



**K & P INTERNATIONAL HOLDINGS LIMITED**

**堅寶國際控股有限公司\***

*(Incorporated in Bermuda with limited liability)*

(於百慕達註冊成立之有限公司)

(Stock Code 股份代號 : 675)

Annual 年報  
**Report**  
**2011**

\* For identification purpose only 僅供識別

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# 公司資料

## Corporate Information

### BOARD OF DIRECTORS

#### Executive directors

Lai Pei Wor (*Chairman*)  
Chan Yau Wah (*Deputy Chairman*)

#### Independent non-executive directors

Kung Fan Cheong  
Leung Man Kay  
Li Yuen Kwan, Joseph

### AUDIT COMMITTEE

Leung Man Kay (*Chairman*)  
Kung Fan Cheong  
Li Yuen Kwan, Joseph

### REMUNERATION COMMITTEE

Kung Fan Cheong (*Chairman*)  
Leung Man Kay

### COMPANY SECRETARY

Ng Kwong Kui

### AUDITOR

Mazars CPA Limited  
*Certified Public Accountants*

### PRINCIPAL BANKERS

DBS Bank (Hong Kong) Limited  
The Hongkong and Shanghai Banking Corporation Limited  
Standard Chartered Bank (Hong Kong) Limited  
Industrial and Commercial Bank of China (Asia) Limited  
Dah Sing Bank, Limited  
Agricultural Bank of China

### PRINCIPAL SHARE REGISTRARS AND TRANSFER OFFICE

Butterfield Corporate Services Limited  
Rosebank Centre  
14 Bermudiana Road  
Pembroke  
Bermuda

### 董事會

#### 執行董事

賴培和(*主席*)  
陳友華(*副主席*)

#### 獨立非執行董事

孔蕃昌  
梁文基  
李沅鈞

### 審核委員會

梁文基(*主席*)  
孔蕃昌  
李沅鈞

### 薪酬委員會

孔蕃昌(*主席*)  
梁文基

### 公司秘書

吳光僑

### 核數師

瑪澤會計師事務所有限公司  
*執業會計師*

### 主要往來銀行

星展銀行(香港)有限公司  
香港上海滙豐銀行有限公司  
渣打銀行(香港)有限公司  
中國工商銀行(亞洲)有限公司  
大新銀行有限公司  
中國農業銀行

### 主要股份過戶登記處

Butterfield Corporate Services Limited  
Rosebank Centre  
14 Bermudiana Road  
Pembroke  
Bermuda

# 公司資料

## Corporate Information

### HONG KONG BRANCH SHARE REGISTRARS AND TRANSFER OFFICE

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

### HONG KONG LEGAL ADVISER

Reed Smith Richards Butler

### BERMUDA LEGAL ADVISER

Conyers Dill & Pearman

### REGISTERED OFFICE

Clarendon House  
2 Church Street  
Hamilton HM 11  
Bermuda

### HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS

Units 2304-06  
23rd Floor  
Riley House  
88 Lei Muk Road  
Kwai Chung  
New Territories  
Hong Kong

### WEBSITE

[www.kpihl.com](http://www.kpihl.com)

### STOCK CODE

675

### 股份過戶登記處香港分處

卓佳登捷時有限公司  
香港  
皇后大道東28號  
金鐘匯中心26樓

### 香港法律顧問

禮德齊伯禮律師行

### 百慕達法律顧問

Conyers Dill & Pearman

### 註冊辦事處

Clarendon House  
2 Church Street  
Hamilton HM 11  
Bermuda

### 總辦事處及主要營業地點

香港  
新界  
葵涌  
梨木道88號  
達利中心23樓  
2304-06室

### 網址

[www.kpihl.com](http://www.kpihl.com)

### 股份代號

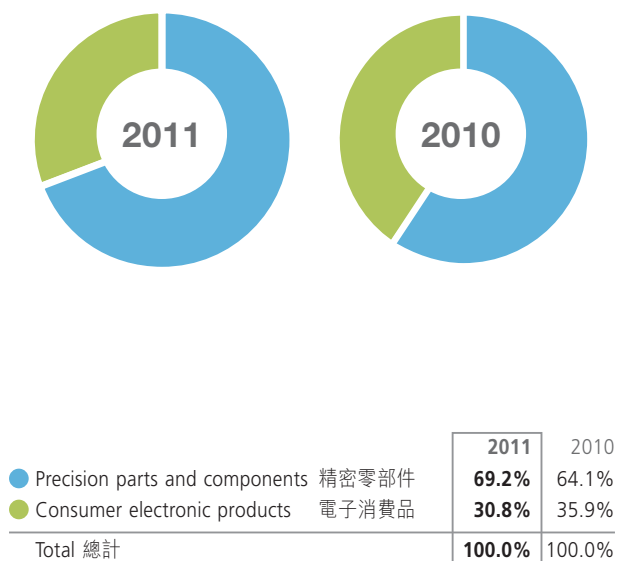
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# 財務摘要

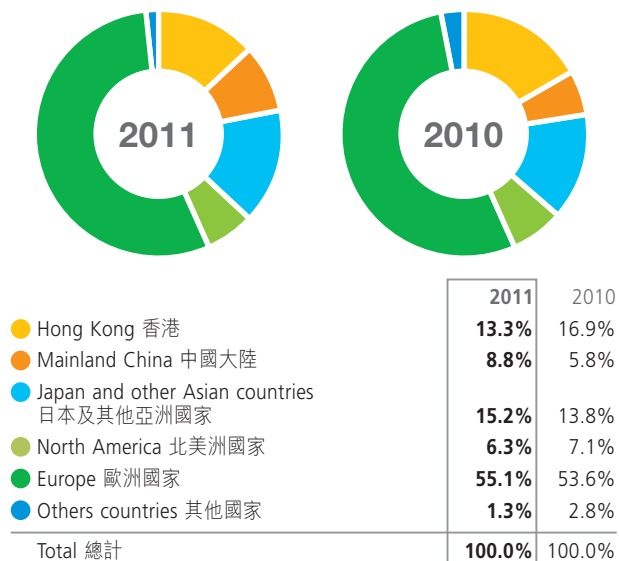
## Financial Highlights

		2011 二零一一年 HK\$ million 百萬港元	2010 二零一零年 HK\$ million 百萬港元
Revenue	收入	413.8	384.6
Profit attributable to owners of the Company	本公司擁有人所佔溢利	25.8	25.2
Property, plant and equipment	物業、廠房及設備	145.3	140.5
Equity	權益	202.9	186.1
Basic earnings per share	每股基本盈利	9.70 cents港仙	9.48 cents港仙

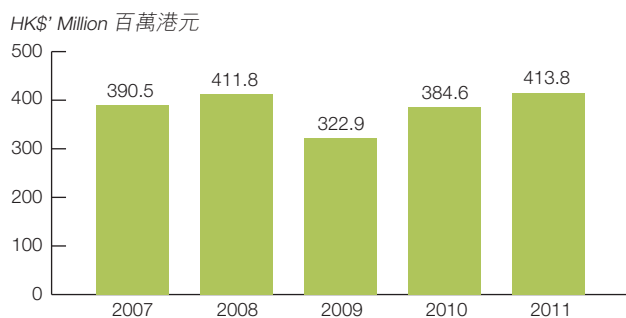
### REVENUE BY OPERATING SEGMENT 按業務劃分之收入



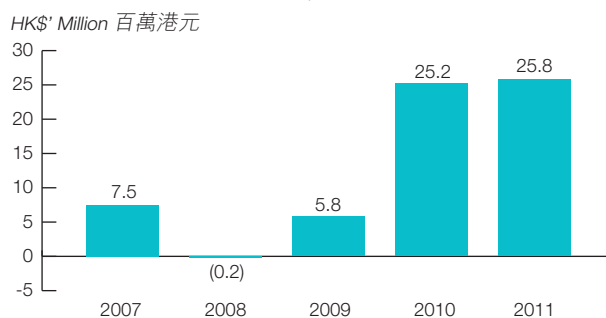
### REVENUE BY GEOGRAPHICAL INFORMATION 按地區劃分之收入



### REVENUE 收入



### PROFIT/(LOSS) ATTRIBUTABLE TO OWNERS OF THE COMPANY 本公司擁有人所佔溢利/(虧損)



# 主席報告

## Chairman's Statement

On behalf of the Board of Directors (the "Board"), I am pleased to report the annual audited results of the Company together with the subsidiaries (collectively the "Group") for the year ended 31 December 2011.

### FINANCIAL RESULTS

The Group turnover for the year ended 31 December 2011 amounted to approximately HK\$413.8 million representing a 7.6% increase from the previous year. Overall gross profit decreased by 2.9% to approximately HK\$77.6 million this year. Profit attributable to owners of the Company was approximately HK\$25.8 million (2010: HK\$25.2 million).

Basic earnings per share for the year ended 31 December 2011 was HK9.70 cents (2010: HK9.48 cents) per ordinary share.

### BUSINESS REVIEW

The success in developing business with new customers, along with the increasing demand from the major customers, the sales turnover of the precision parts and components segment in 2011 had continuously increased by 16.2% to approximately HK\$286.5 million. Yet, the rise in production costs in Mainland China resulted in decreasing the operating profit by 23.8% to approximately HK\$31.1 million.

Due to the weakened demand and also the phase-out of some products with low profit margin, the sales turnover of the consumer electronic products segment had dropped by 7.8% to approximately HK\$127.4 million. However, the effective control of operating costs and increment of products price had turned the operating results from loss to profit recorded an operating profit of approximately HK\$2.3 million.

In 2011, benefited from the increase in customer demand, the Group still recorded growth in business. However, the shortage of labor had caused the cost of labor to rise sharply. Furthermore, the increase in cost of raw material, plus the appreciation of Renminbi had driven up the cost of manufacturing. That led to the overall gross profit ratio to drop by 2.0% from the previous year to 18.8%. Comparing with the previous year, the selling and distribution costs decreased by 1.4% equivalent approximately HK\$0.4 million, administrative expenses increased by 6.1% equivalent approximately HK\$1.3 million and finance costs decreased by approximately HK\$1.0 million, which dropped 52.9%. The profit after taxation of the Group was approximately HK\$25.8 million (2010: HK\$25.2 million).

Cash and cash equivalents for the Group at the end of the reporting period were approximately HK\$27.6 million, netting the outstanding bank borrowings of approximately HK\$12.7 million, the net cash balance of the Group was HK\$14.9 million. The shareholders' funds of the Group at the end of the reporting period were HK\$202.9 million (2010: \$186.1 million).

本人欣然代表董事會(「董事會」)提呈本公司及其附屬公司(統稱「本集團」)截至二零一一年十二月三十一日止年度之全年業績。

### 財務業績

截至二零一一年十二月三十一日止年度，本集團之營業額約413,800,000港元，較去年上升7.6%。本年整體毛利約77,600,000港元，較去年下跌2.9%。本公司擁有人所佔溢利約為25,800,000港元(二零一零年：25,200,000港元)。

截至二零一一年十二月三十一日止年度，每股普通股基本盈利為9.70港仙(二零一零年：9.48港仙)。

### 業務回顧

精密零部件由於取得新的客戶及各主要客戶的需求上升帶動，二零一一年度之營業額持續錄得增長至約286,500,000港元，較去年增加16.2%。然而，因國內生產成本上升，盈利較去年減少23.8%至約31,100,000港元。

電子消費品分類業務因為需求持續疲弱及淘汰低利潤產品影響，營業額較去年減少7.8%至約127,400,000港元。因縮減營運成本及提高產品售價，業績由虧轉盈，錄得盈利約2,300,000港元。

於二零一一年，受客戶需求增長帶動，集團的業績仍然錄得增長。但由於國內勞工短缺造成勞工成本大幅攀升，原材料價格上漲及人民幣升值導至生產成本上升，全年整體毛利率較去年下跌2.0%至18.8%。同去年同期比較，銷售及經銷成本減少1.4%約400,000港元，行政費用增加6.1%約1,300,000港元，而融資成本則減少約1,000,000港元，下降52.9%。集團的稅後盈利約為25,800,000港元(二零一零年：25,200,000港元)。

集團於報告期末的現金及現金等值項目結餘約為27,600,000港元，扣除未償還銀行貸款約12,700,000港元，本集團之現金淨額約為14,900,000港元，於報告期末之股東權益約為202,900,000港元(二零一零年：186,100,000港元)。

# 主席報告

## Chairman's Statement

### FUTURE PLANS AND PROSPECTS

Due to the continuous slowdown of the economies in Europe and the America, and with the fact that the European financial crisis still not being resolved, this will weaken the consumer desire to spend. Therefore, we will be quite cautious in forecasting the business for this year.

Looking forward to the next few years, the cost of labor will still increase and the Renminbi will be appreciated furthermore. As a matter of fact, we will continue to pass on part of the upcosts to the customers. In addition, the low profitability business will be gradually phased-out, we will focus and develop higher value-added business. We will also strengthen the cost control and make appropriate adjustment on our pricing policy accordingly. On the other hand, we will upgrade our production equipment to enhance production efficiency and improve our profit margin. Moreover, we will increase our investment in research and development, and marketing promotion. With the solid financial background, we will actively seek for new business opportunities to expand our business.

### APPRECIATION

I would like to take this opportunity to thank our board of directors, our management team and all our staff for their contribution, and also thank for all the support of our shareholders and business partners over the years.

**Lai Pei Wor**  
*Chairman*

Hong Kong, 28 March 2012

### 未來計劃及展望

由於歐美經濟增長持續放緩，歐債危機仍未解決，將影響消費者的購買意慾，我們對今年的展望持觀望態度。

展望國內未來幾年的勞工成本將會繼續上升及人民幣升值所帶來的影響，我們繼續將部份成本轉嫁給客戶，並陸續淘汰低利潤業務，專注開拓高附加值業務，加強成本控制與即時對價格變動作出回應。另一方面，我們將更新及加添生產設備以提升生產力及改善利潤，並加大投資於技術研究、開發及市場推廣。憑著穩健的財政，我們將尋求擴展業務的商機。

### 致謝

本人藉此衷心多謝董事會成員、管理人員及全體員工所作出的貢獻，以及多謝各股東及商業伙伴多年來對我們的支持。

主席  
**賴培和**

香港，二零一二年三月二十八日

# 管理層之討論及分析

## Management Discussion and Analysis

### OPERATIONS REVIEW

The following highlights the Group's results for the year ended 31 December 2011.

- Turnover increased by 7.6% from the prior year to HK\$413.8 million for the year.
- Gross profit decreased by approximately HK\$2.3 million from 2010 to approximately HK\$77.6 million in 2011.
- Profit from operating activities before finance costs was HK\$30.4 million, a decrease of HK\$3.8 million from the last financial year.
- Finance costs decreased by HK\$1.0 million from last year to HK\$0.9 million.
- Profit after tax for the year was approximately HK\$25.8 million.

In the year under review, turnover of the precision parts and components segment has increased by approximately 16.2% as compared with the previous financial year. Turnover of the consumer electronic products segment has decreased by approximately 7.8%.

The Group's overall gross profit has decreased by approximately 2.9% from the previous year.

The Group's finance costs have decreased to HK\$0.9 million for the year due to the decrease in bank borrowings.

### LIQUIDITY AND FINANCIAL RESOURCES

The Group generally finances its operations with internally generated cash flow and banking facilities provided by its principal bankers and other financial institutions in Hong Kong.

The total borrowings from banks and financial institutions include all term loans, import and export loans, which amounted to approximately HK\$12.7 million as at 31 December 2011.

The Group's financial position remains healthy. At the end of the reporting period, the aggregate balance of cash and cash equivalents of the Group amounted to approximately HK\$27.6 million.

The Group's borrowings are on a floating rate basis and are mainly denominated in Hong Kong dollars or United States dollars. These match with the principal currencies in which the Group conducts its business.

The gearing ratio on the basis of total debts to total assets as at 31 December 2011 is 33.9% (2010: 38.7%).

### 營運回顧

以下是本集團於截至二零一一年十二月三十一日止年度主要業績概況。

- 營業額比去年上升7.6%至本年之413,800,000港元。
- 毛利相比二零一零年減少約2,300,000港元至二零一一年約77,600,000港元。
- 經營業務溢利於未計及融資成本前為30,400,000港元，較上財政年度減少3,800,000港元。
- 融資成本比去年減少約1,000,000港元至900,000港元。
- 本年度除稅後溢利約為25,800,000港元。

回顧本年度，精密零部件分類業務之銷售營業額與上財政年度相比增加約16.2%。電子消費品業務之銷售營業額與去年相比減少約7.8%。

本集團整體毛利較去年下降約2.9%。

本集團融資成本較去年減少至900,000港元由於是銀行貸款之減少。

### 流動資金及資金來源

本集團一般以內部產生之現金流量及其香港之主要往來銀行及其他財務機構所提供之銀行備用信貸作為其營運資金。

於二零一一年十二月三十一日，銀行及財務機構借貸總額，包括銀行所有貸款及進出口貸款約為12,700,000港元。

本集團之財務狀況維持健康。於報告期末，本集團之現金及現金等值項目之總額約27,600,000港元。

本集團之貸款按浮動息率並以港元或美元結算為主，而名下之業務營運亦以該等貨幣為主。

於二零一一年十二月三十一日，根據總債項相對總資產基礎計算之負債率為33.9%（二零一零年：38.7%）。



## 管理層之討論及分析

# Management Discussion and Analysis

### CHARGE ON THE GROUP'S ASSETS

At 31 December 2011, none of the bank borrowings were secured by charges over the Group's assets.

### CONTINGENT LIABILITIES

Except for corporate guarantees given to banks and other financial institutions in relation to facilities granted to the subsidiaries, the Company had no other contingent liabilities as at 31 December 2011.

### CAPITAL STRUCTURE

As at 31 December 2011, the Company had 265,504,800 ordinary shares in issue with total shareholders' funds of the Group amounting to approximately HK\$202.9 million.

Pursuant to the share option scheme, the Board granted share options to certain senior executives and employees of the Group. The exercise in full of those share options granted but remaining not exercised would result in the issue of 1,500,000 additional ordinary shares and proceeds of approximately HK\$0.39 million before issue expenses.

### FUND RAISING

Other than obtaining additional general banking facilities to finance the Group's trading requirements, the Group did not have any special fund raising activities in 2011.

### EMPLOYEES

As at 31 December 2011, the Group had a total workforce of approximately 1,889 of which approximately 53 were based in Hong Kong, approximately 5 were based overseas and approximately 1,831 were based in Mainland China.

The Group remunerates its employees largely based on the prevailing industry practice and labor laws. Since December 1996, the Company has adopted a share option scheme for the purpose of providing incentives and rewards to the employees of the Group.

Moreover, under the Mandatory Provident Fund Scheme Ordinance of Hong Kong, the Group has operated a defined contribution Mandatory Provident Fund retirement benefits scheme for all its Hong Kong employees. For overseas and Mainland China employees, the Group is required to contribute a certain percentage of its payroll costs to the central pension scheme operated by the respective local government.

### 本集團已抵押資產

於二零一一年十二月三十一日，並沒有銀行借貸是以本集團的資產作抵押。

### 或然負債

於二零一一年十二月三十一日，除了本公司給予銀行及其他財務機構有關附屬公司的貸款擔保外，並無其他或然負債。

### 資本結構

本公司於二零一一年十二月三十一日之已發行股份為265,504,800股普通股，本集團之總股東權益約為202,900,000港元。

按本公司購股權計劃，董事會授予本集團部份高級行政人員及僱員購股權。全面行使已授出但未獲行使之購股權將會導致1,500,000股額外普通股股份之發行以及約390,000港元扣除發行費用前之收入。

### 籌集資金

除了取得額外一般銀行備用信貸以支付本集團之買賣要求外，本集團於二零一一年概無特別籌集資金。

### 僱員

本集團於二零一一年十二月三十一日共有約1,889名僱員，其中約53名駐香港，5名駐海外及約1,831名駐中國大陸。

本集團主要根據目前業內慣例及勞工法例釐定僱員酬金。本集團自一九九六年十二月以來已實行一項購股權計劃，目的是提供獎勵及報酬予本集團僱員。

此外，本集團根據香港強制性公積金計劃條例，為香港之所有僱員實施一項定額供款強制性公積金計劃。至於海外及中國大陸的僱員，本集團須要按照其當地政府所營辦的中央公積金，以僱員薪金的若干百分比作供款。

# 企業管治報告

## Corporate Governance Report

### CORPORATE GOVERNANCE PRACTICES

The Board of the Company believes that corporate governance is essential to the success of the Company and has adopted various measures to ensure that a high standard of corporate governance is maintained. The Company has applied the principles as set out in the Code on Corporate Governance Practices ("CG Code") contained in Appendix 14 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited ("Stock Exchange") ("Listing Rules") and regularly reviews its corporate governance practices to ensure compliance with the CG Code. In the opinion of the directors, the Company has complied with all the code provisions as set out in the CG Code throughout the year ended 31 December 2011, except for the deviation in respect of the separation of the roles of Chairman and Chief Executive Officer. Considered reasons are provided in the section of Chairman and Chief Executive Officer.

### BOARD OF DIRECTORS

The Board of the Company currently comprises the following directors:

#### *Executive Directors*

Lai Pei Wor (*Chairman*)  
Chan Yau Wah (*Deputy Chairman*)

#### *Independent Non-Executive Directors*

Kung Fan Cheong  
Leung Man Kay  
Li Yuen Kwan, Joseph

The list of directors (by category) is also disclosed in all corporate communications issued by the Company from time to time pursuant to the Listing Rules.

None of the members of the Board is related to one another. During the year ended 31 December 2011, the Board at all times met the requirements of the Listing Rules relating to the appointment of at least three independent non-executive directors with at least one independent non-executive director possessing appropriate professional qualifications, or accounting or related financial management expertise.

### 企業管治常規

本公司董事會相信企業管治對本公司之成功至為重要，並已採納多項措施以確保維持高標準的企業管治。本公司應用香港聯合交易所有限公司證券上市規則（「聯交所」）（「上市規則」）附錄十四所載的企業管治常規守則（「企業管治守則」）之原則及定期檢討企業管治常規，以確保其遵守企業管治守則。董事認為，惟當中有關主席及行政總裁之角色區分是偏離外，本公司於截至二零一一年十二月三十一日止整個年度均遵守載於企業管治守則之所有守則條文。經考慮的理由列於「主席及行政總裁」章節內。

### 董事會

本公司董事會目前由以下董事組成：

#### *執行董事*

賴培和(*主席*)  
陳友華(*副主席*)

#### *獨立非執行董事*

孔蕃昌  
梁文基  
李沅鈞

董事名錄(按類別)亦於本公司根據上市規則不時刊發之所有公司通訊內予以披露。

董事會成員之間概無任何關連。截至二零一一年十二月三十一日止年度期間，董事會一直符合上市規則有關委任最少三名獨立非執行董事的規定，其中至少一名獨立非執行董事具有適合專業資格或會計或相關財務管理專業的規定。

# 企業管治報告

## Corporate Governance Report

### Responsibilities and delegation of functions

The Board of the Company is collectively responsible for the oversight of the management of the business and affairs of the Group with the objective of enhancing shareholders' value. The overall management of the Company's business is vested in the Board. The Board has delegated the day-to-day management of the Company's business to the executive directors. In addition, the Board has established Board committees and has delegated to these Board committees various responsibilities as set out in their respective terms of reference.

The Board focuses its attention on matters affecting the Company's overall strategic policies, finances and shareholders. These include financial statements, dividend policy, significant changes in accounting policy, the annual operating budget, certain material contracts, strategies for future growth, major financing arrangements and major investments, risk management strategies, treasury policies and group structure.

The Board formulates overall strategy of the Group, monitors its financial performance and maintains effective oversight over the management. The Board members are fully committed to their roles and have acted in good faith to maximise the shareholders' value in the long run, and has aligned the Group's goals and directions with the prevailing economic and market conditions. Daily operations and administration are delegated to the management.

### BOARD MEETINGS

#### Number of Meetings and Directors' Attendance

During the year ended 31 December 2011, four regular board meetings were held at approximately quarterly intervals for reviewing and approving the financial and operating performance, and considering and approving the overall strategies and policies of the Company. The attendance record of each director is set out below:

Name of director	董事姓名	Attendance of Board meetings in 2011 二零一一年出席董事會會議次數	Attendance rate 出席率
Lai Pei Wor	賴培和	4/4	100%
Chan Yau Wah	陳友華	4/4	100%
Kung Fan Cheong	孔蕃昌	4/4	100%
Leung Man Kay	梁文基	4/4	100%
Li Yuen Kwan, Joseph	李沅鈞	4/4	100%

### 責任及授權之職能

本公司董事會共同負責監管本集團業務及各項事務的管理工作，並以提升股東之價值為目標。本公司之整體業務由董事會負責管理。董事會授權執行董事管理本公司之日常業務。另外，董事會已設立委員會，及其之各種職責授權，分別載於職權範圍內。

董事會本身則專注處理可影響本公司整體策略方針、財務及股東的事項。其中包括財務報告、股息政策、會計政策之重大修改、每年經營預算、若干重大合約、未來發展策略、主要融資安排及重大投資、風險管理策略、庫務政策及集團結構。

董事會制定集團整體發展策略、監管其財務表現及對管理層維持有效監督。董事會成員均盡忠職守，並真誠行事，以盡量提升長遠股東價值，且將本集團之目標及方向，與當時經濟及市場狀況配合。日常營運及管理工

### 董事會會議

#### 會議數目及董事出席記錄

截至二零一一年十二月三十一日止年度期間，董事會已舉行四次定期會議，約每季度舉行以檢討及批准本集團之財務及經營表現，並考慮及批准本公司之整體策略及政策。各董事之出席記錄如下：

# 企業管治報告

## Corporate Governance Report

### CHAIRMAN AND CHIEF EXECUTIVE OFFICER

Code Provision A.2.1 stipulates that the roles of Chairman and Chief Executive Officer should be separate and should not be performed by the same individual.

The roles of the Chairman and the Chief Executive Officer are not separate and are performed by Mr. Lai Pei Wor. Since the Board will meet regularly to consider major matters affecting the operations of the Company, the Board considers that this structure will not impair the balance of power and authority between the Board and the management of the Company and believes that this structure will enable the Company to make and implement decisions promptly and efficiently.

### INDEPENDENT NON-EXECUTIVE DIRECTORS

All the independent non-executive directors have contracts with the Company for a specified period of two years and are appointed subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Company's Bye-laws and the CG Code.

Each independent non-executive director has made an annual confirmation of independence to the Company and the Company considers these directors to be independent under Rule 3.13 of the Listing Rules. None of the directors is related to each other.

### DIRECTORS' SECURITIES TRANSACTIONS

The Company has adopted the code of conduct regarding directors' securities transactions as set out in the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") of Appendix 10 of the Listing Rules. Based on specific enquiry of the Company's directors, all directors have complied with the required standard set out in the Model Code throughout the year.

The Company has also established written guidelines on no less exacting terms than the Model Code (the "Employees Written Guidelines") for securities transactions by employees who are likely to be in possession of unpublished price-sensitive information of the Company.

No incident of non-compliance of the Employees Written Guidelines by the employees was noted by the Company.

### 主席及行政總裁

守則條文第A.2.1條規定，主席及行政總裁之角色應有區分，而且不應由一人同時兼任。

主席及行政總裁之角色並未區分，並由賴培和先生擔任。由於董事會將定期舉行會議，以考慮影響本公司營運之重大事宜，因此董事會認為此架構不會影響董事會與本公司管理層之間的權力和授權失衡，並相信此架構能使本公司快速及有效制訂及推行決策。

### 獨立非執行董事

所有獨立非執行董事均與本公司簽訂兩年年期之合約，並須按本公司之公司細則及企業管治守則，於本公司之股東週年大會上輪席退任和接受重選。

各獨立非執行董事已根據上市規則第3.13條規定，就其獨立性每年向本公司發出確認書，而本公司認為該等董事均屬獨立人士。董事之間互相概無任何關連。

### 董事之證券交易

本公司已採納一套就董事進行證券交易的守則，其載於上市規則附錄十的上市發行人董事進行證券交易的標準守則（「標準守則」）。根據本公司向董事作出特定查詢後，全體董事於整個年度均遵守標準守則所載之規定。

本公司亦就可能擁有本公司尚未公開而引致股價波動的資料的僱員進行買賣證券事宜，以不比標準守則寬鬆的條款制定書面指引（「僱員書面指引」）。

本公司並不知悉有任何僱員違反僱員書面指引的情況。

# 企業管治報告

## Corporate Governance Report

### BOARD COMMITTEES

The Board has established two committees, namely, the Remuneration Committee and Audit Committee, for overseeing particular aspects of the Company's affairs. All Board committees of the Company are established with defined written terms of reference. The terms of reference of the Board committees are posted on the Company's website and are available to shareholders upon request.

All of the current members of each Board committee are independent non-executive directors.

The Board committees are provided with sufficient resources to discharge their duties and, upon reasonable request, are able to seek independent professional advice in appropriate circumstances at the Company's expense.

### REMUNERATION COMMITTEE

The Remuneration Committee currently comprises of two members, both of them are independent non-executive directors. The members of the Remuneration Committee are Mr. Kung Fan Cheong (*Chairman*) and Mr. Leung Man Kay.

During the year 2011, the Remuneration Committee held one meeting. The attendance record of each Remuneration Committee member is set out below:

Name of director	董事姓名	Attendance of Remuneration Committee meeting in 2011	Attendance rate
		二零一一年出席薪酬委員會會議次數	出席率
Kung Fan Cheong ( <i>Chairman</i> )	孔蕃昌 (主席)	1/1	100%
Leung Man Kay	梁文基	1/1	100%

The major roles and functions of the Remuneration Committee are as follows:

- (a) to make recommendations to the Board on the Company's policy and structure for all remuneration of directors and senior management and on the establishment of a formal and transparent procedure for developing policy on such remuneration;
- (b) to have the delegated responsibility to determine the specific remuneration packages of all executive directors and senior management, including benefits in kind, pension rights and compensation payments, including any compensation payable for loss or termination of their office or appointment, and make recommendations to the Board of the remuneration of non-executive directors. The remuneration committee should consider factors such as salaries paid by comparable companies, time commitment and responsibilities of the directors, employment conditions elsewhere in the group and desirability of performance-based remuneration;

### 董事會委員會

董事會已設立兩個委員會，即薪酬委員會及審核委員會，以監督本公司事務之特定方面。本公司所有董事會委員會均按書面界定之職權範圍成立。董事會委員會之職權範圍已於本公司網站刊登及可應要求向股東提供。

目前董事會委員會之所有成員均為獨立非執行董事。

董事會委員會獲提供足夠資源履行其職務，並可應彼等提出之合理要求，於適當情況下尋求獨立專業意見，費用由本公司負責。

### 薪酬委員會

薪酬委員會目前由兩名成員組成，其成員均為獨立非執行董事。薪酬委員會成員為孔蕃昌先生(主席)及梁文基先生。

於二零一一年，薪酬委員會已舉行一次會議。薪酬委員會各成員之出席紀錄如下：

薪酬委員會之主要角色及功能如下：

- (a) 就本公司董事及高級管理人員的全體薪酬政策及結構，以及就此制訂正規及具透明度之政策程序向董事會作出建議；
- (b) 獲授權給全體執行董事及高級管理人員釐定具體薪酬福利，包括非金錢利益、退休金權益及補償金額(包括任何因彼等喪失或終止聘用或委任之賠償)以及就非執行董事之酬金向董事會作出建議。委員會應考慮的因素包括同類公司所支付之薪酬、董事所付出之時間及職責、本集團其他職位之僱用條件，以及是否應按表現釐定薪酬等；

# 企業管治報告

## Corporate Governance Report

### REMUNERATION COMMITTEE (continued)

- (c) to review and approve performance-based remuneration by reference to corporate goals and objectives resolved by the Board from time to time;
- (d) to review and approve compensation payable to executive directors and senior management in connection with any loss or termination of their office or appointment to ensure that such compensation is determined in accordance with relevant contractual terms and that such compensation is otherwise fair and not excessive for the Company;
- (e) to review and approve compensation arrangements relating to dismissal or removal of directors for misconduct to ensure that such arrangements are determined in accordance with relevant contractual terms and that any compensation payment is otherwise reasonable and appropriate;
- (f) to ensure that no director or any of his associates is involved in deciding his own remuneration;
- (g) to review and sanction new or amended salary, incentive bonus and retirement benefit policies for the Company and its subsidiaries which are substantial in their cost and impact on a significant proportion of employees; and
- (h) to review the Remuneration Committee's terms of reference and its own effectiveness and recommend to the Board from time to time any necessary changes.

During the year 2011, the Remuneration Committee made recommendations to the Board on executive directors' remuneration packages and terms of employment. The Remuneration Committee also formulated and evaluated the remuneration policy and structure for the directors and senior management of the Company.

### NOMINATION AND RE-ELECTION OF DIRECTORS

The Board has not set up a Nomination Committee in relation to the appointment of directors. The executive directors of the Company are responsible for making recommendations to the Board for consideration and approval on nominations, appointment of directors and board succession, with a view to appoint individuals to the Board with relevant experience and capabilities so as to maintain and improve the competitiveness of the Company.

The Board formulates the policy, reviews the size, structure and composition of the Board, and assesses the independence of its independent non-executive directors in accordance with the criteria prescribed under the Listing Rules and the CG Code.

### 薪酬委員會(續)

- (c) 透過經參考董事會不時釐定之公司目標，檢討及批准按表現釐定之薪酬；
- (d) 檢討及批准就離職或終止聘用或委任而應付任何執行董事及高級管理層之補償金額，以確保該等補償金乃按有關合約條款釐定，而該補償金金額屬公平且不會對本公司造成過重負擔；
- (e) 檢討及批准就因董事行為失當而遭撤職或罷免而作出之賠償安排，以確保該等安排乃按有關合約條款釐定，若未能按有關合約條款釐定，有關賠償亦須合理適當；
- (f) 確保任何董事或其任何聯連人士不得自行釐定酬金；
- (g) 檢討及批准本公司及其附屬公司牽涉龐大成本及影響大部份僱員之新或經修訂薪酬、獎勵花紅及退休福利政策；及
- (h) 檢討薪酬委員會之職權範圍及其本身效能，並不時就所須作出之改變向董事會提出建議。

於二零一一年，薪酬委員會就執行董事之薪酬福利及聘用條款向董事會提出建議。薪酬委員會亦制訂及評估本公司董事及高級管理人員之薪酬政策及結構。

### 提名及重選董事

董事會並未就有關董事委任事宜成立提名委員會。本公司執行董事負責就董事提名及委任以及董事會延續事宜向董事會提出建議，以供考慮及批准，目的是委任具有相關經驗及能力的人士加入董事會，以維持及改善本公司的競爭力。

董事會制訂政策，檢討董事會規模、結構及組成，並根據上市規則及企業管治守則所指定的準則評估其獨立非執行董事的獨立性。

# 企業管治報告

## Corporate Governance Report

### NOMINATION AND RE-ELECTION OF DIRECTORS

(continued)

The appointment of new directors will be considered and approved by the Board and all new directors are subject to re-election by shareholders at the first general meeting after their appointment and subject to retirement by rotation at least once every three years pursuant to the CG Code.

Mr. Chan Yau Wah and Mr. Kung Fan Cheong shall retire by rotation and being eligible, offer themselves for re-election at the next forthcoming annual general meeting pursuant to the Company's Bye-laws 87(1) and 87(2).

The Board recommended the re-appointment of the directors standing for re-election at the next forthcoming annual general meeting of the Company.

The Company's circular dated 23 April 2012 contains detailed information of the directors standing for re-election.

### AUDITOR'S REMUNERATION

During the year under review, the remuneration paid/payable to the Company's auditor, Messrs. Mazars CPA Limited, is set out as follows:

Services rendered	所提供之服務	Fees paid/payable
		HK\$ 已付／應付費用 港元
Audit services	核數服務	820,000
Non-audit services i.e. taxation	非核數服務（即稅務）	460,000
		<hr/>
		1,280,000

### 提名及重選董事(續)

新董事之委任須經董事會考慮及批准，所有新董事須按企業管治守則於獲委任後的首次股東大會內接受股東重選並至少三年一次輪席退任。

根據本公司之公司細則第87(1)及87(2)條，陳友華先生及孔蕃昌先生將輪席退任即將舉行之股東週年大會，但彼等均合符資格並願意於即將舉行之股東週年大會上膺選連任。

董事會建議於即將舉行之本公司股東週年大會上重新委任該重選之董事。

本公司二零一二年四月二十三日之通函內載有重選董事之詳情。

### 核數師酬金

回顧年內，本公司已付予／應付予核數師瑪澤會計師事務所有限公司之酬金如下：

# 企業管治報告

## Corporate Governance Report

### AUDIT COMMITTEE

The Company has complied with Rule 3.21 of the Listing Rules in relation to the composition of the Audit Committee. The Audit Committee of the Company comprises three independent non-executive directors. The current members of the Audit Committee are Mr. Leung Man Kay, Mr. Kung Fan Cheong and Mr. Li Yuen Kwan, Joseph. The Audit Committee is chaired by Mr. Leung Man Kay who has appropriate accounting professional qualifications. The Audit Committee shall meet at least twice a year. During the year 2011, the Audit Committee held five meetings. The attendance record of each Audit Committee member is set out below:

Name of director	董事姓名	Attendance of Audit Committee meetings in 2011 二零一一年出席 審核委員會會議次數	Attendance rate 出席率
Leung Man Kay (Chairman)	梁文基 (主席)	5/5	100%
Kung Fan Cheong	孔蕃昌	5/5	100%
Li Yuen Kwan, Joseph	李沅鈞	5/5	100%

The principal roles and functions of the Audit Committee include the review of the Group's financial statements and internal control procedures. It also acts as an important link between the Board and the Company's auditors in matters within the scope of the group audit. During the meetings held in 2011, the Audit Committee had performed the following works:

- (i) reviewed the directors' report and audited financial statements for the year ended 31 December 2010 and consider any significant or unusual items raised by the internal auditor or external auditors before submission to the Board;
- (ii) reviewed the interim financial statements for the six months ended 30 June 2011;
- (iii) reviewed the re-appointment of the external auditors and the nature and scope of audits;
- (iv) reviewed and recommended for approval by the board the 2011 audit scope and fees;
- (v) reviewed and monitored the external auditors' independence and objectivity and the effectiveness of the audit process in accordance with applicable standard;
- (vi) reviewed the effectiveness of internal control system; and
- (vii) reviewed the group's financial and accounting policies and practices.

