



# 福和集團控股有限公司

**FOOK WOO GROUP HOLDINGS LIMITED**

*(Incorporated in the Cayman Islands with limited liability)*

*(於開曼群島註冊成立之有限公司)*

Stock code 股份代號：923

ANNUAL REPORT **2012** 年報

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# CORPORATE INFORMATION

## 公司資料

### DIRECTORS

#### Non-executive directors

Mr. Cheng Chi Ming, Brian (*Chairman*)

Mr. Tsang On Yip, Patrick

#### Executive directors

Mr. Suen Wing Yip (*Chief Executive Officer*)

Mr. Lau Sai Cheong

Mr. Lai Hau Yin

Mr. To Chun Wai

#### Independent non-executive directors

Mr. Chung Wai Kwok, Jimmy

Mr. Lee Kwok Chung

Mr. Lau Shun Chuen

### BOARD COMMITTEES

#### Executive Committee

Mr. Suen Wing Yip (*Chairman*)

Mr. Lau Sai Cheong

Mr. Lai Hau Yin

Mr. To Chun Wai

#### Audit Committee

Mr. Chung Wai Kwok, Jimmy (*Chairman*)

Mr. Cheng Chi Ming, Brian

Mr. Lee Kwok Chung

Mr. Lau Shun Chuen

#### Remuneration Committee

Mr. Lau Shun Chuen (*Chairman*)

Mr. Chung Wai Kwok, Jimmy

Mr. Lee Kwok Chung

Mr. Tsang On Yip, Patrick

#### Nomination Committee

Mr. Lee Kwok Chung (*Chairman*)

Mr. Chung Wai Kwok, Jimmy

Mr. Lau Shun Chuen

Mr. Tsang On Yip, Patrick

### 董事

#### 非執行董事

鄭志明先生 (*主席*)

曾安業先生

#### 執行董事

孫榮業先生 (*行政總裁*)

劉世昌先生

黎孝賢先生

杜振偉先生

#### 獨立非執行董事

鍾維國先生

李國忠先生

劉順銓先生

### 董事會委員會

#### 執行委員會

孫榮業先生 (*主席*)

劉世昌先生

黎孝賢先生

杜振偉先生

#### 審核委員會

鍾維國先生 (*主席*)

鄭志明先生

李國忠先生

劉順銓先生

#### 薪酬委員會

劉順銓先生 (*主席*)

鍾維國先生

李國忠先生

曾安業先生

#### 提名委員會

李國忠先生 (*主席*)

鍾維國先生

劉順銓先生

曾安業先生

**COMPANY SECRETARY**

Mr. Ng Wai Kei

**公司秘書**

吳偉基先生

**AUTHORISED REPRESENTATIVES**

Mr. Suen Wing Yip

Mr. Ng Wai Kei

**授權代表**

孫榮業先生

吳偉基先生

**AUDITOR**

PricewaterhouseCoopers

**核數師**

羅兵咸永道會計師事務所

**FINANCIAL RELATIONS CONSULTANT**

Hill & Knowlton Asia Limited

**財經公關顧問**

偉達公眾關係顧問有限公司

**REGISTERED OFFICE IN THE CAYMAN ISLANDS**

Clifton House

75 Fort Street

PO Box 1350

Grand Cayman

KY1-1108

Cayman Islands

**開曼群島註冊辦事處**

Clifton House

75 Fort Street

PO Box 1350

Grand Cayman

KY1-1108

Cayman Islands

**CORPORATE HEADQUARTERS AND PRINCIPAL PLACE OF BUSINESS IN HONG KONG**

5/F, Fook Woo Group Building

3 Kui Sik Street

On Lok Tsuen

Fanling, New Territories

Hong Kong

**香港公司總部及  
主要營業地點**

香港

新界粉嶺

安樂村

居適街3號

福和集團大廈5樓

**CORPORATE WEBSITE**

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

**公司網站**

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

**STOCK CODE**

923

**股份代號**

923

CORPORATE INFORMATION  
公司資料

**CAYMAN ISLANDS PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE**

Appleby Trust (Cayman) Limited  
Clifton House  
75 Fort Street  
P.O. Box 1350  
Grand Cayman  
KY1-1108  
Cayman Islands

**開曼群島股份過戶  
登記總處**

Appleby Trust (Cayman) Limited  
Clifton House  
75 Fort Street  
P.O. Box 1350  
Grand Cayman  
KY1-1108  
Cayman Islands

**HONG KONG SHARE REGISTRAR AND TRANSFER OFFICE**

Computershare Hong Kong Investor Services Limited  
Shops 1712-1716, 17th Floor  
Hopewell Centre  
183 Queen's Road East  
Wanchai  
Hong Kong

**香港股份過戶登記處**

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

**PRINCIPAL BANKERS**

Hang Seng Bank Limited  
Fubon Bank (Hong Kong) Limited  
DBS Bank (Hong Kong) Limited

**主要往來銀行**

恒生銀行有限公司  
富邦銀行(香港)有限公司  
星展銀行(香港)有限公司

**LEGAL ADVISER**

As to Hong Kong law:  
Troutman Sanders

**法律顧問**

有關香港法律：  
長盛國際律師事務所

# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論及分析

### BUSINESS REVIEW

During the year under review, the Group's revenue decreased by 64.7% to HK\$750.2 million (2011: HK\$2,126.5 million). The results of the Group for the year ended 31 March 2012 are set out in the consolidated income statement.

### FINANCIAL REVIEW

#### Revenue

For the year ended 31 March 2012, the Group recorded revenue of HK\$750.2 million (2011: HK\$2,126.5 million), representing a decrease of 64.7% compared to the previous year. The decrease was mainly attributable to the de-consolidation of the Group's operations in the PRC.

Gross profit reduced by 84.7% to approximately HK\$115.4 million (2011: HK\$756.8 million).

#### Loss Attributable to Equity Holders of the Company

The Group's loss attributable to equity holders of the Company for the year ended 31 March 2012 was HK\$2,152.7 million, compared to profit attributable to equity holders of the Company of HK\$466.9 million for 2011. The substantial loss was principally attributable to loss on de-consolidation of certain subsidiaries of the Group (the "De-consolidated Subsidiaries"); and impairment of amounts due from the De-consolidated Subsidiaries.

#### Liquidity and Financial Resources

As at 31 March 2012, the Group had cash and cash equivalents of approximately HK\$748.4 million (2011: HK\$1,494.1 million). Short-term bank borrowings and total bank borrowings of the Group with floating rates amounted to approximately HK\$30.1 million as at 31 March 2012 (2011: HK\$131.1 million). The effective interest rate for short term borrowings was 2.35% per annum (2011: 5.87% per annum).

The gearing ratio, which is calculated as total debt (including current and non-current borrowings) divided by total equity, was 2.1% as at 31 March 2012 (2011: 3.4%).

### 業務回顧

於回顧年度，本集團之收益下跌64.7%至750.2百萬港元(二零一一年：2,126.5百萬港元)。本集團截至二零一二年三月三十一日止年度之業績載於綜合損益表內。

### 財務回顧

#### 收益

截至二零一二年三月三十一日止年度，本集團收益為750.2百萬港元(二零一一年：2,126.5百萬港元)，較去年下跌64.7%，主要歸因於取消將本集團中國業務綜合入賬。

毛利減少84.7%至約115.4百萬港元(二零一一年：756.8百萬港元)。

#### 本公司權益持有人應佔虧損

本集團截至二零一二年三月三十一日止年度錄得本公司權益持有人應佔虧損為2,152.7百萬港元，而二零一一年則錄得本公司權益持有人應佔利潤466.9百萬港元。錄得重大跌幅主要歸因於本集團取消將若干附屬公司綜合入賬(「取消綜合入賬附屬公司」)產生之虧損；及應收取銷綜合入賬附屬公司之款項減值。

#### 流動資金及財務資源

於二零一二年三月三十一日，本集團有現金及現金等價物約748.4百萬港元(二零一一年：1,494.1百萬港元)。於二零一二年三月三十一日，本集團之浮息短期銀行借貸及銀行借貸總額約為30.1百萬港元(二零一一年：131.1百萬港元)。短期借貸之實際利率為每年2.35%(二零一一年：每年5.87%)。

資產負債比率(以總債務(包括即期及非即期借貸)除以總權益)於二零一二年三月三十一日為2.1%(二零一一年：3.4%)。

## MANAGEMENT DISCUSSION AND ANALYSIS

### 管理層討論及分析

As at 31 March 2012, the Group had net current assets of approximately HK\$1,284.4 million, as compared to net current assets of approximately HK\$2,020.8 million as at 31 March 2011. The current ratio of the Group was 14.04 as at 31 March 2012 as compared to 6.69 as at 31 March 2011.

#### Foreign Exchange Exposure

The Group mainly operates in Hong Kong with most of its sales denominated in United States dollars and Hong Kong dollars. Most of the raw materials purchases are denominated in Hong Kong dollars. Furthermore, most of the Group's monetary assets and liabilities are denominated in Renminbi, United States dollars and Hong Kong dollars.

For the year ended 31 March 2012, the Group recorded a net foreign exchange gain of HK\$29.2 million (2011: HK\$18.7 million). The Group has not used any forward contracts, currency borrowings or other means to hedge its foreign currency exposure.

#### Pledge of Assets

Short-term bank borrowings of HK\$28.8 million (2011: HK\$129.5 million) were secured by corporate guarantees by certain subsidiaries as of 31 March 2012 and the restricted bank deposits amounted to HK\$0.9 million (2011: Nil) were pledged to a supplier to secure material supply.

#### Capital Structure

Details of the capital structure of the Company are set out in Note 27.

#### Contingent Liabilities

The Group has no material contingent liabilities as at 31 March 2012.

#### Employees

As at 31 March 2012, the Group had approximately 200 employees employed in Hong Kong. Employee costs, excluding directors' emoluments, totalled HK\$41.4 million for the year (2011: HK\$79.7 million). All of the Group companies are equal opportunity employers, with the

於二零一二年三月三十一日，本集團有淨流動資產約1,284.4百萬港元，於二零一一年三月三十一日則有淨流動資產約2,020.8百萬港元。於二零一二年三月三十一日，本集團之流動比率為14.04，於二零一一年三月三十一日則為6.69。

#### 外匯風險

本集團主要在香港營運，其大部分銷售額以美元及港元計值。大部分原材料採購以港元計值。此外，本集團大部分貨幣資產與負債以人民幣、美元及港元計值。

截至二零一二年三月三十一日止年度，本集團錄得淨外匯收益29.2百萬港元（二零一一年：18.7百萬港元）。本集團並無以任何遠期合約、貨幣借貸或其他方式對沖其外匯風險。

#### 資產抵押

於二零一二年三月三十一日，由若干附屬公司提供企業擔保而獲得之短期銀行借貸為28.8百萬港元（二零一一年：129.5百萬港元），而受限制銀行存款0.9百萬港元（二零一一年：無）已抵押予一名供應商以取得物料供應。

#### 資本架構

有關本公司資本架構之詳情，載於附註27。

#### 或然負債

於二零一二年三月三十一日，本集團並無重大或然負債。

#### 僱員

於二零一二年三月三十一日，本集團有約200名僱員在香港僱用。本年度之僱員成本（不包括董事酬金）合共41.4百萬港元（二零一一年：79.7百萬港元）。所有本集團公司均提倡平等僱用機會，僱員之甄選及晉升皆視乎其個人是否符合有關空缺之要求而定。

selection and promotion of employees based on suitability for the position offered. The Group operates a defined contribution mandatory provident fund retirement benefits for its employees in Hong Kong. The Company has also adopted a share option scheme on 11 March 2010. During the year under review, no share option was granted. The Group did not experience any significant labour disputes or substantial changes in the number of employees that led to any disruption of its normal business operations.

## PROSPECTS

The Group has a solid foundation in waste recycling business in Hong Kong and China. Although the Group has recently experienced internal control deficiency, the solid track record and business foundation of the Group has not been shaken. The Group's management continues to be very confident in its waste recycling business model and believes its profitability potential has yet to be fully explored and realised. While pursuing the continuous growth of our business, the Group's management is committed to continue to improve and strengthen its internal control methodologies and operational systems so as to enable the Group to cope with external challenges in the current turbulent economic environment.

In future, the Group will continue to operate the core businesses of the Group, namely (i) waste collecting and packaging depots in Hong Kong; (ii) provision of confidential materials destruction services ("CMDS") in Hong Kong; and (iii) marketing and selling of tissue paper products in Hong Kong, Macau and other overseas countries.

The Group currently operates more than 10 waste collecting and packaging depots in Hong Kong and the waste paper processing capacity is more than 250,000 tons per annum. The Group will continue with its provision of leading CMDS in Hong Kong through its factory in Hong Kong which is accredited with AAA by the National Association for Information Destruction, Inc. for plant-based operation. The Group's existing CMDS customers include most of the trans-national financial institutions, government bodies, and printing companies, etc.

本集團為香港僱員設立界定供款強制性公積金退休福利。本公司亦已於二零一零年三月十一日採納購股權計劃。於回顧年度，並無授出任何購股權。本集團並無出現導致正常業務運作中斷之任何重大勞資糾紛或僱員人數之重大變動。

## 前景

本集團之廢料回收業務在香港及中國紮根多年。儘管本集團之內部控制系統最近出現缺失，但本集團之堅實業績記錄及業務基礎從未動搖。本集團管理層繼續對其廢料回收業務模式充滿信心，並相信尚未完全發掘及變現其盈利潛力。在追求業務持續增長之同時，本集團管理層亦致力繼續改善及加強其內部控制方法及營運系統，務求令本集團能夠在目前動盪之經濟環境下應付各種外來挑戰。

本集團日後將繼續經營其核心業務，即(i)在香港經營廢料收集及包裝場；(ii)在香港提供機密材料銷毀服務（「CMDS」）；及(iii)在香港、澳門及其他海外國家從事生活用紙營銷及銷售活動。

本集團目前在香港經營超過十個廢料收集及包裝場，其廢紙加工能力每年超過250,000噸。本集團將繼續在香港以其香港廠房提供領導性的CMDS服務，而其廠房乃獲得國家信息銷毀協會就工廠營運評為AAA級別之廠房。本集團CMDS之現有客戶包括大部分跨國金融機構、政府機關及印刷公司等。



## MANAGEMENT DISCUSSION AND ANALYSIS

### 管理層討論及分析

Making use of its well established network and operation experience, the Group will continue marketing and selling of both virgin pulp and recycled tissue paper products in Hong Kong, Macau and other overseas countries to sustain a stable cash flow for further exploration of any waste recycling business opportunities.

As part of the Group's expansion plan disclosed in the prospectus of the Company in 2010, the Company has undertaken to develop a workshop and office in Tseung Kwan O ("TKO"), Hong Kong to facilitate (a) the logistics of its recycling business; (b) the establishment of the converting process facilities for paper product business; (c) the expansion of the confidential materials destruction facilities; (d) the research and development of the advanced waste recycling technology; and (e) the office and administrative functions. Upon completion of the TKO facilities, the CMDS handling capacity of the Group will substantially increase from the present 2,200 tons per month to more than 4,000 tons per month afterwards. The converting process facilities for paper product business in the TKO facilities will also create an additional income source for the Group, thus allowing the Group to have a more secured and balanced income. With the centralized office and administrative functions at the TKO facility, a greater operational efficiency and cost savings are expected, which would contribute positively to both the financial and operational performance of the Group. With the advanced research environment in the TKO facilities and the experienced management team, the Group will further expand its waste recycling business from solely waste paper recycling to various solid wastes recycling including waste plastic, waste electrical appliances and waste chemicals in Hong Kong and other regions.

With the Shareholders' strong support in the business and financial aspects, the Group will be able to reinforce its foundation in waste recycling and horizontally expand its business scope.

### **DIVIDEND**

The Board does not recommend the payment of any dividend in respect of the year ended 31 March 2012 (2011: Nil).

本集團將利用其完善網絡及營運經驗，繼續在香港、澳門及其他海外國家營銷及銷售原木漿製造的生活用紙及環保生活用紙，並維持穩定之現金流，以便進一步開拓任何廢料再造業務契機。

誠如本公司招股章程內披露本集團於二零一零年之擴充計劃，本公司承諾在香港將軍澳發展一座工場及辦公室，以便促進(a)其回收業務之物流運作；(b)為紙品業務設立轉換加工設施；(c)擴充機密材料銷毀設施；(d)研發先進廢料回收技術；及(e)辦公室及行政運作。待將軍澳設施落成後，本集團CMDS之處理能力將由現時每月2,200噸大幅提升至往後每月超過4,000噸。位於將軍澳設施之紙品業務轉換加工設施亦將為本集團創造額外收入來源，讓本集團取得更可靠平衡之收入。將軍澳設施將辦公室與行政部門集於一體，預期可增進營運效益及節省成本，推動本集團財務及營運表現上升。將軍澳設施提供先進科研環境，加上經驗豐富之管理團隊，本集團將進一步拓展其廢料回收業務，由單純廢紙回收增加至各種固體廢料回收，包括廢棄膠料、廢置電器及化學廢料，範圍包括香港境內以至其他地區。

憑藉股東在業務及財務方面之鼎力支持，本集團將能夠鞏固其廢料回收業務基礎及橫向拓展其業務範疇。

### **股息**

董事會不建議就截至二零一二年三月三十一日止年度派發任何股息(二零一一年：無)。

# DIRECTORS AND SENIOR MANAGEMENT

## 董事及高級管理層

### NON-EXECUTIVE DIRECTORS

#### Chairman

**Mr. Cheng Chi Ming, Brian**, aged 30, is the Chairman, a Non-executive Director and a member of the audit committee of the Company. He joined the Group in January 2011. Mr. Cheng obtained a bachelor's degree in science from Babson College in Massachusetts, U.S.A. in 2005. Mr. Cheng is an executive director of NWS Holdings Limited, a company listed on the main board of the Stock Exchange (stock code: 659) and a director of certain subsidiaries of NWS. He is also a non-executive director of Haitong International Securities Group Limited (stock code: 665), Freeman Financial Corporation Limited (appointed on 19 January 2011, stock code: 279) and Newton Resources Ltd. (stock code: 1231), all of which are listed on the main board of the Stock Exchange. Mr. Cheng is a director of Sino-French Holdings (Hong Kong) Limited, Sino-French Energy Development Company Limited, The Macao Water Supply Company Limited and a director of a number of companies in China. From 2005 to 2007, Mr. Cheng worked as a research analyst in the Infrastructure and Conglomerates sector for CLSA Asia-Pacific Markets. He is the grandson of Dato' Dr. Cheng Yu Tung, who is a substantial shareholder of the Company.

**Mr. Tsang On Yip, Patrick**, aged 41, is a Non-executive Director and a member of both the remuneration committee and the nomination committee of the Company. He joined the Company on 1 November 2012. Mr. Tsang obtained a bachelor's degree in Economics from Columbia College of Columbia University in New York, USA in 1994. Mr. Tsang is a director of Cheng Yu Tung Foundation Limited and Chow Tai Fook Enterprises Limited. He has over 20 years of international capital markets experience, and was most recently managing director, head of Asia Fixed Income Capital Markets at Deutsche Bank AG, Hong Kong Branch, where he worked from 2003 to 2012. Mr. Tsang's spouse is a granddaughter of Dato' Dr. Cheng Yu Tung, who is a substantial shareholder of the Company and a cousin of Mr. Cheng Chi Ming, Brian, who is a non-executive director and chairman of the Company.

### 非執行董事

#### 主席

**鄭志明先生**，30歲，為主席、非執行董事及本公司審核委員會成員。彼於二零一一年一月加盟本集團。鄭先生於二零零五年取得美國馬薩諸塞州巴布森學院理學學士學位。鄭先生為聯交所主板上市公司新創建集團有限公司（股份代號：659）之執行董事及新創建若干附屬公司之董事。彼亦為聯交所主板上市公司海通國際證券集團有限公司（股份代號：665）、民豐企業控股有限公司（於二零一一年一月十九日獲委任，股份代號：279）及新礦資源有限公司（股份代號：1231）之非執行董事。鄭先生為中法控股（香港）有限公司、中法能源投資有限公司、澳門自來水股份有限公司及國內多家公司之董事。於二零零五年至二零零七年，鄭先生曾於里昂證券有限公司亞太區市場之基建及財團部任職研究分析師。彼為本公司主要股東拿督鄭裕彤博士之孫兒。

**曾安業先生**，41歲，為非執行董事、本公司薪酬委員會及提名委員會成員。曾先生於二零一二年十一月一日加入本公司。曾先生於一九九四年畢業於美國紐約哥倫比亞大學哥倫比亞學院，持有經濟學學士學位。曾先生為鄭裕彤慈善基金有限公司及周大福企業有限公司的董事。彼於國際資本市場累積逾20年的經驗。於二零零三年至二零一二年，彼於德意志銀行香港分行任職，離職前為該行的董事總經理兼亞洲固定收益資本市場主管。曾先生之配偶為拿督鄭裕彤博士（為本公司之主要股東）的外孫女及本公司非執行董事兼主席鄭志明先生之表姐。

## EXECUTIVE DIRECTORS

### Chief Executive Officer

**Mr. Suen Wing Yip**, aged 53, is an Executive Director and chief executive officer of the Company. He joined the Company on 1 March 2012. He has over 25 years of experience in consumer goods and foodservice industry. From December 1985 to February 1999, Mr. Suen worked in A.S. Watson & Company Limited from marketing executive to director and general manager. From March 1999 to April 2003, Mr. Suen served as managing director of the ice-cream and frozen food division of Unilever Hong Kong Limited. From July 2003 to October 2006, Mr. Suen served as board executive director and general manager – sales and marketing of Tsit Wing International Holdings Limited. From January 2007 to May 2009, Mr. Suen served as director of food service division of Friesland Campina (Hong Kong) Ltd.. Prior to joining the Company, he was a director of Wah Cheong Company Ltd. from June 2009 to December 2011. Mr. Suen holds a bachelor degree in marketing from the Washington State University, USA and a master degree in business administration from the University of Wisconsin, USA.

### Chief Technical Officer

**Mr. Lau Sai Cheong**, aged 56, is an Executive Director, chief technical officer and the general manager of production and engineering of the Company. He joined the Company on 16 July 2012. He has over 30 years of experience in a wide variety of private and government projects in Hong Kong, China and around Asia. From September 1981 to May 1992, Mr. Lau worked in three engineering consulting firms and two contractors responsible for the design and project management of various types of local and overseas projects. From June 1992 to August 1993, Mr. Lau worked in A. S. Watson & Company, Limited handling their joint venture projects in China and factory production management in Hong Kong. Prior to joining the Company, Mr. Lau served in Hong Kong Special Administrative Region Government from September 1993 to June 2012. Mr. Lau holds a bachelor of science honours degree in Electrical and Electronic Engineering from Aston University, United Kingdom. Mr. Lau is a Chartered Engineer and a member of Hong Kong Institution of Engineers.

## 執行董事

### 行政總裁

**孫樂業先生**，53歲，為執行董事及本公司行政總裁。孫先生於二零一二年三月一日加入本公司。彼於消費品及食品服務業有25年以上經驗。一九八五年十二月至一九九九年二月，孫先生於屈臣氏有限公司工作，由市務行政人員晉升至董事及總經理。一九九九年三月至二零零三年四月，孫先生於香港聯合利華有限公司冰淇淋和冷凍食品部任董事總經理。二零零三年七月至二零零六年十月，孫先生於捷榮國際控股有限公司出任董事會執行董事及市務及營銷部總經理。二零零七年一月至二零零九年五月，孫先生於Friesland Campina (Hong Kong) Ltd. 餐飲服務部出任董事。加入本公司前，彼於二零零九年六月至二零一一年十二月於華昌有限公司出任董事。孫先生持有美國華盛頓州立大學之市務學士學位及美國威斯康辛大學之工商管理碩士學位。

### 首席技術總監

**劉世昌先生**，56歲，為執行董事、本公司首席技術總監及生產及工程部總經理。劉先生於二零一二年七月十六日加入本公司。彼於香港、中國及遍佈亞洲的繁多私人及政府項目中擁有逾30年經驗。於一九八一年九月至一九九二年五月，劉先生曾於三間工程顧問公司及兩間承建商工作，負責多類當地及海外項目之設計及項目管理。於一九九二年六月至一九九三年八月，劉先生曾於屈臣氏有限公司工作，處理中國合營企業項目及香港工廠生產管理。於加入本公司前，於一九九三年九月至二零一二年六月，劉先生曾服務於香港特別行政區政府。劉先生持有英國阿斯頓大學之電氣及電子工程科學榮譽學士學位。劉先生為特許工程師及香港工程師學會之會員。

### Chief Financial Officer

**Mr. Lai Hau Yin**, aged 45, is an Executive Director and chief financial officer of the Company. He joined the Company in May 2012. He is responsible for the financial planning and all the accountancy and financial aspects of the Group. Mr. Lai has over 20 years of experience in the areas of audit and accounting. He is a fellow member of the Hong Kong Institute of Certified Public Accountants, the Australian Society of Certified Practising Accountants and the Taxation Institute of Hong Kong. From June 2008 to July 2010, Mr. Lai was the group financial controller and company secretary in Zhongsheng Group Holdings Limited (stock code: 0881). From September 2002 to October 2007, he was group financial controller in L.K. Technology Holdings Limited (stock code: 0558). From February 2001 to June 2002, he was project controller of Carry Wealth Holdings Limited (stock code: 0643), all of which are companies listed on the Stock Exchange. Mr. Lai received a Bachelor Degree in Business from Deakin University of Australia in 1992, a Master Degree in Business Administration from West Coast Institute of Management & Technology in Australia in 2000, and a Master Degree in Business Administration from The European University of Ireland in 2001.

### Chief Strategic Officer

**Mr. To Chun Wai**, aged 57, is an Executive Director and chief strategic officer of the Company. He joined the Company on 8 April 2013. He spent most of his career, beginning in 1974, with the Hong Kong Police, rising up the ranks to Assistant Commissioner of Police (Crime) overseeing crime operations and policies of the Hong Kong Police, until his retirement in 2011. He was awarded the Police Meritorious Service Medal in recognition of his long years of service and contribution to the Hong Kong Society. From 2011 to 2012, he served as a part-time tutor in public administration at The University of Hong Kong. Mr. To has wide administrative and management experience and holds a master degree of public administration from The University of Hong Kong.

### 首席財務總監

**黎孝賢先生**，45歲，為執行董事及本公司首席財務總監。黎先生於二零一二年五月加入本公司。彼負責本集團之財務策劃及所有有關會計及財務方面的事宜。黎先生於核數及會計範疇擁有逾20年經驗。彼為香港會計師公會、澳洲會計師公會及香港稅務學會資深會員。於二零零八年六月至二零一零年七月，黎先生曾任中升集團控股有限公司（股份代號：0881）的集團財務總監及公司秘書。於二零零二年九月至二零零七年十月，彼曾任力勁科技集團有限公司（股份代號：0558）的集團財務總監。於二零零一年二月至二零零二年六月，彼擔任恒富控股有限公司（股份代號：0643）的項目總監。該等公司均為聯交所上市公司。黎先生於一九九二年畢業於澳洲迪肯大學，獲授商學士學位，並於二零零零年獲澳洲西岸科技管理學院頒發工商管理碩士學位及於二零零一年獲愛爾蘭歐洲大學頒發工商管理碩士學位。

### 策略總監

**杜振偉先生**，57歲，為執行董事及本公司策略總監。杜先生於二零一三年四月八日加入本公司。彼自一九七四年起大部份職業生涯均於香港警隊服務，於二零一一年退休之前，晉升至香港警務處助理處長（刑事），掌管香港警隊之刑事行動及政策。彼曾獲行政長官頒授警察榮譽獎章以表揚其長期卓越服務及對香港社會的貢獻。於二零一一年至二零一二年間，彼曾任香港大學公共行政科目兼職導師。杜先生具備豐富行政及管理經驗，並持有香港大學公共行政碩士學位。

## INDEPENDENT NON-EXECUTIVE DIRECTORS

**Mr. Chung Wai Kwok, Jimmy**, aged 63, is an Independent Non-executive Director and the chairman of the audit committee of the Company. He joined the Group in March 2010. Mr. Chung has over 20 years of experience in financial advisory services, taxation and management. He was a partner of PricewaterhouseCoopers until he retired in June 2005. In October 2005, he joined Russell Bedford Hong Kong Limited, a professional consulting firm, as a director in the tax and business advisory unit. Mr. Chung is a member of the Hong Kong Institute of Certified Public Accountants, the Taxation Institution of Hong Kong and the Association of Chartered Certified Accountants (ACCA). He was the President of the Hong Kong branch of ACCA for the year 2005/06. He is currently an independent non-executive director of Fittec International Group Limited (stock code: 2662), Lee Kee Holdings Limited (stock code: 637) and Tradelink Electronic Commerce Limited (stock code: 536), all of which are listed on the Main Board of the Stock Exchange; and China World Trade Center Company Limited (stock code: 600007), listed on the Shanghai Stock Exchange.

**Mr. Lee Kwok Chung**, aged 49, is an Independent Non-executive Director and a member of each of the audit committee, the remuneration committee and the nomination committee of the Company. He joined the Group in June 2010. Mr. Lee obtained a bachelor's degree in science from The Chinese University of Hong Kong in 1986 and a bachelor's degree in law from The University of London in 1993. From August 1986 to April 1995, Mr. Lee worked as a unit manager of The Prudential Assurance Company Limited and was mainly responsible for sales and marketing function. Mr. Lee joined Messrs. Weir & Associates as a trainee solicitor in April 1995. He was admitted as a solicitor of the High Court of the Hong Kong Special Administrative Region in April 1997 and worked with Messrs. Weir & Associates, Solicitors and Notaries

## 獨立非執行董事

**鍾維國先生**，63歲，為獨立非執行董事及本公司審核委員會主席。彼於二零一零年三月加入本集團。鍾先生於財務顧問服務、稅務及管理方面擁有逾20年經驗。鍾先生曾為羅兵咸永道會計師事務所合夥人，於二零零五年六月退任。於二零零五年十月，鍾先生加盟專業顧問公司羅瑞貝德香港有限公司，出任稅務及業務顧問總監。鍾先生為香港會計師公會、香港稅務學會及英國特許公認會計師公會會員。鍾先生於二零零五／零六年度擔任英國特許公認會計師公會香港分會主席。鍾先生現時是聯交所主板上市公司奕達國際集團有限公司(股份代號：2662)、利記控股有限公司(股份代號：637)及貿易通電子貿易有限公司(股份代號：536)及上海證券交易所上市公司中國國際貿易中心股份有限公司(股份代號：600007)的獨立非執行董事。

**李國忠先生**，49歲，為獨立非執行董事及本公司審核委員會、薪酬委員會及提名委員會成員。彼於二零一零年六月加入本集團。李先生於一九八六年獲香港中文大學頒發理學士學位，並於一九九三年獲倫敦大學頒發法律學士學位。自一九八六年八月至一九九五年四月，李先生為英國保誠保險有限公司的組別經理，主要負責銷售及營銷工作。李先生於一九九五年四月加入韋雅成律師行擔任實習律師。於一九九七年四月，李先生獲委任為香港特別行政區高等法院律師，並於一九九七年四月至二零零八



between April 1997 and January 2008. Since January 2008, Mr. Lee has been a partner in Messrs. Lee & So, Solicitors. Mr. Lee is also appointed a civil celebrant of marriages for the period from 23 June 2011 to 22 June 2016. From September 2006 to August 2007, Mr. Lee was the president of The Federation of Alumni Associations of The Chinese University of Hong Kong. Since 2002, he has been the chairman and a director of The Alumni Association of the United College of The Chinese University of Hong Kong Limited.

**Mr. Lau Shun Chuen**, aged 62, is an Independent Non-executive Director and a member of both the remuneration committee and the nomination committee of the Company. He joined the Group on 1 October 2010. Mr. Lau has 37 years of experience in the banking industry in Hong Kong, China and Canada. From August 1973 to April 1992, Mr. Lau worked at the Bank of East Asia, Limited, holding senior positions including head of business development, head of branch operations, head of human resources and head of corporate communications. From August 1992 to July 1994, Mr. Lau served as the senior credit manager at the Toronto main office of Hongkong Bank of Canada. Since August 1994, Mr. Lau joined Hang Seng Bank Limited (“Hang Seng Bank”) and was appointed as assistant general manager of Hang Seng Bank in January 2001. He held a number of senior positions in Hang Seng Bank including head of personal financial services, head of retail services and sales and head of relationship management, commercial banking. He was responsible for commercial banking business of Hang Seng Bank in China since November 2006 and later also its network in Northern China. Mr. Lau acted as the deputy chief executive of Hang Seng Bank (China) Limited before his retirement in July 2010. Mr. Lau obtained a Bachelor of Science degree from the University of Hong Kong in July 1973. He is a Fellow of the Chartered Institute of Bankers and a Fellow of the Hong Kong Institute of Bankers. He was a former director of EPS Company (Hong Kong) Limited and TransUnion Limited.

年一月期間，在韋雅成律師行工作。自二零零八年一月起，李先生一直擔任李國忠蘇全富律師行的合夥人。自二零一一年六月二十三日至二零一六年六月二十二日，李先生亦獲委任為婚姻監禮人。於二零零六年九月至二零零七年八月，李先生為香港中文大學校友會聯會會長。自二零零二年起，李先生一直為香港中文大學聯合書院校友會有限公司主席兼董事。

**劉順銓先生**，62歲，為獨立非執行董事、本公司薪酬委員會及提名委員會成員。彼於二零一零年十月一日加盟本集團。劉先生於香港、中國及加拿大銀行業擁有37年經驗。自一九七三年八月至一九九二年四月，劉先生曾任職於東亞銀行有限公司，擔任高級職務，包括業務發展主管、分行管理主管、人力資源主管及企業傳訊部主管。自一九九二年八月至一九九四年七月，劉先生擔任加拿大滙豐銀行多倫多總辦事處高級信貸經理一職。自一九九四年八月起，劉先生加入恒生銀行有限公司（「恒生銀行」），並於二零零一年一月獲委任為恒生銀行助理總經理。彼於恒生銀行擔任若干高級職位，包括恒生銀行個人理財業務主管、零售銀行服務主管及商業銀行客戶關係業務主管。彼自二零零六年十一月起負責恒生銀行於中國之商業銀行業務，隨後負責華北之網絡。於二零一零年七月退休前，劉先生為恒生銀行（中國）有限公司副行政總裁。劉先生於一九七三年七月獲香港大學理學學士學位。彼為英國特許銀行學會及香港銀行學會資深會士。彼為易辦事（香港）有限公司及環聯資訊有限公司之前任董事。

## COMPANY SECRETARY

**Mr. Ng Wai Kei** was appointed as company secretary of the Company on 26 March 2012. Mr. Ng is a member of both the Hong Kong Institute of Certified Public Accountants and the Institute of Chartered Accountants in England and Wales. He has over 15 years' experience in auditing, accounting and financial management. Mr. Ng had worked for one of the Big Four international accountancy firms and a number of listed companies in Hong Kong.

## SENIOR MANAGEMENT

### Chief Operating Officer

**Mr. Yu Hoi Shan, Daniel**, joined the Company as Group General Manager – Sales & Marketing in May 2012, and subsequently appointed as Chief Operating Officer in October 2012. His major duties include an overall sales & marketing activities, strategic account development, joint venture project, feasibility study, and strategic innovation task force for business units of waste paper, CMDS, and tissue paper product within the Group. He has over 20 years of senior management experience in both OEM and ODM manufacturing business for the global marketplace of North America, Europe, Australia, Japan and the Greater China Region. Prior to joining the Company, he was a director of sales and marketing in Simatelex Manufactory Company Limited, senior vice president in LeverStyle, and a senior manager in TAL Apparel Limited and sales and marketing manager of Alcan Asia Limited.

Mr. Yu was graduated from the Hong Kong University with Bachelor of Science in Industrial Engineering in 1982 and is a senior member of Institute of Industrial Engineers since 1991. He also completed the Management Development Program for Executive from Poon Kam Kai Institute of Management, the Hong Kong University in 2006.

