一例子為年內於大連成功舉行之一次核心團隊建設活動，管理層亦參加了此次活動，並共同討論了若干重要觀點和探討促進公司發展的最佳方式。

此外，公司位於上海市中心之商用物業項目「靜安門」亦進展順利。在年內之租金檢討中因上海市強勁之租務市場而受惠頗豐，公司計劃長期保持於該物業之投資。

展望未來，公司正面臨香港及中國國內湧現前所未有之巨大商機，尤其在後者穩定之經濟增長、國內消費增長及城市化進程加快等利好因素推動下，我們具備較過往更佳之條件，以便緊捉商機。

以全新的目標作為指引，加上更熱誠投入之員工，本人相信未來公司將會成為業內實力更強、表現更佳的經營者。毋庸置疑，若無股東、全體員工、合作夥伴、客戶及供應商鼎力支持，以上任何目標均無法實現。本人欲藉此機會感謝彼等於過去一年的堅定支持及不懈努力。期望來年與彼等加深合作，取得更大成功。

主席兼行政總裁
姚祖輝

二零一一年六月十七日



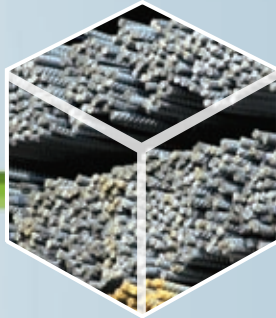


管理層討論
與分析

截至二零一一年三月三十一日止財政年度（「二零一一財政年度」）為萬順昌集團之發展期及過渡期。收入大幅增長，顯示集團需要集中力量發展業務，同時亦要致力於改善內部營運效率。該年尤其強調本公司要減低承受鋼價波動風險之重要性，亦是截至二零一二年三月三十一日止財政年度（「二零一二財政年度」）之首要任務。

今年的收入達4,200,000,000港元，較上年度增長29%。收入增長主要貢獻自我們香港鋼材業務。

萬順昌集團的整體毛利率由截至二零一零年財政年度（「二零一零財政年度」）的9.2%下降至今年的4.5%。毛利率下降，主要由於我們的香港鋼材業務所



致，期間鋼材價格上下波動已反映於鋼材業務的業績中。股權持有人應佔溢利為31,000,000港元。

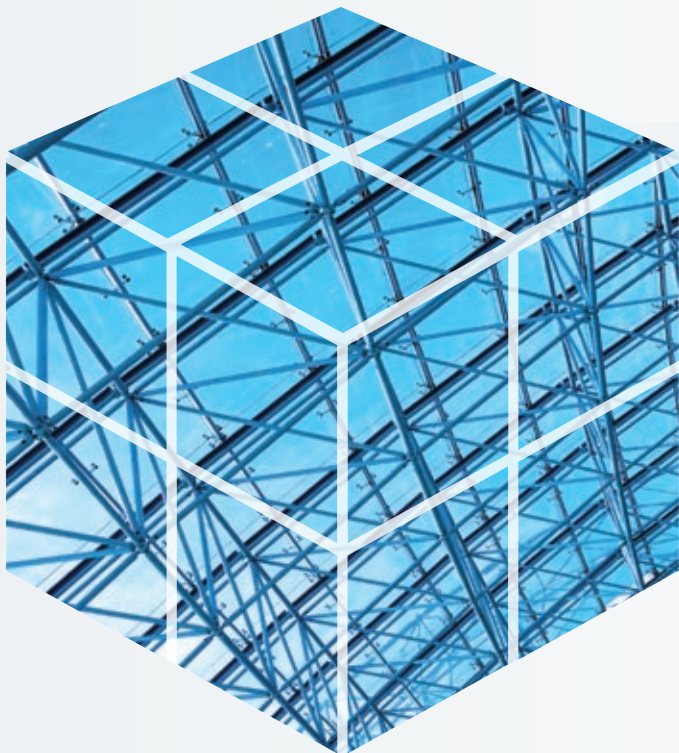
憑藉加強所有業務單位的營運資金管理及我們撤出於瑞爾盛中國有限公司的餘下投資，領導層於二零一一財政年度產生強勁的現金流。約15,000,000港元及126,000,000港元分別來自經營活動及投資活動，使年末現金結餘增至486,000,000港元，較二零一零年同日的現金結餘上升202%。在資產之經營效率方面，應收賬款週轉日數（平均應收賬款及票據除以收入乘365日）由約37日輕微上升至約39日。存貨週轉日數（平均存貨除以銷售成本乘365日）（「存貨週轉日數」）由約31日改善至約29日。

萬順昌集團之資本負債比率（負債淨額，即借貸總額減已抵押銀行存款及現金及現金等值，除以股權持有人應佔股本及儲備加負債淨額）由去年之24%減少至本年年末時之10%。

於二零一二財政年度，我們將重新專注於萬順昌集團的內部監控，以及借助業界的最佳常規，將風險減至最低。

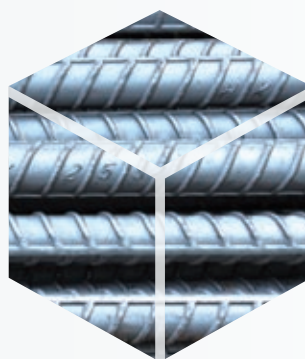


管理層討論與分析



鋼材

分銷



鋼材分銷

鋼材分銷業務包含在香港經營的鋼筋、結構鋼及工程產品存銷業務，以及在中國內地經營的鋼材分銷業務。萬順昌集團擁有66.7%權益的合營公司－上海寶順昌則在華東從事國內鋼材產品分銷業務。

在過去兩年，市況使中國鋼材價值鏈中的回收再造成為值得萬順昌集團發掘的機會。在加入再生資源業及產生再生資源以締造更清潔及可持續保持良好

環境之同時，此策略性舉動亦可優化我們核心業務的鋼筋庫存，使兩項業務之間產生自然對沖的協同作用。就萬順昌集團整體而言，我們可增加於鋼材價值鏈的參與，同時創造更佳的協同作用。由於這機會對本公司而言乃是具吸引力的策略方向，我們預期會繼續朝著這方向進發，並在不久將來致力於發展此行業。

香港鋼材分銷（「香港鋼材部」）

香港鋼材部銷售數量比往年增加75%。鑒於香港及大中華的新基建項目及香港建築市場呈強勁增長跡象，鋼筋及結構鋼的需求於回顧年內繼續大幅上升。隨著香港經濟反彈，有越來越多的大型私人工

管理層討論與分析

程及政府工程經已展開，例如將軍澳工業邨的新一代數據中心及中環灣仔繞道工程。香港鋼材部透過爭取各類不同項目，抓緊提升市場佔有率的機會。於二零一一年三月三十一日的手頭總銷售合約為203,000公噸。展望二零一二財政年度，香港鋼材部深信銷量將有強勁增長。

隨著香港政府開展部分十大基建項目，包括南港島線、西九文化區第一期、西港島線、沙田至中環線第一期、廣深港高速鐵路、啟德發展計劃及港珠澳大橋等，建築市場已開始活躍。預期今年對鋼材的需求將因此等基建工程而進一步上升。

本地物業建築市場亦走勢強勁，為萬順昌集團提供良機。我們亦預期會在這市場有出色表現。由於香港鋼材部在市場上投得更多工程，公司的整體市場佔有率亦告上升。萬順昌集團於近期成功獲得港鐵的廣深港高速鐵路合約編號810B西九龍總站（南部分）及合約編號824牛潭尾至大江埔隧道工程的項目訂單。此外，萬順昌集團亦爭取到獲得政府房屋及私人住宅發展項目的客戶之訂單。

鋼材市場仍然多變，價格亦波動，因此我們雙管齊下：一方面採取嚴謹的風險管理策略，另一方面審慎而真實地匯報行業變動，從而提高透明度。

中國內地鋼材分銷（「中國鋼材部」）

隨著中國經濟從金融危機中穩步復甦，中國市場在最近兩年呈現穩健和強勁勢頭。我們已成功轉用

「直銷」模式經營，並開拓加工項目的國際市場，這不僅提升我們的毛利率，亦大大改善營運資金周轉。

中東地區的國際項目以及山東及三門核電站的國際標準項目正如火如荼進行，足以證明上述策略奏效。

展望來年，我們將繼續貫徹執行該等策略以爭取業務，並提高市場佔有率，同時減少營運資金應用，從而賺取更高回報。我們亦已成功精簡業務流程，並已重整中國部門的成本架構，以提升效率及節省大量經營成本。

金屬再生資源業務

承接去年萬順昌集團有意涉足金屬再生資源業務的策略性計劃及方向，我們已在此方面有重大進展，同時維持小心審慎的態度，務求將風險減至最低和保障萬順昌集團的股東利益。我們成立熱誠投入的金屬再生資源業務開發團隊後，目前已掌握一系列優質潛在商機，而我們可從中選擇合適機會進軍金屬再生資源業務。此業務包括北美洲及大中華地區黑色金屬及有色金屬的商機。盡職審查表明本公司對於風險管理的紀律和對提升股東價值的決心。

我們亦欣然報告，萬順昌集團目前在中國已建立黑色金屬和有色金屬兩方面之貿易業務。經過一年來的學習和累積寶貴經驗及知識，金屬再生資源團隊已整裝待發，可在大中華及北美洲地區進行更大型和更具影響力的併購和策略結盟。展望二零一二財政年度，我們對於金屬再生資源業務取得強勁業績及表現深感樂觀。

管理層討論與分析

建築產品 分銷



建築產品分銷

建築產品分銷業務轄下的業務部門主要在大中華（即上海、深圳、武漢、香港和澳門）分銷潔具。

中國利尚派（中國－上海、深圳、武漢等）

於二零一一財政年度，中國利尚派的溢利錄得超過30%增長，約達4,550,000港元。以收入250,000,000港元計算，毛利率逾11.3%，較去年的8.6%大幅改善。憑藉其實力雄厚的銷售團隊、廣泛及不斷擴大的零售網絡，銷售團隊成功提升其盈利能力，取得以上佳績。

回顧二零一一財政年度，中國利尚派的領導團隊有效地執行多項策略性增長措施。深圳旗艦店已於二零一一財政年度第三季開業，而TOTO全體中國領導團隊均有出席支持。深圳旗艦店的開業，會為我們的深圳銷售增長注入新的動力。

我們已完成策略性收購另一家業務遍及武漢及整個湖北省的TOTO分銷商。該業務在零售及項目銷售兩方面均有強勁表現，可大大提升中國利尚派的毛利率。與TOSTEM的策略性聯盟關係亦已有所加強，而冀望我們遍佈全中國的TOSTEM分銷渠道會有強勁增長。

管理層討論與分析

我們強勢的管理措施亦有助降低營運資金，而管理層對於存貨週轉日數能低至30日這水平尤其感到自豪。基於領導團隊在過往年度出色的往績記錄，我們對中國建築產品業務的未來深感樂觀。

香港建築產品部

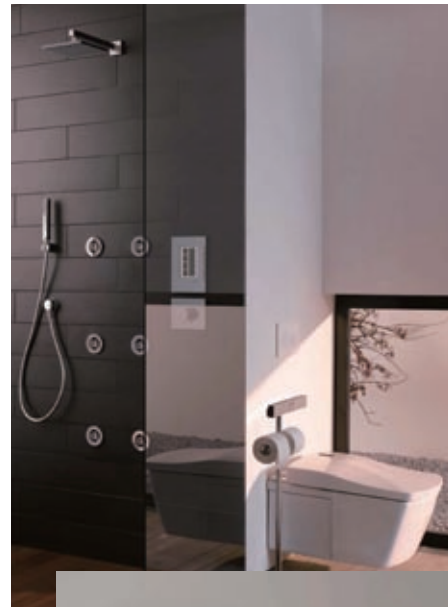
香港建築產品部在香港灣仔經營陳列室「利尚派」，其旨在成為一個為追求「綠色和時尚休閒生活」客戶的一站式解決方案供應商。

在即將邁進第10週年之際，利尚派正與供應商TOTO緊密合作，在香港開設另一間大型旗艦店，以及為整個大中華地區的客户打造廣告地標。利尚派致力於引進最優質品牌如日本TOTO潔具及配件、意大利Arkitepo沙發、意大利Santarossa廚櫃及家具，讓客戶體驗真正舒適生活。

於二零一一財政年度，香港建築產品部創出輝煌紀錄。期間團隊在進行人手調配和重組之下勇創佳績。收入較二零一零財政年度增加接近23%，並成功取得逾27%毛利率的佳績。純利亦達到驕人的14,000,000港元，盈利能力約為12%。隨著香港市場價格競爭越趨激烈，我們預計毛利率會繼續被蠶食。然而，團隊將探討及實施多項銷售和定價策略，以減低二零一二財政年度價格下降的影響。

相應策略包括專注建立項目團隊的實力以增加銷售訂單、提升營運效率和加強銷售策略，以拓展及發展香港市場，包括將利尚派定位為優質品牌，並與TOTO、Arkitepo、Santarossa等緊密合作，以樹立「綠色和時尚休閒生活」形象。

該部門在供應潔具方面目前取得的大型項目包括環球貿易廣場的麗思卡爾頓酒店、現崇山、香港交易廣場、太子大廈、賽馬會的沙田及快活谷馬場、陸海通大廈及瑞安中心。



管理層討論與分析



塑膠樹脂

分銷



塑膠樹脂分銷（「塑膠部」）

塑膠部分銷一般及工程塑膠樹脂，以及透過創新的物料管理計劃，服務各行各業，包括家電及玩具製造商。塑膠部在市況變動下持續成長，不斷擴充業務，正積極擴張現於廣州、深圳、上海及香港等中國多個城市的銷售點。

於二零一一財政年度，由於中國沿海城市的勞動成本日漸高昂，眾多中國製造商已遷移至中國內陸地區，因此我們已將華東地區的據點擴展至寧波以至華南等地（例如廈門）。新開設的辦事處有助貢獻收入增長逾41%，並帶動銷售噸數增加27%。純利亦增加約1,700,000港元。

在未來的二零一二財政年度，我們預期會於今年底前在華西（重慶、成都、四川）及華中（湖北）等地開設更多辦事處。團隊亦會繼續專注執行雙線戰略：既著重工程塑膠高端產品，同時也著眼提高商品塑膠的市場佔有率，以推動銷售量增長。我們專注於主要客戶所在地區，加上中央政府大力支持「轉移至內陸」的戰略，將繼續促進我們在二零一二年的業務。我們亦會伺機開拓不同的發展渠道，並向客戶提供新產品，如再生塑膠。

房地產 投資



房地產投資

萬順昌集團藉著持有上海靜安區一座樓高十一層的辦公大樓的33.33%權益，進軍房地產業務。萬順昌集團的中國總部亦設於該辦公大樓內。目前，該物業的出租率逾98%。租戶包括多家國際公司，為我們的房地產業務帶來穩定收入。我們的物業管理團隊亦尋求機會，以向其他項目提供物業管理及代理服務。此外，上海資產的資本增值亦為股東帶來可觀利益，而目前我們已收到幾項建議以洽購此項房地產物業。

作為二零一一財政年度策略計劃的一部分，我們亦有意增加房地產業務的參與程度。為配合此發展方向，我們已在二零一一財政年度上半年將房地產投資作為獨立業務分部呈報。由於中國目前的主要增長和擴張是位於中國第一線城市以外地區（即中國第二及第三線城市），我們亦已開始在該等地區尋求房地產投資機會，其中的潛在商機包括但不限於東北地區的主要城市和中國中部地區。另外，我們亦已開始涉足大連商業房地產市場，並有望於未來自該項目錄得佳績。

管理層討論與分析

其他投資

萬順昌集團已投資於中國的酒店業務。萬順昌集團除監控該業務的擴展外，亦將繼續物色其他新的潛在投資或分拆機會，以加強業務發展和提升本公司股東的價值。

酒店業務

萬順昌集團擁有在中國營運的商務經濟型連鎖式酒店a8酒店（「a8」）的44%權益。目前，a8分別在上海和廣州經營三家和兩家酒店，另一家上海酒店以特許店形式加盟a8。

連鎖式酒店a8於二零一一財政年度創出佳績。我們在年內能創造輝煌紀錄，一部分歸因於上海世博的推動和幫助，而我們a8團隊在人手和成本沒有增加的情況下，能夠處理大量增加的收入和龐大顧客人流，這表現特別令人讚賞。

儘管面對來自上海世博的顧客數量和人流的龐大額外需求，a8領導團隊仍能交出理想財務業績和優良服務質素，足證他們雄厚的實力。另外，a8亦為母公司及其投資者帶來強勁的現金流，更顯示領導團隊優秀的營運表現。二零一一財政年度對於a8和上海的酒店業而言均是美滿的一年。



人力資源

人力資源是萬順昌集團最寶貴的資產，在業務的各方面都反映這項宗旨。我們的人力資源策略是持續地培育所有業務部門和總部的管理團隊，以加強及提升改革管理、合規監控及風險管理之技能。

整合 — 企業文化

在領導團隊之全力支持下，我們已訂立集團使命、核心價值及部門策略，此等企業文化將成為萬順昌集團之方向及準則。下一步便是專注於將萬順昌集團之所有成員連成一體。我們深明僱員全情投入與承擔是推動企業表現的關鍵因素，藉此在質素、節省成本及顧客服務、熱誠和溢利組合方面取得更佳經營業績。本公司亦相信，發展具競爭優勢的文化，誠為業務成功的策略。兩者相輔相承，缺一不可。

發展 — 建立成功團隊

為配合我們的核心價值 — 廉潔誠信、恪盡職守、引領變革、團隊合作及追求卓越，本公司正替所有員工建立核心能力模式，此模式將成為招聘、表現評核及獎勵與報酬管理以至培育及發展之基準。培育將為另一專注點：我們鼓勵僱員裝備自己，掌握應對挑戰和新時代的技能和專門知識。本公司已籌辦

管理層討論與分析



各種在職培訓，並透過本公司內部專家和外聘的顧問舉辦最佳常規之管理培訓。萬順昌集團亦提供培訓津貼給僱員以參與專題研討會及課程以增進及提升知識。管理層亦保證會透過領導才能發展計劃及優秀員工發展計劃培育人才。

獎勵及薪酬福利

為求於實施各種節省成本計劃與維持在人才市場招聘和挽留人才的競爭力之間取得平衡，我們的薪酬架構已完成基準評估。我們將表現與獎勵掛鉤，用可量度之目標以達致主要成就，為各業務部門及企業支援部門進一步重新度身訂立花紅及佣金的獎勵計劃。

社會責任

本公司深信企業肩負社會責任及須承擔公民責任，旗下僱員踴躍參與各種慈善活動，如外展越野挑戰賽。本公司已持續三年獲頒「商界展關懷」及於二零

一零年度獲得有心企業之標誌，足證本公司回饋社會及培養關愛環境的努力。

僱員

於二零一一年三月，萬順昌集團聘用418名僱員。本公司竭力打造精英團隊，藉此推動本公司業務發展更上層樓。於回顧年度，根據於二零一一年十一月十二日採納之購股權計劃，已向我們的僱員提供及授出可認購3,815,000股普通股之購股權。

財務資源及資產流動能力

1) 流動資金及融資

於二零一一年三月三十一日，萬順昌集團之現金及現金等值約為486,000,000港元（二零一零年：161,000,000港元），當中約17.3%為美元，約12.2%為人民幣及約70.4%為港元。年內經營活動產生之淨現金流約為15,000,000港元。

管理層討論與分析

於二零一一年三月三十一日，萬順昌集團之借貸總額約為600,000,000港元，全部均為付息借貸（二零一零年：414,000,000港元）。經扣減約42,000,000港元（二零一零年：57,000,000港元）之抵押銀行存款及約486,000,000港元（二零一零年：161,000,000港元）之現金及銀行存款後，付息借貸淨額約為72,000,000港元（二零一零年：196,000,000港元）。於二零一一年三月三十一日以付息借貸淨額除以資本總額（包括股權持有人應佔資本及儲備及付息借貸淨額）的資本負債比率由24%減至10%；相比二零一零年三月三十一日，流動比率由1.43倍微跌至1.38倍。經考慮目前市況及據業內慣常風險水平評估整體風險狀況後，萬順昌集團致力將該等財務比率維持於現有水平。萬順昌集團的業務營運一般由其業務活動產生之現金及其往來銀行提供的銀行融資提供資金。

2) 庫務政策

萬順昌集團所有融資及庫務活動均由集團集中管理及監控。萬順昌集團整體庫務及集資政策集中於財務風險管理，包括利率及外匯風險以及對萬順昌集團及其集團成員公司提供符合成本效益之集資方法。萬順昌集團一直秉持審慎財務管理原則。萬順昌集團之業務主要以港元、美元及人民幣交易。由於港元與美元之間匯率固定，萬順昌集團相信其匯率風險相當輕微。

面對人民幣的升值，萬順昌集團將繼續以人民幣收入來作出人民幣付款，從而減低兌換風

險。於二零一一年三月三十一日，萬順昌集團約有74.0%之計息借貸是以港元計算，約0.6%以美元計算及約25.4%以人民幣計算。當出現適當時機且萬順昌集團之管理層認為合適之情況下，將簽訂遠期外匯合約，用以對沖非港元貨幣之主要外匯風險。於二零一一年三月三十一日，萬順昌集團有合共約140,000,000港元及人民幣518,000,000元之未到期遠期外匯貨幣合約，為未來以美元結算之信用證負債償還作對沖。於二零一一年三月三十一日，萬順昌集團全部借貸均按浮動利率計息。萬順昌集團嚴格監控衍生金融工具之使用且主要用以對沖與借貸有關之外匯兌換風險。而萬順昌集團之政策乃不會為投機目的訂立任何衍生工具交易。

3) 或然負債

於二零一一年三月三十一日，萬順昌集團並無重大或然負債。

4) 資產抵押

於二零一一年三月三十一日，萬順昌集團有若干資產作抵押，包括(i)約22,000,000港元之存貨已抵押作萬順昌集團之若干短期銀行貸款；(ii)若干於信託收據銀行貸款安排持有之存貨；(iii)約31,000,000港元之銀行存款作為萬順昌集團之銀行信貸額之抵押品及約11,000,000港元之銀行存款已作為鋼材期貨合約之抵押品；及(iv)一項約20,000,000港元之投資物業已抵押作萬順昌集團之若干銀行借貸。

企業管治報告

企業管治

萬順昌集團有限公司（「本公司」）之董事會（「董事會」）致力維持高水平之企業管治。本公司相信高水平之公司管治標準可為本公司及其附屬公司（「萬順昌集團」）建立一個架構框架及穩固之基礎，以管理商業風險、增加透明度、維持高水平問責制及保障股東之整體權益。於截至二零一一年三月三十一日止年度，除下文所述之偏離事項外，本公司已應用香港聯合交易所有限公司證券上市規則（「上市規則」）附錄14所載企業管治常規守則（「企業管治守則」）之原則，並遵守一切適用守則條文。董事會將不斷檢討及改善本公司之企業管治常規及準則，確保業務活動及決策過程受到適當及審慎之規管。

進行證券交易之標準守則

本公司已於二零零四年三月三十一日採納上市規則附錄10所載之上市發行人董事進行證券交易之標準守則，作為本公司之董事（「董事」）的證券交易守則（「公司之標準守則」）。為符合上市規則附錄10於二零零九年一月一日及二零零九年四月一日生效之修訂，公司之標準守則已作出多項相關之修訂。經向所有董事作出特定查詢後，彼等確認於截至二零一一年三月三十一日止年度內已遵守公司之標準守則所載之所需規定。公司之標準守則亦適用於萬順昌集團該等特定之有關僱員買賣本公司之證券。

董事會

董事會現時共有三名執行董事，一名非執行董事及三名獨立非執行董事。其中一名獨立非執行董事具備合適之專業會計資格及財務管理專業知識。每位獨立非執行董事已根據上市規則第3.13條之規定提交確認其符合獨立性之週年確認書。本公司認為所有獨立非執行董事皆符合載於上市規則第3.13條之獨立性指引，並根據該指引而被視為獨立人士。董事會成員彼此間並無任何財務、業務、家族或其他重大／相關關係。本公司已就萬順昌集團內之董事可能面對之法律行動而作出適當保險安排。

執行董事負責管理整體業務，他們主要參與的工作是制定及執行企業策略。獨立非執行董事由香港、中國內地及美國之卓越商業行政人員所組成，透過彼等所擁有之豐富技術及經驗向管理層提供獨立建議。執行董事定期與各業務單位總經理及支援單位之重要員工舉行會議，商討重要業務計劃及檢討營運與財務表現。獨立非執行董事亦被邀請參與特別檢討會議。

董事會成員可於適當時候獲取有關萬順昌集團之恰當商業文件及資料。董事有需要時可隨時與管理層聯絡，以取得更多資料。董事亦被鼓勵提升其技術及經驗並通過持續參與董事會及委員會會議，提升對萬順昌集團之認識。有需要時所有董事亦可尋求外聘法律顧問及其他專業顧問之獨立意見，開支由本公司支付。

企業管治報告

為審視萬順昌集團多方面之事務，已成立三個董事委員會，即執行委員會、薪酬委員會及審核委員會。董事會已指派各業務單位總經理、人力資源總監、財務總監及營運總監於行政總裁之領導下，執行萬順昌集團之業務及其日常運作。

董事會會議記錄由公司秘書記錄，董事會成員可隨時查閱該等會議記錄及任何補充資料。

於回顧年度內，每名董事於董事會會議、薪酬委員會會議及審核委員會會議之出席次數如下：

董事	董事會會議	薪酬委員會會議	審核委員會會議
執行董事：			
姚祖輝先生 (主席)	4/4	1/1	不適用
唐世銘先生	4/4	不適用	不適用
林耿先生 (於二零一零年七月九日委任)	4/4	不適用	不適用
獨立非執行董事：			
Harold Richard Kahler先生	4/4	1/1	2/2
譚競正先生	4/4	1/1	2/2
徐林寶先生	4/4	不適用	2/2

主席及行政總裁

企業管治守則條文A.2.1條所規定，主席及行政總裁之職位應分開，不應由一人同時兼任。本公司之主席及行政總裁職位現由姚祖輝先生一人同時出任。董事會認為由同一人擔任主席及行政總裁之職位能為萬順昌集團提供強勢及貫徹之領導，有效運用資源，並有效地策劃、制訂及實施本公司之業務策略，從而使萬順昌集團能夠有效地維持其業務之發展。

委任非執行董事之指定任期

企業管治守則條文A.4.1所規定，非執行董事的委任應有指定任期，並須接受重新選舉。本公司之非執行董事 (除Harold Richard Kahler先生外) 並無指定委任任期。可是他們 (包括全部其他董事) 需要按本公司之組織章程細則每三年至少輪值告退一次並可膺選連任。

企業管治報告

執行委員會

執行委員會已於二零零六年三月組成，成員現時包括所有執行董事，姚祖輝先生為主席及唐世銘先生及林耿先生為委員。

在董事會會期以外，執行委員會可執行董事會給予之特別權力及行政職能，並主要負責監督萬順昌集團之日常運作。

委員會會議記錄由公司秘書記錄，董事會成員可隨時查閱該等會議記錄及補充資料。

薪酬委員會

薪酬委員會已於二零零五年七月組成，其成員包括執行董事姚祖輝先生為主席及兩名獨立非執行董事 Harold Richard Kahler 先生及譚競正先生。薪酬委員會之職責為就董事及高層管理人員之薪酬政策及架構向董事局提供建議，確保對萬順昌集團整體表現有所貢獻之董事及高層管理人員均獲得公平回報，並考慮到股東利益。薪酬委員會之主要職責包括釐定全體執行董事及高層管理人員之薪酬待遇，以及根據董事會不時議決之公司目標及宗旨檢討及批准按工作表現釐定之酬金。概無董事或其任何聯繫人士可參與有關其本身薪酬之任何決定。薪酬委員會已按企業管治守則採納其職權範圍，並列於本公司之網址 (<http://www.vschk.com>)。

委員會會議記錄由公司秘書記錄，董事會成員可隨時查閱該等會議記錄及補充資料。

薪酬委員會會議之出席紀錄已刊於「董事會」之列表內。

審核委員會

審核委員會已於一九九八年十二月組成，成員現時包括三名獨立非執行董事，譚競正先生為主席及 Harold Richard Kahler 先生及徐林寶先生為委員。按上市規則第3.10條，譚競正先生為獨立非執行董事並為合適專業會計專才。

審核委員會已審閱萬順昌集團現在呈呈之截至二零一一年三月三十一日止年度之綜合財務報表，認為有關報表乃符合適用之會計準則及法例規定，並作出足夠之披露。

審核委員會每年舉行不少於兩次之正式會議，審閱及討論各項外聘核數師呈報之審核事項，並審閱中期及年終財務報表。審核委員會亦已審閱外聘核數師之酬金。董事會與審核委員會於外聘核數師之挑選或委任上並無任何爭議。委員亦可不時於認為有需要時舉行額外審核委員會會議以討論特殊項目或其他事項。

企業管治報告

董事會已制定及核准審核委員會之職權範圍，職權涉及若干內部監控及審核事宜，目標為進一步改善其企業管治。本公司已於二零零九年三月二十日採納了審核委員會之新職權範圍，以符合企業管治守則作出之多項修訂。審核委員會已按企業管治守則採納其職權範圍，並列於本公司之網址 (<http://www.vschk.com>)。

委員會會議記錄由公司秘書記錄，董事會成員可隨時查閱該等會議記錄及任何補充資料。

審核委員會會議之出席紀錄已刊於「董事會」之列表內。

內部監控及風險管理

董事會及審核委員會有責任透過制定合適之政策及就主要監控程序，包括財務、運作和合規監控以及風險管理職能的效用作出檢討，以發展及維持萬順昌集團之內部監控系統，以保障股東之利益及萬順昌集團之資產。董事會及審核委員會亦已透過檢討內部審核部門所準備之內部監控報告及外聘核數師所提交之表述信件，以對主要運作，包括財務、運作和合規監控以及風險管理之內部監控系統作出檢討，及已考慮萬順昌集團在會計及財務匯報職能方面的資源、員工資歷及經驗，以及員工所接受的培訓課程及有關預算是否足夠。此外，董事會及審核委員會已會見內部核數師及外聘核數師以討論彼等從工作及分析所得之發現。董事會及審核委員會認為內部監控之系統於二零一一年三月三十一日止能夠有效地運作。

董事之提名

本公司並未設立提名委員會。董事會根據本公司之公司細則獲授權委任任何人士擔任董事，以填補董事會所產生之臨時空缺或作為新增之董事會成員。甄選準則主要視乎候選人之專業資格及經驗而定。根據本公司之公司細則，新任董事必須於獲委任後之首次股東週年大會或任何股東特別大會上告退及膺選連任。於每屆股東週年大會上，三分之一董事（或倘人數並非三之倍數，則為最接近但不少於三分之一之數）須輪值告退，而每名董事於三年內最少告退一次。告退董事應符合資格膺選連任。

核數師酬金

於截至二零一一年三月三十一日止年度內，本公司之外聘核數師羅兵咸永道會計師事務所就向萬順昌集團提供下列服務分別收取之費用為：

服務種類	千港元
萬順昌集團之審核費用	1,700
稅務服務	54
總額	1,754

編製及呈報賬目之責任

董事明白彼等須負責根據法例規定及適用會計準則編製賬目。核數師就其呈報責任而發出之聲明載於本年報之獨立核數師報告。

概無有關事件或情況之重大不明朗因素可能對本公司按持續基準經營之能力構成重大疑問。

與投資者之關係與溝通

萬順昌集團致力提高透明度，並維持與股東、投資者、分析員及公眾傳媒之良好溝通。管理層定期與現有及潛在投資者作企業簡佈。萬順昌集團透過按照上市規則的規定刊發有關本公司主要發展的公告、舉行股東週年大會及其他股東大會，促進與非機構股東的溝通。該等股東大會由主席主持及帶領，並由其他董事從旁協助。我們方便易用之網站 (<http://www.vschk.com>) 為投資者提供最新消息、集團簡介、業務資料及財務資料包括公告及年報及中期報告。萬順昌集團將繼續在披露資料方面保持高透明度。

董事會報告

萬順昌集團有限公司（「本公司」）之董事會（「董事會」）欣然提呈本公司及其附屬公司（合稱「萬順昌集團」）截至二零一一年三月三十一日止年度之年報及經審核綜合財務報表。

主要業務

萬順昌集團主要從事存銷及買賣建築材料，例如鋼材產品、潔具、廚櫃、家具及塑膠樹脂，安裝廚櫃及房地產投資。

萬順昌集團按業務分部及地區市場之收入及分部資料詳載於隨附之綜合財務報表附註5。

主要客戶及供應商

截至二零一一年三月三十一日止年度，萬順昌集團首五大客戶佔萬順昌集團總收入不足30%，而萬順昌集團首五大供應商則佔萬順昌集團總採購額約45%，其中萬順昌集團最大之供應商佔萬順昌集團總採購額約14%。

各董事、彼等之聯繫人士或任何股東（就本公司董事所知擁有本公司股本5%以上之股東）概無擁有萬順昌集團首五大供應商之實質權益。

業績及溢利分配

萬順昌集團截至二零一一年三月三十一日止年度之業績詳載於本年報第39頁之綜合損益表。

本年度中期現金股息每股普通股1.3港仙經已於年度內宣佈及派發，而董事會已決議建議派發末期現金股息每股普通股0.6港仙。截至二零一一年三月三十一日止年度之已付及應付現金股息總額為每股普通股1.9港仙或約7,869,000港元（二零一零年：22,361,000港元）。

股本及購股權

有關本公司股本及購股權之詳情分別載於隨附之綜合財務報表附註30及31。

儲備及保留盈利

萬順昌集團及本公司之儲備及保留盈利於本年度之變動情況載於隨附之綜合財務報表附註32。

於二零一一年三月三十一日，本公司可供分派予其股權持有人之儲備約為53,986,000港元（二零一零年：53,986,000港元）及保留盈利約為10,699,000港元（二零一零年：15,028,000港元）。

買賣或贖回本公司的股份

本公司或其任何附屬公司概無於截至二零一一年三月三十一日止年度內購入、售出或贖回本公司任何股份。

董事會報告

優先購買權

本公司之公司細則及百慕達法例均無任何關於優先購買權之規定。

物業、廠房及設備、投資物業及土地使用權

物業、廠房及設備、投資物業及租賃土地及土地使用權於本年度之變動詳情分別載於隨附之綜合財務報表附註15、16及17。

附屬公司及聯營公司

各本公司附屬公司及聯營公司之詳情分別載於隨附之綜合財務報表附註18及19。

借貸

有關借貸於二零一一年三月三十一日之詳情載於隨附之綜合財務報表附註29。

退休金計劃

退休金計劃之詳情載於隨附之綜合財務報表附註8。

慈善捐款

於本年度，萬順昌集團共捐出慈善捐款約762,000港元（二零一零年：1,218,000港元）。

董事及董事之服務合約

本年度及截至本年報日期止之在任本公司董事（「董事」）為：

執行董事

姚祖輝先生，主席
唐世銘先生
林耿先生

非執行董事

Frank Muñoz先生（於二零一一年六月十七日委任）

獨立非執行董事

Harold Richard Kahler先生
譚競正先生
徐林寶先生

根據本公司之公司細則第86(2)及87(1)條規定，Frank Muñoz先生、譚競正先生及徐林寶先生將告退並同意於應屆股東週年大會膺選連任。

Harold Richard Kahler先生與本公司已訂立一份為期三年之僱用合約，直至二零一二年十二月三十一日為止。

除上述披露者外，各董事與萬順昌集團之間概無任何由萬順昌集團若不給予補償（法定補償除外）則於一年內不可終止之服務合約。

董事會報告

董事於股份、相關股份及債權證之權益及淡倉

於二零一一年三月三十一日，董事及本公司之最高行政人員於本公司或其任何相聯法團（定義見證券及期貨條例（「證券及期貨條例」）第XV部）之本公司股本中每股面值0.10港元之股份（「股份」）、相關股份及債權證中擁有之權益及淡倉包括(a)根據證券及

期貨條例第XV部第7及第8分部必須知會本公司及香港聯合交易所有限公司（「聯交所」）（包括根據證券及期貨條例之該等規定被認為或視作擁有之權益及淡倉）；或(b)必須列入根據證券及期貨條例第352條予以存置之登記冊內；或(c)根據上市發行人董事進行證券交易的標準守則（「標準守則」）必須知會本公司及聯交所之權益及淡倉載列如下：