### 審核委員會

本公司就審核委員會之組成已遵守上市規則第3.21條規定。本公司審核委員會成員由三名獨立非執行董事組成。目前審核委員之成員包括梁文基先生、孔蕃昌先生及李沅鈞先生。審核委員會主席梁文基先生擁有適當之會計專業資格。審核委員會每年至少舉行兩次會議。於二零一一年，審核委員會已舉行五次會議。審核委員會各成員之出席紀錄如下：

Name of director	董事姓名	Attendance of Audit Committee meetings in 2011 二零一一年出席 審核委員會會議次數	Attendance rate 出席率
Leung Man Kay (Chairman)	梁文基 (主席)	5/5	100%
Kung Fan Cheong	孔蕃昌	5/5	100%
Li Yuen Kwan, Joseph	李沅鈞	5/5	100%

審核委員會之主要角色及功能包括檢討本集團之財務報告及內部監控程序。委員會亦會就集團審計範圍內的事項擔任董事會與公司核數師之間的重要橋樑。審核委員會於二零一一年舉行之會議完成以下工作：

- (i) 向董事會提交由內部核數師或外聘核數師提交之董事會報告及經審核財務報告前，審閱截至二零一零年十二月三十一日止年度之董事會報告及經審核財務報告及考慮彼等所提出之任何重大或不尋常事項；
- (ii) 審閱截至二零一一年六月三十日止六個月之中期財務報告；
- (iii) 檢討外聘核數師之續聘及審核性質和範圍；
- (iv) 檢討二零一一年之審核範圍及核數費用並就此提出建議供董事會批准；
- (v) 檢討及監督外聘核數師之獨立性及客觀性，並按照適用標準檢討審核程序之效率；
- (vi) 檢討內部監控系統之效率；及
- (vii) 檢討本集團之財務及會計政策及常規。



# 企業管治報告

## Corporate Governance Report

### DIRECTORS' AND AUDITOR'S RESPONSIBILITIES FOR THE FINANCIAL STATEMENTS

The directors acknowledge their responsibility for preparing the financial statements of the Group for the year ended 31 December 2011. The directors ensure the preparation of the financial statements of the Group are in accordance with statutory requirements and applicable accounting standards. The directors also ensure the publication of the financial statements of the Group is in a timely manner.

The statement of the Auditor of the Company about their reporting responsibilities on the financial statements is set out in the Independent Auditor's Report on pages 28 and 29.

### INTERNAL CONTROL

The Board has overall responsibility for maintaining a sound and effective internal control system of the Group. The Group's internal control system includes a well defined management structure with limits of authority which is designed to help the Group to achieve its business objectives, safeguard its assets against unauthorised use or disposition, ensure proper maintenance of books and records for the provision of reliable financial information for internal use or publication, and ensure compliance with relevant legislations and regulations. Such procedures are designed to provide reasonable, but not absolute, assurance against material misstatement or loss, and to manage rather than eliminate risk of failure in the Group's operational systems and in the achievement of the Group's business objectives.

During the year, the effectiveness of the internal control system and risk management system of the Group were reviewed. The review has covered the financial, operational, compliance and risk management aspects of the Group including the adequacy of resources, qualifications and experience of staff of the Company's accounting and financial reporting function, and their training programmes and budget. Both the Audit Committee and the Board were satisfied that the internal control system of the Group has been functioned effectively during the year and no material internal control aspects of any significant problems were noted.

### 董事及核數師就財務報告所承擔之責任

董事確認就編製本集團截至二零一一年十二月三十一日止年度之財務報告承擔責任。董事須確保本集團財務報告的編製符合有關法規及適用之會計準則。董事並確保本集團財務報告適時予以刊發。

本公司核數師就本集團財務報告所作之申報責任聲明列載於第28及29頁之獨立核數師報告內。

### 內部監控

董事會全權負責維持本集團的內部監控系統達致穩健妥善而且有效率，包括制訂管理架構及其相關權限以協助本集團達致業務目標、保管其資產以防未經授權使用或處理、確保妥善保存賬冊紀錄以提供可靠的財務資料供內部使用或對外發放，並確保遵守有關法例與規則。上述的程序皆在合理地(惟並非絕對地)保證並無重大失實陳述或損失，並管理(惟並非完全消除)本集團營運系統的失誤及未能達標的風險。

年內，本集團已檢討其內部監控系統及風險管理系統之有效性。檢討範圍已涉及本集團之財務、營運、監控及風險管理各方面，包括公司在會計及財務匯報職能方面的資源、員工資歷及經驗是否足夠，以及員工所接受的培訓課程及有關預算又是否充足。審核委員會及董事會已滿意本集團之內部監控系統於回顧年度內有效運作，並無發現實質內部監控方面出現任何重大問題。

# 企業管治報告

## Corporate Governance Report

### COMMUNICATIONS WITH SHAREHOLDERS AND INVESTORS

The general meetings of the Company provide a forum for communication between the Board and the shareholders. The Chairman of the Board as well as chairmen of the Remuneration Committee and Audit Committee and, in their absence, other members of the respective committees are available to answer questions at shareholder meetings.

The 2012 Annual General Meeting (“AGM”) will be held on 23 May 2012. The notice of AGM will be sent to shareholders at least 20 clear business days before the AGM.

To promote effective communication, the Company maintains a website at [www.kpihl.com](http://www.kpihl.com), where extensive information and updates on the Company’s financial information, corporate governance practices and other information are posted and available for public access.

For enquires, shareholders are encouraged to communicate with us through email at [enquiry@kpihl.com](mailto:enquiry@kpihl.com), our responsible teams will answer your enquiries shortly.

### SHAREHOLDER RIGHTS

To safeguard shareholder interests and rights, separate resolutions are proposed at shareholder meetings on each substantial issue, including the election of individual directors.

All resolutions put forward at a shareholder meeting will be taken by poll pursuant to the Listing Rules and the poll results will be posted on the websites of the Company and of the Stock Exchange after the shareholder meeting.

### 與股東及投資者之溝通

本公司股東大會為董事與股東提供交換意見的機會。董事會主席以及薪酬委員會及審核委員會之主席，在該委員會主席缺席時，其委員會之另一名成員可於股東大會上回答提問。

二零一二年之股東週年大會（「股東大會」）將於二零一二年五月二十三日舉行。股東大會通告將於股東大會舉行前至少足二十個營業日向股東發送通知。

為使本公司與股東有效聯繫，本公司設有網站 [www.kpihl.com](http://www.kpihl.com)，讓公眾人士得悉有關本公司刊登之財務資料、企業管治常規及其他資料以及最新資訊。

如有查詢，鼓勵股東透過電子郵件 [enquiry@kpihl.com](mailto:enquiry@kpihl.com) 與我們聯繫，我們將有負責部門盡快回答您的查詢。

### 股東權利

以保障股東之利益及權益，就股東大會上之每項實際事宜個別提出決議案，包括選舉個別董事。

根據上市規則，於股東大會上提呈之所有決議案，將以投票方式表決，投票方式表決之結果將於會後在本公司網站及聯交所網站上刊登。

## 董事及高級管理人員簡歷詳情

## Biographical Details of Directors and Senior Management

Biographical details of the directors and senior management of the Group are set out as follows:

### EXECUTIVE DIRECTORS

Mr. Lai Pei Wor, aged 55, is the Chairman and Managing Director of the Company. He is also a director of various subsidiaries of the Group. He is the founder of the Group and has over 30 years of experience in the industry. He is responsible for the Group's overall strategic planning, policy making and financial management.

Mr. Chan Yau Wah, aged 53, is the Deputy Chairman of the Company. He is also a director of various subsidiaries of the Group and a general manager in Mars Field Limited. Mr. Chan joined the Group in December 1990. He is responsible for the planning and management in production activities. He holds a higher diploma in production and industrial engineering from The Hong Kong Polytechnic (now known as The Hong Kong Polytechnic University) and a diploma in management studies from the Hong Kong Management Association. He has over 30 years of experience in the industry.

### INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Kung Fan Cheong, aged 57, is a partner in the law firm of Pang, Kung & Co. and is a member of The Law Society of Hong Kong. He retired as an independent non-executive director of Tack Hsin Holdings Limited in August 2011.

Mr. Leung Man Kay, aged 60, is currently a financial and management consultant. He has over 27 years' experience in corporate restructuring, auditing and accounting and financial management and is currently the Managing Director of China Pith Consulting Limited. He is a fellow member of Hong Kong Institute of Certified Public Accountants, The Association of Chartered Certified Accountants, U.K. and The Hong Kong Institute of Directors. He is also a member of Hong Kong Securities Institute.

Mr. Li Yuen Kwan, Joseph, aged 59, graduated from State University of New York at Buffalo in the United States of America and holds a bachelor of science in business administration degree. After working in the business sector for nine years, he joined the Secretariat of Federation of Hong Kong Industries in 1985 as an assistant director and in 1992 he was appointed as a director of the Secretariat of Federation of Hong Kong Industries from which post he retired in January 2005. He has over 23 years' experience in serving the manufacturing industry of Hong Kong.

本集團之董事及高級管理人員之簡介如下：

### 執行董事

賴培和先生，55歲，本公司主席兼董事總經理。彼亦為本集團其他附屬公司之董事，並為本集團之創辦人，擁有30年以上業內經驗。彼負責本集團之整體策劃、決策及財務之管理工作。

陳友華先生，53歲，本公司副主席。彼亦為本集團其他附屬公司之董事及堅城實業公司之總經理。陳先生於一九九零年十二月加入本集團。彼負責本集團生產之規劃及管理。彼持有香港理工學院(現稱香港理工大學)生產及工業工程高級文憑，並持有香港管理專業協會管理學文憑。彼在業內累積逾30年以上的工作經驗。

### 獨立非執行董事

孔蕃昌先生，57歲，為彭孔律師行之合夥人，並為香港律師公會會員。彼於二零一一年八月已退任為德興集團有限公司之獨立非執行董事。

梁文基先生，60歲，現為財務及管理顧問。彼於公司重組、核數、會計及財務管理方面具27年以上經驗，現為中沛顧問有限公司之董事總經理。彼為香港會計師公會、英國特許公認會計師公會及香港董事學會之資深會員，亦為香港證券學會之會員。

李沅鈞先生，59歲，畢業於美國水牛城紐約州立大學並持有工商管理學士學位。經過九年於商界工作後，彼於一九八五年獲委任為香港工業總會秘書處之助理幹事及於一九九二年被委任為香港工業總會秘書處之幹事，直至二零零五年一月退任。彼擁有超過23年服務香港製造業之經驗。

## 董事及高級管理人員簡歷詳情

### Biographical Details of Directors and Senior Management

#### SENIOR MANAGEMENT

Mr. Tam Ho Chuen, Thomas, aged 44, is the Marketing Director of consumer electronic products segment of the Group. Mr. Tam joined the Group in July 2002. He is responsible for the marketing and development. He holds a bachelor of electronic engineering from Columbia University, U.S.A., a master degree of electronic engineering from University of New South Wales, Australia and a master degree of business administration from City University of Hong Kong. He has over 19 years of experience in the industry.

Mr. Wong Man Kit, aged 52, is the Marketing Director of precision parts and components segment of the Group. Mr. Wong joined the Group in 1984. He is responsible for the marketing and sales. He has over 28 years of experience in the industry.

Mr. Li Kam Keung, aged 51, is the Production Manager of the precision parts and components segment in Kong Hau Factory, Zhongshan. Mr. Li joined the Group in 1985. He is responsible for the operation and management in production segment. He has over 25 years of experience in the industry.

#### 高級管理人員

譚浩泉先生，44歲，本集團電子消費品之市場總監。譚先生於二零零二年七月加入本集團，負責市場推廣及發展。彼持有美國哥倫比亞大學電子工程學士，澳洲新南威爾斯大學電子工程碩士及香港城市大學工商管理碩士學位。彼在業內累積逾19年以上的工作經驗。

黃文傑先生，52歲，本集團精密零部件之市場總監。黃先生於一九八四年加入本集團，負責市場推廣及銷售。彼在業內累積逾28年以上的工作經驗。

李錦強先生，51歲，本集團精密零部件中山市港口分廠之生產部主管。李先生於一九八五年加入本集團，負責生產部之營運及管理。彼在業內累積逾25年以上的工作經驗。

# 董事會報告

## Report of the Directors

The directors present their report and the audited financial statements of the Company and the Group for the year ended 31 December 2011.

### PRINCIPAL ACTIVITIES

The principal activity of the Company is investment holding.

The principal activities of the subsidiaries comprise the manufacture and sale of precision parts and components (comprising keypads, synthetic rubber and plastic components and parts, and liquid crystal displays), and the design, manufacture and sale of consumer electronic products (comprising time, weather forecasting and other products). There were no significant changes in the nature of the Group's principal activities during the year.

### RESULTS AND DIVIDEND

The Group's profit for the year ended 31 December 2011 and the state of affairs of the Company and of the Group at that date are set out in the financial statements on pages 30 to 127.

The directors recommend the payment of a final dividend of HK4 cents (2010: a final dividend of HK3 cents and a special dividend of HK2 cents) per ordinary share on Tuesday, 26 June 2012 to the shareholders whose names appear on the Register of Members of the Company on Thursday, 31 May 2012. This recommendation has been incorporated in the financial statements as an allocation of retained profit within the equity section of the statements of financial position.

### CLOSURE OF REGISTERS FOR ANNUAL GENERAL MEETING

The Register of Members of the Company will be closed from Monday, 21 May 2012 to Wednesday, 23 May 2012, both dates inclusive, during which period no transfer of shares will be effected. In order to qualify for attending and voting at the annual general meeting of the Company, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Tricor Tengis Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. on Friday, 18 May 2012.

董事會提呈本公司及本集團截至二零一一年十二月三十一日止年度之董事會報告及經審核財務報告。

### 主要業務

本公司之主要業務為投資控股。

各附屬公司主要業務包括製造及銷售精密零部件(其中包括按鍵、合成橡膠及塑膠零部件、及液晶體顯示器),及設計、製造及銷售電子消費品(包括時計、天氣預測及其他產品)。本集團之主要業務於年內並無重大改變。

### 業績及股息

本集團截至二零一一年十二月三十一日止年度之溢利及本公司與本集團於該日之財政狀況載於第30至127頁之財務報告。

董事建議於二零一二年六月二十六日(星期二)派發末期股息每股普通股4港仙(二零一零年:末期股息每股普通股3港仙及特別股息每股普通股2港仙)於二零一二年五月三十一日(星期四)名列本公司股東名冊之股東。此項建議已載入財務報告內,作為財務狀況表內權益項目下保留溢利分配。

### 暫停辦理股份過戶手續作股東週年大會之用

本公司將於二零一二年五月二十一日(星期一)至二零一二年五月二十三日(星期三)期間(包括首尾兩天)暫停辦理股份過戶登記手續,期間內將不會進行任何股份之過戶登記。為確保符合資格之股東出席股東週年大會及於會上表決,所有過戶文件連同有關股票,必須於二零一二年五月十八日(星期五)下午四時三十分前,送交本公司在香港之股份過戶登記分處,卓佳登捷時有限公司,地址為香港灣仔皇后大道東28號金鐘匯中心26樓。

# 董事會報告

## Report of the Directors

### CLOSURE OF REGISTERS FOR DIVIDEND

The Register of Members of the Company will be closed from Tuesday, 29 May 2012 to Thursday, 31 May 2012, both dates inclusive, during which period no transfer of shares will be effected. In order to qualify for the above dividend of the Company, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Tricor Tengis Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. on Monday, 28 May 2012.

### SUMMARY FINANCIAL INFORMATION

A summary of the published results and assets and liabilities of the Group for the last five financial years, as extracted from the audited financial statements, is set out on page 128. This summary does not form part of the audited financial statements.

### PROPERTY, PLANT AND EQUIPMENT

Details of movements in the property, plant and equipment of the Group during the year are set out in note 15 to the financial statements.

### SHARE CAPITAL AND SHARE OPTIONS

Details of movements in the Company's share capital and share options during the year are set out in notes 31 and 32 to the financial statements, respectively.

### PRE-EMPTIVE RIGHTS

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

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

Neither the Company nor any of its subsidiaries had purchased, redeemed or sold any of the Company's listed securities during the year.

### RESERVES

Details of movements in the reserves of the Company and the Group during the year are set out in note 33 to the financial statements and in the consolidated statement of changes in equity, respectively.

### 暫停辦理股份過戶手續作股息之用

本公司將於二零一二年五月二十九日(星期二)至二零一二年五月三十一日(星期四)期間(包括首尾兩天)暫停辦理股份過戶登記手續,期間內將不會進行任何股份之過戶登記。為確保符合資格之股東獲派上述股息,所有過戶文件連同有關股票,必須於二零一二年五月二十八日(星期一)下午四時三十分前,送交本公司在香港之股份過戶登記分處,卓佳登捷時有限公司,地址為香港灣仔皇后大道東28號金鐘匯中心26樓。

### 財務資料概要

本集團於過往五個財政年度之業績及資產與負債概要載於第128頁,該概要乃節錄自經審核財務報告。該概要並不是經審核財務報告之部份。

### 物業、廠房及設備

有關本集團於本年度之物業、廠房及設備之變動詳情載於財務報告附註15。

### 股本及購股權

本公司的股本及購股權之詳情分別載於財務報告附註31及32。

### 優先購買權

本公司之公司細則或百慕達之法例並無有關優先購買權條文,規定本公司須按比例提呈發售新股予現有股東。

### 購買、贖回或出售本公司之上市證券

本公司或其任何附屬公司概無於年內購買、贖回或出售任何本公司之上市證券。

### 儲備

本年度內本公司及本集團儲備變動之詳情分別載於財務報告附註33及綜合權益變動表。

# 董事會報告

## Report of the Directors

### DISTRIBUTABLE RESERVES

As at 31 December 2011, the Company's reserves available for distribution, calculated in accordance with the Companies Act 1981 of Bermuda (as amended), amounted to HK\$35,109,593 (2010: HK\$64,012,180) of which HK\$10,620,192 has been proposed as final dividend for the year (2010: HK\$13,275,240 has been proposed as final and special dividends). During the year ended 31 December 2011, the Company declared and paid HK\$5,310,096 as interim dividend for the year and paid HK\$13,275,240 as final and special dividends for 2010. In addition, the Company's share premium account, in the amount of HK\$50,541,281 (2010: HK\$50,541,281) may be distributed in the form of fully paid bonus shares.

### MAJOR CUSTOMERS AND MAJOR SUPPLIERS

In the year under review, sales to the Group's five largest customers accounted for approximately 37.8% of the Group's total sales for the year and sales to the largest customer included therein amounted to approximately 23.6%. Purchases from the Group's five largest suppliers accounted for less than 30.0% of the total purchases for the year.

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

### DIRECTORS

The directors of the Company during the year were:

#### Executive directors

Lai Pei Wor  
Chan Yau Wah

#### Independent non-executive directors

Kung Fan Cheong  
Leung Man Kay  
Li Yuen Kwan, Joseph

In accordance with bye-laws 87(1) and 87(2) of the Company's bye-laws, Messrs. Chan Yau Wah and Kung Fan Cheong shall retire by rotation and being eligible, offer themselves for re-election at the next forthcoming annual general meeting.

### 可分派儲備

於二零一一年十二月三十一日，根據百慕達一九八一年公司法(經修訂)計算，可供本公司以分派之儲備為35,109,593港元(二零一零年：64,012,180港元)，其中10,620,192港元已建議作本年度之末期股息(二零一零年：13,275,240港元已建議作末期及特別股息)。於二零一一年十二月三十一日之年度內，本公司已宣派5,310,096港元作為本年度之中期股息及13,275,240港元作為二零一零年之末期及特別股息。此外，本公司之股份溢價賬50,541,281港元(二零一零年：50,541,281港元)可以以繳足紅股方式分派。

### 主要客戶及供應商

於本回顧年度，本集團五位最大客戶佔有關年度之本集團總銷售額約37.8%，而其中最大客戶之銷售額約佔23.6%。本集團五位最大供應商佔有關年度之總採購額約少於30.0%。

本公司董事或其任何聯繫人或任何股東(據董事所知，擁有本公司已發行股本逾5%權益)於本集團五大客戶或供應商中並無擁有任何實益權益。

### 董事

本公司於本年度之董事如下：

#### 執行董事

賴培和  
陳友華

#### 獨立非執行董事

孔蕃昌  
梁文基  
李沅鈞

根據本公司之公司細則第87(1)及87(2)條，陳友華先生及孔蕃昌先生將於即將舉行之股東週年大會輪席退任，但彼等均合符資格並願意於即將舉行之股東週年大會上膺選連任。

# 董事會報告

## Report of the Directors

Messrs. Kung Fan Cheong, Leung Man Kay and Li Yuen Kwan, Joseph, the independent non-executive directors, are appointed for a period of two years. The Company has received annual confirmations of independence from Messrs. Kung Fan Cheong, Leung Man Kay and Li Yuen Kwan, Joseph and as at the date of this report still considers them to be independent.

### DIRECTORS' AND SENIOR MANAGEMENT'S BIOGRAPHIES

Biographical details of the directors of the Company and the senior management of the Group are set out on pages 18 to 19 of the annual report.

### DIRECTORS' SERVICE CONTRACTS

Each of the executive directors has entered into a service contract with the Company for a term of three years commencing from 1 January 2012, and the contract can be terminated by either party giving to the other not less than six months' nor more than seven months' prior notice in writing.

Apart from foregoing, no director proposed for re-election at the next forthcoming annual general meeting has a service contract with the Company which is not determinable by the Company within one year without payment of compensation, other than statutory compensation.

### DIRECTORS' REMUNERATION

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

### DIRECTORS' INTERESTS IN CONTRACTS

No director had a material interest, either directly or indirectly, in any contract of significance to the business of the Group to which the Company or any of its subsidiaries was a party during the year.

### SHARE OPTION SCHEME

The Company operates a share option scheme (the "Scheme") for the purpose of providing incentives and rewards to eligible participants who contribute to the success of the Group's operations. Further details of the Scheme are disclosed in note 32 to the financial statements.

獨立非執行董事孔蕃昌先生、梁文基先生及李沅鈞先生任期為兩年。本公司已收到孔蕃昌先生、梁文基先生及李沅鈞先生就其獨立性每年向本公司所發出的確認書，於本年報刊發日期，本公司一直認為彼等均屬獨立人士。

### 董事及高級管理人員之簡歷

本公司董事及本集團高級管理人員之簡歷詳情載於本年報第18至19頁。

### 董事之服務合約

每位執行董事均與本公司訂立服務合約，由二零一二年一月一日起計，為期三年，合約可於其中一方給予不少於六個月但不多於七個月之預先書面通知後予以終止。

除上述外，於即將舉行之股東週年大會上重選連任之董事概無與本公司訂立不可於一年內終止而毋須支付賠償(法定賠償除外)之服務合約。

### 董事酬金

董事之袍金須待股東於股東大會上批准。其他酬金由本公司董事會經參考董事之職務、責任及表現，以及本集團業績後釐定。

### 董事之合約權益

各董事概無於年內之任何於本公司或其任何附屬公司為其中一方且對本集團業務重大之合約中直接或間接擁有重大實益權益。

### 購股權計劃

本公司設立一項購股權計劃(「購股權計劃」)作為給予為本集團業務成功作出貢獻的合資格參與者的激勵及獎勵。有關購股權計劃之詳細見財務報告附註32。



# 董事會報告

## Report of the Directors

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

As at 31 December 2011, the interests of the directors in the share capital of the Company or its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO")), as recorded in the register required to be kept by the Company pursuant to Section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code were as follows:

#### Long positions in ordinary shares of the Company:

### 董事於股份及相關股份之權益及短倉

於二零一一年十二月三十一日，根據證券及期貨條例(「證券及期貨條例」)第352條之規定而存置之登記冊所記錄或按董事根據標準守則知會本公司及聯交所，董事於本公司或其相聯法團(定義見證券及期貨條例第XV部)之股份權益如下：

#### 本公司普通股之長倉：

		Number of shares held, capacity and nature of interest 所持股份數目，身份及權益性質			Percentage of the Company's issued share capital 佔本公司已發行 股份之百分比
Name of director 董事姓名		Directly beneficially owned 直接實益持有	Founder of a discretionary trust 全權信託之 創辦人	Total 總數	
Lai Pei Wor 賴培和		11,376,000	97,242,000*	108,618,000	40.91
Chan Yau Wah 陳友華		7,700,000	-	7,700,000	2.90
		19,076,000	97,242,000	116,318,000	43.81

Note:

\* Details of Mr. Lai Pei Wor's interests are set out in the section headed "Substantial shareholders' and other persons' interests and short positions in shares and underlying shares" below.

附註：

\* 賴培和先生之權益詳載於下文之「主要股東及其他人士於股份及相關股份之權益及短倉」。

Save as disclosed above, as at 31 December 2011, none of the directors had registered an interest or short position in the shares or underlying shares of the Company or any of its associated corporations that was required to be recorded pursuant to Section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code.

除上文所披露者外，於二零一一年十二月三十一日，根據證券及期貨條例第352條之規定而存置之本公司登記冊所記錄，或根據標準守則知會本公司及聯交所，各董事在本公司或其任何相聯法團之股份或相關股份概無擁有任何權益或短倉。

# 董事會報告

## Report of the Directors

### DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURES

Save as disclosed under the heading "Directors' interests and short positions in shares and underlying shares" above and in the share option scheme disclosures in note 32 to the financial statements, at no time during the year were rights to acquire benefits by means of the acquisition of shares in or debentures of the Company granted to any director or their respective spouse or minor children, or were any such rights exercised by them; or was the Company or any of its subsidiaries a party to any arrangement to enable the directors to acquire such rights in any other body corporate.

### SUBSTANTIAL SHAREHOLDERS' AND OTHER PERSONS' INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES

As at 31 December 2011, so far as was known to Director or chief executives of the Company, the following persons or corporations (other than Directors or chief executives of the Company) who had interests and short positions in the shares or underlying shares of the Company as recorded in the register required to be kept under Section 336 of the SFO or as otherwise notified to the Company were as follows:

#### Long positions:

Name	姓名	Number of shares held, capacity and nature of interest 所持股份數目，身份及權益性質				Total 總計	Percentage of the Company's issued share capital 佔本公司 已發行股本 百分比
		Directly beneficially owned 直接 實益持有人	Through spouse or minor children 配偶或 未成年子女	Beneficiary of a trust 信託之受益人			
Chan Yuk Lin (Note a)	陳玉蓮 (附註a)	-	11,376,000	97,242,000	108,618,000	40.91	
Celaya (PTC) Limited (Note b)	Celaya (PTC) Limited (附註b)	-	-	97,242,000	97,242,000	36.63	
Trident Corporate Services (B.V.I.) Limited (Note c)	Trident Corporate Services (B.V.I.) Limited (附註c)	-	-	97,242,000	97,242,000	36.63	
Lai Yiu Chun (Note d)	賴耀鎮 (附註d)	1,880,000	21,450,000	-	23,330,000	8.79	
Lam Lin Chu, Winnie (Note d)	林蓮珠 (附註d)	23,116,000	214,000	-	23,330,000	8.79	

### 董事認購股份或債券之權利

除於上述「董事於股份及相關股份之權益及短倉」及財務報告附註32購股權計劃之披露事項所披露者外，本公司於年內任何時間概無授予任何董事或彼等各自之配偶或未成年子女藉收購本公司之股份或債券而取得利益之權利，而彼等亦無行使任何該等權利；本公司或其任何附屬公司於年內概無參與訂立任何安排，致使董事可於任何其他法人團體獲得此等權利。

### 主要股東及其他人士於股份及相關股份之權益及短倉

於二零一一年十二月三十一日，就本公司董事或主要行政人員所知，下列人士或企業（並非本公司董事或主要行政人員）於本公司之股份及相關股份中擁有根據證券及期貨條例第336條須記錄於登記冊而須知會本公司之權益及淡倉如下：

#### 長倉：

## 董事會報告

## Report of the Directors

### SUBSTANTIAL SHAREHOLDERS' AND OTHER PERSONS' INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES (continued)

Notes:

- (a) Ms. Chan Yuk Lin, spouse of Mr. Lai Pei Wor, was deemed to be interested in the shares.
- (b) Celaya (PTC) Limited holds 97,242,000 shares in its capacity as trustee of The Lai Family Unit Trust, of which all units are held by Trident Corporate Services (B.V.I.) Limited in its capacity as trustee of The Lai Family Trust, a discretionary trust of which the spouse and issue of Mr. Lai Pei Wor are discretionary objects.
- (c) The shares referred to herein relate to the same parcel of shares referred to in note (b) above.
- (d) Ms. Lam Lin Chu, Winnie is the wife of Mr. Lai Yiu Chun, who is a brother of Mr. Lai Pei Wor. Both Ms. Lam Lin Chu, Winnie and Mr. Lai Yiu Chun are declaring interests in the same parcel of shares.

Save as disclosed above, as at 31 December 2011, no person, other than the directors of the Company, whose interests are set out in the section "Directors' interests and short positions in shares and underlying shares" above, had registered an interest or short position in the shares or underlying shares of the Company that was required to be recorded pursuant to Section 336 of the SFO.

### SUFFICIENCY OF PUBLIC FLOAT

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

### CONNECTED TRANSACTIONS AND CONTINUING CONNECTED TRANSACTIONS

During the year, the Group had no connected transactions and continuing connected transactions as defined under the Listing Rules.

### 主要股東及其他人士於股份及相關股份之權益及短倉(續)

附註：

- (a) 陳玉蓮女士為賴培和先生之配偶，因而被當作持有該等股份權益。
- (b) Celaya (PTC) Limited以賴氏家族單位信託之受託人身份持有97,242,000股股份。賴氏家族單位信託所有已發行單位由Trident Corporate Services (B.V.I.) Limited以賴氏家族信託(一全權信託，而賴培和先生之配偶及子女乃全權信託受益人)之受託人身份持有。
- (c) 此欄所指之股份與附註(b)所指之同一批股份有關。
- (d) 林蓮珠女士為賴耀鎮先生之妻子，而賴耀鎮先生與賴培和先生則屬兄弟關係。林蓮珠女士及賴耀鎮先生申報同一批股份之權益。

除上文所披露者外，於二零一一年十二月三十一日，本公司概無獲知會有任何人士(不包括本公司董事之權益，載於上文「董事於股份及相關股份之權益及短倉」)在本公司股份及相關股份中擁有任何根據證券及期貨條例第336條之規定而須記錄於本公司存置之登記冊之權益或短倉。

### 公眾持股量充足

根據本公司獲得的已公開之資料及就董事所知，於本年報刊發日期，本公司之全部已發行股本中有至少25%由公眾人士持有。

### 關連交易及持續關連交易

於年內，本集團並沒有進行由上市規則定義之關連交易及持續關連交易。

# 董事會報告

## Report of the Directors

### AUDITORS

Ernst and Young retired as auditors of the Company at the conclusion of the annual general meeting held on 17 May 2011 and was not reappointed as auditors of the Company.

Mazars CPA Limited was appointed as auditor of the Company on 17 May 2011. Mazars CPA Limited will retire as auditor of the Company at the conclusion of the forthcoming annual general meeting, and a resolution for their reappointment as auditor of the Company will be proposed at such annual general meeting.

ON BEHALF OF THE BOARD

**Lai Pei Wor**  
*Chairman*

Hong Kong, 28 March 2012

### 核數師

安永會計師事務所於二零一一年五月十七日舉行之股東週年大會結束後已退任為本公司之核數師，並沒有連任為本公司之核數師。

瑪澤會計師事務所有限公司於二零一一年五月十七日獲委任為本公司核數師。瑪澤會計師事務所有限公司將於即將舉行之股東週年大會上退任以及一項續聘其為本公司核數師之決議案將於上述股東週年大會上提呈。

代表董事會

主席  
**賴培和**

香港，二零一二年三月二十八日

# 獨立核數師報告

## Independent Auditor's Report



### MAZARS CPA LIMITED

瑪澤會計師事務所有限公司

42nd Floor, Central Plaza,  
18 Harbour Road, Wan Chai, Hong Kong  
香港灣仔港灣道18號中環廣場42樓

#### To the shareholders of K & P International Holdings Limited (Incorporated in Bermuda with limited liability)

We have audited the consolidated financial statements of K & P International Holdings Limited (the "Company") and its subsidiaries (together the "Group") set out on pages 30 to 127 which comprise the consolidated and the Company's statements of financial position as at 31 December 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 Bermuda Companies Act 1981, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

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

#### 致堅寶國際控股有限公司全體股東 (於百慕達註冊成立之有限公司)

我們已審核載於第30至127頁的堅寶國際控股有限公司(「本公司」)及其附屬公司(統稱「本集團」)之綜合財務報告，此綜合財務報告包括二零一一年十二月三十一日的綜合財務狀況表和公司財務狀況表，與截至該日止年度的綜合利潤表、綜合全面收入表、綜合權益變動表、綜合現金流量表以及主要會計政策和其他附註解釋。

#### 董事就綜合財務報告須承擔的責任

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和香港公司法例的披露規定編製綜合財務報告，使其真實而公允地列報，以及制定董事認為必要的相關的內部控制，以使綜合財務報告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告作出意見及依據百慕達一九八一年公司法第90條向全體股東報告，而並不可作其他目的。我們概不就本報告的內容對其他任何人士負責或承擔責任。

我們已根據香港會計師公會頒佈的香港審核準則的規定執行審核。這些準則要求我們遵守職業道德規範，並規劃及執行審核，從而獲得合理確定此等綜合財務報告是否不存有任何重大錯誤陳述。

# 獨立核數師報告

## Independent Auditor's Report

### AUDITOR'S RESPONSIBILITY (continued)

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 judgement, 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 Group as at 31 December 2011, and of the Group's profit and cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards and have been properly prepared in accordance with the disclosure requirements of the Hong Kong Companies Ordinance.

**Mazars CPA Limited**  
*Certified Public Accountants*

Hong Kong, 28 March 2012

**Or Ming Chiu**  
*Practising Certificate number: P04786*

### 核數師的責任(續)

審核涉及執程序以獲取有關綜合財務報告所載金額和披露資料的審核證據。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告存有重大錯誤陳述的風險。在評估該等風險時，核數師考慮與該公司編制及真實而公允地列報綜合財務報告相關的內部監控，以設計適當的審核程序，但並非對公司的內部監控的有效性發表意見。審核亦包括評估董事所採用的會計政策的合適性及作出的會計估計的合理性，以及評估綜合財務報告的整體列報方式。

我們相信，我們所獲得的審核證據充足且適當地為我們的審核意見提供基礎。

### 意見

我們認為，該等綜合財務報告已根據香港財務報告準則真實而公允地反映 貴公司和 貴集團於二零一一年十二月三十一日的財務狀況及 貴集團截至該日止年度的溢利和現金流量，並已按照香港公司法例的披露規定妥為編製。

**瑪澤會計師事務所有限公司**  
*執業會計師*

香港，二零一二年三月二十八日

**柯銘樵**  
*執業證書號碼：P04786*

# 綜合利潤表

## Consolidated Income Statement

截至二零一一年十二月三十一日止年度  
Year ended 31 December 2011

		Notes 附註	2011 二零一一年 HK\$ 港元	2010 二零一零年 HK\$ 港元
<b>REVENUE</b>	收入	5	<b>413,838,845</b>	384,638,630
Cost of sales	銷售成本		<b>(336,229,677)</b>	(304,693,595)
Gross profit	毛利		<b>77,609,168</b>	79,945,035
Other income and gains	其他收入及收益	5	<b>5,258,182</b>	5,763,445
Selling and distribution costs	銷售及經銷成本		<b>(29,115,735)</b>	(29,543,237)
Administrative expenses	行政費用		<b>(23,027,902)</b>	(21,695,328)
Other expenses	其他費用	6	<b>(319,369)</b>	(270,752)
Finance costs	融資成本	8	<b>(854,014)</b>	(1,812,443)
<b>PROFIT BEFORE TAX</b>	除稅前溢利	7	<b>29,550,330</b>	32,386,720
Income tax expense	所得稅開支	11	<b>(3,792,440)</b>	(7,207,536)
<b>PROFIT FOR THE YEAR ATTRIBUTABLE TO OWNERS OF THE COMPANY</b>	本公司擁有人 所佔本年度溢利	12	<b>25,757,890</b>	25,179,184
<b>EARNINGS PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE COMPANY</b>	本公司普通股權益 持有人所佔每股盈利	14		
Basic	基本		<b>HK9.70 cents</b> 港仙	HK9.48 cents港仙
Diluted	攤薄		<b>HK9.67 cents</b> 港仙	HK9.47 cents港仙

Details of the dividends for the year are disclosed in note 13 to the financial statements.