## 公司秘書

**吳偉基先生**於二零一二年三月二十六日獲委任為本公司之公司秘書。吳先生為香港會計師公會及英格蘭及威爾士特許會計師協會之會員。彼於審核、會計及財務管理具15年以上經驗。吳先生曾於四大跨國會計師行之一及香港多間上市公司任職。

## 高級管理層

### 首席營運總監

**俞海山先生**於二零一二年五月加盟本公司擔任集團銷售及營銷總經理，隨後於二零一二年十月獲委任為首席營運總監。其主要職責包括負責本集團廢紙、機密材料銷毀服務(CMDS)、生活用紙業務單位的整體銷售及營銷活動、策略性客戶發展、合營項目、可行性研究及策略創新專責小組。彼擁有逾20年北美、歐洲、澳洲、日本及大中華地區全球市場委託代工及設計加工製造業務高級管理經驗。加盟本公司之前，彼曾擔任新瑪德製造廠有限公司的銷售及營銷主管、利華的高級副總裁、聯業製衣有限公司高級經理及加鋁亞洲有限公司市務及營銷經理。

俞先生於一九八二年畢業於香港大學，獲工業工程理學士學位，並自一九九一年起為香港工業工程師學會高級成員。彼亦於二零零六年完成香港大學潘錦溪商業研究學院的行政人員管理發展課程。

### **Chief Legal and Compliance Officer**

**Mr. Kot Koon Yu, Eric**, joined the Company as General Manager of Legal Services in May 2012, and subsequently appointed as Chief Legal and Compliance Officer in September 2012. He is responsible for full-spectrum of legal and compliance issues, ensure the Company in line with the internal policy and relevant regulations. Mr. Kot has over 20 years of solid and professional experience in conveyancing and general legal services. From March 1991 to April 1994, Mr. Kot was a conveyancing manager in Edward Wong & Ng, Solicitors. From May 1994 to March 1997, he was a director of The Informatics. From March 1997 to August 2006, he was a manager of Wong and Poon, Solicitors. From August 2007 to July 2009, he served as a trainee solicitor in Kelvin Cheung and Co., Solicitor. Prior to joining the Company, he was an assistant solicitor in Kelvin Cheung and Co., Solicitors from October 2009 to May 2012.

Mr. Kot is a solicitor of the High Court of Hong Kong and holds Bachelor Degree of Law respectively from Peking University and University of Wolverhampton, UK and a Master Degree of Arts in Economics from State University of New York, U.S.A.

### **General Manager, Waste Paper and CMDS**

**Mr. Chan Chi Shing** joined the Company as Deputy General Manager of Waste Paper sector in May 2012 and was appointed as General Manager of Waste Paper and CMDS sector in August 2012. He has over 20 years of solid experience in food and beverage, retail and hospitality industries. He has served as various operation positions in different well-known corporations, including YMCA Hong Kong, Hong Kong Island Shangrila Hotel, KFC Group, Healthworks (Holdings) Company Limited and Croissant de France. Prior to joining the Company, he worked from a sales development manager to group food service business director of Tsit Wing Coffee.

Mr. Chan was graduated from The Hong Kong Polytechnic University with Higher Diploma in Hotel and Catering Management and has been awarded the Certificate in Internal Change Agent Program from The University of Hong Kong.

### **首席法律及合規總監**

**葛冠儒先生**於二零一二年五月加盟本公司擔任法律總經理，隨後於二零一二年九月獲委任為首席法律及合規總監。彼負責全面的法律及合規事務，確保本公司符合內部政策及相關規例。葛先生於物業轉易及一般法律服務方面擁有20多年的豐富專業經驗。自一九九一年三月至一九九四年四月，葛先生為Edward Wong & Ng, Solicitors的物業轉易經理。自一九九四年五月至一九九七年三月，彼為The Informatics的董事。自一九九七年三月至二零零六年八月，彼為王潘律師行的經理。自二零零七年八月至二零零九年七月，彼為張嘉偉律師事務所的見習律師。加盟本公司之前，彼自二零零九年十月至二零一二年五月擔任張嘉偉律師事務所的助理律師。

葛先生為香港高等法院律師，分別持有北京大學及英國伍爾弗漢普頓大學的法學學士學位及美國紐約州立大學的經濟學文學碩士學位。

### **廢紙及機密材料銷毀服務總經理**

**陳子誠先生**於二零一二年五月加盟本公司擔任廢紙部門副總經理，並於二零一二年八月獲任命為廢紙及機密材料銷毀服務部門總經理。彼擁有逾20年食品及飲料、零售及酒店業的豐富經驗。彼在多間知名企業擔任不同的營運職位，包括於香港基督教青年會、港島香格里拉大酒店、肯德基集團、健康工房(集團)有限公司及可頌坊。加盟本公司之前，彼曾任捷榮咖啡的銷售發展經理及集團餐飲業務總監。

陳先生畢業於香港理工大學，持有酒店及餐飲業管理高級文憑，並獲頒香港大學內部變革推動者課程證書。



**General Manager, Investor Relations**

**Mr. Sin Lik Man** joined the Company as General Manager of Investor Relations in June 2012 and he is responsible for formulating investor relation strategies and managing the relations with the shareholders and stakeholders on behalf of the Company. Mr. Sin has more than 10 years of experience in financial control, corporate finance, capital market relations and corporate governance practice through his past working history. Mr. Sin served as an auditor at one of the Big Four accounting firms from September 2000 to April 2003. From May 2003 to September 2005, Mr. Sin served as an accounting services officer of HSBC International Trustee Limited, responsible for preparing the financial accounts, and internal audit officer of Delta Asia Financial Group, responsible for performing internal audit and preparing internal audit report. During April 2006 to May 2010, Mr. Sin was a senior finance manager of a subsidiary and an associated company of Norstar Founders Group Limited (stock code: 2339), a company listed on the Main Board of the Stock Exchange, responsible for the overall finance and treasury functions and also provided technical supports to financial control and corporate governance. Prior to joining the Company, Mr. Sin served as a company secretary and authorized representative of West China Cement Limited (stock code: 2233), a company listed on the Main Board of the Stock Exchange. Mr. Sin also currently serves an independent non-executive director of Huili Resources (Group) Limited (stock code: 1303), a company listed on the Main Board of the Stock Exchange since January 2012.

Mr. Sin received a bachelor's degree of Business Administration, with a major in accounting from Hong Kong University of Science and Technology in November 2000 and further received a master's degree in accounting from Curtin University of Technology, Australia in April 2007. Mr. Sin is a fellow member of the Hong Kong Institute of Certified Public Accountants (HKICPA) and a fellow member of the Association of Chartered Certified Accountants (ACCA).

**投資者關係總經理**

**冼力文先生**於二零一二年六月加盟本公司，擔任投資者關係總經理，負責制定投資者關係策略及代表本公司管理與股東及利益相關者的關係。冼先生通過其過往工作經驗，於財務監控、企業融資、資本市場關係及企業管治常規方面擁有逾10年經驗。自二零零零年九月至二零零三年四月，冼先生於其中一間四大會計師事務所擔任核數師。自二零零三年五月至二零零五年九月，冼先生於滙豐國際信託有限公司擔任會計服務主任，負責編製財務賬目，並於匯業財經集團擔任內部審計主任，負責執行內部審計及編製內部核數報告。於二零零六年四月至二零一零年五月期間，冼先生擔任聯交所主板上市公司北泰創業集團有限公司(股份代號：2339)的一間附屬公司及一間聯營公司的高級財務經理，負責管理該公司的整體財務及庫務職能，並就財務監控及企業管治事宜提供技術支援。加盟本公司之前，冼先生曾擔任聯交所主板上市公司中國西部水泥有限公司(股份代號：2233)的公司秘書及授權代表。自二零一二年一月起至今，冼先生亦一直擔任聯交所主板上市公司滙力資源(集團)有限公司(股份代號：1303)的獨立非執行董事。

冼先生於香港科技大學主修會計學，於二零零零年十一月獲授工商管理學學士學位，並於二零零七年四月進一步獲得澳大利亞科廷科技大學會計學碩士學位。冼先生為香港會計師公會資深會員及特許公認會計師公會資深會員。

# REPORT OF THE DIRECTORS

## 董事會報告

The Board hereby submit its annual report together with the audited consolidated financial statements of the Group for the year ended 31 March 2012.

### PRINCIPAL ACTIVITIES AND GEOGRAPHICAL ANALYSIS OF OPERATIONS

The principal activity of the Company is investment holding. The principal activities of the Company's subsidiaries as at 31 March 2012 are set out in note 29 to the financial statements.

An analysis of the Group's performance for the year by operating segments is set out in note 5 to the financial statements.

### RESULTS AND APPROPRIATIONS

The results of the Group for the year are set out in the consolidated income statement on page 73.

### RESERVES

Details of the movements in the reserves of the Group and of the Company during the year are set out in the consolidated statement of changes in equity on pages 75 to 76 and in note 28 to the financial statements respectively.

### DONATIONS

Charitable and other donations made by the Group during the year amounted to approximately HK\$63,000 (2011: HK\$5,351,000).

### PROPERTY, PLANT AND EQUIPMENT

Details of the movements in property, plant and equipment of the Group are set out in note 16 to the financial statements.

董事會謹此提呈其年報，以及本集團於截至二零一二年三月三十一日止年度的經審核綜合財務報表。

### 主要業務及營運地區分析

本公司的主要業務為投資控股。本公司的附屬公司於二零一二年三月三十一日的主要業務載於財務報表附註29。

年內按業務分部劃分的本集團表現分析載於財務報表附註5。

### 業績及分派

本集團年內的業績載於第73頁的綜合損益表。

### 儲備

本集團及本公司年內的儲備變動詳情分別載於第75頁至第76頁的綜合權益變動表及財務報表附註28。

### 捐款

本集團年內作出的慈善及其他捐款約為63,000港元（二零一一年：5,351,000港元）。

### 物業、廠房及設備

本集團的物業、廠房及設備變動的詳情載於財務報表附註16。

## SHARE CAPITAL

Details of the movements in share capital of the Company are set out in note 27 to the financial statements.

## DISTRIBUTABLE RESERVES

The Company's reserves available for distribution comprise the share premium account and retained earnings. At 31 March 2012, the reserves of the Company available for distribution to Shareholders amounted to approximately HK\$2,262,582,000 (2011: HK\$2,942,578,000).

## DIVIDEND

No dividend has been paid or declared by the Company during the year (2011: Nil)

## PRE-EMPTIVE RIGHTS

There is no provision for pre-emptive rights under the Company's articles of association (the "Articles of Association") or the laws of the Cayman Islands, which would oblige the Company to offer new shares of the Company on a pro-rata basis to existing Shareholders.

## FIVE YEAR FINANCIAL SUMMARY

A summary of the results and the assets and liabilities of the Group for the last five financial years is set out on page 184.

## PURCHASE, SALE OR REDEMPTION OF SHARES

During the year, the Company repurchased 48,108,000 ordinary shares of the Company on The Stock Exchange of Hong Kong Limited (the "Stock Exchange") at an aggregate consideration of HK\$82,984,000. The repurchases were effected by the directors of the Company (the "Directors") for the enhancement of Shareholders' value.

## 股本

本公司股本的變動詳情載於財務報表附註27。

## 可分派儲備

本公司可供分派的儲備包括股份溢價賬及保留溢利。於二零一二年三月三十一日，本公司可分派予股東的儲備約為2,262,582,000港元(二零一一年：2,942,578,000港元)。

## 股息

本公司於年內並無派付或宣派任何股息(二零一一年：無)。

## 優先認購權

本公司的組織章程細則(「章程細則」)或開曼群島法例並無有關優先認購權的條文，致使本公司須按比例向現有股東發售本公司新股份。

## 五年財務概要

本集團過去五年的業績及資產與負債的概要載於第184頁。

## 購買、出售或贖回股份

於本年度，本公司於香港聯合交易所有限公司(「聯交所」)回購48,108,000股本公司普通股，總代價為82,984,000港元。回購股份由本公司董事(「董事」)進行，旨在提升股東價值。

In September 2011, the Company repurchased an aggregate of 17,880,000 ordinary shares of the Company on the Stock Exchange. The highest repurchase price was HK\$1.55 per share, and the lowest repurchase price was HK\$1.48 per share, with a total payment of approximately HK\$27,114,000.

In October 2011, the Company repurchased an aggregate of 30,228,000 ordinary shares of the Company on the Stock Exchange. The highest repurchase price was HK\$1.88 per share, and the lowest repurchase price was HK\$1.71 per share, with a total payment of approximately HK\$55,870,000.

All the ordinary shares of the Company repurchased in the financial year ended 31 March, 2012 were cancelled during the financial year. The premium of approximately HK\$78,173,000 paid on the repurchased shares of the Company was debited to the share premium account.

Apart from the above, neither the Company nor any of its subsidiaries had purchased or sold any of the listed securities of the Company during the year and the Company has not redeemed any of its shares of the Company during the year.

## CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from Wednesday, 19 June 2013 to Friday, 21 June 2013, both days inclusive, during which period no transfer of shares of the Company will be registered. In order to be eligible for attending and voting at the 2012 annual general meeting of the Company to be held on Friday, 21 June 2013, unregistered holders of shares of the Company should ensure that all transfer documents accompanied by the relevant share certificates must be lodged with the Company's Branch Share Registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Tuesday, 18 June 2013.

於二零一一年九月，本公司在聯交所回購合共17,880,000股本公司普通股。最高回購股價為每股1.55港元，最低回購股價為每股1.48港元，總共支付約27,114,000港元。

於二零一一年十月，本公司在聯交所回購合共30,228,000股本公司普通股。最高回購股價為每股1.88港元，最低回購股價為每股1.71港元，總共支付約55,870,000港元。

截至二零一二年三月三十一日止財政年度回購之所有本公司普通股已於財政年度內註銷。本公司購回股份已付之溢價約78,173,000港元已於股份溢價賬扣除。

除上文所述者外，本公司或其附屬公司於本年度概無購買或售出本公司任何上市證券，而本公司於年內亦無贖回其任何本公司股份。

## 暫停辦理股份過戶登記

本公司將於二零一三年六月十九日(星期三)至二零一三年六月二十一日(星期五)(包括首尾兩天在內)，暫停辦理股份過戶登記手續。為符合資格出席將於二零一三年六月二十一日(星期五)舉行之本公司二零一二年股東週年大會並於會上投票，本公司未登記之股份持有人應確保所有過戶文件連同相關股票最遲須於二零一三年六月十八日(星期二)下午四時三十分前送呈本公司香港股份過戶登記分處香港中央證券登記有限公司，地址為香港灣仔皇后大道東183號合和中心17樓1712-1716室。

## DIRECTORS

The Directors since 1 April 2011 to the latest practicable date prior to the printing of this report, were:

### Executive Directors

Mr. Suen Wing Yip

(appointed on 26 March 2012)

Mr. Lau Sai Cheong

(appointed on 16 October 2012)

Mr. Lai Hau Yin

(appointed on 1 November 2012)

Mr. To Chun Wai

(appointed on 8 April 2013)

Mr. Leung Tat Piu

(resigned on 6 June 2012)

Mr. Cheng Chun Keung, Thomas

(resigned on 7 October 2011)

Mr. Alan Ing

(appointed on 7 October 2011  
and resigned on 18 April 2012)

Ms. Li Zhe

(appointed as non-executive Director  
on 26 March 2012,  
re-designated as executive Director on  
2 April 2012, re-designated as  
non-executive Director on 16 October  
2012 and resigned on 17 January 2013)

Mr. Leung Kai Kuen

(re-designated as non-executive Director  
and ceased to be the chairman of the Board  
on 30 April 2012 and removed as Director  
on 7 June 2012)

## 董事

自二零一一年四月一日起至本報告印製前之最後實際可行日期的董事如下：

### 執行董事

孫榮業先生

(於二零一二年三月二十六日獲委任)

劉世昌先生

(於二零一二年十月十六日獲委任)

黎孝賢先生

(於二零一二年十一月一日獲委任)

杜振偉先生

(於二零一三年四月八日獲委任)

梁達標先生

(於二零一二年六月六日辭任)

鄭振強先生

(於二零一一年十月七日辭任)

吳初浩先生

(於二零一一年十月七日獲委任  
及於二零一二年四月十八日辭任)

黎哲女士

(於二零一二年三月二十六日獲委任  
為非執行董事、於二零一二年四月二  
日調任為執行董事、於二零一二年十  
月十六日調任為非執行董事及於二零  
一三年一月十七日辭任)

梁契權先生

(於二零一二年四月三十日調任為  
非執行董事及不再為董事會主席及  
於二零一二年六月七日被罷免董事職務)

### Non-executive Directors

Mr. Cheng Chi Ming, Brian (*Chairman*)  
(appointed as the chairman of the Board on  
16 October 2012)

Ms. Li Zhe  
(appointed as non-executive Director on 26 March 2012,  
re-designated as executive Director on  
2 April 2012, re-designated as  
non-executive Director on 16 October  
2012 and resigned on 17 January 2013)

Mr. Tsang On Yip, Patrick  
(appointed on 1 November 2012)

Ms. Cheung Nga Lai, Carol  
(resigned on 1 November 2012)

Mr. Pei Cheng Ming, Michael  
(resigned on 30 April 2012)

Mr. Law Siu Wah, Eddie  
(appointed on 14 November 2011  
and resigned on 26 March 2012)

Mr. Leung Kai Kuen  
(re-designated as non-executive Director  
and ceased to be the chairman of the Board  
on 30 April 2012 and removed as Director  
on 7 June 2012)

### Independent non-executive Directors

Mr. Chung Wai Kwok, Jimmy

Mr. Lee Kwok Chung

Mr. Lau Shun Chuen

(appointed as the non-executive acting chairman of  
the Board on 30 April 2012 and resigned as  
the non-executive acting chairman of the Board on  
16 October 2012)

Mr. Chan Kong  
(resigned on 26 March 2012)

Pursuant to Article 108 of the Articles of Association, Mr. Chung Wai Kwok, Jimmy and Mr. Lee Kwok Chung shall retire by rotation at the 2012 annual general meeting of the Company. According to Article 112 of the Articles of Association, Mr. Suen Wing Yip, Mr. Lau Sai Cheong, Mr. Lai Hau Yin, Mr. Tsang On Yip, Patrick and Mr. To Chun Wai (appointed by the Board during the year) shall retire at the 2012 annual general meeting of the Company. Except

### 非執行董事

鄭志明先生(主席)  
(於二零一二年十月十六日獲委任  
為董事會主席)

黎哲女士  
(於二零一二年三月二十六日獲委任  
為非執行董事、於二零一二年四月二  
日調任為執行董事、於二零一二年十  
月十六日調任為非執行董事及於二零  
一三年一月十七日辭任)

曾安業先生  
(於二零一二年十一月一日獲委任)

張雅麗女士  
(於二零一二年十一月一日辭任)

裴震明先生  
(於二零一二年四月三十日辭任)

羅肇華先生  
(於二零一一年十一月十四日獲委任  
及於二零一二年三月二十六日辭任)

梁契權先生  
(於二零一二年四月三十日調任為  
非執行董事並不再擔任董事會主席及  
於二零一二年六月七日被罷免董事職務)

### 獨立非執行董事

鍾維國先生

李國忠先生

劉順銓先生

(於二零一二年四月三十日獲委任為  
董事會非執行署理主席及  
於二零一二年十月十六日辭任董事會  
非執行署理主席)

陳剛先生  
(於二零一二年三月二十六日辭任)

根據章程細則第108條，鍾維國先生及李國忠先生須於本公司二零一二年股東週年大會上輪值退任。根據章程細則第112條，孫榮業先生、劉世昌先生、黎孝賢先生、曾安業先生及杜振偉先生(於年內獲董事會委任)須於本公司二零一二年股東週年大會上退

## REPORT OF THE DIRECTORS

### 董事會報告

Mr. Lee Kwok Chung, all the above retiring Directors, being eligible, offer themselves for re-election, at the forthcoming annual general meeting of the Company. Mr. Lee Kwok Chung, being eligible, has indicated that he will not offer himself for re-election and will retire upon conclusion of the 2012 annual general meeting of the Company. Accordingly, the Board proposed that Mr. Nguyen Van Tu, Peter be appointed as an independent non-executive Director at the 2012 annual general meeting of the Company.

The Directors being proposed for re-election at the forthcoming annual general meeting have no service contract with the Company, which is not determinable by the Company within one year without payment of compensation, other than statutory compensation.

### **DIRECTORS' SERVICE CONTRACTS**

For the year ended 31 March 2012, each of the Directors entered into a service contract with the Company for an initial term of three years from their respective date of appointment, which might be terminated by not less than three months' notice in writing served by either party.

During the year ended 31 March 2012, Director have no service contract with the Company which is not determinable by the Company within one year without payment of compensation other than statutory compensation.

### **BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT**

Brief biographical details of the existing Directors and senior management of the Company are set out from pages 9 to 16.

任。除了李國忠先生外，上述所有退任董事合資格並於本公司應屆股東週年大會上膺選連任。李國忠先生符合資格但表示將不尋求連任及將於本公司二零一二年股東週年大會結束時退任。據此，董事會建議於本公司二零一二年股東週年大會上委任阮雲道先生為獨立非執行董事。

擬於應屆股東週年大會上重選的董事，概無與本公司訂立本公司不可於一年內毋須支付補償(法定補償除外)而終止的服務合約。

### **董事服務合約**

截至二零一二年三月三十一日止年度，各董事與本公司訂立服務合約，初步由其各自的委任日期起計為期三年，除非其中一方發出不少於三個月的書面通知終止有關合約。

截至二零一二年三月三十一日止年度，董事概無與本公司訂立本公司不可於一年內毋須支付補償(法定補償除外)而終止的服務合約。

### **董事及高級管理層履歷詳情**

現任董事及本公司高級管理層的履歷詳情載於第9頁至第16頁。



## REMUNERATION POLICY

During the year ended 31 March 2012, the remuneration policy for the Directors and senior management members of the Group was based on their experience, level of responsibility and general market conditions. Any discretionary bonus and other merit payments were linked to the profit performance of the Group and the individual performance of such Director or senior management member of the Group. Details of the remuneration of the Directors are set out in note 15 to the consolidated financial statements contained in this report.

## DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURES

Save as disclosed in note 36 to the consolidated financial statements about the Company's share option scheme, 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 Directors or their respective spouses or minor children, or were any such rights exercised by them; or was the Company, or any of its holding companies, subsidiaries or fellow subsidiaries a party to any arrangement to enable the Directors to acquire such rights in any other body corporate.

## DIRECTORS' INTERESTS IN CONTRACTS

Save as disclosed under the section headed "Connected Transactions" below, no contracts of significance in relation to the Group's business to which the Company or any of its subsidiaries was a party and in which a Director had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year.

## 薪酬政策

截至二零一二年三月三十一日止年度，董事及本集團高級管理層成員的薪酬政策乃根據彼等的經驗、所負責任及一般市場條件釐定。任何酌情花紅及其他獎勵金均與本集團利潤表現及有關董事或本集團高級管理層成員個人表現掛鈎。董事薪酬詳情載於本報告綜合財務報表附註15。

## 董事購買股份或債券之權利

除於綜合財務報表附註36就本公司購股權計劃所披露者外，於年內任何時間，各董事或彼等各自之配偶或未成年子女並無獲授或行使可藉收購本公司股份或債券而獲利之權利，且本公司或其任何控股公司、附屬公司或同系附屬公司亦無訂立任何安排而使董事可收購任何其他法人團體之權利。

## 董事於合約的權益

除下文「關連交易」一節所披露者外，本公司及其任何附屬公司於本年度結束時或於年內任何時間概無就本集團業務訂立任何董事直接或間接擁有重大利益的重要合約。



## DIRECTORS' INTERESTS IN SHARES

As at 31 March 2012, the interests and short positions of each Director and chief executives of the Company in the shares of the Company which (a) were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the Securities and Futures Ordinance (the "SFO"); or (b) were entered in the register required to be kept by the Company pursuant to Section 352 of the SFO; or (c) were required to be notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") set out in the Rules Governing the Listing of Securities on the Stock Exchange (the "Listing Rules") were as follows:

## 董事於股份的權益

於二零一二年三月三十一日，董事及本公司主要行政人員於本公司股份中擁有(a)根據證券及期貨條例(「證券及期貨條例」)第XV部第7及8部分須知會本公司及聯交所的權益及淡倉；或(b)根據證券及期貨條例第352條須記錄於該條所述本公司須存置之登記冊的權益及淡倉；或(c)根據聯交所證券上市規則(「上市規則」)所載上市發行人董事進行證券交易的標準守則(「標準守則」)，須知會本公司及聯交所的權益及淡倉如下：

Name of Director	Capacity	Number of ordinary shares of the Company held* 持有的 本公司普通股數目*	% of the issued share capital of the Company 佔本公司已發行 股本百分比
董事姓名	身份		
Mr. Leung Kai Kuen 梁契權先生	Interest in a controlled corporation 於控制法團的權益	785,100,000(L)	32.56%

\* The letter "L" denotes the person's long position in the shares of the Company.

\* 字母「L」代表有關人士的本公司股份好倉。

Note:

附註：

Mr. Leung Kai Kuen was deemed to be interested in these 785,100,000 shares of the Company which were held by City Legend International Limited ("City Legend"), a corporation wholly owned by Mr. Leung.

梁契權先生被視為於785,100,000股由滙駿國際有限公司(「滙駿」)持有的本公司股份中擁有權益，該公司由梁先生全資擁有。

Save as disclosed above, as at 31 March 2012, none of the Directors or chief executives of the Company had any interests or short positions in the shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of 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, nor had there been any grant or exercise of rights of such interests during the year ended 31 March 2012.

## SHARE OPTION

Pursuant to the resolutions in writing passed by all shareholders of the Company on 11 March 2010, the Company approved and adopted a share option scheme for the purpose of enabling the Group to grant options to selected participants as incentives or rewards for their contribution to the Group (the "Share Option Scheme"). Since the adoption of the Share Option Scheme and up to 31 March 2012, no share option had been granted.

As at the latest practicable date prior to the printing of this annual report, the total number of shares available for issue under the Share Option Scheme was 200,000,000 shares of the Company, which represented approximately 8.29% of the shares of the Company in issue as at that date.

Particulars of the Share Option Scheme are set out in note 36 to the consolidated financial statements.

除上文所披露者外，於二零一二年三月三十一日，概無董事及本公司主要行政人員於本公司或其任何相聯法團（定義見證券及期貨條例第XV部）的任何股份、相關股份或債券中，擁有已記錄於本公司根據證券及期貨條例第352條存置的登記冊內的任何權益或淡倉，或擁有已根據標準守則知會本公司及聯交所的任何權益或淡倉，而於截至二零一二年三月三十一日止年度內，亦概無授出或行使任何有關權益的權利。

## 購股權

根據本公司全體股東於二零一零年三月十一日通過的一項書面決議案，本公司批准及採納一項購股權計劃，以確保本集團向甄選的參與者授出購股權，作為彼等對本集團貢獻的獎勵或回報（「購股權計劃」）。自採納購股權計劃以來及截至二零一二年三月三十一日止，並無授出購股權。

於本年報印製前之最後實際可行日期，根據購股權計劃可予發行的股份總數為200,000,000股本公司股份，佔該日已發行本公司股份約8.29%。

有關購股權計劃的詳情載於綜合財務報表附註36。

## SUBSTANTIAL SHAREHOLDERS' INTERESTS IN SHARES

As at 31 March 2012, the following persons (other than the Directors and chief executives of the Company) had interests and short positions of 5% or more in the shares of the Company as recorded in the register required to be kept under Section 336 of the SFO:

## 主要股東的股份權益

於二零一二年三月三十一日，根據按證券及期貨條例第336條所存置的登記冊記錄，下列人士（不包括董事及本公司主要行政人員）持有本公司股份5%或以上的權益及淡倉：

Name of Shareholder	Note	Capacity	Number of ordinary shares of the Company held* 持有的本公司普通股數目*	% of the issued share capital of the Company 佔本公司已發行股本百分比
股東名稱	附註	身份		
City Legend 滙駿	1	Beneficial owner 實益擁有人	785,100,000(L)	32.56%
Dato' Dr. Cheng Yu Tung 拿督鄭裕彤博士	2	Interest in controlled corporations 受控法團權益	488,640,375(L)	20.27%
Chow Tai Fook Nominee Limited 周大福代理人有限公司	2	Interest in controlled corporations 受控法團權益	366,275,000(L)	15.19%
		Beneficial owner 實益擁有人	122,365,375(L)	5.07%
Victory Day Investments Limited	2	Interest in a controlled corporation 受控法團權益	366,275,000(L)	15.19%
Smart On Resources Ltd.	2	Beneficial owner 實益擁有人	366,275,000(L)	15.19%
Firstrate Enterprises Limited		Beneficial owner 實益擁有人	151,875,000(L)	6.30%

\* The letter "L" denotes the person's long position in the shares of the Company.

\* 字母「L」代表有關人士的本公司股份好倉。

Note:

附註：

(1) The interests of City Legend were also disclosed as the interests of Mr. Leung Kai Kuen, the beneficial owner of City Legend, in the above section headed "Directors' Interests in Shares".

(1) 滙駿的權益亦於上文「董事於股份的權益」一節中，披露為滙駿實益擁有人梁契權先生的權益。

(2) Smart On Resources Ltd. is wholly owned by Victory Day Investments Limited (a wholly owned subsidiary of Chow Tai Fook Nominee Limited). Chow Tai Fook Nominee Limited is wholly owned by Dato' Dr. Cheng Yu Tung.

(2) Smart On Resources Ltd.由Victory Day Investments Limited(周大福代理人有限公司之全資附屬公司)全資擁有。周大福代理人有限公司由拿督鄭裕彤博士全資擁有。

Save as disclosed above, as at 31 March 2012, no person, other than the Director whose interests and short positions are set out in the section headed “Directors’ Interests in Shares” above, had an interest or a short position in the shares or underlying shares of the Company as recorded in the register required to be kept by the Company pursuant to Section 336 of the SFO.

## CONNECTED TRANSACTIONS

Details of the Group’s related party transactions for the year ended 31 March 2012 are set out in note 35 to the consolidated financial statements, all of which constituted connected transactions under Chapter 14A of the Listing Rules, except for transactions with Huizhou Fook Woo as disclosed in note 35 to the Consolidated Financial Statements. Details are as follows:

### **A. Connected transaction which is exempted from the independent shareholders’ approval requirement, but subject to the reporting and announcement requirements under Rule 14A.34 of the Listing Rules**

On 31 October 2011, Fook Woo Promotion Limited (“Fook Woo Promotion”) and Vibro (H.K.) Limited (“Vibro”) entered into the Construction Agreement, pursuant to which Vibro has agreed to provide to Fook Woo Promotion construction services including, among other things, the design and construction of piled foundation works for the construction of the proposed industrial development at subsection 3 of section S of Tseung Kwan O Town Lot No. 39 and extension for an aggregate consideration of HK\$75,000,000 which was satisfied in cash by Fook Woo Promotion. Vibro is a non-wholly owned subsidiary of New World Development Company Limited in which Dato’ Dr. Cheng Yu Tung, together with his family members, hold indirect controlling interest. As Dato’ Dr. Cheng Yu Tung is a substantial shareholder of the Company, Vibro is therefore an associate of Dato’ Dr. Cheng Yu Tung and a connected person of the Company. Accordingly, the entering of the Construction Agreement between Fook Woo Promotion and Vibro constitutes a connected transaction of the Company under Chapter 14A of the Listing Rules.

除上文所披露者外，於二零一二年三月三十一日，概無任何人士（其權益及淡倉載於上文「董事於股份的權益」一節的董事除外）於本公司的股份或相關股份中擁有已記錄於本公司根據證券及期貨條例第336條存置的登記冊內的任何權益或淡倉。

## 關連交易

本集團於截至二零一二年三月三十一日止年度的有關連人士交易詳情載於綜合財務報表附註35，所有該等交易亦根據上市規則第14A章構成關連交易，惟綜合財務報表附註35所披露與惠州福和進行之交易除外。其詳情如下：

### **A. 獲豁免遵守上市規則第14A.34條的獨立股東批准規定但須遵守申報及公告規定的關連交易**

於二零一一年十月三十一日，福和策劃有限公司（「福和策劃」）與惠保（香港）有限公司（「惠保」）訂立建築協議，據此，惠保已同意向福和策劃提供建築服務，包括（但不限於）設計及建築用於建築位於香港將軍澳市地段第39號S段3分段及其增批部分的建議工業發展項目之打樁地基工程，就此所涉及之總代價為75,000,000港元，由福和策劃以現金支付。惠保乃新世界發展有限公司之非全資附屬公司，而拿督鄭裕彤博士連同其家族成員於新世界發展有限公司持有間接控股權益。由於拿督鄭裕彤博士乃本公司之主要股東，故惠保乃拿督鄭裕彤博士之聯繫人及本公司之關連人士。因此，福和策劃與惠保訂立建築協議根據上市規則第14A章，構成本公司之一項關連交易。

**B. Continuing connected transactions which are exempted from the independent shareholders' approval requirement, reporting and announcement requirements under Rule 14A.33(3) of the Listing Rules**

**(i) Tenancy Agreement**

The Group has leased the premises situated at Flat A, 32nd Floor, Block 2, Parc Palais, 18 Wylie Road, King's Park, Kowloon with a gross floor area of 2,537 sq.ft. since 1 September 2004 for residential use as the Group's staff quarters. On 31 August 2009, Fook Woo Waste Paper Company Limited, a member of the Group, entered into a tenancy agreement with China Gold Industries Limited, which is owned as to approximately 99.99% by Ms. Tam Ming Luen and 0.01% by Mr. Leung Ting Yu, the son of a former Director, Mr. Leung Kai Kuen, for a term of three years at a monthly rental of HK\$82,000 (exclusive of management fees and government rates). The agreement was terminated on 31 August 2011.

**(ii) Provision of services by Fook Woo Waste Paper Company**

On 11 March 2010, the Company entered into a service agreement with Fook Woo Waste Paper Company, a sole proprietorship, pursuant to which Fook Woo Waste Paper Company provided waste paper management services to the Company at the site of Dai Kwai Street, Tai Po, New Territories at a monthly service fee of HK\$80,000 for a term of two years. Pursuant to the terms of the service agreement, Fook Woo Waste Paper Company agreed to provide such services to the Company exclusively during the term of the service agreement. Fook Woo Waste Paper Company is wholly-owned by Mr. Leung Tat Piu, a former executive Director, and is therefore an associate of Mr. Leung Tat Piu and a connected person of the Company. The monthly service fee of the service agreement was revised to HK\$149,000 with effect from 1 July 2011. The agreement expired on 11 March 2012 and service continues on monthly basis from 11 March 2012 to 30 May 2013.

**B. 獲豁免遵守上市規則第14A.33(3)條的獨立股東批准規定、申報及公告規定的持續關連交易**

**(i) 租賃協議**

本集團自二零零四年九月一日起租賃位於九龍京士柏衛理道18號君頤峰第2座32樓A室的物業，總樓面面積為2,537平方呎，作為本集團員工宿舍。二零零九年八月三十一日，本集團成員公司福和廢紙有限公司與中金實業有限公司訂立租賃協議，為期三年，月租為82,000港元（不包括管理費及政府差餉）。譚鳴鸞女士及梁定宇先生（前任董事梁契權先生之兒子）分別擁有中金實業有限公司約99.99%及0.01%的權益。該協議於二零一一年八月三十一日終止。

**(ii) 福和廢紙公司提供服務**

於二零一零年三月十一日，本公司與獨資經營公司福和廢紙公司訂立服務協議，據此，福和廢紙公司於新界大埔大貴街場地向本公司提供廢紙管理服務，每月服務費為80,000港元，為期兩年。根據服務協議的條款，福和廢紙公司同意於服務協議期間，獨家向本公司提供有關服務。由於前任執行董事梁達標先生全資擁有福和廢紙公司，故福和廢紙公司為梁達標先生的聯繫人及本公司的關連人士。服務協議之每月服務費修訂為149,000港元，於二零一一年七月一日起生效。該協議於二零一二年三月十一日屆滿，並於二零一二年三月十一日至二零一三年五月三十日繼續按月提供服務。

**(iii) Provision of services by Lai Wah Shipping Company**

On 11 March 2010, the Company entered into a service agreement with Lai Wah Shipping Company pursuant to which Lai Wah Shipping Company provided waste loading services to the Company at a monthly service fee of HK\$82,000 for a term of two years. Pursuant to the terms of the service agreement, Lai Wah Shipping Company agreed to provide such services to the Company exclusively during the term of the service agreement. Lai Wah Shipping Company is wholly-owned by Mr. Leung Kai Kuen, a former Director and one of the controlling shareholders of the Company, and is therefore an associate of Mr. Leung Kai Kuen and a connected person of the Company. On 1 August 2011, the service agreement was renewed at a monthly service fee of HK\$156,000 with effect from 1 August 2011 for a term of five years.