(i) 本公司之股份及購股權之權益

董事名稱	身份	董事應佔權益	購股權數目		累計權益	
			股份數目	概約百分比		
姚祖輝先生（「姚先生」）	受控制公司， Huge Top之權益 （附註a）	被視作擁有之 權益（間接）	173,424,000	41.88%	-	173,424,000
			2,512,000	0.61%	1,500,000	4,012,000
			175,936,000	42.49%	1,500,000	177,436,000
唐世銘先生	實益擁有人	100%（直接）	142,000	0.03%	500,000	642,000
Harold Richard Kahler 先生	實益擁有人	100%（直接）	66,000	0.02%	1,000,000	1,066,000
林耿先生	實益擁有人	100%（直接）	-	-	3,815,000	3,815,000
譚競正先生	實益擁有人	100%（直接）	-	-	1,000,000	1,000,000
徐林寶先生	實益擁有人	100%（直接）	-	-	1,000,000	1,000,000

附註：

- 於二零一一年三月三十一日，Huge Top Industrial Ltd.（「Huge Top」）持有173,424,000股股份。姚先生乃Huge Top兩名董事之一，而Huge Top餘下之董事為姚潔莉小姐（乃姚先生之姊）。姚先生直接持有約11.90%及透過Perfect Capital International Corp.（「Perfect Capital」）間接擁有Huge Top已發行股份約42.86%，並在Huge Top之股東大會上擁有多於三份一之投票權。姚先生擁有Perfect Capital全部已發行股本。前述董事於股份之該等權益乃屬公司權益。
- 董事於本公司購股權之權益已獨立在下節「購股權計劃」披露。

董事會報告

(ii) 相聯法團之權益 — Huge Top

董事名稱	身份	董事應佔權益	股份數目	概約百分比
姚先生 (請閱上文(i)附註a)	受控制公司，Perfect Capital之權益	被視作擁有之權益 (間接)	36	42.86%
	實益擁有人	100% (直接)	10	11.90%
			46	54.76%
唐世銘先生	實益擁有人	100% (直接)	13	15.48%

除上文所披露者外，於二零一一年三月三十一日，董事、本公司之最高行政人員或彼等之聯繫人概無擁有根據證券及期貨條例有關本公司或其任何相聯法團之股份、相關股份或債權證中任何個人、家族、公司或其他權益或淡倉包括(a)根據證券及期貨條例第XV部第7及第8分部必須知會本公司及聯交所(包括根據證券及期貨條例之該等規定被認為或視作擁有之權益或淡倉)；或(b)必須列入根據證券及期貨條例第352條予以存置之登記冊內；或(c)根據標準守則必須知會本公司及聯交所之權益或被視作擁有之權益或淡倉。

除上述者外，於年內任何時間，本公司及其任何附屬公司並無訂立任何安排，以使董事或彼等之任何配偶或十八歲以下之子女有權透過購買本公司或任何其他法人團體之股份或債權證而從中獲益，以及概無董事或最高行政人員或彼等各自之配偶或十八歲以下之子女已獲授任何權利以認購本公司股份或債務證券或已行使該等權利。

董事會報告

董事之合約權益

除隨附之賬目附註9所披露者外，於本年度終結或年內任何時間，本公司或其任何附屬公司概無訂立任何涉及萬順昌集團業務而任何其董事或管理階層於其中直接或間接擁有重大權益之重要合約。

根據證券及期貨條例第XV部第2及第3分部須披露人士之權益及淡倉

除上文「董事於股份、相關股份及債權證之權益及淡倉」一節所披露之權益外，於二零一一年三月三十一日，按本公司根據證券及期貨條例第336條須存置於登記冊之記錄，下列實體於股份及相關股份中擁有根據證券及期貨條例第XV部第2及第3分部須向本公司披露之權益或淡倉：

姓名	身份	股份數目	概約百分比	購股權數目	累計權益
Huge Top	實益擁有人	173,424,000	41.88%	–	173,424,000
Perfect Capital	受控制公司之權益	173,424,000 (附註a)	41.88%	–	173,424,000
姚潔莉女士	受控制公司之權益	173,424,000 (附註b)	41.88%	–	173,424,000
	實益擁有人	2,000,000	0.48%	1,000,000	3,000,000
		175,424,000	42.36%	1,000,000	176,424,000
Penta Investment Advisers Limited	投資經理	33,100,000	7.99%	–	33,100,000
John Zwaanstra	受控制公司之權益	33,100,000 (附註c)	7.99%	–	33,100,000

附註：

- (a) 於二零一一年三月三十一日，Huge Top持有173,424,000股股份。Perfect Capital擁有Huge Top已發行股份約42.86%，並在Huge Top之股東大會上擁有多於三份一之投票權，因此透過Huge Top被視為持有該等股份。
- (b) 於二零一一年三月三十一日，Huge Top持有173,424,000股股份。姚潔莉女士乃Huge Top兩名董事之一，而Huge Top餘下之董事為姚先生（乃姚潔莉女士之弟），因此透過Huge Top被視為持有該等股份。
- (c) 於二零一一年三月三十一日，John Zwaanstra先生對投資經理Penta Investment Advisers Limited（「Penta」）擁有直接控制權，因此被視作控制Penta及其全資附屬公司及受其控制的其他實體所持有合共33,100,000股股份的投票權。

除上文所披露者外，於二零一一年三月三十一日，董事並不知悉有任何其他人士（董事或本公司最高行政人員除外）於本公司或任何相關法團（定義見證券及期貨條例第XV部）之股份、相關股份或債權證中擁有根據證券及期貨條例第XV部第2及第3分部須向本公司披露之權益或淡倉。

購股權計劃

本公司由二零零一年十一月十二日已採納一項購股權計劃（「購股權計劃」），而本公司可如購股權計劃所列向參與人士授予購股權。購股權計劃之條款已刊於二零零一年十月本公司寄予股東之通函內。購股權計劃的摘要如下：

1. 購股權計劃目的

獎勵參與人士為萬順昌集團作出貢獻，及／或使萬順昌集團得以羅致及／或留用具才幹之僱員，以及吸納可效力萬順昌集團之寶貴人力資源。

2. 購股權計劃的參與人士

萬順昌集團任何成員公司之任何僱員、代理人、顧問或代表、包括任何執行或非執行董事、或符合購股權計劃甄選準則之任何其他人士。

3. 根據購股權計劃可發行股份總數及於本年報日期佔已發行股本百分比

經於二零一零年九月二日所舉行之本公司股東週年大會（「二零一零年股東週年大會」）上批准更新購股權計劃授權限額後，根據購股權計劃，本公司初步可授予涉及41,412,825股股份（佔本公司於二零一零年九月二日（二零一零年股東週年大會日期）之已發行股本約10%及佔本公司於本年報日期之已發行股本約10%）之購股權。

於任何時間根據購股權計劃及本公司及／或其附屬公司任何其他購股權計劃所有已授出而尚未行使之購股權獲行使時可予發行之股份最高之數目，不得超過不時已發行股份30%。倘授出購股權將導致超出該30%限額，則不得根據本公司或其任何附屬公司之任何購股權計劃授出購股權。

董事會報告

4. 每位參與人士根據購股權計劃可認購的最高數額

根據購股權計劃以及本公司及／或其附屬公司之任何其他購股權計劃，在任何12個月期間內，向每位參與人士授予購股權而因行使購股權（包括已行使、已註銷及尚未行使之購股權）獲發行及將予發行之股份總數，不得超過已發行股份數目之1%。

5. 根據購股權須認購股份的期限

自購股權提出授予之日起計不得超過十年。

6. 須於行使前持有購股權的最短期限

並無此特定之最短期限及購股權可根據購股權計劃之條款在董事會知會各承授人之期間內任何時間行使。

7. 申請或接納購股權的應付金額以及付款或通知付款的期限或償還申請購股權貸款的期限

承授人倘接納購股權後，必須於提出授予日期起計28日內向本公司繳交10港元，此款項將不獲退還。

8. 釐定行使價的基準

購股權之行使價最少將以下列中最高者為準：

- a. 股份於提出授予購股權當日（須為營業日）聯交所每日報價表所列之收市價；
- b. 股份於緊接提出授予購股權日期前五個交易日在聯交所每日報價表所列之平均收市價；及
- c. 股份面值。

9. 購股權計劃的剩餘期限

購股權計劃將由採納日（即二零零一年十一月十二日）起十年內一直生效及有效。

購股權計劃將於二零一一年十一月十一日屆滿。

本公司將會尋求股東於應屆股東週年大會上批准採納全新之購股權計劃及終止購股權計劃（即不得再授出購股權），並於應屆股東週年大會結束後生效。有關建議之詳情連同應屆股東週年大會通告將載列於隨附年報向股東寄發之通函內。

董事會報告

於年度內，按購股權計劃尚未行使之購股權如下：

參與者 姓名或類別	授予日期	行使期	每股 行使價	購股權數目				
				年初 千份	年內授予 千份	年內行使 千份	年內失效 千份	年末 千份
董事： 姚先生	二零零六年九月十三日	二零零七年九月十三日至 二零一六年九月十二日	0.90港元	1,500	-	-	-	1,500
唐世銘先生	二零零三年九月十九日	二零零五年九月十九日至 二零一三年九月十八日	1.418港元	300	-	-	-	300
	二零零六年九月十三日	二零零七年九月十三日至 二零一六年九月十二日	0.90港元	200	-	-	-	200
譚競正先生	二零零八年六月十九日	二零零八年六月十九日至 二零一八年六月十八日	0.78港元	1,000	-	-	-	1,000
Harold Richard Kahler先生	二零零八年六月十九日	二零零八年六月十九日至 二零一八年六月十八日	0.78港元	1,000	-	-	-	1,000
徐林寶先生	二零零八年六月十九日	二零零八年六月十九日至 二零一八年六月十八日	0.78港元	1,000	-	-	-	1,000
林耿先生	二零一零年七月十九日	二零一二年六月一日至 二零二零年七月十八日	0.828港元	-	3,815	-	-	3,815
小計				5,000	3,815	-	-	8,815
僱員： 共計	二零零三年五月七日	二零零五年五月七日至 二零一三年五月六日 (附註2)	0.97港元	730	-	-	(30)	700
共計	二零零三年九月十九日	二零零五年九月十九日至 二零一三年九月十八日	1.418港元	1,000	-	-	-	1,000
共計	二零零六年九月十三日	二零零七年九月十三日至 二零一六年九月十二日	0.90港元	700	-	-	-	700
共計	二零零九年九月十八日	二零一一年九月十八日至 二零一九年九月十七日 (附註3)	0.586港元	5,600	-	-	(1,000)	4,600
共計	二零零九年十月十三日	二零零九年十月十三日至 二零一九年十月十二日	0.504港元	10,500	-	-	-	10,500
小計				18,530	-	-	(1,030)	17,500
其他： 共計	二零零三年五月二日	二零零三年五月二日至 二零一三年五月一日	0.98港元	1,000	-	-	-	1,000
共計	二零零九年十月十三日	二零零九年十月十三日至 二零一九年十月十二日	0.504港元	6,000	-	-	-	6,000
小計				7,000	-	-	-	7,000
購股權計劃總計				30,530	3,815	-	(1,030)	33,315

董事會報告

附註：

- 於購股權計劃，購股權未獲准行使期由授出當日開始直至行使期開始當日止。
- 以每股0.97港元認購股份之購股權可按以下方式全面或部分行使：
 - 於二零零五年五月七日至二零零六年五月六日期間，持有人最多可行使30%此等股份的購股權。
 - 於二零零六年五月七日至二零零七年五月六日期間，持有人最多可行使70%此等股份的購股權（以按照上文(i)段以尚未行使者為限）。
 - 於二零零七年五月七日至二零一三年五月六日期間，持有人可悉數行使購股權（以按照上文(i)及(ii)段以尚未行使者為限）。
- 以每股0.586港元認購股份之購股權可按以下方式全面或部分行使：
 - 於二零一一年九月十八日至二零一二年九月十七日期間，持有人最多可行使33.33%此等股份的購股權。
 - 於二零一二年九月十八日至二零一三年九月十七日期間，持有人最多可行使66.66%此等股份的購股權（以按照上文(i)段以尚未行使者為限）。
 - 於二零一三年九月十八日至二零一四年九月十七日期間，持有人可悉數行使購股權（以按照上文(i)及(ii)段以尚未行使者為限）。

除上文所披露外，於年度內並無購股權獲授予、行使、失效或註銷。

關連人士交易

與關連人士之交易詳情載於隨附之綜合財務報表附註37。

關連交易

於二零一零年六月七日，萬順昌行有限公司（「萬順昌行」）及Tent Need Holdings Limited（「Tent Need」）

訂立買賣協議，據此，萬順昌行同意出售及Tent Need同意購買位於香港健康東街39號柯達大廈2期9樓之10號工場（「該物業」），代價為15,000,000港元（「該買賣協議」）。

根據聯交所證券上市規則（「上市規則」）第14A章，Tent Need之最終擁有人為本公司執行董事姚先生姐姐之配偶，故彼為本公司之關連人士及萬順昌行按該買賣協議向Tent Need出售該物業構成本公司之關連交易。

該物業由萬順昌集團持有以賺取租金收入。董事認為出售該物業乃萬順昌集團把握近期市況擴大萬順昌集團營運資金之良機。董事認為完成出售該物業將為萬順昌集團提供額外財務資源，而不會對萬順昌集團之業務營運造成任何不利影響。

董事於競爭性業務之權益

截至二零一一年三月三十一日止年度，董事或本公司控權股東或其各自之聯繫人士概無於與本公司集團業務構成或可能構成競爭的業務中擁有權益或對萬順昌集團直接或間接構成任何其他利益衝突。

公眾持股量

於本年報日期根據本公司所得悉及董事亦知悉之公開資料，本公司一直維持上市規則所訂明之公眾持股量。

核數師

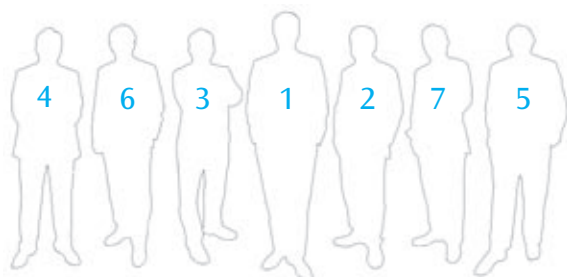
隨附之綜合財務報表由羅兵咸永道會計師事務所審核。本公司將於應屆股東週年大會上提呈一項續聘其於來年擔任本公司核數師之決議案。

代表董事會

主席
姚祖輝

香港，二零一一年六月十七日

董事履歷



1. 姚祖輝先生
2. 唐世銘先生
3. 林耿先生
4. Frank Muñoz先生
5. Harold Richard Kahler先生
6. 譚競正先生
7. 徐林寶先生

執行董事

姚祖輝先生

四十五歲，本公司主席兼行政總裁。姚先生畢業於柏克萊加州大學及哈佛商學研究院。姚先生之公職服務包括中國人民政治協商會議上海市常委、中華全國青年聯合會常委、中央企業青年副主席、上海市青年聯合會副主席、香港青年聯會前主席、上海復旦大學校董、香港大學校董及香港大律師紀律審裁團委員。彼於二零零四年榮獲「二零零四年香港青年工業家獎」。彼亦於二零零八年被香港特區政府授予太平紳士。姚先生亦為於香港聯合交易所有限公司主板上市之開達集團有限公司之獨立非執行董事。姚先生亦為於香港聯合交易所有限公司創業板上市之北亞策略控股有限公司之非執行董事。姚先生亦為本公司大部分附屬公司之董事。

董事履歷

唐世銘先生

四十九歲，為本公司執行董事，負責常務行政工作。彼從事國際貿易逾十九年，唐先生全面參與萬順昌集團之倉務管理、物業投資及中國業務運作。彼並協助萬順昌集團於香港及中國內地設立新生產設施。唐先生亦為中國人民政治協商會議廣州市黃埔區委員會委員。唐先生於一九八七年加入萬順昌集團。彼亦為本公司多間附屬公司之董事。

林耿先生

四十一歲，於二零一零年六月一日加入本公司出任財務總監及營運總監，其後更於二零一零年七月九日被委任為執行董事。彼尤其於合併和承購方面擁有超過十五年財務經驗。林先生於二零零八年至二零零九年出任澳門威尼斯人度假村酒店之財務副總裁；及於二零零六年至二零零八年出任於開曼群島成立及於中國營運之亞新科工業技術有限公司之全球財務總監。林先生於二零零三年至二零零六年出任伊士曼柯達公司之亞太區財務總監。林先生為於新加坡證券交易所上市之達派國際控股有限公司（前稱「中國箱包國際有限公司」）之獨立董事及審核委員及於紐約證券交易所上市之邁瑞醫療國際股份有限公司之獨立董事、審核委員、薪酬及提名委員會主席。林先生亦為銳迪科微電子有限公司之獨立董事及審核委員，該公司於納斯達克全球市場上市。林先生於新加坡之南洋理工大學取得財務及管理會計學士及於多間著名商學院如史丹佛大學商學研究院及哈佛商學研究院，修讀多個行政人員課程。林先生為會計師及新加坡會計師協會之會員。林先生亦分別為香港董事學會及新加坡董事學會之資深會員及會員。林先生亦為本公司一間附屬公司之董事。

非執行董事

Frank Muñoz先生

四十二歲，擁有電子工程學士學位。彼為瑞爾盛中國有限公司之總裁及行政總裁和Ryerson Asia Limited之總裁。彼亦為瑞爾盛中國集團及神鋼商事株式會社之合營企業之營運委員會主席及為位於中國南沙之廣州寶鋼井昌鋼材配送有限公司（乃瑞爾盛中國集團、上海寶鋼集團有限公司及日本三井物產株式會社之合營企業）之董事。Muñoz先生於1989年加入Ryerson Inc.及出任多個有關銷售及營運之職位。於一九九四年，彼為Ryerson de Mexico SA de CV之領導團隊一份子。由一九九八年至二零零六年，彼為Ryerson de Mexico SA de CV之總裁及營運總監。於二零零六年，彼移師到中國並成為Ryerson Inc.之國際副總裁及萬順昌瑞爾盛中國有限公司（名稱已變更為「瑞爾盛中國有限公司」）之董事。Muñoz先生於二零零六年四月至二零零九年六月為Tata Ryerson India Limited之執行委員會及薪酬委員會成員及董事；於二零零七年十月至二零零九年六月亦為Tata Ryerson India Limited董事會主席，Tata Ryerson India Limited為Ryerson Inc.及Tata Steel Ltd.之合營企業。Muñoz先生亦為上海美國商會之會員。彼亦為瑞爾盛中國有限公司所有附屬公司之主席。

獨立非執行董事

Harold Richard Kahler先生

六十四歲，為資深國際商業專材，專注建議企業於大中華地區擴展其業務。Kahler先生畢業於喬治華盛頓大學，獲頒經濟碩士學位，並獲喬治城大學頒發法律博士。Kahler先生對亞洲事務具豐富經驗。從一九九零年至二零零二年年中，彼曾任職於亞洲區之Caterpillar Inc. – 首先出任P.T. Natra Raya（於印尼營運製造及裝配）之董事總經理，繼後出任Caterpillar China之總裁，負責成立新商業附屬公司處理Caterpillar於中國地區日益增加之權益及投資。出任Caterpillar及美國政府之其他工作時，令Kahler先生於日本、越南及其他亞洲經濟事宜上更具閱歷。於二零零二年，Kahler先生曾出任香港之美國總商會主席。Kahler先生亦為本公司一間附屬公司之董事。

譚競正先生

六十二歲，彼於二零零四年九月加入萬順昌集團。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。彼亦為香港華人會計師公會前任會長。

譚先生亦出任其他五間於香港聯合交易所有限公司主板上市之公司（即中建電訊集團有限公司、信星鞋業集團有限公司、首長四方（集團）有限公司、星光集團有限公司及中國西部水泥有限公司）以及一間於香港聯合交易所有限公司創業板上市之公司（北亞策略控股有限公司）之獨立非執行董事。

徐林寶先生

六十二歲，持有上海復旦大學之高級管理人員工商管理碩士，彼為高級經濟師。徐先生於一九九九年至二零零六年五月為中國房地產協會常務理事、於一九九九年至二零零五年六月為中國房地產協會經營管理委員會理事長、而現職上海市社科院房地產研究中心副理事長、易居中國房地產研發中心理事長。徐先生亦於一九九九年至二零零六年一月擔任上海市房地產協會副會長及於一九九六年至二零零五年十二月擔任上海房地集團董事長。

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Independent Auditor's Report

獨立核數師報告

TO THE SHAREHOLDERS OF VAN SHUNG CHONG HOLDINGS LIMITED

(incorporated in Bermuda with limited liability)

We have audited the consolidated financial statements of Van Shung Chong Holdings Limited (the “Company”) and its subsidiaries (together, the “VSC Group”) set out on pages 39 to 168, which comprise the consolidated and company statement of financial position as at 31st March 2011, and the consolidated income statement, the consolidated statement of comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and a summary of significant accounting policies and other explanatory information.

Directors' Responsibility for the Consolidated Financial Statements

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

Auditor's Responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audit and to report our opinion solely to you, as a body, in accordance with Section 90 of the Companies Act 1981 of Bermuda and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

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

致萬順昌集團有限公司 股東

(於百慕達註冊成立的有限公司)

本核數師(以下簡稱「我們」)已審核列載於第39至168頁萬順昌集團有限公司(「貴公司」)及其附屬公司(以下合稱「貴集團」)的綜合財務報表，此綜合財務報表包括於二零一一年三月三十一日的綜合及公司財務狀況表與截至該日止年度的綜合損益表、綜合全面損益表、綜合權益變動表和綜合現金流量表，以及主要會計政策概要及其他附註解釋資料。

董事就綜合財務報表須承擔的責任

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

核數師的責任

我們的責任是根據我們的審核對該等綜合財務報表作出意見，並按照百慕達一九八一年《公司法》第90條僅向整體股東報告，除此之外本報告別無其他目的。我們不會就本報告的內容向任何其他人士負上或承擔任何責任。

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

Independent Auditor's Report 獨立核數師報告

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

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

Opinion

In our opinion, the consolidated financial statements give a true and fair view of the state of affairs of the Company and of the VSC Group as at 31st March 2011, and of the VSC 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.

PricewaterhouseCoopers
Certified Public Accountants

Hong Kong, 17th June 2011

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

我們相信，我們所獲得的審核憑證是充足和適當地為我們的審核意見提供基礎。

意見

我們認為，該等綜合財務報表已根據香港財務報告準則真實而公平地反映 貴公司及 貴集團於二零一一年三月三十一日的事務狀況及 貴集團截至該日止年度的利潤及現金流量，並已按照香港《公司條例》的披露規定妥為編製。

羅兵咸永道會計師事務所
執業會計師

香港，二零一一年六月十七日

Consolidated Income Statement

綜合損益表

For the year ended 31st March 2011 截至二零一一年三月三十一日止年度

		二零一一年 2011 千港元 HK\$'000	二零一零年 2010 千港元 HK\$'000	
	附註 Note			
Revenue	5	4,207,768	3,251,836	收入
Cost of sales	7	(4,018,827)	(2,953,474)	銷售成本
Gross profit		188,941	298,362	毛利
Other gains – net	6	44,426	5,239	其他收益 – 淨額
Selling and distribution expenses	7	(27,657)	(20,857)	銷售及分銷支出
General and administrative expenses	7	(136,164)	(146,418)	一般及行政支出
Operating profit		69,546	136,326	經營溢利
Finance income	10	858	1,314	財務收入
Finance costs	10	(24,126)	(19,982)	財務費用
Share of profits/(losses) of associates – net	19	6,626	(12,896)	應佔聯營公司溢利/ (虧損) – 淨額
Profit before income tax		52,904	104,762	除稅前溢利
Income tax expense	11	(14,010)	(22,279)	所得稅支出
Profit for the year		38,894	82,483	年度溢利
Attributable to:				應佔：
Equity holders of the Company	12	31,032	75,221	本公司股權持有人
Non-controlling interest		7,862	7,262	非控制性權益
		38,894	82,483	
Earnings per ordinary share for profit attributable to the equity holders of the Company during the year				本年度本公司股權持有人應佔溢利計算之每股普通股盈利
– Basic	14	HK7.49 cents港仙	HK18.71 cents港仙	– 基本
– Diluted	14	HK7.34 cents港仙	HK18.62 cents港仙	– 攤薄
Dividends	13	7,869	22,361	股息

The notes are an integral part of these consolidated financial statements.

附註為綜合財務報表整體之一部分。

Consolidated Statement of Comprehensive Income

綜合全面損益表

For the year ended 31st March 2011 截至二零一一年三月三十一日止年度

	二零一一年 2011 千港元 HK\$'000	二零一零年 2010 千港元 HK\$'000	
Profit for the year	38,894	82,483	年度溢利
Other comprehensive income			其他全面收入
Currency translation differences	10,883	1,611	貨幣匯兌差額
Total comprehensive income for the year	49,777	84,094	年度全面收入總額
Total comprehensive income attributable to:			應佔全面收入總額：
– Equity holders of the Company	40,383	76,832	– 本公司股權持有人
– Non-controlling interest	9,394	7,262	– 非控制性權益
	49,777	84,094	

The notes are an integral part of these consolidated financial statements.

附註為綜合財務報表整體之一部分。

Statement of Financial Position

財務狀況表

As at 31st March 2011 於二零一一年三月三十一日

	附註 Note	綜合 Consolidated		本公司 Company		
		二零一一年 2011	二零一零年 2010	二零一一年 2011	二零一零年 2010	
		千港元 HK\$'000	千港元 HK\$'000	千港元 HK\$'000	千港元 HK\$'000	
Non-current assets						非流動資產
Property, plant and equipment	15	16,130	21,441	–	–	物業、廠房及設備
Investment property	16	20,000	15,000	–	–	投資物業
Intangible asset	21	10,692	–	–	–	無形資產
Land use rights	17	10,728	10,930	–	–	土地使用權
Investments in subsidiaries	18	–	–	517,273	528,888	於附屬公司之投資
Investments in associates	19	156,184	241,304	–	–	於聯營公司之投資
Deferred income tax assets	20	22,951	25,267	–	–	遞延所得稅資產
Derivative financial instruments	22	2,294	–	–	–	衍生金融工具
Total non-current assets		238,979	313,942	517,273	528,888	非流動資產總額
Current assets						流動資產
Inventories	23	389,864	245,720	–	–	存貨
Trade and bill receivables	24	497,362	409,826	–	–	應收賬款及票據
Loan receivables	24	19,000	24,500	–	–	應收貸款
Prepayments, deposits and other receivables	25	142,032	178,756	61	–	預付款項、按金及其他應收賬款
Derivative financial instruments	22	103	990	–	–	衍生金融工具
Amounts due from associates	19	23,103	52,344	–	–	應收聯營公司
Pledged bank deposits	26	41,624	57,182	12,287	12,248	已抵押銀行存款
Cash and cash equivalents	26	485,868	160,935	438	381	現金及現金等值
Total current assets		1,598,956	1,130,253	12,786	12,629	流動資產總額
Current liabilities						流動負債
Trade and bill payables	27	313,935	247,473	–	–	應付賬款及票據
Receipts in advance		145,621	24,888	–	–	預收款項
Accrued liabilities and other payables	28	90,997	99,399	125	107	應計負債及其他應付賬款
Derivative financial instruments	22	13	–	13	–	衍生金融工具
Current income tax liabilities		7,932	7,105	–	–	流動所得稅負債
Borrowings	29	600,144	410,281	3,876	7,764	借貸
Total current liabilities		1,158,642	789,146	4,014	7,871	流動負債總額
Net current assets		440,314	341,107	8,772	4,758	流動資產淨額
Total assets less current liabilities		679,293	655,049	526,045	533,646	總資產減流動負債
Non-current liabilities						非流動負債
Derivative financial instruments	22	128	133	–	133	衍生金融工具
Deferred income tax liabilities	20	1,373	5	–	–	遞延所得稅負債
Borrowings	29	–	3,925	–	3,925	借貸
Total non-current liabilities		1,501	4,063	–	4,058	非流動負債總額
Net assets		677,792	650,986	526,045	529,588	資產淨額

Statement of Financial Position

財務狀況表

As at 31st March 2011 於二零一一年三月三十一日

	附註 Note	綜合 Consolidated		本公司 Company		
		二零一一年 2011 千港元 HK\$'000	二零一零年 2010 千港元 HK\$'000	二零一一年 2011 千港元 HK\$'000	二零一零年 2010 千港元 HK\$'000	
Equity						權益
Capital and reserves attributable to equity holders of the Company						本公司股權持有人應佔股本及儲備
Share capital	30	41,413	41,413	41,413	41,413	股本
Reserves	32					儲備
– Proposed final dividend	13	2,485	9,939	2,485	9,939	– 建議末期股息
– Others		600,758	569,805	482,147	478,236	– 其他
		644,656	621,157	526,045	529,588	
Non-controlling interest		33,136	29,829	–	–	– 非控制性權益
Total equity		677,792	650,986	526,045	529,588	權益總額

姚祖輝
Yao Cho Fai, Andrew
主席
Chairman

林耿
Lim Kern
執行董事
Executive Director

The notes are an integral part of these consolidated financial statements.

附註為綜合財務報表整體之一部分。

Consolidated Statement of Changes in Equity

綜合權益變動表

For the year ended 31st March 2011 截至二零一一年三月三十一日止年度

	本公司股權持有人應佔 Attributable to equity holders of the Company					非控制性權益 Non-controlling interest	權益總額 Total equity	
	股本 Share capital	其他儲備 Other reserves	保留盈利 Retained earnings	總額 Total	總額 Total			
	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	
	(附註30) (Note 30)	(附註32) (Note 32)	(附註32) (Note 32)					
As at 1st April 2009	38,143	494,405	5,779	538,327	23,209	561,536		於二零零九年 四月一日
Profit for the year	–	–	75,221	75,221	7,262	82,483		年度溢利
Other comprehensive income								其他全面收入
– Currency translation differences	–	1,611	–	1,611	–	1,611		– 貨幣匯兌 差額
Total comprehensive income	–	1,611	75,221	76,832	7,262	84,094		全面收入總額
Transfer from retained earnings	–	407	(407)	–	–	–		轉撥自保留盈利
Issuance of shares								股份發行
– share placement	3,160	12,640	–	15,800	–	15,800		– 配股
Issuance of shares								股份發行
– exercise of share options	110	484	–	594	–	594		– 行使購股權
Lapse of share options	–	(11)	11	–	–	–		失效之購股權
Share option scheme								購股權計劃
– value of services	–	2,026	–	2,026	–	2,026		– 服務價值
Dividends paid to equity holders of the Company	–	–	(12,422)	(12,422)	–	(12,422)		已付本公司股權 持有人之股息
Dividends paid to a non-controlling shareholder of a subsidiary	–	–	–	–	(642)	(642)		已付一間附屬公司之 一位非控制性 股東之股息
As at 31st March 2010	41,413	511,562	68,182	621,157	29,829	650,986		於二零一零年 三月三十一日
As at 1st April 2010	41,413	511,562	68,182	621,157	29,829	650,986		於二零一零年 四月一日
Profit for the year	–	–	31,032	31,032	7,862	38,894		年度溢利
Other comprehensive income								其他全面收入
– Currency translation differences	–	9,351	–	9,351	1,532	10,883		– 貨幣匯兌 差額
Total comprehensive income	–	9,351	31,032	40,383	9,394	49,777		全面收入總額
Transfer from retained earnings	–	430	(430)	–	–	–		轉撥自保留盈利
Lapse of share options	–	(7)	7	–	–	–		失效之購股權
Share option scheme								購股權計劃
– value of services	–	793	–	793	–	793		– 服務價值
Dividends paid to equity holders of the Company	–	–	(15,323)	(15,323)	–	(15,323)		已付本公司股權 持有人之股息
Disposal of interest in an associate	–	(2,354)	–	(2,354)	–	(2,354)		出售一間聯營公司 之權益
Dividends paid to a non-controlling shareholder of a subsidiary	–	–	–	–	(6,431)	(6,431)		已付一間附屬公司之 一位非控制性股東 之股息
Capital contribution by a non-controlling shareholder of a subsidiary	–	–	–	–	344	344		一間附屬公司之 一位非控制性股東 之資本投入
As at 31st March 2011	41,413	519,775	83,468	644,656	33,136	677,792		於二零一一年 三月三十一日

The notes are an integral part of these consolidated financial statements.

附註為綜合財務報表整體之一部分。

Consolidated Statement of Cash Flows

綜合現金流量表

For the year ended 31st March 2011 截至二零一一年三月三十一日止年度

		二零一一年 2011 千港元 HK\$'000	二零一零年 2010 千港元 HK\$'000	
	附註 Note			
Cash flows from operating activities				經營活動之現金流
Cash generated from operations	33(a)	39,254	158,407	經營產生之現金
Interest received		858	1,314	已收利息
Interest paid		(16,057)	(10,612)	已付利息
Hong Kong profits tax (paid)/refunded		(2,042)	785	(已付)/收回香港 利得稅
China corporate income tax paid		(7,332)	(4,161)	已付中國企業所得稅
Macau profits tax paid		–	(88)	已付澳門利得稅
Net cash generated from operating activities		14,681	145,645	經營活動產生之 現金淨額
Cash flows from investing activities				投資活動之現金流
Purchase of property, plant and equipment		(1,620)	(7,695)	購置物業、廠房及設備
Proceeds from disposals of property, plant and equipment	33(b)	226	187	出售物業、廠房及 設備之所得款項
Acquisition of an intangible asset	33(e)	(5,940)	–	收購一項無形資產
Proceeds from disposal of interest in an associate	33(d)	136,290	–	出售一間聯營公司之 權益之所得款項
Proceeds from disposal of a club debenture		2,038	–	出售一項會籍之所得款項
Proceeds from disposal of available-for- sales financial assets upon disposal of a subsidiary	33(c)	–	2,211	出售一間附屬公司引致 出售可供出售之財務 資產之所得款項
Purchase of an investment property		(20,273)	–	購置一項投資物業
Proceeds from disposal of an investment property		15,000	23,448	出售一項投資物業之 所得款項
Amount recovered from a fully impaired available-for-sale financial asset		388	386	收回一項已全數減值之 可供出售之財務資產
Net cash inflow from investing activities		126,109	18,537	投資活動流入之 現金淨額

Consolidated Statement of Cash Flows

綜合現金流量表

For the year ended 31st March 2011 截至二零一一年三月三十一日止年度

	二零一一年 2011 千港元 HK\$'000	二零一零年 2010 千港元 HK\$'000	
附註 Note			
Cash flows from financing activities			融資活動之現金流
New bank loans	35,970	49,885	新增銀行貸款
Repayment of bank loans	(18,409)	(83,065)	償還銀行貸款
Net increase/(decrease) in trust receipt bank loans	168,395	(53,678)	信託收據銀行貸款之 淨增加/(減少)
Decrease/(increase) in pledged bank deposits	15,558	(21,289)	已抵押銀行存款減少/ (增加)
Dividends paid to equity holders of the Company	(15,323)	(12,422)	已付本公司股權持有人 之股息
Dividends paid to a non-controlling shareholder of a subsidiary	(6,431)	(642)	已付一間附屬公司之一 位非控制性股東之股息
Proceeds from issuance of shares – exercise of share options	–	594	股份發行 – 行使購股權 之所得款項
Capital contribution by a non-controlling shareholder of a subsidiary	344	–	一間附屬公司之一位非 控制性股東之資本投入
Proceeds from issuance of shares – share placement	–	15,800	股份發行 – 配股之 所得款項
Net cash inflow/(outflow) from financing activities	180,104	(104,817)	融資活動流入/(流出) 之現金淨額
Increase in cash and cash equivalents	320,894	59,365	現金及現金等值之增加
Cash and cash equivalents, beginning of the year	160,935	100,679	年初之現金及 現金等值
Translation adjustments	4,039	891	匯兌調整
Cash and cash equivalents, end of the year	485,868	160,935	年終之現金及現金等值

The notes are an integral part of these consolidated financial statements.

附註為綜合財務報表整體之一部分。

Notes to the Consolidated Financial Statements

綜合財務報表附註

1 GENERAL INFORMATION

Van Shung Chong Holdings Limited (the “Company”) is a limited liability company incorporated in Bermuda on 12th January 1994 as an exempted company under the Companies Act 1981 of Bermuda. The shares of the Company have been listed on the Main Board of The Stock Exchange of Hong Kong Limited since 18th February 1994. The address of its registered office is Clarendon House, 2 Church Street, Hamilton HM11, Bermuda.

The Company and its subsidiaries (the “VSC Group”) are principally engaged in stockholding and trading of construction materials such as steel products, sanitary wares, kitchen cabinets, home furniture and plastic resins, installation work of kitchen cabinets and property investment.

These consolidated financial statements are presented in Hong Kong dollar (“HK\$”), unless otherwise stated. These consolidated financial statements have been approved for issue by the Board of Directors on 17th June 2011.