本年度股息之詳情於財務報告附註13披露。

# 綜合全面收入表

## Consolidated Statement of Comprehensive Income

截至二零一一年十二月三十一日止年度  
Year ended 31 December 2011

		2011 二零一一年 HK\$ 港元	2010 二零一零年 HK\$ 港元
<b>PROFIT FOR THE YEAR</b>	本年度溢利	<b>25,757,890</b>	25,179,184
<b>OTHER COMPREHENSIVE INCOME</b>	其他全面收入		
Surplus arising from revaluation of land and buildings	土地及樓宇之重估盈餘	<b>6,689,229</b>	2,307,027
Income tax effect	所得稅影響	<b>(837,517)</b>	(330,365)
		<b>5,851,712</b>	1,976,662
Exchange differences on translation of foreign operations	換算海外業務時產生之匯兌差額	<b>3,765,127</b>	1,680,783
<b>OTHER COMPREHENSIVE INCOME FOR THE YEAR, NET OF TAX</b>	除稅後本年度其他全面收入	<b>9,616,839</b>	3,657,445
<b>TOTAL COMPREHENSIVE INCOME FOR THE YEAR</b>	本年度全面收入總額	<b>35,374,729</b>	28,836,629



# 綜合財務狀況表

## Consolidated Statement of Financial Position

於二零一一年十二月三十一日

At 31 December 2011

			2011 二零一一年 HK\$ 港元	2010 二零一零年 HK\$ 港元
<b>NON-CURRENT ASSETS</b>	<b>非流動資產</b>			
Property, plant and equipment	物業、廠房及設備	15	<b>145,290,969</b>	140,464,261
Prepaid land lease payments	預付土地租賃款	16	<b>13,634,367</b>	13,504,017
Other intangible assets	其他無形資產	17	<b>1,602,496</b>	4,070,829
Available-for-sale financial investment	可供出售金融投資	19	<b>680,000</b>	680,000
Deferred tax assets	遞延稅項資產	30	<b>2,521,406</b>	4,068,157
Prepaid rent	預付租金	20	<b>191,943</b>	234,000
			<hr/>	<hr/>
Total non-current assets	非流動資產總計		<b>163,921,181</b>	163,021,264
<b>CURRENT ASSETS</b>	<b>流動資產</b>			
Inventories	存貨	21	<b>33,783,152</b>	32,873,562
Prepayments, deposits and other receivables	預付款項、按金及其他應收款項	22	<b>9,540,849</b>	6,700,135
Trade and bills receivables	應收賬項及票據	23	<b>72,262,824</b>	58,393,380
Cash and cash equivalents	現金及現金等值項目	24	<b>27,604,333</b>	42,759,628
			<hr/>	<hr/>
Total current assets	流動資產總計		<b>143,191,158</b>	140,726,705
<b>CURRENT LIABILITIES</b>	<b>流動負債</b>			
Trade payables	應付賬項	25	<b>42,549,842</b>	40,837,096
Accrued liabilities and other payables	應計負債及其他應付款項	26	<b>32,861,926</b>	31,143,002
Derivative financial instrument	衍生金融工具	27	<b>319,369</b>	-
Interest-bearing bank and other borrowings	帶息銀行貸款及其他借貸	28	<b>12,663,868</b>	28,656,395
Tax payable	應繳稅項		<b>13,232,767</b>	15,378,484
			<hr/>	<hr/>
Total current liabilities	流動負債總計		<b>101,627,772</b>	116,014,977
<b>NET CURRENT ASSETS</b>	<b>流動資產淨值</b>		<b>41,563,386</b>	24,711,728
<b>TOTAL ASSETS LESS CURRENT LIABILITIES</b>	<b>總資產減流動負債</b>		<b>205,484,567</b>	187,732,992
<b>NON-CURRENT LIABILITIES</b>	<b>非流動負債</b>			
Deferred tax liabilities	遞延稅項負債	30	<b>2,613,049</b>	1,650,867
			<hr/>	<hr/>
Net assets	資產淨值		<b>202,871,518</b>	186,082,125

# 綜合財務狀況表(續)

## Consolidated Statement of Financial Position *(continued)*

於二零一一年十二月三十一日  
At 31 December 2011

			2011 二零一一年 HK\$ 港元	2010 二零一零年 HK\$ 港元
	Notes 附註			
<b>EQUITY</b>				
Issued capital	31	已發行股本	<b>26,550,480</b>	26,550,480
Reserves	33(a)	儲備	<b>165,700,846</b>	146,256,405
Proposed final dividend	13	建議末期股息	<b>10,620,192</b>	7,965,144
Proposed special dividend	13	建議特別股息	-	5,310,096
Total equity		權益總額	<b>202,871,518</b>	186,082,125

**Lai Pei Wor**  
賴培和  
*Director*  
董事

**Chan Yau Wah**  
陳友華  
*Director*  
董事

# 綜合權益變動表

## Consolidated Statement of Changes in Equity

截至二零一一年十二月三十一日止年度

Year ended 31 December 2011

		Issued capital 已發行股本 HK\$ 港元	Share premium account 股份溢價賬 HK\$ 港元	Share option reserve 購股權儲備 HK\$ 港元	Contributed surplus 繳入盈餘 HK\$ 港元	Asset revaluation reserve 資產重估儲備 HK\$ 港元	Exchange fluctuation reserve 匯兌波動儲備 HK\$ 港元	Retained profits 保留溢利 HK\$ 港元	Proposed dividends 建議股息 HK\$ 港元	Total equity 權益總額 HK\$ 港元
At 1 January 2011	於二零一一年 一月一日	26,550,480	50,541,281	96,000	660,651	11,289,052	5,597,338	78,072,083	13,275,240	186,082,125
Profit for the year	本年度溢利	-	-	-	-	-	-	25,757,890	-	25,757,890
Other comprehensive income for the year:	本年度其他全面 收入：									
Exchange differences on translation of foreign operations	換算海外業務時 產生之匯兌 差額	-	-	-	-	-	3,765,127	-	-	3,765,127
Surplus arising from revaluation of land and buildings	土地及樓宇之 重估盈餘	-	-	-	-	5,851,712	-	-	-	5,851,712
Total comprehensive income for the year	本年度全面收入總額	-	-	-	-	5,851,712	3,765,127	25,757,890	-	35,374,729
2010 final dividend paid (note 13)	支付二零一零年末期 股息 (附註13)	-	-	-	-	-	-	-	(7,965,144)	(7,965,144)
2010 special dividend paid (note 13)	支付二零一零年特別 股息 (附註13)	-	-	-	-	-	-	-	(5,310,096)	(5,310,096)
2011 interim dividend paid (note 13)	支付二零一一年中期 股息 (附註13)	-	-	-	-	-	-	(5,310,096)	-	(5,310,096)
2011 final dividend proposed (note 13)	建議二零一一年末期 股息 (附註13)	-	-	-	-	-	-	(10,620,192)	10,620,192	-
At 31 December 2011	於二零一一年 十二月三十一日	26,550,480	50,541,281*	96,000*	660,651*	17,140,764*	9,362,465*	87,899,685*	10,620,192	202,871,518

## 綜合權益變動表(續)

### Consolidated Statement of Changes in Equity (continued)

截至二零一一年十二月三十一日止年度

Year ended 31 December 2011

		Issued capital 已發行股本 HK\$ 港元	Share premium account 股份溢價賬 HK\$ 港元	Share option reserve 購股權儲備 HK\$ 港元	Contributed surplus 繳入盈餘 HK\$ 港元	Asset revaluation reserve 資產重估儲備 HK\$ 港元	Exchange fluctuation reserve 匯兌波動儲備 HK\$ 港元	Retained profits 保留溢利 HK\$ 港元	Proposed dividends 建議股息 HK\$ 港元	Total equity 權益總額 HK\$ 港元
At 1 January 2010	於二零一零年 一月一日	26,550,480	50,541,281	96,000	660,651	9,312,390	3,916,555	66,168,139	-	157,245,496
Profit for the year	本年度溢利	-	-	-	-	-	-	25,179,184	-	25,179,184
Other comprehensive income for the year:	本年度其他全面 收入:									
Exchange differences on translation of foreign operations	換算海外業務時 產生之匯兌 差額	-	-	-	-	-	1,680,783	-	-	1,680,783
Surplus arising from revaluation of land and buildings	土地及樓宇之 重估盈餘	-	-	-	-	1,976,662	-	-	-	1,976,662
Total comprehensive income for the year	本年度全面收入總額	-	-	-	-	1,976,662	1,680,783	25,179,184	-	28,836,629
2010 final dividend proposed (note 13)	建議二零一零年末期 股息(附註13)	-	-	-	-	-	-	(7,965,144)	7,965,144	-
2010 special dividend proposed (note 13)	建議二零一零年特別 股息(附註13)	-	-	-	-	-	-	(5,310,096)	5,310,096	-
At 31 December 2010	於二零一零年 十二月三十一日	26,550,480	50,541,281*	96,000*	660,651*	11,289,052*	5,597,338*	78,072,083*	13,275,240	186,082,125

\* These reserve accounts comprise the consolidated reserves of HK\$165,700,846 (2010: HK\$146,256,405) in the consolidated statement of financial position.

\* 於綜合財務狀況表中，這些儲備賬戶包含綜合儲備165,700,846港元(二零一零年：146,256,405港元)。

# 綜合現金流量表

## Consolidated Statement of Cash Flows

截至二零一一年十二月三十一日止年度

Year ended 31 December 2011

	Notes 附註	2011 二零一一年 HK\$ 港元	2010 二零一零年 HK\$ 港元
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>			
<b>經營活動的現金流量</b>			
Profit before tax		<b>29,550,330</b>	32,386,720
Adjustments for:			
Finance costs	8	<b>854,014</b>	1,812,443
Bank interest income		<b>(120,237)</b>	(55,835)
Depreciation	7	<b>13,649,802</b>	16,189,332
Amortisation of prepaid land lease payments	7	<b>305,175</b>	296,132
Amortisation of other intangible assets	7	<b>2,468,333</b>	4,075,000
Gain on disposal of items of property, plant and equipment	7	<b>(21,644)</b>	(663,180)
Fair value loss on a derivative financial instrument – transaction not qualified for hedge accounting	7	<b>319,369</b>	–
(Write back)/impairment of trade receivables	7	<b>(78,062)</b>	270,752
(Reversal of provision)/provision for slow-moving inventories	7	<b>(135,241)</b>	2,029,707
		<b>46,791,839</b>	56,341,071
Decrease in prepaid rent		<b>42,057</b>	234,000
(Increase)/decrease in inventories		<b>(324,374)</b>	2,253,848
(Increase)/decrease in prepayments, deposits and other receivables		<b>(2,778,863)</b>	6,083,353
(Increase)/decrease in trade and bills receivables		<b>(13,833,488)</b>	3,824,842
Increase/(decrease) in trade payables		<b>1,258,772</b>	(19,107,948)
Increase in accrued liabilities and other payables		<b>1,549,092</b>	6,295,938
Cash generated from operations		<b>32,705,035</b>	55,925,104
Interest received		<b>120,237</b>	55,835
Interest paid		<b>(837,020)</b>	(1,706,352)
Interest element on finance lease rental payments		<b>(16,994)</b>	(106,091)
Hong Kong profits tax paid		<b>(2,952,330)</b>	(1,734,104)
Overseas taxes paid		<b>(1,306,645)</b>	(730,382)
Net cash flows from operating activities – page 37		<b>27,712,283</b>	51,704,010

## 綜合現金流量表(續)

### Consolidated Statement of Cash Flows (continued)

截至二零一一年十二月三十一日止年度

Year ended 31 December 2011

	Notes 附註	2011 二零一一年 HK\$ 港元	2010 二零一零年 HK\$ 港元
Net cash flows from operating activities – page 36	經營業務之現金流入淨額 — 第36頁	<b>27,712,283</b>	51,704,010
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>	<b>投資活動之現金流量</b>		
Purchases of items of property, plant and equipment	購買物業、廠房及設備	<b>(8,612,160)</b>	(4,123,399)
Proceeds from disposal of items of property, plant and equipment	出售物業、廠房及設備所 得款項	<b>298,805</b>	736,502
Net cash flows used in investing activities	投資活動之現金流出淨額	<b>(8,313,355)</b>	(3,386,897)
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>	<b>融資活動之現金流量</b>		
Decrease in unsecured bank loans (Decrease)/increase in discounted bills	無抵押銀行貸款之減少 折扣性票據之(減少)/ 增加	<b>(1,765,490)</b>	(4,160,814)
Repayment of secured bank loan	償還抵押銀行貸款	<b>(515,878)</b>	473,920
Repayment of secured instalment loans	償還抵押分期付款	–	(11,400,000)
Repayment of unsecured instalment loans	償還無抵押分期付款	<b>(8,496,000)</b>	(2,265,600)
Capital element of finance lease rental payments	融資租約付款之資本部份	<b>(3,653,316)</b>	(5,542,985)
Repayment of loan from a director	償還董事貨款	<b>(1,561,843)</b>	(3,360,966)
Dividend paid	已付股息	–	(12,000,000)
		<b>(18,585,336)</b>	–
Net cash flows used in financing activities	融資活動之現金流出淨額	<b>(34,577,863)</b>	(38,256,445)
<b>NET (DECREASE)/INCREASE IN CASH AND CASH EQUIVALENTS</b>	<b>現金及現金等值項目之 (減少)/增加淨額</b>	<b>(15,178,935)</b>	10,060,668
Cash and cash equivalents at beginning of year	年初之現金及現金等值 項目	<b>42,759,628</b>	32,405,249
Effect of foreign exchange rate changes, net	匯率變動之影響，淨額	<b>23,640</b>	293,711
<b>CASH AND CASH EQUIVALENTS AT END OF YEAR</b>	<b>年終之現金及現金等值 項目</b>	<b>27,604,333</b>	42,759,628
<b>ANALYSIS OF BALANCES OF CASH AND CASH EQUIVALENTS</b>	<b>現金及現金等值項目 結餘之分析</b>		
Cash and bank balances	現金及銀行結存	24 <b>27,604,333</b>	27,262,375
Non-pledged time deposits with original maturity within three months when acquired	於獲取時距原有到期日在 三個月內之無抵押定期 存款	24 –	15,497,253
		<b>27,604,333</b>	42,759,628

# 財務狀況表

## Statement of Financial Position

於二零一一年十二月三十一日  
At 31 December 2011

		Notes 附註	2011 二零一一年 HK\$ 港元	2010 二零一零年 HK\$ 港元
<b>NON-CURRENT ASSETS</b>	<b>非流動資產</b>			
Investments in subsidiaries	附屬公司之投資	18	<b>102,088,949</b>	141,160,714
<b>CURRENT ASSETS</b>	<b>流動資產</b>			
Prepayments	預付款項	22	<b>230,840</b>	231,049
Dividend receivable	應收股息		<b>10,500,000</b>	–
Cash and cash equivalents	現金及現金等值項目	24	<b>33,431</b>	7,064
Total current assets	流動資產總計		<b>10,764,271</b>	238,113
<b>CURRENT LIABILITIES</b>	<b>流動負債</b>			
Accrued liabilities and other payables	應計負債及其他應付款項	26	<b>555,866</b>	198,886
<b>NET CURRENT ASSETS</b>	<b>流動資產淨值</b>		<b>10,208,405</b>	39,227
Net assets	資產淨值		<b>112,297,354</b>	141,199,941
<b>EQUITY</b>	<b>權益</b>			
Issued capital	已發行股本	31	<b>26,550,480</b>	26,550,480
Reserves	儲備	33(b)	<b>75,126,682</b>	101,374,221
Proposed final dividend	建議末期股息	13	<b>10,620,192</b>	7,965,144
Proposed special dividend	建議特別股息	13	–	5,310,096
Total equity	權益總額		<b>112,297,354</b>	141,199,941

**Lai Pei Wor**  
賴培和  
Director  
董事

**Chan Yau Wah**  
陳友華  
Director  
董事

# 財務報告附註

## Notes to Financial Statements

截至二零一一年十二月三十一日止年度  
Year ended 31 December 2011

### 1. CORPORATE INFORMATION

K & P International Holdings Limited (the "Company") is a limited liability company incorporated in Bermuda. Its registered office is located at Units 2304-06, 23rd Floor, Riley House, 88 Lei Muk Road, Kwai Chung, New Territories, Hong Kong.

During the year, the Company and its subsidiaries (together the "Group") were involved in the following principal activities:

- manufacture and sale of precision parts and components (comprising keypads, synthetic rubber and plastic components and parts, and liquid crystal displays); and
- design, manufacture and sale of consumer electronic products (comprising time, weather forecasting and other products).

There were no significant changes in the nature of the Group's principal activities during the year.

### 2.1 BASIS OF PREPARATION

These financial statements have been prepared in accordance with Hong Kong Financial Reporting Standards ("HKFRSs"), which collective term includes all applicable Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards ("HKASs") and Interpretations issued by the Hong Kong Institute of Certified Public Accountants, accounting principles generally accepted in Hong Kong and the disclosure requirements of the Hong Kong Companies Ordinance. These financial statements also comply with the applicable disclosure provisions of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited. These financial statements have been prepared under the historical cost convention, except for land and buildings, a derivative financial instrument and an available-for-sale financial investment, which have been measured at revalued amount/fair value. These financial statements are presented in Hong Kong dollars.

### 1. 公司資料

堅寶國際控股有限公司(「本公司」)是一間於百慕達註冊成立之有限公司。本公司之註冊辦事處為香港新界葵涌梨木道88號達利中心23樓2304-06室。

本公司及其附屬公司(統稱「本集團」)於年內之主要業務如下：

- 製造及銷售精密零部件(其中包括按鍵、合成橡膠及塑膠零部件及液晶體顯示器);及
- 設計、製造及銷售電子消費品(其中包括時計、天氣預計及其他產品)。

集團之主要業務於年內並無重大改變。

### 2.1 編製基準

本財務報告是根據香港財務報告準則(「香港財務報告準則」)編製。他為一統稱，包括香港會計師公會頒佈之所有適用香港財務報告準則、香港會計準則(「香港會計準則」)及詮釋、香港公認會計原則及香港公司法例之披露規定。本財務報告亦符合香港聯合交易所有限公司證券上市規則之適用披露規定。誠如下文所載會計政策闡釋，除土地及樓宇、衍生金融工具及可供出售金融投資以重估金額／公平價值計量外，本財務報告乃以歷史原值成本法計算。本財務報告以港元呈列。



## 財務報告附註(續)

### Notes to Financial Statements (continued)

截至二零一一年十二月三十一日止年度  
Year ended 31 December 2011

#### 2.1 BASIS OF PREPARATION (continued)

##### Basis of consolidation

The consolidated financial statements comprise the financial statements of the Company and all of its subsidiaries as at 31 December each year. The financial statements of the subsidiaries are prepared for the same reporting period as that of the Company, using consistent accounting policies.

All intra-group balances, transactions, income and expenses resulting from intra-group transactions are eliminated in full. The results of subsidiaries are consolidated from the date on which the Group obtains control and continue to be consolidated until the date that such control ceases.

##### Allocation of total comprehensive income

Profit or loss and each component of other comprehensive income are attributed to the owners of the parent and to the non-controlling interests. Total comprehensive income is attributed to the owners of the parent and the non-controlling interest even if this results in the non-controlling interest having a deficit balance.

##### Changes in ownership interest

Changes in the Group's ownership interest in a subsidiary that do not result in a loss of control are accounted for as equity transactions. The carrying amounts of the controlling and non-controlling interests are adjusted to reflect the changes in their relative interests in the subsidiary. Any difference between the amount by which the non-controlling interests are adjusted and the fair value of the consideration paid or received is recognised directly in equity and attributed to the owners of the parent.

When the Group loses control of a subsidiary, the gain or loss on disposal is calculated as the difference between (i) the aggregate of the fair value of the consideration received and the fair value of any retained interest determined at the date when control is lost and (ii) the carrying amount of the assets (including goodwill), and liabilities of the subsidiary and any non-controlling interests at the date when control is lost. The amounts previously recognised in other comprehensive income in relation to the disposed subsidiary is recognised on the same basis as would be required if the parent had directly disposed of the related assets or liabilities. Any investment retained in the former subsidiary and any amounts owed by or to the former subsidiary is accounted for as a financial asset/liability, associate, jointly controlled entity or others as appropriate from the date when control is lost.

#### 2.1 編製基準(續)

##### 綜合賬項基準

綜合財務報告包括本公司及其所有附屬公司截至每年十二月三十一日止年度之財務報告。附屬公司與本公司之財務報告的報告期間相同，並採用一致會計政策編製。

所有集團內公司間之結餘、交易和集團內公司間交易所產生的收入及支出均全數抵銷。附屬公司之業績自本集團取得控制權之日期起合併，並繼續合併至該控制權終止日期。

##### 分配全面收入總額

溢利或虧損及其他全面收入各組成部分均歸於母公司擁有人以及非控股權益。全面收入總額歸於母公司擁有人以及非控股權益，即使此舉會導致非控股權益之餘額出現虧蝕。

##### 擁有權權益變動

倘本集團於附屬公司之擁有權權益出現變動，但並無導致本集團失去對該附屬公司之控制權，則按權益交易入賬。本集團之權益與非控股權益之賬面值會作出調整，以反映其於附屬公司之相關權益之變動。非控股權益之調整款額與已付或已收代價之公平價值兩者間之任何差額，均直接於權益中確認並歸屬於母公司擁有人。

倘本集團失去對附屬公司之控制權，則出售損益按(i)已收代價之公平價值及於失去控制權當日所釐定任何保留權益之公平價值之總額與(ii)該附屬公司之資產(包括商譽)及負債以及任何非控股權益於失去控制權當日之賬面值之差額計算。先前就已出售附屬公司於其他全面收入確認之款額，會按猶如母公司已直接出售相關資產或負債之所需相同基準入賬。自控制權失去當日起，於前附屬公司保留之任何投資及該前附屬公司所結欠或應收之任何金額，入賬列為金融資產／負債、聯營公司、共同控制實體或其他(如適用)。

## 2.1 BASIS OF PREPARATION (continued)

### Basis of consolidation (continued)

These financial statements have been prepared on a basis consistent with the accounting policies adopted in the 2010 financial statements except for the adoption of the new/revised HKFRSs that are relevant to the Group and effective from the current year as set out in note 2.2 to the financial statements. A summary of other principal accounting policies adopted by the Group is set out in note 2.4 to the financial statements.

## 2.2 CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES

In the current year, the Group has applied the following new/revised HKFRSs for the first time. Other than as further explained, the adoption of the new/revised HKFRSs has had no significant impact on the financial statements of the Group.

### HKAS 24 (Revised) – Related Party Disclosures

HKAS 24 was revised to include a new definition of related party and to provide a partial exemption from the disclosure requirements in relation to related party transactions and outstanding balances (including commitments) with:

- (a) a government that has control, joint control or significant influence over the reporting entity; and
- (b) another entity that is a related party because the same government has control, joint control or significant influence over both the reporting entity and the other entity.

The Group adopted the new definition in its accounting policies but such adoption does not have an effect on the disclosures made in the financial statements.

### Improvements to HKFRSs 2010

The improvements comprise a number of improvements to HKFRSs including the following that are considered to be relevant to the Group:

## 2.1 編製基準(續)

### 綜合賬項基準(續)

除採納載於附註2.2與本集團相關並於本年度生效之新訂／經修訂香港財務報告準則，此等財務報告之編製基準與二零一零年財務報告所採納之會計政策貫徹一致。本集團採納之其他主要會計政策之概要載於本財務報告附註2.4。

## 2.2 會計政策及披露之變動

於本年度，本集團首次應用以下新訂／經修訂之香港財務報告準則。除進一步闡釋，採納該等新訂／經修訂之香港財務報告準則對本集團之財務報告並無重大影響。

### 香港會計準則第24號(經修訂) – 關連人士披露

香港會計準則第24號已經修訂，收納關連人士之新釋義，並豁免部分有關與以下各方進行關連人士交易及未結清結存(包括承擔)之披露規定：

- (a) 對呈報實體具有控制權、共同控制權或重大影響力之政府；及
- (b) 因同一政府同時對呈報實體及另一實體具有控制權、共同控制權或重大影響力而屬關連人士之另一實體。

本集團已將此新釋義納入其會計政策內，惟採納新釋義並不影響財務報告所作披露。

### 二零一零年香港財務報告準則之改進

有關改進包括多項香港財務報告準則之改進，當中適用於本集團的如下：

## 財務報告附註(續)

## Notes to Financial Statements (continued)

截至二零一一年十二月三十一日止年度  
Year ended 31 December 2011

### 2.2 CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES (continued)

#### Amendments to HKFRS 7 *Financial Instrument Disclosures: Clarification of disclosures*

The Amendments clarify the required level of disclosures about credit risk and collateral held and provide relief from disclosures previously required for renegotiated loans.

#### Amendments to HKAS 1 (Revised): *Presentation of Financial Statements: Clarification of statement of changes in equity*

The Amendments clarify that the reconciliation of each component of other comprehensive income may be presented either in the statement of changes in equity or in the notes to the financial statements. The Group has decided to continue presenting the reconciliation on the face of the consolidated statement of changes in equity and in note 33(b) to the consolidated financial statements.

### 2.3 ISSUED BUT NOT YET EFFECTIVE HKFRSs

At the date of authorisation of these financial statements, the HKICPA has issued a number of new/revised HKFRSs that are not yet effective for the current year, which the Group has not early adopted. Those HKFRSs that are pertinent to the Group's operations are as follows:

Amendments to HKFRS 7	<i>Disclosures – Transfer of Financial Assets</i> <sup>1</sup> <i>Disclosures – Offsetting Financial Assets and Financial Liabilities</i> <sup>4</sup> <i>Mandatory Effective Date of HKFRS 9 and Transition Disclosures</i> <sup>6</sup>
Amendments to HKAS 12	<i>Deferred Tax: Recovery of Underlying Assets</i> <sup>2</sup>
Amendments to HKAS 1 (Revised)	<i>Presentation of Items of Other Comprehensive Income</i> <sup>3</sup>
HKAS 19 (2011)	<i>Employee Benefits</i> <sup>4</sup>
HKAS 27 (2011)	<i>Separate Financial Statements</i> <sup>4</sup>
HKFRS 9	<i>Financial Instruments</i> <sup>6</sup>

### 2.2 會計政策及披露之變動(續)

#### 香港財務報告準則第7號之修訂金融工具披露：闡明披露規定

此修訂準則闡明就信貸風險及持有的抵押品的披露要求水平及解除於此修訂準則生效前對重新磋商之貸款的披露要求。

#### 香港會計準則第1號之修訂：財務報告的呈報：闡明權益變動表

相關修訂準則闡明其他全面收入內之項目調節可於權益變動表或財務報告附註中披露。本集團已決定繼續於綜合權益變動表及綜合財務報告附註33(b)內披露相關項目調節。

### 2.3 已頒佈但尚未生效之香港財務報告準則

於授權此等財務報告之日，本集團並無提早採納香港會計師公會已頒佈但於本年度尚未生效之若干新訂／經修訂之香港財務報告準則。下列為與本集團業務相關之香港財務報告準則。

香港財務報告準則第7號之修訂	披露－轉讓金融資產 <sup>1</sup> 披露－抵銷金融資產及金融負債 <sup>4</sup> 香港財務報告準則第9號的強制性生效日期及過渡性披露 <sup>6</sup>
香港會計準則第12號之修訂	遞延稅項：收回相關資產 <sup>2</sup>
香港會計準則第1號（經修訂）之修訂	其他全面收入項目之呈報 <sup>3</sup>
香港會計準則第19號（二零一一年）	僱員福利 <sup>4</sup>
香港會計準則第27號（二零一一年）	獨立財務報告 <sup>4</sup>
香港財務報告準則第9號	金融工具 <sup>6</sup>

2.3 ISSUED BUT NOT YET EFFECTIVE HKFRSs

(continued)

HKFRS 10	<i>Consolidated Financial Statements</i> <sup>4</sup>
HKFRS 12	<i>Disclosures of Interest with Other Entities</i> <sup>4</sup>
HKFRS 13	<i>Fair Value Measurement</i> <sup>4</sup>
Amendments to HKAS 32	<i>Presentation – Offsetting Financial Assets and Financial Liabilities</i> <sup>5</sup>

- <sup>1</sup> Effective for annual periods beginning on or after 1 July 2011
- <sup>2</sup> Effective for annual periods beginning on or after 1 January 2012
- <sup>3</sup> Effective for annual periods beginning on or after 1 July 2012
- <sup>4</sup> Effective for annual periods beginning on or after 1 January 2013
- <sup>5</sup> Effective for annual periods beginning on or after 1 January 2014
- <sup>6</sup> Effective for annual periods beginning on or after 1 January 2015

The directors are in the process of assessing the possible impact on the future adoption of these new/revised HKFRSs, but are not yet in a position to reasonably estimate their impact on the Group's financial statements. Future information about those changes is as follows:

**Amendments to HKFRS 7: Disclosures – Transfer of Financial Assets**

The Amendments enhance the disclosure requirements for transactions involving transfers of financial assets in order to provide greater transparency around risk exposures when a financial asset is transferred but the transferor retains some level of continuing exposure in the assets. The Amendments also require disclosures where transfers of financial assets are not evenly distributed throughout the period.

2.3 已頒佈但尚未生效之香港財務報告準則(續)

香港財務報告準則第10號	綜合財務報告 <sup>4</sup>
香港財務報告準則第12號	披露與其他實體之權益 <sup>4</sup>
香港財務報告準則第13號	公平價值計量 <sup>4</sup>
香港會計準則第32號之修訂	呈報－抵銷金融資產及金融負債 <sup>5</sup>

- <sup>1</sup> 於二零一一年七月一日或之後開始的年度期間生效
- <sup>2</sup> 於二零一二年一月一日或之後開始的年度期間生效
- <sup>3</sup> 於二零一二年七月一日或之後開始的年度期間生效
- <sup>4</sup> 於二零一三年一月一日或之後開始的年度期間生效
- <sup>5</sup> 於二零一四年一月一日或之後開始的年度期間生效
- <sup>6</sup> 於二零一五年一月一日或之後開始的年度期間生效

董事現正評估未來採納該等新訂／經修訂香港財務報告準則可能構成之影響，但未能合理估計其對本集團綜合財務報告之影響。該等變動之進一步資料如下：

**香港財務報告準則第7號之修訂：披露－轉移金融資產**

該修訂增加對涉及金融資產轉讓之交易作出披露之規定，就於一項金融資產被轉讓而轉讓人保留該項資產一定程度之持續風險承擔時，提高風險承擔之透明度。該修訂亦要求於整個期間內金融資產轉讓並非均衡分佈時作出披露。

## 財務報告附註(續)

### Notes to Financial Statements (continued)

截至二零一一年十二月三十一日止年度

Year ended 31 December 2011

#### 2.3 ISSUED BUT NOT YET EFFECTIVE HKFRSs

(continued)

##### **Amendments to HKAS 32 Presentation – Offsetting Financial Assets and Financial Liabilities and Amendments to HKFRS 7 Disclosures – Offsetting Financial Assets and Financial Liabilities**

The Amendments to HKAS 32 clarify existing application issues relating to the offsetting requirements. Specifically, the Amendments clarify the meaning of “currently has a legally enforceable right of set-off” and “simultaneous realisation and settlement”.

The Amendments to HKFRS 7 require entities to disclose information about rights of offset and related arrangements (such as collateral posting requirements) for financial instruments under an enforceable master netting agreement or similar arrangement.

##### **Amendments to HKAS 12: Deferred Tax: Recovery of Underlying Assets**

The Amendments introduce a rebuttable presumption that, if a deferred tax liability or asset arises from investment property carried at fair value under HKAS 40: *Investment Property*, the carrying amount of the investment property will be recovered through sale. However, this presumption is rebutted when there is clear evidence that the entity will consume substantially all economic benefits embodied in the investment property over time, rather than through sale. In addition, the Amendments incorporate the guidance in HK(SIC) – Int 21: *Income Taxes – Recovery of Revalued Non-Depreciable Assets* in the Standard.

##### **Amendments to HKAS 1(Revised): Presentation of Items of Other Comprehensive Income**

The Amendments to HKAS 1 (Revised) require the reporting entity to group together items within other comprehensive income (“OCI”) that may be reclassified to the profit or loss section of the income statement. The Amendments also reaffirm existing requirements that items in OCI and profit or loss should be presented as either a single statement or two consecutive statements.

#### 2.3 已頒佈但尚未生效之香港財務報告準則(續)

香港會計準則第32號之修訂 – 抵銷金融資產及金融負債以及香港財務報告準則第7號之披露 – 抵銷金融資產及金融負債

香港會計準則第32號之修訂澄清現有有關抵銷規定的應用問題。特別是該修訂澄清「目前擁有可合法強制執行沖銷的權利」及「同時變現及結算」的涵義。

香港財務報告準則第7號之修訂要求實體披露有關根據可強制執行的總淨額結算協議或類似安排下金融工具的抵銷權利及相關安排(如抵押品記賬規定)的資料。

##### 香港會計準則第12號之修訂：遞延稅項：收回相關資產

此修訂引入一項可被推翻的推定 – 若根據香港會計準則第40號：投資物業按公平價值列賬之投資物業產生遞延稅項負債或資產，則此項投資之賬面值將通過出售而收回。然而，若有明顯證據證明該實體將隨時間，而非通過出售消耗該投資物業所體現之絕大部份經濟得益，則此項推定會被推翻。此外，有關修訂納入了香港(常務詮釋委員會) – 詮釋第21號：所得稅 – 收回經重估之不計提折舊資產的指引在此準則。

##### 香港會計準則第1號(經修訂)之修訂：呈列其他全面收入項目

香港會計準則第1號(經修訂)之修訂要求報告實體把可重新分類至利潤表的盈餘或虧損部分之其他全面收入項目歸為同一組別。該修訂還重申現行以單一報表或兩份相連報表呈列損益項目及其他全面收入項目之規定。

## 2.3 ISSUED BUT NOT YET EFFECTIVE HKFRSs

(continued)

### HKAS 19 (2011): *Employee Benefits*

The issuance of HKAS 19 (2011) completes improvements to the accounting requirements for pensions and other post-employment benefits and HKAS 19 (2011) makes important improvements by:

- Eliminating an option to defer the recognition of gains and losses, known as the “corridor method”, to improve the comparability and faithfulness of presentation.
- Streamlining the presentation of changes in assets and liabilities arising from defined benefit plans, including requiring remeasurements to be presented in OCI, thereby separating those changes from changes that are perceived to be the result of an entity’s day-to-day operations.
- Enhancing the disclosure requirements for defined benefit plans, and providing better information about the characteristics of defined benefit plans and the risks that entities are exposed to through participation in those plans.

### HKFRS 9: *Financial Instruments*

The Standard uses a single approach to determine whether a financial asset is measured at amortised cost or fair value, replacing the many different rules in HKAS 39 *Financial Instruments: Recognition and Measurement*. The approach in HKFRS 9 is based on how an entity manages its financial instruments (its business model) and the contractual cash flow characteristics of the financial assets. In addition, HKFRS 9 requires changes in fair value of financial liabilities (designated as at fair value through profit or loss) attributable to changes in the credit risk of those liabilities to be recognised in other comprehensive income, unless such recognition would create or enlarge an accounting mismatch in profit or loss.

## 2.3 已頒佈但尚未生效之香港財務報告準則(續)

### 香港會計準則第19號(二零一一年): *僱員福利*

香港會計準則第19號(二零一一年)的發行為完善對退休金和其他離職後福利的會計規定，而香港會計準則第19號(二零一一年)作出的重大改進：

- 取消遞延確認收益及虧損之選擇，稱為「迴廊法」，以提高呈列的可比較和忠實性。
- 精簡對界定福利計劃的資產和負債變動的呈列，包括要求呈列在其他全面收入的重新計量，從而把這些變動與被認為是因一個實體的日常運作所導致的變動分離。
- 提高對界定福利計劃的披露要求，並提供更完善資料於有關界定福利計劃的特點以及實體通過參與這些計劃所承受的風險。

### 香港財務報告準則第9號: *金融工具*

該準則使用單一的方法，以確定是否用攤銷成本或公平價值計量，並取代了許多不同於香港會計準則第39號金融工具：確認和計量的規則。香港財務報告準則第9號的方式是基於實體如何管理其金融工具(其業務模式)及金融資產的合約現金流量特性。此外，香港財務報告準則第9號要求金融負債(被指定為以公平價值計入損益)，因其信用風險變動而產生的公平價值變動，需於其他全面收入中確認，除非該等確認會產生或擴大損益的會計錯配。

## 財務報告附註(續)

### Notes to Financial Statements (continued)

截至二零一一年十二月三十一日止年度  
Year ended 31 December 2011

#### 2.3 ISSUED BUT NOT YET EFFECTIVE HKFRSs

(continued)

##### HKAS 27 (2011) *Separate Financial Statements*

##### HKFRS 10 *Consolidated Financial Statements*

##### HKFRS 12 *Disclosures of interests with Other Entities*

- HKAS 27 is revised to conform with the changes introduced by the above new standard. In particular, it is revised to address only the requirements related to separate financial statements, instead of both the consolidated and separate financial statements.
- HKFRS 10 builds on existing principles by redefining control and identifying the concept of control as the determining factor for whether an entity should be consolidated within the consolidated financial statements of the parent company. The Standard provides additional guidance to assist in the determination of control where this is difficult to assess.
- HKFRS 12 Disclosure of Interests in Other Entities is a new and comprehensive standard on disclosure requirements for all forms of interests in other entities, including subsidiaries, joint arrangements, associates, special purpose vehicles and other off balance sheet vehicles.