**(iv) Service Agreements with Relevant Employees**

The Company has entered into service agreements with employees (the Relevant Employees) who are connected persons of the Company to perform the services within the Group.

**(v) Tenancy Agreement**

The Group has leased the premise situated at House 10, Windsor Park, Nos. 2-88 Ma Ling Path, Kau To Shan, Shatin as the former director's quarter. On 20 October 2010, Fook Woo Waste Paper Company Limited, a member of the Group, entered into a tenancy agreement with Junway Investment Limited, which is owned as to 100% by Ms. Tam Ming Luen, for a term of two years at a monthly rental of HK\$75,000 (inclusive of management fees and government rent and rates). The agreement was terminated on 25 June 2012.

**(iii) 勵華運輸公司提供服務**

於二零一零年三月十一日，本公司與勵華運輸公司訂立服務協議，據此，勵華運輸公司向本公司提供廢物裝卸服務，每月服務費為82,000港元，為期兩年。根據服務協議的條款，勵華運輸公司同意於服務協議期間，獨家向本公司提供有關服務。由於前任董事及本公司控股股東之一的梁契權先生全資擁有勵華運輸公司，故勵華運輸公司為梁契權先生的聯繫人及本公司的關連人士。於二零一一年八月一日，服務協議更新為每月服務費156,000港元，為期五年，於二零一一年八月一日起生效。

**(iv) 與相關僱員的服務協議**

本公司與屬本公司關連人士的僱員（相關僱員）訂立服務協議，以於本集團旗下公司提供服務。

**(v) 租賃協議**

本集團已租賃沙田九肚山馬鈴徑2-88號寶柏苑10號屋，作為前任董事的宿舍。於二零一零年十月二十日，本集團成員公司福和廢紙有限公司與真途投資有限公司（其由譚鳴鸞女士擁有100%權益）訂立一份租賃協議，為期兩年，月租75,000港元（包括管理費及地租及差餉）。該協議於二零一二年六月二十五日終止。



**C. Continuing connected transaction which is exempted from the independent shareholders' approval requirement, but subject to the reporting and announcement requirements under Rule 14A.34 of the Listing Rules**

The Group has leased the premises situated at 3 Kui Sik Street, Fanling, New Territories (the "Fanling Property") for industrial and ancillary accommodation purposes and as the Group's headquarters in Hong Kong from E&I Development Limited ("E&I") since 1 April 2009. The Fanling Property has a gross floor area of 4,369 sq.m. On 18 March 2009, Fook Woo Waste Paper Company Limited, a member of the Group, entered into a tenancy agreement with E&I for a term of three years commencing from 1 April 2009 at a monthly rental of HK\$250,000 (exclusive of management fees and government rates). E&I is owned as to 50% by Astoria Group Ltd. ("Astoria") and 50% by Inter-Oriental Investments Ltd. ("Inter-Oriental"), both of which hold the issued shares in E&I on trust for Mr. Leung Ting Yu (in the case of Astoria) and Ms. Leung Hoi Ying (in the case of Inter-Oriental), respectively. As Mr. Leung Ting Yu and Ms. Leung Hoi Ying are the son and the daughter of Mr. Leung Kai Kuen, a former Director and one of the controlling shareholders of the Company, they are therefore connected persons of the Company. The agreement was renewed on 11 July 2011 with effect on 1 April 2012 at monthly rental fee HKD 275,000 and will expire on 30 September 2014.

The independent non-executive Directors have reviewed the above continuing connected transactions and confirmed that each of the transactions has been entered into:

- (1) in the ordinary and usual course of business of the Group;
- (2) either on normal commercial terms or on terms no less favourable to the Group than terms available to or from independent third parties; and

**C. 獲豁免遵守上市規則第14A.34條的獨立股東批准規定但須遵守申報及公告規定的持續關連交易**

本集團自二零零九年四月一日起向益佳發展有限公司(「益佳」)租賃位於新界粉嶺居適街3號的物業(「粉嶺物業」)作工業及附屬住宿用途，並作為本公司的香港總部。粉嶺物業的總樓面面積為4,369平方米。二零零九年三月十八日，本集團成員公司福和廢紙有限公司與益佳訂立租賃協議，由二零零九年四月一日起，為期三年，月租為250,000港元(不包括管理費及政府差餉)。Astoria Group Ltd. (「Astoria」)及Inter-Oriental Investments Ltd. (「Inter-Oriental」)各擁有益佳50%的權益，該兩家公司分別為梁定宇先生(就Astoria而言)及梁凱盈女士(就Inter-Oriental而言)以信託方式持有益佳已發行股份。由於梁定宇先生及梁凱盈女士為前任董事及本公司控股股東之一的梁契權先生之子女，故彼等為本公司的關連人士。該協議於二零一一年七月十一日更新，自二零一二年四月一日起每月租金為275,000港元，並將於二零一四年九月三十日屆滿。

獨立非執行董事已審閱上述持續關連交易，並確認各項交易：

- (1) 乃於本集團一般及日常業務過程中訂立；
- (2) 按正常商業條款或不遜於本集團向獨立第三方提供或自獨立第三方取得之條款訂立；及

- (3) in accordance with the relevant agreements governing them on terms that are fair and reasonable and in the interests of the shareholders of the Company as a whole.

The Company's auditor was engaged to report on the Group's continuing connected transactions in accordance with Hong Kong Standard on Assurance Engagements 3000 "Assurance Engagements Other Than Audits or Reviews of Historical Financial Information" and with reference to Practice Note 740 "Auditor's Letter on Continuing Connected Transactions under the Hong Kong Listing Rules", issued by the Hong Kong Institute of Certified Public Accountants. The auditor has issued a letter containing his findings and conclusions in respect of the continuing connected transactions disclosed by the Group on page 30 of the Annual Report in accordance with paragraph 14A.38 of the Listing Rules. The auditor has included in his letter an emphasis of matter paragraph stating that the auditor is unable to determine whether there are any undisclosed continuing connected transactions entered into by the Group because, as disclosed in Note 2.1 to the Company's consolidated financial statements as at and for the year ended 31 March 2012, 惠州福和紙業有限公司 ("Huizhou Fook Woo"), one of the Group's subsidiaries, has lost a substantial portion of its books and records for the year ended 31 March 2012 and prior periods and, in addition, as indicated in the auditor's report on the Company's consolidated financial statements for the year ended 31 March 2012, other than the loss of the books and records of Huizhou Fook Woo as mentioned above, the auditor noted that there were inadequate or incomplete documentary supporting in relation to certain transactions and balances of the Group. A copy of the auditor's report has been provided by the Company to the Stock Exchange.

- (3) 按規管彼等的有關協議訂立，其條款屬公平合理，且符合本公司股東的整體利益。

本公司之核數師獲委聘遵照香港會計師公會發出的《香港審驗應聘服務準則3000》(Hong Kong Standard on Assurance Engagements 3000)「歷史財務資料審計或審閱以外的審驗應聘」(Assurance Engagements Other Than Audits or Reviews of Historical Financial Information)，並參照《實務說明》(Practice Note) 第740號「關於香港《上市規則》所述持續關連交易的核數師函件」(Auditor's Letter on Continuing Connected Transactions under the Hong Kong Listing Rules)，就本集團的持續關連交易作出匯報。核數師已根據上市規則第14A.38條發出載有就年報第30頁所披露持續關連交易的審驗結果的函件。核數師已於其函件中載入強調事項一段，列明由於誠如本公司於二零一二年三月三十一日及截至該日止年度之綜合財務報表附註2.1所披露，本集團其中一間附屬公司惠州福和紙業有限公司（「惠州福和」）截至二零一二年三月三十一日止年度及過往期間之大部分賬簿和記錄均不知所踪，此外，誠如核數師就本公司截至二零一二年三月三十一日止年度之綜合財務報表發表之報告內所示，除上文所述惠州福和遺失賬簿和記錄外，核數師知悉本集團若干交易及結欠均缺乏足夠或完整之文件作支持，故核數師未能確定本集團是否有任何未披露之已訂立之持續關連交易。本公司已將核數師報告副本呈交聯交所。



## DIRECTORS' INTERESTS IN COMPETING BUSINESS

During the year, save as disclosed below, none of the Directors is considered to have interest in a business which competes or is likely to compete, either directly or indirectly, with the business of the Group.

On 11 March 2010, each of the controlling shareholders of the Company including City Legend, Trump Max, Mr. Leung Kai Kuen and Ms. Tam Ming Luen (the "Controlling Shareholders"), entered into a deed of non-competition (the "Deed of Non-Competition") with the Company pursuant to which each of the Controlling Shareholders has individually, jointly, unconditionally and irrevocably undertaken and represented to the Company and each member of the Group that, among other things, he/she/it will not and will procure that his/her/its associates will not engage, directly or indirectly, in businesses which will or may compete with the business carried on or to be carried on by the Group.

Trump Max and Ms. Tam Ming Luen ceased to be Controlling Shareholders after Trump Max transferred all of its shares of the Company to City Legend on 11 July 2011.

City Legend and Mr. Leung Kai Kuen, the remaining Controlling Shareholders, did not provide an annual declaration on his/its compliance with the undertakings contained in the Deed of Non-Competition undertaken by them.

## MANAGEMENT CONTRACTS

No contracts concerning the management and administration of the whole or any substantial part of the business of the Company and the Group were entered into or existed during the year.

## 董事於競爭業務的權益

年內，除下文所披露者外，董事概無於與本集團業務構成或可能構成直接或間接競爭的任何業務中擁有權益。

於二零一零年三月十一日，本公司各控股股東（包括滙駿、凱卓、梁契權先生及譚鳴鸞女士（「控股股東」）與本公司訂立不競爭契據（「不競爭契據」），據此，各控股股東個別及共同向本公司及本集團每一成員公司無條件及不可撤回地承諾及聲明（其中包括），彼不會並將促使其聯繫人不會直接或間接從事將會或可能會與本集團進行或將進行的業務構成競爭的任何業務。

待凱卓於二零一一年七月十一日將全部其持有之本公司股份轉讓予滙駿後，凱卓及譚鳴鸞女士已不再為控股股東。

餘下之控股股東，滙駿及梁契權先生未就彼遵守不競爭契據所載承諾的情況提供年度聲明。

## 管理合約

年內，本公司及本集團並無就整體業務或任何重要業務之管理或行政工作簽訂或存有任何合約。

## MAJOR SUPPLIERS AND CUSTOMERS

The percentage of purchases for the year attributable to the Group's major suppliers are as follows:

- the largest supplier 38%
- five largest suppliers in aggregate 47%

The percentages of sales for the year attributable to the Group's major customers are as follows:

- the largest customer 33%
- five largest customers in aggregate 64%

None of the Directors, their associates or any Shareholder (which to the knowledge of the Directors owns more than 5% of the Company's share capital) had an interest in these major suppliers or customers.

## SUFFICIENCY OF PUBLIC FLOAT

Based on the information that is publicly available to the Company and within the knowledge of the Directors, it is confirmed that there is sufficient public float of more than 25% of the Company's issued shares as at the latest practicable date prior to the issue of this report.

## 主要供應商及客戶

本集團的主要供應商所佔年內採購的百分比如下：

- 最大供應商 38%
- 五大供應商合計 47%

本集團的主要客戶所佔年內銷售的百分比如下：

- 最大客戶 33%
- 五大客戶合計 64%

概無任何董事、其聯繫人或任何股東（根據董事所知，擁有本公司5%或以上的股本）擁有該等主要供應商或客戶的權益。

## 公眾持股量的足夠性

根據本公司公開所得的資料以及就董事所知，於本報告發行前的最後實際可行日期，董事確認有佔本公司已發行股份超過25%的足夠公眾持股量。

## EVENT AFTER THE REPORTING PERIOD

### Commencement of liquidation of the De-consolidated Subsidiaries

On 31 January 2013, Wealthy Peaceful Company Limited (“Wealthy Peaceful”), a wholly owned subsidiary of the Group, commenced members’ voluntary liquidation, and provisional liquidators were appointed on 31 January 2013. The liquidation involves the liquidation of Wealthy Peaceful, and its wholly owned subsidiaries, namely Golddoor Company Limited and Huizhou Fook Woo. The liquidation is still in progress as at the date of this report.

### Disposal of certain motor vehicles and a yacht, and recognition of impairment loss arising from the disposal

Between May 2012 and September 2012, the Group disposed of certain motor vehicles and a yacht with total cost of approximately HK\$6,546,000 and HK\$11,000,000 respectively. An impairment loss on property, plant and equipment of HK\$8,908,000 was recorded in the consolidated income statement for the year ended 31 March 2012 based on their respective selling prices subsequent to year end (2011: Nil).

## AUDITOR

The financial statements have been audited by PricewaterhouseCoopers.

On behalf of the Board

**Cheng Chi Ming, Brian**  
*Chairman*  
Hong Kong, 22 March 2013

## 報告期後事件

### 取消綜合入賬附屬公司展開清盤

於二零一三年一月三十一日，本集團全資附屬公司富都太平有限公司（「富都太平」）展開股東自願清盤，並於二零一三年一月三十一日委任臨時清盤人。清盤涉及將富都太平及其全資附屬公司金益多有限公司及惠州福和清盤。於本報告日期，清盤尚在進行中。

### 出售若干汽車及一艘遊艇，並確認因出售產生之減值虧損

於二零一二年五月至二零一二年九月期間，本集團出售若干汽車及一艘遊艇，總成本分別約為6,546,000港元及11,000,000港元。截至二零一二年三月三十一日止年度之綜合損益表內錄得物業、廠房及設備之減值虧損8,908,000港元，乃根據各項目於年結後之售價而列賬（二零一一年：無）。

## 核數師

財務報表已經羅兵咸永道會計師事務所審核。

代表董事會

**鄭志明**  
*主席*  
香港，二零一三年三月二十二日

# CORPORATE GOVERNANCE REPORT

## 企業管治報告

The Board is pleased to present this Corporate Governance Report in the Group's annual report for the year ended 31 March 2012.

### CORPORATE GOVERNANCE PRACTICES

The Company applied the principles and code provisions set out in the Code on Corporate Governance Practices (the "CG Code") contained in Appendix 14 to the previous Listing Rules.

The Company has complied with the code provisions set out in the CG Code during the financial year ended 31 March 2012 save for the deviations from code provisions A.2.1, A.2.3, A.5.4, A.6.2, C.1.1, C.1.2, C.1.3, C.2.1, C.2.2 and D.1.1. Key corporate governance principles and practices of the Company as well as the particulars of the foregoing deviations and the reasons thereof are detailed below.

The Company will continue to enhance its corporate governance practices that are appropriate to the conduct and growth of its business and to review its corporate governance practices from time to time to ensure they comply with the increasingly tightened regulatory requirements and to meet the expectations of Shareholders and investors.

## A. THE BOARD

### A.1 RESPONSIBILITIES AND DELEGATION

The Board, led by the chairman of the Company, was responsible for leadership and control of the Company and oversaw the Group's businesses, strategic decisions and performance. The Board had delegated to the senior management of the Company the authority and responsibility for the day-to-day management and operation of the Group. In addition, the Board had established Board committees and had delegated to these Board committees various responsibilities as set out in their respective terms of reference.

董事會於本集團截至二零一二年三月三十一日止年度的年報中欣然呈報本企業管治報告。

### 企業管治常規

本公司應用前上市規則附錄十四所載《企業管治常規守則》(「企業管治守則」)訂明之原則及守則條文。

截至二零一二年三月三十一日止財政年度，本公司一直遵照企業管治守則訂明之守則條文，惟卻偏離守則條文第A.2.1、A.2.3、A.5.4、A.6.2、C.1.1、C.1.2、C.1.3、C.2.1、C.2.2及D.1.1條。本公司之主要企業管治原則及慣例，以及上述偏離條文之細節及有關理由載於下文。

董事會將繼續提升適用於本公司業務進程及發展的企業管治常規，亦會不時審閱其企業管治常規，以確保其遵守日漸收緊的規定及達致股東及投資者日漸提升的期望。

## A. 董事會

### A.1 責任及職權委託

董事會由本公司主席領導，負責領導及控制本公司及監控本集團的業務、戰略決策及表現。董事會授予本公司高級管理層權力及責任進行本集團的日常管理及經營。此外，董事會已成立董事會委員會並授予該等董事會委員會各項責任，詳情載於其各自之職權範圍。

## CORPORATE GOVERNANCE REPORT

### 企業管治報告

The Board reserved its decision for all major matters of the Company, including: approval and monitoring of all policy matters, overall strategies and budgets, internal control and risk management systems, material transactions (in particular those that may involve conflict of interests), financial information, appointment of directors and other significant financial and operational matters.

The Board delegated a schedule of responsibilities to the senior management of the Company. These responsibilities include implementing decisions of the Board, directing and co-ordinating day-to-day operation and management of the Company in accordance with the management strategies and plans approved by the Board, formulating and monitoring the operating and production plans and budgets, and supervising and monitoring the control systems.

Under code provisions A.6.2 and C.1.1 of the CG Code, management has an obligation to supply the board and its committees with adequate information in a timely manner to enable it to make informed decisions.

As some former members of the management in the year ended 31 March 2012 have left the Company, the present members of the Board are not in a position to comment whether such former members of the management discharged their duties to supply the previous Board and its committees with adequate information in a timely manner for the year ended 31 March 2012.

The principle underlying the code provisions C.1.2 and C.1.3 is that the board should present a balanced, clear and comprehensive assessment of the issuer's performance, position and prospects.

董事會保留本公司所有重要事項的決策權，包括批准及監察所有政策事宜、整體策略及預算、內部監控及風險管理系統、重大交易（特別是涉及利益衝突的交易）、財務資料、委任董事及其他重要財務及營運事宜。

董事會向本公司高級管理人員委以各自特定的職責。該等責任包括執行董事會的決定、根據董事會所批准的管理策略及計劃指示及協調本公司之日常營運和管理、制定及監察營運及生產計劃及預算，以及監督和監察監控系統。

根據守則條文第A.6.2及C.1.1條，管理層有責任適時地向董事會及其委員會提供足夠資訊，以便彼等作出知情決定。

由於截至二零一二年三月三十一日止年度在任之部分前管理層成員已離開本公司，故現任董事會成員無法作出評論，斷定該等前管理層成員於截至二零一二年三月三十一日止年度有否履行彼等之職責，適時地向前董事會及其委員會提供足夠資訊。

守則條文第C.1.2及C.1.3條之相關原則為董事會應對發行人之表現、狀況及前景作出持平、清晰及全面之評估。

While the Directors acknowledge their responsibility to prepare the financial statements that give a true and fair view of the state of affairs of the Group, Shareholders are advised that the auditor of the Company have informed the Company that they will issue an adverse opinion in respect of the audited consolidated financial statements of the Company for the year ended 31 March 2012.

The Board was not aware of any material uncertainties relating to events or conditions that might cast significant doubt upon the Group's ability to continue as a going concern. The Board has prepared the condensed consolidated annual financial information on a going concern basis.

Code provision D.1.1 requires that when the board delegates to management, it must give clear directions as to the powers of the management, in particular, with respect to the circumstances where management should report back and obtain prior approval of the board before making decisions or entering into any commitments on behalf of the issuer.

Again, as some former members of the management in the year ended 31 March 2012 have left the Company, the present members of the Board are not in a position to comment whether such former members of the management discharged their duties to report back and obtain prior approval from the previous Board before making decisions or entering into any commitments on behalf of the Company for the year ended 31 March 2012.

儘管董事確認其負責編製真實公平地反映本集團狀況之財務報表，惟股東獲知會核數師已告知本公司，彼等將就本公司截至二零一二年三月三十一日止年度之經審核綜合財務報表發表否定意見。

董事會並無察覺到有任何重大不明朗之事件或狀況，可引致對本集團是否有能力持續經營產生重大疑問。董事會已按照持續經營基準編製簡明綜合年度財務資料。

守則條文第D.1.1條規定，當董事會將其管理之權力授予管理層時，必須同時對所授予管理層之權力給予清晰指引，特別是界定在何種情況下管理層應向董事會匯報及獲董事會事前批准後始可代表發行人作出任何決定或訂立任何承諾。

同樣地，由於截至二零一二年三月三十一日止年度在任之部分前管理層成員已離開本公司，故現任董事會成員無法作出評論，斷定該等前管理層成員於截至二零一二年三月三十一日止年度有否履行彼等之職責，向前董事會匯報及獲前董事會事前批准後始代表本公司作出任何決定或訂立任何承諾。

## A.2 BOARD COMPOSITION

The following chart illustrates the structure and membership of the Board and the Board committees as at 31 March 2012:

## A.2 董事會組成

下表說明董事會及董事會委員會於二零一二年三月三十一日的架構及成員組合：

	<b>Membership of Board Committee(s)</b> <b>董事會委員會成員</b>
<b>Executive Directors:</b>	<b>執行董事：</b>
Mr. Leung Kai Kuen (Chairman and Chief Executive Officer) 梁契權先生(主席兼行政總裁)	Chairman of the Executive Committee 執行委員會主席
Mr. Leung Tat Piu 梁達標先生	Member of the Executive Committee 執行委員會成員
Mr. Alan Ing 吳弼浩先生	Member of the Executive Committee 執行委員會成員
Mr. Suen Wing Yip (Chief Strategic Officer) 孫榮業先生(策略總監)	Member of the Executive Committee 執行委員會成員
<b>Non-executive Directors:</b>	<b>非執行董事：</b>
Ms. Cheung Nga Lai, Carol 張雅麗女士	Member of the Remuneration Committee 薪酬委員會成員 Member of the Nomination Committee 提名委員會成員
Mr. Cheng Chi Ming, Brian 鄭志明先生	Member of the Audit Committee 審核委員會成員
Mr. Pei Cheng Ming, Michael 裴震明先生	Member of the Remuneration Committee 薪酬委員會成員
Ms. Li Zhe 黎哲女士	Member of the Audit Committee 審核委員會成員 Member of the Nomination Committee 提名委員會成員
<b>Independent non-executive Directors:</b>	<b>獨立非執行董事：</b>
Mr. Chung Wai Kwok, Jimmy 鍾維國先生	Chairman of the Audit Committee 審核委員會主席 Member of the Remuneration Committee 薪酬委員會成員 Member of the Nomination Committee 提名委員會成員
Mr. Lee Kwok Chung 李國忠先生	Member of the Audit Committee 審核委員會成員 Member of the Remuneration Committee 薪酬委員會成員 Chairman of the Nomination Committee 提名委員會主席
Mr. Lau Shun Chuen 劉順銓先生	Member of the Audit Committee 審核委員會成員 Chairman of the Remuneration Committee 薪酬委員會主席 Member of the Nomination Committee 提名委員會成員



Each of the non-executive Directors and the independent non-executive Directors possesses different business experience, knowledge and professional background. The Board met the requirements of the Listing Rules relating to the appointment of at least three independent non-executive Directors with at least one of them possessing appropriate professional qualifications or accounting or related financial management expertise. The Board received a written annual confirmation from each independent non-executive Director of independence pursuant to Rule 3.13 of the Listing Rules. One of the independent non-executive Directors, being Mr. Lee Kwok Chung, has disclosed to the Board that a law firm, of which he is one of the partners, provided legal services to (a) a company controlled by a former Director, Mr. Leung Kai Kuen and (b) his family, during the year 2011. The legal fees incurred were in relatively small sums. The Board noted the disclosure and considered that such transactions shall not affect the independence of Mr. Lee Kwok Chung. The Company accordingly considers all independent non-executive Directors (including Mr. Lee Kwok Chung) to be independent in accordance with the independence guidelines as set out in the Listing Rules.

Independent non-executive Directors were invited to serve on the Audit Committee, the Remuneration Committee and the Nomination Committee. Through participation in Board meetings, taking the lead in managing issues involving potential conflict of interests and serving on Board committees, all independent non-executive Directors made various contributions to the effective direction of the Company.

The list of Directors (by category) is set out above and was also disclosed in all corporate communications issued by the Company pursuant to the Listing Rules from time to time. The independent non-executive Directors were expressly identified in all corporate communications pursuant to the Listing Rules.

The biographical details of the existing Directors and the relationships among the members of the Board are disclosed under the section headed "Directors and Senior Management" in this annual report.

各非執行董事及獨立非執行董事擁有不同的業務經驗、知識及專業背景。董事會已遵守上市規則有關委任最少三名獨立非執行董事的規定，其中最少一名擁有合適的專業資格或為會計或相關財務管理專家。董事會已收到各獨立非執行董事根據上市規則第3.13條作出的獨立性年度書面確認。其中一位獨立非執行董事李國忠先生，已向董事會披露彼為合夥人之一的律師事務所，於二零一一年曾向(a)前任董事梁契權先生控制之公司及(b)其家庭提供法律服務，而當中涉及之法律費用相對很少。董事會知悉有關披露，並認為該等交易將不影響李國忠先生之獨立性。本公司根據上市規則所載之獨立性指引據此認為所有獨立非執行董事(包括李國忠先生)屬獨立人士。

獨立非執行董事獲邀加入本公司之審核委員會、薪酬委員會及提名委員會。透過參與董事會會議，率先管理有潛在利益衝突事務及於董事會轄下委員會服務，全體獨立非執行董事對本公司之有效指導均作出多項貢獻。

董事名單(按類別排列)載於上文，有關名單亦不時根據上市規則披露於本公司發出的所有企業通訊中。獨立非執行董事亦已根據上市規則於所有企業通訊中明確識別。

現任董事的履歷詳情及董事會成員的關係亦已於本年報「董事及高級管理層」一節披露。



## A.3 BOARD MEETINGS

### A.3.1 Board Practices and Conduct of Meeting

Schedules for regular Board meetings were normally agreed with Directors in advance to facilitate their attendance. In addition, notice of at least 14 days was given for a regular Board meeting. For other Board meetings, reasonable notice was generally given. Draft agenda of each Board meeting was usually sent to all Directors together with the notice of meeting in order to give them an opportunity to include any other matters in the agenda for discussion in the meeting. Board papers together with the related information were sent to Directors at least 3 days before each Board meeting. Draft minutes were normally circulated to Directors for comment within a reasonable time after each meeting and the final version was open for Directors' inspection. The company secretary of the Company was responsible for keeping minutes of all Board and committee meetings.

The chairman, the company secretary and chief financial officer and other relevant senior management members normally attended regular Board meetings and, where necessary, other Board and committee meetings to advise on business developments, financial and accounting matters, statutory compliance, corporate governance and other major aspects of the Group. The Board and each Director also had separate and independent access to the senior management whenever necessary. Where appropriate, the Directors could obtain independent professional advice at the expense of the Company.

It was the Board practice that any material transaction, which involves a conflict of interests for a Substantial Shareholder or a Director, would be considered and dealt with by the Board at a duly convened Board meeting. The Articles of Association contain provisions requiring Directors to abstain from voting and not to be counted in the quorum at meetings for approving transactions in which such Directors or any of their associates have a material interest.

## A.3 董事會會議

### A.3.1 董事會會議常規及進程

定期董事會會議的時間表一般都會事先與董事協議以確保其出席。此外，定期董事會會議的通告，會於會議舉行前最少14天向全體董事發出。而其他董事會會議則一般會發出合理通知。每次董事會會議的議程初稿，連同會議通告一般會寄發予所有董事，讓彼等有機會在議程上加入任何其他將在會議上討論之事宜。董事會文件連同所有有關資料會於每次董事會會議舉行前最少3天寄送予董事。會議紀錄初稿一般會於每次會議後一段合理時間內向董事傳閱，而最終本會供董事公開查閱。本公司的公司秘書負責存置所有董事會會議及委員會會議的會議紀錄。

主席、公司秘書及首席財務總監及其他相關高級管理層成員一般會出席定期董事會會議，並於有需要時出席其他董事會及委員會會議，以就業務發展、財務及會計事宜、遵守法規事宜、企業管治及本集團其他主要方面提供意見。董事會及各董事亦可於有需要時個別及獨立地聯絡高級管理層。董事亦可在適當情況下尋求獨立專業意見，費用由本公司負責。

根據董事會現行常規，凡有任何重大交易涉及主要股東或董事之利益衝突，將由董事會正式召開會議審議及處理。組織章程細則亦載有條文規定董事就批准有關該等董事或彼等任何聯繫人於當中有重大利益之交易時放棄投票及不計算在會議之法定人數內。

### A.3.2 Directors' Attendance Records at Board Meetings

The Board met regularly for reviewing and approving the financial and operating performance, and considering and approving the overall strategies and policies of the Company. Additional meetings were held when significant events or important issues were required to be discussed and resolved. During the year ended 31 March 2012, the Board held eight meetings and the attendance records of each Director at these Board meetings are set out below:

Name of Director	Attendance/ Number of Board Meetings
<i>Executive Directors</i>	
Mr. Suen Wing Yip (Note 1)	2/2
Mr. Leung Kai Kuen	6/8
Mr. Leung Tat Piu	6/8
Mr. Cheng Chun Keung, Thomas (Note 2)	1/1
Mr. Alan Ing (Note 3)	5/7
<i>Non-executive Directors</i>	
Ms. Li Zhe (Note 4)	2/2
Ms. Cheung Nga Lai, Carol	6/8
Mr. Cheng Chi Ming, Brian	6/8
Mr. Pei Cheng Ming, Michael	8/8
Mr. Law Siu Wah, Eddie (Note 5)	3/3
<i>Independent Non-executive Directors</i>	
Mr. Chung Wai Kwok, Jimmy	8/8
Mr. Chan Kong (Note 6)	6/8
Mr. Lee Kwok Chung	7/8
Mr. Lau Shun Chuen	8/8

Note:

- (1) Mr. Suen Wing Yip was appointed as executive Director on 26 March 2012. Two (2) Board meetings were held from the date of his appointment to 31 March 2012.
- (2) Mr. Cheng Chun Keung, Thomas resigned as executive Director on 7 October 2011. One (1) Board meeting was held from 1 April 2011 to the date of his resignation.

### A.3.2 董事出席董事會會議的記錄

董事會定期舉行會議，以檢討及批准財務及營運表現，以及審閱及批准本公司整體策略及政策。如有重大事件或重要事項須討論及議決，則會舉行額外會議。於截至二零一二年三月三十一日止年度，董事會舉行了八次會議，各董事的出席情況如下：

董事姓名	出席次數/ 董事會會議數目
<i>執行董事</i>	
孫榮業先生(附註1)	2/2
梁契權先生	6/8
梁達標先生	6/8
鄭振強先生(附註2)	1/1
吳弼浩先生(附註3)	5/7
<i>非執行董事</i>	
黎哲女士(附註4)	2/2
張雅麗女士	6/8
鄭志明先生	6/8
裴震明先生	8/8
羅肇華先生(附註5)	3/3
<i>獨立非執行董事</i>	
鍾維國先生	8/8
陳剛先生(附註6)	6/8
李國忠先生	7/8
劉順銓先生	8/8

附註：

- (1) 孫榮業先生於二零一二年三月二十六日獲委任為本公司之執行董事。由其委任至二零一二年三月三十一日期間舉行了兩(2)次董事會會議。
- (2) 鄭振強先生於二零一一年十月七日辭任本公司之執行董事。由二零一一年四月一日起至其辭任日期止舉行了一(1)次董事會會議。

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- (3) Mr. Alan Ing was appointed as executive Director on 7 October 2011 and resigned on 18 April 2012. Seven (7) Board meetings were held from the date of his appointment to 31 March 2012.
- (4) Ms. Li Zhe was appointed as non-executive Director on 26 March 2012. Two (2) Board meetings were held from the date of her appointment to 31 March 2012.
- (5) Mr. Law Siu Wah, Eddie was appointed as non-executive Director on 14 November 2011 and resigned on 26 March 2012. Three (3) Board meetings were held from the date of his appointment to the date of his resignation.
- (6) Mr. Chan Kong resigned as independent non-executive Director on 26 March 2012. Eight (8) Board meetings were held from 1 April 2011 to the date of his resignation.
- (3) 吳初浩先生於二零一一年十月七日獲委任為本公司之執行董事及於二零一二年四月十八日辭任。由其委任至二零一二年三月三十一日止期間舉行了七(7)次董事會會議。
- (4) 黎哲女士於二零一二年三月二十六日獲委任為本公司之非執行董事。由其委任至二零一二年三月三十一日期間舉行了兩(2)次董事會會議。
- (5) 羅肇華先生於二零一一年十一月十四日獲委任為本公司之非執行董事及於二零一二年三月二十六日辭任。由其委任日期至其辭任日期止期間舉行了三(3)次董事會會議。
- (6) 陳剛先生於二零一二年三月二十六日辭任本公司之獨立非執行董事。由二零一一年四月一日起至其辭任日期止舉行了八(8)次董事會會議。

#### A.4 CHAIRMAN AND CHIEF EXECUTIVE OFFICER

Code provision A.2.1 of the CG Code stipulates that the roles of the chairman and the chief executive officer of the Company should be separate and should not be performed by the same individual.

Mr. Leung Kai Kuen was both the Chairman and Chief Executive Officer during the financial year ended 31 March 2012.

At present, the roles of chairman and chief executive officer are separate. The Chairman is Mr. Cheng Chi Ming, Brian, while the Chief Executive Officer is Mr. Suen Wing Yip.

Under code provision A.2.3 of CG Code, the chairman should be responsible for ensuring that directors receive adequate information, which must be complete and reliable, in a timely manner.

#### A.4 主席及行政總裁

企業管治守則守則條文第A.2.1條規定本公司主席與行政總裁的職能須分立且不應由同一人出任。

截至二零一二年三月三十一日止財政年度，梁契權先生同時兼任主席與行政總裁之職。

目前，主席與行政總裁之職能乃分立。主席由鄭志明先生擔任，而行政總裁則由孫榮業先生擔任。

根據企業管治守則之守則條文第A.2.3條，主席須負責確保董事適時收取充分資訊，而有關資訊必須為完整可靠。

As Mr. Leung Kai Kuen (former chairman in the financial year ended 31 March 2012) left the Company and cannot be reached by the Company as at the date of latest practicable date prior to the printing of this report, the present members of the Board are not in a position to comment whether Mr. Leung discharged his duties in ensuring that the previous members of the Board received adequate information, which was complete and reliable, in a timely manner during the financial year ended 31 March 2012.

由於梁契權先生(截至二零一二年三月三十一日止財政年度之前任主席)已離開本公司，且於本報告印製前之最後實際可行日期本公司未能與其聯絡，故現任董事會成員無法作出評論，斷定梁先生於截至二零一二年三月三十一日止財政年度有否履行其職責，確保前董事會成員適時收取充分資訊，而有關資訊為完整可靠。

## **A.5 APPOINTMENT AND RE-ELECTION OF DIRECTORS**

During the year ended 31 March 2012, each of the executive Directors, non-executive Directors and independent non-executive Directors was engaged for a term of three years commencing from their respective dates of appointment and was subject to retirement by rotation and re-election pursuant to the Articles of Association.