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The principal accounting policies applied in the preparation of these consolidated financial statements are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated.

2.1 Basis of preparation

These consolidated financial statements have been prepared in accordance with Hong Kong Financial Reporting Standards (“HKFRS”). They have been prepared under the historical cost convention, as modified by the revaluation of financial assets and financial liabilities (including derivative instruments) at fair value through profit or loss and investment properties, which are carried at fair value.

1 一般資料

萬順昌集團有限公司(「本公司」)於一九九四年一月十二日於百慕達註冊成立為有限公司，並根據百慕達公司法1981，成為一間豁免公司。自一九九四年二月十八日起，本公司於香港聯合交易所有限公司主板上市。其註冊辦事處地址為 Clarendon House, 2 Church Street, Hamilton HM11, Bermuda。

本公司及其附屬公司(「萬順昌集團」)主要從事存銷及買賣建築材料，例如鋼材產品、潔具、廚櫃、家具及塑膠樹脂，安裝廚櫃及房地產投資。

除另有指明外，本綜合財務報表以港元(「港元」)列示。本綜合財務報表已於二零一一年六月十七日經董事會核准刊發。

2 主要會計政策概要

編製本綜合財務報表採用之主要會計政策載列如下。除另有說明外，該等政策於所呈列之所有年度一直貫徹應用。

2.1 編製基準

本綜合財務報表依照香港財務報告準則(「香港財務報告準則」)編製。且按歷史成本慣例編製，並已就財務資產及財務負債(包括衍生工具)按公平價值計入損益及投資物業按公平價值列賬。

Notes to the Consolidated Financial Statements 綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.1 Basis of preparation (Continued)

The VSC Group is engaged in the trading of steel products and exposes to the commodity price risk. At the date of approving these consolidated financial statements, the VSC Group's committed sale orders exceed the aggregate amount of on hand inventories and committed purchase orders and fluctuations of steel price could affect the VSC Group's financial performance significantly. Further details of financial risk factors are set out in Note 3 of these consolidated financial statements.

Although the risk cannot be completely guarded against, the VSC Group has plans to minimise the potential impacts. These plans, including adjusting the level of inventory on hand, committing to supply contracts with suppliers and/or entering into commodity futures on steel price, are primarily aimed at reducing the potential exposure to steel price fluctuation.

The preparation of these consolidated financial statements in conformity with HKFRS requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the VSC Group's accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the consolidated financial statements, are disclosed in Note 4.

2 主要會計政策概要 (續)

2.1 編製基準 (續)

萬順昌集團從事鋼材產品買賣並受商品價格風險之影響。於批准本綜合財務報表當日，萬順昌集團手頭上已確定之銷售訂單超過手頭上之存貨和已確定之購貨訂單總額，而鋼材價格波動可能對萬順昌集團之財務表現有重大影響。更多財務風險因素之詳情載於本綜合財務報表附註3。

雖然無法完全防避有關風險，然而萬順昌集團計劃盡量減少蒙受的潛在影響。此等計劃，包括調整手頭上之存貨水平，與供應商訂定供貨合約及／或就鋼材價格訂立商品期貨合約，主要旨在減少鋼材價格波動造成之潛在風險。

編製符合香港財務準則之綜合財務報表需要使用若干關鍵性會計推算。這亦需要管理層在應用萬順昌集團之會計政策過程中行使其判斷。涉及高度之判斷或高度複雜性之範疇，或涉及對綜合財務報表屬重大假設及推算之範疇已在附註4中披露。

Notes to the Consolidated Financial Statements
綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.1 Basis of preparation (Continued)

(a) *New and amended standards and interpretation adopted by the VSC Group*

The following new standards and amendments to standards and interpretation are mandatory for the first time for the financial year beginning 1st April 2010.

HK – Int 5 “Presentation of Financial Statements – Classification by the Borrower of a Term Loan that contains Repayment on Demand Clause” has been applied retrospectively for annual periods beginning 1st April 2010. According to HK – Int 5, if a term loan agreement includes an overriding repayment on demand clause (“callable feature”), which gives the lender a clear and unambiguous unconditional right to demand repayment at any time at its sole discretion, a borrower shall classify the term loan as a current liability in its statement of financial position, as the borrower does not have an unconditional right to defer settlement of the liability for at least twelve months after the reporting period.

2 主要會計政策概要 (續)

2.1 編製基準 (續)

(a) *萬順昌集團已採納之新訂及修訂之準則及詮釋*

以下對準則及詮釋並為始於二零一零年四月一日起之財政年度之首年必須採納之新訂準則及修定。

於二零一零年四月一日開始之年度期間已應用香港 – 詮釋5「財務報表之呈列 – 借款人對包含按要償還條款之定期貸款之分類」。根據香港 – 詮釋5，如一項定期貸款協議包含一項凌駕要求償還條款，倘定期貸款協議載有凌駕一切之按要償還條款（「催繳權」）給予貸款人清晰明確之無條件權利可隨時全權酌情要求還款，借款人須就有關定期貸款於財務狀況表內歸類為流動負債，原因是借款人於該等協議下並不擁有無條件權利延遲至報告日至少十二個月後償債。

Notes to the Consolidated Financial Statements
綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.1 Basis of preparation (Continued)

(a) *New and amended standards and interpretation adopted by the VSC Group (Continued)*

The effect of the adoption of this interpretation is as below:

	綜合 Consolidated		本公司 Company		
	二零一一年 2011 千港元 HK\$'000	二零一零年 2010 千港元 HK\$'000	二零一一年 2011 千港元 HK\$'000	二零一零年 2010 千港元 HK\$'000	
Increase in borrowings					借貸增加
– current	8,442	–	–	–	– 當期
Decrease in borrowings					借貸減少
– non-current	(8,442)	–	–	–	– 非當期

HKFRS 3 (Revised), 'Business Combinations', and consequential amendments to HKAS 27, 'Consolidated and Separate Financial Statements', HKAS 28, 'Investments in Associates', and HKAS 31, 'Interests in Joint Ventures', are effective prospectively to business combinations for which the acquisition date is on or after the beginning of the first annual reporting period beginning on 1st April 2010.

香港財務報告準則第3號(經修訂)「業務合併」, 及對於香港會計準則第27號「合併和單獨財務報表」、香港會計準則第28號「聯營投資」及香港會計準則第31號「合營中的權益」之相應修改, 預期對收購日期為於二零一零年四月一日或之後開始之首個年度報告期間開始或之後之業務合併生效。

2 主要會計政策概要 (續)

2.1 編製基準 (續)

(a) 萬順昌集團已採納之新訂及修訂準則及詮釋 (續)

採納此詮釋之影響如下：

Notes to the Consolidated Financial Statements
綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.1 Basis of preparation (Continued)

(a) *New and amended standards and interpretation adopted by the VSC Group (Continued)*

The revised standard continues to apply the acquisition method to business combinations but with some significant changes compared with HKFRS 3. For example, all payments to purchase a business are recorded at fair value at the acquisition date, with contingent payments classified as debt subsequently re-measured through the consolidated statement of comprehensive income. There is a choice on an acquisition-by-acquisition basis to measure the non-controlling interest in the acquiree either at fair value or at the non-controlling interest's proportionate share of the acquiree's net assets. All acquisition-related costs are expensed.

The revised standard requires bargain purchase to be determined only at the acquisition date rather than at the previous stages. The determination of bargain purchase includes the previously held equity interest to be adjusted to fair value, with any gain or loss recorded in the consolidated income statement. See Note 21 for further details of the business combination that occurred in 2011.

2 主要會計政策概要 (續)

2.1 編製基準 (續)

(a) *萬順昌集團已採納之新訂及修訂準則及詮釋 (續)*

此項經修訂之準則繼續對業務合併應用購買法，但與香港財務報告準則第3號比較，有若干重大更改。例如，收購業務的所有付款必須按收購日期之公平價值記錄，而分類為或然付款之債務其後須在綜合全面損益表重新計量。個別收購基準有不同選擇方案，可按公平價值或按非控制性權益應佔被收購方淨資產之比例，計量被收購方之非控制性權益。所有收購相關成本必須支銷。

此項經修訂準則規定議價購買只能在收購日期而非之前階段釐定。議價購買之釐定包括其之前持有之權益，任何按公平價值調整之盈虧記錄於綜合損益表內。於二零一一年發生的業務合併的進一步詳情請參閱附註21。

Notes to the Consolidated Financial Statements 綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.1 Basis of preparation (Continued)

(a) *New and amended standards and interpretation adopted by the VSC Group (Continued)*

HKAS 27 (Revised) requires the effects of all transactions with non-controlling interests to be recorded in equity if there is no change in control and these transactions will no longer result in goodwill or gains and losses. The standard also specifies the accounting when control is lost. Any remaining interest in the entity is re-measured to fair value, and a gain or loss is recognised in profit or loss. HKAS 27 (Revised) has had no impact on the current period, as none of the non-controlling interests have a deficit balance; there have been no transactions whereby an interest in an entity is retained after the loss of control of that entity, and there have been no transactions with non-controlling interests.

HKAS 1 (Amendment), 'Presentation of Financial Statements'. The amendment clarifies that the potential settlement of a liability by the issue of equity is not relevant to its classification as current or non-current. By amending the definition of current liability, the amendment permits a liability to be classified as non-current (provided that the entity has an unconditional right to defer settlement by transfer of cash or other assets for at least 12 months after the accounting period) notwithstanding the fact that the entity could be required by the counterparty to settle in shares at any time.

2 主要會計政策概要 (續)

2.1 編製基準 (續)

(a) *萬順昌集團已採納之新訂及修訂準則及詮釋 (續)*

香港會計準則第27號(經修訂)規定，倘控制權並無變動及該等交易將不再產生商譽或盈虧，與非控制性權益進行所有交易之影響將於權益中記錄。該準則亦訂明失去控制權時之會計處理方法。於實體之任何餘下權益將重新以公平價值計量，而盈虧則於損益中確認。當非控制性權益並無錄得虧絀結餘，香港會計準則第27號(經修訂)對本年度並無構成影響；概無於失去實體之控制權後仍保留與該實體權益之交易，亦概無與非控制性權益進行任何交易。

香港會計準則第1號(修訂)，「財務報表之呈報」。此修訂澄清了透過發行權益而對負債進行潛在結算，則對該項負債被分類為流動或非流動並無關係的。透過修訂流動負債之定義，此修訂容許一項負債被分類為非流動，倘若主體具無條件權利在會計期間後最少12個月通過轉讓現金或其他資產延期結算，儘管交易對方於任何期間要求實體以股份結算。

Notes to the Consolidated Financial Statements 綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.1 Basis of preparation (Continued)

(a) *New and amended standards and interpretation adopted by the VSC Group (Continued)*

HKFRS 2 (Amendments), 'Group Cash-settled Share-based Payment Transactions', effective from 1st April 2010. In addition to incorporating HK(IFRIC) 8, 'Scope of HKFRS 2', and HK(IFRIC) – Int 11, 'HKFRS 2 – Group and Treasury Share Transactions', the amendments expand on the guidance in HK(IFRIC) – Int 11 to address the classification of group arrangements that were not covered by that interpretation.

HKAS 36 (Amendment), 'Impairment of Assets', effective from 1st April 2010. The amendment clarifies that the largest cash-generating unit (or group of units) to which goodwill should be allocated for the purposes of impairment testing is an operating segment, as defined by paragraph 5 of HKFRS 8, 'Operating segments' (that is, before the aggregation of segments with similar economic characteristics).

HKAS 17 (Amendment), 'Leases', deletes specific guidance regarding classification of leases of land, so as to eliminate inconsistency with the general guidance on lease classification.

2 主要會計政策概要 (續)

2.1 編製基準 (續)

(a) *萬順昌集團已採納之新訂及修訂準則及詮釋 (續)*

香港財務報告準則第2號(修訂)「集團現金結算股份付款交易」於二零一零年四月一日起生效。除收錄香港(國際財務報告詮釋委員會)– 詮釋第8號「香港財務報告準則第2號之範圍」及香港(國際財務報告詮釋委員會)– 詮釋第11號「香港財務報告準則第2號 – 集團及庫存股份交易」外，該項修訂本擴大香港(國際財務報告詮釋委員會)– 詮釋第11號之指引，針對該詮釋以往並未涵蓋之集團安排分類。

香港會計準則第36號(修訂)「資產減值」於二零一零年四月起生效。此修訂闡明就分配商譽進行減值測試可容許之最大現金產生單位(或單位群組)為一經營分部(定義見香港財務報告準則第8號「經營分部」第5段)– 即與其他經濟特性類似之分類進行合併前之分類個體。

香港會計準則第17號(修訂)「租賃」刪除有關租賃土地分類之特定指引，從而消除與租賃分類一般指引不一致之處。

Notes to the Consolidated Financial Statements
綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.1 Basis of preparation (Continued)

(a) *New and amended standards and interpretation adopted by the VSC Group (Continued)*

As a result, leases of land should be classified as either finance or operating lease using the general principles of HKAS 17, i.e. whether the lease transfers substantially all the risks and rewards incidental to ownership of an asset to the lessee.

The adoption of these new standard and amendments to standards, except for HK Int-5 as stated above, does not have any significant impact to the results and financial position of the VSC Group.

'Improvements to HKFRSs 2009', mainly comprises a collection of amendments to HKFRSs, including the HKAS 17 (Amendment) as described above. It is not expected to have a significant effect on the consolidated financial statements with adoption of these amendments.

2 主要會計政策概要 (續)

2.1 編製基準 (續)

(a) *萬順昌集團已採納之新訂及修訂準則及詮釋 (續)*

因此，租賃土地應採用香港會計準則第17號之一般原則，乃根據租賃是否將資產所有權附帶之絕大部分風險及回報轉移至承租人，以決定分類為融資租賃或經營租賃。

採納此等新訂準則及對準則之修訂，除香港一詮釋5外，對萬順昌集團之業績及財務狀況並無重大影響。

香港財務報告準則(2009)之年度改進計劃主要包括一系列對香港財務報告準則之修訂，如以上所闡述之香港會計準則第17號(修訂)。預期採納此等修訂不會對綜合財務報表有重大影響。

Notes to the Consolidated Financial Statements 綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.1 Basis of preparation (Continued)

(b) *New and amended standards and interpretations that are effective but not currently relevant to the VSC Group*

The following new and amended standards and interpretations are mandatory for the first time for the financial year beginning 1st April 2010, but are not currently relevant to the VSC Group:

HKAS 32 (Amendment)	Classification of Right Issues
HKAS 39 (Amendment)	Eligible Hedged Items
HKFRS 1 (Revised)	First-time Adoption of HKFRSs
HKFRS 1 (Amendment)	Additional Exemptions for First-time Adopters
HKFRS 5 (Amendment)	Non-current Assets Held for Sale and Discontinued Operations
HK(IFRIC) – Int 9	Reassessment of Embedded Derivatives
HK(IFRIC) – Int 16	Hedges of a Net Investment in a Foreign Operation
HK(IFRIC) – Int 17	Distribution of Non-cash Asset of Owners
HK(IFRIC) – Int 18	Transfers of Assets from Customers

2 主要會計政策概要 (續)

2.1 編製基準 (續)

(b) *已生效之新訂及修訂之準則及詮釋但現時與萬順昌集團無關*

萬順昌集團已採納以下始於二零一零年四月一日起之財政年度之首年必須採納之新訂及修訂之準則及詮釋，但現時與萬順昌集團無關：

香港會計準則第32號 (修訂)	「供股分類」
香港會計準則第39號 (修訂)	「合資格對沖項目」
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」
香港財務報告準則第1號 (修訂)	「首次採納者之額外豁免」
香港財務報告準則第5號 (修訂)	「持有待售的非流動資產及終止經營業務」
香港 (國際財務報告詮釋委員會) – 詮釋第9號	「嵌入式衍生工具的重估」
香港 (國際財務報告詮釋委員會) – 詮釋第16號	「海外業務投資淨額對沖」
香港 (國際財務報告詮釋委員會) – 詮釋第17號	「向擁有人分派非現金資產」
香港 (國際財務報告詮釋委員會) – 詮釋第18號	「獲客戶轉讓資產」

Notes to the Consolidated Financial Statements
綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.1 Basis of preparation (Continued)

- (c) *New standards, amendments and interpretations have been issued but are not yet effective and have not been early adopted by the VSC Group*

The following new standards, amendments and interpretations have been issued and are mandatory for the VSC Group's accounting periods beginning on or after 1st April 2011 or later periods, but the VSC Group has not early adopted them:

HKFRS 9, 'Financial Instruments', issued in November 2009 and December 2010. This standard is the first step in the process to replace HKAS 39, 'Financial Instruments: recognition and measurement'. HKFRS 9 introduces new requirements for classifying and measuring financial assets and is likely to affect the VSC Group's accounting for its financial assets. The standard is not applicable until 1st January 2013 but is available for early adoption.

2 主要會計政策概要 (續)

2.1 編製基準 (續)

- (c) *萬順昌集團無提前採納已頒佈但未生效之新訂準則、修訂及詮釋*

萬順昌集團無提前採納以下已頒佈並為始於二零一一年四月一日起之會計期間必須採納之新訂準則、修訂及詮釋：

香港財務報告準則第9號「金融工具」於二零零九年十一月及二零一零年十二月頒佈。此準則是為取代香港會計準則第39號「金融工具：確認和計量」之第一步。香港財務報告準則第9號介入對財務資產之分類及計量之新要求，將可能影響對萬順昌集團之財務資產之會計入賬法。此準則於二零一三年一月一日或之後開始的年度期間應用但容許提早採納。

Notes to the Consolidated Financial Statements 綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.1 Basis of preparation (Continued)

- (c) *New standards, amendments and interpretations have been issued but are not yet effective and have not been early adopted by the VSC Group (Continued)*

In relation to financial liabilities, the significant change relates to financial liabilities that are designated as at fair value through profit or loss. Specifically, under HKFRS 9, for financial liabilities that are designated as at fair value through profit or loss, the amount of change in the fair value of the financial liability that is attributable to changes in the credit risk of that liability is presented in other comprehensive income, unless the presentation of the effects of changes in the liability's credit risk in other comprehensive income would create or enlarge an accounting mismatch in profit or loss. Changes in fair value attributable to a financial liability's credit risk are not subsequently reclassified to profit or loss. Previously, under HKAS 39, the entire amount of the change in the fair value of the financial liability designated as at fair value through profit or loss was presented in profit or loss.

The VSC Group is yet to assess HKFRS 9's full impact. The VSC Group will apply the standard from 1st April 2013.

2 主要會計政策概要 (續)

2.1 編製基準 (續)

- (c) *萬順昌集團無提前採納已頒佈但未生效之新訂準則、修訂及詮釋 (續)*

就財務負債而言，有關對財務負債重大變動按公平價值計入損益。特別是根據香港財務報告準則第9號，就按公平價值計入損益之財務負債而言，除非於其他全面收入中呈列負債之信貸風險改變之影響會於損益中產生或擴大會計錯配，否則，因負債之信貸風險改變而引致財務負債公平價值金額之變動乃於其他全面收入中呈列。財務負債之信貸風險引致之公平價值變動其後不會重新分類為損益。過往，根據香港會計準則第39號，按公平價值計入損益之財務負債之公平價值變動，乃全數於損益中呈列。

萬順昌集團已就香港財務報告準則第9號進行全面評估，萬順昌集團將於二零一三年四月一日開始採納此準則。

Notes to the Consolidated Financial Statements
綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.1 Basis of preparation (Continued)

- (c) *New standards, amendments and interpretations have been issued but are not yet effective and have not been early adopted by the VSC Group (Continued)*

HKAS 24 (Revised), 'Related Party Disclosures', issued in November 2009. It supersedes HKAS 24, 'Related Party Disclosures', issued in 2003. HKAS 24 (Revised) is mandatory for periods beginning on or after 1st April 2011. Earlier application, in whole or in part, is permitted.

The revised standard clarifies and simplifies the definition of a related party and removes the requirement for government-related entities to disclose details of all transactions with the government and other government-related entities. The VSC Group will apply the revised standard from 1st April 2011.

2 主要會計政策概要 (續)

2.1 編製基準 (續)

- (c) *萬順昌集團無提前採納已頒佈但未生效之新訂準則、修訂及詮釋 (續)*

香港會計準則第24號(經修訂)「關連人士披露」於二零零九年十一月頒佈。取代於二零零三年頒佈之香港會計準則第24號「關連人士披露」。香港會計準則第24號(經修訂)必須在二零一一年四月一日或之後開始之期間採用。容許全部或部分提早採納。

此修訂準則澄清和簡化了關連人士之定義，並刪除政府相關主體必須披露與政府和其他政府相關主體所有交易之規定。萬順昌集團將在二零一一年四月一日起應用此經修訂準則。

Notes to the Consolidated Financial Statements
綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.1 Basis of preparation (Continued)

- (c) *New standards, amendments and interpretations have been issued but are not yet effective and have not been early adopted by the VSC Group (Continued)*

HK (IFRIC) – Int 19, ‘Extinguishing Financial Liabilities with Equity Instruments’, effective from 1st July 2010. The interpretation clarifies the accounting by an entity when the terms of a financial liability are renegotiated and result in the entity issuing equity instruments to a creditor of the entity to extinguish all or part of the financial liability (debt for equity swap). It requires a gain or loss to be recognised in profit or loss, which is measured as the difference between the carrying amount of the financial liability and the fair value of the equity instruments issued. If the fair value of the equity instruments issued cannot be reliably measured, the equity instruments should be measured to reflect the fair value of the financial liability extinguished.

The VSC Group will apply the interpretation from 1st April 2011. It is not expected to have any impact on the VSC Group or the parent entity’s financial statements.

2 主要會計政策概要 (續)

2.1 編製基準 (續)

- (c) *萬順昌集團無提前採納已頒佈但未生效之新訂準則、修訂及詮釋 (續)*

於二零一零年七月一日起生效之香港(國際財務報告詮釋委員會)– 詮釋第19號「以股本工具抵銷財務負債」。此詮釋澄清當債務條款重新釐定及引致主體發行權益工具以清除全部或部分之債務(即「以股換債」)。將要求盈虧於損益內確認,以財務負債賬面金額及公平價值之差額計量。如權益工具之公平價值未能可靠計量,將以財務負債之公平價值計量以反映該權益工具之公平價值。

萬順昌集團將由二零一一年四月一日起應用此詮釋。預期不會對萬順昌集團或母公司之財務報表有任何影響。

Notes to the Consolidated Financial Statements

綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.1 Basis of preparation (Continued)

- (c) *New standards, amendments and interpretations have been issued but are not yet effective and have not been early adopted by the VSC Group (Continued)*

HKAS 12 (Revised), 'Income Taxes', issued in December 2010. It supersedes HK(SIC) – Int 21 'Income Taxes – Recovery of Revalued Non-Depreciable Assets', issued in 2004. HKAS 12 (Revised) is mandatory for periods beginning on or after 1st April 2012. Earlier application, in whole or in part, is permitted.

The revised standard clarifies that deferred income taxes on an investment property, carried under the fair value model in HKAS 40, will be measured presuming that an investment property is recovered entirely through sale. The presumption is rebutted if the investment property is held within a business model whose objective is to consume substantially all of the economic benefits embodied in the investment property over time, rather than through sale. It is not expected to have a significant effect on the consolidated financial statements with adoption of this amendment. The VSC Group will apply the amended standard from 1st April 2012.

2 主要會計政策概要 (續)

2.1 編製基準 (續)

- (c) *萬順昌集團無提前採納已頒佈但未生效之新訂準則、修訂及詮釋 (續)*

於二零一零年十二月頒佈之香港會計準則第12號(經修訂)「所得稅」。此準則取代於二零零四年頒佈之香港(常設解釋委員會)解釋公告第21號「所得稅 – 收回已重估非折舊之資產」。香港會計準則第12號(經修訂)必須於二零一二年四月一日起或以後年度期間採納。容許全部或部分提早採納。

經修訂準則澄清，按香港會計準則第40號內公平價值模式列賬之投資物業，其遞延所得稅計量乃假定投資物業透過銷售悉數收回。倘投資物業之持有目的為不斷消耗投資物業內含之絕大部分經濟利益(而非透過銷售)，則此項假設可予駁回。採納此修訂預期不會對綜合財務報表有任何重大影響。萬順昌集團將於二零一二年四月一日起採納此修訂準則。

Notes to the Consolidated Financial Statements 綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.1 Basis of preparation (Continued)

- (c) *New standards, amendments and interpretations have been issued but are not yet effective and have not been early adopted by the VSC Group (Continued)*

Amendments to HKFRS 7 (Revised), 'Financial Instruments: Disclosures', issued in October 2010. The amendment will be effective for annual periods beginning on or after 1st July 2011, with earlier application permitted. The amendments require additional disclosures for risk exposures arising from transferred financial assets and no disclosures are required for prior periods. No significant change in disclosure in the consolidated financial statements is expected. The VSC Group will apply the amendment from 1st April 2012.

'Improvements to HKFRSs 2010', issued in May 2010. The amendments are primarily effective for annual periods beginning on or after 1st April 2011, with earlier application permitted.

The amendment comprises a collection of amendments to HKFRSs. It is not expected to have a significant effect on the consolidated financial statements with adoption of these amendments. The VSC Group will apply the amended standard from 1st April 2011.

2 主要會計政策概要 (續)

2.1 編製基準 (續)

- (c) *萬順昌集團無提前採納已頒佈但未生效之新訂準則、修訂及詮釋 (續)*

於二零一零年十月頒佈之香港財務報告準則第7號(經修訂)之修訂「金融工具：披露」。此修訂於二零一一年七月一日起或以後年度期間生效，並容許提早採納。此修訂要求由轉讓財務資產所產生之風險之額外披露，對過往期間並無此披露要求。預期不會對綜合財務報表之披露有重大影響。萬順昌集團將於二零一二年四月一日起採納此修訂。

香港財務報告準則(2010)之改進已於二零一零年五月頒佈。此修訂主要於二零一一年四月一日起或以後年度期間生效，並容許提早採納。

此等修訂包括一系列對香港財務報告準則之修訂。採納此等修訂預期不會對綜合財務報表有重大影響。萬順昌集團將於二零一一年四月一日起採納此修訂準則。

Notes to the Consolidated Financial Statements
綜合財務報表附註

2 SUMMARY OF SIGNIFICANT
ACCOUNTING POLICIES
(CONTINUED)

2.1 Basis of preparation (Continued)

- (c) *New standards, amendments and interpretations have been issued but are not yet effective and have not been early adopted by the VSC Group (Continued)*

'Prepayments of a Minimum Funding Requirement' (amendments to HK (IFRIC) – Int 14). Without the amendments, entities are not permitted to recognise as an asset some voluntary prepayments for minimum funding contributions. This was not intended when HK (IFRIC) – Int 14 was issued, and the amendments correct this. The amendments are effective for annual periods beginning 1st April 2011. Earlier application is permitted. The amendments should be applied retrospectively to the earliest comparative period presented. It is not expected to have a significant effect on the consolidated financial statements with adoption of these amendments. The VSC Group will apply these amendments for the financial reporting period commencing on 1st April 2011.

2 主要會計政策概要
(續)

2.1 編製基準 (續)

- (c) *萬順昌集團無提前採納已頒佈但未生效之新訂準則、修訂及詮釋 (續)*

香港(國際財務報告詮釋委員會) – 詮釋第14號之修訂「預付最低撥款規定」。如沒有此修訂，主體不容許就最低資金供款的自願性預付款確認為資產。當香港(國際財務報告詮釋委員會) – 詮釋第14號發佈時，這不是預期中的，故對此詮釋作此修正。此修訂適用於二零一一年四月一日開始之年度期間，並容許提早採納。此修訂必須追溯應用於呈報之最早比較期間。採納此等修訂預期不會對綜合財務報表有重大影響。萬順昌集團將於二零一一年四月一日開始之報告期應用此等修訂。

Notes to the Consolidated Financial Statements 綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.2 Consolidation

The consolidated financial statements include the financial statements of the Company and all of its subsidiaries made up to 31st March 2011.

(a) *Subsidiaries*

Subsidiaries are all entities over which the VSC Group has the power to govern the financial and operating policies generally accompanying a shareholding of more than one half of the voting rights. The existence and effect of potential voting rights that are currently exercisable or convertible are considered when assessing whether the VSC Group controls another entity. Subsidiaries are fully consolidated from the date on which control is transferred to the VSC Group. They are de-consolidated from the date that control ceases.

The purchase method of accounting is used to account for the acquisition of subsidiaries by the VSC Group. The cost of an acquisition is measured at 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. Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are measured initially at their fair values at the acquisition date, irrespective of the extent of any non-controlling interest. The excess of the cost of acquisition over the fair value of the VSC Group's share of the identifiable net assets acquired is recorded as goodwill. If the cost of acquisition is less than the fair value of the net assets of the subsidiary acquired, the difference is recognised directly in the income statement.

2 主要會計政策概要 (續)

2.2 綜合賬目

綜合財務報表包括本公司及其所有附屬公司截至二零一一年三月三十一日止之財務報表。

(a) *附屬公司*

附屬公司指萬順昌集團有權管轄其財政及經營政策之所有實體，一般附帶超過半數投票權之股權。在評定萬順昌集團是否控制另一實體時，目前可行使或可兌換之潛在投票權之存在及影響均予考慮。附屬公司在控制權轉移至萬順昌集團之日全面綜合入賬。附屬公司在控制權終止之日起停止綜合入賬。

萬順昌集團採用會計採購法將萬順昌集團收購附屬公司入賬。收購成本根據於交易日期所提供資產公平價值、已發行股本工具及所產生或假定之負債加上收購直接應佔之成本計量。於業務合併中所收購可識別的資產與所承擔之負債及假定或然負債初步按於收購日期之公平價值計算，與任何少數股東權益無關。收購成本超出萬順昌集團應佔所收購可識別資產淨值之公平價值之數額列作商譽。倘收購成本低於所收購附屬公司資產淨值之公平價值，則差額直接於損益表中確認。

Notes to the Consolidated Financial Statements 綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.2 Consolidation (Continued)

(a) Subsidiaries (Continued)

Inter-company transactions, balances and unrealised gains on transactions between group companies are eliminated. Unrealised losses are also eliminated.

Accounting policies of subsidiaries have been changed where necessary in the consolidated financial statements to ensure consistency with the policies adopted by the VSC Group.

In the Company's statement of financial position the investments in subsidiaries are stated at cost less provision for impairment losses (Note 2.9), if any. The results of subsidiaries are accounted for by the Company on the basis of dividend received and receivable.

(b) Transactions with non-controlling interests

The VSC Group applies a policy of treating transactions with non-controlling interests as transactions with parties external to the VSC Group. Disposals to non-controlling interest result in gains and losses for the VSC Group and are recorded in the consolidated income statement. Purchases from non-controlling interests result in goodwill, being the difference between any consideration paid and the relevant share acquired of the carrying value of net assets of the subsidiary.

2 主要會計政策概要 (續)

2.2 綜合賬目 (續)

(a) 附屬公司 (續)

集團內公司之間之交易、交易之結餘及未實現收益予以抵銷。未實現虧損亦予以抵銷。

綜合財務報表中，附屬公司之會計政策於已按需要作出改變，以確保與萬順昌集團採用之政策符合一致。

在本公司之財務狀況表內，於附屬公司之投資按成本值扣除或有之減值虧損撥備列賬(附註2.9)。本公司將附屬公司之業績按已收及應收股息基準入賬。

(b) 與非控制性權益之交易

按萬順昌集團之政策，萬順昌集團與非控制性權益之交易均列為與萬順昌集團與外人仕進行之交易處理。出售予非控制性權益而導致萬順昌集團之盈虧於綜合損益表記賬。向非控制性進行採購而導致之商譽，相當於所支付之任何代價與相關應佔所收購附屬公司淨資產之賬面價值之差額。

Notes to the Consolidated Financial Statements
綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.2 Consolidation (Continued)

(c) Associates

Associates are all entities over which the VSC Group has significant influence but not control, generally accompanying a shareholding of between 20% and 50% of the voting rights. Investments in associates are accounted for using the equity method of accounting and are initially recognised at cost. The VSC Group's investment in associates includes goodwill identified on acquisition, net of any accumulated impairment loss. See Note 2.9 for the impairment of non-financial assets including goodwill.

The VSC Group's share of its associates' post-acquisition profits or losses is recognised in the consolidation income statement, and its share of post-acquisition movements in reserves is recognised in reserves. The cumulative post-acquisition movements are adjusted against the carrying amount of the investment. When the VSC Group's share of losses in an associate equals or exceeds its interest in the associate, including any other unsecured receivables, the VSC Group does not recognise further losses, unless it has incurred obligations or made payments on behalf of the associate.

2 主要會計政策概要 (續)

2.2 綜合賬目 (續)

(c) 聯營公司

聯營公司是指凡萬順昌集團對其有重大影響力而無控制權的實體，一般附帶有20%至50%投票權之股權。於聯營公司投資以權益會計法入賬，初始以成本確認。萬順昌集團於聯營公司之投資包括收購時已識別之商譽，並扣除任何累計減值虧損。詳見附註2.9，包括商譽之非財務資產之減值。

萬順昌集團應佔收購後聯營公司的溢利或虧損於綜合損益表中確認，而應佔收購後儲備之變動則於儲備賬中確認。投資賬面金額會根據累計之收購後儲備變動而作出調整。當萬順昌集團應佔一間聯營公司之虧損等於或超過其在該聯營公司之權益，包括任何其他無抵押之應收賬款，萬順昌集團不會確認進一步虧損，除非萬順昌集團已代聯營公司承擔責任或已作出付款。

Notes to the Consolidated Financial Statements 綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.2 Consolidation (Continued)

(c) Associates (Continued)

Unrealised gains on transactions between the VSC Group and its associates are eliminated to the extent of the VSC Group's interest in the associates. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred. Accounting policies of associates have been changed where necessary to ensure consistency with the policies adopted by the VSC Group.

Dilution gains and losses in investments in associates are recognised in the consolidated income statement.

2.3 Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the Chief Operating Decision Maker ("CODM"), who is responsible for allocating resources and assessing performance of the operating segments, has been identified as the executive directors that make strategic decisions.

2 主要會計政策概要 (續)

2.2 綜合賬目 (續)

(c) 聯營公司 (續)

萬順昌集團與其聯營公司之間交易之未實現收益按萬順昌集團於聯營公司權益之數額對銷。除非交易提供所轉讓資產有減值證明，否則未實現虧損亦予以對銷。聯營公司的會計政策已按需要作出改變，以確保與萬順昌集團採用的政策符合一致。

於聯營公司之投資之攤薄收益或虧損已於綜合損益表中確認。

2.3 分部報告

營運分部以向主要營運決策者（「主要營運決策者」）提供內部呈報之呈報方法一致，其被視為制定策略性決定之執行董事及負責營運分部之資源分配及評估表現。

Notes to the Consolidated Financial Statements
綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.4 Foreign currency translation

(a) *Functional and presentation currency*

Items included in the financial statements of each of the VSC Group's entities are measured using the currency of the primary economic environment in which the entity operates (the "functional currency"). The consolidated financial statements are presented in HK\$, which is the Company's functional and the VSC Group's presentation currency.

(b) *Transactions and balances*

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions or valuation where items are remeasured. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the consolidated income statement.

Changes in the fair value of monetary securities denominated in foreign currency classified as available-for-sale are analysed between translation differences resulting from changes in the amortised cost of the security, and other changes in the carrying amount of the security. Translation differences related to changes in the amortised cost are recognised in the consolidated income statement, and other changes in the carrying amount are recognised in equity.

2 主要會計政策概要 (續)

2.4 外幣換算

(a) *功能和呈列貨幣*

萬順昌集團每個實體之財務報表所列項目均以該實體營運所在的主要經濟環境的貨幣計量(「功能貨幣」)。本綜合財務報表以港元呈報，港元為本公司之功能及萬順昌集團之呈列貨幣。

(b) *交易及結餘*

外幣交易採用交易日之滙率，或當項目經重新計量，換算為功能貨幣。結算此等交易產生的滙兌收益或虧損以及將外幣計值之貨幣資產及負債以年終滙率換算而產生之滙兌收益或虧損於綜合損益表中確認。

以外幣為單位之可供出售之貨幣性證券之公平價值變動，按照證券之攤銷成本變動與該證券賬面金額之其他變動所產生之滙兌差額進行分析。與攤銷成本變動有關之滙兌差額已在綜合損益表中確認，賬面金額之其他變動則於權益中確認。

Notes to the Consolidated Financial Statements
綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.4 Foreign currency translation (Continued)

(b) Transactions and balances (Continued)

Translation differences on non-monetary financial assets and liabilities such as equities held at fair value through profit or loss are recognised as part of the fair value gain or loss. Translation differences on non-monetary financial assets such as equities classified as available-for-sale are included in the available-for-sale reserve in equity.