##### HKFRS 13 *Fair Value Measurement*

This new standard improves consistency and reduces complexity by providing, for the first time, a precise definition of fair value and a single source of fair value measurement and disclosure requirements for use across HKFRSs. The requirements do not extend the use of fair value accounting, but only provide guidance on how it should be applied where its use is already required or permitted by other standards within HKFRSs.

#### 2.3 已頒佈但尚未生效之香港財務報告準則(續)

香港會計準則第27號(二零一一年)  
*獨立財務報告*

香港財務報告準則第10號  
*綜合財務報告*

香港財務報告準則第12號  
*披露與其他實體之權益*

- 香港會計準則第27號已修訂，是為符合上述新準則帶來的變化。特別是，該修訂只涉及獨立財務報告的有關規定，而非綜合及獨立財務報告。
- 香港財務報告準則第10號在現行的原則基礎下，重新為控制作定義及辨識決定控制概念的因素是否一個實體應合併在母公司的綜合財務報告。該準則提供了額外指引，以協助於難以評估下判斷控制。
- 香港財務報告準則第12號披露於其他實體之權益，是一個全新及全面的披露要求準則，其用於一切形式所佔其他實體之權益，包括附屬公司、合營安排、聯營企業、特別用途工具及其他於資產負債表以外的工具。

##### 香港財務報告準則第13號 *公平價值計量*

此新準則首次透過提供公平價值的精確定義及公平價值計量的單一來源及於香港財務報告準則使用的披露規定而提升一致性及減低複雜性。該等規定並不擴大公平價值會計的使用，惟就其使用在已由香港財務報告準則內其他準則規定或准許的情況下應如何應用提供指引。

## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

### Subsidiaries

A subsidiary is an entity in which the Group has the power to govern the financial and operating policies so as to obtain benefits from its activities.

The results of subsidiaries are accounted for by the Company on the basis of dividends received and receivable. The Company's investments in subsidiaries are stated at cost less any impairment losses.

### Impairment of other assets

Other than deferred tax assets, inventories and financial assets within the scope of HKAS 39, where an indication of impairment exists, or when annual impairment testing for an asset is required, the asset's recoverable amount is estimated. An asset's recoverable amount is the higher of the asset's value in use and its fair value less costs to sell, and is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets, in which case the recoverable amount is determined for the cash-generating unit to which the asset belongs.

An impairment loss is recognised only if the carrying amount of an asset or a cash generating unit exceeds its recoverable amount. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset or the cash-generating unit. An impairment loss is charged to the income statement in the period in which it arises, unless the asset is carried at a revalued amount, in which case the impairment loss is accounted for in accordance with the relevant accounting policy for that revalued asset.

## 2.4 重大會計政策概要

### 附屬公司

附屬公司乃本集團有權控制其財務及經營政策以從其業務取得利益之實體。

本公司按已收及應收股息將附屬公司業績入賬。本公司於附屬公司之投資以成本扣除任何減值虧損列賬。

### 其他資產減值

香港會計準則第39號所界定內之遞延稅項資產、存貨及金融資產以外，當有跡象顯示減值或當資產需要進行年度減值測試時，需預計資產的可收回金額。資產的可收回金額以資產的使用價值，或其公平價值減去銷售成本兩者的較高者計算，並就個別資產釐定，除非資產不會產生頗大程度獨立於其他資產或資產組合的現金流入，在此情況下可收回金額則以資產所屬的現金產生單位釐定。

如資產之賬面值或現金產生單位超逾其可收回金額時，減值虧損方予確認。於評估使用價值時，估計日後現金流量按反映現時市場評估的貨幣時間值及資產特定風險或現金產生單位的除稅前折現率折減至現值。減值虧損於產生期間自利潤表扣除，除非該資產以重估價值列賬，在該情況下，減值虧損根據有關重估資產之會計政策列賬。



## 財務報告附註(續)

## Notes to Financial Statements (continued)

截至二零一一年十二月三十一日止年度  
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### 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

#### Impairment of other assets (continued)

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

#### Related parties

A related party is a person or entity that is related to the Group.

- (a) A person or a close member of that person's family is related to the Group if that person:
  - (i) has control or joint control over the Group;
  - (ii) has significant influence over the Group; or
  - (iii) is a member of the key management personnel of the Group or of the parent of the Group.
- (b) An entity is related to the Group if any of the following conditions applies:
  - (i) The entity and the Group are members of the same group (which means that each parent, subsidiary and fellow subsidiary is related to the others).
  - (ii) One entity is an associate or joint venture of the other entity (or an associate or joint venture of a member of a group of which the other entity is a member).

### 2.4 重大會計政策概要(續)

#### 其他資產減值(續)

於每個報告期末會評估是否有任何跡象顯示過往已確認的減值虧損不再存在或減少。倘出現該等跡象，則會估計可收回金額。過往確認的資產減值虧損(商譽除外)，僅用於釐定資產可收回金額的估計改變時撥回，惟撥回後的數額不得高於過往年度若並無就資產確認減值虧損而應有的賬面值。減值虧損的撥回於呈現期間計入利潤表，除非該資產以重估價值列賬，在此情況下，減值虧損根據重估資產相關之會計政策列賬。

#### 關連人士

該人士或實體被視為本集團關連人士。

- (a) 該人士為以下人士或以下人士家庭之近親被視為本集團關連人士：
  - (i) 控制或共同控制本集團；
  - (ii) 對本集團有重大影響力；或
  - (iii) 為本集團或本集團母公司主要管理層職員之成員。
- (b) 該實體被視為本集團關連人士倘符合下列任何條件：
  - (i) 該實體及本集團為相同集團之成員公司(即各母公司、附屬公司及同系附屬公司為互相關連)。
  - (ii) 一個實體是另一實體的聯營或合營企業(或集團成員之聯營或合營企業，而該當中另一實體為成員)。

**2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)**

**Related parties (continued)**

- (b) An entity is related to the Group if any of the following conditions applies: (continued)
- (iii) Both entities are joint ventures of the same third party.
  - (iv) One entity is a joint venture of a third entity and the other entity is an associate of the third entity.
  - (v) The entity is a post-employment benefit plan for the benefit of employees of either the Group or an entity related to the Group. If the Group is itself such a plan, the sponsoring employers are also related to the Group.
  - (vi) The entity is controlled or jointly controlled by a person identified in (a).
  - (vii) A person identified in (a)(i) has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity).

Close members of the family of a person are those family members who may be expected to influence, or be influenced by, that person in their dealings with the entity and include:

- (a) that person's children and spouse or domestic partner;
- (b) children of that person's spouse or domestic partner; and
- (c) dependants of that person or that person's spouse or domestic partner.

In the definition of a related party, an associate includes subsidiaries of the associate and a joint venture includes subsidiaries of the joint venture.

**2.4 重大會計政策概要(續)**

**關連人士(續)**

- (b) 該實體被視為本集團關連人士倘符合下列任何條件：(續)
- (iii) 兩個實體皆為相同第三方之合營企業。
  - (iv) 一個實體為第三方實體之合營企業及另一實體為該第三方實體之聯營公司。
  - (v) 有關實體為本集團或與本集團有關連之實體為僱員福利而設之離職後福利計劃。倘本集團本身便是該計劃，而提供資助的僱主亦被視為有關本集團。
  - (vi) 有關實體受(a)項所述人士控制或共同控制。
  - (vii) 於(a)(i)項所述人士可對該實體有重大影響力或是該實體(或該實體之母公司)之主要管理層職員之成員。

該人士之近親為可能被預期與實體進行交易時影響該人士或受該人士影響之該等家庭成員並包括：

- (a) 該人士之子女及配偶或家庭夥伴；
- (b) 該人士之配偶或家庭夥伴之子女；及
- (c) 該人士或該人士之配偶或家庭夥伴之家屬。

在關連人士的定義，聯營公司包括該聯營附屬公司，而合營企業包括該合營企業附屬公司。

## 財務報告附註(續)

### Notes to Financial Statements (continued)

截至二零一一年十二月三十一日止年度  
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#### 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

##### Property, plant and equipment and depreciation

Property, plant and equipment, other than construction in progress, are stated at cost or valuation less accumulated depreciation and any impairment losses. The cost of an item of property, plant and equipment comprises its purchase price and any directly attributable costs of bringing the asset to its working condition and location for its intended use. Expenditure incurred after items of property, plant and equipment have been put into operation, such as repairs and maintenance, is normally charged to the income statement in the period in which it is incurred. In situations where the recognition criteria are satisfied, the expenditure for a major inspection is capitalised in the carrying amount of the asset as a replacement. Where significant parts of property, plant and equipment are required to be replaced at intervals, the Group recognises such parts as individual assets with specific useful lives and depreciation.

Land and buildings are stated at revalued amount, being the fair value at the date of valuation less accumulated depreciation and accumulated impairment losses. Valuations are performed frequently enough to ensure that the fair value of a revalued asset does not differ materially from its carrying amount. Changes in the values of property, plant and equipment are dealt with as movements in the asset revaluation reserve. If the total of this reserve is insufficient to cover a deficit, (on an individual asset basis), the excess of the deficit is charged to the income statement. Any subsequent revaluation surplus is credited to the income statement to the extent of the deficit previously charged.

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

Land and buildings	2% to 2.7%
Leasehold improvements	25% to 30%
Plant and machinery	10% to 25%
Furniture, fixtures and office equipment	10% to 30%
Motor vehicles	20% to 25%
Moulds	20% to 33.33%

Assets held under finance leases are depreciated over the shorter of their expected useful lives or the term of the leases.

#### 2.4 重大會計政策概要(續)

##### 物業、廠房及設備及折舊

除在建工程外，物業、廠房及設備乃以成本或估值減累計折舊及任何減值虧損後列賬。物業、廠房及設備項目之成本包括購買價及將該資產達至所定之運作情況及地點之任何直接應佔成本。於物業、廠房及設備項目運作後所引致之維修及保養費用等開支，一般均自費用產生期間從利潤表扣除。倘達到確認標準，則重大檢查的開支會於資產賬面值中資本化作為替換。倘須定期替換大部分物業、廠房及設備，則本集團會將該等部分確認為有特定可使用年期及折舊的個別資產。

土地及樓宇乃按重估價值，即以估值日期之公平價值減累積折舊及累積減值虧損列賬。重估資產之公平價值會進行足夠頻密之評估以確保不會與其賬面值有重大差別。物業、廠房及設備之價值改變以固定資產重估儲備之變動處理。若儲備總額不足以抵銷虧蝕(按個別資產計算)，則多出之虧蝕於利潤表中扣除。其後重估產生之任何盈餘則計入利潤表，惟不得超出先前所扣除之虧蝕數額。

各項物業、廠房及設備之折舊乃以直線法按其估計可使用年期撇銷其成本或估值計算。用以計算折舊之主要年率如下：

土地及樓宇	2%至2.7%
租賃物業裝修	25%至30%
廠房及機器	10%至25%
傢俬、裝置及辦公室設備	10%至30%
汽車	20%至25%
模具	20%至33.33%

融資租賃所持之資產，按估計可使用年期或租期兩者之中較低者計算折舊。

## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

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

Where parts of an item of property, plant and equipment have different useful lives, the cost of that item is allocated on a reasonable basis among the parts and each part is depreciated separately. Residual values, useful lives and the depreciation method are reviewed, and adjusted if appropriate, at least at each financial year end.

An item of property, plant and equipment and any significant part initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss on disposal or retirement recognised in the income statement in the year the asset is derecognised is the difference between the net sales proceeds and the carrying amount of the relevant asset. On disposal of a revaluated assets the relevant portion of the asset revaluation reserve realised in respect of previous valuations is transferred to retained profits as a movement in reserves.

Construction in progress represents a building under construction, which is stated at cost less any impairment losses, and is not depreciated. Cost comprises the direct costs of construction during the period of construction. Construction in progress is reclassified to the appropriate category of property, plant and equipment when completed and ready for use.

### Intangible assets (other than goodwill)

Intangible assets acquired separately are measured on initial recognition at cost. The cost of intangible assets acquired in a business combination is the fair value as at the date of acquisition. The useful lives of intangible assets are assessed to be either finite or indefinite. Intangible assets with finite lives are subsequently amortised over the useful life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method for an intangible asset with a finite useful life are reviewed at least at each financial year end.

## 2.4 重大會計政策概要(續)

### 物業、廠房及設備及折舊(續)

倘若物業、廠房及設備項目之部份具不同使用期限，該項目之成本按合理基準分配給各部份，由各部份各自計算折舊。剩餘價值、可使用年期及折舊方法至少於每個財務年度末審閱及在適當時進行調整。

物業、廠房及設備及其他重要部份項目初步確認，乃於出售後或當預期使用或出售該項目將不會產生未來經濟利益時取消確認。在取消確認該資產的年度於利潤表確認其出售或棄用的數額即出售相關資產所得款項淨額與賬面值之差額。出售已重估之資產時，將先前估值的資產重估儲備中之有關部份將轉撥至保留溢利作儲備變動處理。

在建工程指在興建的樓宇，按成本減去減值虧損且不計折舊入賬。成本包括建築期內的直接建築成本。在建工程竣工且可供使用時，將重新分類至物業、廠房和設備的恰當類別。

### 無形資產(除了商譽)

個別收購的無形資產於初步確認時按成本計量。業務合併之中收購無形資產的成本乃該資產於收購日期的公平價值。無形資產之可使用年期乃評估為有限或無限。具有有限使用年期之無形資產隨後按可使用年期攤銷，並於該無形資產出現減值跡象時作評估減值。具有有限可使用年期之無形資產之攤銷年期及攤銷方法須至少於每個財政年度末作檢核。

## 財務報告附註(續)

### Notes to Financial Statements (continued)

截至二零一一年十二月三十一日止年度

Year ended 31 December 2011

#### 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

##### Intangible assets (other than goodwill) (continued)

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

##### Development costs

Expenditure incurred on projects to develop new products is capitalised and deferred only when the Group can demonstrate the technical feasibility of completing the intangible asset so that it will be available for use or sale, its intention to complete and its ability to use or sell the asset, how the asset will generate future economic benefits, the availability of resources to complete the project and the ability to measure reliably the expenditure during the development. Product development expenditure which does not meet these criteria is expensed when incurred.

Deferred development costs are stated at cost less accumulated amortisation and any impairment losses and are amortised using the straight-line basis over the commercial lives of the underlying products (not exceeding five years), commencing from the date when the products are put into commercial production.

##### Licenses

Licenses are stated at cost less accumulated amortisation and any impairment losses and are amortised on the straight-line basis over their estimated useful lives of five years.

#### 2.4 重大會計政策概要(續)

##### 無形資產(除了商譽)(續)

具無限使用年期之無形資產於每年個別或於現金產生單位水平作減值測試。該等無形資產不會被攤銷。每年檢討具無限使用年期的無形資產之可使用年期，以釐定無限年期之評估是否仍然成立。若評估不成立，則可使用年期之評估自此由按無限年期更改為有限使用年期計量。

##### 開發成本

僅當所涉及的項目可明確界定，其開支可單獨確認並能可靠地計量，並且合理地確定該項目在技術上可行，其產品亦具有商業價值時，開發新產品的項目所產生的開支將予以資本化，並作遞延處理。不符合此等標準的產品開發成本於產生時列為開支。

遞延開發成本乃以成本減累計攤銷及任何減值虧損後列賬，攤銷乃按產品商業年限(不超過五年)由產品開始投入產業生產起以直線法計算。

##### 使用權

使用權乃按成本減累計攤銷及任何減值虧損後列賬，並按估計可使用年期分五年以直線法攤銷。

**2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)****Leases**

Leases that transfer substantially all the rewards and risks of ownership of assets to the Group are accounted for as finance leases. All other leases are classified as operating leases. At the inception of a finance lease, the cost of the leased asset is capitalised at the lower of the fair value of the leased assets and the present value of the minimum lease payments and recorded together with the obligation, (excluding the interest element), to reflect the purchase and financing. Assets held under capitalised finance leases are recognised as assets of the Group. Prepaid land lease payments under finance lease are included in property, plant and equipment, and depreciated over the shorter of the lease term and the estimated useful lives of the assets. The finance costs of such leases are charged to the income statement so as to provide a constant periodic rate of charge over the lease term.

Rentals payable under operating leases net of any incentives are charged to the income statement on the straight-line basis over the lease term.

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

**Financial assets***Initial recognition and measurement*

Financial assets are classified as financial assets at fair value through profit or loss, loans and receivables, held-to-maturity investments, available-for-sale financial investments, or as derivatives designated as hedging instruments in an effective hedge, as appropriate. The Group determines the classification of its financial assets at initial recognition. When financial assets are recognised initially, they are measured at fair value, plus, in the case of investments not at fair value through profit or loss, directly attributable transaction costs.

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

**2.4 重大會計政策概要(續)****租賃**

凡將資產擁有權之大部份回報及風險撥歸本集團之租賃均列為融資租賃。所有其他租賃均分類為經營租賃。當融資租賃生效時，租賃資產之成本將按租賃資產之公平價值及最少租賃費用的現值之較低者撥作資本，並連同租賃責任(不包括利息)入賬，以反映採購與融資。資本化融資租賃所持之資產確認為本集團之資產。融資租賃下之預付土地租賃款會包括物業、廠房及設備內並按租期或資產之估計可使用年期兩者之中較低者計算折舊。上述租賃之融資成本自利潤表扣除，以於租約期作出定期額扣減。

經營租約之應付租金扣除任何獎勵，乃按直線法在租約期內於利潤表中扣除。

經營租賃之預付土地租賃款起始時以成本列賬，之後按直線法在租約期內確認。

**金融資產***初步確認及計量*

金融資產按適當的分類為經損益賬按公平價值列賬之金融資產，貸款及應收賬款、持有至到期之投資及可供出售金融投資，或衍生工具指定作有效對沖的對沖工具。本集團於初步確認時決定其金融資產的分類。金融資產於起始確認時以公平價值加該投資並非按公平價值經損益列賬的情況，直接應佔交易成本計算。

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

## 財務報告附註(續)

## Notes to Financial Statements (continued)

截至二零一一年十二月三十一日止年度  
Year ended 31 December 2011

### 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

#### Financial assets (continued)

##### Initial recognition and measurement (continued)

The Group's financial assets include cash and bank balances, trade and bills receivables, deposits and other receivables, and available-for-sale financial investment.

##### Subsequent measurement

The subsequent measurement of financial assets depends on their classification as follows:

##### Financial assets at fair value through profit or loss

Financial assets at fair value through profit or loss include financial assets held for trading and financial assets designated upon initial recognition as at fair value through profit or loss. Financial assets are classified as held for trading if they are acquired for the purpose of sale in the near term. This category includes derivative financial instruments entered into by the Group that are not designated as hedging instruments in hedge relationships as defined by HKAS 39. Derivatives are also classified as held for trading unless they are designated as effective hedging instruments. Financial assets at fair value through profit or loss are carried in the statement of financial position at fair value with changes in fair value recognised in the income statement. These net fair value changes do not include any dividends or interest earned on these financial assets, which are recognised in accordance with the policies set out for "Revenue recognition" below.

The Group evaluates its financial assets at fair value through profit or loss (held for trading) to assess whether the intent to sell them in the near term is still appropriate. When the Group is unable to trade these financial assets due to inactive markets and management's intent to sell them in the foreseeable future significantly changes, the Group may elect to reclassify these financial assets in rare circumstances. The reclassification from financial assets at fair value through profit or loss to loans and receivables, available-for-sale financial assets or held-to-maturity investments depends on the nature of the assets. This evaluation does not affect any financial assets designated at fair value through profit or loss using the fair value option at designation and derivative financial assets.

### 2.4 重大會計政策概要(續)

#### 金融資產(續)

##### 初步確認及計量(續)

本集團的金融資產包括現金及銀行結存，應收賬項及票據，按金及其他應收款項及可供出售金融投資。

##### 隨後計量

金融資產在隨後計量根據他們分類如下：

##### 以公平價值計入損益的金融資產

以公平價值計入損益的財務資產包括為交易而持有的金融資產和初始確認時指定為以公平價值計入損益的金融資產。金融資產如以短期出售為目的而購買，則分類為以買賣目的而持有之投資。香港會計準則第39號的定義，這分類包括本集團進入的衍生金融工具並非指定為有對沖關係的對沖工具。衍生工具同樣分類為交易而持有的，除非其被指定為有效的對沖工具。於利潤表確認以公平價值變動計入損益的金融資產的公平價值損益以公平價值入賬在財務狀況表內。這些公平價值的變動並不包括任何於該等金融資產賺取之股息或利息，該等股息或利息根據下文「收入確認」所載之政策確認。

本集團會評估其金融資產的公平價值計入損益(持作貿易)，以評估是否仍然適當有意在短期內出售他們。由於不活躍的市場及管理層出售他們的意願在可預見的將來有重大變化，這時本集團無法貿易這些金融資產，在僅少數情況下，本集團可能會選擇將其金融資產重新分類。以公平價值計入損益的金融資產會按其資產性質重新分類至貸款及應收賬款、可供出售金融資產或持有至到期投資。此重估不會影響任何指明利用按公平價值計入損益的公平期權的金融資產及衍生金融資產。

**2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)****Financial assets (continued)***Financial assets at fair value through profit or loss (continued)*

Derivatives embedded in host contracts are accounted for as separate derivatives and recorded at fair value if their economic characteristics and risks are not closely related to those of the host contracts and the host contracts are not held for trading or designated at fair value through profit or loss. These embedded derivatives are measured at fair value with changes in fair value recognised in the income statement.

*Loans and receivables*

Loans and receivables including cash and cash equivalents, trade and other receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market and are not held for trading. They are measured at amortised cost using the effective interest method, except where receivables are interest-free loans and without any fixed repayment term or the effect of discounting would be insignificant. In such case, the receivables are stated at cost less impairment loss. Amortised cost is calculated by taking into account any discount or premium on acquisition over the period to maturity. Gains and losses arising from derecognition, impairment or through the amortisation process are recognised in income statement.

*Available-for-sale financial investments*

Available-for-sale financial investments are non-derivative financial assets that are either designated at this category or not classified in any of the other categories of financial assets.

**2.4 重大會計政策概要(續)****金融資產(續)***以公平價值計入損益的金融資產(續)*

當內含主合約嵌入式衍生工具之經濟特徵及風險與主合約並無緊密關連及主合約並非持作貿易或指明按公平價值計入損益，將以獨立衍生工具及按公平價值列賬。此內含嵌入式衍生工具以公平價值列賬計量，而公平價值之變動會確認在利潤表中。

*貸款及應收賬款*

貸款及應收賬款包括現金及現金等值項目，貿易及其他應收款為具有固定或可確定款項，但在活躍市場中無報價且非持作買賣之非衍生金融資產。他用實際利率法按攤銷成本計量，惟應收賬項為無固定還款期或折現影響不大之免息貸款。在此情況下，應收賬款按成本減值虧損列賬。攤銷成本於到期前期間計入收購之任何折讓或溢價後計算。終止確認、減值或透過攤銷過程所產生之收益及虧損於利潤表內確認。

*可供出售金融投資*

可供出售金融投資為指定為此類別或不予分類為其他金融資產類別之非衍生金融資產。



## 財務報告附註(續)

## Notes to Financial Statements (continued)

截至二零一一年十二月三十一日止年度

Year ended 31 December 2011

### 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

#### Financial assets (continued)

##### Available-for-sale financial investments (continued)

After initial recognition, available-for-sale financial investments are subsequently measured at fair value, with unrealised gains or losses recognised as other comprehensive income in the available-for-sale financial investment valuation reserve until the investment is derecognised, at which time the cumulative gain or loss is recognised in the income statement in other income, or until the investment is determined to be impaired, at which time the cumulative gain or loss is recognised in the income statement and removed from the available-for-sale financial investment valuation reserve. Interest and dividends earned are reported as interest income and dividend income, respectively and are recognised in accordance with the policies set out for "Revenue recognition" below.

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

The Group evaluates its available-for-sale financial assets whether the ability and intention to sell them in the near term are still appropriate. When the Group is unable to trade these financial assets due to inactive markets and management's intent to do so significantly changes in the foreseeable future, the Group may elect to reclassify these financial assets in rare circumstances. Reclassification to loans and receivables is permitted when the financial assets meet the definition of loans and receivables and the Group has the intent and ability to hold these assets for the foreseeable future or to maturity. The reclassification to the held-to-maturity category is permitted only when the entity has the ability and intent to hold until the maturity date of the financial asset.

### 2.4 重大會計政策概要(續)

#### 金融資產(續)

##### 可供出售金融投資(續)

於初始確認後，可供出售金融資產按公平價值計量，其未實現收益或虧損於其他全面收入中可供出售金融投資估值儲備中確認，直至該投資取消確認，當時的累計收益或損失在利潤表確認為其他收入，或直至該投資被確定為減值，其時的累計收益或損失確認為在利潤表及從可供出售金融投資價值重估儲備中轉出。所賺取之利息及股息分別呈報為利息收入及股息收入及根據下文「收入確認」所載之政策。

倘非上市股本證券之公平價值不能被可靠計量，原因為(a)該投資在合理公平價值的估計範圍內大幅波動或(b)於該範圍內多種估計之可能性不能被合理評估及用於估計其公平價值，則該等證券乃按成本減任何減值虧損列賬。

本集團會評估其可供出售金融資產的能力及是否有意出售他們在短期內仍然適用。當本集團無法貿易的這些金融資產，由於不活躍的市場和管理層做的意圖在可預見的將來出現顯著變化，該集團可能會選擇再分類這些金融資產在僅少數的情況。允許再分類為貸款和應收賬款，當金融資產的定義符合貸款及應收款及本集團有意圖和能力持有這些資產在可預見的未來，或至到期。只允許再分類為持有至到期類別當實體有能力有意圖持有金融資產至到期日。

## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

### Derecognition of financial assets

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

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

When the Group has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, and has neither transferred nor retained substantially all the risks and rewards of the asset nor transferred control of the asset, the asset is recognised to the extent of the Group’s continuing involvement in the asset. In that case, the Group also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Group has retained.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Group could be required to repay.

## 2.4 重大會計政策概要(續)

### 取消確認金融資產

金融資產(或(倘適用)一項金融資產的一部份或一組相類似金融資產的一部份)在下列時候將取消確認:

- 收取該項資產所得現金流量的權利經已屆滿;
- 本集團已轉讓其收取該項資產所得現金流量的權利或須根據一項「轉付」安排,在未有嚴重延緩予第三者的情況下,已就有關權利全數承擔付款的責任;並(a)本集團已轉讓該項資產的絕大部份風險及回報;或(b)本集團並無轉讓或保留該項資產絕大部份風險及回報,但已轉讓該項資產的控制權。

凡本集團轉讓其收取該項資產所得現金流量的權利或進入一項轉付安排,但並無轉讓或保留該項資產的絕大部份風險及回報,且並無轉讓該項資產的控制權,該項資產將由本集團持續介入並確認入賬。在這情況下,本集團亦確認相關負債。在轉讓資產及相關負債的計量基礎上,反映了本集團保留權利和責任。

採用就已轉讓資產作出保證形式的持續介入,按該項資產的原本賬面值及本集團或須償還的代價數額上限之較低者計量。

## 財務報告附註(續)

### Notes to Financial Statements (continued)

截至二零一一年十二月三十一日止年度  
Year ended 31 December 2011

#### 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

##### Impairment of financial assets

The Group assesses at the end of each reporting period whether there is any objective evidence that a financial asset or a group of financial assets other than financial assets at fair value through profit or loss is impaired. A financial asset or a group of financial assets is deemed to be impaired if, and only if, there is objective evidence of impairment as a result of one or more events that has occurred after the initial recognition of the asset (an incurred "loss event") and that loss event has an impact on the estimated future cash flows of the financial asset or the group of financial assets that can be reliably estimated. Evidence of impairment may include indications that a debtor or a group of debtors is experiencing significant financial difficulty, default or delinquency in interest or principal payments, the probability that they will enter bankruptcy or other financial reorganisation and observable data indicating that there is a measurable decrease in the estimated future cash flows, such as changes in arrears or economic conditions that correlate with defaults.

##### Financial assets carried at amortised cost

For financial assets carried at amortised cost, the Group first assesses individually whether objective evidence of impairment exists for financial assets that are individually significant, or collectively for financial assets that are not individually significant. If the Group determines that no objective evidence of impairment exists for an individually assessed financial asset (whether significant or not), it includes the asset in a group of financial assets with similar credit risk characteristics and collectively assesses them for impairment. Assets that are individually assessed for impairment and for which an impairment loss is, or continues to be, recognised are not included in a collective assessment of impairment.

If there is objective evidence that an impairment loss has been incurred, the amount of the loss is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows (excluding future credit losses that have not been incurred). The present value of the estimated future cash flows is discounted at the financial asset's original effective interest rate (i.e., the effective interest rate computed at initial recognition). If a loan has a variable interest rate, the discount rate for measuring any impairment loss is the current effective interest rate.

#### 2.4 重大會計政策概要(續)

##### 金融資產減值

本集團於各報告期末評估是否存在任何客觀跡象顯示一項金融資產或一組金融資產出現減值，除按公平值計入損益的其他金融資產外。倘且僅倘於初步確認資產後發生的一項或多項事件導致存在客觀減值跡象(一項已發生的「虧損事件」)，而該項虧損事件對該項或該組財務資產的估計未來現金流量所造成的影響能可靠地估計，則該項或該組財務資產會被視作減值。減值跡象可包括一名或一組借款人正面臨重大經濟困難、違約或未能償還利息或本金、彼等有可能破產或進行其他財務重組，以及有可觀察得到的數據顯示估計未來現金流量出現可計量的減少，例如欠款數目變動或出現與違約相關的經濟狀況。

##### 按攤銷成本列賬的金融資產

就按攤銷成本列賬的金融資產而言，本集團首先會按個別基準就個別屬重大的金融資產或按組合基準就個別不屬重大的金融資產，個別評估是否存在客觀減值跡象。倘本集團認定按個別基準經評估的金融資產(無論具重要性與否)並無客觀跡象顯示存有減值，則該項資產會歸入一組具有相似信貸風險特性的金融資產內，並共同評估該組金融資產是否存在減值。經個別評估減值的資產，其減值虧損會予確認或繼續確認入賬，而不會納入綜合減值評估之內。

倘有客觀跡象顯示出現減值虧損，則減值金額按該資產賬面值與估計未來現金流量(不包括並未產生的未來信貸虧損)現值的差額計量。估計未來現金流量的現值以金融資產的初始實際利率(即初次確認時計算的實際利率)折現。倘貸款的利率為浮動利率，則計量任何減值虧損的折現率為當前實際利率。

## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

### Impairment of financial assets (continued)

#### Financial assets carried at amortised cost (continued)

The carrying amount of the asset is reduced through the use of an allowance account and the amount of the loss is recognised in the income statement. Interest income continues to be accrued on the reduced carrying amount and is accrued using the rate of interest used to discount the future cash flows for the purpose of measuring the impairment loss. Loans and receivables together with any associated allowance are written off when there is no realistic prospect of future recovery.

If, in a subsequent period, the amount of the estimated impairment loss increases or decreases because of an event occurring after the impairment was recognised, the previously recognised impairment loss is increased or reduced by adjusting the allowance account. If a future write-off is later recovered, the recovery is credited to the income statement.

#### Available-for-sale financial investments

For available-for-sale financial investments, the Group assesses at the end of each reporting period whether there is objective evidence that an investment or a group of investments is impaired.

If an available-for-sale financial asset is impaired, an amount comprising the difference between its cost (net of any principal payment and amortisation) and its current fair value, less any impairment loss previously recognised in the income statement, is removed from other comprehensive income and recognised in the income statement.

## 2.4 重大會計政策概要(續)

### 金融資產減值(續)

#### 按攤銷成本列賬的金融資產(續)

該資產的賬面值會通過使用備抵賬而減少，而虧損金額於利潤表確認。利息收入於減少後賬面值中持續產生，且採用計量減值虧損時用以折現未來現金流量的利率累計。若日後收回不可實現，則撇清貸款及應收款項連同任何相關撥備。

倘若在其後期間估計減值虧損金額由於確認減值之後發生的事項增加或減少，則透過調整撥備金額增加或減少先前確認的減值虧損。倘於其後收回未來撇清，該項收回將計入利潤表。

#### 可供出售金融投資

就可供出售金融投資，本集團將於每個報告期末評估有否客觀跡象會導致一項投資或一組投資出現減值。

如果可供出售金融資產有減值，金額包括其成本(扣除本金付款及攤銷)與其近期公平價值的差額減任何過往已確認於利潤表的減值虧損，會從全面收入轉撥至利潤表。

## 財務報告附註(續)

### Notes to Financial Statements (continued)

截至二零一一年十二月三十一日止年度  
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#### 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

##### Impairment of financial assets (continued)

###### Available-for-sale financial investments (continued)

In the case of equity investments classified as available for sale, objective evidence would include a significant or prolonged decline in the fair value of an investment below its cost. The determination of what is "significant" or "prolonged" requires judgement. "Significant" is evaluated against the original cost of the investment and "prolonged" is evaluated against the period in which the fair value has been below its original cost. Where there is evidence of impairment, the cumulative loss (measured as the difference between the acquisition cost and the current fair value, less any impairment loss on that investment previously recognised in the income statement) is removed from other comprehensive income and recognised in the income statement. Impairment losses on equity instruments classified as available for sale are not reversed through the income statement. Increases in their fair value after impairment are recognised directly in other comprehensive income.

In the case of debt instruments classified as available for sale, impairment is assessed based on the same criteria as financial assets carried at amortised cost. However, the amount recorded for impairment is the cumulative loss (measured as the difference between the amortised cost and the current fair value, less any impairment loss on that investment previously recognised in the income statement). Impairment losses on debt instruments are reversed through the income statement, if the increase in fair value of the instruments can be objectively related to an event occurring after the impairment loss was recognised in the income statement.

##### Financial liabilities

###### Initial recognition and measurement

Financial liabilities are classified as financial liabilities at fair value through profit or loss, loans and borrowings, or as derivatives designated as hedging instruments in an effective hedge, as appropriate. The Group determines the classification of its financial liabilities at initial recognition.

#### 2.4 重大會計政策概要(續)

##### 金融資產減值(續)

###### 可供出售金融投資(續)

倘股本投資被列作可供出售類別，則客觀跡象將包括該項投資的公平價值大幅或長期跌至低於其成本值。釐定「重大」或「持續性」之定義須作出判斷。「重大」是評估對原有投資成本及「持續性」是評估對期間當公平價值低於他的成本。倘出現減值跡象，則累計虧損(按收購成本與現時公平價值的差額減該項投資先前在利潤表內確認的任何耗蝕減值計量)將從其他全面收入中移除，並於利潤表內確認。已分類作可供出售之股本工具之減值虧損不可於透過利潤表撥回。而其公平價值於減值後的增加部份會直接於其他全面收入中確認。

倘債務工具被列作可供出售類別，則會按與按攤銷成本列賬的金融資產相同的標準進行評估。但是，記錄減值金額是累計虧損(按攤銷成本與現時公平價值的差額減該項投資先前在利潤表內確認的任何減值虧損計量)。而工具公平價值的增加可客觀地與於利潤表內確認減值虧損後發生的事件相關聯，則會透過利潤表撥回債務工具減值虧損。

##### 金融負債

###### 初步確認及計量

金融負債按適當的形式劃分為按公平價值計入損益的金融負債、貸款及借貸或指定為有效對沖中對沖工具的衍生工具。本集團於初步確認時釐定其金融負債的分類。

## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

### Financial liabilities (continued)

#### Initial recognition and measurement (continued)

All financial liabilities are recognised initially at fair value and in the case of loans and borrowings, plus directly attributable transaction costs.

The Group's financial liabilities include trade and other payables, a derivative financial instrument and interest-bearing loans and borrowings.

#### Subsequent measurement

The measurement of financial liabilities depends on their classification as follows:

#### Financial liabilities at fair value through profit or loss

Financial liabilities at fair value through profit or loss includes financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss.

Financial liabilities are classified as held for trading if they are acquired for the purpose of selling in the near term. This category includes derivative financial instruments entered into by the Group that are not designated as hedging instruments in hedge relationships as defined by HKAS 39. Separated embedded derivatives are also classified as held for trading unless they are designated as effective hedging instruments. Gains or losses on liabilities held for trading are recognised in the income statement. The net fair value gain or loss recognised in the income statement does not include any interest charged on these financial liabilities.

#### Loans and borrowings

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost, using the effective interest rate method unless the effect of discounting would be immaterial, in which case they are stated at cost. Gains and losses are recognised in the income statement when the liabilities are derecognised as well as through the effective interest rate method amortisation process.