According to the Articles of Association, at each annual general meeting one-third of the Directors for the time being, or, if their number is not 3 or a multiple of 3, then the number nearest to but not less than one-third, shall retire from office by rotation provided that every Director (including those appointed for a specific term) shall be subject to retirement by rotation at least once every 3 years. Besides, any new Director appointed by the Board to fill a casual vacancy shall submit himself/herself for re-election by Shareholders at the first general meeting and any new Director appointed by the Board as an addition to the Board shall submit himself/herself for re-election by Shareholders at the next following annual general meeting.

## **A.5 委任及重選董事**

截至二零一二年三月三十一日止年度，各執行董事、非執行董事及獨立非執行董事的任期均由其各自的委任日期起計為三年，並須根據組織章程細則輪席告退及重選。

根據組織章程細則，於每屆股東週年大會上，當時的三分之一董事，或倘人數並非三或三的倍數，則最接近但不低於三分之一人數須輪值退任，惟每名董事(包括獲委任指定任期的董事)須最少每三年輪值退任一次。此外，任何由董事會委任以填補空缺的新任董事，須於首個股東大會上接受股東重選；而作為董事會新增成員的新任董事，須於來屆股東週年大會上接受股東重選。

Pursuant to the aforesaid provisions of the Articles of Association, Mr. Suen Wing Yip, Mr. Lau Sai Cheong, Mr. Lai Hau Yin, Mr. Tsang On Yip, Patrick, Mr. To Chun Wai, Mr. Chung Wai Kwok, Jimmy and Mr. Lee Kwok Chung, all being existing Directors, shall retire at the forthcoming 2012 annual general meeting of the Company. All the above retiring Directors, being eligible, will offer themselves for re-election at the said meeting, except Mr. Lee Kwok Chung who has indicated that he will not offer himself for re-election and will retire upon conclusion of the 2012 annual general meeting of the Company. The Company's circular, sent together with this annual report, contains detailed information of the above retiring Directors pursuant to the Listing Rules.

The procedures and process of appointment, re-election and removal of directors are laid down in the Articles of Association. The Nomination Committee is responsible for reviewing Board composition, developing and formulating procedures for nomination and appointment of directors, and assessing the independence of independent non-executive directors. Details of the Nomination Committee and its work performed are set out in the "Board Committees" section below.

## A.6 INDUCTION AND CONTINUING DEVELOPMENT OF DIRECTORS

All the Directors received an induction on appointment to ensure appropriate understanding of the business and operation of the Group and full awareness of director responsibilities and obligations under the Listing Rules and relevant regulatory requirements. Such induction was normally supplemented with visits to the Group's key business sites and/or meetings with the senior management of the Company.

The existing Directors were updated with legal and regulatory developments and changes in the business and the market to facilitate the discharge of their responsibilities. Continuing briefings and professional development to Directors would be arranged whenever necessary.

根據上述條文及組織章程細則，孫榮業先生、劉世昌先生、黎孝賢先生、曾安業先生、杜振偉先生、鍾維國先生及李國忠先生(全部均為現任董事)須於本公司即將舉行的二零一二年股東週年大會上告退。除了李國忠先生表示將不尋求連任及將於本公司二零一二年股東週年大會結束時退任外，上述所有退任董事均合資格並將於大會上膺選連任。一份本公司通函將會連同本年報一併刊發，當中根據上市規則載有所有退任董事的詳細資料。

委任、重選及罷免董事之手續及程序已載於章程細則內。提名委員會負責檢討董事會組成、發展及制定董事提名及委任程序，以及評估獨立非執行董事的獨立性。提名委員會的詳情及其工作表現載於下文「董事會委員會」一節。

## A.6 董事就任介紹及持續發展

全體董事均會接受就職介紹，確保其對本集團業務及營運有適當瞭解，且充份明白其於上市規則及有關監管規定項下的職責及責任。有關就職介紹一般以參觀本集團的主要營業地點及／或與本公司高級管理層會面作補充。

現任董事會獲告知法律及監管發展，以及業務及市場變動的最新情況，以便履行其責任，並會於有需要時，為董事安排持續簡介及專業發展。

## A.7 MODEL CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS

Code provision A.5.4 stipulates that directors must comply with their obligations under the Model Code and, in addition, the Board should establish written guidelines on no less exacting terms than the Model Code for relevant employees in respect of their dealings in the securities of the issuer.

The Company has adopted the Model Code as its code of conduct governing the Directors' dealings in the Company's securities.

After making specific inquiries with the former Directors who were Directors in the year ended 31 March 2012 (except (i) Mr. Leung Kai Kuen who left the Company and the Company was not able to reach him as at the latest practicable date prior to printing of this report; and (ii) Mr. Cheng Chun Keung, Thomas and Mr. Chan Kong who left the Company and did not respond to the Company's inquiries as at the latest practicable date prior to printing of this report), those former Directors confirmed that they had complied with the Model Code during the year ended 31 March 2012. The Board has established written guidelines on no less exacting terms than the Model Code for Directors in respect of their dealings in the securities of the Company.

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

## A.7 董事進行證券交易的標準守則

守則條文第A.5.4條訂明董事必須依照標準守則遵守彼等之責任，此外，董事會應就有關僱員買賣發行人證券而設立與標準守則條款相符之書面指引。

本公司已採納標準守則作為規管董事買賣本公司證券之行為守則。

經向截至二零一二年三月三十一日止年度在任之前任董事(i)已離開本公司而本公司於本報告印製前之最後實際可行日期未能聯絡之梁契權先生；及(ii)已離開本公司而於本報告印製前之最後實際可行日期未有回應本公司查詢之鄭振強先生及陳剛先生除外)作出具體查詢後，該等前任董事確認彼等於截至二零一二年三月三十一日止年度內已遵守標準守則。董事會已設立有關董事買賣本公司證券之書面指引，條文與適用於董事之標準守則相符。

本公司亦已設立與標準守則條款相若之書面指引(「僱員書面指引」)，以便規管可能擁有本公司或其證券之未公開股價敏感資料之僱員進行證券交易。本公司並不知悉有關僱員未有遵守僱員書面指引之事件。



## B. BOARD COMMITTEES

The Board established five Board committees, namely, the Executive Committee, the Remuneration Committee, the Audit Committee, the Nomination Committee and the Special Committee, for overseeing particular aspects of the Company's affairs. All Board committees were established with defined written terms of reference, which were available to Shareholders upon request. All Board committees reported to the Board on their decisions or recommendations made.

The practices, procedures and arrangements in conducting meetings of Board committees followed in line with, so far as practicable, those of the Board meetings set out in section A.3.1 above.

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

### B.1 EXECUTIVE COMMITTEE

As at 31 March 2012, the Executive Committee comprised all the executive Directors with Mr. Leung Kai Kuen, acting as the chairman of such Committee. The Executive Committee operated as a general management committee under the direct authority of the Board to increase the efficiency for the business decision. It monitored the execution of the Company's strategic plans and operations of all business units of the Group and discussed and made decisions on matters relating to the management and day-to-day operations of the Group.

## B. 董事會委員會

董事會已成立五個董事會委員會，即執行委員會、薪酬委員會、審核委員會、提名委員會及特別委員會，以監察本公司特定範疇的事務。所有董事會委員會均具有明文的職權範圍，可應要求提供予股東查閱。所有董事會委員會均向董事會匯報其決定或推薦意見。

董事會委員會進行會議之慣例、程序及安排，在可行範圍內盡量與上文A.3.1節所述之董事會會議相同。

所有董事會委員會均獲提供充裕資源以履行其職責，並可合理要求在適當情況下諮詢獨立專業意見，費用由本公司承擔。

### B.1 執行委員會

於二零一二年三月三十一日，執行委員會由全體執行董事組成，由梁契權先生出任該委員會主席。執行委員會以董事會轄下直接授權的整體管理委員會形式運作，以提高業務決策之效率。執行委員會監管本公司策略性計劃之執行及本集團所有業務單位之營運，並就有關本集團管理及日常營運之事宜進行討論及決策。



## B.2 AUDIT COMMITTEE

As at 31 March 2012, the Audit Committee comprised five members, namely, Mr. Chung Wai Kwok, Jimmy, Mr. Lau Shun Chuen, Mr. Lee Kwok Chung, being independent non-executive Directors and Mr. Cheng Chi Ming, Brian and Ms. Li Zhe, being non-executive Directors. Mr. Chung Wai Kwok, Jimmy was the chairman of the Audit Committee and he possesses relevant accounting and financial management expertise. Mr. Chung was a partner of PricewaterhouseCoopers until June 2005. Apart from the aforesaid, none of the other members of the Audit Committee is a former partner of the Company's existing external auditor.

The principal duties of the Audit Committee were to (i) review the financial statements and reports and consider any significant or unusual items raised by the staff responsible for the accounting and financial reporting function or external auditor before submission to the Board; (ii) review the relationship with the external auditor by reference to the work performed by the auditor, their fees and terms of engagement, and make recommendations to the Board on the appointment, re-appointment and removal of external auditor; and (iii) review the adequacy and effectiveness of the Company's financial reporting system, internal control system and risk management system and associated procedures.

During the year ended 31 March 2012, the Audit Committee has performed the following major tasks:

- Review and discussion of the annual financial statements, results announcement and report for the year ended 31 March 2011, the related accounting principles and practices adopted by the Group and the relevant audit findings;

## B.2 審核委員會

於二零一二年三月三十一日，審核委員會合共由五名成員組成，即獨立非執行董事鍾維國先生、劉順銓先生及李國忠先生以及非執行董事鄭志明先生及黎哲女士。鍾維國先生為審核委員會主席，彼具備相關會計及財務管理專業知識。於二零零五年六月前，鍾先生為羅兵咸永道會計師事務所的合夥人。除上文所述者外，審核委員會成員概非本公司現時外部核數師的前任合夥人。

審核委員會的主要職務為(i)於提交董事會前審閱財務報表及報告，以及考慮任何負責會計及財務申報職能的員工或外部核數師提出的重大或不尋常項目；(ii)經參考核數師進行之工作、其費用及聘用條款後，檢討與外部核數師之關係，並就委任、續聘及罷免外部核數師向董事會提出推薦意見；及(iii)檢討本公司財務申報制度、內部監控制度及風險管理制度與相關程序是否充足及有效。

截至二零一二年三月三十一日止年度，審核委員會已處理了下列主要工作：

- 審閱及討論截至二零一一年三月三十一日止年度之年度財務報表、業績公佈及報告、本集團所採納之相關會計原則及常規及有關審核發現；

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- Review and discussion of the interim financial statements, results announcement and report for the six months ended 30 September 2011 and the related accounting principles and practices adopted by the Group;
  - Review of the scope of audit work, auditor's fees and terms of engagement for the year ended 31 March 2012;
  - Discussion and recommendation of the re-appointment of the external auditor; and
  - Review and discussion of the internal control system of the Group.
- 審閱及討論截至二零一一年九月三十日止六個月之中期財務報表、業績公佈及報告及本集團所採納之相關會計原則及常規；
  - 審閱截至二零一二年三月三十一日止年度審核工作範圍、核數師費用及委聘期限；
  - 討論及推薦重新委任外聘核數師；及
  - 審閱及討論本集團之內部監控系統。

The individual attendance records of each member at the Audit Committee meeting during the year ended 31 March 2012 are set out below:

於截至二零一二年三月三十一日止年度，各成員出席審核委員會會議的記錄載列如下：

Name of Audit Committee Members	Attendance/ Number of Meetings	審核委員會成員姓名	出席次數／會議次數
Mr. Chung Wai Kwok, Jimmy (Chairman)	3/3	鍾維國先生(主席)	3/3
Mr. Cheng Chi Ming, Brian	2/3	鄭志明先生	2/3
Mr. Chan Kong (Note 1)	3/3	陳剛先生(附註1)	3/3
Mr. Lee Kwok Chung	3/3	李國忠先生	3/3
Mr. Lau Shung Chuen (Note 2)	N/A	劉順銓先生(附註2)	不適用
Ms. Li Zhe (Note 3)	N/A	黎哲女士(附註3)	不適用

Note:

附註：

- (1) Mr. Chan Kong resigned as a member of the Audit Committee on 26 March 2012. Three (3) meetings were held from 1 April 2011 to the date of his resignation.
  - (2) Mr. Lau Shun Chuen was appointed as a member of the Audit Committee on 26 March 2012. No meeting was held from the date of his appointment to 31 March 2012.
  - (3) Ms. Li Zhe was appointed as a member of the Audit Committee on 26 March 2012. No meeting was held from the date of her appointment to 31 March 2012.
- (1) 陳剛先生於二零一二年三月二十六日辭任審核委員會成員。由二零一一年四月一日起至其辭任日期止期間舉行了三(3)次會議。
  - (2) 劉順銓先生於二零一二年三月二十六日獲委任為審核委員會成員。由其委任日期起至二零一二年三月三十一日止期間並無舉行會議。
  - (3) 黎哲女士於二零一二年三月二十六日獲委任為審核委員會成員。由其委任日期起至二零一二年三月三十一日止期間並無舉行會議。

### B.3 REMUNERATION COMMITTEE

As at 31 March 2012, the Remuneration Committee comprised five members, namely, Ms. Cheung Ngai Lai, Carol, Mr. Pei Cheng Ming, Michael, Mr. Chung Wai Kwok, Jimmy, Mr. Lee Kwok Chung and Mr. Lau Shun Chuen, the majority of which are independent non-executive Directors. Mr. Lau Shun Chuen was the chairman of the Remuneration Committee.

The principal duties of the Remuneration Committee were to (i) make recommendations to the Board on the Company's policy and structure for all remuneration of Directors and senior management of the Company and the establishment of a formal and transparent procedure for developing policy on such remuneration; (ii) make recommendations on the remuneration packages of executive directors and senior management; and (iii) review and approve performance-based remuneration by reference to corporate goals and objectives resolved by the Board from time to time.

Human Resources Department was responsible for collection and administration of the human resources data and making recommendations to the Remuneration Committee for consideration.

Details of the remuneration of each Director for the year ended 31 March 2012 are set out in note 15 to the financial statements contained in this annual report.

During the year ended 31 March 2012, the Remuneration Committee performed the following tasks:

- Review and discussion of the remuneration policy of the Group and the remuneration packages of Directors and senior management of the Company;

### B.3 薪酬委員會

於二零一二年三月三十一日，薪酬委員會由五名成員組成，即張雅麗女士、裴震明先生、鍾維國先生、李國忠先生及劉順銓先生，其中大多數為獨立非執行董事。劉順銓先生為薪酬委員會的主席。

薪酬委員會的主要職務為(i)向董事會提供以下範疇的建議：董事及本公司高級管理層所有薪酬的政策及架構，及為發展該等薪酬政策而確立正式及具透明度的程序；(ii)就執行董事及高級管理層的薪酬方案提供建議；及(iii)參考董事會不時決議的公司目的及目標，檢討及批准以表現為本的薪酬。

人力資源部負責收集及管理人力資源數據，並向薪酬委員會提出建議以供考慮。

截至二零一二年三月三十一日止年度的各董事薪酬詳情，載於本年報所載財務報表附註15。

截至二零一二年三月三十一日止年度，薪酬委員會已進行了下列主要工作：

- 審閱及討論本集團的薪酬政策及董事及本公司高級管理層的薪酬組合；

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- Review and recommendation of payment of bonus, allowance and benefits to the Directors and senior management of the Company; and
- Recommendation of the remuneration packages of Mr. Leung Tat Piu, Mr. Cheng Chun Keung, Thomas, Mr. Cheng Chi Ming, Brian, Mr. Pei Cheng Ming, Michael, Mr. Chan Kong, Mr. Lau Shun Chuen, Mr. Law Siu Wah, Eddie, Mr. Alan Ing, Mr. Suen Wing Yip and Ms. Li Zhe, the Directors appointed or re-elected during the year.

The individual attendance records of each member at the Remuneration Committee meeting during the year ended 31 March 2012 are set out below:

Name of Remuneration Committee Members	Attendance/ Number of Meetings	薪酬委員會 成員姓名	出席次數/ 會議次數
Mr. Lau Shun Chuen (Chairman) (Note 1)	5/5	劉順銓先生(主席)(附註1)	5/5
Mr. Leung Kai Kuen, (Note 2)	4/5	梁契權先生(附註2)	4/5
Mr. Pei Cheng Ming, Michael	5/5	裴震明先生	5/5
Mr. Chan Kong (Note 3)	3/4	陳剛先生(附註3)	3/4
Mr. Lee Kwok Chung	5/5	李國忠先生	5/5
Mr. Chung Wai Kwok, Jimmy (Note 4)	N/A	鍾維國先生(附註4)	不適用
Ms. Cheung Nga Lai, Carol (Note 5)	N/A	張雅麗女士(附註5)	不適用

Note:

- (1) Mr. Lau Shun Chuen was appointed as the chairman of the Remuneration Committee on 26 March 2012. He has been a member of the Remuneration Committee since 10 October 2010.
- (2) Mr. Leung Kai Kuen resigned as the chairman of the Remuneration Committee on 26 March 2012 and resigned as a member of the Remuneration Committee on 29 March 2012. Five (5) meetings were held from 1 April 2011 to the date of his resignation as a member.

於截至二零一二年三月三十一日止年度，各成員出席薪酬委員會會議的記錄載列如下：

附註：

- (1) 劉順銓先生於二零一二年三月二十六日獲委任為薪酬委員會主席。彼自二零一零年十月十日起一直為薪酬委員會成員。
- (2) 梁契權先生於二零一二年三月二十六日辭任薪酬委員會主席及於二零一二年三月二十九日辭任薪酬委員會成員。由二零一一年四月一日起至其辭任日期止舉行了五(5)次會議。

- (3) Mr. Chan Kong resigned as a member of the Remuneration Committee on 26 March 2012. Four (4) meetings were held from 1 April 2011 to the date of his resignation.
- (4) Mr. Chung Wai Kwok, Jimmy was appointed as a member of the Remuneration Committee on 29 March 2012. No meeting was held from the date of his appointment to 31 March 2012.
- (5) Ms. Cheung Nga Lai, Carol was appointed as a member of the Remuneration Committee on 26 March 2012. No meeting was held from the date of her appointment to 31 March 2012.
- (3) 陳剛先生於二零一二年三月二十六日辭任薪酬委員會成員。由二零一一年四月一日起至其辭任日期止舉行了四(4)次會議。
- (4) 鍾維國先生於二零一二年三月二十九日獲委任為薪酬委員會成員。由其委任至二零一二年三月三十一日期間無舉行會議。
- (5) 張雅麗女士於二零一二年三月二十六日獲委任為薪酬委員會成員。由其委任至二零一二年三月三十一日期間無舉行會議。

## B.4 NOMINATION COMMITTEE

Pursuant to the recommended best practice of the CG Code, the Company established the Nomination Committee. As at 31 March 2012, the Nomination Committee comprised six members, namely, Mr. Pei Cheng Ming, Michael, Ms. Cheung Nga Lai, Carol, Ms. Li Zhe, Mr. Chung Wai Kwok, Jimmy, Mr. Lee Kwok Chung and Mr. Lau Shun Chuen, the majority of which were independent non-executive Directors. Mr. Lee Kwok Chung is the chairman of the Nomination Committee.

The principal duties of the Nomination Committee were to (i) review the Board composition; (ii) develop and formulate relevant procedures for the nomination and appointment of directors; (iii) identify qualified individuals to become members of the Board; (iv) monitor the appointment and succession planning of Directors; and (iv) assess the independence of independent non-executive Directors.

During the year ended 31 March 2012, the Nomination Committee carried out the process of selecting and recommending candidates for directorships by making reference to the skills, experience, professional knowledge, personal integrity and time commitments of such individuals, the Company's needs and other relevant statutory requirements and regulations.

## B.4 提名委員會

根據企業管治守則的建議最佳常規，本公司已成立提名委員會。於二零一二年三月三十一日，提名委員會由六名成員組成，即裴震明先生、張雅麗女士、黎哲女士、鍾維國先生、李國忠先生及劉順銓先生，其大多數成員為獨立非執行董事。李國忠先生為提名委員會主席。

提名委員會的主要職務為(i)檢討董事會的組成；(ii)發展及制定有關董事提名及委任的程序；(iii)物色合資格人士擔任董事會成員；(iv)監察董事的委任及接任計劃；及(iv)評核獨立非執行董事的獨立性。

於截至二零一二年三月三十一日止年度，提名委員會已透過參考有關人士的技能、經驗、專業知識、個人誠信及時間投入、本公司的需要及其他有關法律規定及規例，進行選擇及推薦董事候選人的程序。

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During the year ended 31 March 2012, the Nomination Committee has performed the following works:

- Review and discussion of the existing structure, size and composition of the Board to ensure that it has a balance of expertise, skill and experience appropriate to the requirements for the business of the Group;
- Review and assessment of the independence of the existing independent non-executive Directors;
- Recommendation on the re-appointment of the retiring Directors at the 2011 annual general meeting of the Company;
- Discussion and recommendation of the appointment of Mr. Law Siu Wah, Eddie, Mr. Alan Ing, Mr. Suen Wing Yip and Ms. Li Zhe as Directors; and
- Acceptance of the resignation of Mr. Cheng Chun Keung, Thomas, Mr. Law Siu Wah, Eddie and Mr. Chan Kong as a Director.

The individual attendance records of each member at the Nomination Committee meeting during the year ended 31 March 2012 are set out below:

Name of Nomination Committee Members	Attendance/ Number of Meetings
Mr. Lee Kwok Chung (Chairman) (Note 1)	4/4
Mr. Chan Kong (Note 2)	3/4
Mr. Leung Kai Kuen (Note 3)	4/4
Mr. Pei Cheng Ming, Michael	4/4
Mr. Lau Shun Chuen	4/4
Ms. Li Zhe (Note 4)	N/A
Ms. Cheung Nga Lai, Carol (Note 5)	N/A
Mr. Chung Wai Kwok, Jimmy (Note 6)	N/A

截至二零一二年三月三十一日止年度，提名委員會已處理了下列工作：

- 檢討及討論董事會的現有架構、規模及組成，以確保其於適用於本集團業務規定的專家、技術及經驗方面取得平衡；
- 審閱及評估現有獨立非執行董事的獨立性；
- 就於本公司二零一一年股東週年大會上重新委任退任董事作出建議；
- 討論及推薦委任羅肇華先生、吳弼浩先生、孫榮業先生及黎哲女士為董事；及
- 接受鄭振強先生、羅肇華先生及陳剛先生辭任董事。

於截至二零一二年三月三十一日止年度，各成員出席提名委員會會議的記錄載列如下：

提名委員會成員姓名	出席次數／會議次數
李國忠先生(主席)(附註1)	4/4
陳剛先生(附註2)	3/4
梁契權先生(附註3)	4/4
裴震明先生	4/4
劉順銓先生	4/4
黎哲女士(附註4)	不適用
張雅麗女士(附註5)	不適用
鍾維國先生(附註6)	不適用

*Note:*

- (1) Mr. Lee Kwok Chung was appointed as the chairman of the Nomination Committee on 26 March 2012. He has been a member of the Nomination Committee since 21 June 2010.
- (2) Mr. Chan Kong resigned as a member of the Nomination Committee on 26 March 2012. Four (4) meetings were held from 1 April 2011 to the date of his resignation.
- (3) Mr. Leung Kai Kuen resigned as a member of the Nomination Committee on 29 March 2012. Four (4) meetings were held from 1 April 2011 to the date of his resignation.
- (4) Ms. Li Zhe was appointed as a member of the Nomination Committee on 26 March 2012. No meeting was held from the date of her appointment to 31 March 2012.
- (5) Ms. Cheung Nga Lai, Carol was appointed as a member of the Nomination Committee on 26 March 2012. No meeting was held from the date of her appointment to 31 March 2012.
- (6) Mr. Chung Wai Kwok, Jimmy was appointed as a member of the Nomination Committee on 29 March 2012. No meeting was held from the date of his appointment to 31 March 2012.

## **B.5 SPECIAL COMMITTEE**

On 2 December 2011, the Company announced that in the course of preparing the interim results for the six months ended 30 September 2011, it was unable to ascertain details of transaction(s) involving the Company's remittance and receipt of respective amounts equivalent to RMB100 million (the "Incident"), and that the Board resolved to set up a special committee (the "Special Committee") to investigate the matter and review the internal control system of the Company with assistance from an independent accounting firm.

*附註：*

- (1) 李國忠先生於二零一二年三月二十六日獲委任為提名委員會主席。彼自二零一零年六月二十一日起一直為提名委員會成員。
- (2) 陳剛先生於二零一二年三月二十六日辭任提名委員會成員。由二零一一年四月一日起至其辭任日期止舉行了四(4)次會議。
- (3) 梁契權先生於二零一二年三月二十九日辭任提名委員會成員。由二零一一年四月一日起至其辭任日期止舉行了四(4)次會議。
- (4) 黎哲女士於二零一二年三月二十六日獲委任為提名委員會成員。由其委任至二零一二年三月三十一日期間無舉行會議。
- (5) 張雅麗女士於二零一二年三月二十六日獲委任為提名委員會成員。由其委任至二零一二年三月三十一日期間無舉行會議。
- (6) 鍾維國先生於二零一二年三月二十九日獲委任為提名委員會成員。由其委任至二零一二年三月三十一日期間無舉行會議。

## **B.5 特別委員會**

於二零一一年十二月二日，本公司在公告中表示在編製截至二零一一年九月三十日止六個月之中期業績過程中，未能確定涉及本公司匯款及收取相當於人民幣一億元之相關金額之交易詳情（「該事件」），而董事會議決成立特別委員會（「特別委員會」），以便在一間獨立會計師行協助下，調查有關事宜及檢討本公司之內部控制系統。



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As at 31 March 2012, the Special Committee comprised four members, namely Mr. Cheng Chi Ming, Brian, Mr. Chung Wai Kwok, Jimmy, Mr. Lee Kwok Chung and Mr. Lau Shun Chuen.

The principal duties of the Special Committee were to:

- (i) engage an independent firm to conduct an investigation on the Incident and financial review of the Company's financial statements for the period from 1 April 2011 to 26 November 2011 (or such other dates as considered appropriate by the Special Committee);
- (ii) deal directly with the firm(s) engaged in paragraph (i) above and receive reports from it/ them;
- (iii) seek legal opinion, where considered appropriate by the Special Committee, on any of the matters arising from paragraphs (i) and (ii) above; and
- (iv) report to the Board on the progress, findings, and/or recommendations relating to any of the matters arising from paragraphs (i) to (iii) above.

During the year ended 31 March 2012, the Special Committee has performed the following work:

- (i) engagement on behalf of the Company of Baker Tilly Hong Kong Business Services Limited to conduct an investigation on the Incident and financial review of the Company's financial statements for the period from 1 April 2011 to 26 November 2011 on the terms of the engagement letter agreed between the Company and Baker Tilly Hong Kong Business Services Limited;

於二零一二年三月三十一日，特別委員會由四名成員組成，分別為鄭志明先生、鍾維國先生、李國忠先生及劉順銓先生。

特別委員會之主要職責為：

- (i) 聘請獨立公司調查該事件及對本公司自二零一一年四月一日起至二零一一年十一月二十六日（或特別委員會認為合適之其他日期）止期間之財務報表進行財務審閱；
- (ii) 直接與上文第(i)聘請之公司接洽並收取其報告；
- (iii) 在特別委員會認為合適的情況下，就上文第(i)及(ii)段引致之任何事宜尋求法律意見；及
- (iv) 就上文第(i)至(iii)段引致之任何事宜向董事會匯報進展、調查結果及／或建議。

截至二零一二年三月三十一日止年度，特別委員會已履行下列工作：

- (i) 代表本公司聘請天職香港企業服務有限公司按照本公司與天職香港企業服務有限公司協定之委聘函件條款，調查該事件及對本公司自二零一一年四月一日起至二零一一年十一月二十六日止期間之財務報表進行財務審閱；

- (ii) seeking of legal advice from a law firm with respect to the obligations of the members of the Special Committee under Hong Kong law and the Listing Rules on matters arising from the Incident;
- (iii) appointment of a law firm as legal advisor and to provide legal services to the Special Committee on matters relating to the forensic investigation and financial review in paragraph (iv) below; and
- (iv) engagement of an independent accounting firm through the law firm in (iii) above to perform forensic investigation and financial review services on behalf of the Company.

- (ii) 就特別委員會成員根據香港法律及上市規則關於該事件引致之事宜所承擔之責任，向律師行尋求法律意見；
- (iii) 委任一間律師行作為法律顧問，就下文第(iv)段之法務調查及財務審閱相關之事宜，向特別委員會提供法律服務；及
- (iv) 透過上文第(iii)段之律師行委聘獨立會計師行，代表本公司進行法務調查及財務審閱。

The individual attendance records of each member at the Special Committee meeting during the year ended 31 March 2012 are set out below:

於截至二零一二年三月三十一日止年度，各成員出席特別委員會會議的記錄載列如下：

Name of Special Committee Members	Attendance/ Number of Meetings	特別委員會成員姓名	出席次數／會議次數
Mr. Cheng Chi Ming, Brian	4/7	鄭志明先生	4/7
Mr. Chung Wai Kwok, Jimmy	7/7	鍾維國先生	7/7
Mr. Lee Kwok Chung	7/7	李國忠先生	7/7
Mr. Lau Shun Chuen	4/7	劉順銓先生	4/7
Mr. Chan Kong (Note)	7/7	陳剛先生(附註)	7/7

Note: Mr. Chan Kong resigned as a member of the Special Committee on 26 March 2012. Seven (7) meetings were held from establishment of the Special Committee to the date of his resignation.

附註：陳剛先生於二零一二年三月二十六日辭任特別委員會成員之職。自特別委員會成立以來至其辭任之日，共舉行了七(7)次會議。

### **C. DIRECTORS' RESPONSIBILITIES FOR FINANCIAL REPORTING IN RESPECT OF THE FINANCIAL STATEMENTS**

The Directors are responsible for overseeing the preparation of financial statements of the Company with a view to ensuring that such financial statements give a true and fair view of the state of affairs of the Group and that relevant statutory and regulatory requirements and applicable accounting standards are complied with. The Board has received from the senior management of the Company the management accounts and such accompanying explanation and information as are necessary to enable the Board to make an informed assessment for approving the financial statements.

The Directors have acknowledged their responsibilities for preparing the financial statements of the Company for the year ended 31 March 2012.

There are no material uncertainties relating to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern.

Shareholders are advised to review the adverse opinion included in the Auditor's report set out on page 60 of this annual report.

### **C. 董事就財務報表的財務報告責任**

董事負責監督本公司財務報表的編製，以確保該等財務報表能夠真實和公平地反映本集團的狀況，以及確保其根據相關法規及適用會計準則編製。董事會已收到本公司高級管理層提供的管理賬目和所需的附隨解釋及資料，以便就批准財務報表作出知情評審。

董事確認其編製截至二零一二年三月三十一日止年度本公司財務報表的責任。

概無任何可對本公司持續經營能力構成重大疑慮的事件或情況方面的任何重大不明朗因素。

建議股東審閱本年報第60頁所載核數師報告內的否定意見。

## D. INTERNAL CONTROLS

The principle underlying the code provisions C.2.1 and C.2.2 of the CG Code is that the board should ensure that the issuer maintains sound and effective internal controls to safeguard the shareholders' investment and the issuer's assets.

As reflected by the forensic review and financial analysis in relation to the Incident, the present members of the Board considers that there is room for improvement in the previous internal control systems of the Company for the year ended 31 March 2012.

The existing members of the Board and management have undertaken measures to enhance internal control and corporate governance procedures of the Group.

## E. EXTERNAL AUDITOR AND AUDITOR'S REMUNERATION

The statement of the auditor of the Company about their reporting responsibilities on the financial statements of the Group is set out in the Independent Auditor's Report in this annual report.

During the year under ended 31 March 2012, the remuneration paid to the Company's external auditor, PricewaterhouseCoopers, is set out below:

Nature of Services	Remuneration (HK\$)
Audit services	3,800,000
Non-audit services – tax compliance and other non-audit services	2,986,000

## D. 內部監控

守則條文第C.2.1及C.2.2條之相關原則為董事會應確保發行人維持健全有效之內部監控，以保障股東之投資及發行人之資產。

誠如有關該事件之法務調查及財務分析所反映，現任董事會成員認為本公司過往截至二零一二年三月三十一日止年度之內部監控制度尚有改進空間。

現任董事會及管理層成員已採取措施加強本集團之內部監控及企業管治程序。

## E. 外部核數師及核數師薪酬

本公司核數師對其就本集團財務報表報告責任的聲明載於本年報的獨立核數師報告。

截至二零一二年三月三十一日止年度，已付本公司外聘核數師羅兵咸永道會計師事務所之酬金載列如下：

服務性質	酬金(港元)
審核服務	3,800,000
非審核服務－依法納稅及其他非審核服務	2,986,000

## F. RELATIONSHIP WITH OUR CONTROLLING SHAREHOLDERS

As at the latest practicable date prior to the printing of this report, the Company has not yet received, from each of the Controlling Shareholders, an annual declaration on his/her/its compliance with the undertakings contained in the Deed of Non-Competition entered into by each of them in favour of the Company pursuant to which each of the Controlling Shareholders has individually, jointly, unconditionally and irrevocably undertaken and represented to the Company and each member of the Group that, among other things, he/she/it will not and will procure that his/her/its associates will not engage, directly or indirectly, in businesses which will or may compete with the business carried on or to be carried on by the Group. Details of the Deed of Non-Competition were disclosed in the Prospectus under the section headed "Relationship with Our Controlling Shareholders". The Company has tried to contact each of the Controlling Shareholders and was not able to reach any of them prior to the printing of this annual report.

## G. COMMUNICATIONS WITH SHAREHOLDERS AND INVESTORS

The Board believed that effective communication with Shareholders is essential for enhancing investor relations and investor's understanding of the Group's business performance and strategies. The Company also recognized the importance of transparency and timely disclosure of corporate information, which would enable Shareholders and investors to make the best investment decisions.

## F. 與控股股東的關係

於本報告印製前之最後實際可行日期，本公司未曾收到各控股股東就彼遵守不競爭契據所載承諾的情況提供的年度聲明，不競爭契據由各控股股東以本公司為受益人而訂立，據此，各控股股東個別及共同向本公司及本集團每一成員公司無條件及不可撤回地承諾及聲明（其中包括），彼不會並將促使其聯繫人不會直接或間接從事將會或可能會與本集團進行或將進行的業務構成競爭的任何業務。有關不競爭契據的詳情載於招股章程「與控股股東的關係」一節。本公司已嘗試聯絡各控股股東，惟在本年報印製前尚未能聯絡任何控股股東。

## G. 與股東及投資者溝通

董事會相信，與股東有效溝通是加強投資者關係及加深投資者對本集團業務表現及策略的瞭解的關鍵。本公司亦認同保持透明度與及時披露公司資料的重要性，其可讓股東及投資者作出最佳的投資決策。

The Company has maintained a website at “www.fookwoo.com” as a communication platform for Shareholders and investors, where information and updates on the Group’s business developments and operations, financial information and other information are available for public access. Shareholders and investors may write directly to the Company’s principal place of business in Hong Kong for any inquiries.

The Board considered that general meetings of the Company provide an important channel for Shareholders to exchange views with the Board. The chairman of the Board as well as the chairmen and/or other members of the Board Committees were normally available to answer questions raised by the Shareholders.

The Company continues to enhance communication and relationship with its investors. Designated senior management of the Company maintains regular dialogue with institutional investors and analysts to keep them informed of the Group’s developments.

## H. SHAREHOLDER RIGHTS

To safeguard Shareholder interests and rights, a separate resolution was proposed for each substantially separate issue at Shareholder meetings, including the election of individual Directors.

All resolutions put forward at Shareholder meetings would be voted by poll pursuant to the Listing Rules and poll results would be posted on the websites of the Company and of the Stock Exchange after each Shareholder meeting.