(c) Group companies

The results and financial position of all the VSC Group entities (none of which has the currency of a hyperinflationary economy) that have a functional currency different from the presentation currency are translated into the presentation currency as follows:

- (i) assets and liabilities for each statement of financial position presented are translated at the closing rate at the date of that statement of financial position;
- (ii) income and expenses for each income statement are translated at average exchange rates (unless this average is not a reasonable approximation of the cumulative effect of the rates prevailing on the transaction dates, in which case income and expenses are translated at the dates of the transactions); and
- (iii) all resulting exchange differences are recognised as a separate component of equity.

2 主要會計政策概要 (續)

2.4 外幣換算 (續)

(b) 交易及結餘 (續)

非貨幣性財務資產及負債 (例如按公平價值計入損益之權益工具) 之換算差額在損益表中確認為公平價值收益或虧損之一部分。非貨幣性財務資產 (例如分類為可供出售之權益) 之換算差額包括在權益中可供出售儲備內。

(c) 集團公司

所有萬順昌集團實體 (當中沒有嚴重通脹貨幣) 之業績及財務狀況內功能貨幣不同於呈列貨幣, 均按以下方法換算為列賬貨幣:

- (i) 各財務狀況表呈列之資產及負債均以該財務狀況表結算日之收市匯率換算;
- (ii) 各損益表之收入及支出均按平均匯率換算 (除非該平均價值並非於交易日主要匯率累計影響之合理近似值, 在此情況下收入及支出乃按交易日之匯率換算); 及
- (iii) 所有由此產生之匯兌差額確認為權益之獨立組成部分。

Notes to the Consolidated Financial Statements 綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.4 Foreign currency translation (Continued)

(c) Group companies (Continued)

On consolidation, exchange differences arising from the translation of the net investment in foreign operations, and of borrowings and other currency instruments designated as hedges of such investments, are taken to shareholders' equity. When a foreign operation is partially disposed of or sold, exchange differences that were recorded in equity are recognised in the consolidated income statement as part of the gain or loss on sale.

Goodwill and fair value adjustments arising on the acquisition of a foreign entity are treated as assets and liabilities of the foreign entity and translated at the closing rate.

2.5 Property, plant and equipment

Property, plant and equipment is stated at historical cost less accumulated depreciation and accumulated impairment losses, if any. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the VSC Group and the cost of the item can be measured reliably. The carrying amount of the replaced part is derecognised. All other repairs and maintenance are charged in the consolidated income statement during the financial year in which they are incurred.

2 主要會計政策概要 (續)

2.4 外幣換算 (續)

(c) 集團公司 (續)

於綜合賬目，換算境外實體之投資淨額及借貸及其他用以對沖該等投資其他貨幣工具所產生之滙兌差額乃計入股權持有人之權益內。當出售或部分出售境外業務時，計入權益內之滙兌差額於綜合損益表中確認為出售收益或虧損部分。

收購境外實體時產生之商譽及公平價值調整乃作為該境外實體之資產及負債處理，並以期終滙率換算。

2.5 物業、廠房及設備

物業、廠房及設備按歷史成本減累計折舊及累計減值虧損列賬。歷史成本包括收購該項目直接應佔之開支。

其後成本只有在與該項目有關的未來經濟利益有可能流入萬順昌集團之下，而該項目的成本能可靠計量時，才包括在資產之賬面金額或確認為獨立資產（如適用）。已更換零件之賬面金額已被剔除入賬。所有其他維修及保養在產生之財政年度期間內於綜合損益表內支銷。

Notes to the Consolidated Financial Statements
綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.5 Property, plant and equipment (Continued)

Depreciation of property, plant and equipment is calculated using the straight-line method to allocate their costs to their residual values over their estimated useful lives, as follows:

– Buildings	2% to 5%
– Leasehold improvements	20% to 33%
– Furniture and equipment	15% to 33%
– Machinery	10% to 25%
– Motor vehicles	20%

The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at each financial year end date.

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount (Note 2.9).

Gains and losses on disposals are determined by comparing proceeds with carrying amount and are recognised in the consolidated income statement.

2 主要會計政策概要 (續)

2.5 物業、廠房及設備 (續)

物業、廠房及設備之折舊根據估計可使用年期採用直線法將成本分攤至剩餘價值計算，如下：

– 樓宇	2%至5%
– 租賃物業裝修	20%至33%
– 傢俬及設備	15%至33%
– 機器	10%至25%
– 汽車	20%

資產之剩餘價值及可使用年期在每個結算日進行檢討，及在適當時調整。

若資產之賬面金額高於其估計可收回金額，其賬面金額即時撇減至可收回金額。(附註2.9)

出售之收益及虧損乃按所得款與其賬面金額之差額釐定，並已於綜合損益表中確認。

Notes to the Consolidated Financial Statements 綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.6 Intangible asset

Goodwill

Goodwill represents the excess of the cost of an acquisition over the fair value of the group's share of the net identifiable assets of the acquired subsidiary at the date of acquisition. Goodwill on acquisitions of subsidiaries or businesses is included in 'intangible assets'. Goodwill is tested annually for impairment and carried at cost less accumulated impairment losses. Impairment losses on goodwill are not reversed. Gains and losses on the disposal of an entity include the carrying amount of goodwill relating to the entity sold.

Goodwill is allocated to cash-generating units for the purpose of impairment testing. The allocation is made to those cash-generating units or groups of cash-generating units that are expected to benefit from the business combination in which the goodwill arose identified according to operating segment.

2.7 Land use rights

The up-front prepayments made for land use rights are accounted for as operating leases. They are recognised in the consolidated income statement on a straight-line basis over the periods of the land use rights, or when there is impairment, the impairment is recognised in the consolidated income statement.

2 主要會計政策概要 (續)

2.6 無形資產

商譽

商譽指購買成本超過於購買日歸屬於集團所購買附屬公司可辨認淨資產公平價值之數額。購買附屬公司或業務之商譽包括在「無形資產」內。商譽每年就減值進行測試，並按成本減累計減值虧損列賬。商譽之減值虧損不會轉回。出售某個主體之收益或虧損包括與其有關之商譽之賬面價值。

就減值測試而言，商譽會分配至現金產出單元。此項分配是根據經營分部對預期可從產生所辨認之商譽的業務合併中得益的現金產出單元或現金產出單元組而作出。

2.7 土地使用權

土地使用權之前期預付款項以營業租約列賬。期間內按土地使用期通過直線法於綜合損益表內支銷或當出現減值時，其減值已於綜合損益表中確認。

Notes to the Consolidated Financial Statements

綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.8 Investment property

Property that is held for long-term rental yields or for capital appreciation or both, and that is not occupied by the companies in the VSC Group, is classified as investment property.

Investment property comprises land held under operating leases and buildings held under finance leases. Land held under operating leases are classified and accounted for as investment property when the rest of the definition of investment property is met. The operating lease is accounted for as if it were a finance lease.

Investment property is measured initially at its cost, including related transaction costs. After initial recognition, investment property is carried at fair value, representing open market value determined by external valuers at least annually. Fair value is based on active market prices, adjusted, if necessary, for any difference in the nature, location or condition of the specific asset. If this information is not available, the external valuers use alternative valuation methods such as recent prices on less active markets or discounted cash flow projections. Changes in fair values are recognised in the consolidated income statement.

Subsequent expenditure is charged to the asset's carrying amount only when it is probable that future economic benefits associated with the item will flow to the VSC Group and the cost of the item can be measured reliably. All other repairs and maintenance costs are expensed in the consolidated income statement during the period in which they are incurred.

2 主要會計政策概要 (續)

2.8 投資物業 (續)

持作長期租金收益或資本增值或兩者兼備之物業，且並非由萬順昌集團內之公司佔用之物業均分類為投資物業。

投資物業包括以營業租約持有的土地及以融資租賃持有的樓宇。以營業租約持有的土地，如符合投資物業其餘定義，按投資物業分類及記賬。營業租約猶如其為融資租賃而記賬。

投資物業初步按其成本計量，包括相關的交易成本。在初步確認後，投資物業按公平價值列賬，即最少每年由外部估值師釐定之公開市值。公平價值根據活躍市場價格，如有需要就個別資產的性質、地點或狀況的任何差異作出調整。如沒有此項資料，外部估值師須利用其他估值方法，例如較不活躍市場的近期價格或貼現現金流量預測法。公平價值之變動已在綜合損益表中確認。

其後開支只有在與該項目有關的未來經濟利益有可能流入萬順昌集團，而該項目的成本能可靠衡量時，才計入在資產的賬面金額中。所有其他維修及保養成本在產生的財政期間內於綜合損益表內支銷。

Notes to the Consolidated Financial Statements
綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.8 Investment property (Continued)

If an investment property becomes owner-occupied, it is reclassified as property, plant and equipment, and its fair value at the date of reclassification becomes its cost for accounting purposes.

If an item of property, plant and equipment becomes an investment property because its use has changed, any difference between the carrying amount and the fair value of this item at the date of transfer is recognised in equity as a revaluation of property, plant and equipment under HKAS 16. However, if a fair value gain reverses a previous impairment loss, the gain is recognised in the consolidated income statement.

2 主要會計政策概要 (續)

2.8 投資物業 (續)

若投資物業變成業主自用，則重新分類為物業、廠房及設備，其物業之公平價值於重新分類當日轉為成本。

若一項物業、廠房及設備因其用途改變而成為一項投資物業，根據香港會計準則第16號，該項目於轉讓當日之賬面金額與公平價值間之差異將於權益中確認為物業、廠房及設備之重估。然而，倘公平價值收益導致過往之減值虧損出現轉回，有關收益已於綜合損益表中確認。

Notes to the Consolidated Financial Statements 綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.9 Impairment of investments in subsidiaries, associates and non-financial assets

Assets that have an indefinite useful life, for example goodwill, are not subject to amortisation and are tested annually for impairment. Assets are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs to sell and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash flows (cash-generating units). Non-financial assets other than goodwill that suffered an impairment are reviewed for possible reversal of the impairment at each reporting date.

Impairment testing of the investments in subsidiaries or associates is required upon receiving dividends from these investments if the dividend exceeds the total comprehensive income of the subsidiary or associate in the period the dividend is declared or if the carrying amount of the investment in the separate financial statements exceeds the carrying amount in the consolidated financial statements of the investee's net assets including goodwill.

2 主要會計政策概要 (續)

2.9 於附屬公司，聯營公司及非財務資產之投資之減值

無特定使用期限之資產，如商譽，毋須攤銷，但此等資產每年均接受減值評估。當有任何事件或情況有所改變並顯示其賬面金額未能收回，資產會被進行減值檢查。資產賬面金額超越其可收回價值之數額確認為減值虧損。可收回價值為資產之公平價值減出售成本後之價值與其使用價值之間之較高者。為了評估資產減值，其現金流量（現金產生單位）之最低水平會被獨立地確認劃分資產類別。除商譽以外而出現減值之非財務資產可於每個報告日期就可能撥回之減值進行審閱。

當收到附屬公司或聯營公司之股息時，倘股息超過該附屬公司或聯營公司在股息宣派期間之全面收入總額，或在獨立財務報表之投資賬面金額超過綜合財務報表被投資方淨資產（包括商譽）之賬面金額，則必須對有關投資進行減值測試。

Notes to the Consolidated Financial Statements 綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.10 Financial assets

(a) Classification

The VSC Group classifies its financial assets in the following categories: at fair value through profit or loss, loans and receivables and available-for-sale. The classification depends on the purposes for which the financial assets were acquired. Management determines the classification of its financial assets at initial recognition.

(i) **Financial assets at fair value through profit or loss**

Financial assets at fair value through profit or loss are financial assets held for trading. A financial asset is classified in this category if acquired principally for the purpose of selling in the short term. Derivatives are classified as held for trading unless they are designated as hedges. Assets in this category are classified as current assets.

(ii) **Loans and receivables**

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They are included in current assets, except for maturities greater than 12 months after the financial year end date. These are classified as non-current assets. The VSC Group's loans and receivables comprise "trade and bill receivables", "other receivables", "loan receivables", "amounts due from associates" and "cash and cash equivalents" in the consolidated statement of financial position (Note 2.14 and 2.15).

2 主要會計政策概要 (續)

2.10 財務資產

(a) 分類

萬順昌集團將其財務資產作以下分類：按公平價值計入損益，貸款及應收款及可供出售。其分類乃取決於收購財務資產之目的。管理層會於初次確認時釐定其財務資產之分類。

(i) **按公平價值計入損益之財務資產**

按公平價值計入損益之財務資產為持作買賣之財務資產。如所收購之財務資產主要是為了在短期內出售，則劃分為此類別。衍生工具亦會被劃分為持作買賣，惟被指定為對沖項目者則除外。歸類為此類之資產會被劃分為流動資產。

(ii) **貸款及應收款**

貸款及應收款具固定或可確定付款金額，以及不會在活躍市場上市為非衍生財務資產。此等項目已計入流動資產之內，除由結算日起計十二個月後方到期之項目，則劃分為非流動資產。萬順昌集團之貸款及應收款包括於綜合財務狀況表中之「應收賬款及票據」，「其他應收賬款」，「應收貸款」，「應收聯營公司」及「現金及現金等值」。(附註2.14及2.15)。

Notes to the Consolidated Financial Statements 綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.10 Financial assets (Continued)

(b) Recognition and measurement

Regular purchases and sales of financial assets are recognised on the trade-date – the date on which the VSC Group commits to purchase or sell the asset. Investments are initially recognised at fair value plus transaction costs for all financial assets not carried at fair value through profit or loss. Financial assets carried at fair value through profit or loss are initially recognised at fair value and transaction costs are expensed in the consolidated income statement. Financial assets are derecognised when the rights to receive cash flows from the investments have expired or have been transferred and the VSC Group has transferred substantially all risks and rewards of ownership. Available-for-sale financial assets and financial assets at fair value through profit or loss are subsequently carried at fair value. Loans and receivables are carried at amortised cost using the effective interest method.

Gains or losses arising from changes in the fair value of the 'financial assets at fair value through profit or loss' category are recognised in the consolidated income statement, in the period in which they arise. Dividend income from financial assets at fair value through profit or loss is recognised in the consolidated income statement as part of other income when the VSC Group's right to receive payments is established.

2 主要會計政策概要 (續)

2.10 財務資產 (續)

(b) 確認及計量

買賣經常性財務資產在交易當日(即萬順昌集團承諾購買及出售資產之日期)確認。所有並非按公平價值計入損益記賬之財務資產，投資初步以公平價值加交易成本入賬。按公平價值計入損益之財務資產初步按公平價值確認，及交易成本於綜合損益表支銷。若從投資收取現金流量之權利已過期或已轉移及萬順昌集團已將所有擁有權之重要風險及回報已實質上轉移，財務資產將不予確認。可供出售之財務資產及按公平價值計入損益記賬之財務資產其後以公平價值列賬。貸款及應收款項採用實際利息方法，以攤銷成本列賬。

因「按公平價值計入損益之財務資產」類別內公平價值變動產生之收益或虧損於產生期間在綜合損益表內確認。當萬順昌集團收取付款之權利確立時，財務資產按公平價值計入損益之股息收入確認於綜合損益表內作為其收入之一部分。

Notes to the Consolidated Financial Statements
綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.10 Financial assets (Continued)

(b) Recognition and measurement (Continued)

Changes in the fair value of monetary securities denominated in a foreign currency and classified as available-for-sale are analysed between translation differences resulting from changes in amortised cost of the security and other changes in the carrying amount of the security. The translation differences on monetary securities are recognised in the consolidated income statement; translation differences on non-monetary securities are recognised in other comprehensive income. Changes in the fair value of monetary and non-monetary securities classified as available-for-sale are recognised in other comprehensive income.

When securities classified as available-for-sale are sold or impaired, the accumulated fair value adjustments recognised in equity are included in the consolidated income statement as “other gains – net”.

Interest on available-for-sale securities calculated using the effective interest method is recognised in the consolidated income statement. Dividends on available-for-sale equity instruments are recognised in the consolidated income statement as part of other gains – net when the VSC Group’s right to receive payments is established.

2 主要會計政策概要 (續)

2.10 財務資產 (續)

(b) 確認及計量 (續)

以外幣為單位之可供出售之貨幣性證券之公平價值變動，按照證券之攤銷成本變動與該證券之賬面金額之其他變動所產生之滙兌差額進行分析。貨幣性證券之滙兌差額在綜合損益表中確認；非貨幣性證券之滙兌差額則於其他全面收入中確認。被分類為可供出售之貨幣性證券及非貨幣性證券之公平價值變動，亦已於其他全面收入中確認。

當被分類為可供出售之證券出售或減值時，其已於權益確認之累計公平價值調整會作為「其他收益 – 淨額」計入綜合損益表內。

採用實際利息計算之可供出售證券之利息已於綜合損益表中確認。可供出售股本工具之股息將於萬順昌集團收取款項之權利已確立時於綜合損益表中確認為「其他收益 – 淨額」之一部分。

Notes to the Consolidated Financial Statements

綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.11 Impairment of financial assets

Assets carried at amortised cost

The VSC Group assesses at the end of each reporting period whether there is objective evidence that a financial asset or group of financial assets is impaired. A financial asset or a group of financial assets is impaired and impairment losses are incurred only if there is objective evidence of impairment as a result of one or more events that occurred after the initial recognition of the asset (a 'loss event') and that loss event (or events) has an impact on the estimated future cash flows of the financial asset or group of financial assets that can be reliably estimated.

The criteria that the VSC Group uses to determine that there is objective evidence of an impairment loss include:

- Significant financial difficulty of the issuer or obligor;
- A breach of contract, such as a default or delinquency in interest or principal payments;
- The group, for economic or legal reasons relating to the borrower's financial difficulty, granting to the borrower a concession that the lender would not otherwise consider;

2 主要會計政策概要 (續)

2.11 財務資產之減值

以攤銷成本列賬之資產

萬順昌集團於每個報告期末評估是否存在客觀證據證明某一財務資產或某一財務資產組合出現減值。只有存在客觀證據證明於首次確認資產後發生一宗或多宗事件導致出現減值(「虧損事項」)，而該宗(或該等)虧損事項對該項或該組財務資產的估計未來現金流量構成之影響可以合理估計，則有關之財務資產或財務資產組合會出現減值及產生減值虧損。

萬順昌集團用於釐定是否存在減值虧損客觀證據之標準如下：

- 發行人或債務人遇上嚴重財政困難；
- 違反合約，例如逾期或拖欠償還利息或本金；
- 集團基於與借款人的財政困難有關的經濟或法律原因，向借款人提供一般貸款人不會考慮的特惠條件；

Notes to the Consolidated Financial Statements
綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.11 Impairment of financial assets (Continued)

Assets carried at amortised cost (Continued)

- It becomes probable that the borrower will enter bankruptcy or other financial reorganisation;
- The disappearance of an active market for that financial asset because of financial difficulties; or
- Observable data indicating that there is a measurable decrease in the estimated future cash flows from a portfolio of financial assets since the initial recognition of those assets, although the decrease cannot yet be identified with the individual financial assets in the portfolio, including:
 - (i) adverse changes in the payment status of borrowers in the portfolio;
 - (ii) national or local economic conditions that correlate with defaults on the assets in the portfolio.

The VSC Group first assesses whether objective evidence of impairment exists.

2 主要會計政策概要 (續)

2.11 財務資產之減值 (續)

以攤銷成本列賬之資產 (續)

- 借款人有可能破產或進行其他財務重組；
- 因為財政困難而使該財務資產的活躍市場不再存在；或
- 可觀察資料顯示，自初始確認後，某組合財務資產之估計未來現金流量有可計量之減少，雖然該減少尚未能在該組合之個別財務資產內確定，有關資料包括：
 - (i) 該組合之借款人之還款狀況之不利變動；
 - (ii) 與該組合資產逾期還款相關連的全國性或地方經濟狀況。

萬順昌集團首先評估減值之客觀證據是否存在。

Notes to the Consolidated Financial Statements
綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.11 Impairment of financial assets (Continued)

Assets carried at amortised cost (Continued)

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. The asset's carrying amount of the asset is reduced and the amount of the loss is recognised in the consolidated income statement. If a loan or held-to-maturity investment has a variable interest rate, the discount rate for measuring any impairment loss is the current effective interest rate determined under the contract. As a practical expedient, the VSC Group may measure impairment on the basis of an instrument's fair value using an observable market price.

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 (such as an improvement in the debtor's credit rating), the reversal of the previously recognised impairment loss is recognised in the consolidated income statement.

2 主要會計政策概要 (續)

2.11 財務資產之減值 (續)

以攤銷成本列賬之資產 (續)

虧損金額乃根據資產賬面金額與按財務資產原實際利率貼現而估計未來現金流量(不包括仍未產生的未來信用虧損)之現值兩者之差額計量。資產賬面金額予以削減，而虧損金額則在綜合損益表中確認。如貸款或持至到期之投資為浮動利率，計量任何減值虧損之貼現率為按合同釐定之現時實際利率。在實際應用中，萬順昌集團可利用可予觀察的市場價格，按工具之公平價值計量減值。

如在隨後期間，減值虧損之金額減少，而此減少可客觀地聯繫至確認減值後發生之事件(例如債務人之信用評級有所改善)，則之前已確認的減值虧損可在綜合損益表中撥回。

Notes to the Consolidated Financial Statements 綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.12 Derivative financial instruments

Derivatives are initially recognised at fair value on the date a derivative contract is entered into and are subsequently remeasured at their fair values. The method of recognising the resulting gain or loss depends on whether the derivative is designated as a hedging instrument, and if so, the nature of the item being hedged. Since the derivative instruments entered into by the VSC Group do not qualify for hedge accounting, changes in the fair value of these derivative instruments are recognised immediately in the consolidated income statement within 'other gains – net'.

2.13 Inventories

Inventories are stated at the lower of cost and net realisable value. Cost is determined using the first-in, first-out method. The cost of finished goods and work in progress comprises raw materials, direct labour, other direct costs and related production overheads (based on normal operating capacity). It excludes borrowing costs. Net realisable value is the estimated selling price in the ordinary course of business, less applicable variable selling expenses.

2 主要會計政策概要 (續)

2.12 衍生金融工具

衍生工具最初於訂立衍生工具合約之日按公平價值確認，其後按公平價值重新計量。由此產生之收益或虧損之確認方法，視乎該衍生工具是否被指定為對沖工具，若被指定為對沖工具，亦視乎受對沖項目之性質而定。由於萬順昌集團有關之衍生工具不適宜採用對沖會計法處理，故衍生工具公平價值之變動會即時於綜合損益表之「其他收益－淨額」中確認。

2.13 存貨

存貨按成本及與可變現淨價值兩者中之較低者入賬。成本以先入先出法計算。製成品及半製成品之成本，包括原材料、直接勞工工資，其他直接成本及有關之生產費用（根據正常操作能力），但不包括借貸成本。可變現淨價值根據其於正常業務運作下之銷售價格減去適當之可變銷售支出。

Notes to the Consolidated Financial Statements 綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.14 Trade and other receivables

Trade receivables are amounts due from customers for merchandise sold or services performed in the ordinary course of business. If collection of trade and other receivables is expected in one year or less (or in the normal operating cycle of the business if longer), they are classified as current assets. If not, they are presented as non-current assets.

Trade and other receivables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method, less provision for impairment.

2.15 Cash and cash equivalents

Cash and cash equivalents include cash in hand and deposits held at call with banks with original maturities of three months or less.

2.16 Share capital

Ordinary shares are classified as equity.

Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceeds.

2 主要會計政策概要 (續)

2.14 應收及其他應收賬款

應收賬款為在日常運作中就商品銷售或提供服務而應收客戶之款項。如預期於一年或以內(或仍在正常經營週期中,則可延長)收回應收及其他應收賬款,則該等賬款分類為流動資產。否則,該等賬款呈列為非流動資產。

應收及其他應收賬款最初按公平價值確認,而其後則採用實際利率法按已攤銷成本減值撥備計量。

2.15 現金及現金等值

現金及現金等值包括手頭現金及於三個月內到期存於銀行之通知存款。

2.16 股本

普通股界定為權益。

發行新股或購股權直接應佔之增量成本於權益內列作所得款項(扣除稅項)中扣減。

Notes to the Consolidated Financial Statements 綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.17 Trade payables

Trade payables are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers. Accounts payable are classified as current liabilities if payment is due within one year or less (or in the normal operating cycle of the business if longer). If not, they are presented as non-current liabilities.

Trade payables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method.

2.18 Borrowings

Borrowings are recognised initially at fair value, net of transaction costs incurred. Borrowings are subsequently stated at amortised cost; any difference between the proceeds (net of transaction costs) and the redemption value is recognised in the consolidated income statement over the period of the borrowings using the effective interest method.

Borrowings are classified as current liabilities unless the VSC Group has an unconditional right to defer settlement of the liability for at least 12 months after the financial year end date.

2 主要會計政策概要 (續)

2.17 應付賬款

應付賬款為在正常業務運作中購買之貨品及服務而應支付之義務。如付款於在一年或以內(或仍在正常經營週期中,若較長)到期,則應付賬款分類為流動負債;否則,該等賬款呈列為非流動負債。

應付賬款最初按公平價值確認,及其後則採用實際利率法計量。

2.18 借貸

借貸最初按公平價值,扣除已產生之交易成本確認。借貸其後按已攤銷成本列賬;所得款項(扣除交易成本)與贖回價值間之任何差額於借貸期使用實際利率法於綜合損益表中確認。

除非萬順昌集團擁有無條件權利延遲償還負債直至結算日後最少12個月,否則借貸界定為流動負債。

Notes to the Consolidated Financial Statements

綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.19 Borrowing costs

Borrowing costs that are directly attributable to the acquisitions, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of that asset. All other borrowing costs are charged to the consolidated income statement in the period in which they are incurred.

2.20 Current and deferred income tax

The tax expense for the period comprises current and deferred income tax. Tax is recognised in the consolidated income statement, except to the extent that it relates to item recognised directly in other comprehensive income or equity.

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the financial year end date in the countries where the Company and its subsidiaries and associates operate and generate taxable income. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

2 主要會計政策概要 (續)

2.19 借貸成本

需以長時間準備作計劃用途或出售之資產收購、建造或生產而產生之直接應計之借貸成本撥為該資產之部分成本。所有其他借貸成本乃於產生之期間於綜合損益表扣除。

2.20 當期及遞延所得稅

期內稅項開支包括當期及遞延所得稅。稅項於綜合損益表中確認，惟若稅項與直接計入其他全面收入或權益之項目有關。

當期所得稅支出根據本公司及其附屬公司及聯營公司營運及產生應課稅收入之國家於結算日已頒佈或實質頒佈的稅務法例計算。管理層就適用稅務法例詮釋所規限之情況定期評估報稅表之狀況，並在適用情況下根據預期須向稅務機關支付之稅款設定撥備。

Notes to the Consolidated Financial Statements 綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.20 Current and deferred income tax (Continued)

Deferred income tax is recognised, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the consolidated financial statements. However, the deferred income tax is not accounted for if it arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting non taxable profit or loss. Deferred income tax is determined using tax rates and laws that have been enacted or substantially enacted by the financial year end date and are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled.

Deferred income tax assets are recognised to the extent that it is probable that future taxable profit will be available against which the temporary differences can be utilised.

Deferred income tax is provided on temporary differences arising on investments in subsidiaries and associates, except where the timing of the reversal of the temporary difference is controlled by the VSC Group and it is probable that the temporary difference will not reverse in the foreseeable future.

2 主要會計政策概要 (續)

2.20 當期及遞延所得稅 (續)

遞延所得稅乃利用負債法就資產與負債之稅基與其於綜合財務報表之賬面金額兩者之短暫差異作全數確認。然而，若遞延所得稅來自在交易（不包括企業合併）中對資產或負債的初步確認，而在交易時不影響會計損益或應課稅盈虧，則不作記賬。遞延所得稅採用在結算日前已頒佈或實質採用，並在有關之遞延所得稅資產實現或遞延所得稅負債結算時預期將會適用之稅率及法例而釐定。

遞延所得稅資產乃就大有可能將未來應課稅溢利與可動用之短暫差異抵銷而確認。

遞延所得稅會就有關在附屬公司及聯營公司之投資所產生之短暫差異而撥備，但假若萬順昌集團可以控制短暫差異撥回之時間，並大有可能在可預見未來不會撥回該短暫差異則除外。

Notes to the Consolidated Financial Statements

綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.20 Current and deferred income tax (Continued)

Deferred income tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets against current tax liabilities and when the deferred income taxes assets and liabilities relate to income taxes levied by the same taxation authority on either the taxable entity or different taxable entities where there is an intention to settle the balances on a net basis.

2.21 Employee benefits

(a) Retirement benefits

The VSC Group participates in several defined contribution retirement benefit schemes. A defined contribution plan is a pension plan under which the VSC Group pays contributions, on a mandatory, contractual or voluntary basis, into a separate entity. The schemes are generally funded through payments to insurance companies or state/trustee-administered funds. The VSC Group has no further payment obligations once the contributions have been paid. It has no legal or constructive obligations to pay further contributions if the fund does not hold sufficient assets to pay all employees the benefits relating to employee service in the current and prior periods.

The contributions are recognised as employee benefit expenses when they are due and are reduced by contributions forfeited by those employees who leave the scheme prior to vesting fully in the contributions. Prepaid contributions are recognised as an asset to the extent that a cash refund or a reduction in the future payment is available.

2 主要會計政策概要 (續)

2.20 當期及遞延所得稅 (續)

倘有合法執行權利以當期稅項資產抵銷當期稅項負債，以及當遞延所得稅資產和負債涉及由同一稅務機關就應課稅實體或有意以淨額基準結算結餘之不同應課稅實體徵收所得稅，遞延所得稅資產與負債則互相抵銷。

2.21 員工福利

(a) 退休福利

萬順昌集團參與數項界定供款退休福利計劃。萬順昌集團界定退休金為強制、合約或自願基準支付供款予一獨立實體之退休福利計劃。此等計劃一般透過向保險公司或受託管理基金付款而注資。萬順昌集團於作出供款後，即無進一步付款責任。倘基金不具備足夠資產，無法就本期及過往期間之僱員服務向所有僱員支付福利，則萬順昌集團並無法律或推定責任作進一步供款。

供款於應付時確認為僱員成本，並可由歸屬前離開計劃之僱員所放棄之全數供款撇減。預付供款按照現金退款或未來款項減少計算確認為資產。

Notes to the Consolidated Financial Statements
綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.21 Employee benefits (Continued)

(b) Bonus plans

The VSC Group recognises a liability and an expense for bonus. The VSC Group recognises a provision where contractually obliged or where there is a past practice that has created a constructive obligation.

(c) Share-based compensation

The VSC Group operates a number of equity-settled, share-based compensation plans, under which the entity receives services from employees as consideration for equity instruments (options) of the VSC Group. The fair value of the employee services received in exchange for the grant of the options is recognised as an expense. The total amount to be expensed is determined by reference to the fair value of the options granted, excluding the impact of any non-market service and performance vesting conditions (for example, profitability, sales growth targets and remaining an employee of the entity over a specified time period). Non-market vesting conditions are included in assumptions about the number of options that are expected to vest. The total expense is recognised over the vesting period, which is the period over which all of the specified vesting conditions are to be satisfied. At each financial year end date, the entity revises its estimates of the number of options that are expected to vest based on the non-marketing vesting conditions. It recognises the impact of the revision of original estimates, if any, in the consolidated income statement with a corresponding adjustment to equity.

The proceeds received net of any directly attributable transaction costs are credited to share capital (nominal value) and share premium when the options are exercised.

2 主要會計政策概要 (續)

2.21 員工福利 (續)

(b) 花紅計劃

萬順昌集團就花紅確認相應負債及費用。當於合約規定或由過往慣例產生推定責任時，則會確認撥備。

(c) 以股份為基礎之補償

萬順昌集團設有多項以權益償付、以股份為基礎之補償計劃，據此，公司以萬順昌集團之股本工具（購股權）作為獲取僱員服務之代價。僱員為獲取授予購股權而提供之服務之公平價值確認為支出。將予支銷之總金額參考授予之購股權之公平價值釐定，不包括任何非市場服務及表現既定條件（例如盈利能力、銷售增長目標及公司於特定期間餘下之僱員）之影響。非市場既定條件包括關於預期歸屬之購股權數目之假設。所有支出總額於歸屬期間（即所有特定既定條件獲滿足之期間）內確認。在每個結算日，公司會根據非市場既定條件修訂其預期歸屬之購股權數目之估計。公司在綜合損益表內確認原估算修訂（如有）之影響，並對權益作出相應調整。

於購股權獲行使時，所收取之所得款項淨額（扣除直接應佔之交易成本）乃計入股本（面值）及股份溢價中。

Notes to the Consolidated Financial Statements

綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.21 Employee benefits (Continued)

(d) Employee leave entitlements

Employee entitlements to annual leave are recognised when they accrued to employees. A provision is made for the estimated liability for annual leave as a result of services rendered by employees up to the financial year end date. Employee entitlements to sick leave and maternity leave are not recognised until the time of leave.

2.22 Provision

Provisions are recognised when: the VSC Group has a present legal or constructive obligation as a result of past events; it is probable that an outflow of resources will be required to settle the obligation; and the amount has been reliably estimated. Restructuring provisions comprise lease termination penalties and employee termination payments. Provisions are not recognised for future operating losses.

Where there are a number of similar obligations, the likelihood that an outflow will be required in settlement is determined by considering the class of obligations as a whole. A provision is recognised even if the likelihood of an outflow with respect to any one item included in the same class of obligations may be small.

Provisions are measured at the present value of the expenditures expected to be required to settle the obligation using a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the obligation. The increase in the provision due to passage of time is recognised as interest expense.

2 主要會計政策概要 (續)

2.21 員工福利 (續)

(d) 僱員應享假期

僱員之應享年假乃於應計予僱員時確認。僱員因提供服務產生之應享年假乃按截至結算日之年假估計負債計算撥備。僱員應享病假及分娩假期僅於支取時才確認。

2.22 撥備

當萬順昌集團因已發生之事件而產生現有之法律或推定責任，或較可能有資源流出以償付責任，且金額已可靠估計，則會確認撥備，重組撥備包括租賃終止罰款及僱員離職付款。未來經營虧損則不作撥備。

如有多項類似責任，其需要在償付中流出資產的可能性，根據責任的類別整體考慮。即使在同一責任類別所包含的任何一個項目相關的資源流出的可能性極低，仍須確認撥備。

撥備採用稅前率按照預期需償付有關責任之開支之現值計量，該利率反映當時市場對金錢時間值和有關責任固有風險的評估。隨著時間過去而增加之撥備確認為利息支出。

Notes to the Consolidated Financial Statements 綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.23 Contingent liabilities

A contingent liability is a possible obligation that arises from past events and whose existence will only be confirmed by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the VSC Group. It can also be a present obligation arising from past events that is not recognised because it is not probable that outflow of economic resources will be required or the amount of obligation cannot be measured reliably.

A contingent liability is not recognised but is disclosed in the consolidated financial statements. When a change in the probability of an outflow occurs so that outflow is probable, it will then be recognised as a provision.

2.24 Revenue recognition

Revenue comprises the fair value of the consideration received or receivable for the sale of goods and services in the ordinary course of the VSC Group's activities. Revenue is shown net of value-added tax, rebates, returns and discounts and after elimination of sales within the VSC Group.

The VSC Group recognises revenue when the amount of revenue can be reliably measured, it is probable that future economic benefits will flow to the entity and specific criteria have been met for each of the VSC Group's activities as described below. The VSC Group bases its estimates on historical results, taking into consideration the type of customer, the type of transaction and the specifics of each arrangement.

2 主要會計政策概要 (續)

2.23 或然負債

或然負債乃指因過往事件而可能產生之負債，或然負債存在與否僅由出現或並無出現一項或多項萬順昌集團未能全力控制之不明朗未來事件而決定。或然負債亦可以是由過往事件產生而未予確認之現有債務，但由於可能毋需流出經濟資源或責任金額未能可靠計算而未有確認。

或然負債不會被確認，但會在綜合財務報表附註披露。當流出資源之可能性改變導致可能流出資源時，此等負債將確認為撥備。

2.24 收入確認

收入包括萬順昌集團在日常運作下之已收或應收之貨品及服務銷售而產生之公平價值代價。收入是經扣除增值稅、回扣退貨及折扣以及對銷了萬順昌集團內部銷售。

當收益數額能夠可靠計量、未來經濟利益有可能流入有關實體，而萬順昌集團每項活動均符合具體條件時(如下文所述)，萬順昌集團便會將收入確認。萬順昌集團會根據其往績並考慮客戶類別、交易種類和每項安排之特點作出估計。

Notes to the Consolidated Financial Statements
綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.24 Revenue recognition (Continued)

Revenue is recognised as follows:

(a) *Sales of goods*

Sales of goods are recognised when a group entity has delivered products to the customer, the customer has full discretion over channel and price to sell the products, and there is no unfulfilled obligation that could affect the customer's acceptance of the products. Delivery does not occur until the products have been shipped to the specified location, the risk of obsolescence and loss have been transferred to the customer, and either the customer has accepted the products in accordance with sales contract, the acceptance provisions have lapsed, or the VSC Group has objective evidence that all criteria for acceptance have been satisfied.