## 2.4 重大會計政策概要(續)

### 金融負債(續)

#### 初步確認及計量(續)

所有金融負債初步按公平值確認，而如屬貸款或借貸，則加上直接應佔交易成本。

本集團的金融負債包括應付賬款及其他應付款項、衍生金融工具及帶息銀行貸款及借貸。

#### 隨後計量

金融負債的計量根據其分類如下：

#### 以公平價值計入損益的金融負債

以公平價值計入損益的金融負債包括為交易而持有的金融負債和初始確認時指定為以公平價值計入損益的金融負債。

金融負債如以短期出售為目的而購買，則分類為以買賣目的而持有之投資。本集團進入這類包括衍生金融工具在香港會計準則第39號未指定為對沖關係的對沖工具。獨立的嵌入式衍生工具，同樣分類為以買賣目的而持有，除非其被指定為有效的對沖工具。為買賣而持有的負債所產生的收益或虧損在利潤表內確認。在利潤表中確認的淨公平價值收益和損失不包括這些金融負債附帶的利息。

#### 貸款及借貸

於初步確認後，帶息貸款及借貸於其後採用實際利率法按攤銷成本計量，除非貼現之影響不大，則會按成本列賬。在負債取消確認及透過實際利率法攤銷程序進行時，收益及虧損在利潤表中確認。

## 財務報告附註(續)

### Notes to Financial Statements (continued)

截至二零一一年十二月三十一日止年度

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#### 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

##### Financial liabilities (continued)

##### Loans and borrowings (continued)

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the effective interest rate. The effective interest rate amortisation is included in finance costs in the income statement.

##### Financial guarantee contracts

Financial guarantee contracts issued by the Group are those contracts that require a payment to be made to reimburse the holder for a loss it incurs because the specified debtor fails to make a payment when due in accordance with the terms of a debt instrument. A financial guarantee contract is recognised initially as a liability at its fair value, adjusted for transaction costs that are directly attributable to the issuance of the guarantee. Subsequent to initial recognition, the Group measures the financial guarantee contract at the higher of: (i) the amount of the best estimate of the expenditure required to settle the present obligation at the end of the reporting period; and (ii) the amount initially recognised less, when appropriate, cumulative amortisation.

##### Derecognition of financial liabilities

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

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

##### Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the statement of financial position if, and only if, there is currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, or to realise the assets and settle the liabilities simultaneously.

#### 2.4 重大會計政策概要(續)

##### 金融負債(續)

##### 貸款及借貸(續)

攤銷成本於計及收購事項任何折讓或溢價及屬實際利率不可或缺一部分的費用或成本後計算。實際利率攤銷計入利潤表的融資成本內。

##### 財務擔保合同

本集團發出財務擔保合同要求支付款項以彌償擔保持有人由於特定負債人未能按照債務工具的條款於到期時付款所招致損失的合約。一份財務擔保合同初始確認按其公平負債價值調節直接歸屬於發出該等擔保的交易費用。初始確認後，本集團按以下兩者中的較高者計量財務擔保合同：(i)償還報告期末之現有責任所須開支之最佳估計金額；及(ii)初始確認的金額減(若適用)累計攤銷。

##### 取消確認金融負債

倘金融負債的責任被解除、取消或到期，則須取消確認金融負債。

倘現有金融負債被來自同一貸款人之另一項負債按實質上不相同之條款替代，或現有負債之條款大部份被修訂，該項交換或修訂作為取消確認原有負債及確認新負債處理，兩者相應賬面值之差額於利潤表內確認。

##### 抵銷金融工具

倘且僅倘現時存在一項可依法執行的權利，可抵銷已確認金額，且亦有意以淨額結算或同時變現資產及償付債務，則財務資產及負債均可予抵銷，並將淨金額列入財務狀況表內。

## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

### Fair value of financial instruments

The fair value of financial instruments that are traded in active markets is determined by reference to quoted market prices or dealer price quotations (bid price for long positions and ask price for short positions), without any deduction for transaction costs. For financial instruments where there is no active market, the fair value is determined using appropriate valuation techniques. Such techniques include using recent arm's length market transactions; reference to the current market value of another instrument which is substantially the same; a discounted cash flow analysis; and option pricing models.

### Inventories

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

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

## 2.4 重大會計政策概要(續)

### 公平價值金融工具

在活躍市場中買賣的金融工具的公平價值，乃根據其所報市價或交易商報價（長倉的買價及短倉的賣價）釐定，且毋須就交易成本進行任何扣減。就並未於活躍市場上市的所有其他金融工具而言，公平價值乃使用適當的估值該等技術釐定。該等技術包括參考近期發生的同等交易、其他大致類同工具的現行市場價格、折現現金流量分析及期權定價模式。

### 存貨

存貨按成本值及可變現淨值之較低者入賬。成本值以先進先出基準計算，倘為在製品及製成品，則包括直接材料、直接勞工及間接成本之適當部份。可變現淨值乃根據估計售價減預期達致完成及出售之成本計算。

出售存貨時，該等存貨的賬面值於有關收入確認期間內確認為開支。存貨撇減至可變現淨值的任何金額及所有存貨虧損均於撇減或虧損發生期間內確認為開支。任何存貨撇減的任何回撥，於回撥期間作為所確認存貨金額的減少而確認為開支。



## 財務報告附註(續)

### Notes to Financial Statements (continued)

截至二零一一年十二月三十一日止年度  
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#### 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

##### Cash and cash equivalents

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

For the purpose of the statements of financial position, cash and cash equivalents comprise cash on hand and at banks (including term deposits), which are not restricted as to use.

##### Provisions

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

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

##### Income tax

Income tax comprises current and deferred tax. Income tax relating to items recognised outside profit or loss is recognised outside profit or loss, either in other comprehensive income or directly in equity.

#### 2.4 重大會計政策概要(續)

##### 現金及現金等值項目

於編製綜合現金流量表時，現金及現金等值項目包括現金及按要求之存款及短期高度流通之投資，該等投資可隨時兌換為可知數額之現金，而該等現金毋須承受價值變動之重大風險，並一般在購入時至到期時限不超過三個月之短期限制，及減去按要求償還之銀行透支，而該等投資乃本集團現金管理的一部份。

於編製財務狀況表時，現金及現金等值項目指現金及銀行存款(包括定期存款)，其用途並無限制。

##### 撥備

因過去發生的事件而導致目前須承擔責任(法律或推定責任)，並可能導致將來有資源流失以支付該責任，而該責任的金額能夠可靠估計時，撥備即予確認。

當有重大折現影響時，會就預期須用作支付責任的未來開支於報告期末確認其現值作撥備。因時間值所導致折現現值的金額增加，會列入利潤表的融資成本。

##### 所得稅

所得稅包括本期及遞延稅項。有關損益外確認項目的所得稅於損益外確認，不論是否在其他全面收入或直接在權益內。

## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

### Income tax (continued)

Current tax assets and liabilities for the current and prior periods are measured at the amount expected to be recovered from or paid to the taxation authorities, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period, taking into consideration interpretations and practices prevailing in the countries in which the Group operates.

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

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

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

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

- where the deferred tax asset relating to the deductible temporary differences arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and

## 2.4 重大會計政策概要(續)

### 所得稅(續)

本期間及過往期間的本期稅項資產及負債，乃根據已頒佈或於報告期末已大致頒佈的稅率(及稅法)，並考慮本集團業務所在國家的現有詮釋及慣例，按預期自稅務機構退回或付予稅務當局的金額計算。

於報告期末，資產與負債的稅基與作為財務申報用途的資產與負債賬面值之間的所有暫時性差異，須按負債法遞延稅項撥備。

所有應課稅暫時性差異均會確認為遞延稅項負債，惟以下情況例外：

- 倘若遞延稅項負債的起始時確認為非業務合併交易產生之資產或負債，而於進行交易時對會計溢利或應課稅溢利或虧損均無影響；及
- 對於涉及附屬公司之投資的應課稅暫時性差異而言，撥回暫時性差異的時間可以控制，而暫時性差異不甚可能在可見將來撥回。

對於所有可予扣減之暫時性差異、承前未動用稅項抵免及未動用稅項虧損，若日後有可能出現應課稅溢利，可用以抵扣該等可予扣減暫時性差異、承前未動用稅項抵免及未動用稅項虧損，則遞延稅項資產一律確認入賬，惟以下情況例外：

- 倘若有關可予扣減暫時性差異的遞延稅項資產的起因是起始時確認為非業務合併交易產生之資產或負債，而於進行交易時對會計溢利或應課稅溢利或虧損均無影響；及

## 財務報告附註(續)

## Notes to Financial Statements (continued)

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### 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

#### Income tax (continued)

- in respect of deductible temporary differences associated with investments in subsidiaries, deferred tax assets are only recognised to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilised.

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

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

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

#### Revenue recognition

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

- (a) from the sale of goods, when the significant risks and rewards of ownership have been transferred to the buyer, provided that the Group maintains neither managerial involvement to the degree usually associated with ownership, nor effective control over the goods sold;

### 2.4 重大會計政策概要(續)

#### 所得稅(續)

- 對於涉及附屬公司之投資之權益的應課稅暫時性差異而言，只有在暫時性差異有可能在可見將來撥回，而且有可能出現應課稅溢利，可用以抵扣該等暫時性差異時，方會確認遞延稅項資產。

遞延稅項資產的賬面值，在每個報告期末予以審閱，及若不再可能有足夠應課稅溢利用以抵扣全部或部分相關遞延稅項資產，則扣減遞延稅項資產賬面值。未被確認的遞延稅項資產會於各報告期末重新評估，並在可能有足夠應課稅利潤以收回全部或部分遞延稅項資產時予以確認。

確認資產或償還負債的期間預期適用的稅率，會用作衡量遞延稅項資產及負債，並以報告期末當日已經生效或大致上已經生效的稅率(及稅法)為基準。

倘現有可依法執行權利，容許本期稅項資產抵銷本期稅項負債，而該遞延稅項涉及同一稅務實體及同一稅務機關，則遞延稅項資產及遞延稅項負債予以對銷。

#### 收入確認

收入會於本集團可能獲得有關經濟利益及有關收益可以可靠地計算時按以下基準確認：

- (a) 銷售貨品，當擁有權之重大風險及回報已歸買方，而本集團對已出售之貨品並無維持一般與擁有權有關之管理參與或實際控制；

## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

### Revenue recognition (continued)

- (b) interest income, on an accrual basis using the effective interest method by applying the rate that discounts the estimated future cash receipts through the expected life of the financial instrument to the net carrying amount of the financial asset; and
- (c) tooling charge income, when the services are rendered.

### Dividends

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

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

### Share-based payment transactions

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

In situations where equity instruments are issued and some or all of the goods or services received by the Group as consideration cannot be specifically identified, the unidentifiable goods or services are measured as the difference between the fair value of the share-based payment transaction and the fair value of any identifiable goods or services received at the grant date.

The cost of equity-settled transactions with employees for grants after 7 November 2002 is measured by reference to the fair value at the date at which they are granted.

## 2.4 重大會計政策概要(續)

### 收入確認(續)

- (b) 利息收入，按應計基準，以金融工具的估計使用年期用實際利率將未來估計的現金收入折現為金融資產的賬面淨值；及
- (c) 模具收入，於服務提供時入賬。

### 股息

董事建議的末期股息，於財務狀況表中的權益內另外列作保留溢利的分配項目，直至股東大會獲得股東批准。股息獲得股東通過及宣派後，方確認為負債。

由於公司細則授予董事會權力宣派中期股息，建議中期股息可即時宣派。因此，中期股息於建議派發及宣派時直接確認為負債。

### 以股份支付款項之交易

本公司為提供獎勵及回報予對本集團業務作出貢獻之合資格參與者設立一項購股權計劃。本集團僱員(包括董事)收取包括以股份支付款項交易在內之酬金，僱員則提供服務作為收取股本工具(「股本結算交易」)之代價。

當股本工具發行而本集團已收到作為代價的貨品或服務中，有部份或全部不能特別界定时，該等貨品或服務之計量為授予日的股份支付交易之公平價值及可界定之貨品或服務之公平價值的差額。

與僱員進行股本結算交易之成本乃參照二零零二年十一月七日後授出相關工具當日的公平價值計算。

## 財務報告附註(續)

### Notes to Financial Statements (continued)

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#### 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

##### Share-based payment transactions (continued)

The cost of equity-settled transactions is recognised, together with a corresponding increase in equity, over the period in which the performance and/or service conditions are fulfilled. The cumulative expense recognised for equity-settled transactions at the end of each reporting period until the vesting date reflects the extent to which the vesting period has expired and the Group's best estimate of the number of equity instruments that will ultimately vest. The charge or credit to the income statement for a period represents the movement in the cumulative expense recognised as at the beginning and end of that period.

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

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

Where an equity-settled award is cancelled, it is treated as if it had vested on the date of cancellation, and any expense not yet recognised for the award is recognised immediately. This includes any award where non-vesting conditions within the control of either the Group or the employee are not met. However, if a new award is substituted for the cancelled award, and is designated as a replacement award on the date that it is granted, the cancelled and new awards are treated as if they were a modification of the original award, as described in the previous paragraph. All cancellations of equity-settled transaction awards are treated equally.

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

#### 2.4 重大會計政策概要(續)

##### 以股份支付款項之交易(續)

股本結算交易之成本值連同股本之相應增長會於達到表現及/或服務條件之期間內確認。由各報告期末直至歸屬日就權益結算交易確認之累計開支反映歸屬期屆滿之程度，以及本集團就最終將歸屬之權益工具數目所作之最佳估計。某期間自利潤表扣除或計入利潤表之項目指於期初及期末確認之累計開支的變動。

未能最終歸屬之報酬不會確認為開支，除非股本結算交易須待達到某市場或非歸屬條件後方可歸屬，在此情況下，不論是否達到該市場或非歸屬條件均會被視作歸屬處理，惟必須達到其他所有表現及/或服務條件。

當股權結算報酬的條款修訂時，會確認最少的支出，猶如條款並未修訂一般，猶如已符合報酬原訂條款。此外，倘若按變更日期計量，任何變更導致以股份支付交易款項的安排的總公平價值有所增加，或對僱員帶來其他利益，則應就該等變更確認開支。

當股權計算報酬註銷時會視作報酬已於註銷當日經已歸屬，而報酬尚未確認的任何支出會即時確認。此包括未能達成本集團或僱員控制範圍內非歸屬條件的任何獎勵。然而，倘註銷的報酬有任何替代的新報酬，並指定為授出當日的替代報酬，則該項註銷及新報酬會如上段所述被視為原有報酬的修訂般處理。所有取消的股權結算交易報酬均獲公平處理。

計算每股盈利時，未行使購股權之攤薄效應，反映為額外股份攤薄。

## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

### Other employee benefits

#### Pension schemes

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

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

### Foreign currencies

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

## 2.4 重大會計政策概要(續)

### 其他僱員福利

#### 退休福利計劃

本集團根據強制性公積金計劃條例設立一定額供款強制性公積金退休福利計劃(「強積金計劃」)給本集團僱員。根據該計劃之規定，供款乃按僱員基本薪金之百分比計算，當供款應付時會在利潤表中扣除。該計劃之資產乃與本集團之資產分開並由獨立管理基金持有。該計劃中本集團之僱主供款乃全數歸僱員所有。

本集團在中國內地經營之附屬公司的員工均須參與由當地市政府實施之中央退休金計劃。該等中國附屬公司須按其所發放薪金之若干百分比對該中央退休金計劃供款。當供款按中央退休金計劃規定為應付款時會在利潤表中扣除。

### 外幣

此等財務報告以港元(本公司之功能及呈報貨幣)呈列。本集團屬下各公司自行決定其功能貨幣，而各公司財務報告內之項目均以該功能貨幣計算。本集團實體記錄外幣交易初步乃按個別交易日之有關功能貨幣匯率計算。以外幣為單位之貨幣資產及負債均按報告期末之功能貨幣匯率換算。所有匯兌差額均列入利潤表處理。非貨幣項目按起始交易日之外幣歷史成本計算匯率。若以公平價值釐定的非貨幣項目則根據公平價值釐定當日之匯率計算其價值。

## 財務報告附註(續)

### Notes to Financial Statements (continued)

截至二零一一年十二月三十一日止年度  
Year ended 31 December 2011

#### 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

##### Foreign currencies (continued)

The functional currencies of certain overseas subsidiaries are currencies other than Hong Kong dollars. As at the end of the reporting period, the assets and liabilities of these entities are translated into the presentation currency of the Company at the exchange rates ruling at the end of the reporting period and their income statements are translated into Hong Kong dollars at the weighted average exchange rates for the year. The resulting exchange differences are recognised in other comprehensive income and accumulated in the exchange fluctuation reserve. On disposal of a foreign operation, the component of other comprehensive income relating to that particular foreign operation is recognised in the income statement.

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

#### 3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES

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

#### 2.4 重大會計政策概要(續)

##### 外幣(續)

若干海外附屬公司之功能貨幣並非港元。於報告期末，該等公司之資產及負債按報告期末之匯率折算為本公司之呈報貨幣，該等公司之利潤表按本年度之加權平均兌換率折算為港元。因此產生之匯兌差額確認於其他全面收入及累積於匯兌波動儲備內。在出售海外業務時，與該特定海外業務有關並於其他全面收入內部份會於利潤表確認。

就綜合現金流量表而言，海外附屬公司之現金流量按現金流量當日之匯率換算為港元。海外附屬公司在整年產生之現金流量按該年之加權平均匯率換算為港元。

#### 3. 重大會計判斷及估計

編製本集團之財務報告需管理層作出判斷、估計及假設，而該等判斷、估計及假設可影響於報告期末之收入、開支、資產及負債之披露金額，及或然負債之披露。然而，有關該等假設及估計之不確定性可引致須對未來受影響之資產或負債之賬面作出重大調整之結果。

**3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES (continued)****Judgements**

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

*Inventories*

The Group does not have a general provisioning policy on inventories based on ageing given that the inventories are not subject to frequent wear and tear or frequent technological changes. However, as a significant portion of the working capital is devoted to inventories, operational procedures have been in place to monitor this risk. The Group reviews the inventory ageing listing on a periodical basis for those aged inventories. This involves comparison of the carrying value of the aged inventory items with the respective net realisable value. The purpose is to ascertain whether allowance is required to be made in the financial statements for any obsolete and slow-moving items. In addition, physical counts on all inventories are carried out on a periodical basis in order to determine whether the allowance needs to be made in respect of any obsolete and defective inventories identified.

*Trade receivables*

In judging whether allowances for estimated irrecoverable amounts of the trade receivables have to be recognised in the financial statements, the Group takes into consideration if there is objective evidence that the Group will not be able to collect the debts. Following the identification of doubtful debts, the Group's responsible personnel discuss with the relevant customers and report to management on the recoverability. Specific allowance is only made for receivables that are unlikely to be collected.

*Estimated useful lives of property, plant and equipment and other intangible assets*

In assessing the estimated useful lives of property, plant and equipment and other intangible assets, the Group takes into account factors like the expected usage of the assets by the Group based on past experience, the expected physical wear and tear, and the technical obsolescence arising from changes or improvements in production or from a change in the market demand for the products. The estimation of the useful lives is a matter of judgement based on the experience of the Group.

**3. 重大會計判斷及估計(續)****判斷**

於應用本集團會計政策過程中，除涉及估計外，管理層已作出下列判斷，該些判斷對財務報告內確認之數額具重大影響：

*存貨*

基於存貨的性質並非經常受到耗損及技術變動影響，本集團並無根據賬齡處理存貨的一般性政策。然而，大部分營運資金均投入存貨之中，故此本集團已設立經營程序，藉以監察是項風險。本集團定期審閱存貨之存貨賬齡。這涉及將陳舊存貨項目的賬面值與各自的可變現淨值互相比較，目的在於確定是否需要於財務報告，就任何陳舊及滯銷存貨作出撥備。此外，所有存貨均定期進行實際盤點，以決定是否需要就任何已識別的陳舊及有瑕疵存貨作出撥備。

*應收貿易賬款*

本集團在決定是否需要於財務報告中確認貿易賬款之估計不可收回款額撥備時，乃考慮客觀證據顯示本集團能否收取賬款。於識別出呆壞賬後，本集團有關人員將就可收回程度與有關客戶討論並向管理層報告。只有在應收貿易賬款不可能收回時，方會作出特別撥備。

*物業、廠房及設備及其他無形資產之估計可使用年限*

在評估物業、廠房及設備及其他無形資產之可使用年限時，本集團會考慮以過去經驗為基礎之資產估計用途、估計實際磨損、因生產程序改變或進步而令技術落後或市場對該產品需求之改變。估計可使用年限涉及本集團根據過往經驗所作之判斷。



## 財務報告附註(續)

## Notes to Financial Statements (continued)

截至二零一一年十二月三十一日止年度

Year ended 31 December 2011

### 3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES (continued)

#### Estimation uncertainty

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

#### *Impairment of property, plant and equipment and other intangible assets*

Property, plant and equipment and other intangible assets are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. The recoverable amounts of property, plant and equipment and other intangible assets have been determined based on value-in-use calculations. These calculations and valuations require the use of judgements and estimates. At 31 December 2011, no impairment losses have been recognised for property, plant and equipment and other intangible assets (2010: Nil). The carrying amounts of property, plant and equipment and other intangible assets were HK\$145,290,969 (2010: HK\$140,464,261) and HK\$1,602,496 (2010: HK\$4,070,829), respectively.

#### *Deferred tax assets*

Deferred tax assets are recognised for all unused tax losses to the extent that it is probable that taxable profit will be available against which the losses can be utilised. Significant management judgement is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and level of future taxable profits together with future tax planning strategies. The carrying value of deferred tax assets relating to recognised tax losses at 31 December 2011 was HK\$2,521,406 (2010: HK\$4,068,157).

### 3. 重大會計判斷及估計(續)

#### 不確定估計

於報告期末對資產及負債賬面值在下一財政年度內有重大調整風險的有關將來主要假設及其他主要不確定估計來源在下文討論。

#### 物業、廠房及設備及其他無形資產減值

倘於任何情況或變動下有跡象顯示資產之賬面值可能未能收回，則對物業、廠房及設備及其他無形資產進行減值審閱。物業、廠房、設備及其他無形資產之可收回價值根據可用價值釐定。此計算及評估須涉及判斷及估計。於二零一一年十二月三十一日，並無就物業、廠房及設備及其他無形資產確認減值虧損(二零一零年：無)。物業、廠房及設備及其他無形資產之賬面值分別為145,290,969港元(二零一零年：140,464,261港元)及1,602,496港元(二零一零年：4,070,829港元)。

#### 遞延稅項資產

於應課稅溢利可用作抵消虧損時將會就所有未運用稅項虧損確認遞延稅項資產。決定確認之遞延稅項資產金額需要管理層根據可能時間及未來應課稅溢利之程度及未來稅項計劃政策作出審慎判斷。於二零一一年十二月三十一日，可用作抵消虧損的遞延稅項資產之賬面值為2,521,406港元(二零一零年：4,068,157港元)。

### 3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES (continued)

#### Estimation uncertainty (continued)

##### Current income taxes and deferred tax liabilities

The Group is subject to income taxes in Hong Kong, Mainland China and Singapore. Significant judgement is required in determining the amount of the provision for tax and the timing of payment of the related taxes. There are transactions and calculations for which the ultimate tax determination is uncertain during the ordinary course of business. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will impact on the income tax and deferred tax provisions in the periods in which such determination is made. The carrying amounts of tax payable and deferred tax liabilities at 31 December 2011 were HK\$13,232,767 (2010: HK\$15,378,484) and HK\$2,613,049 (2010: HK\$1,650,867), respectively.

##### Valuation of land and buildings

The Group's land and buildings included in property, plant and equipment are stated at their revalued amounts in the statement of financial position, which are assessed annually by management with reference to valuations performed by independent professionally qualified valuers. The assumptions adopted in the valuations are based on the market conditions existing at the end of the reporting period, with reference to the current market values of similar properties in the same location and conditions and for the same usage as those of the Group. The carrying amounts of the land and buildings at 31 December 2011 were HK\$85,615,000 (2010: HK\$78,340,000).

### 3. 重大會計判斷及估計(續)

#### 不確定估計(續)

##### 本期所得稅及遞延稅項負債

本集團在香港、中國大陸及新加坡須繳納企業所得稅。釐定稅項撥備金額及有關稅項的支付時限時須作出重大判斷。有很多項交易及計算無法於日常業務過程中釐定其最終稅額。倘該等事項的最終稅額與最初記錄的金額不同，該差額將會影響作出有關決定期間的所得稅及遞延稅項撥備。於二零一一年十二月三十一日，應繳稅項及遞延稅項負債之賬面值分別為13,232,767港元(二零一零年：15,378,484港元)及2,613,049港元(二零一零年：1,650,867港元)。

##### 土地及樓宇估值

本集團的土地及樓宇包括物業、廠房及設備以其重估價值於財務狀況表中列賬，該公平價值每年由管理層參考由獨立合資格專業估值師進行之估值計量。估值所採納之假設乃基於報告期末之現行市況，並參考地點、狀況及與本集團之用途相同之類似物業的現行市價。於二零一一年十二月三十一日，土地及樓宇之賬面值為85,615,000港元(二零一零年：78,340,000港元)。

## 財務報告附註(續)

### Notes to Financial Statements (continued)

截至二零一一年十二月三十一日止年度

Year ended 31 December 2011

#### 3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES (continued)

##### Estimation uncertainty (continued)

###### Impairment of other assets

The Group assesses whether there are any indicators of impairment for all other non-financial assets (other than inventories and deferred tax assets) and the Company's investments in subsidiaries at the end of each reporting period which are tested for impairment when there are indicators that the carrying amounts may not be recoverable. An impairment exists when the carrying value of an asset or a cash-generating unit exceeds its recoverable amount, which is the higher of its fair value less costs to sell and its value in use. The calculation of the fair value less costs to sell is based on available data from binding sales transactions in an arm's length transaction of similar assets or observable market prices less incremental costs for disposing of the asset. When value in use calculations are undertaken, management must estimate the expected future cash flows from the asset or cash-generating unit and choose a suitable discount rate in order to calculate the present value of those cash flows.

###### Impairment of available-for-sale financial investments

The Group classifies certain assets as available-for-sale financial investments and recognises movements in their fair values in equity. When the fair value declines, management makes assumptions about the decline in value to determine whether there is an impairment that should be recognised in the income statement. At 31 December 2011, no impairment losses have been recognised for available-for-sale financial assets (2010: Nil). The carrying amount of available-for-sale financial assets was HK\$680,000 (2010: HK\$680,000).

#### 3. 重大會計判斷及估計(續)

##### 不確定估計(續)

###### 其他資產之減值

本集團評估是否有表明於各個報告期末所有非金融資產(存貨或遞延稅項資產除外)及本公司於附屬公司之投資出現減值之跡象，並對於有跡象表明賬面值可能無法收回時進行減值測試。倘資產或現金產生單位之賬面值超過其可收回價值(即資產的公平價值減出售費用或使用價值，以較高者為準)，減值方予確認。公平價值減出售費用的計算，從具約束力之銷售公平交易中的資料或可見的市場價格減去任何直接與出售有關資產的額外成本。當進行可用價值計算時，管理層必須估計自該資產或現金來源單位之預期未來現金流量作出估計，並選擇適當之折讓率，以計算該等現金流量之現金。

###### 可供出售金融投資之減值

本集團將若干資產分類為可供出售金融投資，並於權益確認其公平價值變動。當公平價值減少時，管理層對價值減少作出假設，以釐定應否於利潤表確認減值。於二零一一年十二月三十一日，並無就可供出售金融資產確認減值虧損(二零一零年：無)。可供出售金融資產之賬面值為680,000港元(二零一零年：680,000港元)。

## Notes to Financial Statements (continued)

截至二零一一年十二月三十一日止年度  
Year ended 31 December 2011

### 4. OPERATING SEGMENT INFORMATION

For management purposes, the Group is organised into business units based on its products and services and has three reportable operating segments as follows:

- (a) the precision parts and components segment comprises the manufacture and sale of precision parts and components comprising keypads, synthetic rubber and plastic components and parts, and liquid crystal displays;
- (b) the consumer electronic products segment comprises the design, manufacture and sale of consumer electronic products comprising time, weather forecasting and other products; and
- (c) the corporate and others segment comprises the Group's long term investments, together with corporate income and expense items.

Management monitors the results of the Group's operating segments separately for the purpose of making decisions about resource allocation and performance assessment. Segment performance is evaluated based on reportable segment profit/loss, which is a measure of adjusted profit/loss before tax from continuing operations. The adjusted profit/loss before tax is measured consistently with the Group's profit/loss before tax except that bank interest income, finance costs, as well as head office and corporate expenses and income are excluded from such measurement.

Intersegment sales and transfers are transacted with reference to the cost of sales.

### 4. 經營分類資料

為有效管理，本集團按照彼等經營的產品及服務劃分為不同的分類業務，有以下三個分類：

- (a) 精密零部件類別包括製造及銷售精密零部件包括按鍵、合成橡膠及塑膠零部件及液晶體顯示器；
- (b) 電子消費品類別包括設計、製造及銷售電子消費品包括時計、天氣預計及其他產品；及
- (c) 總公司及其他類別包括集團長期投資及總公司的收入及支出項目。

管理層獨立監察本集團各經營分類之業績，以作出有關資源分配及表現評估之決策。分類表現乃根據可報告分類溢利／虧損（其為經調整由持續經營除稅前溢利／虧損之計量）予以評估。經調整除稅前溢利／虧損乃貫徹以本集團之除稅前溢利／虧損計量，惟銀行利息收入、融資成本以及總部及集團開支與收入不包含於該計量。

分類業務之內部類別銷售及轉付乃參考銷售成本進行。

# 財務報告附註(續)

## Notes to Financial Statements (continued)

截至二零一一年十二月三十一日止年度

Year ended 31 December 2011

### 4. OPERATING SEGMENT INFORMATION (continued)

### 4. 經營分類資料(續)

Year ended 31 December 2011 截至二零一一年十二月三十一日止年度		Precision parts and components 精密零部件 HK\$ 港元	Consumer electronic products 電子消費品 HK\$ 港元	Corporate and others 總部及其他 HK\$ 港元	Total 總計 HK\$ 港元
<b>Segment revenue:</b>	<b>分類收入：</b>				
Sales to external customers	對外銷售收入	286,464,455	127,374,390	-	413,838,845
Intersegment sales	內部類別銷售收入	2,479,955	873,441	-	3,353,396
Other income and gains	其他收入及收益	3,126,462	2,040,044	(28,561)	5,137,945
		292,070,872	130,287,875	(28,561)	422,330,186
<i>Reconciliation:</i>	<i>調節：</i>				
Elimination of intersegment sales	內部類別銷售之抵銷				(3,353,396)
Total segment revenue	總分類收入				418,976,790
<b>Segment results:</b>	<b>分類業績：</b>	31,066,540	2,304,740	(3,087,173)	30,284,107
<i>Reconciliation:</i>	<i>調節：</i>				
Bank interest income	銀行利息收入				120,237
Finance costs	融資成本				(854,014)
Profit before tax	除稅前溢利				29,550,330
<b>Other segment information:</b>	<b>其他分類資料：</b>				
Depreciation and amortisation of other intangible assets	折舊及其他無形資產攤銷	7,579,498	7,485,142	1,053,495	16,118,135
Write back of impairment of trade receivables	應收款項減值撥回	(78,062)	-	-	(78,062)
Provision/(reversal of provision) for slow-moving inventories	滯銷存貨撥備/(撥回)	58,026	(193,267)	-	(135,241)
Surplus on revaluation of land and buildings credited to other comprehensive income	土地及樓宇重估之盈餘計入其他全面收入	-	-	6,689,229	6,689,229
Amortisation of prepaid land lease payments	預付土地租賃款攤銷	305,175	-	-	305,175
Capital expenditure	資本開支	8,324,039	212,621	75,500	8,612,160

Notes to Financial Statements (continued)

截至二零一一年十二月三十一日止年度  
Year ended 31 December 2011

4. OPERATING SEGMENT INFORMATION (continued)

4. 經營分類資料(續)

Year ended 31 December 2010 截至二零一零年十二月三十一日止年度		Precision parts and components 精密零部件 HK\$ 港元	Consumer electronic products 電子消費品 HK\$ 港元	Corporate and others 總部及其他 HK\$ 港元	Total 總計 HK\$ 港元
<b>Segment revenue:</b>	<b>分類收入：</b>				
Sales to external customers	對外銷售收入	246,535,006	138,103,624	–	384,638,630
Intersegment sales	內部類別銷售收入	3,301,544	963,574	–	4,265,118
Other income and gains	其他收入及收益	3,702,475	2,002,217	2,918	5,707,610
		253,539,025	141,069,415	2,918	394,611,358
<i>Reconciliation:</i>	<i>調節：</i>				
Elimination of intersegment sales	內部類別銷售之抵銷				(4,265,118)
Total segment revenue	總分類收入				390,346,240
<b>Segment results:</b>	<b>分類業績：</b>	40,762,489	(2,382,238)	(4,236,923)	34,143,328
<i>Reconciliation:</i>	<i>調節：</i>				
Bank interest income	銀行利息收入				55,835
Finance costs	融資成本				(1,812,443)
Profit before tax	除稅前溢利				32,386,720
<b>Other segment information:</b>	<b>其他分類資料：</b>				
Depreciation and amortisation of other intangible assets	折舊及其他無形資產攤銷	8,824,954	10,465,703	973,675	20,264,332
Impairment of trade receivables	應收款項減值	51,442	219,310	–	270,752
Provision for slow-moving inventories	滯銷存貨撥備	379,983	1,649,724	–	2,029,707
Surplus on revaluation of land and buildings credited to other comprehensive income	土地及樓宇重估之盈餘計入其他全面收入	–	–	2,307,027	2,307,027
Amortisation of prepaid land lease payments	預付土地租賃款攤銷	296,132	–	–	296,132
Capital expenditure	資本開支	3,880,120	226,979	16,300	4,123,399

## 財務報告附註(續)

### Notes to Financial Statements (continued)

截至二零一一年十二月三十一日止年度  
Year ended 31 December 2011

#### 4. OPERATING SEGMENT INFORMATION (continued)

##### GEOGRAPHICAL INFORMATION

###### (a) Revenue from external customers

Hong Kong	香港
Mainland China	中國大陸
Japan and other Asian countries	日本及其他亞洲國家
North America	北美洲國家
Europe	歐洲國家
Other countries	其他國家

The revenue information above is based on the location of the customers.

###### (b) Non-current assets

Hong Kong	香港
Mainland China	中國大陸
Other countries	其他國家

The non-current asset information above is based on the location of assets and excludes an available-for-sale financial investment and deferred tax assets.

##### Information about a major customer

Revenue of approximately HK\$97.5 million (2010: HK\$79 million), contributing over 10% of the total sales of the Group, was derived from sales by the precision parts and components segment to a single customer.

#### 4. 經營分類資料(續)

##### 地區資料

###### (a) 對外銷售收入

2011 二零一一年 HK\$ 港元	2010 二零一零年 HK\$ 港元
<b>55,134,911</b>	64,925,786
<b>36,351,471</b>	22,137,768
<b>62,890,182</b>	53,158,254
<b>25,995,528</b>	27,514,217
<b>227,857,820</b>	206,047,110
<b>5,608,933</b>	10,855,495
<b>413,838,845</b>	384,638,630

以上銷售收入按客戶所在地區劃分。

###### (b) 非流動資產

2011 二零一一年 HK\$ 港元	2010 二零一零年 HK\$ 港元
<b>22,770,351</b>	20,746,263
<b>137,930,181</b>	137,519,757
<b>19,243</b>	7,087
<b>160,719,775</b>	158,273,107

以上非流動資產按資產所在地區劃分，但不包括可供出售金融投資及遞延稅項資產。

##### 主要客戶資料

約97,500,000港元(二零一零年：79,000,000港元)的收入，佔本集團總銷售多於10%，乃來自精密零部件類別的一名客戶。

Notes to Financial Statements (continued)

截至二零一一年十二月三十一日止年度  
Year ended 31 December 2011

5. REVENUE, OTHER INCOME AND GAINS

Revenue, which is also the Group's turnover, represents the net invoiced value of goods sold, after allowances for returns and trade discounts, during the year.