本公司設有網站「www.fookwoo.com」作為股東及投資者的溝通平台，其登載有關本集團業務發展及營運的資料及更新、財務資料及其他資料供公眾查閱。股東及投資者可直接致函本公司的香港主要營業地點查詢。

董事會認為，本公司股東大會為股東與董事會交換意見的重要途徑。董事會主席及其他董事會委員會主席及／或成員一般可回答股東的提問。

本公司不斷加強與投資者的溝通及關係。指定的本公司高級管理層定期與機構投資者及分析員進行對話，讓彼等瞭解本集團的發展情況。

## H. 股東權利

為保障股東的利益及權利，本公司會就各重大獨立事項（包括個別董事的選任）於股東大會提呈獨立決議案。

根據上市規則，所有於股東大會上提呈的決議案均須以投票方式表決，投票結果將於各股東大會舉行後在本公司及聯交所網站上刊登。

# INDEPENDENT AUDITOR'S REPORT

## 獨立核數師報告

### TO THE SHAREHOLDERS OF FOOK WOO GROUP HOLDINGS LIMITED

*(incorporated in the Cayman Islands with limited liability)*

We have audited the consolidated financial statements of Fook Woo Group Holdings Limited (the "Company") and its subsidiaries (together, the "Group") set out on pages 70 to 183, which comprise the consolidated and company balance sheets as at 31 March 2012, 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 International Financial Reporting Standards 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. We conducted our audit in accordance with International Standards on Auditing. 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.

### 致福和集團控股有限公司股東

*(於開曼群島註冊成立之有限公司)*

本核數師(以下簡稱「我們」)已審計列載於第70至183頁福和集團控股有限公司(以下簡稱「貴公司」)及其附屬公司(統稱「貴集團」)之綜合財務報表,此綜合財務報表包括於二零一二年三月三十一日之綜合及公司資產負債表,與截至該日止年度之綜合損益表、綜合全面收益表、綜合權益變動表及綜合現金流量表,以及主要會計政策概要及其他附註解釋資料。

### 董事就綜合財務報表須承擔之責任

貴公司董事須負責根據國際財務報告準則及香港《公司條例》之披露規定編製綜合財務報表,以令綜合財務報表作出真實而公平之反映,及落實其認為編製綜合財務報表所必要之內部控制,以使綜合財務報表不存在由於欺詐或錯誤而導致之重大錯誤陳述。

### 核數師之責任

我們之責任是根據我們之審計對該等綜合財務報表發表意見。我們已根據國際審計準則進行審計。該等準則要求我們遵守道德規範,並規劃及執行審計,以合理確定綜合財務報表是否不存在任何重大錯誤陳述。



An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the 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 adverse audit opinion.

## **BASIS FOR ADVERSE OPINION**

### **Authenticity of accounting records and de-consolidation of certain subsidiaries**

In November 2011, the directors of the Company were made aware of evidences indicating the existence of potential irregularities with respect to certain accounting records and transactions recorded in the books of 惠州福和紙業有限公司 ("Huizhou Fook Woo"), a wholly owned subsidiary of the Group. As disclosed in Note 2.1 to the consolidated financial statements, in December 2011, the Board of Directors established an independent special committee (the "Special Committee") to investigate these potential irregularities. Based on the Special Committee's investigation, the directors concluded that, among other things, a substantial portion of the books and records of Huizhou Fook Woo for the year ended 31 March 2012 and prior periods were missing.

審計涉及執程序以獲取有關綜合財務報表所載金額及披露資料之審計憑證。所選定之程序取決於核數師之判斷，包括評估由於欺詐或錯誤而導致綜合財務報表存在重大錯誤陳述之風險。在評估該等風險時，核數師考慮與該公司編製綜合財務報表以作出真實而公平的反映相關之內部控制，以設計適當之審計程序，但目的並非對公司內部控制之有效性發表意見。審計亦包括評價董事所採用會計政策之合適性及作出會計估計之合理性，以及評價綜合財務報表之整體列報方式。

我們相信，我們所獲得審計憑證能充足和適當地為我們之否定審計意見提供基礎。

## **否定意見之基準**

### **若干附屬公司會計記錄之真確性及取消綜合入賬**

於二零一一年十一月，貴公司董事得悉有證據顯示關於貴集團全資附屬公司惠州福和紙業有限公司（「惠州福和」）若干會計記錄及賬簿內記錄之交易可能潛在違規情況。誠如綜合財務報表附註2.1所披露，董事會於二零一一年十二月成立獨立特別委員會（「特別委員會」），以便對上述潛在違規情況作出調查。根據特別委員會調查所得，董事之結論（其中包括）指出惠州福和截至二零一二年三月三十一日止年度及過往期間之大部分賬簿和記錄均不知所踪。

## INDEPENDENT AUDITOR'S REPORT

### 獨立核數師報告

Furthermore, on 31 January 2013, Wealthy Peaceful Company Limited (“Wealthy Peaceful”), a wholly owned subsidiary of the Group incorporated in the British Virgin Islands, commenced members’ voluntary liquidation, and provisional liquidators were appointed on the same date. The liquidation would involve the liquidation of Wealthy Peaceful, and its wholly owned subsidiaries, namely Golddoor Company Limited (“Golddoor”) and Huizhou Fook Woo (Wealthy Peaceful, together with its wholly owned subsidiaries, namely Golddoor and Huizhou Fook Woo, are collectively referred to as the “De-consolidated Subsidiaries”).

Given these circumstances, the directors have not consolidated the financial statements of the De-consolidated Subsidiaries in the Group’s consolidated financial statements as at and for the year ended 31 March 2012.

The directors have determined to exclude the De-consolidated Subsidiaries in presenting the Group’s financial position, results and cash flows for the year under the above mentioned circumstances. The exclusion of the financial position, results and cash flows of the De-consolidated Subsidiaries from the consolidated financial statements is a departure from the requirements of International Accounting Standard 27 “Separate and Consolidated Financial Statements”. Had the De-consolidated Subsidiaries been consolidated, many elements in the consolidated financial statements would have been materially affected. Given the loss of certain books and records of Huizhou Fook Woo mentioned above, we are unable to ascertain the impact of the potential irregularities with respect to the accounting records and transactions of Huizhou Fook Woo, if any, and the non-consolidation of the De-consolidated Subsidiaries on the consolidated financial statements.

此外，於二零一三年一月三十一日，貴集團於英屬處女群島註冊成立之全資附屬公司富都太平有限公司（「富都太平」）展開股東自願清盤，並於同日委任臨時清盤人。有關清盤涉及將富都太平及其全資附屬公司金益多有限公司（「金益多」）及惠州福和清盤（富都太平，連同其全資附屬公司金益多及惠州福和，統稱為「取消綜合入賬附屬公司」）。

基於上述情況，董事並無將取消綜合入賬附屬公司之財務報表，綜合入賬於 貴集團於二零一二年三月三十一日及截至該日止年度之綜合財務報表內。

董事已決定在呈列 貴集團本年度之財務狀況、業績及現金流量時，基於上述情況而將取消綜合入賬附屬公司撇除在外。綜合財務報表不包含取消綜合入賬附屬公司之財務狀況、業績及現金流量乃屬偏離國際會計準則第27號「獨立及綜合財務報表」之規定。倘若將取消綜合入賬附屬公司綜合入賬，綜合財務報表內多項元素將受到重大影響。鑑於上文所述惠州福和若干賬簿和記錄已遺失，我們無法確定惠州福和之會計記錄及交易潛在之違規情況（如有），以及沒有將取消綜合入賬附屬公司綜合入賬對綜合財務報表構成之影響。

**Balances and transactions with the De-consolidated Subsidiaries, impairment losses of balances due from the De-consolidated Subsidiaries and loss on de-consolidation of the De-consolidated Subsidiaries**

As set out in Note 29 to the consolidated financial statements, the Group and the Company recorded amounts due from the De-consolidated Subsidiaries of approximately HK\$532,172,000 as at 31 March 2012. Such receivables were recorded net of impairment provisions of approximately HK\$1,730,505,000 and HK\$625,673,000 in the consolidated and Company financial statements respectively, which were determined based on the valuation of the plant and machineries, properties and land use rights of Huizhou Fook Woo performed by independent valuers as at 30 September 2012.

Furthermore, as set out in Note 35 to the consolidated financial statements, the Group undertook certain sales and purchases transactions with Huizhou Fook Woo totalling HK\$243,942,000 and HK\$225,153,000 respectively during the year ended 31 March 2012.

In addition, the Group recorded a loss on de-consolidation of approximately HK\$415,549,000 (Note 29).

Because of the loss of certain books and records of Huizhou Fook Woo and the de-consolidation of the De-consolidated Subsidiaries, we have not been able to obtain sufficient appropriate audit evidence to determine whether these balances and transactions were free from material misstatement, and whether these transactions and balances should have been eliminated on consolidation. In addition, we have not been able to obtain sufficient appropriate audit evidence to determine whether the impairment losses of the amounts due from the De-consolidated Subsidiaries and the loss on de-consolidation were free from material misstatement.

與取消綜合入賬附屬公司之結欠及交易、應收取消綜合入賬附屬公司結欠之減值虧損，以及沒有將取消綜合入賬附屬公司綜合入賬產生之虧損

誠如綜合財務報表附註29所載，貴集團及貴公司於二零一二年三月三十一日錄得應收取消綜合入賬附屬公司之款項約為532,172,000港元。該等應收款項於綜合財務報表及貴公司財務報表內分別已扣除減值撥備約1,730,505,000港元及625,673,000港元，乃根據獨立估值師於二零一二年九月三十日對惠州福和之廠房及機器、物業及土地使用權進行之估值而釐定。

此外，誠如綜合財務報表附註35所載，貴集團於截至二零一二年三月三十一日止年度與惠州福和進行若干銷售及購買交易，分別合計為243,942,000港元及225,153,000港元。

此外，貴集團錄得取消綜合入賬之虧損約415,549,000港元(附註29)。

由於惠州福和遺失若干賬簿和記錄加上取消綜合入賬附屬公司沒有綜合入賬，我們無法取得充足而適當之審計憑證，以釐定該等結欠及交易是否不存在重大錯誤陳述，以及該等交易及結欠是否應於綜合賬目時對銷。此外，我們亦無法取得充足而適當之審計憑證，以釐定應收取消綜合入賬附屬公司之款項之減值虧損及取消綜合入賬產生之虧損是否不存在重大錯誤陳述。

**Impairment loss of investment costs and balances due from the subsidiaries other than the De-consolidated Subsidiaries**

As set out in Note 29 to the consolidated financial statements, the Company's investment in subsidiaries as at 31 March 2012 comprised investments at cost of approximately HK\$967,944,000 and amounts due from subsidiaries (other than the De-consolidated Subsidiaries) of approximately HK\$361,545,000. No impairment charges were recorded for such balances as at 31 March 2012. We have not been provided with sufficient explanation to satisfy ourselves as to the valuation of such investment costs and balances. As such, we have not been able to obtain sufficient appropriate audit evidence to determine whether any adjustments were necessary in respect of the valuation of these assets as at 31 March 2012.

**Nature of cash deposits**

As disclosed in Note 2.1 to the consolidated financial statements, in November 2011, the Group received a cash deposit of RMB100,000,000 (approximately HK\$120,000,000). In December 2011 and January 2012, the Group further received cash deposits totalling HK\$2,567,000. Management represented that such deposits were placed by a former executive director of the Company. Nevertheless, these deposits were recorded as amount due to Huizhou Fook Woo in the consolidated balance sheet and the Company's balance sheet as at 31 March 2012. We have not been able to obtain sufficient appropriate audit evidence to determine the nature of these deposits.

投資成本之減值虧損及應收取消綜合入賬附屬公司以外附屬公司之結欠

誠如綜合財務報表附註29所載，於二零一二年三月三十一日，貴公司於附屬公司之投資包括按成本計算之投資約967,944,000港元及應收附屬公司（取消綜合入賬附屬公司除外）款項約361,545,000港元。該等結欠於二零一二年三月三十一日並無錄得減值支出。我們並未獲提供充份解釋以使我們信納有關投資成本及結欠之估值。據此，我們無法取得充足而適當之審計憑證，以釐定是否有必要就該等資產於二零一二年三月三十一日之估值作出任何調整。

**現金存款之性質**

誠如綜合財務報表附註2.1所披露，貴集團於二零一一年十一月收到現金存款人民幣100,000,000元（約120,000,000港元）。於二零一一年十二月及二零一二年一月，貴集團進一步收到現金存款合共2,567,000港元。管理層表示該等存款乃由貴公司一名前執行董事存入。儘管如此，該等存款於二零一二年三月三十一日之綜合資產負債表及貴公司資產負債表乃入賬為應付惠州福和之款項。我們無法取得充足而適當之審計憑證，以釐定該等存款之性質。

**Revenue and trade receivables from third party customers**

For the year ended 31 March 2012, the Group recorded revenue of approximately HK\$750,230,000, of which approximately HK\$506,288,000 were made to third party customers (Note 5) and the corresponding trade receivables from these third party customers amounted to approximately HK\$66,000,000 as at 31 March 2012 (Note 20). There was inadequate documentary evidence available for us to verify the receipt of goods by and settlements from a majority of these customers; and out of the total amounts of third party sales and accounts receivables of approximately HK\$442,188,000 and HK\$51,698,000 respectively selected for direct confirmation, we have not received satisfactory replies from these third party customers to confirm the sales and trade receivables amounts totalling approximately HK\$314,647,000 and HK\$40,766,000 respectively as at the date of this report. We were unable to obtain sufficient appropriate audit evidence to verify the occurrence and accuracy of these sales made to third party customers and the existence, accuracy and valuation of the related trade receivables, and there were no alternative audit procedures that we could perform to satisfy ourselves as to whether these sales transactions and the related trade receivables were free from material misstatement.

**收益及應收第三方客戶之貿易賬款**

截至二零一二年三月三十一日止年度，貴集團錄得收益約750,230,000港元，其中約506,288,000港元乃向第三方客戶作出(附註5)，而來自該等第三方客戶之相關應收貿易賬款於二零一二年三月三十一日約為66,000,000港元(附註20)。我們無法取得足夠文件憑證，以核實大部分該等客戶是否已收取貨品及清數貸款；而第三方銷售及應收賬款總額其中分別約442,188,000港元及51,698,000港元乃被選取提供直接確認，但我們於本報告日期仍無法向該等第三方客戶獲得滿意答覆，以確認分別約314,647,000港元及40,766,000港元之銷售及應收貿易賬款。我們無法取得充足而適當之審計憑證，以核實該等向第三方客戶作出之銷售已發生及準確無誤，以及有關應收貿易賬款之存在、準確性及估值，且沒有其他可執行的審計程序使我們信納該等銷售交易及有關應收貿易賬款是否不存在重大錯誤陳述。

**Cost of sales and trade payables to third party suppliers**

Included in cost of sales in the consolidated income statement for the year ended 31 March 2012 were purchases from third party suppliers of approximately HK\$374,738,000 and the corresponding trade payable balances from these third party suppliers amounted to approximately HK\$20,774,000 as at 31 March 2012 (Note 26). There was inadequate documentary evidence available for us to verify the purchase of goods from a majority of these suppliers; and out of the total amounts of third party purchases and trade payables of approximately HK\$187,296,000 and HK\$11,549,000 respectively selected for direct confirmation, we have not received satisfactory replies from these third party suppliers to confirm the purchases and trade payables totalling approximately HK\$165,174,000 and HK\$8,751,000 respectively as at the date of this report. We were unable to obtain sufficient appropriate audit evidence to verify the occurrence and accuracy of these purchases from third party suppliers and the accuracy and completeness of the related trade payables, and there were no alternative audit procedures that we could perform to satisfy ourselves as to whether these purchase transactions and the related trade payables were free from material misstatement.

**Expenses included in the consolidated income statement**

Included in cost of sales, administrative and selling expenses (Note 8) were cost of inventories sold of approximately HK\$596,918,000 and other expenses of approximately HK\$22,580,000 for which we have not been provided with sufficient documents and explanation to satisfy ourselves as to the occurrence and accuracy of these recorded transactions. Accordingly, we were unable to determine whether these expenses were free from material misstatement.

**銷售成本及應付第三方供應商之貿易賬款**

截至二零一二年三月三十一日止年度之綜合損益表內之銷售成本包含向第三方供應商之採購約374,738,000港元，以及來自該等第三方供應商之相關應付貿易賬款結欠，於二零一二年三月三十一日約為20,774,000港元（附註26）。我們無法取得足夠文件憑證，以核實向大部分該等供應商作出之貨品採購；而第三方採購及應付貿易賬款總額其中分別約187,296,000港元及11,549,000港元乃被選取提供直接確認，但我們於本報告日期仍無法向該等第三方供應商獲得滿意答覆，以確認合共分別約165,174,000港元及8,751,000港元之採購及應付貿易賬款。我們無法取得充足而適當之審計憑證，以核實該等向第三方供應商作出之採購已發生及準確無誤，以及有關應付貿易賬款之準確性及完整性，且沒有其他可執行的審計程序使我們信納該等採購交易及有關應付貿易賬款是否不存在重大錯誤陳述。

**綜合損益表內列賬之開支**

銷售成本、行政及銷售開支（附註8）內包含已售存貨成本約596,918,000港元及其他開支約22,580,000港元，我們並未就上述入賬交易獲提供足夠文件及解釋，以使我們信納其已發生及準確無誤。因此，我們無法釐定該等開支是否不存在重大錯誤陳述。



**Acquisitions, disposals and impairment of certain property, plant and equipment**

Included in property, plant and equipment were motor vehicles with a total cost of approximately HK\$10,896,000 which were acquired during the year ended 31 March 2012. In relation to the purchase of these assets, we have not been provided with sufficient documents and explanation to satisfy ourselves as to the occurrence of these purchase transactions, the existence of these assets and the accuracy of the costs incurred. Accordingly, we were unable to determine whether any adjustments were necessary in respect of the cost of these motor vehicles and the associated depreciation charges of approximately HK\$997,000.

Furthermore, motor vehicles with costs of approximately HK\$5,517,000 were disposed of during the year ended 31 March 2012, resulting in a loss on disposals of approximately HK\$939,000 which was recorded in the consolidated income statement for the year ended 31 March 2012 (Note 7). In addition, motor vehicles with costs of approximately HK\$6,546,000 were disposed of subsequent to 31 March 2012, resulting in a loss on disposals of approximately HK\$4,769,000. This loss on disposal was recorded as an impairment loss on property, plant and equipment in the consolidated income statement for the year ended 31 March 2012. We have not been provided with sufficient documents and explanation to satisfy ourselves as to the occurrence of these disposal transactions and the accuracy of the related loss on disposals and impairment loss. Accordingly, we were unable to determine whether any adjustments were necessary in respect of the loss on disposals and impairment loss for the year ended 31 March 2012 of approximately HK\$939,000 and HK\$4,769,000 respectively.

**若干物業、廠房及設備之收購、出售及減值**

物業、廠房及設備內包含於截至二零一二年三月三十一日止年度購入之汽車總成本約10,896,000港元。就購買上述資產而言，我們並未獲提供足夠文件及解釋，以使我們信納該等購買交易已發生、該等資產乃存在及所產生之成本準確無誤。因此，我們無法釐定是否有必要就該等汽車之成本及相關折舊支出約997,000港元作出任何調整。

其次，截至二零一二年三月三十一日止年度出售之汽車成本約為5,517,000港元，出售產生之虧損約939,000港元已入賬於截至二零一二年三月三十一日止年度之綜合損益表（附註7）。此外，於二零一二年三月三十一日後出售之汽車成本約為6,546,000港元，出售產生之虧損約4,769,000港元。此項出售產生之虧損於截至二零一二年三月三十一日止年度之綜合損益表入賬為物業、廠房及設備之減值虧損。我們並未獲提供足夠文件及解釋，以使我們信納該等出售交易已發生，以及有關出售產生之虧損及減值虧損為準確無誤。因此，我們無法釐定是否有必要就截至二零一二年三月三十一日止年度之出售產生之虧損及減值虧損分別約939,000港元及4,769,000港元作出任何調整。



**Other receivables and prepayments, and other payables and accruals**

Included in the Group's other receivables and prepayments as at 31 March 2012 were deposits placed with suppliers of approximately HK\$6,634,000, other receivables from third parties of approximately HK\$9,592,000 and other prepayments of approximately HK\$9,671,000. There was inadequate documentary evidence available to us to verify the existence, accuracy and valuation of these balances; and out of the total amount of other receivables and prepayments balance of approximately HK\$10,466,000 selected for direct confirmation, we have not received satisfactory replies from the third party vendors to confirm balances totalling approximately HK\$4,700,000. Furthermore, included in the Group's other payables and accruals as at 31 March 2012 were balances of approximately HK\$7,915,000. We were unable to obtain sufficient appropriate audit evidence to verify these other payables and accruals because there was inadequate documentary evidence available to us to verify the accuracy and completeness of these balances. There were no alternative audit procedures that we could perform to satisfy ourselves as to whether these other receivables and prepayments, and other payables and accruals as at 31 March 2012 were free from material misstatement.

**FINANCIAL GUARANTEE CONTRACT**

One of the subsidiaries of the Group (other than the De-consolidated Subsidiaries) provided corporate guarantees in respect of bank borrowings of Huizhou Fook Woo amounting to RMB52,500,000 (approximately HK\$64,890,000). We have not been provided with sufficient appropriate audit evidence, and there were no other alternative audit procedures that we could perform, to satisfy ourselves as to the existence and valuation of this financial guarantee contract.

**其他應收款項及預付賬款，以及其他應付款項及應計費用**

貴集團於二零一二年三月三十一日之其他應收款項及預付賬款內包含向供應商付出之按金約6,634,000港元、來自第三方之其他應收款項約9,592,000港元及其他預付賬款約9,671,000港元。我們無法取得足夠文件憑證，以核實該等結欠之存在、準確性及估值；而其他應收款項及預付賬款結欠之總額約10,466,000港元乃被選取提供直接確認，但我們仍無法向該等第三方賣方獲得滿意答覆，以確認合共約4,700,000港元之結餘。此外，貴集團於二零一二年三月三十一日之其他應付款項及應計費用內包含結欠約7,915,000港元，但我們無法取得充足而適當之審計憑證，以核實該等其他應付款項及應計費用，原因為我們並未獲提供足夠文件憑證，以核實該等結欠為準確及完備。我們沒有其他審計程序可執行以使我們信納該等其他應收款項及預付賬款，以及其他應付款項及應計費用於二零一二年三月三十一日是否不存在重大錯誤陳述。

**財務擔保合約**

貴集團其中一間附屬公司（取消綜合入賬附屬公司除外）就惠州福和之銀行借貸提供人民幣52,500,000元（約64,890,000港元）之公司擔保。我們並未獲提供充足而適當之審計憑證，且沒有其他可執行的審計程序使我們信納該財務擔保合約之存在及其估值。

## ADVERSE OPINION

In our opinion, because of the significance of the matters discussed in the Basis for Adverse Opinion paragraphs, the consolidated financial statements do not give a true and fair view of the state of affairs of the Company and of the Group as at 31 March 2012, and of the Group's loss and cash flows for the year then ended in accordance with International Financial Reporting Standards and the consolidated financial statements have not been prepared in accordance with the disclosure requirements of the Hong Kong Companies Ordinance.

## OTHER MATTERS

This report, including the opinion, has been prepared for and only for you, as a body, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

**PricewaterhouseCoopers**  
*Certified Public Accountants*

Hong Kong, 22 March 2013

## 否定意見

我們認為，由於「否定意見之基準」一段所提及事宜之嚴重性，故綜合財務報表並未根據國際財務報告準則真實而公平地反映 貴公司及 貴集團於二零一二年三月三十一日之事務狀況及 貴集團截至該日止年度之虧損及現金流量，而綜合財務報表並無按照香港《公司條例》之披露規定編製。

## 其他事項

本報告（包括意見）乃為股東而編製並僅向整體股東報告，除此之外本報告別無其他目的。我們不會就本報告之內容向任何其他人士負上或承擔任何責任。

**羅兵咸永道會計師事務所**  
執業會計師

香港，二零一三年三月二十二日

# CONSOLIDATED BALANCE SHEET

## 綜合資產負債表

As at 31 March 2012 於二零一二年三月三十一日

			2012	2011
			二零一二年	二零一一年
		Note	HK\$'000	HK\$'000
		附註	千港元	千港元
<b>ASSETS</b>	<b>資產</b>			
<b>Non-current assets</b>	<b>非流動資產</b>			
Property, plant and equipment	物業、廠房及設備	16	101,773	1,286,316
Land use rights	土地使用權	17	29,069	71,773
Prepayments	預付賬款	22	803	433,853
Deferred income tax assets	遞延所得稅資產	18	2,884	2,391
Intangible asset	無形資產	21	1,000	–
			<b>135,529</b>	<b>1,794,333</b>
<b>Current assets</b>	<b>流動資產</b>			
Inventories	存貨	19	7,772	88,164
Trade and bills receivables	應收貿易賬款及應收票據	20	66,000	703,328
Prepayments, deposits and other receivables	預付款項、按金及其他應收款項	22	26,265	88,228
Amounts due from related companies	應收有關連公司款項	35(b)	1,322	1,186
Amounts due from De-consolidated Subsidiaries	應收取消綜合入賬附屬公司款項	29	532,172	–
Tax recoverable	可收回稅項		–	1,022
Cash and cash equivalents	現金及現金等價物	23	748,445	1,494,122
Restricted bank deposits	受限制銀行存款	23	910	–
			<b>1,382,886</b>	<b>2,376,050</b>
<b>Total assets</b>	<b>總資產</b>		<b>1,518,415</b>	<b>4,170,383</b>
<b>EQUITY</b>	<b>權益</b>			
<b>Equity attributable to equity holders of the Company</b>	<b>本公司權益持有人應佔權益</b>			
Share capital	股本	27	241,117	245,928
Share premium	股份溢價	28	2,862,358	2,940,531
Capital reserve	資本儲備	28	(964,044)	(964,044)
Other reserves	其他儲備	28	(720,139)	1,577,996
<b>Total equity</b>	<b>總權益</b>		<b>1,419,292</b>	<b>3,800,411</b>

CONSOLIDATED BALANCE SHEET

綜合資產負債表

As at 31 March 2012 於二零一二年三月三十一日

			2012	2011
			二零一二年	二零一一年
		Note	HK\$'000	HK\$'000
		附註	千港元	千港元
<b>LIABILITIES</b>	<b>負債</b>			
<b>Non-current liabilities</b>	<b>非流動負債</b>			
Long-term borrowings	長期借貸	24	–	14,286
Deferred income tax liabilities	遞延所得稅負債	18	<b>633</b>	434
			<b>633</b>	14,720
<hr/>				
<b>Current liabilities</b>	<b>流動負債</b>			
Trade and other payables	應付貿易賬款及其他應付款項	26	<b>45,968</b>	196,250
Short-term bank borrowings	短期銀行借貸	25	<b>30,078</b>	102,505
Current portion of long-term borrowings	長期借款之即期部分	24	–	14,286
Amount due to a related company	應付一間有關連公司款項	35(b)	<b>12,081</b>	–
Current income tax liabilities	即期所得稅負債		<b>10,363</b>	42,211
			<b>98,490</b>	355,252
<hr/>				
<b>Total liabilities</b>	<b>總負債</b>		<b>99,123</b>	369,972
<hr/>				
<b>Total equity and liabilities</b>	<b>總權益及負債</b>		<b>1,518,415</b>	4,170,383
<hr/>				
<b>Net current assets</b>	<b>流動資產淨值</b>		<b>1,284,396</b>	2,020,798
<hr/>				
<b>Total assets less current liabilities</b>	<b>總資產減流動負債</b>		<b>1,419,925</b>	3,815,131

The financial statements on pages 70 to 183 were approved by the Board of Directors on 22 March 2013 and were signed on its behalf.

第70頁至第183頁之財務報表於二零一三年三月二十二日經董事會批准，並由下列董事代表簽字：

**Cheng Chi Ming, Brian**  
鄭志明  
Chairman  
主席

**Suen Wing Yip**  
孫榮業  
Director  
董事

The notes on pages 79 to 183 are an integral part of these consolidated financial statements.

載於第79頁至第183頁之附註乃構成本綜合財務報表之一部分。

# BALANCE SHEET

## 資產負債表

As at 31 March 2012 於二零一二年三月三十一日

			2012 二零一二年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元
<b>ASSETS</b>	<b>資產</b>			
<b>Non-current assets</b>	<b>非流動資產</b>			
Interests in subsidiaries	附屬公司權益	29	1,329,489	2,073,580
<hr/>				
<b>Current assets</b>	<b>流動資產</b>			
Other receivable	其他應收款項		1,855	991
Cash and cash equivalents	現金及現金等價物	23	650,918	1,123,307
Amounts due from De-consolidated Subsidiaries	應收取消綜合入賬附屬公司款項	29	532,172	-
			<b>1,184,945</b>	<b>1,124,298</b>
<hr/>				
<b>Total assets</b>	<b>總資產</b>		<b>2,514,434</b>	<b>3,197,878</b>
<hr/>				
<b>EQUITY</b>	<b>權益</b>			
<b>Equity attributable to equity holders of the Company</b>	<b>本公司權益持有人應佔權益</b>			
Share capital	股本	27	241,117	245,928
Share premium	股份溢價	28	2,862,358	2,940,531
(Accumulated losses)/retained earnings	(累計虧損)/保留溢利	28	(599,776)	2,047
			<b>2,503,699</b>	<b>3,188,506</b>
<hr/>				
<b>LIABILITIES</b>	<b>負債</b>			
<b>Current liabilities</b>	<b>流動負債</b>			
Other payables	其他應付款項		10,345	8,740
Amounts due to subsidiaries	應付附屬公司款項	29	390	632
			<b>10,735</b>	<b>9,372</b>
<hr/>				
<b>Total liabilities</b>	<b>總負債</b>		<b>10,735</b>	<b>9,372</b>
<hr/>				
<b>Total equity and liabilities</b>	<b>總權益及負債</b>		<b>2,514,434</b>	<b>3,197,878</b>
<hr/>				
<b>Net current assets</b>	<b>流動資產淨值</b>		<b>1,174,210</b>	<b>1,114,926</b>
<hr/>				
<b>Total assets less current liabilities</b>	<b>總資產減流動負債</b>		<b>2,503,699</b>	<b>3,188,506</b>

The financial statements on pages 70 to 183 were approved by the Board of Directors on 22 March 2013 and were signed on its behalf.

**Cheng Chi Ming, Brian**  
鄭志明  
Chairman  
主席

第70頁至第183頁之財務報表於二零一三年三月二十二日經董事會批准，並由下列董事代表簽字：

**Suen Wing Yip**  
孫榮業  
Director  
董事

The notes on pages 79 to 183 are an integral part of these consolidated financial statements.

載於第79頁至第183頁之附註乃構成本綜合財務報表之一部分。

# CONSOLIDATED INCOME STATEMENT

## 綜合損益表

FOR THE YEAR ENDED 31 MARCH 2012 截至二零一二年三月三十一日止年度

			2012	2011
			二零一二年	二零一一年
		Note	HK\$'000	HK\$'000
		附註	千港元	千港元
Revenue	收益	5	750,230	2,126,487
Cost of sales	銷售成本	8	(634,815)	(1,369,731)
<hr/>				
Gross profit	毛利		115,415	756,756
Other income	其他收入	6	916	5,852
Other gains, net	其他收益淨額	7	18,051	17,587
Loss on de-consolidation of subsidiaries	附屬公司取消綜合入賬產生之虧損	29	(415,549)	-
Impairment of amounts due from the De-consolidated Subsidiaries	應收取消綜合入賬附屬公司款項之減值	29	(1,730,505)	-
Administrative expenses	行政開支	8	(115,909)	(155,829)
Selling expenses	銷售開支	8	(25,586)	(70,811)
<hr/>				
Operating (loss)/profit	經營(虧損)/利潤		(2,153,167)	553,555
Finance income	融資收入	9	10,752	8,818
Finance costs	融資成本	9	(719)	(7,469)
<hr/>				
(Loss)/profit before income tax	除所得稅前(虧損)/利潤		(2,143,134)	554,904
Income tax expense	所得稅開支	10	(9,582)	(88,014)
<hr/>				
(Loss)/profit for the year attributable to equity holders of the Company	本公司權益持有人應佔年度(虧損)/利潤		(2,152,716)	466,890
<hr/>				
Basic and diluted (loss)/earnings per share for (loss)/profit attributable to equity holders of the Company	本公司權益持有人應佔(虧損)/利潤每股基本及攤薄(虧損)/盈利	13	(HK\$0.88港元)	HK\$0.21港元
<hr/>				
Dividends	股息	12	-	-
<hr/>				

The notes on pages 79 to 183 are an integral part of these consolidated financial statements.

載於第79頁至第183頁之附註乃構成本綜合財務報表之一部分。

# CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

## 綜合全面收益表

FOR THE YEAR ENDED 31 MARCH 2012 截至二零一二年三月三十一日止年度

		2012	2011
		二零一二年	二零一一年
		HK\$'000	HK\$'000
		千港元	千港元
(Loss)/profit for the year	年度(虧損)/利潤	<b>(2,152,716)</b>	466,890
<hr/>			
Other comprehensive	其他全面(虧損)/收益：		
(loss)/income:			
Currency translation differences	匯兌差額	-	74,956
Release of exchange reserve upon de-consolidation of a subsidiary	一間附屬公司取消綜合入賬時撥回匯兌儲備	<b>(145,419)</b>	-
<hr/>			
Other comprehensive (loss)/income for the year, net of tax	經扣除稅項後之年度其他全面總(虧損)/收益	<b>(145,419)</b>	74,956
<hr/>			
Total comprehensive (loss)/income for the year attributable to equity holders of the Company	本公司權益持有人應佔年度全面總(虧損)/收益	<b>(2,298,135)</b>	541,846

The notes on pages 79 to 183 are an integral part of these consolidated financial statements.

載於第79頁至第183頁之附註乃構成本綜合財務報表之一部分。



# CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

## 綜合權益變動表

FOR THE YEAR ENDED 31 MARCH 2012 截至二零一二年三月三十一日止年度

		Share capital 股本 (Note 27) (附註27) HK\$'000 千港元	Share premium 股份溢價 (Note 27) (附註27) HK\$'000 千港元	Capital reserve 資本儲備 (Note 28) (附註28) HK\$'000 千港元	Statutory reserve 法定儲備 (Note 28) (附註28) HK\$'000 千港元	Exchange reserve 匯兌儲備 (Note 28) (附註28) HK\$'000 千港元	Retained earnings 保留溢利 HK\$'000 千港元	Total 總計 HK\$'000 千港元
<b>Balance as at 1 April 2010</b>	於二零一零年四月一日							
	之結餘	200,000	1,923,706	(964,044)	50,000	70,463	915,687	2,195,812
Profit for the year	年度利潤	-	-	-	-	-	466,890	466,890
Other comprehensive income:	其他全面收益：							
Currency translation differences	貨幣匯兌差額	-	-	-	-	74,956	-	74,956
<b>Total comprehensive income for the year ended 31 March 2011</b>	截至二零一一年三月三十一日 止年度全面總收益	-	-	-	-	74,956	466,890	541,846
Share issued pursuant to the exercise of over-allotment option (Note 27(i))	因行使超額配股權而已發行 之股份(附註27(i))	9,300	204,600	-	-	-	-	213,900
Issuance of new shares (Note 27(ii))	發行新股份(附註27(ii))	36,628	842,432	-	-	-	-	879,060
Share issuance costs incurred in current year	本年度招致之股份發行成本	-	(30,207)	-	-	-	-	(30,207)
Transfer to statutory reserve	轉撥至法定儲備	-	-	-	46,487	-	(46,487)	-
<b>Balance as at 31 March 2011</b>	於二零一一年三月三十一日							
	之結餘	245,928	2,940,531	(964,044)	96,487	145,419	1,336,090	3,800,411

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

綜合權益變動表

FOR THE YEAR ENDED 31 MARCH 2012 截至二零一二年三月三十一日止年度

		Share capital 股本 (Note 27) (附註27) HK\$' 000 千港元	Share premium 股份溢價 (Note 27) (附註27) HK\$' 000 千港元	Capital reserve 資本儲備 (Note 28) (附註28) HK\$' 000 千港元	Statutory reserve 法定儲備 (Note 28) (附註28) HK\$' 000 千港元	Exchange reserve 匯兌儲備 (Note 28) (附註28) HK\$' 000 千港元	Retained earnings/ (accumulated losses) 保留溢利/ (累計虧損) HK\$' 000 千港元	Total 總計 HK\$' 000 千港元
Balance as at 1 April 2011	於二零一一年四月一日之結餘	245,928	2,940,531	(964,044)	96,487	145,419	1,336,090	3,800,411
Loss for the year	年度虧損	-	-	-	-	-	(2,152,716)	(2,152,716)
Other comprehensive loss:	其他全面虧損：							
Release of exchange reserve upon de-consolidation of a subsidiary (Note 29)	一間附屬公司取消綜合入賬時 撥回匯兌儲備(附註29)	-	-	-	-	(145,419)	-	(145,419)
Total comprehensive loss for the year ended 31 March 2012	截至二零一二年三月三十一日 止年度全面總虧損	-	-	-	-	(145,419)	(2,152,716)	(2,298,135)
Reclassification of statutory reserve upon de-consolidation of a subsidiary	一間附屬公司取消綜合入賬時 法定儲備重新分類	-	-	-	(96,487)	-	96,487	-
Transactions with owners	與擁有人之交易							
Repurchase of shares (note 27(iii))	購回股份(附註27(iii))	(4,811)	(78,173)	-	-	-	-	(82,984)
Balance as at 31 March 2012	於二零一二年三月三十一日 之結餘	241,117	2,862,358	(964,044)	-	-	(720,139)	1,419,292

The notes on pages 79 to 183 are an integral part of these consolidated financial statements.