(b) *Service income*

Service income is recognised when the services are rendered.

(c) *Rental income*

Rental income is recognised on a straight-line basis over the period of the relevant leases.

2 主要會計政策概要 (續)

2.24 收入確認 (續)

收入確認如下：

(a) *銷售貨品*

當萬順昌集團實體已將貨品交付予客戶，客戶對銷售產品的渠道和價格擁有完全決定權，且沒有未履行的責任可能影響客戶對產品的接收時，貨品銷售即確認入賬。當產品已付運予至指定地點，過時和損失風險已轉讓予客戶，而客戶已根據銷售合約接收產品、或接收條款已作廢，或萬順昌集團有客觀證據顯示所有接收條款已經履行後，貨品交付才算產生。

(b) *服務收入*

服務收入會當服務產生時確認。

(c) *租金收入*

租金收入於有關租約期內以直線法予以確認。

Notes to the Consolidated Financial Statements 綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.24 Revenue recognition (Continued)

(d) *Dividend income*

Dividend income is recognised when the right to receive payment is established.

(e) *Interest income*

Interest income is recognised on a time-proportion basis using the effective interest method.

Advance payments received from customers prior to delivery of merchandise are recorded as receipts in advance.

2.25 Operating leases

(a) *As a lessee*

Leases in which a significant portion of the risks and rewards of ownership are retained by the lessor are classified as operating leases. Payments made under operating leases (net of any incentives received from the lessor), including upfront payment made for land use rights, are charged to the consolidated income statement on a straight-line basis over the period of the leases.

(b) *As a lessor*

When assets are leased out under an operating lease, the asset is included in the consolidated statement of financial position based on the nature of the asset. Lease income is recognised over the term of the lease on a straight-line basis.

2.26 Dividend distribution

Dividend distribution to the Company's equity holders is recognised as a liability in the VSC Group's and the Company's financial statements in the period in which the dividends are approved by the Company's equity holders.

2 主要會計政策概要 (續)

2.24 收入確認 (續)

(d) *股息收入*

股息收入乃於確定有權收取股息支付時予以確認。

(e) *利息收入*

利息收入按適用息率以時間比例作基準予以確認。

於付運貨品前預先向客戶收取之款項均列作預收款項入賬。

2.25 營業租約

(a) *作為承租人*

如租約擁有權的重大部分風險和回報由出租人保留，分類為營業租約。根據營業租約支付的款項(扣除自出租人收取之任何獎勵金後)，包括就土地使用權作出之預付款項，於租賃期內以直線法在綜合損益表中扣除。

(b) *作為出租人*

當資產按營業租約出租時，該資產將按資產之類別在綜合財務狀況表中顯示。租金收入於租賃期內以直線法記賬。

2.26 股息分派

向本公司股權持有人分派之股息在股息獲本公司股權持有人批准之期間內於萬順昌集團及本公司之財務報表中列為負債。

Notes to the Consolidated Financial Statements

綜合財務報表附註

3 FINANCIAL RISK MANAGEMENT

3.1 Financial risk factors

The VSC Group's activities expose it to a variety of financial risks: market risk (including price risk, foreign exchange risk and cash flow and fair value interest rate risk), credit risk and liquidity risk. The VSC Group's overall risk management programme focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the VSC Group's financial performance.

(a) Market risk

(i) Price risk

The VSC Group is subject to commodity price risk because certain subsidiaries of the VSC Group are engaged in the trading of steel products. As at 31st March 2011, the VSC Group's had committed sales orders of approximately 201,000 metric tonnes (2010: 216,000 metric tonnes) for which the selling price is fixed, which exceeded the aggregate amount of on-hand inventories and committed purchase orders. Over the coming year, the VSC Group will be required to purchase steel products to fulfil these committed sales orders not covered by inventories and committed purchase orders. As the prices of steel products can fluctuate materially, the VSC Group's results may be affected significantly by future fluctuations in steel prices (Note 4(a)).

3 財務風險管理

3.1 財務風險因素

萬順昌集團之經營活動面對各種財務風險：市場風險（包括價格風險、外匯風險及現金流量及公平價值利率風險），信貸風險及流動資金風險。萬順昌集團之整體風險管理計劃專注於財務市場之難預測性，並儘量尋求減低對萬順昌集團財務表現之潛在不利影響。

(a) 市場風險

(i) 價格風險

由於萬順昌集團之若干附屬公司從事鋼材產品貿易，故此萬順昌集團面對商品價格風險。於二零一一年三月三十一日，萬順昌集團已確定其銷售價格固定不變之銷售訂單約201,000公噸（二零一零年：216,000公噸）已超過手頭存貨及已確定之購貨訂單。來年，萬順昌集團將會為此沒有存貨及已確定之購貨訂單之鋼材產品之銷售訂單進行採購以履行合約。由於鋼材產品之價格波動甚大，萬順昌集團之業績將可能面對重大未來鋼材價格波動之影響（附註4(a)）。

Notes to the Consolidated Financial Statements
綜合財務報表附註

3 FINANCIAL RISK MANAGEMENT (CONTINUED)

3.1 Financial risk factors (Continued)

(a) *Market risk (Continued)*

(i) **Price risk (Continued)**

The VSC Group has entered into steel future contracts to partly manage its steel price risk exposures. At 31st March 2011, if the price of steel future contracts strengthened/weakened by 10% with all other variables held constant, profit before income tax for the year would have been approximately HK\$1,110,000 (2010: HK\$5,403,000) higher/lower, mainly as a result of a fair value change on these steel future derivatives.

(ii) **Foreign exchange risk**

The VSC Group operates internationally and is exposed to foreign exchange risk arising from various currency exposures. The VSC Group may use forward contracts with external financial institutions to partially hedge against its foreign exchange risk arising from future commercial transactions, recognised assets and liabilities and net investments in foreign operations.

The VSC Group also mitigates the foreign exchange risk by maintaining HK\$, United States dollar (“US\$”) and Chinese Renminbi (“RMB”) bank accounts which are used by the VSC Group to pay for the transactions denominated in these currencies. Foreign exchange risks on financial assets and liabilities denominated in currencies other than RMB are insignificant to the VSC Group.

3 財務風險管理 (續)

3.1 財務風險因素 (續)

(a) *市場風險 (續)*

(i) **價格風險 (續)**

萬順昌集團已訂立鋼材期貨合約以管理部分面對鋼材價格風險。於二零一一年三月三十一日，若鋼材期貨合約之價格上升／下跌10%，而其他可變因素維持不變，年度除稅前溢利將會增加／減少約1,110,000港元（二零一零年：5,403,000港元），主要由於鋼材期貨衍生工具之公平價值變動所致。

(ii) **外匯風險**

萬順昌集團業務跨越多國，因此面對源於各種貨幣之外匯風險。對於未來商業貿易，確認資產及負債及外國業務淨投資造成之外匯風險，萬順昌集團可採用與對外金融機構訂立之遠期合約對沖部分風險。

萬順昌集團亦維持港元、美元（「美元」）及人民幣（「人民幣」）銀行賬戶以減少外匯風險，並採用相關銀行賬戶支付該等幣值之款項。除人民幣以外其他貨幣結算之財務資產及負債產生之外匯風險對萬順昌集團並無重大影響。

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綜合財務報表附註

3 FINANCIAL RISK MANAGEMENT (CONTINUED)

3.1 Financial risk factors (Continued)

(a) Market risk (Continued)

(ii) Foreign exchange risk (Continued)

The VSC Group has certain investments in Mainland China, whose net assets are denominated in RMB. The conversion of RMB into foreign currencies is subject to the rules and regulations to the foreign exchange control promulgated by the Mainland China government.

At 31st March 2011, if RMB had depreciated/appreciated by 5% against HK\$ with all other variables held constant, profit before income tax for the year would have been approximately HK\$4,255,000 (2010: HK\$3,561,000) lower/higher mainly as a result of foreign exchange losses on translation of RMB denominated monetary assets and liabilities.

The fair values of certain forward foreign exchange contracts are determined using the quoted US\$/HK\$ forward exchange rates. If US\$ appreciated against HK\$ by 1% with all other variables held constant, profit before income tax for the year would have been lower by approximately HK\$1,367,000 (2010: HK\$1,633,000). If US\$ depreciated against HK\$ by 1% with all other variables held constant, profit before income tax for the year would have been higher by approximately HK\$855,000 (2010: HK\$1,040,000).

3 財務風險管理 (續)

3.1 財務風險因素 (續)

(a) 市場風險 (續)

(ii) 外匯風險 (續)

萬順昌集團在中國內地持有若干投資，此等業務之淨資產主要以人民幣列值。兌換人民幣為外國貨幣須遵守中國政府頒佈外匯控制規例及法規。

於二零一一年三月三十一日，假若人民幣兌港元貶值／升值5%，而所有其他因素維持不變，則本年度除稅前溢利應減少／增加約4,255,000港元（二零一零年：3,561,000港元）。主要由於兌換以人民幣計值之貨幣資產及負債之滙兌虧損所引致。

若干遠期外匯合約之公平價值按掛牌港元兌美元遠期外匯匯率計算。假若美元兌港元升值1%，而所有其他因素維持不變，則本年度除稅前溢利應減少約1,367,000港元（二零一零年：1,633,000港元）。假若美元兌港元貶值1%，而所有其他因素維持不變，則本年度除稅前溢利應增加約855,000港元（二零一零年：1,040,000港元）。

Notes to the Consolidated Financial Statements
綜合財務報表附註

3 FINANCIAL RISK MANAGEMENT (CONTINUED)

3.1 Financial risk factors (Continued)

(a) Market risk (Continued)

(ii) Foreign exchange risk (Continued)

The fair values of certain forward foreign exchange contracts are determined using the quoted RMB/US\$ forward exchange rates. If RMB appreciated against US\$ by 3% with all other variables held constant, profit before income tax for the year would have been higher by approximately HK\$1,850,000. If RMB depreciated against US\$ by 3% with all other variables held constant, profit before income tax for the year would have been lower by approximately HK\$5,817,000.

(iii) Cash flow and fair value interest rate risk

The VSC Group's interest rate risk arises mainly from borrowings and interest rate instrument. Borrowings issued at variable rates expose the VSC Group to cash flow interest rate risk which is partially offset by cash held at variable rates.

The fair values of the interest rate instruments are determined using the interest rate spread between the US\$ constant maturity swap ("CMS") 10-year rate and the US\$ CMS 2-year rate. The Management considered that the risk relating to the interest rate spread above is not significant.

At 31st March 2011, if interest rates on floating rate borrowings had been 100 basis points higher/lower with all other variables held constant, profit before income tax for the year would have been approximately HK\$730,000 lower/higher (2010: HK\$1,964,000), mainly as a result of higher/lower interest expenses on floating rate borrowings.

3 財務風險管理 (續)

3.1 財務風險因素 (續)

(a) 市場風險 (續)

(ii) 外匯風險 (續)

若干遠期外匯合約之公平價值按掛牌美元兌人民幣遠期外匯匯率計算。假若人民幣兌美元升值3%，而所有其他因素維持不變，則本年度除稅前溢利應增加約1,850,000港元。假若人民幣兌美元貶值3%，而所有其他因素維持不變，則本年度除稅前溢利應減少約5,817,000港元。

(iii) 現金流量及公平價值利率風險

萬順昌集團之利率風險主要來自借貸及利率工具。浮息借貸使萬順昌集團面對現金流量利率風險部分則由浮息現金抵銷。

利率掉期工具之公平價值乃由美元10年及美元2年固定年期交換利率之利差所釐定。管理層已考慮以上相關於利差之風險並不重大。

於二零一一年三月三十一日，倘浮息借貸增加／減少100個基點，而所有其他可變因素維持不變，年度除稅前溢利將減少／增加約730,000港元(二零一零年：1,964,000港元)，主要由於浮息借貸的利息支出增加／減少所致。

Notes to the Consolidated Financial Statements

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3 FINANCIAL RISK MANAGEMENT (CONTINUED)

3.1 Financial risk factors (Continued)

(b) Credit risk

Credit risk of the VSC Group mainly arises from pledged bank deposits, cash and cash equivalents and derivative financial instruments as well as credit exposures to customers such as trade and bill receivables, loan receivables, certain amount of other receivables and amounts due from associates.

The credit risk on pledged bank deposits, cash and cash equivalents and derivative financial instruments is limited because the VSC Group mainly places the deposits in and enters into derivative financial contracts with banks with high credit rating and management does not expect any losses from non-performance by banks.

The VSC Group has policies in place to ensure that sales are made to customers with an appropriate financial strength and appropriate percentage of down payment. It also has other monitoring procedures to ensure that follow up action is taken to recover overdue debts. In addition, the VSC Group reviews regularly the recoverable amount of each individual receivable to ensure that adequate impairment losses are made for irrecoverable amounts.

3 財務風險管理 (續)

3.1 財務風險因素 (續)

(b) 信貸風險

萬順昌集團之信貸風險主要來自已抵押銀行存款、現金及現金等值及衍生金融工具，以及面對客戶之應收賬款及票據、應收貸款、若干其他應收賬款及應收聯營公司之信貸風險。

萬順昌集團主要將存款存於及訂立之衍生金融工具於高評級之銀行，管理層並不預期有關銀行會違約而導致任何虧損，故此，已抵押銀行存款、現金及現金及衍生金融工具等價物之信貸風險有限。

萬順昌集團訂有政策以確保銷售是具結予具備適當財政實力及押付恰當比例之訂金之客戶。其亦訂有其他監測程序，確保執行跟進工作以索回逾期賬款。此外，萬順昌集團定期檢查每筆應收賬款之可回收款額，藉此保證為不能回收之賬款計提適當減值虧損。

Notes to the Consolidated Financial Statements
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3 FINANCIAL RISK MANAGEMENT (CONTINUED)

3.1 Financial risk factors (Continued)

(b) Credit risk (Continued)

As at 31st March 2011, the VSC Group has a concentration of credit risk given that the top 10 customers account for 48% (2010: 44%) of the VSC Group's total year end trade and bill receivables balance. Management considers that the credit risk in respect of these customers is currently low after considering the financial position and past experience with these customers. The VSC Group's historical experience in collection of trade and bill receivables falls within the recorded allowances and the directors are of the opinion that adequate provision for uncollectible trade and bill receivable has been made.

As at 31st March 2010 and 2011, the credit quality of other receivables has been assessed by reference to the historical information about the counterparty default rates. The existing counterparties do not have histories of defaults.

The VSC Group does not have significant exposure to the remaining credit risk.

3 財務風險管理 (續)

3.1 財務風險因素 (續)

(b) 信貸風險 (續)

於二零一一年三月三十一日，萬順昌集團截至年終應收賬款及票據之結餘總額中，頭十名客戶佔當中之48% (二零一零年：44%)，故此，萬順昌集團有集中信貸風險。管理層經考慮該等客戶之財務狀況及交易往績後，認為有關該等客戶之信貸風險為低。根據過往經驗，萬順昌集團在收回應收賬款及票據方面所收回之金額，均在記錄撥備之範疇內，而董事認為，已就不可能收回的應收賬款及票據作充足之撥備。

於二零一零年及二零一一年三月三十一日，萬順昌集團之其他應收賬款之信貸質素已參考交易對手方之過往違約比率資料作出評估。現有交易對手未曾試過違約。

萬順昌集團並無重大餘下之信貸風險。

Notes to the Consolidated Financial Statements

綜合財務報表附註

3 FINANCIAL RISK MANAGEMENT (CONTINUED)

3.1 Financial risk factors (Continued)

(c) Liquidity risk

Prudent liquidity risk management includes maintaining sufficient cash and the availability of funding through an adequate amount of available credit facilities, due to the dynamic nature of the underlying business.

Management monitors rolling forecasts of the VSC Group's liquidity reserve which comprises undrawn borrowing facility and cash and cash equivalents on the basis of expected cash flows.

The liquidity of the VSC Group depends on the terms and conditions of new borrowings and re-financed existing borrowings. With long-standing relationships with a group of banks, management is confident that the VSC Group can secure sufficient banking facilities for its normal business operation.

Management believes that they are taking all the necessary measures to maintain sufficient liquidity reserve to support sustainability and growth of the VSC Group's business in the current circumstances and to repay outstanding borrowings when they fall due. Currently, the VSC Group finances its working capital requirements through a combination of funds generated from operations and bank borrowings.

3 財務風險管理 (續)

3.1 財務風險因素 (續)

(c) 流動資金風險

奉行審慎之流動資金風險管理指維持足夠現金及透過充裕可用之信貸融資以應付多元化之業務性質。

管理層根據預期現金流量監控萬順昌集團的流動資金儲備之滾動預測。流動資金儲備包含未提取的借貸額及現金及現金等值。

萬順昌集團之流動資金取決於新造借貸之條款及條件及為現在借貸再融資。由於與一眾銀行有長期往來關係，管理層有信心萬順昌集團能夠取得充足銀行融資額以支持本身之業務營運。

管理層相信已執行所有必須之措施以維持充份之流動資金儲備，以支持萬順昌集團之業務在當前環境繼續營運及增長，以及於未償還借貸到期時償還借貸。目前，萬順昌集團結合業務產生的資金及銀行借貸，滿足本身之營運資金需求。

Notes to the Consolidated Financial Statements

綜合財務報表附註

3 FINANCIAL RISK MANAGEMENT (CONTINUED)

3.1 Financial risk factors (Continued)

(c) Liquidity risk (Continued)

The table below analyses the VSC Group's and the Company's financial liabilities and net-settled derivative financial liabilities into relevant maturity groupings based on the remaining period at the financial year end dates to the contractual maturity dates. The amounts disclosed in the table are the contractual undiscounted cash flows. Balances due within 12 months equal their carrying balances as the impact of discounting is not significant.

	即時還款 Repayable on demand 千港元 HK\$'000	少於1年 Less than 1 year 千港元 HK\$'000	1至2年 Between 1 and 2 years 千港元 HK\$'000	總額 Total 千港元 HK\$'000	
Consolidated					綜合
At 31st March 2011					於二零一一年三月三十一日
Trade and bill payables	–	313,935	–	313,935	應付賬款及票據
Receipts in advance	–	145,621	–	145,621	預收款項
Derivative financial instruments	–	13	128	141	衍生金融工具
Accrued liabilities and other payables	–	90,997	–	90,997	應計負債及其他應付賬款
Borrowings	10,746	589,398	–	600,144	借貸
Interest payable	601	18,648	–	19,249	應付利息
At 31st March 2010					於二零一零年三月三十一日
Trade and bill payables	–	247,473	–	247,473	應付賬款及票據
Receipts in advance	–	24,888	–	24,888	預收款項
Derivative financial instruments	–	–	133	133	衍生金融工具
Accrued liabilities and other payables	–	99,399	–	99,399	應計負債及其他應付賬款
Borrowings	–	410,281	3,925	414,206	借貸
Interest payable	–	10,479	–	10,479	應付利息

3 財務風險管理 (續)

3.1 財務風險因素 (續)

(c) 流動資金風險 (續)

下表載列萬順昌集團及本公司之財務負債及淨額結算衍生財務負債，按有關到期組別，根據於結算日至合約屆滿日之餘下期間進行分析。下表披露之金額為合約未貼現現金流。十二個月內到期之結餘與其賬面結餘相等，而貼現之影響並不重大。

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綜合財務報表附註

3 FINANCIAL RISK
MANAGEMENT (CONTINUED)

3.1 Financial risk factors (Continued)

(c) Liquidity risk (Continued)

	即時還款 Repayable on demand 千港元 HK\$'000	少於1年 Less than 1 year 千港元 HK\$'000	1至2年 Between 1 and 2 years 千港元 HK\$'000	總額 Total 千港元 HK\$'000	
Company					
At 31st March 2011	本公司 於二零一一年三月三十一日				
Accrued liabilities and other payables	-	125	-	125	應計負債及 其他應付賬款
Derivative financial instruments	-	13	-	13	衍生金融 工具
Borrowings	-	3,876	-	3,876	借貸
At 31st March 2010					
於二零一零年三月三十一日					
Accrued liabilities and other payables	-	107	-	107	應計負債及 其他應付賬款
Derivative financial instruments	-	-	133	133	衍生金融 工具
Borrowings	-	7,764	3,925	11,689	借貸

3 財務風險管理 (續)

3.1 財務風險因素 (續)

(c) 流動資金風險 (續)

Notes to the Consolidated Financial Statements

綜合財務報表附註

3 FINANCIAL RISK MANAGEMENT (CONTINUED)

3.1 Financial risk factors (Continued)

(c) Liquidity risk (Continued)

The table that follows summarises the maturity analysis of loans with a repayment on demand clause based on agreed scheduled repayments set out in the loan agreements. The amounts include interest payments computed using contractual rates. Taking into account the VSC Group's financial position, the directors do not consider that it is probable that the bank will exercise its discretion to demand immediate repayment. The directors believe that such term loans will be repaid in accordance with the scheduled repayment dates set out in the loan agreements.

	少於1年 Less than 1 year 千港元 HK\$'000	1至2年 Between 1 and 2 years 千港元 HK\$'000	2至5年 Between 2 and 5 years 千港元 HK\$'000	總額 Total 千港元 HK\$'000	
Consolidated					綜合
At 31st March 2011					於二零一一年三月三十一日
Term loans subject to repayment on demand clause	2,304	2,304	6,138	10,746	按還款條款之定期貸款
Interest payable	215	169	217	601	應付利息
At 31st March 2010					於二零一零年三月三十一日
Term loans subject to repayment on demand clause	–	–	–	–	按還款條款之定期貸款
Interest payable	–	–	–	–	應付利息

3 財務風險管理 (續)

3.1 財務風險因素 (續)

(c) 流動資金風險 (續)

下表載列包含要求償還條款之貸款按還款到期日之分析(包括按合約利率計算之利息支出),有關到期日是根據載列於貸款協議中已協定之還款時間表。董事會經考慮萬順昌集團之財務狀況,認為銀行不會行使其權利要求即時償還款項,並相信萬順昌集團將根據載列於貸款協議中之還款時間表償還此等定期貸款。

Notes to the Consolidated Financial Statements

綜合財務報表附註

3 FINANCIAL RISK MANAGEMENT (CONTINUED)

3.2 Capital risk management

The VSC Group's objectives when managing capital are to safeguard the VSC Group's ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders and to maintain an optimal capital structure to reduce the cost of capital.

In order to maintain or adjust the capital structure, the VSC Group may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares or sell assets to reduce debt.

Consistent with others in the industry, the VSC Group monitors capital on the basis of the gearing ratio. This ratio is calculated as net debt divided by total capital. Net debt is calculated as total borrowings (including current and non-current borrowings as shown in the consolidated statement of financial position) less pledged bank deposits and cash and cash equivalents. Total capital is calculated as equity (excluding non-controlling interests), as shown in the consolidated statement of financial position, plus net debt.

3 財務風險管理 (續)

3.2 資金風險管理

萬順昌集團管理資金的目標為保障萬順昌集團持續經營之能力，以為股東提供回報及其他相關人士之利益，及保持適當資本架構以減少資本成本。

為維持或調節資本架構，萬順昌集團可調節向股東派付的股息金額、退回資本予股東、發行新股份或出售資產以減債。

為與同業一致，萬順昌集團根據資本負債比率監察資本。該比率乃以淨負債除以資本總額計算得出。淨負債乃以借貸總額（包括已在綜合財務狀況表中之流動及非流動借貸）減已抵押銀行存款及現金及現金等值計算。資本總額以權益（不包括非控制性權益），如在綜合財務狀況表所示，加淨負債計算。

Notes to the Consolidated Financial Statements 綜合財務報表附註

3 FINANCIAL RISK MANAGEMENT (CONTINUED)

3.2 Capital risk management (Continued)

The gearing ratios at 31st March 2011 and at 31st March 2010 were as follows:

	二零一一年 2011 千港元 HK\$'000	二零一零年 2010 千港元 HK\$'000	
Total borrowings (Note 29)	600,144	414,206	借貸總額 (附註29)
Less: Cash and cash equivalents and pledged bank deposits (Note 26)	(527,492)	(218,117)	減：現金及現金等值及已 抵押銀行存款 (附註26)
Net debt	72,652	196,089	淨負債
Total equity (excluding non-controlling interest)	644,656	621,157	權益總額 (不包括非控制性 權益)
Total capital	717,308	817,246	資本總額
Gearing ratio	10%	24%	資本負債比率

The gearing ratio decreased during the year due to proceed from disposal of interest in an associate.

3 財務風險管理 (續)

3.2 資金風險管理 (續)

於二零一一年三月三十一日及二零一零年三月三十一日之資本負債比率如下：

本年度期間，資本負債比率下跌是由於出售一間聯營公司之權益之所得款項所致。

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3 FINANCIAL RISK MANAGEMENT (CONTINUED)

3.3 Fair value estimation

The VSC Group uses the following hierarchies for determining and disclosing the fair value of financial instruments:

Level 1: fair values measured based on quoted prices (unadjusted) in active markets for identical assets

Level 2: fair values measured based on valuation techniques for which all inputs which have a significant effect on the recorded fair value are observable, either directly or indirectly

Level 3: fair values measured based on valuation techniques for which all inputs which have a significant effect on the recorded fair value are not based on observable market data (unobservable inputs)

3 財務風險管理 (續)

3.3 公平價值估算

萬順昌集團運用以下階系以釐定及披露金融工具之公平價值：

第一層：公平價值按相同資產在活躍市場之報價(未經調整)計算

第二層：公平價值按所有可觀察，不論直接或間接，在已記錄公平價值中有重大影響的輸入之估值技術計算

第三層：公平價值按所有並非根據可予觀察市場數據(非可觀察輸入)在已記錄公平價值中有重大影響的輸入之估值技術計算

Notes to the Consolidated Financial Statements

綜合財務報表附註

3 FINANCIAL RISK MANAGEMENT (CONTINUED)

3.3 Fair value estimation (Continued)

Assets and liabilities measured at fair value as at 31st March 2011:

	第一層 Level 1 千港元 HK\$'000	第二層 Level 2 千港元 HK\$'000	第三層 Level 3 千港元 HK\$'000	總額 Total 千港元 HK\$'000	
Assets – Consolidated					資產 – 綜合
Steel future contracts	2	–	–	2	鋼材期貨合約
Forward foreign exchange contracts	–	2,395	–	2,395	遠期外匯合約
	2	2,395	–	2,397	
Liabilities – Consolidated					負債 – 綜合
Forward foreign exchange contracts	–	128	–	128	遠期外匯合約
Interest rate instrument	–	13	–	13	利率工具
	–	141	–	141	

於二零一一年三月三十一日按公平價值計算之資產及負債：

Assets and liability measured at fair value as at 31st March 2010:

	第一層 Level 1 千港元 HK\$'000	第二層 Level 2 千港元 HK\$'000	第三層 Level 3 千港元 HK\$'000	總額 Total 千港元 HK\$'000	
Assets – Consolidated					資產 – 綜合
Steel future contracts	980	–	–	980	鋼材期貨合約
Forward foreign exchange contracts	–	10	–	10	遠期外匯合約
	980	10	–	990	
Liability – Consolidated					負債 – 綜合
Interest rate instrument	–	133	–	133	利率工具

於二零一零年三月三十一日按公平價值計算之資產及負債：

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3 FINANCIAL RISK MANAGEMENT (CONTINUED)

3.3 Fair value estimation (Continued)

Liability measured at fair value as at 31st March 2011:

	第一層 Level 1 千港元 HK\$'000	第二層 Level 2 千港元 HK\$'000	第三層 Level 3 千港元 HK\$'000	總額 Total 千港元 HK\$'000	
Liability – Company					負債 – 本公司
Interest rate instrument	–	13	–	13	利率工具

Liability measured at fair value as at 31st March 2010:

	第一層 Level 1 千港元 HK\$'000	第二層 Level 2 千港元 HK\$'000	第三層 Level 3 千港元 HK\$'000	總額 Total 千港元 HK\$'000	
Liability – Company					負債 – 本公司
Interest rate instrument	–	133	–	133	利率工具

3 財務風險管理 (續)

3.3 公平價值估算 (續)

於二零一一年三月三十一日按
公平價值計算之負債：

於二零一零年三月三十一日按
公平價值計算之負債：

Notes to the Consolidated Financial Statements 綜合財務報表附註

4 CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS

Estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

The VSC Group makes estimates and assumptions concerning the future. The resulting accounting estimates will, by definition, seldom equal the related actual results. The estimates and assumptions 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.

(a) Onerous contracts

As at 31st March 2011, the VSC Group had committed sales orders which exceeded the aggregate amount of on-hand inventories and committed purchase orders. Management expects the cost of certain future purchases to fulfil these sales orders will exceed the contracted selling prices of the sales orders and hence a provision for onerous contracts has been made.

In estimating the amount by which the cost of purchases are expected to exceed sales prices of committed sales orders, management takes into account the cost of on-hand inventory, the cost of committed purchase orders and the forecast market price of future purchases where this can be reliably estimated. For the sales orders which the management expects to fulfil after 31st August 2011, no provision has been made since management considers the loss, if any, arising from fulfilling such orders, cannot be reliably estimated at this time.

As at 31st March 2011, if steel prices had weakened/strengthened by 10% relative to the management's expected cost of purchase of steel inventories with all other variables held constant, profit before income tax for the year would have been approximately HK\$20,487,000 (2010: HK\$23,762,000) higher/lower.

4 重要會計推算及判斷

所採用之推算及判斷會被經常檢查，並以過往經驗及其他因素作為基礎，包括在現況下對未來事件之合理預期。

萬順昌集團就未來作出推算及假設。在定義上，由此而生之會計推算極少與相關之實際結果相同。具相當風險導致下一財政年度之資產及負債之賬面金額作重大調整之推算及假設將於下文論述。

(a) 有償契約

於二零一一年三月三十一日，萬順昌集團已確定之銷售訂單已超過手頭存貨及已確定之購貨訂單之總額。管理層預期將來用以滿足此等銷售訂單之若干採購成本會比銷售訂單所訂約之售價為高，因此已就有償契約作出撥備。

在推算採購成本比已確定銷售訂單之銷售價格之金額為高時，管理層已計算手頭存貨之成本、已確定購貨訂單之成本及按可靠推算未來市場對期貨採購之價格。由於管理層現時未能可靠地推算為滿足預期於二零一一年八月三十一日後履行之銷售訂單之虧損，如有，因此並沒有就此等訂單作撥備。

於二零一一年三月三十一日，若鋼材價格相對管理層預期採購鋼材存貨之成本（所有可變因素維持不變）下跌／上升10%，年度除稅前溢利將會增加／減少約20,487,000港元（二零一零年：23,762,000港元）。

Notes to the Consolidated Financial Statements
綜合財務報表附註

4 CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS (CONTINUED)

(b) Net realisable value of inventories

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

(c) Trade and other receivables

The VSC Group's management determines the provision for impairment of trade and other receivable based on an assessment of the recoverability of the receivables. This assessment is based on the credit history of its customers and other debtors and the current market condition. Management reassesses the provision at each financial year end date.

(d) Income taxes and deferred income tax

The VSC Group is mainly subject to income taxes in Hong Kong, Mainland China and Macau. There are certain transactions and calculations for which the ultimate tax determination is uncertain during the ordinary course of business. The VSC Group recognises liabilities for anticipated tax audit issues based on estimates of whether additional taxes will be due. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will impact the income tax and deferred income tax provisions in the period in which such determination is made.

4 重要會計推算及判斷 (續)

(b) 存貨之可變現淨值

存貨之可變現淨值為日常業務過程中推算售價減推算完成成本及可變銷售支出。該等推算乃按現時市況以及製造及銷售類似性質產品之過往經驗為基準。其可因客戶對鋼材之需求轉變及競爭對手為應付嚴峻行業週期採取之行動而大幅改變。管理層會於每個結算日重估該等推算。

(c) 應收及其他應收賬款

萬順昌集團之管理層對應收賬款可收回程度之評估，以釐定應收及其他應收賬款之減值撥備。該評估乃按其客戶及其他債務人之信貸歷史以及現時市況為基準。管理層會於每個結算日重估撥備。

(d) 所得稅及遞延所得稅

萬順昌集團主要須繳納香港、中國內地及澳門之所得稅。於日常業務過程中，有頗多未能確定最終稅項之交易及計算。萬順昌集團推算日後會否須繳納額外稅項，從而確認對預期稅務審核事宜之負債。倘該等事宜之最終稅務結果與最初記錄之金額不符，有關差異將影響作出釐定期間內之所得稅及遞延所得稅撥備。

Notes to the Consolidated Financial Statements
綜合財務報表附註

4 CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS (CONTINUED)

(d) Income taxes and deferred income tax (Continued)

Deferred income tax assets relating to certain temporary differences and tax losses are recognised when management considers it is likely that future taxable profits will be available against which the temporary differences or tax losses can be utilised. When the expectations are different from the original estimates, such differences will impact the recognition of deferred income tax assets and income tax charges in the period in which such estimates have been changed.

(e) Fair value of derivatives and other financial instruments

The fair value of financial instruments that are not traded in an active market is determined by using valuation techniques. The VSC Group uses its judgement to select a variety of methods and make assumptions that are mainly based on market conditions existing at each financial year end date. It could change significantly as a result of changes in market conditions in response to severe industry cycle. Management reassesses the estimations at each financial year end date.

(f) Estimated impairment of goodwill

The VSC Group tests annually whether goodwill has suffered any impairment, in accordance with the accounting policy stated in Note 2.6. The recoverable amounts of cash-generating units have been determined based on value-in-use calculations. These calculations require the use of estimates (Note 21).

4 重要會計推算及判斷 (續)

(d) 所得稅及遞延所得稅 (續)

倘管理層認為未來應課稅溢利可用作對銷暫時性差異或稅項虧損可予動用時，則會確認與若干暫時性差異及稅項虧損有關之遞延所得稅資產。倘預期結果與原先之推算不同，有關差異會將對有關推算出現變動之期間內遞延所得稅資產及所得稅之確認構成影響。

(e) 衍生及其他金融工具之公平價值

非於活躍市場買賣之金融工具之公平價值乃以估值技術釐定。萬順昌集團使用其判斷去選擇不同方法及主要基於每個結算日存在之市場情況作出假設。其可因市場情況為應付嚴峻行業週期採取行動而大幅改變。管理層會於每個結算日重估該等推算。

(f) 商譽減值推算

萬順昌集團根據附註2.6之會計政策，每年就商譽進行減值測試。現金產生單位之可收回金額根據使用價值計算。此等計算需要使用推算(附註21)。

Notes to the Consolidated Financial Statements

綜合財務報表附註

5 REVENUE AND SEGMENT INFORMATION

The VSC Group's revenue consists of the following:

	二零一一年 2011 千港元 HK\$'000	二零一零年 2010 千港元 HK\$'000	
Sales of goods	4,204,052	3,244,042	貨品銷售
Revenue from installation contracts	–	3,401	安裝工程收入
Service income	3,070	3,282	服務收入
Rental income	646	1,111	租金收入
Total revenue	4,207,768	3,251,836	收入總額

The VSC Group's businesses are managed according to the nature of their operations and the products and services they provide.

Management has determined the operating segments based on the reports reviewed by the VSC Group's CODM that are used to make strategic decisions. The CODM considers the VSC Group operates predominantly in four operating segments:

- (i) Steel distribution;
- (ii) Building products;
- (iii) Plastics resins; and
- (iv) Property investment.

The VSC Group's CODM assesses the performance of operating segments based on a measure of profit before income tax. This measurement basis excludes the effects of non-recurring expenditure from the operating segments, such as legal expenses and impairments, when the impairment is the result of an isolated, non-recurring event.

The revenue from external parties reported to the CODM is measured in a manner consistent with that in the consolidated financial statements.

During the year, the CODM determined that the result of "Property investment" shall be separated reported as the VSC Group planned to increase the investment on this front. The result of "Property investment" was previously included in the segment of "Other operations" in prior years. Certain last year figures have been reclassified to conform with the current year's presentation.