An analysis of the Group's revenue, other income and gains is as follows:

5. 收入、其他收入及收益

收入(為本集團營業額)指年內銷售貨品的發票淨值扣除退貨與貿易折扣。

本集團收入、其他收入及收益的分析如下：

		2011 二零一一年 HK\$ 港元	2010 二零一零年 HK\$ 港元
<b>Revenue</b>	<b>收入</b>		
Sale of goods	商品銷售	<b>413,838,845</b>	384,638,630
<b>Other income and gains</b>	<b>其他收入及收益</b>		
Bank interest income	銀行利息收入	<b>120,237</b>	55,835
Tooling charge income	模具收入	<b>847,279</b>	1,315,595
Sale of scrap	廢料銷售	<b>1,064,083</b>	430,300
Sale of samples	樣品銷售	<b>2,396,372</b>	1,743,786
Gain on disposal of items of property, plant and equipment	出售物業、廠房及設備之收益	<b>21,644</b>	663,180
Foreign exchange differences, net	匯兌差額，淨額	<b>435,375</b>	1,185,258
Others	其他	<b>373,192</b>	369,491
		<b>5,258,182</b>	5,763,445

6. OTHER EXPENSES

6. 其他費用

		Group 集團	
		2011 二零一一年 HK\$ 港元	2010 二零一零年 HK\$ 港元
Impairment of trade receivables	應收賬項減值	-	270,752
Fair value loss on a derivative financial instrument – transaction not qualified for hedge accounting	衍生金融工具的公平價值虧損 – 不符合對沖會計法的交易	<b>319,369</b>	-
		<b>319,369</b>	270,752



# 財務報告附註(續)

## Notes to Financial Statements (continued)

截至二零一一年十二月三十一日止年度

Year ended 31 December 2011

### 7. PROFIT BEFORE TAX

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

### 7. 除稅前溢利

本集團除稅前溢利經扣除/(計入):

		2011 二零一一年 HK\$ 港元	2010 二零一零年 HK\$ 港元
Staff costs (including directors' remuneration – note 9) <sup>#</sup> :	員工開支(包括董事酬金 – 附註9) <sup>#</sup> :		
Wages and salaries	工資及薪金	105,039,667	89,762,470
Pension scheme contributions	公積金供款	468,281	475,070
		<b>105,507,948</b>	90,237,540
Cost of inventories sold	已售存貨成本	333,896,585	298,588,888
Auditor's remuneration	核數師酬金	962,721	1,145,824
Depreciation <sup>#</sup>	折舊 <sup>#</sup>	13,649,802	16,189,332
Amortisation of prepaid land lease payments	預付土地租賃款攤銷	305,175	296,132
Minimum lease payments under operating leases on land and buildings	土地及樓宇之最少經營租約租金	3,916,235	3,547,132
Amortisation of other intangible assets* (Reversal of provision)/provision for slow-moving inventories*	其他無形資產攤銷* 滯銷存貨(撥回)/撥備*	2,468,333	4,075,000
		<b>(135,241)</b>	2,029,707
Fair value loss on a derivative financial instrument – transaction not qualified as hedge accounting	衍生金融工具的公平價值虧損 – 不符合對沖會計法的交易	319,369	–
Foreign exchange differences, net (Write back)/impairment of trade receivables	匯兌差額, 淨額 應收賬項(撥回)/減值	<b>(435,375)</b>	(1,185,258)
		<b>(78,062)</b>	270,752
Gain on disposal of items of property, plant and equipment	出售物業、廠房及設備之收益	<b>(21,644)</b>	(663,180)

\* The amortisation of other intangible assets and the reversal of provision/provision for slow-moving inventories for the year are included in "Cost of sales" in the consolidated income statement.

\* 本年度之其他無形資產攤銷及滯銷存貨撥回/撥備已包含在綜合利潤表上之「銷售成本」內。

<sup>#</sup> The staff costs HK\$80,261,178 (2010: HK\$63,526,241) and depreciation amounted to HK\$12,967,045 (2010: HK\$15,557,540) for the year are included in "Cost of sales" in the consolidated income statement, respectively.

<sup>#</sup> 本年度之員工開支80,261,178港元(二零一零年:63,526,241)及折舊額12,967,045港元(二零一零年:15,557,540港元)已包含在綜合利潤表上之「銷售成本」內。

Notes to Financial Statements (continued)

截至二零一一年十二月三十一日止年度  
Year ended 31 December 2011

8. FINANCE COSTS

An analysis of finance costs is as follows:

Interest on bank loans and overdrafts wholly repayable within five years	於五年內償還之銀行貸款及透支之利息
Interest on finance leases	融資租約利息

2011 二零一一年	2010 二零一零年
HK\$ 港元	HK\$ 港元
837,020	1,706,352
16,994	106,091
<b>854,014</b>	<b>1,812,443</b>

9. DIRECTORS' REMUNERATION

Directors' remuneration for the year, disclosed pursuant to the Listing Rules and Section 161 of the Hong Kong Companies Ordinance, is as follows:

(a) Independent non-executive directors

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

Kung Fan Cheong	孔蕃昌
Leung Man Kay	梁文基
Li Yuen Kwan, Joseph	李沅鈞

There were no other emoluments payable to the independent non-executive directors during the year (2010: Nil).

8. 融資成本

融資成本的分析如下：

2011 二零一一年	2010 二零一零年
HK\$ 港元	HK\$ 港元
837,020	1,706,352
16,994	106,091
<b>854,014</b>	<b>1,812,443</b>

9. 董事酬金

根據上市條例及香港公司法例第一六一條所規定披露之董事酬金如下：

(a) 獨立非執行董事

年內支付予獨立非執行董事之袍金：

Group 集團	
2011 二零一一年	2010 二零一零年
HK\$ 港元	HK\$ 港元
276,000	264,000
276,000	264,000
276,000	264,000
<b>828,000</b>	<b>792,000</b>

年內並無向獨立非執行董事支付其他酬金(二零一零年：無)。

## 財務報告附註(續)

### Notes to Financial Statements (continued)

截至二零一一年十二月三十一日止年度  
Year ended 31 December 2011

#### 9. DIRECTORS' REMUNERATION (continued)

##### (b) Executive directors

		Fees	Salaries	Discretionary bonus	Pension scheme contributions	Other allowances	Total remuneration
		袍金	薪金	酌情花紅	公積金供款	其他津貼	總酬金
		HK\$	HK\$	HK\$	HK\$	HK\$	HK\$
		港元	港元	港元	港元	港元	港元
<b>2011</b>	<b>二零一一年</b>						
Lai Pei Wor	賴培和	-	2,379,390	888,500	12,000	50,000	3,329,890
Chan Yau Wah	陳友華	-	1,948,310	727,500	-	50,000	2,725,810
		-	4,327,700	1,616,000	12,000	100,000	6,055,700
<b>2010</b>	<b>二零一零年</b>						
Lai Pei Wor	賴培和	-	2,079,090	1,936,930	12,000	50,000	4,078,020
Chan Yau Wah	陳友華	-	1,702,350	567,450	-	50,000	2,319,800
		-	3,781,440	2,504,380	12,000	100,000	6,397,820

#### 10. SEVEN HIGHEST PAID EMPLOYEES

The seven highest paid employees during the year included two (2010: two) executive directors, details of whose remuneration are set out in note 9 above. Details of the remuneration of the remaining five (2010: five) non-director, highest paid employees for the year are as follows:

#### 9. 董事酬金(續)

##### (b) 執行董事

#### 10. 七位最高薪僱員

本集團七位最高薪僱員包括兩位(二零一零年：二位)執行董事，詳情已列於上文附註9。餘下五位(二零一零年：五位)最高薪之非董事的最高薪僱員之酬金詳見如下：

		Group	
		2011	2010
		二零一一年	二零一零年
		HK\$	HK\$
		港元	港元
Basic salaries, allowances and benefits in kind	基本薪金、津貼及實物利益	4,732,260	4,282,231
Discretionary bonus	酌情花紅	795,450	1,161,472
Pension scheme contributions	公積金供款	24,000	24,000
		<b>5,551,710</b>	<b>5,467,703</b>

Notes to Financial Statements (continued)

截至二零一一年十二月三十一日止年度  
Year ended 31 December 2011

10. SEVEN HIGHEST PAID EMPLOYEES (continued)

The remuneration of non-director, highest paid employees is within the following bands:

Nil to HK\$1,000,000	無至1,000,000港元
HK\$1,000,001 to HK\$1,500,000	1,000,001港元至1,500,000港元
HK\$1,500,001 to HK\$2,000,000	1,500,001港元至2,000,000港元

10. 七位最高薪僱員(續)

非董事最高薪僱員之酬金所屬範圍如下：

Number of employees 僱員人數	
2011 二零一一年	2010 二零一零年
2	2
2	3
1	–
<b>5</b>	<b>5</b>

11. INCOME TAX

Hong Kong profits tax has been provided at the rate of 16.5% (2010: 16.5%) on the estimated assessable profits arising in Hong Kong during the year. Taxes on profits assessable elsewhere have been calculated at the tax rates prevailing in the jurisdictions in which the Group operates.

11. 所得稅

香港利得稅已按年內源自香港的估計應課稅溢利以16.5% (二零一零年：16.5%) 的稅率撥備。源於其他地區應課稅溢利的稅項應根據本集團經營所受管轄區域的常用稅率計算。

		2011 二零一一年	2010 二零一零年
		HK\$ 港元	HK\$ 港元
Current – Hong Kong	本期－香港		
Charge for the year	本年度支出	<b>1,623,517</b>	2,734,276
(Over)/under provision in prior years	往年(超額)／補提撥備	<b>(551,889)</b>	4,298,867
Current – Elsewhere	本期－其他地區		
Charge for the year	本年度支出	<b>1,123,240</b>	4,346,711
Over provision in prior years	往年超額撥備	<b>(90,761)</b>	(1,624,608)
Deferred (note 30)	遞延稅項(附註30)	<b>1,688,333</b>	(2,547,710)
Tax charge for the year	本年度稅項支出總額	<b>3,792,440</b>	7,207,536

## 財務報告附註(續)

### Notes to Financial Statements (continued)

截至二零一一年十二月三十一日止年度  
Year ended 31 December 2011

#### 11. INCOME TAX (continued)

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

		Group 集團	
		2011 二零一一年	2010 二零一零年
		HK\$ 港元	HK\$ 港元
Profit before tax	除稅前溢利	<b>29,550,330</b>	32,386,720
Tax at the statutory tax rate of 16.5% (2010: 16.5%)	按法定稅率16.5%計算之稅項(二零一零年: 16.5%)	<b>4,875,804</b>	5,343,809
Effect of different rates for companies operating in other jurisdictions	其他公司經營所受管轄區域的不同稅率之影響	<b>936,984</b>	1,578,749
Income not subject to tax	不須繳稅之收入	<b>(2,083,068)</b>	(3,012,594)
Tax effect of previously unrecognised tax losses now recognised	以往未確認之稅項虧損現在確認	-	(2,662,836)
Expenses not deductible for tax	不可扣減稅項之支出	<b>1,109,789</b>	3,424,125
Unrecognised temporary differences	未確認之暫時性差異	<b>63,962</b>	-
Utilisation of previously unrecognised tax losses	動用以往期間之稅項虧損	<b>(452,489)</b>	(25,791)
(Over)/under provision in prior years	往年(超額)/補提撥備	<b>(642,650)</b>	2,674,259
Tax losses not recognised	未確認之稅項虧損	<b>23,914</b>	347,257
Tax concessions	稅項減免	<b>(184,140)</b>	(178,503)
Others	其他	<b>144,334</b>	(280,939)
Tax charge for the year	本年度稅項支出總額	<b>3,792,440</b>	7,207,536

#### 12. PROFIT ATTRIBUTABLE TO OWNERS OF THE COMPANY

The consolidated profit attributable to owners of the Company for the year ended 31 December 2011 includes a loss of HK\$10,317,251 (2010: profit of HK\$13,471,273) which has been dealt with in the financial statements of the Company (note 33(b)).

#### 11. 所得稅(續)

按照適用於本公司及其大多數附屬公司經營所受管轄區域的稅前利潤之法定稅率計算出的稅項費用與稅項費用之調節如下:

#### 12. 本公司擁有人所佔溢利

截至二零一一年十二月三十一日止年度本公司擁有人應佔綜合溢利已包括本公司財務報告中之虧損為10,317,251港元(二零一零年: 溢利13,471,273港元)(附註33(b))。

Notes to Financial Statements (continued)

截至二零一一年十二月三十一日止年度  
Year ended 31 December 2011

13. DIVIDENDS

13. 股息

		2011 二零一一年 HK\$ 港元	2010 二零一零年 HK\$ 港元
Attributable to the current year:	於本年度所佔：		
Proposed final dividend – HK4 cents (2010: HK3 cents) per ordinary share	建議末期股息 – 每股普通股 4港仙 (二零一零年：3港仙)	<b>10,620,192</b>	7,965,144
Declared and paid interim dividend – HK2 cents (2010: Nil) per ordinary share	宣派及支付中期股息 – 每股 普通股2港仙 (二零一零年： 無)	<b>5,310,096</b>	–
Proposed special dividend – Nil (2010: HK2 cents per ordinary share)	建議特別股息 – 無 (二零一零年：每股普通股 2港仙)	–	5,310,096
		<b>15,930,288</b>	13,275,240
Attributable to previous years, approved and paid during the year:	於年內批准及支付以往 年度所佔：		
Final dividend – HK3 cents (2010: Nil) per ordinary share	末期股息 – 每股普通股3港仙 (二零一零年：無)	<b>7,965,144</b>	–
Special dividend – HK2 cents (2010: Nil) per ordinary share	特別股息 – 每股普通股2港仙 (二零一零年：無)	<b>5,310,096</b>	–
		<b>13,275,240</b>	–

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

本年度建議末期股息須待本公司於股東週年大會上批准，方可作實。

## 財務報告附註(續)

## Notes to Financial Statements (continued)

截至二零一一年十二月三十一日止年度  
Year ended 31 December 2011

### 14. EARNINGS PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE COMPANY

The calculation of basic earnings per share amounts is based on the profit for the year attributable to ordinary equity holders of the Company and the weighted average number of ordinary shares in issue during the year.

The calculation of diluted earnings per share amounts is based on the profit for the year attributable to ordinary equity holders of the Company and the adjusted weighted average number of ordinary shares in issue during the year. The adjusted weighted average number of ordinary shares used in the calculation is the weighted average number of ordinary shares in issue during the year, as used in the basic earnings per share calculation, and the weighted average number of ordinary shares assumed to have been issued at no consideration on the deemed exercise or conversion of all dilutive potential ordinary shares into ordinary shares.

The calculations of the basic and diluted earnings per share are based on:

### 14. 本公司普通股權益持有人所佔每股盈利

每股基本盈利乃根據本年度本公司普通股權益持有人應佔溢利及於年度內本公司已發行加權平均普通股數目計算。

每股攤薄盈利是按本年度本公司普通股權益持有人應佔溢利及本年度內已發行的調整加權平均普通股數目計算。在計算時所採用本年度內已發行的調整加權平均普通股數目即為計算每股基本盈利所採用的調整加權平均普通股數目，以及假設調整加權平均普通股數目被視為已獲行使或轉換所有具攤薄潛力的普通股為普通股而無償發行計算。

每股基本及攤薄盈利乃根據以下各項計算：

	2011 二零一一年 HK\$ 港元	2010 二零一零年 HK\$ 港元
<b>Earnings</b>	<b>盈利</b>	
Profit attributable to ordinary equity holders of the Company used in the basic and diluted earnings per share calculations	本公司普通股權益持有人所佔溢利，用於每股基本及攤薄盈利計算	
	<b>25,757,890</b>	25,179,184
<b>Shares</b>	<b>股份</b>	
Weighted average number of ordinary shares in issue during the year used in the basic earnings per share calculation	於年內已發行之加權平均普通股數目，用於每股基本盈利計算	
	<b>265,504,800</b>	265,504,800
Effect of dilution – weighted average number of ordinary shares: Share options	攤薄影響 – 加權平均普通股數目： 購股權	
	<b>769,397</b>	489,385
Weighted average number of ordinary shares adjusted for the effect of dilution	調整攤薄影響後之加權平均普通股數目	
	<b>266,274,197</b>	265,994,185

Notes to Financial Statements (continued)

截至二零一一年十二月三十一日止年度  
Year ended 31 December 2011

15. PROPERTY, PLANT AND EQUIPMENT

15. 物業、廠房及設備

Group

集團

		Land and buildings	Leasehold improvements	Plant and machinery	Furniture, fixtures and office equipment	Motor vehicles	Moulds	Total
		土地及樓宇	租賃裝修	廠房及機器	傢俬、裝置及 辦公室設備	汽車	模具	總計
		HK\$	HK\$	HK\$	HK\$	HK\$	HK\$	HK\$
		港元	港元	港元	港元	港元	港元	港元
<b>31 December 2011</b>	於二零一一年 十二月三十一日							
At 31 December 2010 and 1 January 2011:	於二零一零年 十二月三十一日 及二零一一年 一月一日:							
Cost or valuation	成本或估值	78,340,000	44,546,524	119,217,311	33,825,074	2,583,809	72,615,674	351,128,392
Accumulated depreciation	累計折舊	-	(17,355,018)	(91,846,373)	(30,300,025)	(2,485,395)	(68,677,320)	(210,664,131)
Net carrying amount	賬面淨值	78,340,000	27,191,506	27,370,938	3,525,049	98,414	3,938,354	140,464,261
At 1 January 2011, net carrying amount	於二零一一年 一月一日， 賬面淨值	78,340,000	27,191,506	27,370,938	3,525,049	98,414	3,938,354	140,464,261
Additions	添置	713,400	2,523,154	4,443,673	600,079	331,854	-	8,612,160
Disposals	出售	-	-	(253,566)	(23,595)	-	-	(277,161)
Depreciation	折舊	(2,242,037)	(1,884,315)	(4,984,664)	(1,758,735)	(115,275)	(2,664,776)	(13,649,802)
Surplus on revaluation credited to other comprehensive income	重估盈餘計入 其他全面收入	6,689,229	-	-	-	-	-	6,689,229
Exchange realignment	外匯調整	2,114,408	739,332	548,366	47,865	2,311	-	3,452,282
At 31 December 2011, net carrying amount	於二零一一年 十二月三十一日， 賬面淨值	85,615,000	28,569,677	27,124,747	2,390,663	317,304	1,273,578	145,290,969
At 31 December 2011:	於二零一一年 十二月三十一日:							
Cost or valuation	成本或估值	85,615,000	47,596,389	107,065,655	27,613,296	2,626,412	60,527,234	331,043,986
Accumulated depreciation	累計折舊	-	(19,026,712)	(79,940,908)	(25,222,633)	(2,309,108)	(59,253,656)	(185,753,017)
Net carrying amount	賬面淨值	85,615,000	28,569,677	27,124,747	2,390,663	317,304	1,273,578	145,290,969
Analysis of cost or valuation at 31 December 2011:	成本或估值分析： 於二零一一年 十二月三十一日							
At cost	成本	-	47,596,389	107,065,655	27,613,296	2,626,412	60,527,234	245,428,986
At valuation	估值	85,615,000	-	-	-	-	-	85,615,000
		85,615,000	47,596,389	107,065,655	27,613,296	2,626,412	60,527,234	331,043,986



# 財務報告附註(續)

## Notes to Financial Statements (continued)

截至二零一一年十二月三十一日止年度  
Year ended 31 December 2011

### 15. PROPERTY, PLANT AND EQUIPMENT (continued)

### 15. 物業、廠房及設備(續)

#### Group

#### 集團

		Land and buildings	Leasehold improvements	Plant and machinery	Furniture, fixtures and office equipment	Motor vehicles	Moulds	Total
		土地及樓宇	租賃裝修	廠房及機器	傢俬、裝置及 辦公室設備	汽車	模具	總計
		HK\$ 港元	HK\$ 港元	HK\$ 港元	HK\$ 港元	HK\$ 港元	HK\$ 港元	HK\$ 港元
31 December 2010	於二零一零年 十二月三十一日							
At 31 December 2009 and 1 January 2010:	於二零零九年 十二月三十一日 及二零一零年 一月一日:							
Cost or valuation	成本或估值	76,394,000	43,573,483	121,529,089	33,383,442	2,577,209	73,431,430	350,888,653
Accumulated depreciation	累計折舊	-	(15,782,360)	(92,694,184)	(27,874,360)	(2,320,606)	(64,809,049)	(203,480,559)
Net carrying amount	賬面淨值	76,394,000	27,791,123	28,834,905	5,509,082	256,603	8,622,381	147,408,094
At 1 January 2010, net carrying amount	於二零一零年 一月一日， 賬面淨值	76,394,000	27,791,123	28,834,905	5,509,082	256,603	8,622,381	147,408,094
Additions	添置	-	555,628	3,086,808	480,963	-	-	4,123,399
Disposals	出售	-	-	(70,417)	(2,905)	-	-	(73,322)
Depreciation	折舊	(2,097,869)	(1,752,799)	(4,982,205)	(2,511,207)	(161,225)	(4,684,027)	(16,189,332)
Surplus on revaluation credited to other comprehensive income	重估盈餘計入 其他全面收入	2,307,027	-	-	-	-	-	2,307,027
Exchange realignment	外匯調整	1,736,842	597,554	501,847	49,116	3,036	-	2,888,395
At 31 December 2010, net carrying amount	於二零一零年 十二月三十一日， 賬面淨值	78,340,000	27,191,506	27,370,938	3,525,049	98,414	3,938,354	140,464,261
At 31 December 2010:	於二零一零年 十二月三十一日:							
Cost or valuation	成本或估值	78,340,000	44,546,524	119,217,311	33,825,074	2,583,809	72,615,674	351,128,392
Accumulated depreciation	累計折舊	-	(17,355,018)	(91,846,373)	(30,300,025)	(2,485,395)	(68,677,320)	(210,664,131)
Net carrying amount	賬面淨值	78,340,000	27,191,506	27,370,938	3,525,049	98,414	3,938,354	140,464,261
Analysis of cost or valuation at 31 December 2010:	成本或估值分析： 於二零一零年 十二月三十一日							
At cost	成本	-	44,546,524	119,217,311	33,825,074	2,583,809	72,615,674	272,788,392
At valuation	估值	78,340,000	-	-	-	-	-	78,340,000
		78,340,000	44,546,524	119,217,311	33,825,074	2,583,809	72,615,674	351,128,392

**15. PROPERTY, PLANT AND EQUIPMENT (continued)**

The Group's land included in property, plant and equipment with a net carrying amount of HK\$13,650,000 (2010: HK\$9,450,000) is situated in Hong Kong and is held under a medium term lease.

At 31 December 2011, none of the Group's property, plant and equipment were held under finance lease. At 31 December 2010, the net carrying amount of the Group's property, plant and equipment held under finance leases included in the total amounts of plant and machinery amounted to HK\$5,677,037.

The Group's land and buildings were revalued at the end of the reporting period by Chung, Chan & Associates, independent professionally qualified valuers. The land and buildings in Hong Kong were revalued on the basis of market value by the comparison approach, based on their existing state, while the buildings in Mainland China were revalued using the depreciated replacement cost method. A surplus arising from revaluation on the land and buildings of HK\$6,689,229 (2010: HK\$2,307,027) has been credited to other comprehensive income.

Had the Group's land and buildings been carried at historical cost less accumulated depreciation and impairment losses, their carrying amounts would have been included in the financial statements at approximately HK\$63,410,000 (2010: HK\$65,322,000).

At 31 December 2010, certain of the Group's buildings with a net carrying value of approximately HK\$49,900,000 were pledged to secure instalment loans to the Group (note 28). The pledge was released during the year.

**15. 物業、廠房及設備(續)**

本集團位於香港的土地包括在物業、廠房及設備內，以中期租約租賃賬面淨值為13,650,000港元（二零一零年：9,450,000港元）。

於二零一一年十二月三十一日，本集團並無根據融資租約持有之物業、廠房及機器。於二零一零年十二月三十一日，本集團根據融資租約持有之物業、廠房及機器之賬面淨額為5,677,037港元。

本集團之土地及樓宇於報告期末由獨立專業合資格估值師衡量行重新估值。香港土地及樓宇按比較方式的市場價值及現時的狀況重估，而中國大陸的樓宇則按折舊重置成本法重估。因上述估價而產生的重估盈餘6,689,229港元（二零一零年：2,307,027港元）已計入其他全面收入。

本集團土地及樓宇以歷史成本減累計折舊及減值虧損入賬，其賬面值已計入財務報告中，其金額約為63,410,000港元（二零一零年：65,322,000港元）。

於二零一零年十二月三十一日，本集團部份樓宇賬面淨值約為49,900,000港元已作為本集團分期貸款的抵押擔保（附註28）。此抵押擔保已於年內解除。

## 財務報告附註(續)

## Notes to Financial Statements (continued)

截至二零一一年十二月三十一日止年度  
Year ended 31 December 2011

### 16. PREPAID LAND LEASE PAYMENTS

Carrying amount at 1 January	於一月一日的賬面值
Amortisation during the year	於本年內攤銷
Exchange realignment	滙兌調整
Carrying amount at 31 December	於十二月三十一日的賬面值
Current portion included in prepayments, deposits and other receivables	計入預付款項、按金及其他應收款項的流動部份
Non-current portion	非流動部份

At 31 December 2010, the Group's interests in a leasehold land held under operating leases with a net carrying amount of approximately HK\$10,492,000 were pledged to secure instalment loans to the Group (note 28). The pledge was released during the year.

The above prepaid land lease payments represent the interests in leasehold lands held under operating leases which are situated in Mainland China and are held under medium term leases.

### 17. OTHER INTANGIBLE ASSETS

#### Group

<b>31 December 2011</b>	<b>二零一一年十二月三十一日</b>
Cost at 1 January 2011, net of accumulated amortisation	於二零一一年一月一日的成本，扣除累計攤銷
Amortisation provided during the year	本年度攤銷
At 31 December 2011	於二零一一年十二月三十一日
At 31 December 2011:	於二零一一年十二月三十一日
Cost	成本
Accumulated amortisation	累計攤銷
Net carrying amount	賬面淨值

### 16. 預付土地租賃款

		Group 集團	
		2011 二零一一年	2010 二零一零年
		HK\$ 港元	HK\$ 港元
Carrying amount at 1 January	於一月一日的賬面值	<b>13,800,149</b>	13,733,392
Amortisation during the year	於本年內攤銷	<b>(305,175)</b>	(296,132)
Exchange realignment	滙兌調整	<b>444,568</b>	362,889
Carrying amount at 31 December	於十二月三十一日的賬面值	<b>13,939,542</b>	13,800,149
Current portion included in prepayments, deposits and other receivables	計入預付款項、按金及其他應收款項的流動部份	<b>(305,175)</b>	(296,132)
Non-current portion	非流動部份	<b>13,634,367</b>	13,504,017

於二零一零年十二月三十一日，本集團於其中一幅租賃土地權益為經營租約之賬面淨值約為10,492,000港元已作為本集團分期貸款的抵押擔保(附註28)。此抵押擔保已於年內解除。

以上預付土地租賃款的租賃土地權益為經營租約位於中國大陸及為中期租賃。

### 17. 其他無形資產

#### 集團

Deferred development costs 遞延發展成本	Licenses 使用權	Total 總計
4,037,500	33,329	4,070,829
(2,435,004)	(33,329)	(2,468,333)
1,602,496	-	1,602,496
28,740,000	-	28,740,000
(27,137,504)	-	(27,137,504)
1,602,496	-	1,602,496

Notes to Financial Statements (continued)

截至二零一一年十二月三十一日止年度  
Year ended 31 December 2011

17. OTHER INTANGIBLE ASSETS (continued)

Group

		17. 其他無形資產(續)		
		集團		
		Deferred development costs	Licenses	Total
		遞延發展成本	使用權	總計
		HK\$	HK\$	HK\$
		港元	港元	港元
<b>31 December 2010</b>	<b>二零一零年十二月三十一日</b>			
Cost at 1 January 2010, net of accumulated amortisation	於二零一零年一月一日的 成本，扣除累計攤銷	7,672,500	473,329	8,145,829
Amortisation provided during the year	本年度攤銷	(3,635,000)	(440,000)	(4,075,000)
At 31 December 2010	於二零一零年十二月三十一日	4,037,500	33,329	4,070,829
At 31 December 2010: Cost	於二零一零年十二月三十一日 成本	28,740,000	250,000	28,990,000
Accumulated amortisation	累計攤銷	(24,702,500)	(216,671)	(24,919,171)
Net carrying amount	賬面淨值	4,037,500	33,329	4,070,829

During the reporting period, a fully amortised license with a cost of HK\$250,000 (2010: fully amortised license and technical know-how with cost of HK\$2,340,000 and HK\$1,239,647 respectively) had been written off.

於報告期內，已被完全攤銷的一個使用權而成本為250,000港元被撤銷(二零一零年：已被完全攤銷的使用權及技術知識之成本分別為2,340,000港元及1,239,647港元)。

18. INVESTMENTS IN SUBSIDIARIES

Unlisted shares, at cost	非上市股份，按成本值		
Due from subsidiaries	附屬公司欠款		
Less: Impairment of amounts due from subsidiaries#	減：附屬公司之欠款減值#		

18. 附屬公司之投資

		Company	
		公司	
		2011	2010
		二零一一年	二零一零年
		HK\$	HK\$
		港元	港元
		<b>58,999,981</b>	58,999,981
		<b>80,929,765</b>	93,179,512
		<b>139,929,746</b>	152,179,493
		<b>(37,840,797)</b>	(11,018,779)
		<b>102,088,949</b>	141,160,714

## 財務報告附註(續)

## Notes to Financial Statements (continued)

截至二零一一年十二月三十一日止年度  
Year ended 31 December 2011

### 18. INVESTMENTS IN SUBSIDIARIES (continued)

- # During the year, an impairment of HK\$26,822,018 (2010: Nil) was recognised for amounts due from subsidiaries because certain subsidiaries of the Company have been making losses.

The amounts due from subsidiaries included in the investments in subsidiaries above are unsecured, interest-free and are not due for settlement within one year. The carrying amounts of these amounts due from subsidiaries approximate to their fair values.

Particulars of the principal subsidiaries are as follows:

Company name 公司名稱	Place of incorporation/ registration and operations 註冊成立/註冊及 營業地點	Nominal value of issued and paid-up share/registered capital 已發行及繳足股份之 面值/註冊資本		Percentage of equity interest attributable to the Company 本公司所佔股本權益百分比		Principal activities 主要業務
		2011 二零一一年	2010 二零一零年	2011 二零一一年	2010 二零一零年	
		Cokeen Development Limited 確建發展有限公司	Hong Kong 香港	HK\$10,000 10,000港元	HK\$10,000 10,000港元	
E-Dotcom Limited	Hong Kong 香港	HK\$2 2港元	HK\$2 2港元	100	100	Investment holding 投資控股
Hideki (China) Investment Limited 西城(中國)投資有限公司	Hong Kong 香港	HK\$2,000,000 2,000,000港元	HK\$2,000,000 2,000,000港元	100	100	Investment holding 投資控股
Hideki Electronics Limited 西城電子有限公司	Hong Kong 香港	HK\$2,000,000 2,000,000港元	HK\$2,000,000 2,000,000港元	100	100	Sale of consumer electronic products 銷售電子消費品
Hi-Tech (China) Investment Limited 中穎(中國)投資有限公司	Hong Kong 香港	HK\$2,000,000 2,000,000港元	HK\$2,000,000 2,000,000港元	100	100	Investment holding 投資控股
Hi-Tech Investment Holdings Limited	British Virgin Islands/Hong Kong 英屬維爾京群島/ 香港	US\$50,000 50,000美元	US\$50,000 50,000美元	100	100	Investment holding 投資控股

### 18. 附屬公司之投資(續)

- # 本年度，由於若干附屬公司錄得虧損，故就應收該等附屬公司款項中確認減值虧損為26,822,018港元(二零一零年：無)。

附屬公司欠款為無抵押、免息，並於一年內未到期償還。該等附屬公司欠款與其公平價值相若。

主要附屬公司詳情如下：

Notes to Financial Statements (continued)

截至二零一一年十二月三十一日止年度  
Year ended 31 December 2011

18. INVESTMENTS IN SUBSIDIARIES (continued)

18. 附屬公司之投資(續)

Company name 公司名稱	Place of incorporation/ registration and operations 註冊成立/註冊及 營業地點	Nominal value of issued and paid-up share/registered capital 已發行及繳足股份之 面值/註冊資本		Percentage of equity interest attributable to the Company 本公司所佔股本權益百分比		Principal activities 主要業務
		2011 二零一一年	2010 二零一零年	2011 二零一一年	2010 二零一零年	
Hi-Tech Property Holdings Limited	British Virgin Islands/ Mainland China 英屬維爾京群島/ 中華人民共和國	US\$1 1美元	US\$1 1美元	100	100	Property holding 物業持有
Hi-Tech Precision Industrial Limited 中穎精密工業有限公司	Hong Kong 香港	HK\$1,500,000 1,500,000港元	HK\$1,500,000 1,500,000港元	100	100	Sale of precision parts and components 銷售精密零部件
Hi-Tech Precision (Singapore) Pte. Limited	Republic of Singapore 新加坡	S\$100,000 100,000坡元	S\$100,000 100,000坡元	100	100	Sale of precision parts and components 銷售精密零部件
K & P Group (Holdings) Limited	British Virgin Islands/Hong Kong 英屬維爾京群島/ 香港	US\$1,238,545 1,238,545美元	US\$1,238,545 1,238,545美元	100	100	Investment holding 投資控股
K. S. (China) Electronics Manufactory Limited 堅城(中國)電子廠有限公司	Hong Kong 香港	HK\$2 2港元	HK\$2 2港元	100	100	Investment holding 投資控股
Mars Field Limited 堅城實業公司	British Virgin Islands/ Mainland China 英屬維爾京群島/ 中華人民共和國	US\$1 1美元	US\$1 1美元	100	100	Manufacture of consumer electronic products and precision parts and components 製造電子消費品及 精密零部件
Technology Trends International Limited	British Virgin Islands/Hong Kong/Republic of Singapore 英屬維爾京群島/ 香港/新加坡	US\$50,000 50,000美元	US\$50,000 50,000美元	100	100	Sale of precision parts and components 銷售精密零部件

## 財務報告附註(續)

### Notes to Financial Statements (continued)

截至二零一一年十二月三十一日止年度  
Year ended 31 December 2011

#### 18. INVESTMENTS IN SUBSIDIARIES (continued)

Company name 公司名稱	Place of incorporation/ registration and operations 註冊成立/註冊及 營業地點	Nominal value of issued and paid-up share/registered capital 已發行及繳足股份之 面值/註冊資本		Percentage of equity interest attributable to the Company 本公司所佔股本權益百分比		Principal activities 主要業務
		2011	2010	2011	2010	
		二零一一年	二零一零年	二零一一年	二零一零年	
TQL Technology Limited 栢城電子有限公司	Hong Kong 香港	HK\$7,000,000 7,000,000港元	HK\$7,000,000 7,000,000港元	100	100	Sale of liquid crystal displays 銷售液晶體顯示器
中穎(中山)電子有限公司	Mainland China 中華人民共和國	US\$8,900,000 8,900,000美元	US\$8,900,000 8,900,000美元	100	100	Manufacture of precision parts and components 製造精密零部件

Except for K & P Group (Holdings) Limited, all of the above subsidiaries are indirectly held by the Company.

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

#### 19. AVAILABLE-FOR-SALE FINANCIAL INVESTMENT

	會所會籍，按公平價值
Club membership, at fair value	

The fair value of the club membership is determined with reference to the publicly available price information.

#### 20. PREPAID RENT

Prepaid rent is amortised over the lease term.

#### 18. 附屬公司之投資(續)

除 K & P Group (Holdings) Limited 外，上述所有附屬公司均由本公司間接持有。

董事認為，上表所列出之本公司附屬公司主要影響本年度業績或構成本集團資產淨值主要部份。董事並認為，提供其他附屬公司的詳細資料，會引致內容過於冗長。

#### 19. 可供出售金融投資

Group 集團	
2011 二零一一年	2010 二零一零年
HK\$ 港元	HK\$ 港元
680,000	680,000

會所會籍的公平價值是參照公眾可得到之價值資料。

#### 20. 預付租金

預付租金是按租約條款攤銷。

Notes to Financial Statements (continued)

截至二零一一年十二月三十一日止年度  
Year ended 31 December 2011

21. INVENTORIES

21. 存貨

		Group 集團	
		2011 二零一一年	2010 二零一零年
		HK\$ 港元	HK\$ 港元
Raw materials	原料	21,236,579	22,502,995
Work in progress	在製品	10,163,029	10,482,313
Finished goods	製成品	5,371,980	3,011,931
		<b>36,771,588</b>	35,997,239
Less: Provision for slow-moving inventories	減：滯銷存貨撥備	<b>(2,988,436)</b>	(3,123,677)
		<b>33,783,152</b>	32,873,562

During the reporting period, the reversal of provision of slow-moving inventories of HK\$1,000,666 (2010: HK\$644,122) has been recognised as the corresponding inventories were either sold or used.

於報告期內，滯銷存貨撥回為1,000,666港元(二零一零年：644,122港元)因有關存貨已被賣出或使用而確認。

22. PREPAYMENTS, DEPOSITS AND OTHER RECEIVABLES

22. 預付款項、按金及其他應收款項

		Group 集團		Company 公司	
		2011 二零一一年	2010 二零一零年	2011 二零一一年	2010 二零一零年
		HK\$ 港元	HK\$ 港元	HK\$ 港元	HK\$ 港元
Prepayments	預付款項	774,986	485,678	230,840	231,049
Deposits and other receivables	按金及其他應收款項	8,765,863	6,214,457	-	-
		<b>9,540,849</b>	6,700,135	<b>230,840</b>	231,049

None of the above assets is either past due or impaired.

以上未逾期亦未作減值準備的款項，並無拖欠款項記錄。



## 財務報告附註(續)

### Notes to Financial Statements (continued)

截至二零一一年十二月三十一日止年度  
Year ended 31 December 2011

#### 23. TRADE AND BILLS RECEIVABLES

Trade receivables	應收賬項
Impairment	減值撥備
Bills receivable discounted with recourse (note 28)	可退回的折扣性應收票據 (附註28)

#### 23. 應收賬項及票據

		Group 集團	
		2011 二零一一年	2010 二零一零年
		HK\$ 港元	HK\$ 港元
		<b>71,111,151</b>	56,803,891
		-	(78,062)
		<b>71,111,151</b>	56,725,829
		<b>1,151,673</b>	1,667,551
		<b>72,262,824</b>	58,393,380

The Group's trading terms with its customers are mainly on credit, except for new customers, where payment in advance is normally required. Invoices are normally payable within 60 days of issuance, except for certain well-established customers, where the terms are extended from 60 to 90 days. Each customer has a maximum credit limit. The Group seeks to maintain strict control over its outstanding receivables and has a credit control policy to minimise credit risk. Overdue balances are regularly reviewed by senior management. Information regarding the concentration risk on trade receivable are detailed in note 40. Trade receivables are non-interest-bearing. The carrying amounts of these balances are approximate to their fair values.