載於第79頁至第183頁之附註乃構成本綜合財務報表之一部分。

# CONSOLIDATED STATEMENT OF CASH FLOWS

## 綜合現金流量表

FOR THE YEAR ENDED 31 MARCH 2012 截至二零一二年三月三十一日止年度

		2012	2011
		二零一二年	二零一一年
		HK\$'000	HK\$'000
		千港元	千港元
	Note 附註		
<b>Cash flows from operating activities</b>	<b>來自經營活動之現金流量</b>		
Cash (used in)/generated from operations	經營(所用)／所產生之現金	30 (215,177)	294,844
Interest paid	已付利息	-	(10)
Income tax paid	已付所得稅	(50)	(67,923)
Income tax refunded	退回所得稅	480	-
<b>Net cash (used in)/generated from operating activities</b>	<b>經營活動(所用)／所產生之現金淨額</b>	<b>(214,747)</b>	<b>226,911</b>
<hr style="border-top: 1px dashed black;"/>			
<b>Cash flows from investing activities</b>	<b>來自投資活動之現金流量</b>		
Net cash outflow from de-consolidation of subsidiaries	來自取消綜合入賬附屬公司之現金流入淨額	29 (350,788)	-
Proceeds from disposal of property, plant and equipment	出售物業、廠房及設備所得款項	30 4,398	2,473
Purchase of property, plant and equipment	收購物業、廠房及設備	(97,856)	(204,114)
Purchase of land use rights	購買土地使用權	-	(30,237)
Purchase of intangible assets	購買無形資產	(1,000)	-
Prepayments for purchase of property, plant and equipment	收購物業、廠房及設備預付款項	(803)	(305,249)
Prepayments for acquisition of trademark and distribution network	收購商標及分銷網絡預付款項	-	(145,800)
Interest received	已收利息	9,659	8,818
<b>Net cash used in investing activities</b>	<b>投資活動所用現金淨額</b>	<b>(436,390)</b>	<b>(674,109)</b>

CONSOLIDATED STATEMENT OF CASH FLOWS

綜合現金流量表

FOR THE YEAR ENDED 31 MARCH 2012 截至二零一二年三月三十一日止年度

		2012 二零一二年	2011 二零一一年
	Note 附註	HK\$'000 千港元	HK\$'000 千港元
<b>Cash flows from financing activities</b>	<b>來自融資活動之現金流量</b>		
Repayments of bank borrowings	償還銀行借貸	(9,600)	(146,172)
Interest paid on bank borrowings	已付銀行借貸利息	(719)	(7,459)
Proceeds from issuance of ordinary shares pursuant to the exercise of over-allotment option	因行使超額配股權而發行普通股所得款項	27	213,900
Proceeds from issuance of new shares	發行新股份所得款項	27	879,060
Payments for share issuance costs	支付股份發行成本	-	(81,403)
Payments for repurchase of shares	支付購回股份	27	-
(Increase)/decrease in restricted bank deposits	受限制銀行存款(增加)/減少	(910)	9,510
<b>Net cash (used in)/generated from financing activities</b>	<b>融資活動(所用)/所產生之現金淨額</b>	<b>(94,213)</b>	<b>867,436</b>
<b>Net (decrease)/increase in cash and cash equivalents</b>	<b>現金及現金等價物(減少)/增加淨額</b>	<b>(745,350)</b>	<b>420,238</b>
Cash and cash equivalents, net of bank overdrafts at the beginning of the year	年初扣除銀行透支後之現金及現金等價物	1,492,517	1,067,985
Exchange difference on cash and cash equivalents	現金及現金等價物之匯兌差額	-	4,294
<b>Cash and cash equivalents, net of bank overdrafts at the end of the year</b>	<b>年末扣除銀行透支後之現金及現金等價物</b>	<b>747,167</b>	<b>1,492,517</b>

The notes on pages 79 to 183 are an integral part of these consolidated financial statements.

載於第79頁至第183頁之附註乃構成本綜合財務報表之一部分。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

### 1 GENERAL INFORMATION

Fook Woo Group Holdings Limited (the “Company”) was incorporated and registered as an exempted company with limited liability in the Cayman Islands on 11 November 2009 under the Companies Law, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands. The Company is an investment holding company and is listed on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”). The registered address of the Company is Clifton House, 75 Fort Street, PO Box 1350, Grand Cayman, KY1-1108, Cayman Islands.

The Company and its subsidiaries (except for the “De-consolidated Subsidiaries” as defined in Note 2.1 below) are collectively referred to as the “Group”. The subsidiaries of the Group are principally engaged in the trading and manufacturing of tissue paper products and recycled greyboard, trading of recovered paper and provision of confidential materials destruction services.

These consolidated financial statements are presented in Hong Kong dollars (HK\$), unless otherwise stated. These financial statements have been approved for issue by the Board of Directors on 22 March 2013.

### 1 一般資料

福和集團控股有限公司(「本公司」)於二零零九年十一月十一日根據開曼群島法例第22章公司法(一九六一年第3條法例，經綜合及修訂)在開曼群島註冊成立並登記為獲豁免有限公司。本公司乃一家投資控股公司，在香港聯合交易所有限公司(「聯交所」)上市。本公司註冊地址為Clifton House, 75 Fort Street, PO Box 1350, Grand Cayman, KY1-1108, Cayman Islands。

本公司及其附屬公司(下文附註2.1定義之「取消綜合入賬附屬公司」除外)統稱為「本集團」。本集團之附屬公司主要業務為買賣及製造生活用紙及再造灰板紙、買賣回收紙及提供機密材料銷毀服務。

除另有說明外，本綜合財務報表以港元為計算單位。董事會已於二零一三年三月二十二日批准刊發本財務報表。

## 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

### 2.1 Basis of preparation

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

In the course of preparing its interim financial information for the six months ended 30 September 2011, the Board of Directors of the Company (the “Board”) were made aware of evidences indicating the existence of potential irregularities with respect to a deposit placed with a third party of RMB100,000,000 (approximately HK\$120,000,000) recorded in the books of 惠州福和紙業有限公司 (“Huizhou Fook Woo”), a wholly owned subsidiary of the Group (the “Incident”). Accordingly, in the interest of the Company and its shareholders, on 28 November 2011, the Company applied for suspension of trading in the Company’s shares on the Stock Exchange. On 29 November 2011, the Company received a cash deposit of approximately HK\$120,000,000 (the “Deposit”) from a former executive director, at which time the Board was uncertain about the nature of such deposit. On 2 December 2011, the Board established an independent special committee (the “Special Committee”) to conduct an investigation into the Incident and the Deposit and to review the internal control system of the Company with the assistance of an independent accounting firm. On 27 April 2012, the Special Committee engaged another independent accounting firm to conduct a forensic review into the Incident and the Deposit (the “Forensic Review”) following the preliminary investigation results of the previous independent accounting firm.

## 2 重大會計政策概要

### 2.1 編製基準

編製本綜合財務報表時應用之主要會計政策載於下文。除另有說明外，此等會計政策於所有呈報年度一直貫徹應用。

本公司董事會（「董事會」）在編製截至二零一一年九月三十日止六個月之中期財務資料過程中，得悉有證據顯示關於本集團全資附屬公司惠州福和紙業有限公司（「惠州福和」）賬簿內所記錄存放於一名第三方之存款人民幣100,000,000元（約120,000,000港元）可能潛在違規情況（「該事件」）。因此，為保障本公司及其股東之利益，本公司於二零一一年十一月二十八日申請暫停於聯交所買賣本公司股份。於二零一一年十一月二十九日，本公司自一名前執行董事收到現金存款約120,000,000港元（「該筆存款」），其時董事會並不確定有關存款之性質。於二零一一年十二月二日，董事會成立獨立特別委員會（「特別委員會」），以便在一間獨立會計師行協助下，調查該事宜及該筆存款，並檢討本公司之內部控制系統。於二零一二年四月二十七日，特別委員會委聘另一間獨立會計師行，在早前委聘之獨立會計師行發表初步調查結果後，對該事件及該筆存款進行法務調查（「法務調查」）。

## 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### 2.1 Basis of preparation (Continued)

Based on the results of the Forensic Review, the Board concluded that the deposit of RMB100,000,000 (approximately HK\$120,000,000) recorded in the books of Huizhou Fook Woo was not in fact made and the amount was not transferred out of the accounts of Huizhou Fook Woo and a number of documents related to the Incident were fabricated. In addition, the Forensic Review has revealed, among other things, certain other irregular transactions entered into by Huizhou Fook Woo. Based on the results of the Forensic Review, the Board further concluded that, among other things, a substantial portion of the books and records of Huizhou Fook Woo for the year ended 31 March 2012 and prior periods were missing.

As of the date of this report, the directors have used its best effort, to the extent commercially practicable, to reconstruct the accounting records of Huizhou Fook Woo for the year ended 31 March 2012, applying their best estimates and judgement based on the information of the Group that are available to the directors. However, given the loss of a substantial portion of books and records and the fact that most of the key accounting personnel and previous management of Huizhou Fook Woo left the Group and now not contactable, the Board believes that, as at the date of the report, it is almost impossible, and not practical, to ascertain the transactions and balances of Huizhou Fook Woo for inclusion in the consolidated financial statements of the Group.

## 2 重大會計政策概要(續)

### 2.1 編製基準(續)

根據法務調查之結果，董事會之結論為實際上並無存入惠州福和賬簿內記錄之存款人民幣100,000,000元(約120,000,000港元)，且惠州福和之賬目亦不曾轉出該筆款項，而與該事件相關之多份文件乃捏造文件。此外，法務調查亦揭露(其中包括)惠州福和訂立若干違規交易。根據法務調查之結果，董事會進一步作出結論，其中包括指出惠州福和截至二零一二年三月三十一日止年度及過往期間之大部分賬簿和記錄均不知所踪。

於本報告日期，董事已在商業上可行之情況下作出最大努力，重新整理惠州福和截至二零一二年三月三十一日止年度之會計記錄，基於董事可獲取之本集團資料加以最佳估計及判斷。然而，鑑於大部分賬簿和記錄均已遺失，加上惠州福和大多數主要會計人員及前管理層均已離開本集團，現時無法聯絡，故董事會於本報告日期認為，要確定惠州福和之交易及結欠以載入本集團之綜合財務報表乃近乎不可能且並不實際。



## 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### 2.1 Basis of preparation (Continued)

Furthermore, on 31 January 2013, Wealthy Peaceful Company Limited (“Wealthy Peaceful”), a wholly owned subsidiary of the Group, commenced members’ voluntary liquidation, and provisional liquidators were appointed on the same date. The liquidation would involve the liquidation of Wealthy Peaceful, and its wholly owned subsidiaries, namely Golddoor Company Limited (“Golddoor”) and Huizhou Fook Woo (Wealthy Peaceful, together with its wholly owned subsidiaries, namely Golddoor and Huizhou Fook Woo, are collectively referred to as the “De-consolidated Subsidiaries”).

Given these circumstances, the directors have not consolidated the financial statements of the De-consolidated Subsidiaries in the Group’s consolidated financial statements as at and for the year ended 31 March 2012. As such, the results, assets and liabilities of the De-consolidated Subsidiaries have not been included in the consolidated financial statements of the Group since 1 April 2011. The resulting loss on de-consolidation of approximately HK\$415,549,000, which is determined based on the net asset value of the De-consolidated Subsidiaries as at 1 April 2011, has been recognised in the consolidated income statement for the year ended 31 March 2012.

## 2 重大會計政策概要(續)

### 2.1 編製基準(續)

此外，於二零一三年一月三十一日，本集團之全資附屬公司富都太平有限公司(「富都太平」)展開股東自願清盤，並於同日委任臨時清盤人。有關清盤涉及將富都太平及其全資附屬公司金益多有限公司(「金益多」)及惠州福和清盤(富都太平，連同其全資附屬公司金益多及惠州福和，統稱為「取消綜合入賬附屬公司」)。

基於上述情況，董事並無將取消綜合入賬附屬公司之財務報表綜合入賬於本集團於二零一二年三月三十一日及截至該日止年度之綜合財務報表內。故此，自二零一一年四月一日起，取消綜合入賬附屬公司之資產及負債並未計入於本集團之綜合財務報表內。根據取消綜合入賬附屬公司於二零一一年四月一日之資產淨值計算所得因取消綜合入賬而產生之虧損約415,549,000港元，已於截至二零一二年三月三十一日止年度之綜合損益表確認。

## 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### 2.1 Basis of preparation (Continued)

Moreover, as at 31 March 2012, the total amounts due from the De-consolidated Subsidiaries to the Group and the Company before any impairment provision amounted to approximately HK\$2,262,677,000 and HK\$1,157,845,000 respectively. The directors have assessed the recoverability of these balances based on the valuation of the plant and machineries, properties and land use rights of Huizhou Fook Woo performed by independent valuers as at 30 September 2012, as the directors consider this to be the earliest practicable date for such a valuation given the aforementioned circumstances. Accordingly, impairment losses on balances due from the De-consolidated Subsidiaries of approximately HK\$1,730,505,000 and HK\$625,673,000 were recognised in the consolidated income statement and the Company's financial statements for the year ended 31 March 2012 respectively.

Details of the De-consolidated Subsidiaries and the loss on de-consolidation are set out in Note 29 to the consolidated financial statements.

## 2 重大會計政策概要(續)

### 2.1 編製基準(續)

其次，於二零一二年三月三十一日，取消綜合入賬附屬公司應付本集團及本公司之款項總額在扣除任何減值撥備前，分別約為2,262,677,000港元及1,157,845,000港元。董事已根據獨立估值師於二零一二年九月三十日對惠州福和之廠房及機器、物業及土地使用權進行之估值，評估上述結欠之可收回性，而董事基於上述情況，認為以上日期乃進行有關估值之最早可行日期。據此，本公司於截至二零一二年三月三十一日止年度財務報表內確認應取消綜合入賬附屬公司結欠之減值虧損分別約1,730,505,000港元及625,673,000港元。

有關取消綜合入賬附屬公司及取消綜合入賬產生之虧損之詳情，載於綜合財務報表附註29。

## 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### 2.1 Basis of preparation (Continued)

In the opinion of the directors, the consolidated financial statements as at and for the year ended 31 March 2012 prepared on the aforementioned basis is the most appropriate way of presenting the results and state of affairs of the Group as the directors were unable to obtain sufficient documentary information to satisfy themselves regarding the transactions and balances related to the De-consolidated Subsidiaries. However, the non-consolidation of the De-consolidated Subsidiaries is not in compliance with the requirements of International Accounting Standards (“IAS”) 27 “Consolidated and Separate Financial Statements”. Given the aforementioned circumstances, the directors are unable to ascertain the impact of the potential irregularities with respect to the accounting records and transactions of Huizhou Fook Woo, if any, and the non-consolidation of the De-consolidated Subsidiaries on the consolidated financial statements.

Except for the matters referred to above, including the de-consolidation of the De-consolidated Subsidiaries, the consolidated financial statements of the Group have been prepared in accordance with International Financial Reporting Standards (“IFRS”). The consolidated financial statements have been prepared under the historical cost convention.

## 2 重大會計政策概要(續)

### 2.1 編製基準(續)

董事認為，根據上述基準編製於二零一二年三月三十一日及截至該日止年度之綜合財務報表乃呈報本集團業績及經營狀況之最恰當方法，原因為董事無法取得足夠檔案資料使其信納涉及取消綜合入賬附屬公司之交易及結欠。然而，取消綜合入賬附屬公司不作綜合入賬乃不遵守國際會計準則第27號「綜合及獨立財務報表」之規定。鑑於上述情況，董事無法確定惠州福和之會計記錄及交易潛在之違規情況(如有)及取消綜合入賬附屬公司不作綜合入賬對綜合財務報表構成之影響。

除上述事件外，包括取消綜合入賬附屬公司取消綜合入賬，本集團之綜合財務報表已根據國際財務報告準則編製。綜合財務報表乃按歷史成本法編製。

## 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### 2.1 Basis of preparation (Continued)

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

#### (a) Amended standards adopted by the Group

The following amendments to standards are mandatory and relevant to the Group for the financial year beginning 1 April 2011.

IFRSs (Amendments)	Improvements to IFRSs 2010
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The application of the above amendments to standards did not affect the Group's results and financial position.

## 2 重大會計政策概要(續)

### 2.1 編製基準(續)

編製與國際財務報告準則一致之綜合財務報表，須作出若干關鍵會計估計，管理層亦須於應用本集團會計政策時作出判斷。牽涉高度判斷或複雜性之範疇或其假設及估計對綜合財務報表而言屬重要之範疇乃披露於附註4。

#### (a) 本集團所採納之經修訂準則

下列準則之修訂於二零一一年四月一日起之財政年度強制實行並與本集團相關。

國際財務報告準則 (修訂)	二零一零年國際財務 報告準則之改進
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應用上述準則之修訂並無對本集團業績及財務狀況產生任何影響。

## 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### 2.1 Basis of preparation (Continued)

**(b) New standards, amendments and interpretations to existing standards that are not effective and have not been early adopted by the Group**

At the date of authorisation of these consolidated financial statements, the following new standards, amendments and interpretations to existing standards have been issued but are not effective for the financial year beginning 1 April 2011 and have not been early adopted by the Group:

IFRSs	Annual Improvements 2009-2011 cycle
IAS 1 (Amendment) <sup>(3)</sup>	Presentation of Financial Statements
IAS 12 (Amendment) <sup>(2)</sup>	Deferred Tax: Recovery of Underlying Assets
IAS 19 (Amendment) <sup>(4)</sup>	Employee Benefits
IAS 27 (Revised 2011) <sup>(4)</sup>	Separate Financial Statements
IAS 28 (Revised 2011) <sup>(4)</sup>	Investments in Associates and Joint Ventures
IAS 32 (Amendment) <sup>(5)</sup>	Financial Instruments: Presentation – Offsetting Financial Assets and Financial Liabilities
IFRS 1 (Amendment) <sup>(1)</sup>	Severe Hyperinflation and Removal of Fixed Dates for First-time Adopters
IFRS 1 (Amendment) <sup>(4)</sup>	First Time Adoption of Government Loans

## 2 重大會計政策概要 (續)

### 2.1 編製基準 (續)

**(b) 尚未生效而本集團亦未提早採用之新訂準則、現有準則之修訂及詮釋**

於本綜合財務報表獲授權刊發之日，以下新訂準則、現有準則之修訂及詮釋已經頒佈，但於二零一一年四月一日起之財政年度尚未生效，而本集團並未提早採用：

國際財務報告準則	二零零九年至 二零一一年週期 之年度改進
國際會計準則第1號 (修訂) <sup>(3)</sup>	財務報表之呈列
國際會計準則第12號 (修訂) <sup>(2)</sup>	遞延稅項：收回 相關資產
國際會計準則第19號 (修訂) <sup>(4)</sup>	僱員福利
國際會計準則第27號 (二零一一年經修訂) <sup>(4)</sup>	獨立財務報表
國際會計準則第28號 (二零一一年經修訂) <sup>(4)</sup>	於聯營公司及合營 企業之投資
國際會計準則第32號 (修訂) <sup>(5)</sup>	金融工具：呈列— 抵銷金融資產及 金融負債
國際財務報告準則第1號 (修訂) <sup>(1)</sup>	嚴重高通脹及剔除 首次採納者的 固定日期
國際財務報告準則第1號 (修訂) <sup>(4)</sup>	首次採納政府貸款

## 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### 2.1 Basis of preparation (Continued)

#### (b) New standards, amendments and interpretations to existing standards that are not effective and have not been early adopted by the Group

(Continued)

IFRS 7 (Amendment) <sup>(1)</sup>	Financial Instruments: Disclosures – Transfers of Financial Assets	國際財務報告準則第7號 (修訂) <sup>(1)</sup>	金融工具：披露－抵銷金融資產及金融負債
IFRS 7 (Amendment) <sup>(4)</sup>	Financial Instruments: Disclosures – Offsetting Financial Assets and Financial Liabilities	國際財務報告準則第7號 (修訂) <sup>(4)</sup>	金融工具：披露－轉讓金融資產
IFRS 9 <sup>(6)</sup>	Financial Instruments	國際財務報告準則9號 <sup>(6)</sup>	金融工具
IFRS 7 and HKFRS 9 (Amendments) <sup>(6)</sup>	Mandatory Effective Date and Transition Disclosures	國際財務報告準則第7號及香港財務報告準則第9號 (修訂) <sup>(6)</sup>	強制生效日期及過渡性披露
IFRS 10 <sup>(4)</sup>	Consolidated Financial Statements	國際財務報告準則第10號 <sup>(4)</sup>	綜合財務報表
Amendments to IFRSs 10, 11 and 12 <sup>(4)</sup>	Transitional Guidance	國際財務報告準則第10、11及12號之修訂 <sup>(4)</sup>	過渡期指引
IFRS 11 <sup>(4)</sup>	Joint Arrangements	國際財務報告準則第11號 <sup>(4)</sup>	聯合安排
IFRS 12 <sup>(4)</sup>	Disclosure of Interests in Other Entities	國際財務報告準則第12號 <sup>(4)</sup>	披露於其他實體之權益
IFRS 13 <sup>(4)</sup>	Fair Value Measurement	國際財務報告準則第13號 <sup>(4)</sup>	公平值計量
IFRIC - Int 20 <sup>(4)</sup>	Stripping Costs in the Production Phase of a Surface Mine	國際財務報告詮釋委員會－詮釋第20號 <sup>(4)</sup>	露天礦場生產階段之剝採成本

## 2 重大會計政策概要 (續)

### 2.1 編製基準 (續)

#### (b) 尚未生效而本集團亦未提早採用之新訂準則、現有準則之修訂及詮釋 (續)

國際財務報告準則第7號 (修訂) <sup>(1)</sup>	金融工具：披露－抵銷金融資產及金融負債
國際財務報告準則第7號 (修訂) <sup>(4)</sup>	金融工具：披露－轉讓金融資產
國際財務報告準則9號 <sup>(6)</sup>	金融工具
國際財務報告準則第7號及香港財務報告準則第9號 (修訂) <sup>(6)</sup>	強制生效日期及過渡性披露
國際財務報告準則第10號 <sup>(4)</sup>	綜合財務報表
國際財務報告準則第10、11及12號之修訂 <sup>(4)</sup>	過渡期指引
國際財務報告準則第11號 <sup>(4)</sup>	聯合安排
國際財務報告準則第12號 <sup>(4)</sup>	披露於其他實體之權益
國際財務報告準則第13號 <sup>(4)</sup>	公平值計量
國際財務報告詮釋委員會－詮釋第20號 <sup>(4)</sup>	露天礦場生產階段之剝採成本

## 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### 2.1 Basis of preparation (Continued)

#### (b) **New standards, amendments and interpretations to existing standards that are not effective and have not been early adopted by the Group**

(Continued)

- (1) Effective for financial periods beginning on or after 1 July 2011
- (2) Effective for financial periods beginning on or after 1 January 2012
- (3) Effective for financial periods beginning on or after 1 July 2012
- (4) Effective for financial periods beginning on or after 1 January 2013
- (5) Effective for financial periods beginning on or after 1 January 2014
- (6) Effective for financial periods beginning on or after 1 January 2015

The Group is in the process of assessing the impact of these standards, amendments and interpretations to existing standards and does not expect there will be a material impact on the consolidated financial statements of the Group.

## 2 重大會計政策概要(續)

### 2.1 編製基準(續)

#### (b) 尚未生效而本集團亦未提早採用之新訂準則、現有準則之修訂及詮釋(續)

- (1) 於二零一一年七月一日或之後開始之財政期間生效
- (2) 於二零一二年一月一日或之後開始之財政期間生效
- (3) 於二零一二年七月一日或之後開始之財政期間生效
- (4) 於二零一三年一月一日或之後開始之財政期間生效
- (5) 於二零一四年一月一日或之後開始之財政期間生效
- (6) 於二零一五年一月一日或之後開始之財政期間生效

本集團正在就上述新訂準則、現有準則之修訂及詮釋之影響展開評估，並預期不會對本集團之綜合財務報表產生重大影響。



## 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### 2.2 Subsidiaries

#### (a) Consolidation

Subsidiaries are all entities (including special purpose entities) over which the Group has the power to govern the financial and operating policies generally accompanying a shareholding of more than one half of the voting rights. The existence and effect of potential voting rights that are currently exercisable or convertible are considered when assessing whether the Group controls another entity. The Group also assesses the existence of control where it does not have more than 50% of the voting power but is able to govern the financial and operating policies by virtue of de-facto control.

De-facto control may arise from circumstances where it does not have more than 50% of the voting power but is able to govern the financial and operating policies by virtue of de-facto control.

Except for the De-consolidated Subsidiaries as further explained in Note 29, subsidiaries are fully consolidated from the date on which control is transferred to the Group. They are de-consolidated from the date that control ceases.

## 2 重大會計政策概要(續)

### 2.2 附屬公司

#### (a) 綜合賬目

附屬公司指本集團有權管理其財務及經營政策之所有實體(包括特殊目的實體)，一般擁有過半數投票權。在評定本集團是否控制另一實體時，會考慮現時有否可行使或可轉換之潛在投票權及相關影響。當本集團持有一間實體不超過50%之投票權，但因實際控制權而可管控其財政及營運政策時，其亦會評估是否存在控制權。

倘若未持有超過50%之投票權，但因實際控制權而可管控其財政及營運政策之情況下，亦可能產生實際控制權。

除附註29詳述之取消綜合入賬附屬公司以外，附屬公司在控制權轉移至本集團之日起全面綜合入賬，在控制權終止之日起終止綜合入賬。

## 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### 2.2 Subsidiaries (Continued)

#### (a) Consolidation (Continued)

On consolidation, inter-company transactions, balances, income and expenses on transactions between group companies are eliminated. Profits and losses resulting from inter-company transactions that are recognised in assets are also eliminated. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the Group.

#### (i) Business combinations

The Group applies the acquisition method to account for business combinations. The consideration transferred for the acquisition of a subsidiary is the fair values of the assets transferred, the liabilities incurred to the former owners of the acquiree and the equity interests issued by the Group. The consideration transferred includes the fair value of any asset or liability resulting from a contingent consideration arrangement. Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are measured initially at their fair values at the acquisition date. The Group recognises any non-controlling interest in the acquiree on an acquisition-by-acquisition basis, either at fair value or at the non-controlling interest's proportionate share of the recognised amounts of acquiree's identifiable net assets.

## 2 重大會計政策概要(續)

### 2.2 附屬公司(續)

#### (a) 綜合賬目(續)

於綜合入賬時，集團內公司間之交易、集團公司之間交易時產生之結餘、收入及開支予以對銷。於資產中確認因集團內公司間之交易所產生之利潤及虧損也會同時對銷。附屬公司之會計政策在必要時會作變更，以確保其與本集團採納之政策一致。

#### (i) 業務合併

本集團應用收購法將業務合併入賬。就收購一間附屬公司所轉讓之代價乃所轉讓資產、被收購方前擁有人涉及之負債及本集團所發行股權之公平值。所轉讓代價包括或然代價安排所引致之任何資產或負債之公平值。於業務合併時收購之可識別資產及所承擔之負債及或然負債乃初步按彼等於收購日期之公平值計量。本集團按逐項收購基準，按公平值或按非控股權益應佔被收購方可識別資產淨值已確認數額之比例確認於被收購方之任何非控股權益。

## 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### 2.2 Subsidiaries (Continued)

#### (a) Consolidation (Continued)

- (i) Business combinations (Continued)  
Acquisition-related costs are expenses as incurred.

If the business combination is achieved in stages, the acquisition date carrying value of the acquirer's previously held equity interest in the acquiree is re-measured to fair value at the acquisition date; any gains or losses arising from such re-measurement are recognised in profit or loss.

Any contingent consideration to be transferred by the Group is recognised at fair value at the acquisition date. Subsequent changes to the fair value of the contingent consideration that is deemed to be an asset or liability is recognised in accordance with IAS 39 either in profit or loss or as a change to other comprehensive income. Contingent consideration that is classified as equity is not remeasured, and its subsequent settlement is accounted for within equity.

## 2 重大會計政策概要(續)

### 2.2 附屬公司(續)

#### (a) 綜合賬目(續)

- (i) 業務合併(續)  
收購相關之成本於產生時支銷。

倘若業務合併分階段達成，收購方先前於被收購方持有之股權之收購日期賬面值於收購日期重新計量其公平值，由重新計量所產生之任何收益或虧損於損益中確認。

本集團將予轉讓之任何或然代價乃於收購日期按公平值確認。或然代價之公平值其後變動如被視作資產或負債，乃按照國際會計準則第39號於損益確認或作為其他全面收益之變動而確認。分類為權益之或然負債不作重新計量，而其隨後償付則入賬於權益項下。

## 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### 2.2 Subsidiaries (Continued)

#### (a) Consolidation (Continued)

- (i) Business combinations (Continued)
- Goodwill is initially measured as the excess of the aggregate of the consideration transferred and the fair value of non-controlling interest over the net identifiable assets acquired and liabilities assumed. If this consideration is lower than the fair value of the net assets of the subsidiary acquired, the difference is recognised in the consolidated income statement.
- (ii) Disposal of subsidiaries
- When the Group ceases to have control, any retained interest in the entity is re-measured to its fair value at the date when control is lost, with the change in carrying amount recognised in profit or loss. The fair value is the initial carrying amount for the purposes of subsequently accounting for the retained interest as an associate, joint venture or financial asset. In addition, any amounts previously recognised in other comprehensive income in respect of that entity are accounted for as if the Group had directly disposed of the related assets or liabilities. This may mean that amounts previously recognised in other comprehensive income are reclassified to profit or loss.

## 2 重大會計政策概要(續)

### 2.2 附屬公司(續)

#### (a) 綜合賬目(續)

- (i) 業務合併(續)
- 商譽初步計量為所轉讓代價與非控股權益合計高出所收購資產及所承擔負債可識別淨值之差額。倘若此代價少於所收購附屬公司資產淨值之公平值，則該差額於綜合損益表內確認。
- (ii) 出售附屬公司
- 當本集團失去控制權時，於實體之任何保留權益按失去控制權當日之公平值重新計量，有關賬面值變動在損益確認。就其後入賬列作聯營公司、合營企業或金融資產之保留權益，其公平值為初始賬面值。此外，先前於其他全面收益確認與該實體有關之任何金額，乃按猶如本集團已直接出售有關資產或負債之方式入賬。此可能意味先前在其他全面收益確認之金額重新分類至損益。

## 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### 2.2 Subsidiaries (Continued)

#### (b) Separate financial statements

Investments in subsidiaries are accounted for at cost less impairment. Cost also includes direct attributable costs of investment. The results of subsidiaries are accounted for by the Company on the basis of dividend received and receivable.

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

### 2.3 Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision-maker. The chief operating decision-maker, who is responsible for allocating resources and assessing performance of the operating segments, has been identified as the Board of Directors of the Company that makes strategic decisions.

## 2 重大會計政策概要(續)

### 2.2 附屬公司(續)

#### (b) 獨立財務報表

於附屬公司之投資乃按其成本扣除減入賬。成本亦包括投資之直接應佔成本。本公司將附屬公司之業績按已收及應收股息入賬。

當收取於附屬公司之投資的股息時，如股息高於該附屬公司於宣派股息期間之全面總收益，或如該投資於獨立財務報表內之賬面值高於綜合財務報表內被投資方資產淨值(包括商譽)之賬面值，則須對投資進行減值測試。

### 2.3 分部報告

營運分部按照與向主要營運決策者提供之內部報告一致之方式報告。本公司董事會作為主要營運決策者負責分配資源及評估營運分部之績效，作出戰略決策。

## 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### 2.4 Foreign currency translation

#### (a) *Functional and presentation currency*

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

#### (b) *Transactions and balances*

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

Foreign exchange gains and losses that relate to borrowings and cash and cash equivalents are presented in the consolidated income statement within "finance income or costs". All other foreign exchange gains and losses are presented in the consolidated income statement within "other gains, net".

## 2 重大會計政策概要(續)

### 2.4 外幣換算

#### (a) *功能貨幣與呈列貨幣*

現組成本集團各實體之財務報表內之項目，乃以該實體營運所在之基本經濟環境之貨幣(「功能貨幣」)計量。綜合財務報表以本公司之功能貨幣及本集團之呈列貨幣港元(「港元」)呈列。

#### (b) *交易與結餘*

外幣交易按交易當日之匯率換算為功能貨幣。結算該等交易產生之匯兌盈虧以及將外幣計值之貨幣資產和負債，以年終匯率換算產生之匯兌盈虧在綜合損益表確認。

有關借貸和現金及現金等價物之匯兌盈虧計入綜合損益表之「融資收入或成本」。所有其他匯兌盈虧計入綜合損益表之「其他收益淨額」。

## 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### 2.4 Foreign currency translation (Continued)

#### (c) Group companies

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

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

Goodwill and fair value adjustments arising on the acquisition of a foreign entity are treated as assets and liabilities of the foreign entity and translated at the closing rate. Exchange differences arising are recognised in other comprehensive income.

## 2 重大會計政策概要(續)

### 2.4 外幣換算(續)

#### (c) 集團公司

現時組成集團之所有實體功能貨幣與呈列貨幣不同者(當中並無嚴重通脹貨幣)之業績和財務狀況,按以下方法換算為呈列貨幣:

- (i) 每份資產負債表內之資產和負債按該資產負債表日期之收市匯率換算;
- (ii) 每份損益表內之收入和開支按平均匯率換算,惟該匯率並不代表交易日期匯率之累計影響之合理約數除外;在此情況下,收支項目按交易當日之匯率換算;及
- (iii) 所有由此產生之匯兌差額於其他全面收益內確認。

收購海外實體時產生之商譽及公平值調整乃作為海外實體之資產及負債處理,並按收市匯率換算。產生之匯兌差額則於其他全面收益內確認。



## 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### 2.4 Foreign currency translation (Continued)

#### (d) Disposal of foreign operation and partial disposal

On the disposal of a foreign operation (that is, a disposal of the Group's entire interest in a foreign operation, or a disposal involving loss of control over a subsidiary that includes a foreign operation, a disposal involving loss of joint control over a jointly controlled entity that includes a foreign operation, or a disposal involving loss of significant influence over an associate that includes a foreign operation), all of the exchange differences accumulated in equity in respect of that operation attributable to the equity holders of the Company are reclassified to profit or loss.