5 收入及分部資料

萬順昌集團之收入包括如下：

	二零一一年 2011 千港元 HK\$'000	二零一零年 2010 千港元 HK\$'000	
Sales of goods	4,204,052	3,244,042	貨品銷售
Revenue from installation contracts	–	3,401	安裝工程收入
Service income	3,070	3,282	服務收入
Rental income	646	1,111	租金收入
Total revenue	4,207,768	3,251,836	收入總額

萬順昌集團按其營運性質及所提供之產品及服務管理其業務。

管理層已釐定其營運分部，按由萬順昌集團之主要營運決策者審閱報告後制定其策略性決定。主要營運決策者認為萬順昌集團主要經營四個營運分部：

- (i) 鋼材分銷；
- (ii) 建築產品；
- (iii) 塑膠樹脂；及
- (iv) 房地產投資。

萬順昌集團之主要營運決策者按除稅前溢利之計算而評估營運分部之表現。此計算基準不包括經營分部中非經常性支出之影響，如法律費用及獨立及非經常性事項產生之減值。

向主要營運決策者匯報源自對外人士之收入之計算方法與綜合財務報表一致。

本年度期間，由於萬順昌集團計劃增加「房地產投資」之投資，因此主要營運決策者決定就「房地產投資」之業績由往年包括在「其他業務」分部中獨立匯報。去年部分數字經重新分類以配合本年度之格式。

Notes to the Consolidated Financial Statements 綜合財務報表附註

5 REVENUE AND SEGMENT INFORMATION (CONTINUED)

Analysis of the VSC Group's results by business segment for the year ended 31st March 2011 is as follows:

5 收入及分部資料 (續)

萬順昌集團於截至二零一一年三月三十一日止年度按業務分部之業績分析如下：

	鋼材分銷 Steel distribution 千港元 HK\$'000	建築產品 Building products 千港元 HK\$'000	塑膠樹脂 Plastics resins 千港元 HK\$'000	房地產投資 Property investment 千港元 HK\$'000	其他業務 Other operations 千港元 HK\$'000	未分配 Unallocated 千港元 HK\$'000	總額 Total 千港元 HK\$'000	
External revenue	3,465,874	370,156	371,092	646	-	-	4,207,768	對外收入
Operating profit/(loss)	34,955	24,533	12,531	(1,378)	39,667	(40,762)	69,546	經營溢利/(虧損)
Finance income	305	51	7	10	429	56	858	財務收入
Finance costs	(21,273)	(2,009)	(577)	(50)	(7)	(210)	(24,126)	財務費用
Share of profits/(losses) of associates – net	878	-	-	6,724	(976)	-	6,626	應佔聯營公司溢利 /(虧損) – 淨額
Profit/(loss) before income tax	14,865	22,575	11,961	5,306	39,113	(40,916)	52,904	除稅前溢利/(虧損)
Other gains/(losses) – net	(2,195)	450	364	(309)	43,113	3,003	44,426	其他收益/(虧損) – 淨額
Depreciation and amortisation	(1,520)	(1,791)	(38)	(1)	-	(3,803)	(7,153)	折舊及攤銷
Income tax (expense)/credit	(13,915)	(3,933)	(2,027)	407	(65)	5,523	(14,010)	所得稅(支出)/計入

Notes to the Consolidated Financial Statements
綜合財務報表附註

5 REVENUE AND SEGMENT INFORMATION (CONTINUED)

Analysis of the VSC Group's results by business segment for the year ended 31st March 2010 is as follows:

	鋼材分銷 Steel distribution 千港元 HK\$'000 (經重列) (Restated)	建築產品 Building products 千港元 HK\$'000 (經重列) (Restated)	塑膠樹脂 Plastics resins 千港元 HK\$'000 (經重列) (Restated)	房地產投資 Property investment 千港元 HK\$'000 (經重列) (Restated)	其他業務 Other operations 千港元 HK\$'000 (經重列) (Restated)	未分配 Unallocated 千港元 HK\$'000 (經重列) (Restated)	總額 Total 千港元 HK\$'000	
External revenue	2,621,004	366,161	261,730	1,028	1,913	-	3,251,836	對外收入
Operating profit/(loss)	130,968	17,311	10,522	10,079	(5,125)	(27,429)	136,326	經營溢利/(虧損)
Finance income	172	-	6	-	24	1,112	1,314	財務收入
Finance costs	(16,970)	(798)	(722)	-	(446)	(1,046)	(19,982)	財務費用
Share of (losses)/profits of associates – net	1,018	-	-	10,182	(24,096)	-	(12,896)	應佔聯營公司(虧損)/溢利 – 淨額
Profit/(loss) before income tax	115,188	16,513	9,806	20,261	(29,643)	(27,363)	104,762	除稅前溢利/(虧損)
Other gains/(losses) – net	(29,276)	5	(109)	10,448	885	23,286	5,239	其他收益/(虧損) – 淨額
Depreciation and amortisation	(1,143)	(1,774)	(40)	-	-	(3,965)	(6,922)	折舊及攤銷
Income tax (expense)/credit	(23,557)	(3,893)	(1,535)	(409)	(141)	7,256	(22,279)	所得稅(支出)/計入

The Company is domiciled in Hong Kong. Analysis of the VSC Group's revenue by geographical market is as follows:

本公司於香港營運。萬順昌集團之收入按地區市場分析如下：

	二零一一年 2011 千港元 HK\$'000	二零一零年 2010 千港元 HK\$'000	
Revenue			收入
Mainland China	2,014,427	1,927,090	中國內地
Hong Kong	2,193,341	1,324,746	香港
Total revenue	4,207,768	3,251,836	收入總額

For the year ended 31st March 2011, revenue of approximately HK\$353,325,000 (2010: HK\$365,117,000) was derived from a single external customer.

截至二零一一年三月三十一日止年度，約353,325,000港元(二零一零年：365,117,000港元)之收入乃賺取自一位對外客戶。

Notes to the Consolidated Financial Statements
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6 OTHER GAINS – NET

6 其他收益 – 淨額

	二零一一年 2011 千港元 HK\$'000	二零一零年 2010 千港元 HK\$'000	
Provision for onerous contracts	(5,483)	(32,429)	有償契約之撥備
Gain on disposal of interest in an associate	40,419	–	出售一間聯營公司之權益之收益
Gain on disposal of an investment property	–	10,448	出售一項投資物業之收益
Fair value loss on an investment property (Note 16)	(273)	–	一項投資物業之公平價值虧損(附註16)
Fair value gains on interest rate instruments	120	3,778	利率工具之公平價值收益
Net fair value change on forward foreign exchange contracts held for trading	2,257	(120)	持作買賣用途之遠期外匯合約之公平價值淨變動
Net fair value change on steel future contracts	(978)	980	鋼材期貨合約之公平價值淨變動
Realised loss on steel future contracts	(4,935)	–	鋼材期貨合約之變現虧損
Gain on disposal of a club debenture	2,038	–	出售一項會籍之收益
Gain on disposal of the available-for-sale financial assets upon disposal of a subsidiary	–	1,631	出售一間附屬公司引致出售可供出售之財務資產之收益
Net exchange gain	10,410	509	淨匯兌收益
Amount recovered from a fully impaired available-for-sale financial asset	388	386	收回一項已全數減值之可供出售之財務資產
Consulting services income (Note 36(a))	–	19,634	諮詢服務收入(附註36(a))
Sundry income	463	422	雜項收入
	44,426	5,239	

Notes to the Consolidated Financial Statements
綜合財務報表附註

6 OTHER GAINS – NET
(Continued)

Disposal of interest in an associate

On 3rd June 2010, CAMP (B.V.I.) Holdings Limited (“CAMP BVI”), a wholly owned subsidiary of the VSC Group, entered into a share repurchase agreement with Ryerson Pan-Pacific LLC (“Ryerson”) to dispose the remaining 20% interest in Ryerson China Limited (“Ryerson China”) that was classified as investments in associates as at 31st March 2010.

The following table summarises the calculation of gain on disposal at the transaction date.

6 其他收益 – 淨額 (續)

出售一間聯營公司之權益

於二零一零年六月三日，萬順昌集團之一間全資附屬公司，CAMP (B.V.I.) Holdings Limited (「CAMP BVI」)，已與Ryerson Pan-Pacific LLC (「Ryerson」) 訂立股份購回協議，同意出售餘下於瑞爾盛中國有限公司 (「瑞爾盛中國」) 之20%權益，其已於二零一零年三月三十一日分類為於聯營公司之投資。

關於計算於交易日之出售收益已於以下列表內概述。

	二零一一年	
	2011	
	千港元	
	HK\$'000	
Cash consideration	136,290	現金代價
Investment in an associate	(98,225)	於一間聯營公司之投資
Release of investment revaluation reserve	117	撥回投資重估儲備
Release of cumulative foreign currency translation adjustments	2,237	撥回累計外幣匯兌調整
Gain on disposal of interest in an associate	40,419	出售一間聯營公司之權益之收益

Notes to the Consolidated Financial Statements

綜合財務報表附註

7 EXPENSES BY NATURE

Expenses included in cost of sales, selling and distribution expenses and general and administrative expenses are analysed as follows:

7 按性質劃分之支出

包括在銷售成本、銷售及分銷支出與一般及行政支出內支出之分析如下：

	二零一一年 2011 千港元 HK\$'000	二零一零年 2010 千港元 HK\$'000	
Raw material consumed and finished goods sold	4,019,698	3,018,978	原材料耗用 及製成品銷售
Write-back of provision of impairment of inventories	(871)	(65,504)	撤回存貨減值撥備
Depreciation of property, plant and equipment	6,951	6,720	物業、廠房及設備之折舊
(Gain)/loss on disposals of property, plant and equipment (Note 33(b))	(6)	1,372	出售物業、廠房及設備 之(收益)/虧損 (附註33(b))
Amortisation of land use rights	202	202	土地使用權之攤銷
Employee benefit expenses (Note 8)	73,293	76,645	僱員福利支出(附註8)
Operating lease rental expense in respect of land and buildings	14,586	14,709	土地及樓宇營業 租約租金
(Reversal of)/provision for impairment of trade receivables	(4,944)	8,267	應收賬款減值 (撥回)/撥備
Provision for impairment of other receivables	1,195	-	其他應收賬款 減值撥備
Auditor's remuneration	1,700	1,500	核數師酬金
Others	70,844	57,860	其他
Total cost of sales, selling and distribution expenses and general and administrative expenses	4,182,648	3,120,749	銷售成本、銷售及分銷 支出與一般及行政支出 總額

Notes to the Consolidated Financial Statements
綜合財務報表附註

8 EMPLOYEE BENEFIT EXPENSES
(INCLUDING DIRECTORS'
EMOLUMENTS)

8 僱員福利支出 (包含董
事酬金)

	二零一一年 2011 千港元 HK\$'000	二零一零年 2010 千港元 HK\$'000	
Salaries and allowances	59,308	55,887	薪金及津貼
Bonus	4,706	13,904	花紅
Pension costs – defined contribution plans	4,780	3,099	退休金成本 – 界定供款計劃
Share option scheme – value of services	793	2,026	購股權計劃 – 服務價值
Welfare and benefits	3,706	1,729	利益及福利
	73,293	76,645	

The VSC Group maintains two defined contribution pension schemes for its employees in Hong Kong, the ORSO Scheme and the MPF Scheme. The assets of these schemes are held separately from those of the VSC Group under independently administered funds.

Under the ORSO Scheme, each of the VSC Group and its employees make monthly contribution to the scheme at 5% of the employees' salary. The unvested benefits of employees who have terminated employment could be utilised by the VSC Group to reduce its future contributions.

Under the MPF Scheme, each of the VSC Group and its employees make monthly contributions to the scheme at 5% of the employee's relevant income, as defined in the Hong Kong Mandatory Provident Fund Scheme Ordinance. Both the VSC Group's and the employee's contributions are subject to a cap of HK\$1,000 per month. The contributions are fully and immediately vested for the employees.

As stipulated by rules and regulations in Mainland China, the VSC Group contributes to state-sponsored retirement plans for employees of its subsidiaries established in Mainland China. The employees are entitled to retirement pension calculated with reference to their basic salaries on retirement and their length of service in accordance with the relevant government regulations. The VSC Group has no further obligations for the actual payment of pensions or post-retirement benefits beyond these contributions. The state-sponsored retirement plans are responsible for the entire pension obligations payable to retired employees.

萬順昌集團維持兩個界定退休金供款計劃予位於香港之僱員，公積金計劃及強積金計劃。此兩個計劃之資產均與萬順昌集團之資產分開持有，並由獨立基金管理。

根據公積金計劃，萬順昌集團及其僱員須各自按該員工收入之5%向該計劃作每月供款。終止僱用之員工未歸屬之利益均由萬順昌集團用作減少未來之供款。

根據強積金計劃，萬順昌集團及其僱員須各自按香港強制性公積金條例所界定各自按該僱員有關收入之5%向該計劃作每月供款。萬順昌集團及僱員所作之每月供款上限各為1,000港元。供款全部及即時歸屬予僱員。

根據中國內地法規，萬順昌集團須為其設立於中國內地之附屬公司之僱員提供國家資助退休計劃供款。僱員有權獲得退休金，金額參照僱員退休時的基本薪金及服務年期按有關政府規則計算得出。萬順昌集團毋須支付任何實際退休金或退休後福利。該等國家資助退休計劃須負責向退休僱員支付全部退休金。

Notes to the Consolidated Financial Statements

綜合財務報表附註

8 EMPLOYEE BENEFIT EXPENSES (INCLUDING DIRECTORS' EMOLUMENTS) (Continued)

During the year ended 31st March 2011, the aggregate amount of the VSC Group's contributions to the aforementioned pension schemes was approximately HK\$4,780,000 (2010: HK\$3,099,000), net of forfeited contributions of approximately HK\$277,000 (2010: HK\$526,000). As at 31st March 2011, there is no unutilised forfeited contribution which could be utilised to reduce future contributions of the VSC Group (2010: nil).

9 DIRECTORS' AND SENIOR MANAGEMENT' EMOLUMENTS

(a) Directors' emoluments

The remuneration of every Director for the year ended 31st March 2011 is set out below:

	袍金	薪金及津貼	酌情花紅 ^(a)	僱主就退休金計劃之供款	購股權計劃一服務價值	總額	
	Fees	Salaries and allowances	Discretionary bonus ^(a)	Employer's contribution to pension scheme	Share option – value of services	Total	
	千港元	千港元	千港元	千港元	千港元	千港元	
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	
Executive directors							執行董事
Mr. Yao Cho Fai, Andrew	-	1,206	1,000	12	-	2,218	姚祖輝先生
Mr. Dong Sai Ming, Fernando	-	429	200	12	-	641	唐世銘先生
Mr. Kern Lim	-	1,910	-	61	429	2,400	林耿先生
Independent non-executive directors							獨立非執行董事
Mr. Harold Richard Kahler	350	-	-	-	-	350	Harold Richard Kahler先生
Mr. Tam King Ching, Kenny	120	-	-	-	-	120	譚競正先生
Mr. Xu Lin Bao	120	-	-	-	-	120	徐林寶先生
	590	3,545	1,200	85	429	5,849	

8 僱員福利支出 (包含董事酬金) (續)

截至二零一一年三月三十一日止年度期間，萬順昌集團對上述退休金計劃之供款總額約4,780,000港元（二零一零年：3,099,000港元），淨沒收供款約277,000港元（二零一零年：526,000港元）。於二零一一年三月三十一日，並無未被利用及已沒收供款額可用作減少萬順昌集團未來之供款（二零一零年：無）。

9 董事及高級管理人員酬金

(a) 董事酬金

截至二零一一年三月三十一日止年度每位董事酬金如下：

Notes to the Consolidated Financial Statements
綜合財務報表附註

9 DIRECTORS' AND SENIOR MANAGEMENT' EMOLUMENTS (Continued)

(a) Directors' emoluments (Continued)

The remuneration of every Director for the year ended 31st March 2010 is set out below:

	袍金	薪金及津貼	酌情花紅 ⁽ⁱ⁾	僱主就退休 金計劃之供款	購股權計劃 — 服務價值	總額	
	Fees	Salaries and allowances	Discretionary bonus ⁽ⁱ⁾	Employer's contribution to pension scheme	Share option scheme — value of services	Total	
	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	
Executive directors							執行董事
Mr. Yao Cho Fai, Andrew	–	1,206	–	12	–	1,218	姚祖輝先生
Mr. Dong Sai Ming, Fernando	–	429	–	12	–	441	唐世銘先生
Independent non-executive directors							獨立非執行 董事
Dr. Chow Yei Ching	120	–	–	–	–	120	周亦卿博士
Mr. Harold Richard Kahler	349	–	–	–	–	349	Harold Richard Kahler先生
Mr. Tam King Ching, Kenny	120	–	–	–	–	120	譚競正先生
Mr. Xu Lin Bao	120	–	–	–	–	120	徐林寶先生
	709	1,635	–	24	–	2,368	

Note:

- (i) The executive directors are entitled to discretionary bonuses which are determined with reference to the financial performance of different business units of the VSC Group.

The share option scheme – value of services represent charges to the consolidated income statement of the fair value of the share options under the share option scheme measured at the respective grant dates, regardless of whether the share options would be exercised or not.

No director waived any emolument during the year. Incentive payment of HK\$200,000 (2010: nil) as an inducement for a director was paid during the year.

(a) 董事酬金 (續)

截至二零一零年三月三十一日
止年度每位董事酬金如下：

附註：

- (i) 執行董事可享有參照萬順昌集團不同業務單位之財務表現而釐定之酌情花紅。

購股權計劃 – 服務價值為無論購股權是否將會被行使，均按不同授出日期之公平價值於綜合損益表中列作開支。

本年度期間，並沒有董事放棄任何酬金。本年度期間，已付200,000港元（二零一零年：無）之酬金予一位董事以作鼓勵加入。

Notes to the Consolidated Financial Statements
綜合財務報表附註

9 DIRECTORS' AND SENIOR MANAGEMENT' EMOLUMENTS (Continued)

(b) Five highest paid individuals

The five individuals whose emoluments were the highest in the VSC Group include two directors (2010: one) whose emoluments are reflected in the analysis presented in Note 9(a) above. The emoluments paid/payable to the remaining three (2010: four) individuals during the year are as follows:

	二零一一年 2011 千港元 HK\$'000	二零一零年 2010 千港元 HK\$'000	
Salaries and allowances	3,515	4,958	薪金及津貼
Bonus	1,599	387	花紅
	5,114	5,345	

	二零一一年 2011	二零一零年 2010	
The emolument fell within the following bands:			酬金按組別分析如下：
– HK\$1,000,001 to HK\$1,500,000	1	3	– 1,000,001港元至1,500,000港元
– HK\$1,500,001 to HK\$2,000,000	1	–	– 1,500,001港元至2,000,000港元
– HK\$2,000,001 to HK\$2,500,000	1	1	– 2,000,001港元至2,500,000港元
	3	4	

Incentive payment of HK\$200,000 (2010: nil) as an inducement for a director was paid during the year.

No emoluments were paid/payable to the other four highest paid individuals as an inducement to join the VSC Group or as compensation for loss of office during the year.

9 董事及高級管理人員酬金 (續)

(b) 五名最高薪人士

萬順昌集團中五位最高薪人士其中包括兩位董事(二零一零年：一位)，彼之酬金分析已載於上文附註9(a)。其餘三位(二零一零年：四位)人士於本年度期間之已付／應付酬金如下：

本年度期間，已付200,000港元(二零一零年：無)之酬金予一位董事以作鼓勵加入。

本年度期間，並無支付任何酬金予該其餘四位最高薪人士以作鼓勵加入萬順昌集團或作離職補償。

Notes to the Consolidated Financial Statements
綜合財務報表附註

10 FINANCE INCOME AND
COSTS

10 財務收入及費用

	二零一一年 2011 千港元 HK\$'000	二零一零年 2010 千港元 HK\$'000	
Finance income			財務收入
Interest income:			利息收入：
– short-term bank deposits	702	341	– 短期銀行存款
– from receivables	156	973	– 來自應收款
	858	1,314	
Finance costs			財務費用
Interest expenses:			利息支出：
– bank borrowings wholly repayable within five years	(16,039)	(10,612)	– 須於五年內全數償還 之銀行借貸
Bank charges	(8,087)	(9,370)	銀行費用
	(24,126)	(19,982)	
Net finance costs	(23,268)	(18,668)	淨財務費用

Notes to the Consolidated Financial Statements

綜合財務報表附註

11 INCOME TAX EXPENSE

The Company is exempted from taxation in Bermuda until 2016.

Hong Kong profits tax has been provided at the rate of 16.5% (2010: 16.5%) on the estimated assessable profit arising in or derived from Hong Kong.

The National People's Congress approved the Corporate Income Tax Law of the People's Republic of China (the "CIT Law") on 16th March 2007 and the State Council announced the Detail Implementation Regulations ("DIR") on 6th December 2007. According to the CIT Law, the income tax rates for both domestic and foreign investment enterprises are unified at 25% effective from 1st January 2008. However, for enterprises which are established before the publication of the CIT Law and are entitled to preferential treatments of reduced income tax rate granted by relevant tax authorities, the income tax rate is gradually increased to 25% within 5 years after the effective date of the CIT Law. Enterprises that are currently entitled to exemptions or reductions from the standard income tax rate for a fixed term continue to enjoy such treatment until the fixed term expires. During the year, subsidiaries established in Mainland China are subject to China corporate income tax at rates ranging from 22% to 25% (2010: 20% to 25%).

The amount of income tax expense recorded in the consolidated income statement represents:

	二零一一年 2011 千港元 HK\$'000	二零一零年 2010 千港元 HK\$'000	
Current income tax			當期所得稅
– Hong Kong profits tax	(2,006)	(1,822)	– 香港利得稅
– China corporate income tax	(8,098)	(2,558)	– 中國企業所得稅
Deferred income tax (Note 20)	(3,906)	(17,493)	遞延所得稅(附註20)
Under provision in prior years	–	(406)	過往年度之低估撥備
	(14,010)	(22,279)	

11 所得稅支出

本公司獲豁免繳納百慕達稅項直至二零一六年。

香港利得稅乃根據來自或賺取自香港之估計應課稅溢利按稅率16.5% (二零一零年：16.5%) 作出撥備。

於二零零七年三月十六日，全國人民代表大會通過中華人民共和國企業所得稅法(「企業所得稅法」)，而國務院亦於二零零七年十二月六日頒佈條例實施細則(「條例實施細則」)。根據企業所得稅法，內地及外資企業之所得稅率自二零零八年一月一日起劃一為25%。然而，就於企業所得稅法頒佈前設立並享有相關稅務機關授予減免所得稅優惠稅率之企業而言，所得稅率自企業所得稅法生效之後5年內逐漸增至25%。目前有權於一段固定期間獲得標準所得稅率豁免或減免之企業，可繼續享有該項待遇，直至該段固定期限屆滿為止。本年度期間，於中國內地成立之附屬公司按稅率介乎22%至25% (二零一零年：20%至25%) 繳付中國企業所得稅。

於綜合損益表中確認之所得稅支出包括：

Notes to the Consolidated Financial Statements
綜合財務報表附註

11 INCOME TAX EXPENSE (Continued)

The tax on the VSC Group's profit before income tax and before share of profits/(losses) of associates – net differs from the theoretical amount that would arise using the weighted average tax rate applicable to profits of the consolidated entities as follows:

	二零一一年 2011 千港元 HK\$'000	二零一零年 2010 千港元 HK\$'000	
Profit before income tax and before share of profits/(losses) of associates – net	46,278	117,658	除稅及應佔聯營公司溢利／(虧損) – 淨額前溢利
Tax calculated at domestic tax rates applicable to profits in the respective countries	(9,851)	(20,529)	按個別國家適用之當地稅率計算之稅項
Income not subject to tax	1,227	2,209	無須課稅之收入
Expenses not deductible for tax purposes	(2,639)	(861)	不可扣稅之支出
Tax losses not recognised as deferred income tax assets	(3,108)	(2,692)	並無確認遞延所得稅資產之稅項虧損
Utilisation of previously unrecognised tax loss	361	–	抵銷以往未確認之稅項虧損
Under provision in prior years	–	(406)	過往年度之低估撥備
Income tax expense	(14,010)	(22,279)	所得稅支出

For the year ended 31st March 2011, the weighted average applicable tax rate was 21.3% (2010: 17.4%). The increase is due to the impact of the increase in profit of PRC's subsidiaries.

截至二零一一年三月三十一日止年度，加權平均適用稅率為21.3%（二零一零年：17.4%）。其增加是由於中國附屬公司之溢利上升所致。

12 PROFIT ATTRIBUTABLE TO EQUITY HOLDERS OF THE COMPANY

The profit attributable to equity holders of the Company is dealt with in the financial statements of the Company to the extent of a profit of approximately HK\$10,987,000 (2010: HK\$10,687,000).

12 本公司股權持有人應佔溢利

本公司股權持有人應佔溢利中包括本公司於本財務報表所說明約10,987,000港元之溢利（二零一零年：10,687,000港元）。

Notes to the Consolidated Financial Statements

綜合財務報表附註

13 DIVIDENDS

	二零一一年 2011 千港元 HK\$'000	二零一零年 2010 千港元 HK\$'000	
Interim dividend of HK1.3 cents per ordinary share (2010: HK3 cents)	5,384	12,422	中期股息每股普通股1.3港仙 (二零一零年：3港仙)
Proposed final dividend of HK0.6 cents per ordinary share (2010: HK2.4 cents)	2,485	9,939	建議末期股息每股普通股 0.6港仙 (二零一零年：2.4港仙)
	7,869	22,361	

A final dividend for the year ended 31st March 2011 of HK0.6 cents per ordinary share, totalling HK\$2,485,000 (2010: HK\$9,939,000), has been recommended by the Directors for approval at the forthcoming Annual General Meeting of the Company. The proposed dividend has not been dealt with as dividend payable as at 31st March 2011.

董事建議於即將舉行之本公司股東週年大會上批准派付截至二零一一年三月三十一日止年度末期股息每股普通股0.6港仙，合共2,485,000港元（二零一零年：9,939,000港元）。該建議股息並沒有於二零一一年三月三十一日之賬目中列為應付股息。

14 EARNINGS PER ORDINARY SHARE

(a) Basic

Basic earnings per ordinary share is calculated by dividing the profit attributable to equity holders of the Company by the weighted average number of ordinary shares in issue during the year.

	二零一一年 2011	二零一零年 2010	
Profit attributable to equity holders of the Company (HK\$'000)	31,032	75,221	本公司股權持有人應佔溢利(千港元)
Weighted average number of ordinary shares in issue ('000)	414,128	401,955	已發行普通股之加權平均數(千股)
Basic earnings per ordinary share (HK cents)	7.49	18.71	每股普通股基本盈利(港仙)

14 每股普通股盈利

(a) 基本

計算每股普通股基本盈利乃按本公司股權持有人應佔溢利除以年內已發行普通股之加權平均數計算。

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綜合財務報表附註

14 EARNINGS PER ORDINARY
SHARE (Continued)

(b) Diluted

Diluted earnings per ordinary share is calculated by adjusting the weighted average number of ordinary shares outstanding to assume conversion of all dilutive potential ordinary shares. The Company's dilutive potential ordinary shares is arising from share options, for which a calculation is done to determine the number of shares that could have been acquired at fair value (determined as the average annual market share price of the Company's shares) based on the monetary value of the subscription rights attached to outstanding share options. The number of shares calculated as above is compared with the number of shares that would have been issued assuming the exercise of the share options.

14 每股普通股盈利 (續)

(b) 攤薄

計算每股普通股攤薄盈利乃按假設所有具潛在攤薄性質之普通股被全數折換而相應調整已發行普通股之加權平均數。本公司之具潛在攤薄性質之普通股因購股權而產生，其計算乃根據尚未行使購股權所附之認購權之貨幣價值作出，用以釐訂原應以公平價值（釐訂為本公司股份之全年平均市場股價）收購之股份之數目。上文所計算之股份數目乃與假設購股權行使而已發行之股份數目作比較。

	二零一一年 2011	二零一零年 2010	
Profit attributable to equity holders of the Company and used to determine diluted earnings per ordinary share (HK\$'000)	31,032	75,221	本公司股權持有人應佔溢利及用以釐訂每股普通股攤薄盈利 (千港元)
Weighted average number of ordinary shares in issue ('000)	414,128	401,955	已發行普通股之加權平均數 (千股)
Adjustment for share options ('000)	8,630	1,978	調整購股權 (千份)
Weighted average number of ordinary shares for diluted earnings per ordinary share ('000)	422,758	403,933	每股普通股攤薄盈利之普通股加權平均數 (千股)
Diluted earnings per ordinary share (HK cents)	7.34	18.62	每股普通股攤薄盈利 (港仙)

Notes to the Consolidated Financial Statements
綜合財務報表附註

15 PROPERTY, PLANT AND
EQUIPMENT

15 物業、廠房及設備

	綜合 Consolidated					
	租賃物業 裝修、傢俬 及設備 Leasehold improvements, furniture and equipment	樓宇 Buildings	機器 Machinery	汽車 Motor vehicles	總額 Total	
	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	
Year ended 31st March 2010						截至二零一零年 三月三十一日止年度
Opening net book amount	3,849	16,114	438	1,616	22,017	期初賬面淨值
Additions	–	1,856	–	5,839	7,695	添置
Disposals	–	(1,138)	–	(421)	(1,559)	出售
Depreciation	(116)	(5,511)	(161)	(932)	(6,720)	折舊
Exchange differences	1	3	–	4	8	匯兌差額
Closing net book amount	3,734	11,324	277	6,106	21,441	期終賬面淨值
At 31st March 2010						於二零一零年 三月三十一日
Cost	4,403	35,029	5,559	10,382	55,373	成本
Accumulated depreciation	(669)	(23,705)	(5,282)	(4,276)	(33,932)	累計折舊
Net book amount	3,734	11,324	277	6,106	21,441	賬面淨值
Year ended 31st March 2011						截至二零一一年 三月三十一日止年度
Opening net book amount	3,734	11,324	277	6,106	21,441	期初賬面淨值
Additions	–	1,605	15	–	1,620	添置
Disposals	–	(220)	–	–	(220)	出售
Depreciation	(117)	(5,298)	(93)	(1,443)	(6,951)	折舊
Exchange differences	11	54	–	175	240	匯兌差額
Closing net book amount	3,628	7,465	199	4,838	16,130	期終賬面淨值
At 31st March 2011						於二零一一年 三月三十一日
Cost	4,419	35,890	5,574	10,007	55,890	成本
Accumulated depreciation	(791)	(28,425)	(5,375)	(5,169)	(39,760)	累計折舊
Net book amount	3,628	7,465	199	4,838	16,130	賬面淨值

Depreciation expense is charged to general and administrative expenses in the consolidated income statement during the year.

本年度期間，折舊支出於綜合損益表之一般及行政支出中扣除。

Notes to the Consolidated Financial Statements
綜合財務報表附註

16 INVESTMENT PROPERTY

16 投資物業

	綜合		
	Consolidated		
	二零一一年	二零一零年	
	2011	2010	
	千港元	千港元	
	HK\$'000	HK\$'000	
At 1st April	15,000	28,000	於四月一日
Addition	20,273	–	添置
Fair value loss	(273)	–	公平價值虧損
Disposal	(15,000)	(13,000)	出售
At 31st March	20,000	15,000	於三月三十一日

The rental income derived from the investment properties is approximately HK\$646,000 during the year (2010: HK\$1,111,000).

本年度期間，由投資物業所產生之租金收入約646,000港元（二零一零年：1,111,000港元）。

Details of the geographical locations and tenure are as follows:

地理位置及業權租賃期詳情如下：

	綜合		
	Consolidated		
	二零一一年	二零一零年	
	2011	2010	
	千港元	千港元	
	HK\$'000	HK\$'000	
In Hong Kong			於香港
– long-term leases of over 50 years	20,000	15,000	– 超逾50年之長期租約

An investment property was disposed during the year at a cash consideration of HK\$15,000,000. No gain or loss is resulted.

本年度期間，一項投資物業以15,000,000港元之現金代價售出。並無導致任何收益或虧損。

As at 31st March 2011, an investment property of approximately HK\$20,000,000 (2010: HK\$15,000,000) was stated at open market value as determined by the directors based on valuations assessed by an independent, professionally qualified valuer.

於二零一一年三月三十一日，一項約20,000,000港元（二零一零年：15,000,000港元）之投資物業由董事按獨立及專業合資格估值師所釐定之公開市值之估值列賬。

As at 31st March 2011, an investment property of approximately HK\$20,000,000 (2010: nil) was pledged as collaterals for certain of the VSC Group's bank borrowings.

於二零一一年三月三十一日，一項約20,000,000港元（二零一零年：無）之投資物業已抵押作為萬順昌集團若干銀行借貸之抵押品。

Notes to the Consolidated Financial Statements

綜合財務報表附註

17 LAND USE RIGHTS

The VSC Group's interests in land use rights represent prepaid operating lease payments and their net book amounts are analysed as follows:

	綜合		
	Consolidated	Consolidated	
	二零一一年	二零一零年	
	2011	2010	
	千港元	千港元	
	HK\$'000	HK\$'000	
At 1st April	10,930	11,132	於四月一日
Amortisation	(202)	(202)	攤銷
At 31st March	10,728	10,930	於三月三十一日

Details of the geographical locations and tenure are as follows:

萬順昌集團於土地使用權之權益包括預付營業租約款項及其賬面淨值分析如下：

地理位置及業權租賃期詳情如下：

	綜合		
	Consolidated	Consolidated	
	二零一一年	二零一零年	
	2011	2010	
	千港元	千港元	
	HK\$'000	HK\$'000	
In Hong Kong			於香港
– long-term leases of over 50 years	96	97	– 超逾50年之長期租約
In Mainland China			於中國內地
– long-term leases of over 50 years	10,632	10,833	– 超逾50年之長期租約
	10,728	10,930	

Amortisation of land use rights has been included in general and administrative expenses in the consolidated income statement.

土地使用權之攤銷已包括在綜合損益表之一般及行政支出中。

Notes to the Consolidated Financial Statements
綜合財務報表附註

18 INVESTMENTS IN
SUBSIDIARIES

18 於附屬公司之投資

	本公司 Company		
	二零一一年 2011 千港元 HK\$'000	二零一零年 2010 千港元 HK\$'000	
Unlisted shares, at cost	71,746	71,746	非上市股份，按成本
Due from subsidiaries	445,527	457,142	應收附屬公司
	517,273	528,888	

The amounts due from subsidiaries are unsecured, non-interest bearing, denominated in HK\$ without predetermined repayment terms. The carrying amounts approximated their fair values and were not impaired as at 31st March 2010 and 2011.