客戶買賣條款中，主要客戶都享有信用預提，惟新客戶一般需要預付款項。一般發票需要在六十天內支付，優良客戶可享用六十至九十天信用預提。每位客戶均有信用額度。集團對未償還應收賬項有嚴緊控制及有信貸政策以減低信貸風險。高級管理層會對逾期應收款作經常審閱。集中應收賬項風險之資料披露於附註40。應收賬項是不計利息。該結餘之賬面值與其公平價值相若。

Notes to Financial Statements (continued)

截至二零一一年十二月三十一日止年度  
Year ended 31 December 2011

23. TRADE AND BILLS RECEIVABLES (continued)

An ageing analysis of the trade receivables as at the end of the reporting period, based on the invoice date and net of provisions, is as follows:

		Group 集團	
		2011 二零一一年	2010 二零一零年
		HK\$ 港元	HK\$ 港元
Within 90 days	九十天內	65,328,723	54,768,204
Between 91 and 180 days	九十一至一百八十天	5,557,351	1,383,640
Over 180 days	一百八十天以上	225,077	573,985
		<b>71,111,151</b>	<b>56,725,829</b>

An ageing analysis of the bills receivable as at the end of the reporting period, based on the invoice date, is as follows:

		Group 集團	
		2011 二零一一年	2010 二零一零年
		HK\$ 港元	HK\$ 港元
Within 90 days	九十天內	1,151,673	1,667,551

The movements in provision for impairment of trade receivables are as follows:

		Group 集團	
		2011 二零一一年	2010 二零一零年
		HK\$ 港元	HK\$ 港元
At 1 January	於一月一日	78,062	3,653,289
Impairment losses recognised	確認減值撥備	-	270,752
Amount written off as uncollectible	撇銷不能收回之金額	-	(3,845,979)
Write back of impairment losses	減值撥回	(78,062)	-
At 31 December	於十二月三十一日	-	78,062

23. 應收賬項及票據(續)

在報告期末應收賬項按發票日期及減除撥備後之賬齡分析如下：

		Group 集團	
		2011 二零一一年	2010 二零一零年
		HK\$ 港元	HK\$ 港元
Within 90 days	九十天內	65,328,723	54,768,204
Between 91 and 180 days	九十一至一百八十天	5,557,351	1,383,640
Over 180 days	一百八十天以上	225,077	573,985
		<b>71,111,151</b>	<b>56,725,829</b>

在報告期末應收票據按發票日期之賬齡分析如下：

		Group 集團	
		2011 二零一一年	2010 二零一零年
		HK\$ 港元	HK\$ 港元
Within 90 days	九十天內	1,151,673	1,667,551

應收貿易款項減值撥備變動如下：

		Group 集團	
		2011 二零一一年	2010 二零一零年
		HK\$ 港元	HK\$ 港元
At 1 January	於一月一日	78,062	3,653,289
Impairment losses recognised	確認減值撥備	-	270,752
Amount written off as uncollectible	撇銷不能收回之金額	-	(3,845,979)
Write back of impairment losses	減值撥回	(78,062)	-
At 31 December	於十二月三十一日	-	78,062

## 財務報告附註(續)

### Notes to Financial Statements (continued)

截至二零一一年十二月三十一日止年度  
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#### 23. TRADE AND BILLS RECEIVABLES (continued)

At 31 December 2010, the above provisions were for individually impaired trade receivables of HK\$78,062 related to customers that were in financial difficulties. The Group does not hold any collateral or other credit enhancements over these balances.

The ageing analysis of the trade receivables that are not considered to be impaired is as follows:

Neither past due nor impaired	未逾期亦未作減值
Less than 1 month past due	逾期少於一個月
1 to 3 months past due	逾期一至三個月
3 to 6 months past due	逾期三至六個月

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

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

#### 23. 應收賬項及票據(續)

於二零一零年十二月三十一日，以上撥備包括個別應收貿易款減值78,062港元，是考慮到客戶有財務困難。本集團對該等結餘並無持有任何抵押品或其他增強信貸安排。

未被界定為應收貿易款項減值之賬齡分析如下：

		Group 集團	
		2011 二零一一年	2010 二零一零年
		HK\$ 港元	HK\$ 港元
		<b>54,816,761</b>	42,217,219
		<b>14,367,300</b>	10,933,012
		<b>1,322,128</b>	2,717,326
		<b>604,962</b>	858,272
		<b>71,111,151</b>	56,725,829

未到期及毋須減值的應收款項是與大量不同客戶有關，該等客戶近期沒有不償還歷史。

逾期但未作減值撥備的應收款項乃大量獨立地與本集團有良好交易記錄的客戶。根據過往經驗，本公司董事們認為有關該等結餘並不需要作出減值撥備，皆因該等客戶的信貸質量並無重大的轉變而結餘被認為依然可以全數收回。本集團對該等結餘並無持有任何抵押品或其他增強信貸安排。

## Notes to Financial Statements (continued)

截至二零一一年十二月三十一日止年度

Year ended 31 December 2011

## 24. CASH AND CASH EQUIVALENTS

## 24. 現金及現金等值項目

		Group		Company	
		集團	公司	集團	公司
		2011	2010	2011	2010
		二零一一年	二零一零年	二零一一年	二零一零年
		HK\$	HK\$	HK\$	HK\$
		港元	港元	港元	港元
Cash and bank balances	現金及銀行結存	<b>27,604,333</b>	27,262,375	<b>33,431</b>	7,064
Time deposits	定期存款	-	15,497,253	-	-
Cash and cash equivalents	現金及現金等值項目	<b>27,604,333</b>	42,759,628	<b>33,431</b>	7,064

At the end of the reporting period, the cash and bank balances of the Group denominated in Renminbi ("RMB") amounted to HK\$7,428,170 (2010: HK\$3,873,269). The RMB is not freely convertible into other currencies. However, under Mainland China's Foreign Exchange Control Regulations and Administration of Settlement, Sale and Payment of Foreign Exchange Regulations, the Group is permitted to exchange RMB for other currencies through banks authorised to conduct foreign exchange business.

Cash at banks earns interest at floating rates based on daily bank deposit rates. Short term time deposits are made for varying periods of between one day and three months depending on the immediate cash requirements of the Group, and earn interest at the respective short term time deposit rates. The bank balances are deposited with creditworthy banks with no recent history of default.

於報告期末，本集團以人民幣(「人民幣」)定值之現金及銀行結存為7,428,170港元(二零一零年：3,873,269港元)。人民幣不能自由兌換其他貨幣，惟根據中國大陸外匯管制法規定及結存、銷售及支付的管理規定，本集團獲准透過獲授權經營海外業務之銀行將人民幣兌換為外幣。

銀行現金賺取之利息乃按每日銀行存款利率之浮動利率而定。短期定期存款之期限不一，介乎一日至三個月不等，主要視乎本集團之即時現金需求，並按不同的短期定期存款賺取利息。銀行戶口結餘在有信貸聲譽的銀行結存，近期並沒有拖欠紀錄。

## 財務報告附註(續)

## Notes to Financial Statements (continued)

截至二零一一年十二月三十一日止年度  
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### 25. TRADE PAYABLES

An ageing analysis of the trade payables as at the end of the reporting period, based on the invoice date, is as follows:

		Group 集團	
		2011 二零一一年 HK\$ 港元	2010 二零一零年 HK\$ 港元
Within 90 days	九十天內	<b>34,252,872</b>	34,683,069
Between 91 and 180 days	九十一至一百八十天	<b>7,762,216</b>	6,049,046
Over 180 days	一百八十天以上	<b>534,754</b>	104,981
		<b>42,549,842</b>	40,837,096

The trade payables are non-interest-bearing and are normally settled on terms varying from 60 to 120 days.

### 25. 應付賬項

在報告期末應付賬項按發票日期之賬齡分析如下：

		Group 集團	
		2011 二零一一年 HK\$ 港元	2010 二零一零年 HK\$ 港元
Within 90 days	九十天內	<b>34,252,872</b>	34,683,069
Between 91 and 180 days	九十一至一百八十天	<b>7,762,216</b>	6,049,046
Over 180 days	一百八十天以上	<b>534,754</b>	104,981
		<b>42,549,842</b>	40,837,096

應付賬項為免息及一般於六十至一百二十天到期償還。

### 26. ACCRUED LIABILITIES AND OTHER PAYABLES

		Group 集團		Company 公司	
		2011 二零一一年 HK\$ 港元	2010 二零一零年 HK\$ 港元	2011 二零一一年 HK\$ 港元	2010 二零一零年 HK\$ 港元
Accrued liabilities	應計負債	<b>1,145,020</b>	1,053,227	-	-
Other payables	其他應付款項	<b>10,800,978</b>	11,124,016	<b>486,866</b>	132,886
Staff cost payables	應付員工開支	<b>20,915,928</b>	18,965,759	<b>69,000</b>	66,000
		<b>32,861,926</b>	31,143,002	<b>555,866</b>	198,886

Other payables are non-interest-bearing and have an average term of three months.

### 26. 應計負債及其他應付款項

其他應付款項為免息及平均還款期為三個月。

Notes to Financial Statements (continued)

截至二零一一年十二月三十一日止年度  
Year ended 31 December 2011

27. DERIVATIVE FINANCIAL INSTRUMENT

27. 衍生金融工具

		Group 集團	
		2011 二零一一年	2010 二零一零年
		HK\$ 港元	HK\$ 港元
Forward currency contract	遠期貨幣合同	<b>319,369</b>	-

The carrying amount of forward currency contract is the same as its fair value. The Group entered into a forward currency contract to sell US\$15,710,000. The maturity date of this forward currency contract is on 27 September 2012. The forward rate of this forward currency contract is United States Dollars 1 to China Renminbi 6.365.

As at 31 December 2011, the forward currency contract did not meet the criteria for hedge accounting. The change in the fair value of this non-hedging currency derivative amounting to a loss of HK\$319,369 was charged to the income statement for the year ended 31 December 2011 (2010: Nil).

遠期貨幣合同之賬面值相當其公平價值。本集團簽訂一份出售15,710,000美元的遠期貨幣合同。此遠期貨幣合同之到期日為二零一二年九月二十七日，此遠期貨幣合同之遠期匯率為1美元匯算6.365人民幣。

於二零一一年十二月三十一日，此遠期貨幣合同不符合對沖會計法標準。此非對沖貨幣衍生工具的公平價值之變更為虧損319,369港元已計入截至二零一一年十二月三十一日止年度之利潤表內(二零一零年：無)。

28. INTEREST-BEARING BANK AND OTHER BORROWINGS

28. 帶息銀行貸款及其他借貸

	31 December 2011 二零一一年十二月三十一日			31 December 2010 二零一零年十二月三十一日		
	Effective interest rate (%)	Maturity	HK\$	Effective interest rate (%)	Maturity	HK\$
	實際利率(%)	到期日	港元	實際利率(%)	到期日	港元
<b>Current</b>						
<b>本期</b>						
Finance lease payables (note 29) 應付融資租約(附註29)	-	-	-	1.95-3.82	2011	1,561,843
Bank loans – unsecured 銀行貸款–無抵押	2.56-2.67	On demand 按要求	1,953,939	2.07-2.77	On demand 按要求	3,719,429
Bank loans – discounted bills with recourse (note 23) 銀行貸款–可退回的折扣性票據(附註23)	2.83-4.15	On demand 按要求	1,151,673	2.52-3.26	On demand 按要求	1,667,551
Money market loans – unsecured 以貨幣市場利率為基準的貸款–無抵押	3.46	On demand 按要求	4,000,000	2.74	On demand 按要求	4,000,000
Instalment loans – unsecured 分期貸款–無抵押	2.62-4.25	On demand 按要求	5,558,256	2.81-7.00	On demand 按要求	9,211,572
Instalment loans – secured 分期貸款–抵押	-	-	-	6.34-6.56	On demand 按要求	8,496,000
			<b>12,663,868</b>			<b>28,656,395</b>

## 財務報告附註(續)

## Notes to Financial Statements (continued)

截至二零一一年十二月三十一日止年度  
Year ended 31 December 2011

### 28. INTEREST-BEARING BANK AND OTHER BORROWINGS (continued)

Note: The Group's interest-bearing bank and other borrowings in the amount of HK\$5,558,256 (2010: HK\$17,707,572) which would otherwise be classified as a non-current liability have been classified as a current liability because their terms include an on-demand clause. For the purpose of the above analysis, the loan is included within current interest-bearing bank and other borrowings and analysed into bank loans and overdrafts repayable within one year or on demand.

Taking into account the Group's financial position, the directors do not expect that it is probable that the lenders will exercise their discretionary rights to demand immediate repayments. The following table details the contractual undiscounted payments in accordance with the scheduled repayment dates set out in the loan agreements.

Analysed into:	按下列各項分析：
Bank loans repayable:	應償還銀行貸款：
Within one year or on demand	一年內或按要求
In the second to fifth years inclusive	第二至第五年(包括首尾兩年)
Other borrowings repayable:	其他應償還借貸：
Within one year	一年內

Group	
集團	
2011	2010
二零一一年	二零一零年
HK\$	HK\$
港元	港元
9,529,680	16,471,529
3,434,904	12,117,175
<b>12,964,584</b>	<b>28,588,704</b>
-	1,582,790
<b>12,964,584</b>	<b>30,171,494</b>

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

At 31 December 2011, no land and buildings were pledged to secure any loan to the Group. At 31 December 2010, certain of the Group's buildings with a net carrying value of approximately HK\$49,900,000 and the Group's interests in a leasehold land held under operating leases with a net book value of approximately HK\$10,492,000 were pledged to secure instalment loans to the Group.

### 28. 帶息銀行貸款及其他借貸(續)

附註：本集團之帶息銀行貸款及其他借貸為5,558,256港元(二零一零年：17,707,572港元)應可分類為非流動負債，但分類為流動負債因包含可隨時要求償還的條款。在上述的分析中，貸款包含流動帶息銀行貸款及其他借貸，並分析為一年內或按要求償還的銀行貸款及透支。

在考慮本集團之財務狀況，董事概不預計貸款人有可能行使酌情權利要求即時償還貸款。按照貸款議的條款訂約之付款日期的未折讓之付款如下：

本集團借貸之賬面值與其公平價值相若。

於二零一一年十二月三十一日，本集團並無任何土地及樓宇作任何貸款的抵押擔保。於二零一零年十二月三十一日，本集團部份樓宇賬面淨值約為49,900,000港元及其中一幅租賃土地為經營租約之賬面淨值約為10,492,000港元已為作本集團分期貸款的抵押擔保。

Notes to Financial Statements (continued)

截至二零一一年十二月三十一日止年度  
Year ended 31 December 2011

28. INTEREST-BEARING BANK AND OTHER BORROWINGS (continued)

At 31 December 2010, the Group's bank loans were secured by a personal guarantee given by a director amounting to HK\$76,900,000. No such guarantee was provided for the loans at 31 December 2011.

Certain of the Group's bank loans are secured by certain of the Group's bills receivable discounted with recourse of HK\$1,151,673 (2010: HK\$1,667,551).

29. FINANCE LEASE PAYABLES

In the prior year, the Group leased certain of its plant and equipment for its business. These leases were classified as finance leases and the lease term had been expired during the year ended 31 December 2011.

At the end of the reporting period, the total future minimum lease payments under finance leases and their present values are as follows:

28. 帶息銀行貸款及其他借貸(續)

於二零一零年十二月三十一日，本集團之銀行貸款由一位董事提供之個人擔保作抵押為數76,900,000港元。就於二零一一年十二月三十一日之貸款並無提供以上的擔保。

本集團若干銀行貸款由若干可退回的應收票據折現額為1,151,673港元(二零一零年：1,667,551港元)作抵押。

29. 應付融資租約

於往年，本集團租用若干營業用的廠房及設備。該等租約被分類為融資租約，此租約已於二零一一年十二月三十一日年度期間屆滿。

於報告期末，根據融資租約下的總計日後最少租賃費用及其現今值如下：

		Group 集團			
		Minimum lease payments 最少租賃費用		Present value of minimum lease payments 最少租賃費用的現今值	
		2011 二零一一年	2010 二零一零年	2011 二零一一年	2010 二零一零年
		HK\$ 港元	HK\$ 港元	HK\$ 港元	HK\$ 港元
Total minimum finance lease payments payable within one year	總計於一年內應付最少融資租賃費用	-	1,582,790	-	1,561,843
Future finance charges	日後財務費用	-	(20,947)		
Total net finance lease payables which are classified as current liabilities (note 28)	被分類為流動負債之應付融資租約總淨額(附註28)	-	1,561,843		



## 財務報告附註(續)

### Notes to Financial Statements (continued)

截至二零一一年十二月三十一日止年度  
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#### 30. DEFERRED TAX

The movements in deferred tax liabilities and assets during the year are as follows:

##### Deferred tax liabilities

###### Group

		2011 二零一一年		
		Depreciation allowance in excess of related depreciation 超出相關折舊 之折舊撥備 HK\$ 港元	Revaluation of properties 物業重估 HK\$ 港元	Total 總計 HK\$ 港元
At 1 January 2011	於二零一一年一月一日	615,031	1,035,836	1,650,867
Deferred tax debited to the income statement during the year (note 11)	年內於利潤表扣除之遞延稅項(附註11)	124,665	-	124,665
Deferred tax debited to equity during the year	年內扣除權益之遞延稅項	-	837,517	837,517
Gross deferred tax liabilities at 31 December 2011	於二零一一年十二月三十一日之遞延稅項負債總額	<b>739,696</b>	<b>1,873,353</b>	<b>2,613,049</b>
		2010 二零一零年		
		Depreciation allowance in excess of related depreciation 超出相關折舊 之折舊撥備 HK\$ 港元	Revaluation of properties 物業重估 HK\$ 港元	Total 總計 HK\$ 港元
At 1 January 2010	於二零一零年一月一日	453,031	705,471	1,158,502
Deferred tax debited to the income statement during the year (note 11)	年內於利潤表扣除之遞延稅項(附註11)	162,000	-	162,000
Deferred tax debited to equity during the year	年內扣除權益之遞延稅項	-	330,365	330,365
Gross deferred tax liabilities at 31 December 2010	於二零一零年十二月三十一日之遞延稅項負債總額	<b>615,031</b>	<b>1,035,836</b>	<b>1,650,867</b>

#### 30. 遞延稅項

年內之遞延稅項負債及資產變動如下：

##### 遞延稅項負債

###### 集團

		2011 二零一一年		
		Depreciation allowance in excess of related depreciation 超出相關折舊 之折舊撥備 HK\$ 港元	Revaluation of properties 物業重估 HK\$ 港元	Total 總計 HK\$ 港元
At 1 January 2011	於二零一一年一月一日	615,031	1,035,836	1,650,867
Deferred tax debited to the income statement during the year (note 11)	年內於利潤表扣除之遞延稅項(附註11)	124,665	-	124,665
Deferred tax debited to equity during the year	年內扣除權益之遞延稅項	-	837,517	837,517
Gross deferred tax liabilities at 31 December 2011	於二零一一年十二月三十一日之遞延稅項負債總額	<b>739,696</b>	<b>1,873,353</b>	<b>2,613,049</b>
		2010 二零一零年		
		Depreciation allowance in excess of related depreciation 超出相關折舊 之折舊撥備 HK\$ 港元	Revaluation of properties 物業重估 HK\$ 港元	Total 總計 HK\$ 港元
At 1 January 2010	於二零一零年一月一日	453,031	705,471	1,158,502
Deferred tax debited to the income statement during the year (note 11)	年內於利潤表扣除之遞延稅項(附註11)	162,000	-	162,000
Deferred tax debited to equity during the year	年內扣除權益之遞延稅項	-	330,365	330,365
Gross deferred tax liabilities at 31 December 2010	於二零一零年十二月三十一日之遞延稅項負債總額	<b>615,031</b>	<b>1,035,836</b>	<b>1,650,867</b>

Notes to Financial Statements (continued)

截至二零一一年十二月三十一日止年度  
Year ended 31 December 2011

30. DEFERRED TAX (continued)

Deferred tax assets

At 1 January	於一月一日		
Deferred tax (charged)/credited to the income statement during the year (note 11)	年內於利潤表(扣除)／計入之遞延稅項(附註11)		
Exchange realignment	外匯調整		
Gross deferred tax assets at 31 December	於十二月三十一日之遞延稅項資產總額		

Pursuant to the Mainland China Corporate Income Tax Law, a 10% withholding tax is levied on dividends declared to foreign investors from the foreign investment enterprises established in Mainland China. The requirement is effective from 1 January 2008 and applies to earnings after 31 December 2007. A lower withholding tax rate may be applied if there is a tax treaty between Mainland China and the jurisdiction of the foreign investors. The Group is therefore liable to withholding taxes on dividends distributed by those subsidiaries established in Mainland China in respect of earnings generated from 1 January 2008 onwards.

At 31 December 2011, no deferred tax has been recognised for such withholding taxes that would be payable on the unremitted earnings of the Group's subsidiaries established in Mainland China that are subject to withholding taxes at distribution. In the opinion of the directors, it is not probable that these subsidiaries will distribute such earnings in the foreseeable future. The aggregate amount of temporary differences associated with investments in subsidiaries in Mainland China for which deferred tax liabilities have not been recognised totalled approximately HK\$26,673,183 at 31 December 2011 (2010: HK\$22,189,871).

There are no income tax consequences attaching to the payment of dividends by the Company to its shareholders.

At 31 December 2011, the Group has unused tax losses of HK\$18,963,080 (2010: HK\$21,560,506) available for offset against future profits that may be carried forward indefinitely. No deferred tax assets have been recognised in respect of the tax losses because it is not probable that future taxable profits will be available against which the Group can utilise the benefits therefrom.

30. 遞延稅項(續)

遞延稅項資產

Group 集團		2011 二零一一年 HK\$ 港元	2010 二零一零年 HK\$ 港元
Losses available for offsetting against future taxable profits 可供抵銷日後應課稅溢利的虧損			
At 1 January	於一月一日	4,068,157	1,358,447
Deferred tax (charged)/credited to the income statement during the year (note 11)	年內於利潤表(扣除)／計入之遞延稅項(附註11)	(1,563,668)	2,709,710
Exchange realignment	外匯調整	16,917	-
Gross deferred tax assets at 31 December	於十二月三十一日之遞延稅項資產總額	2,521,406	4,068,157

根據中國企業所得稅法，於中國大陸成立的外商投資企業向外國投資者宣派股息須按10%徵收預扣稅。此規定由二零零八年一月一日起生效，並適用於二零零七年十二月三十一日後的盈利。倘中國大陸與外國投資者的司法權區訂有稅務協議，則可應用較低的預扣稅率。因此，本集團有責任就於中國大陸成立的該等附屬公司於二零零八年一月一日起產生的盈利所分派的股息繳付預扣稅。

於二零一一年十二月三十一日，並無就本集團於中國大陸成立之附屬公司分派未匯出盈利應付之預扣稅確認遞延稅項。董事認為該等附屬公司不可能於可預見未來分派盈利。於二零一一年十二月三十一日，本集團並無確認於中國大陸附屬公司投資有關之暫時差額之重大遞延稅項負債約26,673,183港元(二零一零年：22,189,871)。

本公司向股東派付之股息並無附帶任何所得稅後果。

於二零一一年十二月三十一日，本集團無限期可延續之可供抵銷日後應課稅溢利的虧損為18,963,080港元(二零一零年：21,560,506港元)。有關稅務虧損，由於本集團未能確定可在未來獲得能用作抵扣的應課稅溢利，因此並未就此確認遞延稅項資產。

## 財務報告附註(續)

## Notes to Financial Statements (continued)

截至二零一一年十二月三十一日止年度  
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### 31. SHARE CAPITAL

### 31. 股本

		Company 公司	
		2011 二零一一年	2010 二零一零年
		HK\$ 港元	HK\$ 港元
<b>Shares</b>	<b>股份</b>		
Authorised:	法定股本：		
900,000,000 shares of HK\$0.10 each	900,000,000股每股 面值0.10港元	<b>90,000,000</b>	90,000,000
Issued and fully paid:	已發行及繳足股本：		
265,504,800 shares of HK\$0.10 each	265,504,800股每股 面值0.10港元	<b>26,550,480</b>	26,550,480

A summary of the issued share capital of the Company is as follows:

本公司已發行股本的概要如下：

		Number of shares 股份數目	Issued capital 已發行股本 HK\$ 港元
At 1 January 2010, 31 December 2010, 1 January 2011 and 31 December 2011	於二零一零年一月一日、 二零一零年十二月 三十一日、二零一一年 一月一日及二零一一年 十二月三十一日	265,504,800	26,550,480

#### Share options

Details of the Company's share option scheme are included in note 32 to the financial statements.

#### 購股權

本公司之購股權計劃之詳情，已載於本財務報告附註32。

### 32. SHARE OPTION SCHEME

A summary of the existing share option scheme of the Company (the "Scheme") adopted on 27 May 2002 is as follows:

- Purposes To provide incentives and rewards to eligible participants for their contributions to the Group and/or to enable the Group to recruit and retain high-calibre employees and attract human resources that are valuable to the Group and any entity in which the Group holds an equity interest ("Invested Entity").
- Participants
- (i) any employee (whether full-time or part-time), executive directors, non-executive directors and independent non-executive directors of the Company, any of its subsidiaries or any Invested Entity;
  - (ii) any supplier of goods or services to any member of the Group or any Invested Entity; any customer of the Group or any Invested Entity; any person or entity that provides research, development or other technological support to the Group or any Invested Entity; and
  - (iii) any shareholder of any member of the Group or any Invested Entity or any holder of any securities issued by any member of the Group or any Invested Entity.

### 32. 購股權計劃

本公司於二零零二年五月二十七日採納之現行購股權計劃概要如下：

- 目的 為鼓勵或獎賞合資格參與人士對本集團作出之貢獻及／或協助本集團聘請及留任能幹僱員及吸納對本集團與任何本集團持有其任何股本權益之公司(「所投資公司」)有重大價值之人力資源。
- 參與人士
- (i) 本公司、其任何附屬公司或其任何所投資公司之任何僱員(不論是全職或兼職)、執行董事、非執行董事及獨立非執行董事；
  - (ii) 向本集團任何成員公司或任何所投資公司提供貨物或服務之任何供應商；本集團或任何所投資公司之任何客戶；向本集團或任何所投資公司提供研究、開發或其他技術支援之任何人士或公司；及
  - (iii) 本集團任何成員公司或任何所投資公司之任何股東或本集團任何成員公司或任何所投資公司所發行任何證券之任何持有人。

## 財務報告附註(續)

### Notes to Financial Statements (continued)

截至二零一一年十二月三十一日止年度  
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#### 32. SHARE OPTION SCHEME (continued)

Total number of ordinary shares available for issue and the percentage of the issued share capital that it represents as at the date of the annual report	25,000,480 ordinary shares and 9.42% of the issued share capital.
Maximum entitlement of each participant	Shall not exceed 1% of the issued share capital of the Company in any 12-month period.
Period within which the securities must be taken up under an option	An option may be exercised at any time during a period to be determined and notified by the directors to each grantee, but shall end in any event not later than 10 years from the date of the grant of options subject to the provisions for early termination thereof.
Minimum period for which an option must be held before it can be exercised	There is no minimum period for which an option granted must be held before it can be exercised.
Amount payable on acceptance	The offer of a grant of share options may be accepted within 28 days from the date of the offer with a consideration of HK\$1.00 being payable by the grantee.
Period within which payments/calls/loans must be made/repaid	Not applicable.

#### 32. 購股權計劃(續)

可予發行的普通股總數以及其於本年報日期佔已發行股本的百分比	25,000,480股普通股及佔已發行股本之9.42%。
每名參與人士可獲授權益上限	在任何12個月內，不得超過本公司已發行股本之1%。
可根據購股權認購普通股股份的期限	購股權可於董事所決定並已知會各承授人之期間內任何時間獲行使，惟在任何情況下不得遲於由授出購股權日期起計10年(根據該計劃條款而提早終止購股權者則除外)。
購股權行使之前必須持有的最短期限	購股權並無行使之前必須持有的最短期限。
接納購股權須付金額	承授人可於授出購股權建議之日起二十八日內，在支付面值代價金額1.00港元後接納該建議。
付款或通知付款的期限或償還申請購股權貸款的期限	不適用。

Notes to Financial Statements (continued)

截至二零一一年十二月三十一日止年度  
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32. SHARE OPTION SCHEME (continued)

Basis of determining the exercise price

Determined by the directors but shall not be less than the highest of (i) the closing price of the ordinary shares as stated in the Stock Exchange's daily quotation sheet on the date of the offer of options, which must be a trading day; (ii) the average closing price of the ordinary shares as stated in the Stock Exchange's daily quotation sheets for the five trading days immediately preceding the date of the offer of options; and (iii) the nominal value of the Company's shares.

The remaining life of the Scheme

The Scheme remains in force until 26 May 2012.

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

32. 購股權計劃(續)

行使價的釐定基準

由董事決定，惟不得低於下列中之較高者：(i)股份於提供購股權建議當日(須為交易日)之收市價(以聯交所日報表所載者為準)；(ii)股份於提供購股權建議日前五個交易日之平均收市價(以聯交所日報表所載者為準)；及(iii)股份面值。

計劃尚餘的有效期

計劃有效期至二零一二年五月二十六日止。

購股權益持有人並不享有獲發股息或於股東會上投票之權益。

## 財務報告附註(續)

## Notes to Financial Statements (continued)

截至二零一一年十二月三十一日止年度  
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### 32. SHARE OPTION SCHEME (continued)

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

Category of participant	Number of share options 購股權數目					At 31 December 2011 於 二零一一年 十二月 三十一日	Date of grant of share options*	Exercise period of share options	Exercise price of share options**	Price of the Company's shares*** 本公司股份價格***		
	At 1 January 2011	Granted during the year	Exercised during the year	Cancelled during the year	Forfeited/ expired during the year					At grant date of options	Immediately before the exercise date	At exercise date of options
參與者類別	二零一一年 一月一日	於年內授出	於年內行使	於年內取消	於年內 放棄/到期		授出 購股權日期*	購股權之 行使價**	購股權之 行使價**	於授出 購股權日期	行使購股權 前一天	購股 權當日
								HK\$ 港元 per share 每股	HK\$ 港元 per share 每股	HK\$ 港元 per share 每股	HK\$ 港元 per share 每股	
Employees other than the directors 非董事之僱員 其他董事							1-4-2006 to 26-1-2005		0.26	0.26	N/A	N/A
In aggregate 合計	1,500,000	-	-	-	-	1,500,000						

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

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

### 32. 購股權計劃(續)

根據計劃於年內尚未行使之購股權如下：

於年內尚餘之購股權調節附註：

- \* 購股權賦予權利的日期是由授出當日起計算直至行使期的開始日。
- \*\* 購股權的行使價是受到如配售新股或派送紅股，或本公司股本類同的變動而調整。
- \*\*\* 本公司於購股權授出日期所披露的股價是購股權授出當日起計算之前在聯交所第一個交易日的收市價。

Notes to Financial Statements (continued)

截至二零一一年十二月三十一日止年度  
Year ended 31 December 2011

32. SHARE OPTION SCHEME (continued)

32. 購股權計劃(續)

		2011 二零一一年		2010 二零一零年	
		Weighted average exercise price 加權平均 行使價 HK\$ 港元 per share 每股	Number of options 購股權數目	Weighted average exercise price 加權平均 行使價 HK\$ 港元 per share 每股	Number of options 購股權數目
At 1 January	於一月一日	0.260	1,500,000	0.260	1,500,000
Granted during the year	於年內授出	-	-	-	-
Forfeited during the year	於年內失效	-	-	-	-
Expired during the year	於年內到期	-	-	-	-
Exercised during the year	於年內行使	-	-	-	-
Cancelled during the year	於年內取消	-	-	-	-
At 31 December	於十二月三十一日	0.260	1,500,000	0.260	1,500,000

The exercise prices and exercise periods of the share options outstanding as at the end of the reporting period are as follows:

於報告期末，購股權計劃尚餘之行使價及行使期限如下：

2011

二零一一年

Number of options 股權數目	Exercise price* 行使價* HK\$ 港元 per share 每股	Exercise period 行使期限
1,500,000	0.260	1-4-2006 to 31-12-2012

2010

二零一零年

Number of options 股權數目	Exercise price* 行使價* HK\$ 港元 per share 每股	Exercise period 行使期限
1,500,000	0.260	1-4-2006 to 31-12-2012



## 財務報告附註(續)

## Notes to Financial Statements (continued)

截至二零一一年十二月三十一日止年度  
Year ended 31 December 2011

### 32. SHARE OPTION SCHEME (continued)

- \* The exercise price of the share options is subject to adjustment in case of rights or bonus issues, or other similar changes in the Company's share capital.

No share options were granted during the year (2010: Nil).

At the end of the reporting period, the Company had 1,500,000 share options outstanding under the Scheme. The exercise in full of the outstanding share options would, under the present capital structure of the Company, result in the issue of 1,500,000 additional ordinary shares of the Company and additional share capital of HK\$150,000 and share premium of HK\$240,000 (before issue expenses).

At the date of approval of these financial statements, the Company had 1,500,000 share options outstanding under the Scheme, which represented approximately 0.6% of the Company's shares in issue as at that date.

### 33. RESERVES

#### (a) Group

The amounts of the Group's reserves and the movements therein for the current and prior years are presented in the consolidated statement of changes in equity on pages 34 and 35 of the financial statements.

The share option reserve of the Group is used to recognise the value of equity-settled share-based payment transactions provided to employees under the Scheme, the details of which are set out in note 32 to the financial statements.

The contributed surplus of the Group arose as a result of the Group's reorganisation and represents the excess of the nominal value of the share capital of the former holding company of the Group, K & P Group (Holdings) Limited, prior to the Group's reorganisation in preparation for the listing of the Company's shares in 1996, over the nominal value of the share capital of the Company issued in exchange therefor, less the amount capitalised to pay up the nil-paid shares issued on the incorporation of the Company.

The asset revaluation reserve of the Group is used to record the increases in the fair value of land and buildings and the decreases to the extent that such decrease relates to an increase on the same asset previously recognised in equity. The reserve can only be used to pay dividends in limited circumstances.

### 32. 購股權計劃(續)

- \* 購股權的行使價是受到如配售新股或派送紅股，或本公司股本類同的變動而調整。

本年度並無授予任何購股權(二零一零年：無)。

於報告期末，根據計劃，本公司有1,500,000股購股權尚未行使。根據本公司現行股本結構，全面行使尚餘之購股權將導致本公司額外發行1,500,000股普通股，額外股本為150,000港元，股份溢價(扣除發行費用前)為240,000港元。

於批准此財務報告當日，根據計劃，1,500,000股購股權尚未行使，佔本公司當日已發行股份約0.6%。

### 33. 儲備

#### (a) 集團

本年度及以往之年度本集團儲備及變動已呈列於財務報告第34及35頁之綜合權益變動表。

本集團之購股權儲備是用於確認從計劃中提供僱員以股本結算並支付交易之價值，有關詳情已載於財務報告附註32。

本集團之繳入盈餘源自集團重組，乃指集團於一九九六年為籌備本公司股份上市之重組前本集團之前控股公司 K & P Group (Holdings) Limited 之股本面值較本公司為交換該等股份而發行股本面值所多出之數減資本化以繳付於本公司之註冊成立時所發行未繳款股份之數。

本集團之資產重估儲備是用作紀錄土地及樓宇公平價值之增加，惟其減少程度是減少有關過往因公平價值之增加而確認於權益之相同資產。在有限的情況下，有關儲備可用作支付股息。

Notes to Financial Statements (continued)

截至二零一一年十二月三十一日止年度  
Year ended 31 December 2011

33. RESERVES (continued)

(a) Group (continued)

The exchange fluctuation reserve of the Group is used to record exchange differences arising from the translation of the financial statements of foreign subsidiaries.