### 2.5 Property, plant and equipment

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

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

## 2 重大會計政策概要(續)

### 2.4 外幣換算(續)

#### (d) 出售海外業務及部分出售

出售海外業務(即出售本集團於海外業務之全部權益,或該出售涉及失去對一間包含海外業務之附屬公司之控制權,或該出售涉及失去對一間包含海外業務之聯營公司之控制權)時,本公司權益持有人應佔該業務於權益累計之所有匯兌差額乃重新分類為損益。

### 2.5 物業、廠房及設備

物業、廠房及設備按歷史成本減累計折舊及減值虧損後列賬。歷史成本包括收購該等項目直接應佔開支。

其後成本僅在與該項目有關之未來經濟利益有可能流入本集團,而該項目之成本能可靠計量時,方計入資產之賬面值或確認為獨立資產(以適用者為準)。經替換零件之賬面值予以終止確認。所有其他維修及保養開支在其產生之財政期間內於綜合損益表支銷。

## 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### 2.5 Property, plant and equipment (Continued)

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

Buildings	4.5%
Leasehold improvements	20% or unexpired lease term, whichever is shorter
Plant and machinery	7%-30%
Furniture, fixtures and equipment	18%-30%
Motor vehicles	18%-30%
Yacht	20%

The asset's residual values and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period.

All assets' carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount (Note 2.7).

Gains and losses on disposals are determined by comparing the proceeds with the carrying amount and are recognised within "other gains, net" in the consolidated income statement.

Construction in progress is stated at historical cost less impairment losses. Historical cost includes expenditure that is directly attributable to the construction and comprises construction costs and applicable borrowing costs incurred during the construction period. On completion, the construction in progress is transferred to other categories within property, plant and equipment.

## 2 重大會計政策概要(續)

### 2.5 物業、廠房及設備(續)

物業、廠房及設備以直線法計算折舊，於估計可使用年限內將成本攤分至剩餘價值如下：

樓宇	4.5%
租賃裝修	20%或尚餘租約期限，取其較短者
廠房及機器	7%-30%
傢俬、裝置及設備	18%-30%
汽車	18%-30%
遊艇	20%

於各呈報期間末，本集團會對資產剩餘價值及可使用年期進行覆核，並作出適當調整。

倘若資產之賬面值高於其預計可收回款額，則資產之賬面值會即時撇減至其可收回款額(附註2.7)。

出售盈虧根據出售所得款項與賬面值之差異釐定，並在綜合損益表之「其他收益淨額」確認。

在建工程按歷史成本扣除減值虧損列賬。歷史成本包括直接與建造相關開支，包括建造成本及施工期內產生之適用借貸成本。工程完成後，在建工程轉撥至物業、廠房及設備內其他類別。

## 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### 2.5 Property, plant and equipment (Continued)

No depreciation is provided for construction in progress. The carrying amount of construction in progress is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount (Note 2.7).

### 2.6 Land use rights

Land use rights are up-front payments to acquire long-term interest in leasehold land, which are stated at cost less accumulated amortisation and accumulated impairment losses. Cost represents consideration paid for the rights to use the land from the date when the respective rights were granted. Amortisation of land use rights is calculated on a straight-line basis over the period of the lease and is recognised in the consolidated income statement within "administrative expenses".

### 2.7 Impairment of non-financial assets

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

## 2 重大會計政策概要(續)

### 2.5 物業、廠房及設備(續)

在建工程不計提折舊。倘若資產賬面值高於估計可收回款額，在建工程之賬面值乃即時撇減至可收回款額(附註2.7)。

### 2.6 土地使用權

土地使用權為取得租賃物業之長期權益的預付款，按成本值減累計攤銷及累計減值虧損列賬。成本指自各項土地使用權授出日期起就有關權利所支付之代價。土地使用權以直線法於租賃期內計算攤銷，計入綜合損益表之「行政開支」。

### 2.7 非金融資產減值

每當事件或情況變動顯示賬面值或不可收回，則會作出資產減值檢討。資產賬面值高出其可收回款額之數額，確認為減值虧損。可收回款額為資產公平值減銷售成本與使用價值兩者之較高者。就評估減值而言，資產按可分開識別現金流量(「現金產生單位」)者之最低級別分組。倘非金融資產出現減值，則會於各報告日檢討減值是否可予撥回。

## 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### 2.8 Financial assets

The Group classifies its financial assets as loans and receivables. The classification depends on the purpose for which the financial assets were acquired. Management determines the classification of its financial assets at initial recognition.

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They are included in current assets, except for the amounts that are settled or expected to be settled more than 12 months after the balance sheet date. These are classified as non-current assets. The Group's loans and receivables comprise 'trade and bills receivables', 'deposits and other receivables', 'amounts due from De-consolidated Subsidiaries', 'amounts due from related companies', 'cash and cash equivalents' and 'restricted bank deposits' in the consolidated balance sheet.

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

## 2 重大會計政策概要(續)

### 2.8 金融資產

本集團之金融資產分為貸款及應收款項。分類乃按購入金融資產之目的劃分。管理層於首次確認時釐定金融資產之分類。

貸款及應收款項為沒有在活躍市場報價且具備固定或可釐定付款之非衍生金融資產。此等款項計入流動資產，惟不包括於結算日起計十二個月後結清或預期將會結清者。該等款項會列作非流動資產。本集團列於綜合資產負債表之貸款及應收款項包括「應收貿易賬款及應收票據」、「按金及其他應收款項」、「應收取消綜合入賬附屬公司款項」、「應收有關連公司款項」、「現金及現金等價物」及「受限制銀行存款」。

正常金融資產買賣於交易日(本集團承諾買賣資產之日期)確認。就所有並非按公平值列賬在損益表中處理之金融資產而言，投資初步按公平值加交易成本確認。從該等投資收取現金流量之權利已到期或已轉讓，且本集團實際上已轉移擁有權所有風險及回報時，則會終止確認金融資產。貸款及應收款項乃使用實際利率法按攤銷成本列賬。

## 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### 2.8 Financial assets (Continued)

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

Evidence of impairment may include indications that the debtors or a group of debtors is experiencing significant financial difficulty, default or delinquency in payments, the probability that they will enter bankruptcy or other financial reorganisation, and where observable data indicate that there is a measurable decrease in the estimated future cash flows, such as changes in economic conditions that correlate with defaults.

For loans and receivables category, the amount of the loss is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows (excluding future credit losses that have not been incurred) discounted at the financial asset's original effective interest rate. The carrying amount of the asset is reduced and the amount of the loss is recognised in the consolidated income statement.

## 2 重大會計政策概要(續)

### 2.8 金融資產(續)

本集團會於各呈報期間末評估是否存在客觀證據顯示個別金融資產或某組金融資產出現減值。如個別金融資產或某組金融資產出現減值，僅會於首次確認資產後發生一項或多項事件(「虧損事件」)導致減值之客觀證據存在且該(等)虧損事件影響可以可靠估計金融資產或一組金融資產之預計未來現金流量時方產生減值虧損。

減值之證據可包括有跡象顯示多名債務人或一組債務人正在陷入重大財務困難或拖欠或怠慢付款，有可能進入破產程序或其他財務重組，以及可觀察數據顯示估計未來現金流存在可計量之減少，如與拖欠付款相關之經濟環境改變。

就貸款及應收款項類別而言，虧損金額計量作該資產之賬面值與按金融資產之原有實際利率貼現之估計未來現金流量之現值(不包括尚未產生之未來信貸虧損)間之差額。資產之賬面值予以削減，而虧損金額於綜合損益表內確認。

## 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### 2.8 Financial assets (Continued)

If, in a subsequent period, the amount of the impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment was recognised (such as an improvement in the debtor's credit rating), the reversal of the previously recognised impairment loss is recognised in the consolidated income statement.

### 2.9 Offsetting financial instruments

Financial assets and liabilities are offset and the net amount reported in the consolidated balance sheet when there is a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis or realise the asset and settle the liability simultaneously.

### 2.10 Inventories

Inventories are stated at the lower of cost and net realisable value. Cost is determined using the weighted average basis. It excludes borrowing costs. Net realisable value is the estimated selling price in the ordinary course of business, less applicable variable selling expenses.

### 2.11 Trade and other receivables

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

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

## 2 重大會計政策概要 (續)

### 2.8 金融資產 (續)

倘若於其後期間，減值虧損金額減少，而減少可與確認減值後發生之事件（例如債務人之信用評級有所改善）客觀聯繫，則先前確認之減值虧損撥回於綜合損益表內確認。

### 2.9 抵銷金融工具

當有法定強制執行權可抵銷所確認金額及有意向按淨額基準結算或同時變現資產及結算負債時，金融資產及負債予以抵銷，並於綜合資產負債表內呈報淨額。

### 2.10 存貨

存貨按成本或可變現淨值之較低者列賬。成本以加權平均法釐定，惟不包括借貸成本。可變現淨值為日常業務過程中之估計售價減適當可變銷售開支。

### 2.11 應收貿易賬款及其他應收款項

應收貿易賬款為日常業務過程中就已售商品或所提供服務而應收客戶之款項。倘若應收貿易賬款及其他應收款項預計將在一年或一年內收回（若更長期間則在業務正常營運週期內），則分類為流動資產，否則在非流動資產中列報。

應收貿易賬款及其他應收款項初步按公平值確認，其後以實際利率法按攤銷成本扣除減值撥備計量。

## 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### 2.12 Cash and cash equivalents

In the consolidated statement of cash flows, cash and cash equivalents include cash in hand, deposits held at call with banks, other short term highly liquid investments with original maturities of three months or less, and bank overdrafts. In the consolidated balance sheet, bank overdrafts are shown within borrowings in current liabilities.

### 2.13 Share capital

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

Where any group company purchases the Company's equity share capital (treasury shares), the consideration paid, including any directly attributable incremental costs (net of income taxes) is deducted from equity attributable to owners of the Company until the shares are cancelled or reissued. Where such ordinary shares are subsequently reissued, any consideration received, net of any directly attributable incremental transaction costs and the related income tax effects, is included in equity attributable to the Company's equity holders.

## 2 重大會計政策概要(續)

### 2.12 現金及現金等價物

於綜合現金流量表內，現金及現金等價物包括手頭現金、存放於銀行之通知存款、原到期日三個月或以內之其他短期高流動投資及銀行透支。於綜合資產負債表內，銀行透支列於流動負債之借貸。

### 2.13 股本

普通股列為權益。直接歸屬於發行新股之新增成本在權益中列為所得款項之減少(扣除稅項)。

倘任何集團公司購買本公司之權益股本(庫存股份)，所支付之代價(包括任何增加之直接應佔成本(扣除所得稅))從本公司擁有人應佔之權益中扣除，直至股份被註銷或重新發行為止。倘有關普通股其後被重新發行，則任何所收取之代價(扣除任何增加之直接應佔交易成本及有關所得稅影響)乃計入本公司權益持有人應佔之權益。



## 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### 2.14 Trade and other payables

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

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

### 2.15 Borrowings

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

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

### 2.16 Current and deferred income tax

The tax expense for the year comprises current and deferred tax. Tax is recognised in the consolidated income statement, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, the tax is also recognised in other comprehensive income or directly in equity, respectively.

## 2 重大會計政策概要 (續)

### 2.14 應付貿易賬款及其他應付款項

應付貿易賬款是在日常業務過程中獲得供應商之商品或服務而付款之義務。賬齡在一年或一年內(若更長期間則在業務正常營運週期內)之應付賬款在流動負債中列示。否則,在非流動負債中列報。

應付貿易賬款及其他應付款項初步以公平值確認,其後使用實際利息法按攤銷成本計量。

### 2.15 借貸

借貸初步按公平值扣除產生之交易成本確認。借貸其後按攤銷成本列賬;所得款項(扣除交易成本)與贖回價值之任何差額,使用實際利息法於借貸期間在綜合損益表確認。

除非本集團有權無條件將償還負債期限延遲至結算日後最少十二個月,否則貸款一概歸類為流動負債。

### 2.16 即期及遞延所得稅

本年度之稅項支出包括即期及遞延稅項。除有關直接在其他全面收益或在權益內確認之項目的稅項乃直接在其他全面收入或權益內確認之外,稅項均在綜合損益表確認。

## 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### 2.16 Current and deferred income tax

(Continued)

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

#### **Inside basis differences**

Deferred income tax is recognised, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the consolidated financial statements. However, the deferred income tax is not accounted for if it arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting nor taxable profit or loss. Deferred income tax is determined using tax rates (and laws) that have been enacted or substantively enacted by the balance sheet date and are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled.

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

## 2 重大會計政策概要(續)

### 2.16 即期及遞延所得稅(續)

即期所得稅乃按結算日於本公司及其附屬公司經營及產生應課稅收入之國家所頒佈或實質頒佈之稅法計算。管理層定期評估在適用稅務法規需予詮釋之情況下有關報稅表之狀況，並在適當情況下以預期應付予稅務機構之款項為基準計提撥備。

#### **內在差異**

資產和負債之稅基與綜合財務報表所列資產和負債賬面值之間之暫時差異，以負債法確認為遞延所得稅。然而，若遞延所得稅來自在交易(不包括業務合併)中對資產或負債之初步確認，而在交易時不影響會計損益或應課稅盈虧，則不作記賬。遞延所得稅乃根據結算日前已頒佈或實質頒佈，並在有關之遞延所得稅資產實現或遞延所得稅負債結算時預期將會適用之稅率(及稅法)而釐定。

只有在未來很可能產生應課稅利潤抵銷暫時差額時，才會確認遞延所得稅資產。

## 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### 2.16 Current and deferred income tax

(Continued)

#### **Outside basis differences**

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

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

### 2.17 Employee benefits

#### **(i) Employee leave entitlements**

Employee entitlements to annual leave and long service leave are recognised when they accrue to employees. A provision is made for the estimated liability for annual leave and long service leave as a result of services rendered by employees up to the balance sheet date.

Employee entitlements to sick leave and maternity leave are not recognised until the time of leave.

## 2 重大會計政策概要(續)

### 2.16 即期及遞延所得稅(續)

#### **外在差異**

投資附屬公司所產生之暫時差異確認為遞延所得稅，惟倘本集團可控制暫時差異之撥回時間，而暫時差異應不會於可見將來撥回則除外。

當有合法執行權利可將現有稅項資產與現有稅項負債抵銷，而遞延所得稅之資產與負債是與同一徵收稅項之機構向有意按淨額結算餘額之任何應繳稅實體或不同應繳稅實體徵收之所得稅有關，則可將遞延所得稅資產與負債互相抵銷。

### 2.17 僱員福利

#### **(i) 僱員應有假期**

僱員應有年假及長期服務假期於僱員可累計享用時確認。本集團已就截至結算日僱員提供服務而應享有之年假及長期服務假期之估計負債作出撥備。

僱員應有病假及產假在僱員放假時方予確認。

## 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### 2.17 Employee benefits (Continued)

#### (ii) Pension obligations

The Group participates in defined contribution plan. A defined contribution plan is a pension plan under which the Group pays fixed contributions into a separate entity. The Group has no legal or constructive obligations to pay further contributions if the fund does not hold sufficient assets to pay all employees the benefits relating to employee service in the current and prior periods.

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

#### (iii) Termination benefits

Termination benefits are payable when employment is terminated by the Group before the normal retirement date, or whenever an employee accepts voluntary redundancy in exchange for these benefits. The Group recognises termination benefits when it is demonstrably committed to a termination when the entity has a detailed formal plan to terminate the employment of current employees without possibility of withdrawal. In the case of an offer made to encourage voluntary redundancy, the termination benefits are measured based on the number of employees expected to accept the offer. Benefits falling due more than 12 months after the end of the reporting period are discounted to their present value.

## 2 重大會計政策概要(續)

### 2.17 僱員福利(續)

#### (ii) 退休金責任

本集團參與定額供款計劃。定額供款計劃是一項退休金計劃，由本集團向一間獨立實體支付定額供款。倘該基金並無足夠資產支付所有僱員就於本期間及過往期間提供之僱員服務所得之福利，本集團並無作出進一步供款之法定或推定責任。

供款於到期時確認為僱員福利開支，並扣減僱員於供款全數歸屬前離職而被沒收之供款(如適用)。預付供款於退回現金或削減未來供款時確認為資產。

#### (iii) 終止僱用時之權益

本集團在正常退休日期前終止僱用僱員，或僱員接受自願遣散以換取此等福利時，支付終止僱用權益。當本集團明確承諾終止及於該實體有詳細正式計劃終止僱用現有僱員而無撤回可能性時，本集團確認終止福利。於提出鼓勵自願遣散要約之情況下，終止福利乃按預期接納要約之僱員數目予以計量。在呈報期間末後超過十二個月支付之福利折現至現值。

## 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### 2.18 Provisions and contingent liabilities

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

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

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

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

## 2 重大會計政策概要(續)

### 2.18 撥備與或然負債

當本集團因過往事件而須承擔現有之法定或推定責任，而解決該責任將極有可能引致資源流出，且流出之數額已作出可靠估算，則需確認撥備。本集團不會就未來之經營虧損確認撥備。

倘有多項類似責任，將整體考慮責任類別，以釐定解決責任引致資源流出之可能性。即使相同類別責任中任何一項引致資源流出可能性不大，仍需確認撥備。

撥備乃以預期解決責任所需開支之現值計量，所使用之除稅前比率反映金錢時間價值及該責任特定風險之現時市場評估。隨時間增加之撥備確認為利息開支。

或然負債指因已發生之事件而可能產生之責任，該等責任需待某一宗或多宗本集團不能完全控制之事件是否實現後方能確認。或然負債亦指因已發生之事件所產生之現有責任，但由於不大可能流失經濟資源，或責任金額未能可靠地計量而未有確認。

## 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### 2.18 Provisions and contingent liabilities

(Continued)

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

### 2.19 Revenue recognition

Revenue is measured at the fair value of the consideration received or receivable, and represents amounts receivables for the sale of goods and services in the ordinary course of the Group's activities. Revenue is shown net of value-added tax, returns, rebates and discounts and after eliminating sales within the Group.

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

## 2 重大會計政策概要(續)

### 2.18 撥備與或然負債(續)

或然負債不予確認，但在綜合財務報表附註中披露。假若流失資源之可能性改變導致可能流失資源，則將確認或然負債為撥備。

### 2.19 收益確認

收益按已收或應收代價之公平值計量，反映本集團於日常業務過程中銷售貨品及提供服務之應收款項，並已扣除增值稅、退貨、回扣及折扣，以及對銷本集團旗下公司之間的銷售額。

當收益之數額能夠可靠計量且未來經濟利益將會流入有關實體，而本集團各項活動均符合下文所述具體條件時，則本集團將確認收益。本集團根據其過往業績並考慮客戶類別、交易種類及每項安排特點而對回報作出估計。

## 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### 2.19 Revenue recognition (Continued)

#### (a) Sales of goods

Sales of goods are recognised when the Group has delivered the products to the customer, the customer has accepted the products and collectability of the related receivables is reasonably assured. Delivery does not occur until the products have been shipped to the specified location, the risks of obsolescence and loss have been transferred to the customer, and the customer has accepted the products in accordance with sales contract, or the Group has objective evidence that all criteria for acceptance have been satisfied.

#### (b) Service income

Revenue is recognised when services are rendered.

#### (c) Interest income

Interest income is recognised using the effective interest method.

### 2.20 Leases

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

## 2 重大會計政策概要 (續)

### 2.19 收益確認 (續)

#### (a) 貨品銷售額

本集團向客戶交付而客戶已接收產品，且可合理確定可收回相關應收款項時，則確認貨品銷售額。在產品付運至特定地點，陳舊過時及虧損風險已轉移予客戶，及客戶按銷售合約規定已接納產品，或本集團有客觀證據顯示接納之所有條件均已達致時，方確認交付。

#### (b) 服務收入

服務收入於提供服務時予以確認。

#### (c) 利息收入

利息收入以實際利息法確認。

### 2.20 租賃

凡擁有權之大部分風險及回報仍歸出租人所有之租賃，皆歸類為經營租賃。根據經營租賃支付之款項（扣除出租人給予之任何優惠），包括就租賃土地及土地使用權支付之預付款項，於租期內以直線法在綜合損益表中扣除。



## 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### 2.20 Leases (Continued)

The Group leases certain property, plant and equipment. Leases of property, plant and equipment where the Group has substantially all the risks and rewards of ownership are classified as finance leases. Finance leases are capitalised at the lease's commencement at the lower of the fair value of the leased property and the present value of the minimum lease payments.

Each lease payment is allocated between the liability and finance charges. The corresponding rental obligations, net of finance charges, are included in other long-term payables. The interest element of the finance cost is charged to the consolidated income statement over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period. The property, plant and equipment acquired under finance leases is depreciated over the shorter of the useful life of the asset and the lease term.

### 2.21 Dividend distribution

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

## 2 重大會計政策概要(續)

### 2.20 租賃(續)

本集團租賃若干物業、廠房及設備。倘本集團擁有近乎所有風險及回報時，該等物業、廠房及設備之租賃則歸類為融資租賃。融資租賃在租賃開始時按租賃物業、廠房及設備之公平值及最低租賃款項現值兩者之較低者撥充資本。

每項租賃付款按負債與財務支出分類。相應租賃責任在扣除財務支出後計入其他長期應付款項內。融資成本之利息部分於租賃期內在綜合損益表中扣除，以便剩餘負債結欠於各個期間之定期利率維持穩定。根據此項融資租賃獲取之物業、廠房及設備按資產之估計可用年期或相關租賃期兩者之較短者折舊。

### 2.21 股息分派

向本公司股東分派之股息，在股息獲本公司股東批准之期間於本集團及本公司財務報表內確認為負債。

### 3 FINANCIAL RISK MANAGEMENT

#### 3.1 Financial risk factors

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

##### (a) Foreign currency risk

The Group is exposed to foreign currency risk as some of its business transactions, assets and liabilities are denominated in various foreign currencies primarily Renminbi ("RMB"), HK\$ and United States dollar ("USD").

The Group currently does not have a foreign currency hedging policy.

Since HK\$ is pegged to USD, management considers that there is no significant foreign currency risk between these two currencies to the Group.

The exchange rate of RMB to HK\$ is subject to the rules and regulations of foreign exchange control promulgated by the People's Republic of China ("PRC") government. The Group manages its foreign currency risk by closely monitoring the movement of foreign currency rates.

### 3 財務風險管理

#### 3.1 財務風險因素

本集團之業務面臨不同財務風險：市場風險（包括貨幣風險及利率風險）、信貸風險及流動資金風險。本集團之整體風險管理計劃專注於金融市場之不可預見性，並尋求將對本集團財務表現產生之潛在不利影響降至最低程度。

##### (a) 外匯風險

由於本集團若干業務交易、資產及負債以多種外幣（主要為人民幣、港元及美元）列值，故本集團承受外匯風險。

現時，本集團並無制定外幣對沖政策。

由於港元與美元掛鈎，管理層認為，該兩種貨幣之間對本集團概不構成重大外匯風險。

人民幣兌港元之匯率須遵守中華人民共和國（「中國」）政府頒佈之外匯管制之規則及規例。本集團密切監察匯率變動，以管理其外匯風險。

### 3 FINANCIAL RISK MANAGEMENT (Continued)

#### 3.1 Financial risk factors (Continued)

##### (a) Foreign currency risk (Continued)

As at 31 March 2012, if RMB had weakened/strengthened by 5% against HKD with all other variables held constant, pre-tax loss for the year would have been approximately HK\$33,139,000 higher/lower (2011: HK\$58,572,000 lower/higher on pre-tax profits), mainly as a result of the foreign exchange losses/gains (2011: same) on translation of RMB denominated cash and bank deposits and trade and bills receivables.

##### (b) Credit risk

The Group's credit risk is primarily attributable to its trade and other receivables, deposits, amounts due from related companies and De-consolidated Subsidiaries as well as deposits placed with banks. The Group has no significant concentrations of credit risk. Management has policies in place to monitor the exposures to these credit risks on an on-going basis.

For banks and financial institutions, deposits are only placed with banks with good credit ratings. For credit exposures to customers, the Group has policies in place to ensure that sales are made to reputable and credit-worthy customers with an appropriate financial strength and credit history. It also has other monitoring procedures to ensure that follow-up action is taken to recover overdue debts. In addition, the Group reviews regularly recoverable amount of each individual trade and other receivable to ensure that adequate impairment losses are made for irrecoverable amounts.

### 3 財務風險管理(續)

#### 3.1 財務風險因素(續)

##### (a) 外匯風險(續)

於二零一二年三月三十一日，倘人民幣兌港元貶值／升值5%，而所有其他可變因素維持不變，年度除稅前虧損將分別增加／減少約33,139,000港元(二零一一年：除稅前利潤減少／增加58,572,000港元)，主要因換算人民幣現金及銀行存款以及應收貿易賬款及應收票據而產生之匯兌虧損／收益(二零一一年：相同)所致。

##### (b) 信貸風險

本集團之信貸風險主要來自其應收貿易賬款及其他應收款項、按金、應收有關連公司款項、應收取消綜合入賬附屬公司款項以及銀行存款。本集團並無高度集中之信貸風險。管理層已制訂適當政策，持續監察該等信貸風險。

就銀行及金融機構而言，存款僅會存放於信貸評級優秀之銀行。就向客戶提供之信貸而言，本集團制定適當政策，確保向信譽良好並擁有適當財政能力及信貸記錄之客戶進行銷售。本集團亦制訂其他監察程序，以確保採取跟進措施收回逾期債項。此外，本集團定期審閱各項個別應收貿易賬款及其他應收款項之可收回款額，以確保就無法收回之數額作出足夠之減值虧損。

### 3 FINANCIAL RISK MANAGEMENT (Continued)

#### 3.1 Financial risk factors (Continued)

##### (c) Liquidity risk

The Group's policy is to regularly monitor current and expected liquidity requirements and its compliance with borrowing covenants, to ensure that it maintains sufficient cash from operating activities and the availability of funding through an adequate amount of committed credit facilities.

The table below analyses the Group's financial liabilities into relevant maturity groupings based on the remaining period from the balance sheet date to the contractual maturity date. The amounts disclosed in the table are the contractual undiscounted cash flows (including interest payments computed using contractual rates or, if the contracting rates are floating, based on rates at the balance sheet date). Balances due within 12 months equal their carrying balances, as the impact of discounting is not significant.

### 3 財務風險管理(續)

#### 3.1 財務風險因素(續)

##### (c) 流動資金風險

本集團政策為定期監察當前及預期流動資金之需要，以及是否符合借貸契諾，以確保本集團維持充足經營業務所得現金及透過已獲得足夠之信貸融通額取得資金。

下表分析本集團之金融負債，按照相關到期組別根據由結算日至合約到期日之剩餘期間進行分析。在表內披露之金額為合約未折現現金流量(包括使用合約利率計算之利息付款，或倘合約利率為浮動利率，則按結算日利率計算)。由於折現影響並不重大，故於十二個月內到期之結餘相等於其賬面值。

### 3 FINANCIAL RISK MANAGEMENT (Continued)

#### 3.1 Financial risk factors (Continued)

##### (c) Liquidity risk (Continued)

Group	本集團	Less than 1 year 一年內 HK\$'000 千港元	Between 1 and 2 years 一至兩年內 HK\$'000 千港元	Total 合計 HK\$'000 千港元
At 31 March 2012	於二零一二年三月三十一日			
Short-term bank borrowings, including interest payable	短期銀行借貸，包括應付利息	31,059	–	31,059
Trade and other payables	應付貿易賬款及其他應付款項	44,193	–	44,193
Amount due to a related company	應付一間有關連公司款項	12,081	–	12,081
		87,333	–	87,333
<b>Company</b>	<b>本公司</b>			
Other payables	其他應付款項	10,345	–	10,345
Amount due to a subsidiary	應付一間附屬公司款項	390	–	390
		10,735	–	10,735

### 3 財務風險管理 (續)

#### 3.1 財務風險因素 (續)

##### (c) 流動資金風險 (續)

Less than 1 year 一年內 HK\$'000 千港元	Between 1 and 2 years 一至兩年內 HK\$'000 千港元	Total 合計 HK\$'000 千港元
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### 3 FINANCIAL RISK MANAGEMENT (Continued)

#### 3.1 Financial risk factors (Continued)

##### (c) Liquidity risk (Continued)

Group	本集團	Less than 1 year 一年內 HK\$'000 千港元	Between 1 and 2 years 一至兩年內 HK\$'000 千港元	Total 合計 HK\$'000 千港元
At 31 March 2011	於二零一一年三月三十一日			
Short-term bank borrowings, including interest payable and term loans subject to a repayment on demand clause	短期銀行借貸，包括應付利息及須按催繳條款還款之定期貸款	127,627	–	127,627
Long-term borrowings, including the current portion and interest payable	長期借貸，包括即期部分及應付利息	16,113	15,233	31,346
Trade and other payables	應付貿易賬款及其他應付款項	190,774	–	190,774
		334,514	15,233	349,747
<b>Company</b>	<b>本公司</b>			
Other payables	其他應付款項	8,740	–	8,740
Amounts due to subsidiaries	應付附屬公司款項	632	–	632
		9,372	–	9,372

### 3 財務風險管理 (續)

#### 3.1 財務風險因素 (續)

##### (c) 流動資金風險 (續)

Less than 1 year 一年內 HK\$'000 千港元	Between 1 and 2 years 一至兩年內 HK\$'000 千港元	Total 合計 HK\$'000 千港元
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### 3 FINANCIAL RISK MANAGEMENT (Continued)

#### 3.1 Financial risk factors (Continued)

##### (d) Interest rate risk

The Group's exposure to interest rate risk arises mainly from its bank deposits and borrowings. Borrowings issued at variable rates exposed the Group to cash flow interest rate risk. Borrowings issued at fixed rates exposed the Group to fair value interest rate risk. The Group has not used any interest rate swaps to hedge its exposure to interest rate risk.

As at 31 March 2012, if the interest rate on all borrowings had been 100 basis points higher/lower with all other variables held constant, pre-tax loss for the year ended 31 March 2012 would have been approximately HK\$301,000 higher/lower (2011: HK\$1,311,000 lower/higher on pre-tax profit), mainly as a result of higher/lower interest expense on borrowings with floating interest rates.

As at 31 March 2012, if interest rates on all interest-bearing bank and cash deposits had been 100 basis points higher/lower with all other variables held constant, pre-tax loss for the year ended 31 March 2012 would have been approximately HK\$7,493,000 lower/higher (2011: HK\$14,934,000 higher/lower on pre-tax profit), mainly as a result of higher/lower interest income earned.

The Group monitors its interest rate exposure on a dynamic basis and will consider the interest rate exposure when entering into any financing, renewal of existing positions and alternative financing transactions.

### 3 財務風險管理(續)

#### 3.1 財務風險因素(續)

##### (d) 利率風險

本集團所承受利率風險主要來自其銀行存款及借貸。以浮動利率作出之借貸使本集團承受現金流量利率風險，而以固定利率作出之借貸則使本集團承受公平值利率風險。本集團並無利用任何利率掉期對沖其利率風險。

於二零一二年三月三十一日，假設其他所有可變因素維持不變，若所有借貸之利率上升／下降100個基點，則截至二零一二年三月三十一日止年度除稅前虧損將增加／減少301,000港元(二零一一年：除稅前利潤減少／增加1,311,000港元)，主要由於浮動利率借貸之利息開支增加／減少。

於二零一二年三月三十一日，假設其他所有可變因素維持不變，若所有計息銀行及現金存款之利率上升／下降100個基點，則截至二零一二年三月三十一日止年度除稅前虧損將減少／增加7,493,000港元(二零一一年：除稅前利潤增加／減少14,934,000港元)，主要由於所賺取之利息收入增加／減少。

本集團監控利率風險時採取動態分析，並在訂立任何融資、重續現有債務及另類融資交易時，將考慮利率風險。



### 3 FINANCIAL RISK MANAGEMENT (Continued)

#### 3.2 Capital risk management

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

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

The Group monitors capital on the basis of the gearing ratio. This ratio is calculated as net debt divided by total capital. Net debt is calculated as total borrowings less cash and cash equivalents and restricted bank deposits. Total capital is calculated as 'equity', as shown in the consolidated balance sheet, plus net debt.

The gearing ratios as at 31 March 2012 and 2011 were as follows:

		2012 二零一二年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元
Total borrowings (Note 24 and 25)	總借貸(附註24及25)	30,078	131,077
Less: Cash and cash equivalents (Note 23)	減：現金及現金等價物 (附註23)	(748,445)	(1,494,122)
Less: Restricted bank deposits (Note 23)	減：受限制銀行存款 (附註23)	(910)	-
Net debt	淨債項	(719,277)	(1,363,045)
Total equity	總權益	1,419,292	3,800,411
Total capital	總資本	700,015	2,437,366
Gearing ratio	資本負債比率	N/A 不適用	N/A 不適用

### 3 財務風險管理(續)

#### 3.2 資本風險管理

本集團將其股東權益視為資本。本集團之資本管理目標為保障本集團有能力按持續經營基準繼續經營，以為股東帶來回報及為其他權益持有人帶來利益，並維持最佳資本架構以降低資本成本。

為維持或調整資本架構，本集團可能會調整支付予股東之股息金額、向股東退還資本、發行新股或出售資產以降低債務。

本集團利用資本負債比率監控其資本。資本負債比率按淨債項除以總資本計算。淨債項按總借貸減去現金及現金等價物及受限制銀行存款計算。總資本按綜合資產負債表所載之「權益」加上淨債項計算。

於二零一二年及二零一一年三月三十一日之資本負債比率如下：

#### 4 CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS

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

The Group makes estimates and assumptions concerning the future. The resulting accounting estimates will, by definition, seldom equal the related actual results. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are addressed below.

**(a) Estimate of useful lives of property, plant and equipment and impairment provisions**

The Group determines the estimated useful lives and residual values in order to ascertain the amount of depreciation charges for each reporting period. These estimates are based on the historical experience of the actual useful lives and residual values of property, plant and equipment of similar nature and functions. The Group will revise the depreciation charge where useful lives or residual values are different from those previously estimated, or it will write-off or write-down technically obsolete or non-strategic assets that have been abandoned or sold. The Group also assesses the adequacy of impairment provisions with reference to the sales proceeds from disposals subsequent to year end.

#### 4 重要會計估計及判斷

估計及判斷乃基於過往經驗及其他因素(包括預期日後在有關情況下相信合理出現之事件)評估。

本集團對未來作出估計及假設。所得之會計估計按定義甚少與有關之實際結果相同。存在重大風險會導致資產及負債之賬面值於下個財政年度作出重大調整之估計及假設於下文討論。

**(a) 物業、廠房及設備之估計可使用年期及減值撥備**

本集團釐定估計可使用年期及剩餘價值，以確定各呈報期間之折舊金額。該等估計乃根據性質和功能類似之物業、廠房及設備之過往實際可使用年期及剩餘價值計算。如可使用年期或剩餘價值與之前估計者不同，本集團將調整折舊支出，而本集團亦會撤銷或撤減經已棄置或出售之技術過時或非策略性資產。本集團亦會參照年結後出售所產生之銷售所得款項以評估減值撥備是否足夠。

#### 4 CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS (Continued)

##### (b) Provision for impairment of inventories

The Group reviews the carrying value of its inventories to ensure that they are stated at the lower of cost and net realisable value. In assessing the net realisable value and making appropriate provisions, management identifies, using their judgement, inventories that are slow moving or obsolete, and considers their physical conditions, age, market conditions and market price for similar items.

##### (c) Provision for impairment of receivables

Management determines the provision for impairment of trade and other receivables. This estimate is based on the credit history of its customers and the current market condition. Management reassesses the provision at each balance sheet date.

Significant judgement is exercised on the assessment of the collectability of trade receivables from each customer. In making the judgement, management considers a wide range of factors such as results of follow-up procedures performed by sales personnel, customer payment trends including subsequent payments and customers' financial positions. If the financial conditions of the customers of the Group were to deteriorate, resulting in an impairment of their abilities to make payments, additional provision may be required.