應收附屬公司之金額為無抵押的、不計利息、以港元列賬及並無預定之還款期。於二零一零年及二零一一年三月三十一日，其賬面金額與其公平價值相約及沒有減值。

Details of the principal subsidiaries as at 31st March 2011 are as follows:

於二零一一年三月三十一日之主要附屬公司詳情如下：

名稱	註冊成立／成立 及經營地點	已發行及繳足股本 ／註冊股本	萬順昌集團 應佔之股本 權益百分比(i)	主要業務
Name	Place of incorporation/ establishment and operations	Issued and fully paid share capital/ registered capital	Percentage of equity interest attributable to the VSC Group (i)	Principal activities
Fit Team Holdings Limited	英屬處女群島	10,050,002美元	100%	投資控股
利尚派建材(深圳)有限公司(iii)	British Virgin Islands 中國內地	US\$10,050,002 10,000,000港元	100%	投資 holding 買賣潔具
Leisure Plus Building Products (Shenzhen) Co., Ltd. (iii)	Mainland China	HK\$10,000,000		Trading of sanitary wares
利尚派國際貿易(上海)有限公司(iii)	中國內地	3,140,000美元	100%	買賣潔具
Leisure Plus International Trading (Shanghai) Co., Ltd. (iii)	Mainland China	US\$3,140,000		Trading of sanitary wares
利尚派貿易(深圳)有限公司(iii)	中國內地	5,000,000港元	100%	買賣潔具
Leisure Plus Trading (Shenzhen) Co., Ltd. (iii)	Mainland China	HK\$5,000,000		Trading of sanitary wares

Notes to the Consolidated Financial Statements
綜合財務報表附註

18 INVESTMENTS IN
SUBSIDIARIES (Continued)

18 於附屬公司之投資
(續)

名稱	註冊成立／成立 及經營地點	已發行及繳足股本 ／註冊股本	萬順昌集團 應佔之股本 權益百分比(i)	主要業務
Name	Place of incorporation/ establishment and operations	Issued and fully paid share capital/ registered capital	Percentage of equity interest attributable to the VSC Group (i)	Principal activities
順昌金屬再生資源投資 有限公司	香港	1港元	100%	金屬再生資源業務
SC Metal Recycling Investments Limited	Hong Kong	HK\$1		Metal recycling business
上海寶順昌國際貿易 有限公司(iii)	中國內地	3,000,000美元	66.7%	存銷及買賣鋼材
Shanghai Bao Shun Chang International Trading Co., Ltd. (iii)	Mainland China	US\$3,000,000		Stockholding and trading of steel
東誠企業(香港) 有限公司	香港	10,000港元	100%	財務業務
Tomahawk Capital Ltd.	Hong Kong	HK\$10,000		Finance business
Van Shung Chong (B.V.I.) Limited	英屬處女群島	6美元	100%	投資控股
萬順昌行有限公司	British Virgin Islands 香港	US\$6 2,000港元普通股 10,000,000港元 無投票權遞延股(ii)	100%	Investment holding 買賣鋼材與及提供 管理服務
Van Shung Chong Hong Limited	Hong Kong	HK\$2,000 ordinary HK\$10,000,000 non-voting deferred (ii)		Trading of steel and provision of management services
順發貨倉有限公司	香港	200,000港元	100%	提供倉庫服務
Vantage Godown Company Limited	Hong Kong	HK\$200,000		Provision of warehousing services
萬順昌(中國)投資 有限公司	香港	2港元	100%	投資控股
VSC (China) Investment Ltd.	Hong Kong	HK\$2		Investment holding
萬順昌建築材料有限公司	香港	2港元	100%	買賣潔具、廚櫃及家具 及安裝廚櫃
VSC Building Products Company Limited	Hong Kong	HK\$2		Trading of sanitary wares, kitchen cabinets and home furniture and kitchen cabinet installation

Notes to the Consolidated Financial Statements
綜合財務報表附註

18 INVESTMENTS IN
SUBSIDIARIES (Continued)

18 於附屬公司之投資
(續)

名稱	註冊成立／成立 及經營地點	已發行及繳足股本 ／註冊股本	萬順昌集團 應佔之股本 權益百分比(i)	主要業務
Name	Place of incorporation/ establishment and operations	Issued and fully paid share capital/ registered capital	Percentage of equity interest attributable to the VSC Group (i)	Principal activities
萬順昌塑膠有限公司 VSC Plastics Company Limited	香港 Hong Kong	2港元 HK\$2	100%	買賣塑膠樹脂 Trading of plastics resins
萬順昌鋼鐵有限公司 VSC Steel Company Limited	香港 Hong Kong	38,000港元普通股 20,000,000港元 無投票權遞延股(ii) HK\$38,000 ordinary HK\$20,000,000 non-voting deferred (ii)	100%	存銷及買賣鋼材 Stockholding and trading of steel
萬順昌鋼鐵(深圳) 有限公司(iii) VSC Steel (Shenzhen) Co., Ltd. (iii)	中國內地 Mainland China	20,000,000港元 HK\$20,000,000	100%	存銷及買賣鋼材 Stockholding and trading of steel
亞萬鋼國際貿易(上海) 有限公司(iii) VSC Steel (Shanghai) Co., Ltd. (iii)	中國內地 Mainland China	7,280,000美元 US\$7,280,000	100%	存銷及買賣鋼材 Stockholding and trading of steel
金運貿易(深圳) 有限公司(iii) VSC Trading (Shezhen) Co., Ltd. (iii)	中國內地 Mainland China	2,400,000港元 HK\$2,400,000	100%	買賣塑膠樹脂 Trading of plastics resins
武漢三金建材有限公司(iii)	中國內地 Mainland China	人民幣3,000,000元 RMB3,000,000	90.1%	買賣潔具 Trading of sanitary wares
上海新施房地產經紀 有限公司(iii)	中國內地 Mainland China	500,000美元 US\$500,000	100%	物業代理 Property agent

Notes:

(i) The shares of Van Shung Chong (B.V.I.) Limited are held directly by the Company. The shares of other subsidiaries are held indirectly.

附註：

(i) Van Shung Chong (B.V.I.) Limited 之股份由本公司直接持有。其他附屬公司之股份則屬間接持有。

Notes to the Consolidated Financial Statements 綜合財務報表附註

18 INVESTMENTS IN SUBSIDIARIES (Continued)

Notes: (Continued)

- (ii) These non-voting deferred shares are owned by the VSC Group. The non-voting deferred shares have no voting rights, are not entitled to any distributions upon winding up unless a sum of HK\$2,000,000,000 per share has been distributed to the holders of ordinary shares for Van Shung Chong Hong Limited or a sum of HK\$10,000,000,000 has been distributed to the holders of ordinary shares for VSC Steel Company Limited.
- (iii) Leisure Plus International Trading (Shanghai) Co., Ltd. and VSC Steel (Shanghai) Co., Ltd. are wholly foreign owned enterprises established in Mainland China with an operating period of 20 years to 2023. Shanghai Bao Shun Chang International Trading Co., Ltd. is an equity joint venture established in Mainland China with an operating period of 20 years to 2014. VSC Steel (Shenzhen) Co., Ltd. is a wholly foreign owned enterprise established in Mainland China with an operating period of 30 years to 2035. VSC Trading (Shenzhen) Co., Ltd. is a wholly foreign owned enterprise established in Mainland China with an operating period of 20 years to 2024. Leisure Plus Building Products (Shenzhen) Co., Ltd. and Leisure Plus Trading (Shenzhen) Co., Ltd. are wholly foreign owned enterprises established in Mainland China with an operating period of 20 years to 2028. 上海新施房地產經紀有限公司 is a wholly foreign owned enterprises established in Mainland China with an operating period of 10 years to 2020. 武漢三金建材有限公司 is an equity joint venture established in Mainland China with an operating period of 10 years to 2021.

18 於附屬公司之投資 (續)

附註：(續)

- (ii) 此等無投票權遞延股份由萬順昌集團擁有。無投票權遞延股份並無投票權，亦無權於清盤時分享股息及除非萬順昌行有限公司普通股持有人已獲分派每股普通股2,000,000,000港元之款額或萬順昌鋼鐵有限公司之普通股持有人已獲分派10,000,000,000港元之款額外。
- (iii) 利尚派國際貿易(上海)有限公司及亞萬鋼國際貿易(上海)有限公司乃於中國內地成立之外資企業，經營期為20年，至二零二三年止。上海寶順昌國際貿易有限公司乃一間於中國內地成立之合資合營企業，經營期為20年，至二零一四年止。萬順昌鋼鐵(深圳)有限公司乃一間於中國內地成立之外資企業，經營期為30年，至二零三五年止。金運貿易(深圳)有限公司乃一間於中國內地成立之外資企業，經營期為20年，至二零二四年止。利尚派建材(深圳)有限公司及利尚派貿易(深圳)有限公司乃於中國內地成立之外資企業，經營期為20年，至二零二八年止。上海新施房地產經紀有限公司乃一間於中國內地成立之外資企業，經營期為10年，至二零二零年止。武漢三金建材有限公司乃一間於中國內地成立之合資合營企業，經營期為10年，至二零二一年止。

Notes to the Consolidated Financial Statements
綜合財務報表附註19 INVESTMENTS IN
ASSOCIATES/AMOUNTS
DUE FROM ASSOCIATES19 於聯營公司之投資／
應收聯營公司

	綜合		
	Consolidated		
	二零一一年	二零一零年	
	2011	2010	
	千港元	千港元	
	HK\$'000	HK\$'000	
Investment cost	156,184	241,304	投資成本
Amounts due from associates	23,103	52,344	應收聯營公司

The movements of investments in associates are as follows:

於聯營公司之投資變動如下：

	綜合		
	Consolidated		
	二零一一年	二零一零年	
	2011	2010	
	千港元	千港元	
	HK\$'000	HK\$'000	
At 1st April	241,304	253,515	於四月一日
Disposal of interest in an associate	(98,225)	-	出售一間聯營公司之權益
Share of profits/(losses) of associates – net	6,626	(12,896)	應佔聯營公司溢利／(虧損) — 淨額
Exchange differences	6,479	685	匯兌差額
At 31st March	156,184	241,304	於三月三十一日

Notes to the Consolidated Financial Statements
綜合財務報表附註

19 INVESTMENTS IN
ASSOCIATES/AMOUNTS
DUE FROM ASSOCIATES
(Continued)

The VSC Group's share of the revenues and results of its associates, all of which are unlisted, and their aggregated assets and liabilities, are as follows:

19 於聯營公司之投資／
應收聯營公司 (續)

萬順昌集團於全非上市之聯營公司之應佔收入及業績及其總資產及負債如下：

名稱	註冊及 已繳股本	成立／註冊地點	萬順昌集團應佔				萬順昌集團 應佔之股本 權益百分比 Percentage of equity interest attributable to the VSC Group
			Attributable to the VSC Group				
Name	Registered and paid up capital	Place of establishment/ incorporation	資產 Assets 千港元 HK\$'000	負債 Liabilities 千港元 HK\$'000	收入 Revenues 千港元 HK\$'000	溢利／ (虧損) Profit/(loss) 千港元 HK\$'000	
於二零一一年三月三十一日 As at 31st March 2011							
瑞爾盛中國有限公司 (i) Ryerson China Limited (i)	15,000美元 US\$15,000	英屬處女群島 British Virgin Islands	-	-	63,411	(976)	0%
China Able Limited (ii)	26,190,000美元 US\$26,190,000	英屬處女群島 British Virgin Islands	248,219	(105,743)	15,867	6,724	33.3%
VSC Hotel Investments Limited (iii)	50美元 US\$50	英屬處女群島 British Virgin Islands	21,693	(25,831)	17,748	-	44%
Protection Asia Limited (iv)	1,000美元 US\$1,000	薩摩亞 Samoa	2,934	-	-	-	37.5%
常熟寶順昌鋼材加工 有限公司(v) Changshu Baoshunchang Steel Processing Co., Ltd. (v)	6,400,000美元 US\$6,400,000	中國內地 Mainland China	33,783	(23,009)	75,340	878	34.9%
			306,629	(154,583)	172,366	6,626	

Notes to the Consolidated Financial Statements
綜合財務報表附註

19 INVESTMENTS IN
ASSOCIATES/AMOUNTS
DUE FROM ASSOCIATES
(Continued)

19 於聯營公司之投資／
應收聯營公司（續）

名稱 Name	註冊及 已繳股本 Registered and paid up capital	成立／註冊地點 Place of establishment/ incorporation	萬順昌集團應佔 Attributable to the VSC Group				萬順昌集團 應佔之股本 權益百分比 Percentage of equity interest attributable to the VSC Group
			資產 Assets 千港元 HK\$'000	負債 Liabilities 千港元 HK\$'000	收入 Revenues 千港元 HK\$'000	溢利／ (虧損) Profit/(loss) 千港元 HK\$'000	
As at 31st March 2010 於二零一零年三月三十一日							
瑞爾盛中國有限公司(i) Ryerson China Limited (i)	15,000美元 US\$15,000	英屬處女群島 British Virgin Islands	169,127	(69,926)	200,462	2,044	20%
China Able Limited (ii)	26,190,000美元 US\$26,190,000	英屬處女群島 British Virgin Islands	237,721	(107,983)	14,997	10,182	33.3%
VSC Hotel Investments Limited (iii)	50美元 US\$50	英屬處女群島 British Virgin Islands	22,932	(26,258)	14,484	(26,140)	44%
Protection Asia Limited (iv)	1,000美元 US\$1,000	薩摩亞 Samoa	2,997	(63)	—	—	37.5%
常熟寶順昌鋼材加工 有限公司(v) Changshu Baoshunchang Steel Processing Co., Ltd. (v)	6,400,000美元 US\$6,400,000	中國內地 Mainland China	28,625	(19,194)	44,896	1,018	34.9%
			461,402	(223,424)	274,839	(12,896)	

Notes to the Consolidated Financial Statements
綜合財務報表附註

19 INVESTMENTS IN
ASSOCIATES/AMOUNTS
DUE FROM ASSOCIATES
(Continued)

Notes:

- (i) The VSC Group disposed its 20% interest in Ryerson China on 3rd June 2010 (Note 6).
- (ii) China Able Limited (“China Able”) is a contractual joint venture which is held in equal shares between Fit Team Holdings Limited, a wholly owned subsidiary of the VSC Group since 26th March 2008, Nanyang Industrial (China) Limited, an independent third-party and Marvel Champ Investments Limited, another independent third-party. China Able was an associate of the VSC Group since May 2007.
- (iii) VSC Hotel Investments Limited (“VSC Hotel”) became an associate of the VSC Group when the VSC Group disposed of 50% of VSC Hotel on 25th July 2007 to Far Profit Limited, reducing its equity interest in VSC Hotel from 90% to 40%. Subsequently, the VSC Group further invested 4% in VSC Hotel, increasing its equity interest from 40% to 44% and a negative goodwill of approximately HK\$1,128,000 was recognised in the consolidated income statement in prior year.

19 於聯營公司之投資／
應收聯營公司 (續)

附註：

- (i) 萬順昌集團已於二零一零年六月三日出售於瑞爾盛中國之20%權益 (附註6)。
- (ii) China Able Limited (「China Able」) 乃一間由Fit Team Holdings Limited (其自二零零八年三月二十六日後，成為萬順昌集團之一間全資附屬公司)，Nanyang Industrial (China) Limited，為獨立第三者及Marvel Champ Investments Limited，為另一獨立第三者共同持有等額股份之合營企業。自二零零七年五月，China Able已成為萬順昌集團之一間聯營公司。
- (iii) 當萬順昌集團於二零零七年七月二十五日出售其於VSC Hotel Investments Limited (「VSC Hotel」) 之50%權益予Far Profit Limited，其於VSC Hotel之股本權益便由90%減少至40%後，VSC Hotel便成為萬順昌集團之一間聯營公司。其後，萬順昌集團進一步投資4%於VSC Hotel，其股本權益則由40%增至44%及已於往年度確認約1,128,000港元之負商譽於綜合損益表中。

Notes to the Consolidated Financial Statements
綜合財務報表附註

19 INVESTMENTS IN
ASSOCIATES/AMOUNTS
DUE FROM ASSOCIATES
(Continued)

Notes: (Continued)

- (iv) Protection Asia Limited became an associate of the VSC Group when CAMP (B.V.I.) Holdings Limited, a wholly owned subsidiary of the VSC Group, acquired 37.5% of its equity interest on 1st September 2007.
- (v) Changshu Baoshunchang Steel Processing Co., Ltd. became an associate of the VSC Group since November 2005. It is a contractual joint venture established in Mainland China with an operating period of 30 years to 2035.

The amounts due from associates are unsecured, non-interest bearing and without pre-determined repayment terms. The carrying amounts approximated their fair values and were not impaired as at 31st March 2010 and 2011.

The amounts due from/(to) associates were denominated in the following currencies:

	綜合	
	二零一一年	二零一零年
	2011	2010
	千港元	千港元
	HK\$'000	HK\$'000
RMB	467	(3,869) 人民幣
HK\$	22,636	56,213 港元
	23,103	52,344

19 於聯營公司之投資／
應收聯營公司（續）

附註：（續）

- (iv) 於二零零七年九月一日，當萬順昌集團之一間全資附屬公司，CAMP (B.V.I.) Holdings Limited，認購Protection Asia Limited 37.5%之股本權益後，其便成為萬順昌集團之一間聯營公司。
- (v) 常熟寶順昌鋼材加工有限公司，自二零零五年十一月便成為萬順昌集團之一間聯營公司。此乃一間於中國內地成立之中外合營企業，經營期30年，至二零三五年止。

應收聯營公司之金額為無抵押的、不計利息及並無預定之還款期。於二零一零年及二零一一年三月三十一日，其賬面金額與其公平價值相約及沒有減值。

應收／（應付）聯營公司之金額包含下列貨幣：

Notes to the Consolidated Financial Statements

綜合財務報表附註

20 DEFERRED INCOME TAX ASSETS/(LIABILITIES)

Deferred income tax assets and liabilities are offset when there is a legally enforceable right to offset current income tax assets against current income tax liabilities and when the deferred income tax assets and liabilities relate to income taxed levied is the same taxation authority on either the taxable entity or different taxable entities where there is an intention to settle the balances on a net basis. The offset amounts are as follows:

	綜合 Consolidated		
	二零一一年 2011 千港元 HK\$'000	二零一零年 2010 千港元 HK\$'000	
Deferred income tax assets:			遞延所得稅資產：
– Deferred income tax asset to be recovered after 12 months	14,542	16,341	– 將於十二個月後收回之遞延所得稅資產
– Deferred income tax asset to be recovered within 12 months	8,409	8,926	– 將於十二個月內收回之遞延所得稅資產
	22,951	25,267	
Deferred income tax liabilities:			遞延所得稅負債：
– Deferred income tax liabilities to be settled after 12 months	(1,373)	(5)	– 將於十二個月後清償之遞延所得稅負債
Net deferred income tax assets	21,578	25,262	遞延所得稅資產淨額

The movements in net deferred income tax assets are as follows:

淨遞延所得稅資產變動如下：

	綜合 Consolidated		
	二零一一年 2011 千港元 HK\$'000	二零一零年 2010 千港元 HK\$'000	
At 1st April	25,262	42,728	於四月一日
Recognised in the consolidated income statement	(3,906)	(17,493)	已於綜合損益表中確認
Exchange differences	222	27	匯兌差額
At 31st March	21,578	25,262	於三月三十一日

Notes to the Consolidated Financial Statements
綜合財務報表附註

20 DEFERRED INCOME TAX
ASSETS/(LIABILITIES)
(Continued)

The movements in deferred income tax assets and liabilities during the year, without taking into consideration the offsetting of balances within the same tax jurisdiction, are as follows:

Deferred income tax assets:

20 遞延所得稅資產／
(負債) (續)

本年度期間，並無考慮相同司法權區內之結餘抵銷之遞延所得稅資產及負債之變動如下：

遞延所得稅資產：

	綜合 Consolidated					
	投資物業之 公平價值虧損 Fair value losses of investment property 千港元 HK\$'000	撥備 Provisions 千港元 HK\$'000	累計稅項虧損 Cumulative tax losses 千港元 HK\$'000	減慢折舊 Decelerated depreciation 千港元 HK\$'000	總額 Total 千港元 HK\$'000	
At 1st April 2009	656	831	40,741	607	42,835	於二零零九年 四月一日
(Charged)/credited to the consolidated income statement	(408)	4,520	(21,612)	(47)	(17,547)	已於綜合損益表中 (扣除)／計入
Exchange differences	-	-	27	-	27	匯兌差額
At 31st March 2010	248	5,351	19,156	560	25,315	於二零一零年 三月三十一日
(Charged)/credited to the consolidated income statement	(248)	(5,351)	3,006	36	(2,557)	已於綜合損益表中 (扣除)／計入
Exchange differences	-	-	222	-	222	匯兌差額
At 31st March 2011	-	-	22,384	596	22,980	於二零一一年 三月三十一日

Notes to the Consolidated Financial Statements
綜合財務報表附註

20 DEFERRED INCOME TAX
ASSETS/(LIABILITIES)
(Continued)

20 遞延所得稅資產／
(負債) (續)

Deferred income tax liabilities:

遞延所得稅負債：

	綜合		總額	
	預扣稅	加速折舊		
	Withholding tax	Accelerated depreciation	Total	
	千港元	千港元	千港元	
	HK\$'000	HK\$'000	HK\$'000	
At 1st April 2009	–	(107)	(107)	於二零零九年四月一日
Credited to the consolidated income statement	–	54	54	已於綜合損益表中計入
At 31st March 2010	–	(53)	(53)	於二零一零年三月三十一日
(Charged)/credited to the consolidated income statement	(1,363)	14	(1,349)	已於綜合損益表中(扣除)／計入
At 31st March 2011	(1,363)	(39)	(1,402)	於二零一一年三月三十一日

Deferred income tax assets are recognised for tax loss carry-forwards to the extent that the realisation of the related tax benefit through the future taxable profits is probable. As at 31st March 2011, the deferred income tax assets recognised from tax loss of approximately HK\$19,367,000 (2010: HK\$11,091,000) can be carried forward indefinitely. The remaining tax losses will expire in five years from the year they were incurred.

遞延所得稅資產乃因應相關稅務利益透過未來應課稅溢利變現而就所結轉之稅項虧損作確認。於二零一一年三月三十一日，已就稅項虧損所確認之遞延所得稅資產約19,367,000港元(二零一零年：11,091,000港元)，該金額可以無限期結轉。餘下之稅項虧損將於產生後五年內失效。

Notes to the Consolidated Financial Statements
綜合財務報表附註

20 DEFERRED INCOME TAX
ASSETS/(LIABILITIES)
(Continued)

The VSC Group did not recognise deferred income tax assets of approximately HK\$13,859,000 (2010: HK\$44,128,000) in respect of losses amounting to HK\$55,610,000 (2010: HK\$177,771,000) that can be carried forward against future taxable income. As at 31st March 2011, the cumulative tax losses of approximately HK\$1,651,000 (2010: HK\$8,543,000) can be carried forward indefinitely while tax losses of approximately HK\$53,959,000 (2010: HK\$169,228,000) will expire in five years from the year they were incurred.

Deferred income tax liabilities of approximately HK\$407,000 (2010: HK\$1,866,000) have not been recognised for the withholding tax that would be payable on the unremitted earnings of certain subsidiaries. Management currently has no intention to remit those earnings.

20 遞延所得稅資產／
(負債)(續)

萬順昌集團並無就55,610,000港元(二零一零年: 177,771,000港元)之虧損確認約13,859,000港元(二零一零年: 44,128,000港元)之遞延所得稅資產, 該金額可以抵銷未來應課稅收。於二零一一年三月三十一日, 累計稅項虧損約1,651,000港元(二零一零年: 8,543,000港元)可以無限期結轉, 而稅項虧損約53,959,000港元(二零一零年: 169,228,000港元)將於產生後五年內失效。

就若干附屬公司之未轉移盈利之應付預扣稅未被確認為約407,000港元(二零一零年: 1,866,000港元)之遞延所得稅負債。管理層現時並無意轉移其盈利。

Notes to the Consolidated Financial Statements 綜合財務報表附註

21 BUSINESS COMBINATION

On 28th March 2011, the VSC Group acquired the distribution business of selling building products at a cash consideration of approximately HK\$10,692,000 from an independent third party (“the Acquisition”).

The initial accounting for the Acquisition was not completed at the end of the year because the fair values to be assigned to the identifiable assets can only be determined provisionally. As a result, the consideration of approximately HK\$10,692,000 was allocated to goodwill on a provisional basis. The VSC Group will recognise any adjustments to the goodwill upon completing the initial accounting for the Acquisition, which is expected to be finalised in year 2012.

21 業務合併

於二零一一年三月二十八日，萬順昌集團以約10,692,000港元之現金代價從獨立第三者收購銷售建築產品之分銷業務（「收購」）。

收購之初步會計處理於年末時並未完成，乃由於將分配至可識別資產之公平價值僅可暫時釐定。因此，約10,692,000港元之代價以暫時基準分配至商譽。萬順昌集團將於收購之初步會計處理完成後（預期於二零一二年落實）確認任何商譽調整。

Notes to the Consolidated Financial Statements
綜合財務報表附註

22 DERIVATIVE FINANCIAL
INSTRUMENTS

22 衍生金融工具

	綜合 Consolidated				
	二零一一年 2011		二零一零年 2010		
	資產	負債	資產	負債	
	Assets	Liabilities	Assets	Liabilities	
	千港元 HK\$'000	千港元 HK\$'000	千港元 HK\$'000	千港元 HK\$'000	
Interest rate instrument (i)	-	13	-	133	利率工具 (i)
Forward foreign exchange contracts – held for trading (ii)	2,395	128	10	-	遠期外匯合約 — 持有作 買賣用途 (ii)
Steel futures contracts (iii)	2	-	980	-	鋼材期貨合約 (iii)
Total	2,397	141	990	133	總額
Less non-current portion:					減去非當期部分：
Interest rate instrument	-	-	-	(133)	利率工具
Forward foreign exchange contracts – held for trading	(2,294)	(128)	-	-	遠期外匯合約 — 持有作買賣用途
Current portion	103	13	990	-	當期部分

	本公司 Company				
	二零一一年 2011		二零一零年 2010		
	資產	負債	資產	負債	
	Assets	Liabilities	Assets	Liabilities	
	千港元 HK\$'000	千港元 HK\$'000	千港元 HK\$'000	千港元 HK\$'000	
Interest rate instrument (iv)	-	13	-	133	利率工具 (iv)
Less non-current portion:					減去非當期部分：
Interest rate instrument	-	-	-	(133)	利率工具
Current portion	-	13	-	-	當期部分

The derivative is classified as a non-current asset or liability if the remaining maturity of the underlying item is more than 12 months, and as a current asset or liability if the maturity of the underlying item is less than 12 months.

The credit quality of derivative assets has been assessed by reference to historical information about the counterparty default rates. The existing counterparties do not have defaults in the past.

若被對沖項目之剩餘期間超過12個月，則衍生工具會分類為非流動資產或負債，而若被對沖項目之剩餘期間少於12個月，則為流動資產或負債。

衍生資產之信貸質素，乃根據有關訂約方以往違約比率之資料而評定。現有訂約方於過往並無違約。

Notes to the Consolidated Financial Statements 綜合財務報表附註

22 DERIVATIVE FINANCIAL INSTRUMENTS (Continued)

Notes:

- (i) The notional principal amount of the outstanding interest rate instrument at 31st March 2011 was approximately US\$50,000,000 (2010: US\$50,000,000). Fair value change on the interest rate instrument as of 31st March 2011 was recognised in other gains – net in the consolidated income statement. The committed payment under the interest rate instrument was approximately US\$500,000 (2010: US\$1,500,000) and the maturity date is 8th September 2011.
- (ii) The total notional principal amount of the outstanding forward foreign exchange contracts at 31st March 2011 was approximately US\$97,000,000 (2010: US\$14,000,000). Net fair value change on forward foreign exchange contracts as of 31st March 2011 was recognised in other gains – net in the consolidated income statement. The settlement dates are from 26th May 2011 to 25th February 2013.
- (iii) The notional principal amount of the outstanding steel future contracts at 31st March 2011 was approximately RMB9,590,000 (2010: RMB47,600,000). Net fair value change on steel future contracts as of 31st March 2011 was recognised in other gains – net in the consolidated income statement. The settlement date is 17th October 2011.
- (iv) The notional principal amount of the outstanding interest rate instrument at 31st March 2011 was approximately US\$50,000,000 (2010: US\$50,000,000). Fair value change on the interest rate instrument as of 31st March 2011 was recognised in other gains – net in the income statement. The committed payment under the interest rate instrument was approximately US\$500,000 (2010: US\$1,500,000) and the maturity date is 8th September 2011.

22 衍生金融工具 (續)

附註：

- (i) 於二零一一年三月三十一日，尚有之利率工具之設定本金額約50,000,000美元(二零一零年：50,000,000美元)。於二零一一年三月三十一日，利率工具之公平價值變動已於綜合損益表之其他收益－淨額中確認。已確認之利率工具付款額為約500,000美元(二零一零年：1,500,000美元)及到期日為二零一一年九月八日。
- (ii) 於二零一一年三月三十一日，尚有之遠期外匯合約之總設定本金額約97,000,000美元(二零一零年：14,000,000美元)。於二零一一年三月三十一日，遠期外匯合約之淨公平價值變動已於綜合損益表之其他收益－淨額中確認。結算日由二零一一年五月二十六日至二零一三年二月二十五日。
- (iii) 於二零一一年三月三十一日，尚有之鋼材期貨合約之設定本金額約人民幣9,590,000元(二零一零年：人民幣47,600,000元)。於二零一一年三月三十一日，鋼材期貨合約之淨公平價值變動已於綜合損益表之其他收益－淨額中確認。結算日為二零一一年十月十七日。
- (iv) 於二零一一年三月三十一日，尚有之利率工具之設定本金額約50,000,000美元(二零一零年：50,000,000美元)。於二零一一年三月三十一日，利率工具之公平價值變動已於損益表之其他收益－淨額中確認。已確認之利率工具付款額為約500,000美元(二零一零年：1,500,000美元)及到期日為二零一一年九月八日。

Notes to the Consolidated Financial Statements
綜合財務報表附註

23 INVENTORIES

23 存貨

	綜合	
	Consolidated	
	二零一一年	二零一零年
	2011	2010
	千港元	千港元
	HK\$'000	HK\$'000
Work in progress relating to provision of services (i)	35,923	—
Finished goods	353,941	245,720
	389,864	245,720

The costs of inventories recognised as expenses and included in cost of sales in the consolidated income statement amounted to approximately HK\$4,019,698,000 (2010: HK\$3,018,978,000).

As at 31st March 2011, inventories of approximately HK\$21,507,000 (2010: HK\$30,993,000) were pledged as collaterals for certain of the VSC Group's bank borrowings, and certain inventories were held under trust receipts bank loan arrangements.

Notes:

- (i) The VSC Group entered into an agreement with an independent third party during the year. Pursuant to the agreement, the VSC Group will provide services in connection with sales and marketing activities ("the Project") of a property in the PRC ("the Property") and the profit to be received by VSC Group will depend on the amount of proceeds derived from the sales of the Property.

The costs incurred relating to the Project are capitalised as inventory which does not include a profit margin or non-attributable overheads.

約4,019,698,000港元(二零一零年: 3,018,978,000港元)之存貨成本已確認為支出並已包括在綜合損益表之銷售成本中。

於二零一一年三月三十一日, 約21,507,000港元(二零一零年: 30,993,000港元)之存貨已抵押作為萬順昌集團銀行借貸之抵押品, 同時若干存貨以銀行信託收據貸款之安排下持有。

附註:

- (i) 本年度期間, 萬順昌集團與獨立第三者訂立協議。按照協議, 萬順昌集團將為提供位於中國之一幢物業(「該物業」)之銷售及市場推廣活動之相關服務(「項目」), 而萬順昌集團將按銷售該物業之所得款項收回其溢利。

項目產生之成本已撥為存貨, 當中並沒有包括毛利率或非應佔生產費用。

Notes to the Consolidated Financial Statements
綜合財務報表附註

24 TRADE AND BILL
RECEIVABLES/LOAN
RECEIVABLES

(a) Trade and bill receivables

24 應收賬款及票據／應
收貸款

(a) 應收賬款及票據

	綜合 Consolidated		
	二零一一年 2011 千港元 HK\$'000	二零一零年 2010 千港元 HK\$'000	
Trade and bill receivables			應收賬款及票據
– from third parties	507,220	410,967	– 來自第三方
– from an associate	–	13,881	– 來自一間聯營公司
Less: provision for impairment of trade receivables	(9,858)	(15,022)	減：應收賬款減值 撥備
Trade and bill receivables, net	497,362	409,826	應收賬款及票據，淨額

Sales are either covered by (i) letters of credit with bill payable at sight or (ii) open account with credit terms of 15 to 60 days.

銷售均以(i)見票即付之信用證；或(ii)記賬方式進行，信貸期一般介乎15至60日不等。

Ageing analysis of trade and bill receivables by invoice date is as follows:

應收賬款及票據根據發票日期之賬齡分析如下：

	綜合 Consolidated		
	二零一一年 2011 千港元 HK\$'000	二零一零年 2010 千港元 HK\$'000	
0 to 60 days	430,632	371,468	0 – 60日
61 to 120 days	46,856	32,479	61 – 120日
121 to 180 days	15,574	4,729	121 – 180日
181 to 365 days	5,276	1,121	181 – 365日
Over 365 days	8,882	15,051	超過365日
	507,220	424,848	
Less: Provision for impairment of trade receivables	(9,858)	(15,022)	減：應收賬款減值 撥備
	497,362	409,826	

Notes to the Consolidated Financial Statements
綜合財務報表附註

24 TRADE AND BILL
RECEIVABLES/LOAN
RECEIVABLES (Continued)

(a) Trade and bill receivables (Continued)

At 31st March 2011, included in trade and bill receivables were retentions from contract work of approximately HK\$4,832,000 (2010: HK\$2,798,000), which were not due for collection until satisfaction of the conditions specified in the underlying contracts.

At 31st March 2011, trade and bill receivables of approximately HK\$394,979,000 (2010: HK\$192,115,000) were fully performing and were from customers with no history of default.

Movements on the provision for impairment of trade receivables are as follows:

24 應收賬款及票據／應
收貸款（續）

(a) 應收賬款及票據（續）

於二零一一年三月三十一日，約4,832,000港元（二零一零年：2,798,000港元）之合約工程之保固金包括在應收賬款及票據內，該等款項將直至達成合約所指明之條款後才可收回。

於二零一一年三月三十一日，應收賬款及票據約394,979,000港元（二零一零年：192,115,000港元）已從沒有拖欠還款記錄之客戶中全數履行。

應收賬款之減值撥備變動如下：

	綜合		
	二零一一年	二零一零年	
	2011	2010	
	千港元	千港元	
	HK\$'000	HK\$'000	
At 1st April	15,022	16,685	於四月一日
Provision for impairment recognised in the consolidated income statement	1,704	9,348	已於綜合損益表中確認之減值撥備
Provision for impairment written back in the consolidated income statement	(6,648)	(1,081)	已於綜合損益表中撤回之減值撥備
Provision for impairment written off	(517)	(9,950)	撤銷減值撥備
Exchange differences	297	20	匯兌差額
At 31st March	9,858	15,022	於三月三十一日

Notes to the Consolidated Financial Statements
綜合財務報表附註

24 TRADE AND BILL
RECEIVABLES/LOAN
RECEIVABLES (Continued)

(a) Trade and bill receivables (Continued)

As at 31st March 2011, trade receivables of approximately HK\$9,858,000 (2010: HK\$15,022,000) were impaired and provided for. The amount of net provision recovered in the consolidated income statement during the year was approximately HK\$4,944,000 (2010: HK\$8,267,000 recognised). The ageing analysis of these receivables is as follows:

	綜合 Consolidated		
	二零一一年 2011 千港元 HK\$'000	二零一零年 2010 千港元 HK\$'000	
0 to 60 days	388	147	0 – 60日
61 to 120 days	–	28	61 – 120日
121 to 180 days	–	254	121 – 180日
181 to 365 days	877	1,768	181 – 365日
Over 365 days	8,593	12,825	超過365日
	9,858	15,022	

The ageing analysis of trade receivables past due but not impaired is as follows:

	綜合 Consolidated		
	二零一一年 2011 千港元 HK\$'000	二零一零年 2010 千港元 HK\$'000	
0 to 60 days	77,840	176,851	0 – 60日
61 to 120 days	11,740	21,251	61 – 120日
121 to 180 days	2,314	3,897	121 – 180日
181 to 365 days	646	93	181 – 365日
Over 365 days	–	597	超過365日
	92,540	202,689	

24 應收賬款及票據／應
收貸款（續）

(a) 應收賬款及票據（續）

於二零一一年三月三十一日，應收賬款約9,858,000港元（二零一零年：15,022,000港元）已作減值及撥備。本年度期間，已於綜合損益表中收回之淨撥備約4,944,000港元（二零一零年：已確認8,267,000港元）。其應收賬款賬齡分析如下：

已過期但未減值之應收賬款賬齡分析如下：

Notes to the Consolidated Financial Statements
綜合財務報表附註

24 TRADE AND BILL
RECEIVABLES/LOAN
RECEIVABLES (Continued)

(a) Trade and bill receivables (Continued)

The carrying amounts of net trade and bill receivables approximated their fair values as at 31st March 2010 and 2011.

The carrying amounts of trade and bill receivables were denominated in the following currencies:

	綜合 Consolidated	
	二零一一年 2011 千港元 HK\$'000	二零一零年 2010 千港元 HK\$'000
RMB	243,623	195,218 人民幣
HK\$	247,571	214,916 港元
US\$	16,026	14,714 美元
	507,220	424,848

(b) Loan receivables

A loan receivable of HK\$19,000,000 (2010: HK\$21,000,000) is secured by the following assets:

- certain equity interest owned by the borrower; and
- a loan receivable owned by the borrower.

The carrying amount of this receivable approximated its fair values as at 31st March 2010 and 2011. It is denominated in HK\$, non-interest bearing and repayable on 5th December 2011.

As at 31st March 2011, no loan receivables were past due, impaired and provided for (2010: nil). No provision has been recognised in the consolidated income statement during the year (2010: nil).