(b) Company

33. 儲備(續)

(a) 集團(續)

本集團之匯兌波動儲備是用於紀錄換算海外附屬公司財務報告而產生的匯兌差額。

(b) 公司

		Share premium accounts	Share option reserve	Contributed surplus	Retained profits/ (Accumulated losses)	Total
		股份溢價賬	購股權儲備	繳入盈餘	保留溢利/ (累計虧損)	總計
		HK\$	HK\$	HK\$	HK\$	HK\$
		港元	港元	港元	港元	港元
Balance at 1 January 2010	二零一零年一月一日	50,541,281	96,000	49,999,981	540,926	101,178,188
Profit for the year and total comprehensive income for the year	本年度溢利及本年度全面收入總額	-	-	-	13,471,273	13,471,273
Proposed final dividend (note 13)	建議末期股息(附註13)	-	-	-	(7,965,144)	(7,965,144)
Proposed special dividend (note 13)	建議特別股息(附註13)	-	-	-	(5,310,096)	(5,310,096)
At 31 December 2010	二零一零年十二月三十一日	<b>50,541,281</b>	<b>96,000</b>	<b>49,999,981</b>	<b>736,959</b>	<b>101,374,221</b>
Loss for the year and total comprehensive loss for the year	本年度虧損及本年度全面虧損總額	-	-	-	(10,317,251)	(10,317,251)
Interim dividend paid (note 13)	支付中期股息(附註13)	-	-	-	(5,310,096)	(5,310,096)
Proposed final dividend (note 13)	建議特別股息(附註13)	-	-	-	(10,620,192)	(10,620,192)
At 31 December 2011	二零一一年十二月三十一日	<b>50,541,281</b>	<b>96,000</b>	<b>49,999,981</b>	<b>(25,510,580)</b>	<b>75,126,682</b>

The contributed surplus of the Company represents the difference between the underlying consolidated net assets of K & P Group (Holdings) Limited and its subsidiaries at the date on which the Group's reorganisation became effective, referred to in note 33(a), over the nominal value of the share capital of the Company issued in exchange therefor, less the amount capitalised to pay up the nil-paid shares issued on the incorporation of the Company.

Under the Companies Act 1981 of Bermuda (as amended), the Company may make distributions to its members out of the contributed surplus in certain circumstances.

本公司之繳入盈餘指 K & P Group (Holdings) Limited 及其附屬公司於集團重組生效之日之綜合資產淨值高出本公司所發行以交換該公司股本面值之數(詳情載錄於財務報告附註33(a))，減去繳足資本化以於本公司之註冊成立日所發行未繳款股份之數。

根據百慕達一九八一年公司法(經修訂)之許可，本公司可在某些情況下從繳入盈餘中撥款向其成員作出分派。

## 財務報告附註(續)

### Notes to Financial Statements (continued)

截至二零一一年十二月三十一日止年度  
Year ended 31 December 2011

#### 34. CONTINGENT LIABILITIES

At the end of the reporting period, contingent liabilities not provided for in the financial statements were as follows:

	Group 集團		Company 公司	
	2011 二零一一年 HK\$ 港元	2010 二零一零年 HK\$ 港元	2011 二零一一年 HK\$ 港元	2010 二零一零年 HK\$ 港元
Guarantees of banking facilities granted to subsidiaries 附屬公司之貸款擔保	-	-	99,050,000	145,050,000

As at 31 December 2011, the banking facilities granted to the subsidiaries subject to guarantees given to the banks by the Company were utilised to the extent of approximately HK\$12,664,000 (2010: HK\$28,660,000).

#### 34. 或然負債

於報告期末，尚未於財務報告計提撥備的或然負債如下：

於二零一一年十二月三十一日，本公司之附屬公司獲授付有本公司向銀行提供之貸款擔保之銀行備用額中，已耗用約12,664,000港元(二零一零年：28,660,000港元)。

#### 35. OPERATING LEASE ARRANGEMENTS

The Group leases certain of its office properties and factories under operating lease arrangements. Leases for properties and factories are negotiated for terms ranging from one to five years.

At the end of the reporting period, the Group had total future minimum lease payments under non-cancellable operating leases falling due as follows:

#### 35. 經營租約安排

本集團根據經營租約安排租用若干辦公室物業及廠房。該等租約之議定期介乎一至五年不等。

於報告期末，本集團根據不能取消經營租約之未來最低應付租金總額將於下列期間到期：

	Group 集團	
	2011 二零一一年 HK\$ 港元	2010 二零一零年 HK\$ 港元
Within one year 於一年內	3,384,739	3,325,045
In the second to fifth years, inclusive 於第二至第五年 (包括首尾兩年)	362,619	3,109,666
	<b>3,747,358</b>	<b>6,434,711</b>

At the end of the reporting period, the Company had no operating lease arrangements.

於報告期末，本公司並無經營租約之安排。

Notes to Financial Statements (continued)

截至二零一一年十二月三十一日止年度  
Year ended 31 December 2011

36. COMMITMENTS

At the end of the reporting period, the Group and the Company did not have any capital commitments.

37. RELATED PARTY TRANSACTIONS

(a) As at 31 December 2010, the Group's banking facilities were secured by personal guarantees given by a director of the Company of HK\$76,900,000. The director received no consideration for providing these guarantees.

During the year ended 31 December 2011, the personal guarantee from the director of the Company for the banking facilities had been released.

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

Short term employee benefits	短期僱員福利		
Post-employment benefits	退休後福利		
Total compensation paid to key management personnel	給予主要管理人員之總報酬		

Further details of directors' emoluments are included in note 9 to the financial statements.

36. 承擔

於報告期末，本集團及本公司概無任何資本承擔。

37. 關連人士交易

(a) 於二零一零年十二月三十一日，本集團若干銀行融資為76,900,000港元，乃由本公司一位董事提供之個人擔保作抵押。該董事並無就提供該等擔保收取任何代價。

本公司董事提供之銀行融資個人擔保已於二零一一年十二月三十一日年度解除。

(b) 本集團提供予主要管理人員之報酬：

	2011 二零一一年 HK\$ 港元	2010 二零一零年 HK\$ 港元
	10,880,930	10,809,685
	45,640	33,640
	<b>10,926,570</b>	10,843,325

有關董事酬金之詳細資料包含於財務報告附註9。

# 財務報告附註(續)

## Notes to Financial Statements (continued)

截至二零一一年十二月三十一日止年度  
Year ended 31 December 2011

### 38. FINANCIAL INSTRUMENTS BY CATEGORY

The carrying amounts of each of the categories of financial instruments as at the end of the reporting period are as follows:

#### Group

		集團		
		2011 二零一一年		
		Loans and receivables	Available-for-sale financial assets	Total
		貸款及 應收賬款	可供出售 金融資產	總計
		HK\$ 港元	HK\$ 港元	HK\$ 港元
<b>Financial assets</b>	<b>金融資產</b>			
Available-for-sale financial investment	可供出售金融投資	–	680,000	680,000
Financial assets included in prepayments, deposits and other receivables (note 22)	包含於預付款項、 按金及其他應收款項之 金融資產 (附註22)	1,032,011	–	1,032,011
Trade and bills receivables	應收賬項及票據	72,262,824	–	72,262,824
Cash and cash equivalents	現金及現金等值項目	27,604,333	–	27,604,333
		<b>100,899,168</b>	<b>680,000</b>	<b>101,579,168</b>
		<b>Financial liabilities at fair value through profit or loss</b>	<b>Financial liabilities at amortised cost</b>	<b>Total</b>
		經損益按 公平價值 入賬之 金融負債	按攤銷成本 入賬之 金融負債	總計
		HK\$ 港元	HK\$ 港元	HK\$ 港元
<b>Financial liabilities</b>	<b>金融負債</b>			
Trade payables	應付賬項	–	42,549,842	42,549,842
Financial liabilities included in accrued liabilities and other payables (note 26)	包含於應計負債及 其他應付款項之 金融負債 (附註26)	–	23,755,788	23,755,788
Derivative financial instrument	衍生金融工具	319,369	–	319,369
Interest-bearing bank and other borrowings	帶息銀行貸款及其他借貸	–	12,663,868	12,663,868
		<b>319,369</b>	<b>78,969,498</b>	<b>79,288,867</b>

### 38. 金融工具的分類

於報告期末，金融工具各類別的賬面值如下：

#### 集團

		集團		
		2011 二零一一年		
		Loans and receivables	Available-for-sale financial assets	Total
		貸款及 應收賬款	可供出售 金融資產	總計
		HK\$ 港元	HK\$ 港元	HK\$ 港元
<b>Financial assets</b>	<b>金融資產</b>			
Available-for-sale financial investment	可供出售金融投資	–	680,000	680,000
Financial assets included in prepayments, deposits and other receivables (note 22)	包含於預付款項、 按金及其他應收款項之 金融資產 (附註22)	1,032,011	–	1,032,011
Trade and bills receivables	應收賬項及票據	72,262,824	–	72,262,824
Cash and cash equivalents	現金及現金等值項目	27,604,333	–	27,604,333
		<b>100,899,168</b>	<b>680,000</b>	<b>101,579,168</b>
		<b>Financial liabilities at fair value through profit or loss</b>	<b>Financial liabilities at amortised cost</b>	<b>Total</b>
		經損益按 公平價值 入賬之 金融負債	按攤銷成本 入賬之 金融負債	總計
		HK\$ 港元	HK\$ 港元	HK\$ 港元
<b>Financial liabilities</b>	<b>金融負債</b>			
Trade payables	應付賬項	–	42,549,842	42,549,842
Financial liabilities included in accrued liabilities and other payables (note 26)	包含於應計負債及 其他應付款項之 金融負債 (附註26)	–	23,755,788	23,755,788
Derivative financial instrument	衍生金融工具	319,369	–	319,369
Interest-bearing bank and other borrowings	帶息銀行貸款及其他借貸	–	12,663,868	12,663,868
		<b>319,369</b>	<b>78,969,498</b>	<b>79,288,867</b>

Notes to Financial Statements (continued)

截至二零一一年十二月三十一日止年度  
Year ended 31 December 2011

38. FINANCIAL INSTRUMENTS BY CATEGORY

(continued)

Group

38. 金融工具的分類(續)

集團

		2010 二零一零年		
		Loans and receivables	Available-for- sale financial assets	Total
		貸款及 應收賬款	可供出售 金融資產	總計
		HK\$ 港元	HK\$ 港元	HK\$ 港元
<b>Financial assets</b>	<b>金融資產</b>			
Available-for-sale financial investment	可供出售金融投資	–	680,000	680,000
Financial assets included in prepayments, deposits and other receivables (note 22)	包含於預付款項、 按金及其他應收款項之 金融資產(附註22)	1,003,580	–	1,003,580
Trade and bills receivables	應收賬項及票據	58,393,380	–	58,393,380
Cash and cash equivalents	現金及現金等值項目	42,759,628	–	42,759,628
		<u>102,156,588</u>	<u>680,000</u>	<u>102,836,588</u>
				Financial liabilities at amortised cost 按攤銷成本 入賬的金融負債
				HK\$ 港元
<b>Financial liabilities</b>	<b>金融負債</b>			
Trade payables	應付賬項			40,837,096
Financial liabilities included in accrued liabilities and other payables (note 26)	包含於應計負債及其他應付款項之 金融負債(附註26)			24,052,059
Interest-bearing bank and other borrowings	帶息銀行貸款及其他借貸			28,656,395
				<u>93,545,550</u>

## 財務報告附註(續)

### Notes to Financial Statements (continued)

截至二零一一年十二月三十一日止年度  
Year ended 31 December 2011

#### 38. FINANCIAL INSTRUMENTS BY CATEGORY

(continued)

##### Financial assets

Dividend receivable

Due from subsidiaries (note 18)

Cash and cash equivalents

##### 金融資產

應收股息

附屬公司欠款(附註18)

現金及現金等值項目

#### 38. 金融工具的分類(續)

Company 公司	
Loans and receivables 貸款及應收賬款	
2011 二零一一年	2010 二零一零年
HK\$ 港元	HK\$ 港元
10,500,000	-
43,088,968	82,160,733
33,431	7,064
<b>53,622,399</b>	<b>82,167,797</b>

At 31 December 2011 and 2010, the Company provided guarantees to banks in connection with facilities granted to subsidiaries repayable on demand of approximately HK\$12,664,000 and HK\$28,660,000 respectively. The Company has not recognised a value for the financial guarantees given in the financial statements as their fair values as assessed by the directors are insignificant and their transaction price is Nil.

於二零一一年及二零一零年十二月三十一日，本公司向銀行提供有關給予附屬公司按要求償還的融資擔保分別約為12,664,000港元及28,660,000港元。本公司並未於財務報告中確認此金融擔保價值，因董事評估其公平價值並不重要及無任何交易費用。

Notes to Financial Statements (continued)

截至二零一一年十二月三十一日止年度  
Year ended 31 December 2011

39. FAIR VALUE AND FAIR VALUE HIERARCHY

The carrying amounts and fair values of the Group's and the Company's financial instruments are as follows:

39. 公平價值及公平價值等級

本集團及本公司金融工具的賬面值及公平價值如下：

		Group 集團			
		Carrying amounts 賬面值		Fair values 公平價值	
		2011 二零一一年	2010 二零一零年	2011 二零一一年	2010 二零一零年
		HK\$ 港元	HK\$ 港元	HK\$ 港元	HK\$ 港元
<b>Financial assets</b>	<b>金融資產</b>				
Available-for-sale financial investment	可供出售金融投資	<b>680,000</b>	680,000	<b>680,000</b>	680,000
Financial assets included in prepayments, deposits and other receivables (note 22)	包含於預付款項、按金及其他應收款項之金融資產(附註22)	<b>1,032,011</b>	1,003,580	<b>1,032,011</b>	1,003,580
Trade and bills receivables	應收賬項及票據	<b>72,262,824</b>	58,393,380	<b>72,262,824</b>	58,393,380
Cash and cash equivalents	現金及現金等值項目	<b>27,604,333</b>	42,759,628	<b>27,604,333</b>	42,759,628
		<b>101,579,168</b>	102,836,588	<b>101,579,168</b>	102,836,588
<b>Financial liabilities</b>	<b>金融負債</b>				
Trade payables	應付賬項	<b>42,549,842</b>	40,837,096	<b>42,549,842</b>	40,837,096
Financial liabilities included in accrued liabilities and other payables (note 26)	包含於應計負債及其他應付款項之金融負債(附註26)	<b>23,755,788</b>	24,052,059	<b>23,755,788</b>	24,052,059
Derivative financial instrument	衍生金融工具	<b>319,369</b>	-	<b>319,369</b>	-
Interest-bearing bank and other borrowings	帶息銀行貸款及其他借貸	<b>12,663,868</b>	28,656,395	<b>12,663,868</b>	28,656,395
		<b>79,288,867</b>	93,545,550	<b>79,288,867</b>	93,545,550



## 財務報告附註(續)

### Notes to Financial Statements (continued)

截至二零一一年十二月三十一日止年度  
Year ended 31 December 2011

#### 39. FAIR VALUE AND FAIR VALUE HIERARCHY

(continued)

#### 39. 公平價值及公平價值等級(續)

		Company 公司			
		Carrying amounts 賬面值		Fair values 公平價值	
		2011 二零一一年	2010 二零一零年	2011 二零一一年	2010 二零一零年
		HK\$ 港元	HK\$ 港元	HK\$ 港元	HK\$ 港元
<b>Financial assets</b>	<b>金融資產</b>				
Dividend receivable	應收股息	10,500,000	–	10,500,000	–
Cash and cash equivalents	現金及現金等值項目	33,431	7,064	33,431	7,064
Due from subsidiaries (note 18)	附屬公司欠款 (附註18)	43,088,968	82,160,733	43,088,968	82,160,733
		<b>53,622,399</b>	<b>82,167,797</b>	<b>53,622,399</b>	<b>82,167,797</b>

The fair values of the financial assets and liabilities are included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale.

The following methods and assumptions were used to estimate the fair values:

Cash and cash equivalents, trade and bills receivables, trade payables, financial assets included in prepayments, deposits and other receivables, financial liabilities included in accrued liabilities and other payables, dividend receivable and amounts due from subsidiaries approximate to their carrying amounts largely due to the short term maturities of these instruments.

The fair values of the interest-bearing bank and other borrowings have been calculated by discounting the expected future cash flows using rates currently available for instruments on similar terms, credit risk and remaining maturities.

The fair value of the derivative financial instruments is based on the quoted market price at the end of the reporting period.

除強迫或清盤出售外，金融資產及負債的公平價值是由自願訂約方之間進行現有交易中可交換的金額。

以下方法及假設已用於估計公平價值：

現金及現金等值項目、應收賬項及票據、應付賬項、金融資產包括預付款項、按金及其他應收款項、金融負債包含應計負債及其他應付款項、應收股息及應收該等附屬公司款項與其賬面值大致相若，原因是此等工具將於短期內到期。

帶息銀行貸款及其他借款的公平價值已透過將按相若條款、信貸風險及剩餘到期期限以現可就工具提供的折現率折現估計日後現金流量計算。

衍生金融工具於報告期末之公平價值乃根據市場上的報價。

39. FAIR VALUE AND FAIR VALUE HIERARCHY

(continued)

Fair value hierarchy

The Group uses the following hierarchy 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 or liabilities

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 any inputs which have a significant effect on the recorded fair value are not based on observable market data (unobservable inputs)

The following table shows an analysis of financial instruments recorded at fair value by level of the fair value hierarchy:

		Group 集團 2011 二零一一年			
		Level 1 第一級 HK\$ 港元	Level 2 第二級 HK\$ 港元	Level 3 第三級 HK\$ 港元	Total 總計 HK\$ 港元
Financial asset:	金融資產：				
Available-for-sale financial investment	可供出售金融投資	680,000	-	-	680,000
Financial liability:	金融負債：				
Derivative financial instrument	衍生金融工具	319,369	-	-	319,369
		2010 二零一零年			
		Level 1 第一級 HK\$ 港元	Level 2 第二級 HK\$ 港元	Level 3 第三級 HK\$ 港元	Total 總計 HK\$ 港元
Financial asset:	金融資產：				
Available-for-sale financial investment	可供出售金融投資	680,000	-	-	680,000

39. 公平價值及公平價值等級(續)

公平價值等級

本集團採用以下等級釐定及披露金融工具的公平價值：

第一級：根據同類資產或負債在活躍市場上的報價(未經調整)計量的公平價值。

第二級：依據對已記錄公平價值(直接或間接觀察)有重大影響的所有輸入的估值技巧計量的公平價值。

第三級：依據對已記錄公平價值有重大影響的所有輸入並非基於可觀察市場數據(不可觀察輸入)的估值技巧計量的公平價值。

下表顯示按公平價值列賬並按公平價值等級分類的金融工具分析：

## 財務報告附註(續)

### Notes to Financial Statements (continued)

截至二零一一年十二月三十一日止年度  
Year ended 31 December 2011

#### 39. FAIR VALUE AND FAIR VALUE HIERARCHY

(continued)

There were no transfers amongst Level 1, Level 2 and Level 3 in the fair value hierarchy.

The Company did not have any financial assets and financial liabilities measured at fair value as at 31 December 2011 and 2010.

#### 40. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The Group's principal financial instruments comprise bank loans and overdrafts, other interest-bearing loans, finance leases, and cash and short term deposits. The main purpose of these financial instruments is to raise finance for the Group's operations. The Group has various other financial assets and liabilities such as trade receivables and trade payables, which arise directly from its operations.

The main risks arising from the Group's financial instruments are interest rate risk, foreign currency risk, credit risk and liquidity risk. The board of directors reviews and agrees policies for managing each of these risks and they are summarised below.

##### Interest rate risk

The Group's exposure to the risk of changes in market interest rates relates primarily to the Group's long term debt obligations with a floating interest rate.

The Group's funding policy uses short term interest-bearing debts to finance its working capital requirements and interest-bearing debts over one year or internal generated resources to finance its capital investments. The Group borrows mainly at floating interest rates and the use of fixed rate interest-bearing debts over one year will only be considered for capital investments and favourable market conditions.

#### 39. 公平價值及公平價值等級(續)

公平價值等級架構第1級、第2級及第3級之間並無任何轉讓。

於二零一一年及二零一零年十二月三十一日，本公司並無按公平價值計算金融資產及負債。

#### 40. 財務風險管理目標及政策

本集團之主要金融工具包括銀行貸款及透支、其他帶息貸款、融資租約，以及現金及短期存款。該等金融工具之主要目的是為本集團營運籌集資金。本集團亦有多項直接於營運產生之其他金融資產及負債，例如應收賬款及應付賬款。

本集團金融工具涉及之主要風險為利率風險、外匯風險、信貸風險及流動資金風險。董事會審閱及同意管理該等風險之政策，概述如下。

##### 利率風險

本集團的市場利率變動風險主要與附浮動利率之長期債務有關。

本集團的資金政策是以短期附息貸款提供經費作週轉資本的需求及一年以上的附息貸款或內部的資源提供資本投資。本集團主要以浮動利率作借貸，一年以上的定息附息貸款只會在有利的市場條件下才考慮作為資本投資。

Notes to Financial Statements (continued)

截至二零一一年十二月三十一日止年度  
Year ended 31 December 2011

40. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

Interest rate risk (continued)

The following table demonstrates the sensitivity to a reasonably possible change in interest rates, with all other variables held constant, of the Group's profit after tax (through the impact on floating rate borrowings).

		Group 集團			
		2011 二零一一年		2010 二零一零年	
		Increase/ (decrease) in Increase/ (decrease) in basis points 增加/ (減少) 基點	profit after tax and equity 增加/ (減少) 除稅及 權益後溢利 HK\$ 港元	Increase/ (decrease) in basis points 增加/ (減少) 基點	profit after tax and equity 增加/ (減少) 除稅及 權益後溢利 HK\$ 港元
Hong Kong dollar	港元	10	(10,574)	10	(16,834)
RMB	人民幣	10	-	10	(6,372)
Hong Kong dollar	港元	(10)	10,574	(10)	16,834
RMB	人民幣	(10)	-	(10)	6,372

Foreign currency risk

The Group has transactional currency exposures. Such exposures arise from sales or purchases by operating units in currencies other than the units' functional currency. Approximately 88% (2010: 87%) of the Group's sales and 69% (2010: 65%) of costs were denominated in currencies other than the functional currency of the operating units making the sale and purchases, respectively.

40. 財務風險管理目標及政策(續)

利率風險(續)

以下表格展示於其他變數保持穩定，而利率可能出現合理波動之情況下，本集團除稅後溢利(透過浮動利率借款影響)之敏感性分析。

外幣風險

本集團亦有交易貨幣風險，此風險源自本集團以其功能貨幣以外的其他貨幣作銷售或採購計價單位。本集團約88% (二零一零年：87%)的銷售及約69% (二零一零年：65%)的成本都是以功能貨幣以外的其他貨幣分別作銷售及採購計價。

## 財務報告附註(續)

### Notes to Financial Statements (continued)

截至二零一一年十二月三十一日止年度  
Year ended 31 December 2011

#### 40. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

##### Foreign currency risk (continued)

In view of the fact that the Hong Kong dollar is pegged to the United States dollar and that the Group tries to match its assets and liabilities with the same currency, the Group's exposure to foreign current risk is minimal. The following table demonstrates the sensitivity at the end of the reporting period to a reasonably possible change in the Renminbi exchange rate, with all other variables held constant, of the Group's profit after tax (due to changes in the fair value of monetary assets and liabilities).

If Hong Kong dollar weakens against Renminbi	若港元兌人民幣弱幣	5	(872,279)	5	(558,179)
If Hong Kong dollar strengthens against Renminbi	若港元兌人民幣強幣	(5)	872,279	(5)	558,179

##### Credit risk

The Group trades only with recognised and creditworthy third parties. It is the Group's policy that all customers who wish to trade on credit terms are subject to credit verification procedures. In addition, receivable balances are monitored on an ongoing basis and the Group's exposure to bad debts is not significant.

The credit risk of the Group's other financial assets, which comprise cash and cash equivalents, deposits and other receivables and an available-for-sale financial investment, arises from default of the counterparty, with a maximum exposure equal to the carrying amounts of these instruments. The Company is also exposed to credit risk through the granting of financial guarantees, further details of which are disclosed in note 34 to the financial statements.

#### 40. 財務風險管理目標及政策(續)

##### 外幣風險(續)

事實上，由於港元與美元掛鈎及本集團盡可能以同一貨幣使其資產和負債配比，本集團面臨外幣風險甚微。以下表格展示於報告期末其他變數保持不變，而人民幣匯率可能出現合理波動之情況下，本集團除稅後溢利(因貨幣資產及負債的公平價值出現變動)之敏感性分析。

		Group 集團	
		2011 二零一一年	2010 二零一零年
		Increase/ Increase/ (decrease) in profit after Renminbi rate 增加/ (減少) 人民幣匯率	Increase/ (decrease) in profit after tax and equity 增加/ (減少) 除稅及 權益後溢利 HK\$ 港元
If Hong Kong dollar weakens against Renminbi	若港元兌人民幣弱幣	5	(872,279)
If Hong Kong dollar strengthens against Renminbi	若港元兌人民幣強幣	(5)	872,279

##### 信貸風險

本集團僅與該等信譽可靠的第三者進行交易。按照本集團的政策，所有擬按信貸期進行交易的客戶，必須經過信貸核實程序後，方可落實。此外，本集團會持續監察應收款項及結餘的情況，而本集團的壞賬風險並不重大。

本集團其他金融資產可能存在的信用風險，此類金融資產包括現金及現金等值項目、按金及其他應收款項及可供出售金融投資，這些金融資產的信用風險源自因交易對方違約，最大風險敞口等於這些工具的賬面金額。本公司還可能因提供擔保而引致信用風險，關於本公司對外擔保的資訊，詳見附註34。

40. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

Credit risk (continued)

Since the Group trades only with recognised and creditworthy third parties, there is no requirement for collateral. Concentrations of credit risk are managed by customer/counterparty, by geographical region and by industry sector. As at 31 December 2011, there is a significant concentration of credit risk as 38.3% (2010: 32.1%) of the balance represented a receivable from a single customer (2010: single customer), which was derived from sales by the precision parts and components segment.

Further quantitative data in respect of the Group's exposure to credit risk arising from trade and bills receivables are disclosed in note 23 to the financial statements.

Liquidity risk

The maturity profile of the Group's non-derivative financial liabilities as at the end of the reporting period, based on the contractual undiscounted payments, and the Group's derivative financial liabilities as at the end of the reporting period, based on the remaining contractual maturities, is as follows:

40. 財務風險管理目標及政策(續)

信貸風險(續)

由於本集團僅與該等享譽盛名兼信譽可靠的第三者進行交易，故不需要任何抵押。集中信貸風險由客戶／交易對手、地區及類別管理。於二零一一年十二月三十一日，本集團存在重大集中信貸風險，由於38.3%（二零一零年：32.1%）之結餘來自精密零部件類別的一名客戶（二零一零年：一名客戶）之款項。

有關本集團因應收賬款及票據所產生信貸風險的進一步定量資料乃披露於財務報告附註23。

流動資金風險

本集團於報告期末以訂約未折讓付款基準計算之非衍生金融負債，及本集團於報告期末以剩餘合約到期日計算之衍生金融負債如下：

		Group 集團	
		Within 1 year or on demand 一年內或按要求	
		2011 二零一一年	2010 二零一零年
		HK\$ 港元	HK\$ 港元
Trade payables	應付賬項	42,549,842	40,837,096
Financial liabilities included in accrued liabilities and other payables (note 26)	包含於應計負債及其他應付款項之金融負債（附註26）	23,755,788	24,052,059
Derivative financial instrument	衍生金融工具	319,369	-
Interest-bearing bank and other borrowings	帶息銀行貸款及其他借貸	12,663,868	28,656,395
		<b>79,288,867</b>	93,545,550

## 財務報告附註(續)

### Notes to Financial Statements (continued)

截至二零一一年十二月三十一日止年度  
Year ended 31 December 2011

#### 40. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

##### Liquidity risk (continued)

At 31 December 2011 and 2010, the Company provided guarantees to banks in connection with facilities granted to subsidiaries repayable on demand of approximately HK\$12,664,000 and HK\$28,660,000, respectively.

Note: Included in interest-bearing bank and other borrowings with the carrying amount of HK\$12,663,868 (2010: HK\$28,656,395), the loan agreements contain a repayment on-demand clause giving the bank the unconditional right to call in the loans at any time and therefore, for the purpose of the above maturity profile, the total amount is classified as "on demand".

Notwithstanding the above clause, the directors do not believe that the loans will be called entirety within 12 months, and they consider that these loans will be repaid in accordance with the scheduled dates as set out in the loan agreement. This evaluation was made considering: the financial position of the Group at the date of approval of the financial statements; the Group's compliance with the loan covenants; the lack of events of default, and the fact that the Group has made all previously scheduled repayments on time. In accordance with the terms of the loans, the contractual undiscounted payments at 31 December 2011 are set out in note 28 to the financial statement.

##### Capital management

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

The Group manages its capital structure and makes adjustments to it in light of changes in economic conditions. To maintain or adjust the capital structure, the Group may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. The Group is not subject to any externally imposed capital requirement. No changes were made in the objectives, policies or processes for managing capital during the years ended 31 December 2011 and 31 December 2010.

#### 40. 財務風險管理目標及政策(續)

##### 流動資金風險(續)

於二零一一年及二零一零年十二月三十一日，本公司向銀行提供有關給予附屬公司按要求償還的融資擔保分別約為12,664,000港元及28,660,000港元。

附註：包括在帶息銀行貸款及其他借貸其賬面值為12,663,868港元(二零一零年：28,656,395港元)之內，貸款協議包含貸款人擁有無附帶條件的權利可隨時要求償還貸款的條款，因此在上述的基準計算中，所有欠款項被呈列為“按要求”。

雖然有上述條款，董事概不相信有關貸款會在十二個月內被要求完全償還，及認為有關貸款將按貸款協議所載的日期支付。有關以上估計經考慮：本集團於批准此財務報告當日之財務狀況；本集團之遵守貸款的契據；未有任何違反事項；及本集團一直按貸款協議所載的日期支付所有還款。按照貸款協議的條款，於二零一一年十二月三十一日以訂約未折讓之付款乃披露於財務報告附註28。

##### 資本管理

本集團管理資本的首要目標是保障本集團的持續經營能力及維持穩健的資本比率，以支援其業務發展及提升股東價值。

本集團會因應經濟環境變化管理其資本架構並對其作出調整。為維持或調整資本架構，本集團或會調整支付予股東的股息款額、發還資本予股東或發行新股份。本集團不需要遵從任何外部的附加資本要求。於截至二零一一年十二月三十一日及二零一零年十二月三十一日止年度內，有關管理資本的目標、政策及過程並無作出任何變動。

40. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

Capital management (continued)

The Group monitors capital using a gearing ratio, which is net debt divided by the total capital plus net debt. The Group's policy is to maintain the gearing ratio at less than 75%. Net debt includes interest-bearing bank and other borrowings, trade payables, accrued liabilities and other payables, derivative financial instrument less cash and cash equivalents. Capital includes equity attributable to owners of the Company. The gearing ratios as at the ends of the reporting periods were as follows:

		Group 集團	
		2011 二零一一年	2010 二零一零年
		HK\$ 港元	HK\$ 港元
Interest-bearing bank and other borrowings	帶息銀行貸款及其他借貸	12,663,868	28,656,395
Trade payables	應付賬項	42,549,842	40,837,096
Accrued liabilities and other payables	應計負債及其他應付款項	32,861,926	31,143,002
Derivative financial instrument	衍生金融工具	319,369	-
Less: Cash and cash equivalents	減：現金及現金等值項目	(27,604,333)	(42,759,628)
Net debt	債項淨值	60,790,672	57,876,865
Total equity	權益總額	202,871,518	186,082,125
Total capital and net debt	總資本及淨負債	263,662,190	243,958,990
Gearing ratio	資本負債比率	23%	24%

41. APPROVAL OF THE FINANCIAL STATEMENTS

The financial statements were approved and authorised for issue by the board of directors on 28 March 2012.

40. 財務風險管理目標及政策(續)

資本管理(續)

本集團採用資本負債比率監察其資本情況，而資本負債比率乃淨負債除以總資本加淨負債之總和計算。本集團之政策乃維持資本負債比率於75%以下。淨負債包括帶息銀行貸款及其他借貸、應付賬項、應計負債及其他應付款項、衍生金融工具，並扣除現金及現金等值項目。資本包括本公司權益持有人應佔權益。於報告期末之資本負債比率如下：

41. 財務報告之批准

董事會已在二零一二年三月二十八日批准及授權刊發財務報告。



# 五年財務概要

## Five Year Financial Summary

截至二零一一年十二月三十一日止年度  
Year ended 31 December 2011

A summary of the results and of the assets and liabilities of the Group for the last five financial years, as extracted from the published audited financial statements, is set out below.

以下為本集團於過去五個財政年度之業績，資產及負債概要，此乃摘錄自經公佈審核財務報告。

### RESULTS

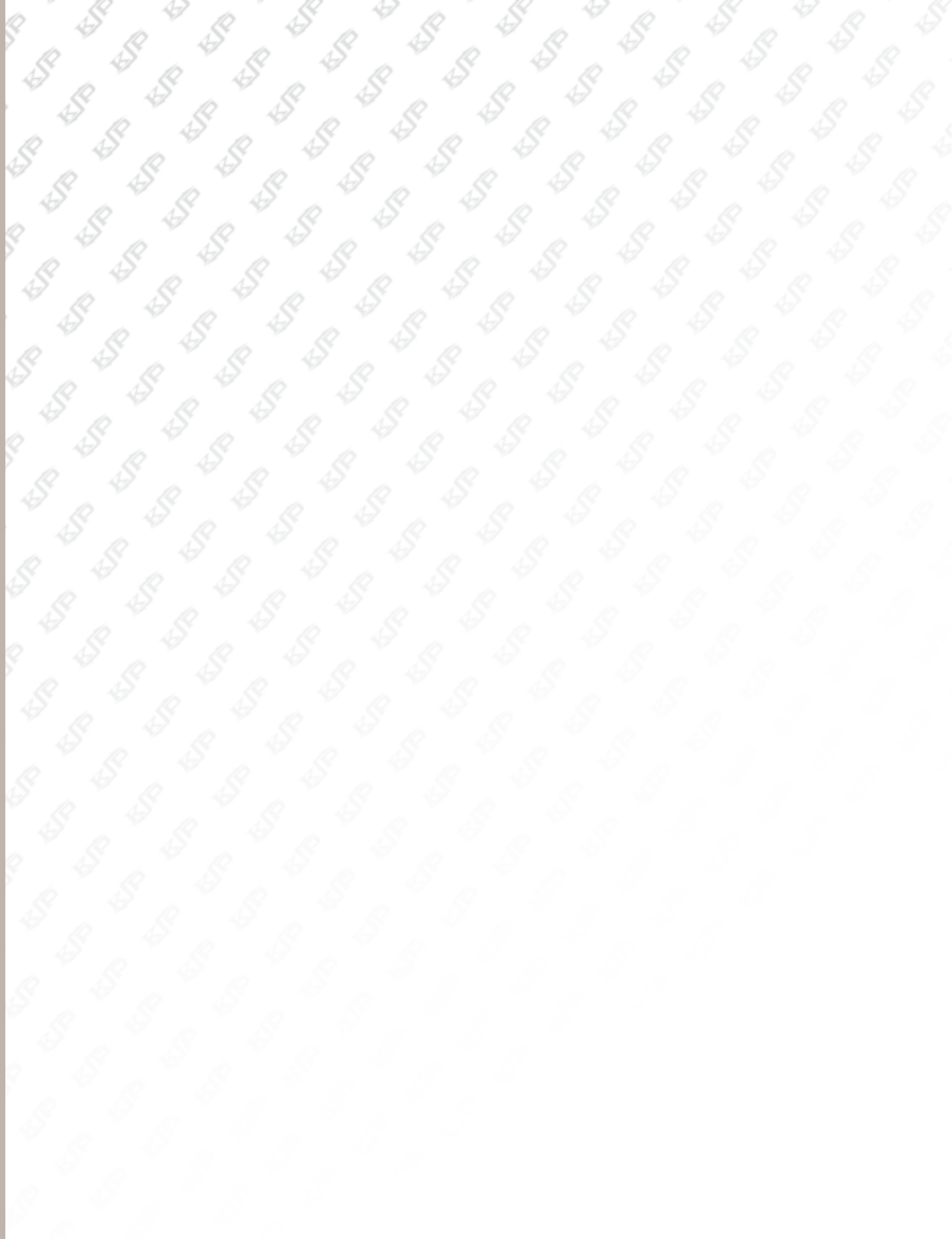
### 業績

		Year ended 31 December 截至十二月三十一日止年度				
		2011	2010	2009	2008	2007
		二零一一年	二零一零年	二零零九年	二零零八年	二零零七年
		HK\$ '000	HK\$ '000	HK\$ '000	HK\$ '000	HK\$ '000
		千港元	千港元	千港元	千港元	千港元
REVENUE	收入	<b>413,839</b>	384,639	322,867	411,754	390,487
PROFIT BEFORE TAX	除稅前溢利	<b>29,550</b>	32,386	9,134	1,402	9,726
Tax	稅項	<b>(3,792)</b>	(7,207)	(3,342)	(1,598)	(2,206)
PROFIT/(LOSS) ATTRIBUTABLE TO OWNERS OF THE COMPANY	本公司擁有人 所佔本年度 溢利／(虧損)	<b>25,758</b>	25,179	5,792	(196)	7,520

### ASSETS AND LIABILITIES

### 資產及負債

		31 December 十二月三十一日				
		2011	2010	2009	2008	2007
		二零一一年	二零一零年	二零零九年	二零零八年	二零零七年
		HK\$ '000	HK\$ '000	HK\$ '000	HK\$ '000	HK\$ '000
		千港元	千港元	千港元	千港元	千港元
Total assets	總資產	<b>307,112</b>	303,748	314,960	361,515	329,820
Total liabilities	總負債	<b>(104,241)</b>	(117,666)	(157,715)	(212,096)	(188,830)
		<b>202,871</b>	186,082	157,245	149,419	140,990



**K & P INTERNATIONAL HOLDINGS LIMITED**

**堅寶國際控股有限公司\***

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