24 應收賬款及票據／應
收貸款 (續)

(a) 應收賬款及票據 (續)

淨應收賬款及票據之賬面金額與其於二零一零年及二零一一年三月三十一日之公平價值相約。

應收賬款及票據之賬面金額包含下列貨幣：

(b) 應收貸款

一項19,000,000港元(二零一零年：21,000,000港元)之應收貸款由以下資產作抵押：

- 借款人持有之若干股本權益；及
- 借款人持有之一項應收貸款。

此應收貸款之賬面金額與其於二零一零年及二零一一年三月三十一日之公平價值相約。並以港元列賬、不計息及須於二零一一年十二月五日償還。

於二零一一年三月三十一日，沒有應收貸款已過期、減值及作撥備(二零一零年：無)。本年度期間，沒有於綜合損益表中確認之撥備(二零一零年：無)。

Notes to the Consolidated Financial Statements
綜合財務報表附註

25 PREPAYMENTS, DEPOSITS AND
OTHER RECEIVABLES

25 預付款項、按金及其他
應收賬款

	綜合		
	Consolidated		
	二零一一年	二零一零年	
	2011	2010	
	千港元	千港元	
	HK\$'000	HK\$'000	
Prepayments for purchases	127,602	168,967	預付採購款項
Rental and other deposits	3,298	3,286	租金及其他按金
Value-added tax recoverable	–	1,257	可收回增值稅
Other receivables	4,924	2,660	其他應收賬款
Others	6,208	2,586	其他
	142,032	178,756	

The carrying amounts of prepayments, deposits and other receivables approximated their fair values as at 31st March 2010 and 2011. They were denominated in the following currencies:

預付款項、按金及其他應收賬款之賬面金額與其於二零一零年及二零一一年三月三十一日之公平價值相約。預付款項、按金及其他應收賬款包含下列貨幣：

	綜合		
	Consolidated		
	二零一一年	二零一零年	
	2011	2010	
	千港元	千港元	
	HK\$'000	HK\$'000	
RMB	129,624	174,150	人民幣
HK\$	7,848	3,421	港元
US\$	4,560	1,185	美元
	142,032	178,756	

Notes to the Consolidated Financial Statements
綜合財務報表附註

25 PREPAYMENTS, DEPOSITS
AND OTHER RECEIVABLES
(Continued)

Movements on provision for impairment of prepayments, deposits and other receivables are as follows:

25 預付款項、按金及其他
應收賬款 (續)

預付款項、按金及其他應收賬款之
減值撥備變動如下：

	綜合		
	Consolidated	Consolidated	
	二零一一年	二零一零年	
	2011	2010	
	千港元	千港元	
	HK\$'000	HK\$'000	
At 1st April	–	13,954	於四月一日
Provision for impairment recognised in the consolidated income statement	1,195	–	已於綜合損益表中確認之減值撥備
Provision for impairment written-off	(1,195)	(13,954)	撤銷減值撥備
At 31st March	–	–	於三月三十一日

Notes to the Consolidated Financial Statements
綜合財務報表附註

26 PLEDGED BANK DEPOSITS/
CASH AND CASH
EQUIVALENTS

26 已抵押銀行存款／現
金及現金等值

	綜合 Consolidated		本公司 Company		
	二零一一年 2011 千港元 HK\$'000	二零一零年 2010 千港元 HK\$'000	二零一一年 2011 千港元 HK\$'000	二零一零年 2010 千港元 HK\$'000	
Cash on hand	355	312	-	-	手頭現金
Cash at bank	191,460	160,623	438	381	銀行存款
Short-term bank deposits	335,677	57,182	12,287	12,248	短期銀行存款
	527,492	218,117	12,725	12,629	
Less: Pledged bank deposits	(41,624)	(57,182)	(12,287)	(12,248)	減：已抵押銀行存款
Cash and cash equivalents	485,868	160,935	438	381	現金及現金等值

Pledged bank deposits and cash and cash equivalents were denominated in the following currencies:

已抵押銀行存款及現金及現金等值包含下列貨幣：

	綜合 Consolidated		本公司 Company		
	二零一一年 2011 千港元 HK\$'000	二零一零年 2010 千港元 HK\$'000	二零一一年 2011 千港元 HK\$'000	二零一零年 2010 千港元 HK\$'000	
RMB	69,563	52,449	-	-	人民幣
HK\$	361,299	131,871	242	184	港元
US\$	96,465	33,643	12,483	12,445	美元
Euro	68	79	-	-	歐羅
Others	97	75	-	-	其他
	527,492	218,117	12,725	12,629	

The carrying amounts of pledged bank deposits and cash and cash equivalents approximated their fair values as at 31st March 2010 and 2011.

已抵押銀行存款及現金及現金等值之賬面金額與其於二零一零年及二零一一年三月三十一日之公平價值相約。

As at 31st March 2011, the VSC Group's bank deposits of approximately HK\$31,457,000 (2010: HK\$41,482,000) were pledged as collateral for the VSC Group's bank borrowings and approximately HK\$10,166,000 (2010: HK\$15,699,000) were pledged for steel future contracts.

於二零一一年三月三十一日，萬順昌集團約31,457,000港元（二零一零年：41,482,000港元）之銀行存款已抵押作為萬順昌集團銀行借貸之抵押品及約10,166,000港元（二零一零年：15,699,000港元）已作鋼材期貨合約之抵押品。

As at 31st March 2011, the Company's bank deposits of approximately HK\$12,287,000 (2010: HK\$12,248,000) were pledged as collateral for the banking facilities granted to a subsidiary of the Company.

於二零一一年三月三十一日，本公司約12,287,000港元（二零一零年：12,248,000港元）之銀行存款已為本公司之一間附屬公司所獲銀行融資作抵押品。

Notes to the Consolidated Financial Statements
綜合財務報表附註

26 PLEDGED BANK DEPOSITS/ CASH AND CASH EQUIVALENTS (Continued)

As at 31st March 2011, pledged bank deposits and cash and bank deposits totalling approximately HK\$69,563,000 (2010: HK\$52,449,000) were denominated in RMB, which is not a freely convertible currency in the international market and its exchange rate is determined by the People's Bank of China.

27 TRADE AND BILL PAYABLES

Payment terms with suppliers are either on letters of credit or open account. Certain suppliers grant credit period of around 30 days.

Ageing analysis of trade and bill payables by invoice date is as follows:

	綜合 Consolidated		
	二零一一年 2011 千港元 HK\$'000	二零一零年 2010 千港元 HK\$'000	
0 to 60 days	311,435	242,003	0 – 60日
61 to 120 days	316	4,050	61 – 120日
121 to 180 days	–	83	121 – 180日
181 to 365 days	–	438	181 – 365日
Over 365 days	2,184	899	超過365日
	313,935	247,473	

The carrying amounts of trade and bill payables approximated their fair values as at 31st March 2010 and 2011. They were denominated in the following currencies:

	綜合 Consolidated		
	二零一一年 2011 千港元 HK\$'000	二零一零年 2010 千港元 HK\$'000	
RMB	63,101	45,146	人民幣
HK\$	57,016	123,911	港元
US\$	193,818	78,416	美元
	313,935	247,473	

26 已抵押銀行存款／現 金及現金等值（續）

於二零一一年三月三十一日，已抵押銀行存款及現金及銀行存款共約69,563,000港元（二零一零年：52,449,000港元）以人民幣列賬，該貨幣並不能在國際市場自由兌換及其匯率是由中國人民銀行釐定。

27 應付賬款及票據

與供應商之付款條款均以信用證或記賬方式進行。若干供應商之信貸期約30日。

應付賬款及票據根據發票日期之賬齡分析如下：

應付賬款及票據之賬面金額與其於二零一零年及二零一一年三月三十一日之公平價值相約。應付賬款及票據包含下列貨幣：

Notes to the Consolidated Financial Statements
綜合財務報表附註

28 ACCRUED LIABILITIES AND
OTHER PAYABLES

28 應計負債及其他應付賬
款

	綜合		
	Consolidated		
	二零一一年	二零一零年	
	2011	2010	
	千港元	千港元	
	HK\$'000	HK\$'000	
Accrual for employee benefit expenses	5,416	17,274	應計僱員福利支出
Accrual for operating expenses	27,704	13,918	應計經營支出
Value-added tax payables	5,947	7,923	應付增值稅
Provision for onerous contracts	37,912	32,429	有償契約之撥備
Others	14,018	27,855	其他
	90,997	99,399	

The carrying amounts of accrued liabilities and other payables approximated their fair values as at 31st March 2010 and 2011. They will be matured within one year.

應計負債及其他應付賬款之賬面金額與其於二零一零年及二零一一年三月三十一日之公平價值相約。應計負債及其他應付賬款將於一年內到期。

They were denominated in the following currencies:

應計負債及其他應付賬款包含下列貨幣：

	綜合		
	Consolidated		
	二零一一年	二零一零年	
	2011	2010	
	千港元	千港元	
	HK\$'000	HK\$'000	
RMB	44,150	47,658	人民幣
HK\$	46,695	51,577	港元
US\$	152	164	美元
	90,997	99,399	

Notes to the Consolidated Financial Statements
綜合財務報表附註

29 BORROWINGS

29 借貸

	綜合		
	Consolidated		
	二零一一年	二零一零年	
	2011	2010	
	千港元	千港元	
	HK\$'000	HK\$'000	
Non-current			非當期
– Long-term bank loans	–	3,925	– 長期銀行貸款
Current			當期
– Trust receipts bank loans, secured	416,198	247,803	– 信託收據銀行貸款，抵押的
– Short-term bank loans, secured	169,324	154,714	– 短期銀行貸款，抵押的
– Long-term bank loans, secured, current portion	3,876	7,764	– 長期銀行貸款，抵押的，當期部分
– Portion of mortgage loan from bank due for repayment within one year	2,304	–	– 一年內償還之部分銀行按揭貸款
– Portion of mortgage loan from bank due for repayment after one year which contains a repayable on demand clause	8,442	–	– 一年後償還附有即時償還條款之部分銀行按揭貸款
	600,144	410,281	
Total borrowings	600,144	414,206	借貸總額

The VSC Group's borrowings are repayable as follows:

萬順昌集團之借貸還款期如下：

	綜合		
	Consolidated		
	二零一一年	二零一零年	
	2011	2010	
	千港元	千港元	
	HK\$'000	HK\$'000	
Within one year	591,702	410,281	1年內
Between one and two years	2,304	3,925	1至2年
Between two and five years	6,138	–	2至5年
	600,144	414,206	

Notes to the Consolidated Financial Statements

綜合財務報表附註

29 BORROWINGS (Continued)

The Company's borrowings are repayable as follows:

	本公司 Company	
	二零一一年 2011 千港元 HK\$'000	二零一零年 2010 千港元 HK\$'000
Within one year	3,876	7,764
Between one and two years	-	3,925
	3,876	11,689

The VSC Group's borrowings are secured by:

- (i) pledge of the VSC Group's inventories of approximately HK\$21,507,000 (2010: HK\$30,993,000) and certain of VSC Group's inventories held under trust receipts bank loan arrangements;
- (ii) pledge of the VSC Group's bank deposits of approximately HK\$31,457,000 (2010: HK\$41,482,000);
- (iii) pledge of the VSC Group's investment property of approximately HK\$20,000,000 (2010: nil); and
- (iv) guarantees provided by the Company of approximately HK\$1,457,754,000 (2010: HK\$1,069,635,000).

29 借貸 (續)

本公司之借貸還款期如下：

萬順昌集團之借貸由以下作抵押：

- (i) 萬順昌集團已作抵押之存貨約21,507,000港元(二零一零年：30,993,000港元)，及若干萬順昌集團之存貨為透過銀行信託收據貸款之安排持有；
- (ii) 萬順昌集團已作抵押之銀行存款約31,457,000港元(二零一零年：41,482,000港元)；
- (iii) 萬順昌集團已作抵押之投資物業約20,000,000港元(二零一零年：無)；及
- (iv) 本公司提供之擔保約1,457,754,000港元(二零一零年：1,069,635,000港元)。

Notes to the Consolidated Financial Statements
綜合財務報表附註

29 BORROWINGS (Continued)

Borrowings were denominated in the following currencies:

	綜合 Consolidated		本公司 Company		
	二零一一年 2011 千港元 HK\$'000	二零一零年 2010 千港元 HK\$'000	二零一一年 2011 千港元 HK\$'000	二零一零年 2010 千港元 HK\$'000	
RMB	152,484	131,301	-	-	人民幣
HK\$	443,784	271,216	-	-	港元
US\$	3,876	11,689	3,876	11,689	美元
	600,144	414,206	3,876	11,689	

The effective interest rates of borrowings (per annum) at the financial year end dates are as follows:

	二零一一年 2011	二零一零年 2010	
RMB	5.2%	3.8%	人民幣
HK\$	2.4%	2.4%	港元
US\$	0.5%	0.5%	美元

The carrying amounts of the borrowings approximated their fair values as at 31st March 2010 and 2011.

借貸包含下列貨幣：

於結算日，借貸之實際利率（每年）如下：

借貸之賬面金額與其於二零一零年及二零一一年三月三十一日之公平價值相約。

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30 SHARE CAPITAL

30 股本

	法定 (每股0.10港元之普通股)		已發行及繳足 (每股0.10港元之普通股)		
	Authorised (Ordinary shares of HK\$0.10 each)		Issued and fully paid (Ordinary shares of HK\$0.10 each)		
	股份數目 Number of shares	面值 Nominal value	股份數目 Number of shares	面值 Nominal value	
	千股 '000	千港元 HK\$'000	千股 '000	千港元 HK\$'000	
As at 31st March 2010 and 31st March 2011	1,000,000	100,000	414,128	41,413	於二零一零年 三月三十一日及 二零一一年 三月三十一日

31 SHARE OPTIONS

The VSC Group has a share option scheme under which it may grant options to any person being an employee, agent, consultant or representative (including executive directors and non-executive directors) of the VSC Group to subscribe for shares in the Company, subject to a maximum of 30% of the issued share capital of the Company from time to time. The exercise price will be determined by the Company's board of directors and shall be at least the highest of (i) the closing price of the Company's shares quoted on The Stock Exchange of Hong Kong Limited on the date of grant of the options, (ii) the average closing prices of the Company's shares quoted on The Stock Exchange of Hong Kong Limited on the five trading days immediately preceding the date of grant of the options, and (iii) the nominal value of the Company's shares of HK\$0.10 each.

31 購股權

根據萬順昌集團之購股權計劃，萬順昌集團可授予萬順昌集團之任何僱員、代理人、顧問或代表（包括執行董事及非執行董事）以認購本公司之股份，而不得超過不時已發行本公司股份之30%。行使價將由本公司董事會釐定及最少將按以下列中最高者為準：(i)本公司股份於提出授予購股權當日香港聯合交易所有限公司所列之收市價；(ii)本公司股份於緊接提出授予購股權日期前五個交易日在香港聯合交易所有限公司所列之平均收市價；及(iii)本公司股份面值每股0.10港元。

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綜合財務報表附註

31 SHARE OPTIONS (Continued)

Movements of share options were:

授予日期 Date of grant	行使期 Exercise period	每股行使價 Exercise price per share 港元 HK\$	於二零一零年 四月一日		於二零一一年 三月三十一日	
			As at 1st April 2010 千股 '000	授予 Granted 千股 '000	沒收/失效 Forfeited/ lapsed 千股 '000	As at 31st March 2011 千股 '000
二零一零年七月十九日 19th July 2010	二零一二年六月一日至 二零二零年七月十八日 1st June 2012 to 18th July 2020	0.828	–	3,815	–	3,815
二零零九年十月十三日 13th October 2009	二零零九年十月十三日至 二零一九年十月十二日 13th October 2009 to 12th October 2019	0.504	16,500	–	–	16,500
二零零九年九月十八日 18th September 2009	二零一一年九月十八日至 二零一九年九月十七日 18th September 2011 to 17th September 2019	0.586	1,866	–	(333)	1,533
二零零九年九月十八日 18th September 2009	二零一二年九月十八日至 二零一九年九月十七日 18th September 2012 to 17th September 2019	0.586	1,867	–	(334)	1,533
二零零九年九月十八日 18th September 2009	二零一三年九月十八日至 二零一九年九月十七日 18th September 2013 to 17th September 2019	0.586	1,867	–	(333)	1,534
二零零八年六月十九日 19th June 2008	二零零八年六月十九日至 二零一八年六月十八日 19th June 2008 to 18th June 2018	0.780	3,000	–	–	3,000
二零零六年九月十三日 13th September 2006	二零零七年九月十三日至 二零一六年九月十二日 13th September 2007 to 12th September 2016	0.900	2,400	–	–	2,400
二零零三年九月十九日 19th September 2003	二零零五年九月十九日至 二零一三年九月十八日 19th September 2005 to 18th September 2013	1.418	1,300	–	–	1,300
二零零三年五月七日 7th May 2003	二零零五年五月七日至 二零一三年五月六日 7th May 2005 to 6th May 2013	0.970	730	–	(30)	700
二零零三年五月二日 2nd May 2003	二零零三年五月二日至 二零一三年五月一日 2nd May 2003 to 1st May 2013	0.980	1,000	–	–	1,000
			30,530	3,815	(1,030)	33,315

31 購股權 (續)

購股權變動如下：

The fair value of share options granted was determined by the directors based on the valuations assessed by independent, professionally qualified valuers, using the Trinomial Model. The significant inputs into the model were share price at the grant date, exercise price, expected exit rate of employees and representatives, estimated trigger price of exercising of option, expected life of options, expected dividend payout rate and annual risk-free rate. The volatility measured is based on statistical analysis of daily share prices over a period of 500 weeks.

已授予之購股權之公平價值是由董事按獨立及專業合資格估值師採用三項式模型釐定。輸入該模型之重要數據包括授出日股價、行使價、預計僱員及其代表離職率、行使購股權之估計觸發價、購股權預計期限、預計派息率及年度無風險息率。波幅根據500星期內每日股價統計分析而量度。

Notes to the Consolidated Financial Statements

綜合財務報表附註

32 RESERVES

32 儲備

	綜合 Consolidated						累計外幣 匯兌調整	保留盈利	總額	
	股份溢價 Share premium	購股權 儲備 Share option reserve	資本贖回 儲備(iii) Capital redemption reserve (iii)	法定 儲備(i) Statutory reserves (i)	資本儲備 Capital reserve	投資 重估儲備 Investment revaluation reserve	Cumulative foreign currency translation adjustments			
	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	
At 1st April 2009	324,761	2,058	77,203	12,325	58,355	117	19,586	5,779	500,184	於二零零九年 四月一日
Profit for the year	-	-	-	-	-	-	-	75,221	75,221	年度溢利
Currency translation differences	-	-	-	-	-	-	1,611	-	1,611	貨幣匯兌差額
Issuance of shares - share placement (iv)	12,640	-	-	-	-	-	-	-	12,640	股份發行 - 配股(iv)
Issuance of shares - exercise of share options (iv)	484	-	-	-	-	-	-	-	484	股份發行 - 行使 購股權(iv)
Transfer upon exercise of share options (iv)	120	(120)	-	-	-	-	-	-	-	轉撥自行使購 股權(iv)
Lapse of share options	-	(11)	-	-	-	-	-	11	-	失效之購股權
Transfer from retained earnings	-	-	-	407	-	-	-	(407)	-	轉撥自保留盈利
Share option scheme - value of services	-	2,026	-	-	-	-	-	-	2,026	購股權計劃 - 服務價值
Dividends paid to equity holders of the Company	-	-	-	-	-	-	-	(12,422)	(12,422)	已付本公司股權持 有人之股息
At 31st March 2010	338,005	3,953	77,203	12,732	58,355	117	21,197	68,182	579,744	於二零一零年 三月三十一日

Notes to the Consolidated Financial Statements
綜合財務報表附註

32 RESERVES (Continued)

32 儲備 (續)

	綜合 Consolidated						累計外幣 匯兌調整	保留盈利	總額	
	購股權 儲備	資本贖回 儲備(iii)	法定 儲備(i)	資本儲備	投資 重估儲備	Cumulative foreign currency translation adjustments				
	Share option premium	Capital redemption reserve (iii)	Statutory reserves (i)	Capital reserve	Investment revaluation reserve	千港元	千港元	千港元	千港元	千港元
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
At 1st April 2010	338,005	3,953	77,203	12,732	58,355	117	21,197	68,182	579,744	於二零一零年 四月一日
Profit for the year	-	-	-	-	-	-	-	31,032	31,032	年度溢利
Currency translation differences	-	-	-	-	-	-	9,351	-	9,351	貨幣匯兌差額
Disposal of interest in an associate	-	-	-	-	-	(117)	(2,237)	-	(2,354)	出售一間聯營公司 之權益
Transfer from retained earnings	-	-	-	430	-	-	-	(430)	-	轉撥自保留盈利
Lapse of share options Share option scheme	-	(7)	-	-	-	-	-	7	-	失效之購股權 購股權計劃
- value of services	-	793	-	-	-	-	-	-	793	- 服務價值
Dividends paid to equity holders of the Company	-	-	-	-	-	-	-	(15,323)	(15,323)	已付本公司 股權持有人 之股息
At 31st March 2011	338,005	4,739	77,203	13,162	58,355	-	28,311	83,468	603,243	於二零一一年 三月三十一日

Notes to the Consolidated Financial Statements
綜合財務報表附註

32 RESERVES (Continued)

32 儲備 (續)

	本公司 Company					總額 Total	
	股份溢價 Share premium	購股權 儲備 Share option reserve	資本贖回 儲備(iii) Capital redemption reserve (iii)	繳入 盈餘(ii) Contributed surplus (ii)	保留盈利 Retained earnings		
	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	
At 1st April 2009	324,761	2,058	77,203	53,986	16,752	474,760	於二零零九年四月一日
Profit for the year	-	-	-	-	10,687	10,687	年度溢利
Issuance of shares							股份發行
- share placement (iv)	12,640	-	-	-	-	12,640	- 配股(iv)
Issuance of shares							股份發行
- exercise of share options (iv)	484	-	-	-	-	484	- 行使購股權(iv)
Transfer upon exercise of share options (iv)	120	(120)	-	-	-	-	轉撥自行行使購股權(iv)
Lapse of share options Share option scheme	-	(11)	-	-	11	-	失效之購股權 購股權計劃
- value of services	-	2,026	-	-	-	2,026	- 服務價值
Dividends paid	-	-	-	-	(12,422)	(12,422)	已付股息
At 31st March 2010	338,005	3,953	77,203	53,986	15,028	488,175	於二零一零年 三月三十一日
At 1st April 2010	338,005	3,953	77,203	53,986	15,028	488,175	於二零一零年四月一日
Profit for the year	-	-	-	-	10,987	10,987	年度溢利
Lapse of share options Share option scheme	-	(7)	-	-	7	-	失效之購股權 購股權計劃
- value of services	-	793	-	-	-	793	- 服務價值
Dividends paid	-	-	-	-	(15,323)	(15,323)	已付股息
At 31st March 2011	338,005	4,739	77,203	53,986	10,699	484,632	於二零一一年 三月三十一日

Notes to the Consolidated Financial Statements

綜合財務報表附註

32 RESERVES (Continued)

Notes:

- (i) Statutory reserves represent enterprise expansion reserve fund and general reserve fund set up by certain subsidiaries in Mainland China. As stipulated by regulations in Mainland China, the subsidiaries established and operated in Mainland China are required to appropriate a portion of their after-tax profit (after offsetting prior year losses) to the enterprise expansion reserve fund and general reserve fund, at rates determined by their respective boards of directors. The general reserve fund may be used for making up losses and increasing capital, while the enterprise expansion reserve fund may be used for increasing capital.
- (ii) Under the Companies Act 1981 of Bermuda, contributed surplus is distributable to equity holders, subject to the condition that the Company cannot declare or pay a dividend, or make a distribution out of contributed surplus if (i) it is, or would after the payment be, unable to pay its liabilities as they become due, or (ii) the realisable value of its assets would thereby be less than the aggregate of its liabilities and its issued share capital and share premium account.
- (iii) The capital redemption reserve was established upon repurchase of shares in prior years.
- (iv) As at 31st March 2010, the increase in share premium was due to the exercise of certain share options by employees and share placement during that year.

32 儲備 (續)

附註：

- (i) 法定儲備乃按中國內地若干附屬公司之企業發展儲備基金一般儲備基金所設立。按照中國內地法規訂明，於中國內地成立及經營之附屬公司須於其除稅溢利（經抵銷過往年度虧損）撥出部分至企業發展儲備基金及一般儲備基金，比率乃由各自董會釐定。一般儲備基金可用作抵銷虧損及增加股本，而企業發儲備基金可用作增加股本。
- (ii) 根據百慕達一九八一年公司法，繳入盈餘可分派予股權持有人，惟倘本公司在宣派或支付股息或從繳入盈餘作出分派後，(i)本公司不能或在作出支付後將不能支付到期債項，或(ii)其資產之可變現價值將會因而少於其債項及其已發行股本及股份溢價賬目的合計總額，則本公司不可作出上述的宣派、支付或分派。
- (iii) 資本贖回儲備之產生是由於往年回購股份所引致。
- (iv) 於二零一零年三月三十一日，股份溢價增加是由於僱員於該年度期間行使若干之購股權及配股所引致。

Notes to the Consolidated Financial Statements

綜合財務報表附註

33 CONSOLIDATED STATEMENT OF CASH FLOWS

(a) Reconciliation of profit before income tax to net cash generated from operations is as follows:

	二零一一年 2011 千港元 HK\$'000	二零一零年 2010 千港元 HK\$'000	
Profit before income tax	52,904	104,762	除稅前溢利
Share of (profits)/losses of associates – net	(6,626)	12,896	應佔聯營公司(溢利)/虧損 – 淨額
Interest income	(858)	(1,314)	利息收入
Interest expenses	16,039	10,612	利息支出
Depreciation of property, plant and equipment	6,951	6,720	物業、廠房及設備之折舊
(Gain)/loss on disposals of property, plant and equipment	(6)	1,372	出售物業、廠房及設備之(收益)/虧損
Amortisation of land use right	202	202	土地使用權之攤銷
Gain on disposal of an investment property	–	(10,448)	出售一項投資物業之收益
Fair value loss of an investment property	273	–	一項投資物業之公平價值虧損
Gain on disposal of interest in an associate	(40,419)	–	出售一間聯營公司之權益之收益
Gain on disposal of a club debenture	(2,038)	–	出售一項會籍之收益
Gain on disposal of available-for-sale financial assets upon disposal of a subsidiary	–	(1,631)	出售一間附屬公司引致出售可供出售之財務資產之收益
Amount recovered from a fully impaired available-for-sale financial asset	(388)	(386)	收回一項已全數減值之可供出售之財務資產
Change in fair values of derivative financial instruments	(1,399)	(4,638)	衍生金融工具之公平價值變動
Share option scheme – value of services	793	2,026	購股權計劃 – 服務價值
Operating profit before working capital changes	25,428	120,173	營運資金變動前之經營溢利
(Increase)/decrease in inventories	(144,144)	13,977	存貨(增加)/減少
Decrease in amounts due from customers on installation contract work	–	700	應收客戶之安裝合約工程減少
Increase in trade and bill receivables	(87,536)	(152,637)	應收賬款及票據增加
Decrease/(increase) in loan receivables	5,500	(3,500)	應收貸款減少/(增加)
Decrease/(increase) in prepayments, deposits and other receivables	36,724	(14,767)	預付款項、按金及其他應收賬款減少/(增加)
Decrease in amounts due from associates	29,241	9,721	應收聯營公司減少
Decrease in amounts due to an associate	–	(1,568)	應付一間聯營公司減少
Increase in trade and bill payables	66,462	165,786	應付賬款及票據增加
Increase/(decrease) in receipts in advance	120,733	(35,087)	預收款項增加/(減少)
(Decrease)/increase in accrued liabilities and other payables	(13,154)	55,609	應計負債及其他應付賬款(減少)/增加
Net cash generated from operations	39,254	158,407	經營產生之現金淨額

33 綜合現金流量表

(a) 除稅前溢利與經營產生之現金淨額對賬如下：

Notes to the Consolidated Financial Statements
綜合財務報表附註

33 CONSOLIDATED STATEMENT
OF CASH FLOWS (Continued)

- (b) In the consolidated statement of cash flows, proceeds from disposals of property, plant and equipment comprise:

	二零一一年 2011 千港元 HK\$'000	二零一零年 2010 千港元 HK\$'000	
Net book amount	220	1,559	賬面淨值
Gain/(loss) on disposals of property, plant and equipment	6	(1,372)	出售物業、廠房及設備之 收益/(虧損)
Proceeds from disposals of property, plant and equipment	226	187	出售物業、廠房及設備之 所得款項

- (b) 在綜合現金流量表中，出售物業、廠房及設備之所得款項包括：

- (c) In the consolidated statement of cash flows, proceeds from disposal of available-for-sale financial assets upon disposal of a subsidiary comprise:

	二零一一年 2011 千港元 HK\$'000	二零一零年 2010 千港元 HK\$'000	
Net assets disposed			出售之淨資產
Available-for-sale financial assets	-	580	可供出售之財務資產
Gain on disposal of the available-for-sale financial assets upon disposal of a subsidiary	-	1,631	出售一間附屬公司引致 出售可供出售之財務 資產之收益
Cash consideration received	-	2,211	已收之現金代價

- (c) 於綜合現金流量表中，出售一間附屬公司引致出售可供出售之財務資產之所得款項包括：

- (d) In the consolidated statement of cash flows, proceeds from disposal of interest in an associate comprise:

	二零一一年 2011 千港元 HK\$'000	二零一零年 2010 千港元 HK\$'000	
Net assets disposed	95,871	-	出售之淨資產
Gain on disposal of interest in an associate	40,419	-	出售一間聯營公司之權益 之收益
Cash consideration received	136,290	-	已收之現金代價

- (d) 於綜合現金流量表中，出售一間聯營公司之權益之所得款項包括：

The VSC Group disposed of its entire interest in Ryerson China to a third party at a consideration of approximately HK\$136,290,000 during the year.

本年度期間，萬順昌集團以約136,290,000港元之代價出售全部於瑞爾盛中國之權益予第三者。

Notes to the Consolidated Financial Statements
綜合財務報表附註

33 CONSOLIDATED STATEMENT
OF CASH FLOWS (Continued)

- (e) Significant non-cash transactions
Out of the consideration of approximately HK\$10,692,000 for the Acquisition in Note 21, approximately HK\$4,752,000 remained a consideration payable as of 31st March 2011 and was subsequently settled after 31st March 2011.

33 綜合現金流量表 (續)

- (e) 非現金重大交易
於附註21，該收購之代價為約10,692,000港元，其中約4,752,000港元於二零一一年三月三十一日確認為應付代價，並於二零一一年三月三十一日後償付。

34 GUARANTEES

34 擔保

	本公司 Company	
	二零一一年 2011 千港元 HK\$'000	二零一零年 2010 千港元 HK\$'000
Guarantees provided by the Company in respect of banking facilities of its subsidiaries	1,457,754	1,069,635

本公司就其附屬公司
所獲銀行融資而提供之
擔保

Notes to the Consolidated Financial Statements
綜合財務報表附註

35 COMMITMENTS

(a) Commitments under operating leases

(i) Lessor

Total commitments receivable under the non-cancellable operating lease agreement in respect of rent-out premise is analysed as follows:

綜合 Consolidated	
二零一一年 2011 千港元 HK\$'000	二零一零年 2010 千港元 HK\$'000
Not later than one year	120
	325 未逾1年

(ii) Lessee

Total commitments payable under various non-cancellable operating lease agreements in respect of rented premises are analysed as follows:

綜合 Consolidated	
二零一一年 2011 千港元 HK\$'000	二零一零年 2010 千港元 HK\$'000
Not later than one year	13,522
Later than one year and not later than five years	16,636
Later than five years	198
	30,356
	10,083 未逾1年 逾1年及 未逾5年 758 逾5年 16,146

35 承擔

(a) 營業租約承擔

(i) 出租人

就出租物業而訂立之不可撤銷營業租約之應收承擔總額分析如下：

(ii) 承租人

就承租物業而訂立之不可撤銷營業租約之應付承擔總額分析如下：

Notes to the Consolidated Financial Statements
綜合財務報表附註

35 COMMITMENTS (Continued)

(b) Commitments under derivative contracts

As at 31st March 2011, the VSC Group had outstanding forward foreign currency contracts to purchase approximately US\$18,000,000 (2010: US\$14,000,000) for approximately HK\$140,184,000 (2010: HK\$108,696,000). The settlement dates are from 26th May 2011 to 31st July 2012.

As at 31st March 2011, the VSC Group had outstanding forward foreign currency contracts to purchase approximately US\$79,000,000 (2010: nil) for approximately RMB517,889,000 (2010: nil). The settlement dates are from 27th June 2012 to 25th February 2013.

As at 31st March 2011, the VSC Group had outstanding steel future contracts to purchase 2,000 metric tonnes of rebar at approximately RMB9,590,000 (2010: RMB47,600,000). The settlement date is 17th October 2011.

As at 31st March 2011, the VSC Group had an outstanding interest rate instrument with a notional principal amount of approximately US\$50,000,000 (2010: US\$50,000,000). The committed payment under the interest rate instrument was approximately US\$500,000 (2010: US\$1,500,000) and the maturity date is 8th September 2011.

As at 31st March 2011, the Company had an outstanding interest rate investment with a notional principal amount of approximately US\$50,000,000 (2010: US\$50,000,000). The committed payment under the interest rate instrument was approximately US\$500,000 (2010: US\$1,500,000) and the maturity date is 8th September 2011.

35 承擔 (續)

(b) 衍生合約承擔

於二零一一年三月三十一日，萬順昌集團尚有約140,184,000港元(二零一零年：108,696,000港元)未行使之遠期外匯貨幣合約以用作購買約18,000,000美元(二零一零年：14,000,000美元)。結算日為由二零一一年五月二十六日至二零一二年七月三十一日。

於二零一一年三月三十一日，萬順昌集團尚有約人民幣517,889,000元(二零一零年：無)未行使之遠期外匯貨幣合約以用作購買約79,000,000美元(二零一零年：無)。結算日為由二零一二年六月二十七日至二零一三年二月二十五日。

於二零一一年三月三十一日，萬順昌集團尚有約人民幣9,590,000元(二零一零年：人民幣47,600,000元)未行使之鋼材期貨合約以用作購買約2,000公噸鋼筋。結算日為二零一一年十月十七日。

於二零一一年三月三十一日，萬順昌集團尚有一項設定本金額約50,000,000美元(二零一零年：50,000,000美元)未行使之利率工具。已確認之利率工具付款額為約500,000美元(二零一零年：1,500,000美元)及到期日為二零一一年九月八日。

於二零一一年三月三十一日，本公司尚有一項設定本金額約50,000,000美元(二零一零年：50,000,000美元)未行使之利率工具。已確認之利率工具付款額為約500,000美元(二零一零年：1,500,000美元)及到期日為二零一一年九月八日。

Notes to the Consolidated Financial Statements
綜合財務報表附註

36 RELATED PARTY TRANSACTIONS

(a) Transactions

The following is a summary of significant related party transactions, which were carried out in the normal course of the VSC Group business:

		二零一一年 2011 千港元 HK\$'000	二零一零年 2010 千港元 HK\$'000	
Consulting services provided to a then associate	(i)	–	19,634	向一間已出售之聯營公司提供之諮詢服務
Management services provided to an associate	(i)	57	–	向一間聯營公司提供之管理服務
Management services provided to a then associate	(i)	–	227	向一間已出售之聯營公司提供之管理服務
Sales of goods to an associate	(i)	225,860	251,414	向一間聯營公司銷售貨品
Rental income received from a then associate	(ii)	57	114	已收一間已出售之聯營公司之租金收入
Rental expenses paid to an associate	(ii)	2,591	6,554	已付一間聯營公司之租金支出
Interest received from a then associate	(iii)	60	973	已收一間已出售之聯營公司之利息

Notes:

- (i) Consulting and management services were provided and goods were sold at prices mutually agreed by both parties.
- (ii) Rental income and expenses were determined by reference to open market rental.
- (iii) Interest income was determined at a rate of approximately 2% (2010: 2%) per annum on overdue balances due from a then associate which is disposed during the year.

附註：

- (i) 所提供之諮詢及管理服務及所銷售之貨品皆按雙方達成協議之價格收取。
- (ii) 租金收入及支出乃參考公開市場之租值而釐訂。
- (iii) 利息收入乃以年利率約2% (二零一零年：2%) 按本年度期間已出售之一間聯營公司之過期結餘計算。

Notes to the Consolidated Financial Statements
綜合財務報表附註

36 RELATED PARTY
TRANSACTIONS (Continued)

(b) Key management compensation

36 與關連人士之交易
(續)

(b) 主要管理層報酬

	二零一一年 2011 千港元 HK\$'000	二零一零年 2010 千港元 HK\$'000	
Salaries and allowances	9,639	8,004	薪金及津貼
Bonus	3,544	427	花紅
Pension costs – defined contribution schemes	212	168	退休金成本 – 界定供款計劃
	13,395	8,599	

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