#### 4 重要會計估計及判斷(續)

##### (b) 存貨減值撥備

本集團檢討其存貨賬面值，以保證其以成本與可變現淨值兩者中之較低者列賬。管理層使用其判斷識別出滯銷或已陳舊之存貨，並考慮其具體狀況、貨齡、市場狀況及同類項目之市場價格，以評估可變現淨值及作出適當撥備。

##### (c) 應收款項減值撥備

管理層按客戶信貸記錄及當前市況釐定應收貿易賬款及其他應收款項之減值撥備。管理層將於每個結算日重新評估撥備。

於評估每位客戶之應收貿易賬款可收回性時，會行使重要判斷。於進行判斷時，管理層會考慮一系列因素，如銷售人員跟進效果、客戶付款趨勢包括期後還款，以及客戶財務狀況。倘本集團客戶財政狀況轉壞，削弱彼等之還款能力，則可能需要作出額外撥備。

#### 4 CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS (Continued)

**(d) Provision for impairment of amounts due from the De-consolidated Subsidiaries**

Balances are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amounts may not be recoverable. The recoverable amounts of the amounts due from the De-consolidated Subsidiaries have been determined based on the valuation of the plant and machineries, properties and land use rights of Huizhou Fook Woo performed by the independent valuers as at 30 September 2012. Given the circumstances as disclosed in the basis of preparation of the consolidated financial statements (Note 2.1), the Directors consider this to be the earliest practicable date for such a valuation. The determination of the valuation requires the use of judgements and estimates.

**(e) Income taxes**

The Group is subject to income tax in a number of jurisdictions. Significant judgement is required in determining the worldwide provision for income taxes. There are many transactions and calculations for which the ultimate tax determination is uncertain. The Group recognises liabilities for anticipated tax audit issues based on estimates of whether additional taxes will be due. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will impact the current and deferred income tax assets and liabilities in the period in which such determination is made.

#### 4 重要會計估計及判斷(續)

**(d) 應收取消綜合入賬附屬公司款項之減值撥備**

當發生事件或情況變更顯示可能無法收回賬面值，則會檢討結餘以進行減值。應收取消綜合入賬附屬公司款項之可收回款額，乃根據獨立估值師於二零一二年九月三十日對惠州福和之廠房及機器以及物業及土地使用權進行之估值而釐定。鑑於綜合財務報表編製基準所披露之情況(附註2.1)，董事認為上述日期為進行有關估值之最早實際可行日期。釐定估值須作出判斷及估計。

**(e) 所得稅**

本集團須繳付多個司法權區之所得稅。釐定全球所得稅撥備時須作出重要判斷。不少交易及最終稅項釐定之計算未能確定。本集團根據對額外稅項是否將應付，就預期稅項審核事宜確認負債。倘該等事項之最終稅務結果與最初記錄金額有差異，該差額將影響作出該等決定期間之即期及遞延所得稅資產及負債。

#### 4 CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS (Continued)

##### (e) Income taxes (Continued)

Deferred income tax assets relating to certain temporary differences and tax losses are recognised when management considers it probable that future taxable profit will be available against which the temporary differences or tax losses can be utilised. The outcome of their actual utilisation may be different.

From 2009 to 2011, certain subsidiaries of the Group received notices of additional assessments from the Hong Kong Inland Revenue Department (“IRD”) for the years of assessment 2002/2003 to 2004/2005 demanding total additional profits tax payments amounting to HK\$18,015,000. Notices of objections have been served for these notices of additional assessments. In prior years, the IRD granted unconditional holdover orders in respect of additional tax payments of HK\$16,015,000. The remaining amounts of HK\$2,000,000 could be held over on the condition that an equal amount of tax reserve certificate was purchased. As such, the Group purchased tax reserve certificates of HK\$1,000,000 and HK\$1,000,000 on 1 April 2010 and 1 April 2011 respectively.

#### 4 重要會計估計及判斷(續)

##### (e) 所得稅(續)

倘管理層認為未來應課稅利潤可能被用作抵銷暫時差異或稅項虧損，則確認與若干暫時差異及稅項虧損有關之遞延所得稅資產。其實際使用結果可能不同。

於二零零九年至二零一一年期間，本集團若干附屬公司接獲香港稅務局(「稅務局」)發出有關二零零二／二零零三至二零零四／二零零五課稅年度之補加評稅通知書，要求支付額外利得稅稅款合共18,015,000港元。本集團已就該等補加評稅通知書提呈反對通知書。於過往年度，稅務局已就額外稅款16,015,000港元發出無條件暫緩令，而餘下2,000,000港元則可於購入同等金額之儲稅券後延緩繳納。因此，本集團已於二零一零年四月一日及二零一一年四月一日分別購入各為1,000,000港元之儲稅券。

#### 4 CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS (Continued)

##### (e) Income taxes (Continued)

In February 2012, additional assessments for the year of assessment 2005/2006 were received by certain subsidiaries of the Group, demanding additional profits tax payments of HK\$2,100,000. The IRD granted unconditional holdover orders in respect of additional tax payments of HK\$910,000. The remaining amounts of HK\$1,190,000 could be held over on the condition that an equal amount of tax reserve certificate was purchased. As such, the Group purchased tax reserve certificates of HK\$1,190,000 in March 2012.

The Group was informed that the additional assessments are of protective nature and were issued to keep the 2002/2003, 2003/2004, 2004/2005 and 2005/2006 tax years technically open in view of the statutory time-bar. The Group was also informed that the IRD had no specific basis in arriving at the profits assessed under the additional assessments.

Management has explored and negotiated with the IRD the possible settlement cases with a view to resolving the case as soon as possible. Based on the discussions with the IRD, management considers that the settlement proposal to pay for tax undercharged of approximately HK\$4,959,000 and penalty surcharge and interests of approximately HK\$5,554,000 is currently the best estimate of the possible additional tax, penalty surcharge and interest payable for the years of assessment 2002/2003 to 2010/2011. As such, total additional tax, penalty surcharge and interest of approximately HK\$10,513,000 was recorded as income tax expenses in the consolidated income statement for the year ended 31 March 2012.

#### 4 重要會計估計及判斷(續)

##### (e) 所得稅(續)

於二零一二年二月，本集團若干附屬公司接獲有關二零零五／二零零六課稅年度之補加評稅通知書，要求支付額外利得稅稅款2,100,000港元。稅務局已就額外稅款910,000港元發出無條件暫緩令，而餘下1,190,000港元則可於購入同等金額之儲稅券後延緩繳納。因此，本集團已於二零一二年三月購入1,190,000港元之儲稅券。

本集團得悉，鑑於法定時限，該等補加評稅屬保障性質，以按照法例保留二零零二／二零零三、二零零三／二零零四、二零零四／二零零五及二零零五／二零零六課稅年度補加評稅之權利。本集團亦得悉，稅務局根據補加評稅評核之利潤並無特定之基準。

本集團一直與稅務局磋商以尋求可行之和解方案，務求盡快將事件解決。基於與稅務局之討論，管理層認為支付短徵稅款約4,959,000港元及罰款徵費與利息約5,554,000港元之和解方案，乃是有關二零零二／二零零三至二零一零／二零一一課稅年度可能徵收之額外稅款、罰款徵費與利息之目前最理想估計。因此，額外稅款、罰款徵費與利息合共約10,513,000港元已於截至二零一二年三月三十一日止年度之綜合損益表內記入所得稅開支。

#### 4 CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS (Continued)

**(e) Income taxes** (Continued)

Should the settlement proposal be turned down by the IRD, there may be incremental tax liability and expenses to the Group.

Mr. Leung Kai Kuen, one of the substantial shareholders of the Company and Ms. Tam Ming Luen, the then substantial shareholder of the Company, have entered into a deed of indemnity with the Group under which they have agreed to indemnify on a joint and several basis each member of the Group in respect of the cash payment for any additional tax assessment for the year of assessment 2002/2003 and any other notices of additional assessment that may be received by any member of the Group for and including the 2003/2004, 2004/2005 and 2005/2006 tax years through the 2009/2010 tax year.

Given the circumstances as disclosed in Note 2.1 of the consolidated financial statements and the uncertainties about the likelihood of recovering such payments from Mr. Leung Kai Kuen and Ms. Tam Ming Luen, the estimated incremental tax liability of approximately HK\$10,513,000 was recorded as the Group's income tax liabilities as at 31 March 2012 despite the above mentioned indemnity arrangement.

#### 4 重要會計估計及判斷(續)

**(e) 所得稅(續)**

倘若稅務局拒絕接納該和解方案，本集團之稅務負債及開支可能增加。

本公司主要股東之一梁契權先生以及本公司當時之主要股東譚鳴鸞女士已與本集團訂立彌償契約，據此，彼等同意就二零零二／二零零三課稅年度之任何額外稅務評估之現金付款，以及本集團任何成員公司可能接獲二零零三／二零零四年、二零零四／二零零五及二零零五／二零零六課稅年度至二零零九／二零一零課稅年度之任何補加評稅通知書，共同及個別向本集團各成員公司作出彌償。

基於綜合財務報表附註2.1披露之情況，以及不確定能否向梁契權先生及譚鳴鸞女士收回有關款項，即使有上述彌償安排，估計增加稅務負債約10,513,000港元已於二零一二年三月三十一日記入為本集團之所得稅負債。



## 5 SEGMENT INFORMATION

The Board of Directors of the Company, which is the chief operating decision maker of the Group, reviews the Group's internal reporting in order to assess performance and allocate resources. Management has determined the operating segments based on these reports. The Group is organised into four business segments:

- Recovered paper – sales of recovered papers
- Tissue paper products – manufacturing and sales of tissue paper products
- Recycled greyboard – manufacturing and sales of recycled greyboard
- Confidential materials destruction service (“CMDS”) – provision of confidential materials destruction services

Although the Group's products and services are sold/rendered to Hong Kong, the PRC and overseas markets, the chief operating decision maker of the Group regularly reviews the consolidated financial statements by business segments to assess performance and make resources allocation decisions. It assesses the performance of the operating segments based on a measure of segment gross profits.

## 5 分部資料

本公司董事會乃本集團之主要營運決策者，審閱本集團內部報告，以評估表現及分配資源。管理層根據該等報告釐定營運分部。本集團分為四個業務分部：

- 回收紙－銷售回收紙
- 生活用紙－製造及銷售生活用紙
- 再造灰板紙－製造及銷售再造灰板紙
- 機密材料銷毀服務（「CMDS」）－提供機密材料銷毀服務

儘管本集團之產品及服務乃向香港、中國及海外市場出售／提供，本集團之主要營運決策者定期審閱按業務分部劃分之綜合財務報表，以評估表現及作出分配資源決策，而評估經營分部表現時乃根據分部毛利計量。

## 5 SEGMENT INFORMATION (Continued)

Revenue consists of sales of recovered papers, tissue paper products and recycled greyboard and provision of confidential materials destruction services. The Group's revenue consists of the following:

		2012 二零一二年 HK\$' 000 千港元	2011 二零一一年 HK\$' 000 千港元
Sales of recovered paper	銷售回收紙	498,414	1,244,667
Sales of tissue paper products	銷售生活用紙	240,010	831,618
Sales of recycled greyboard	銷售再造灰板紙	6,520	45,938
Provision of confidential materials destruction services	提供機密材料銷毀服務	5,286	4,264
		<b>750,230</b>	2,126,487

The analysis of the Group's revenue from external customers attributed to the locations in which the sales originated during the year consists of the following:

		2012 二零一二年 HK\$' 000 千港元	2011 二零一一年 HK\$' 000 千港元
Hong Kong	香港	750,230	538,416
The PRC	中國	-	1,588,071
		<b>750,230</b>	2,126,487

## 5 分部資料(續)

收益包括銷售回收紙、生活用紙及再造灰板紙，以及提供機密材料銷毀服務。本集團之收益包括以下各項：

於年內，本集團來自外間客戶之收益按銷售所來自地區分析如下：

## 5 SEGMENT INFORMATION (Continued)

Details of the customers accounting for 10% or more of total revenue are as follows:

		2012 二零一二年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元
Customer A	客戶甲	-	234,604
Customer B	客戶乙	84,911	Less than 10% of total revenue 少於總收益10%
Huizhou Fook Woo (Note 35)	惠州福和(附註35)	<b>243,942</b>	-

For the year ended 31 March 2012, revenues of approximately HK\$328,853,000 (2011: HK\$234,604,000) were derived from an external customer and a de-consolidated subsidiary (2011: one external customer). These revenues were attributable to the recovered paper and tissue paper products reportable segments and accounted for greater than 10% of the Group's revenue.

The geographical location of non-current assets other than deferred tax assets are determined based on the countries of domicile of the subsidiaries.

The total of non-current assets other than deferred tax assets located in Hong Kong as at 31 March 2012 was approximately HK\$132,645,000 (2011: HK\$234,635,000). There are no non-current assets located in other countries as at 31 March 2012 (2011: HK\$1,557,307,000).

## 5 分部資料(續)

佔總收益10%或以上之客戶詳情如下：

		2012 二零一二年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元
Customer A	客戶甲	-	234,604
Customer B	客戶乙	84,911	Less than 10% of total revenue 少於總收益10%
Huizhou Fook Woo (Note 35)	惠州福和(附註35)	<b>243,942</b>	-

截至二零一二年三月三十一日止年度，約328,853,000港元(二零一一年：234,604,000港元)之收益乃來自一名外間客戶及一間取消綜合入賬附屬公司(二零一一年：一名外間客戶)。上述收益乃來自回收紙及生活用紙呈報分部，並佔本集團多於10%收益。

非流動資產(不計及遞延稅項資產)之地區劃分按附屬公司所在之國家釐定。

於二零一二年三月三十一日，位於香港之總非流動資產(不計及遞延稅項資產)約為132,645,000港元(二零一一年：234,635,000港元)，而於二零一二年三月三十一日，並無位於其他國家之非流動資產(二零一一年：1,557,307,000港元)。

## 5 SEGMENT INFORMATION (Continued)

## 5 分部資料(續)

The segment results and other segment items included in the loss for the year ended 31 March 2012 are as follows:

以下載列截至二零一二年三月三十一日止年度經已包括於虧損中之分部業績及其他分部項目：

		Recovered paper	Tissue paper products	Recycled greyboard	CMDS	Group
		回收紙	生活用紙	再造灰板	CMDS	本集團
		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	收益	498,414	240,010	6,520	5,286	750,230
Cost of sales	銷售成本	(412,489)	(213,268)	(6,142)	(2,916)	(634,815)
Segment gross profit	分部毛利	85,925	26,742	378	2,370	115,415
Loss on de-consolidation of subsidiaries	附屬公司取消綜合 入賬產生之虧損					(415,549)
Impairment of amounts due from the De-consolidated Subsidiaries	應收取消綜合入賬 附屬公司款項之減值					(1,730,505)
Unallocated operating costs	未分配經營成本					(122,528)
Finance income, net	融資收入淨額					10,033
Loss before income tax	除所得稅前虧損					(2,143,134)
Income tax expense	所得稅開支					(9,582)
Loss for the year	年度虧損					(2,152,716)

**5 SEGMENT INFORMATION**  
(Continued)

The segment results and other segment items included in the profit for the year ended 31 March 2011 are as follows:

**5 分部資料 (續)**

以下載列截至二零一一年三月三十一日止年度經已包括於利潤中之分部業績及其他分部項目：

		Recovered paper	Tissue paper products	Recycled greyboard	CMS	Group
		回收紙	生活用紙	再造灰板	CMS	本集團
		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	收益	1,244,667	831,618	45,938	4,264	2,126,487
Cost of sales	銷售成本	(821,943)	(506,772)	(38,342)	(2,674)	(1,369,731)
Segment gross profit	分部毛利	422,724	324,846	7,596	1,590	756,756
Unallocated operating costs	未分配經營成本					(203,201)
Finance income, net	融資收入淨額					1,349
Profit before income tax	除所得稅前利潤					554,904
Income tax expense	所得稅開支					(88,014)
Profit for the year	年度利潤					466,890

## 6 OTHER INCOME

## 6 其他收入

		2012	2011
		二零一二年	二零一一年
		HK\$'000	HK\$'000
		千港元	千港元
Sales of scrapped materials	銷售廢料	211	2,139
Sales of packaging materials	銷售包裝材料	-	451
Service income	服務收入	481	383
Others	其他	224	2,879
		<b>916</b>	<b>5,852</b>

## 7 OTHER GAINS, NET

## 7 其他收益淨額

		2012	2011
		二零一二年	二零一一年
		HK\$'000	HK\$'000
		千港元	千港元
Foreign exchange gains, net	匯兌收益淨額	29,189	18,717
Loss on disposals of property, plant and equipment, net	出售物業、廠房及 設備之虧損淨額	(829)	(2,155)
Write off of property, plant and equipment	撇銷物業、廠房及設備	(754)	-
Impairment loss of property, plant and equipment (Note 37)	物業、廠房及設備之 減值虧損(附註37)	(8,908)	-
Others	其他	(647)	1,025
		<b>18,051</b>	<b>17,587</b>

## 8 EXPENSES BY NATURE

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

## 8 按性質劃分之開支

計入銷售成本、行政開支及銷售開支之開支分析如下：

		2012 二零一二年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元
Auditor's remuneration	核數師酬金	3,800	3,669
Amortisation of land use rights (Note 17)	土地使用權攤銷(附註17)	825	1,222
Provision for impairment of trade receivables (Note 20)	應收貿易賬款減值撥備 (附註20)	1,291	4,659
Provision for impairment of deposits and prepayments to suppliers	付予供應商之按金及 預付款項之減值撥備	-	500
Direct write off of trade receivables	直接撇銷應收貿易賬款	-	709
Direct write off of deposits and prepayments to suppliers	直接撇銷付予供應商之 按金及預付款項	178	1,000
Cost of inventories sold (Note 19)	已售存貨成本(附註19)	596,918	1,220,359
Depreciation (Note 16)	折舊(附註16)	11,013	86,256
Operating lease charges in respect of land and buildings	土地及樓宇之經營租賃費用	11,317	10,156
Employee benefit expense (Note 14)	僱員福利開支(附註14)	41,402	79,660
Directors' emoluments (Note 15)	董事酬金(附註15)	13,957	8,024
Entertainment expenses	娛樂開支	4,946	12,802
Motor vehicle expenses	汽車開支	8,745	5,608
Legal and professional fees	法律及專業費用	8,697	3,878
Freight charges	運費支出	28,221	74,536
Management fees	管理費	8,356	10,314
Others	其他	36,644	73,019
<b>Total cost of sales, administrative expenses and selling expenses</b>	<b>總銷售成本、行政開支及 銷售開支</b>	<b>776,310</b>	<b>1,596,371</b>



**9 FINANCE INCOME AND COSTS**

**9 融資收入及成本**

		2012 二零一二年 HK\$' 000 千港元	2011 二零一一年 HK\$' 000 千港元
Finance income	融資收入	10,752	8,818
Finance costs	融資成本		
Interest expenses on bank borrowings	銀行借貸利息開支	(719)	(7,185)
Others	其他	-	(284)
		(719)	(7,469)

**10 INCOME TAX EXPENSE**

**10 所得稅開支**

		2012 二零一二年 HK\$' 000 千港元	2011 二零一一年 HK\$' 000 千港元
Current income tax	即期所得稅		
– Hong Kong profits tax	– 香港利得稅	442	9
– PRC corporate income tax	– 中國企業所得稅	-	90,062
Under provision in prior years	過往年度撥備不足		
– Current income tax	– 即期所得稅	4,959	2
– Penalty surcharge and interests	– 附加罰金及利息	5,554	-
		10,955	90,073
Deferred tax	遞延稅項		
Origination and reversal of temporary differences	暫時差額之產生及撥回	(1,373)	(2,059)
		(1,373)	(2,059)
Income tax expense	所得稅開支	9,582	88,014

## 10 INCOME TAX EXPENSE (Continued)

Hong Kong profits tax has been provided at the rate of 16.5% on the estimated assessable profit for the year ended 31 March 2012 (2011: 16.5%). Taxation on overseas profits has been calculated on the estimated assessable profit for the year at the rates of taxation prevailing in the country in which the Group operates.

Huizhou Fook Woo, a de-consolidated subsidiary of the Group operating in the PRC during the year, was eligible for a 50% reduction in corporate income tax rate from 1 January 2009 to 31 December 2010.

The applicable corporate income tax rate for Huizhou Fook Woo was 25% starting from 1 January 2011.

The income tax on the Group's (loss)/profit before income tax differs from the theoretical amount that would arise using the applicable tax rate of the home countries of the group entities is as follows:

## 10 所得稅開支(續)

截至二零一二年三月三十一日止年度，香港利得稅以估計應課稅利潤按16.5%之稅率撥備(二零一一年：16.5%)。海外利潤之稅項乃根據估計應課稅年度利潤按本集團經營所在國家之現行稅率計算。

本集團於年內在中國營運之取消綜合入賬附屬公司惠州福和於二零零九年一月一日至二零一零年十二月三十一日合資格獲得企業所得稅稅率減半。

自二零一一年一月一日起，惠州福和適用之企業所得稅稅率為25%。

本集團按除所得稅前(虧損)/利潤計算之所得稅，與按照現時組成本集團各公司所屬國家之適用稅率計算得出之理論數額之間之差額如下：

		2012 二零一二年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元
(Loss)/profit before income tax	除所得稅前(虧損)/利潤	(2,143,134)	554,904
Tax calculated at tax rates applicable to profits in the respective countries	按各國家利潤之適用稅率計算的稅項	(353,617)	138,673
Tax effects of:	以下各項之稅務影響：		
Effect of preferential tax rates	優惠稅率之影響	-	(51,524)
Income not subject to tax	毋須課稅收入	(6,710)	(2,305)
Expenses not deductible for tax purposes	不可扣稅開支	357,365	3,032
Tax losses for which no deferred income tax asset was recognised	並無確認遞延所得稅資產之稅項虧損	-	136
Penalty surcharge and interests	附加罰金及利息	5,554	-
Under provision in prior years – current income tax	過往年度撥備不足 – 即期所得稅	4,959	2
Others	其他	2,031	-
Income tax expense	所得稅開支	9,582	88,014

The weighted average applicable tax rate was 16.5% (2011: 25%).

加權平均適用稅率為16.5%(二零一一年：25%)。

## 11 LOSS ATTRIBUTABLE TO THE EQUITY HOLDERS OF THE COMPANY

The loss attributable to equity holders of the Company is dealt with in the financial statements of the Company to the extent of approximately HK\$601,823,000 (2011: profit of HK\$11,061,000).

## 12 DIVIDENDS

No dividends had been paid or declared by the Company during the year (2011: Nil).

## 13 BASIC AND DILUTED (LOSS)/ EARNINGS PER SHARE

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

## 11 本公司權益持有人應佔虧損

於本公司財務報表內列報本公司權益持有人應佔虧損約為601,823,000港元(二零一一年:利潤11,061,000港元)。

## 12 股息

本公司於年內並無派付或宣派任何股息(二零一一年:無)。

## 13 每股基本及攤薄(虧損)/盈利

每股基本(虧損)/盈利乃以本公司權益持有人應佔年度(虧損)/利潤除以年內已發行普通股之加權平均股數計算。

		2012 二零一二年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元
(Loss)/profit attributable to the equity holders of the Company	本公司權益持有人應佔(虧損)/利潤	(2,152,716)	466,890
Weighted average number of ordinary shares in issue (thousand shares)	已發行普通股之加權平均股數(千股)	2,435,252	2,247,252
Basic (loss)/earnings per share	每股基本(虧損)/盈利	(HK\$0.88港元)	HK\$0.21港元

**13 BASIC AND DILUTED (LOSS)/  
EARNINGS PER SHARE** (Continued)

Diluted (loss)/earnings per share are equal to basic (loss)/earnings per share as there were no potential dilutive ordinary shares outstanding during the year (2011: same).

**13 每股基本及攤薄(虧損)／盈利  
(續)**

由於本年度並無潛在攤薄普通股，故每股攤薄(虧損)／盈利相等於每股基本(虧損)／盈利(二零一一年：相同)。

**14 EMPLOYEE BENEFIT EXPENSE,  
EXCLUDING DIRECTORS'  
EMOLUMENTS**

**14 僱員福利開支(不包括董事酬金)**

		2012 二零一二年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元
Wages and salaries	工資及薪金	39,186	59,890
Retirement schemes contributions	退休計劃供款	2,044	1,925
Social security costs	社會保險成本	-	10,979
Provision for unutilised annual leaves	未使用年假撥備	396	-
Reversal of provision for long service payment	長期服務金撥備撥回	(913)	-
Other allowances and benefits	其他津貼及福利	689	6,866
		<b>41,402</b>	<b>79,660</b>

## 15 EMOLUMENTS FOR DIRECTORS AND FIVE HIGHEST PAID INDIVIDUALS

## 15 董事酬金及五名最高薪人士

### (a) Directors' emoluments

The aggregate amounts of emoluments paid by the Group to the directors of the Company during the year are as follows:

### (a) 董事酬金

本年度本集團付予本公司董事之總酬金如下：

		2012 二零一二年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元
Fees	袍金	1,969	751
Salaries, allowance and benefits in kind	薪金、津貼及實物利益	10,975	6,999
Retirement schemes contributions	退休計劃供款	1,013	274
		<b>13,957</b>	<b>8,024</b>

The emoluments of each director of the Company during the year are as follows:

本年度本公司各董事之酬金如下：

For the year ended 31 March 2012 截至二零一二年三月三十一日止年度				
Fees	Salaries, allowance and benefits in kind	Discretionary bonus	Retirement schemes contributions	Total
袍金	薪金、津貼 及實物利益	酌情花紅	退休 計劃供款	合計
HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元

Executive directors:

執行董事：

Mr. Suen Wing Yip (a)	孫榮業先生(a)	-	25	-	-	25
Mr. Lau Sai Cheong (b)	劉世昌先生(b)	-	-	-	-	-
Mr. Lai Hau Yin (c)	黎孝賢先生(c)	-	-	-	-	-

**15 EMOLUMENTS FOR DIRECTORS AND FIVE HIGHEST PAID INDIVIDUALS** (Continued)

**15 董事酬金及五名最高薪人士** (續)

**(a) Directors' emoluments** (Continued)

**(a) 董事酬金** (續)

For the year ended 31 March 2012

截至二零一二年三月三十一日止年度

		Salaries, allowance and benefits		Discretionary bonus	Retirement schemes contributions	Total
		Fees	in kind			
		袍金	薪金、津貼及實物利益	酌情花紅	退休計劃供款	合計
		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
Former executive directors:		前執行董事：				
Mr. Leung Kai Kuen (d)	梁契權先生(d)	-	7,929	-	977	8,906
Mr. Leung Tat Piu (e)	梁達標先生(e)	-	1,119	-	12	1,131
Mr. Cheng Chun Keung, Thomas (f)	鄭振強先生(f)	-	420	-	7	427
Mr. Alan Ing (g)	吳衞浩先生(g)	-	809	-	6	815
Non-executive directors:		非執行董事：				
Mr. Cheng Chi Ming, Brian	鄭志明先生	225	-	-	-	225
Mr. Tsang On Yip, Patrick (h)	曾安業先生(h)	-	-	-	-	-
Former non-executive directors:		前非執行董事：				
Ms. Cheung Nga Lai, Carol (i)	張雅麗女士(i)	-	673	-	11	684
Mr. Pei Cheng Ming (j)	裴震明先生(j)	225	-	-	-	225
Mr. Law Siu Wah (k)	羅肇華先生(k)	88	-	-	-	88
Ms. Li Zhe (l)	黎哲女士(l)	4	-	-	-	4
Independent non-executive directors:		獨立非執行董事：				
Mr. Chung Wai Kwok, Jimmy	鍾維國先生	225	-	-	-	225
Mr. Lee Kwok Chung	李國忠先生	225	-	-	-	225
Mr. Lau Shun Chuen	劉順銓先生	490	-	-	-	490
Former independent non-executive director		前獨立非執行董事：				
Mr. Chan Kong (m)	陳剛先生(m)	487	-	-	-	487
		1,969	10,975	-	1,013	13,957

**15 EMOLUMENTS FOR DIRECTORS  
AND FIVE HIGHEST PAID  
INDIVIDUALS** (Continued)

**(a) Directors' emoluments** (Continued)

- (a) Appointed on 26 March 2012
- (b) Appointed on 16 October 2012
- (c) Appointed on 1 November 2012
- (d) Re-designated as a non-executive director with effect from 30 April 2012, and removed from directorship on 7 June 2012
- (e) Resigned on 6 June 2012
- (f) Resigned on 7 October 2011
- (g) Appointed on 7 October 2011 and resigned on 18 April 2012
- (h) Appointed on 1 November 2012
- (i) Resigned on 1 November 2012
- (j) Resigned on 30 April 2012
- (k) Appointed on 14 November 2011 and resigned on 26 March 2012
- (l) Appointed as a non-executive director on 26 March 2012, re-designated as an executive director on 2 April 2012, re-designated as a non-executive director on 16 October 2012, and resigned on 17 January 2013
- (m) Resigned on 26 March 2012

**15 董事酬金及五名最高薪人士** (續)

**(a) 董事酬金** (續)

- (a) 於二零一二年三月二十六日獲委任
- (b) 於二零一二年十月十六日獲委任
- (c) 於二零一二年十一月一日獲委任
- (d) 自二零一二年四月三十日起調任為非執行董事，並於二零一二年六月七日退任董事之職
- (e) 於二零一二年六月六日辭任
- (f) 於二零一一年十月七日辭任
- (g) 於二零一一年十月七日獲委任，並於二零一二年四月十八日辭任
- (h) 於二零一二年十一月一日獲委任
- (i) 於二零一二年十一月一日辭任
- (j) 於二零一二年四月三十日辭任
- (k) 於二零一一年十一月十四日獲委任，並於二零一二年三月二十六日辭任
- (l) 於二零一二年三月二十六日獲委任為非執行董事，於二零一二年四月二日調任為執行董事，於二零一二年十月十六日調任為非執行董事，並於二零一三年一月十七日辭任
- (m) 於二零一二年三月二十六日辭任



**15 EMOLUMENTS FOR DIRECTORS AND FIVE HIGHEST PAID INDIVIDUALS** (Continued)

**(a) Directors' emoluments** (Continued)

The emoluments of each director of the Company during the year are as follows:

		For the year ended 31 March 2011 截至二零一一年三月三十一日止年度			
		Fees	Salaries, allowance and benefits in kind	Retirement schemes contributions	Total
		袍金	薪金、津貼 及實物利益	退休 計劃供款	合計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元
Executive directors:	執行董事：				
Mr. Leung Kai Kuen	梁契權先生	–	4,513	238	4,751
Mr. Leung Tat Piu	梁達標先生	–	1,008	12	1,020
Mr. Cheng Chun Keung, Thomas	鄭振強先生	–	1,100	12	1,112
Non-executive directors:	非執行董事：				
Ms. Cheung Nga Lai, Carol	張雅麗女士	–	378	12	390
Mr. Cheng Chi Ming, Brian	鄭志明先生	45	–	–	45
Mr. Pei Cheng Ming, Michael	裴震明先生	45	–	–	45
Independent non-executive directors:	獨立非執行董事：				
Mr. Chung Wai Kwok, Jimmy	鍾維國先生	190	–	–	190
Mr. Cheng Yu Hong	鄭宇航先生	51	–	–	51
Mr. Chan Kong	陳剛先生	190	–	–	190
Mr. Lee Kwok Chung	李國忠先生	140	–	–	140
Mr. Lau Shun Chuen	劉順銓先生	90	–	–	90
		751	6,999	274	8,024

During the year, no director received any emoluments from the Group as an inducement to join or leave the Group or as compensation for loss of office. No director waived or has agreed to waive any emoluments.

**15 董事酬金及五名最高薪人士(續)**

**(a) 董事酬金(續)**

本年度本公司各董事之酬金如下：

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

		Fees	Salaries, allowance and benefits in kind	Retirement schemes contributions	Total
		袍金	薪金、津貼 及實物利益	退休 計劃供款	合計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元
Executive directors:	執行董事：				
Mr. Leung Kai Kuen	梁契權先生	–	4,513	238	4,751
Mr. Leung Tat Piu	梁達標先生	–	1,008	12	1,020
Mr. Cheng Chun Keung, Thomas	鄭振強先生	–	1,100	12	1,112
Non-executive directors:	非執行董事：				
Ms. Cheung Nga Lai, Carol	張雅麗女士	–	378	12	390
Mr. Cheng Chi Ming, Brian	鄭志明先生	45	–	–	45
Mr. Pei Cheng Ming, Michael	裴震明先生	45	–	–	45
Independent non-executive directors:	獨立非執行董事：				
Mr. Chung Wai Kwok, Jimmy	鍾維國先生	190	–	–	190
Mr. Cheng Yu Hong	鄭宇航先生	51	–	–	51
Mr. Chan Kong	陳剛先生	190	–	–	190
Mr. Lee Kwok Chung	李國忠先生	140	–	–	140
Mr. Lau Shun Chuen	劉順銓先生	90	–	–	90
		751	6,999	274	8,024

年內，本集團概無向董事支付任何酬金，作為促使彼加盟或離開本集團之獎金，或作為離職補償。董事概無放棄或同意放棄任何酬金。

**15 EMOLUMENTS FOR DIRECTORS AND FIVE HIGHEST PAID INDIVIDUALS** (Continued)

**15 董事酬金及五名最高薪人士** (續)

**(b) Five highest paid individuals**

The five individuals whose emoluments were the highest in the Group during the year included 3 directors (2011: 3). Their emoluments are reflected in the analysis presented above. The emoluments payable to the remaining 2 (2011: 2) individuals during the year are as follows:

**(b) 五名最高薪人士**

年內，本集團五位最高薪人士分別包括3名董事(二零一一年：3名)。該等董事之酬金已反映於上列分析中。年內應付餘下2名人士(二零一一年：2名)之酬金如下：

		2012 二零一二年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元
Salaries, allowance and benefits in kind	薪金、津貼及實物利益	1,549	1,401
Discretionary bonus	酌情花紅	83	663
Retirement schemes contributions	退休計劃供款	20	68
		<b>1,652</b>	<b>2,132</b>

The emoluments fell within the following bands:

有關酬金介乎下列幅度：

		Number of individuals 人數	
		2012 二零一二年	2011 二零一一年
HK\$Nil to HK\$1,000,000	零港元至1,000,000港元	2	-
HK\$1,000,001 to HK\$2,000,000	1,000,001港元至2,000,000港元	-	2
		<b>2</b>	<b>2</b>

**16 PROPERTY, PLANT AND EQUIPMENT – GROUP**

**16 物業、廠房及設備－集團**

		Buildings	Leasehold improvements	Plant and machinery	Furniture, fixtures and equipment	Motor vehicles	Construction in progress	Total
		樓宇	租賃裝修	廠房及機器	傢俬、裝置及設備	汽車	在建工程	合計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元	千港元
At 1 April 2010	於二零一零年四月一日							
Cost	成本	333,822	7,789	836,134	11,192	32,582	91,021	1,312,540
Accumulated depreciation	累計折舊	(48,791)	(6,899)	(191,521)	(8,755)	(23,581)	-	(279,547)
Net book amount	賬面淨值	285,031	890	644,613	2,437	9,001	91,021	1,032,993
Year ended 31 March 2011	截至二零一一年三月三十一日止年度							
Opening net book amount	期初賬面淨值	285,031	890	644,613	2,437	9,001	91,021	1,032,993
Additions	添置	-	1,428	111,114	2,168	15,503	169,268	299,481
Transfers between categories	類別間轉撥	74,390	-	114,686	-	-	(189,076)	-
Disposals	出售	(3,045)	-	(532)	(8)	(1,043)	-	(4,628)
Depreciation	折舊	(16,831)	(491)	(63,443)	(930)	(4,561)	-	(86,256)
Exchange differences	匯兌差額	14,871	-	25,708	64	220	3,863	44,726
Closing net book amount	期終賬面淨值	354,416	1,827	832,146	3,731	19,120	75,076	1,286,316

**16 PROPERTY, PLANT AND EQUIPMENT – GROUP** (Continued)

**16 物業、廠房及設備－集團（續）**

		Leasehold Buildings improvements	Plant and machinery	Furniture, fixtures and equipment 傢俬、 裝置及設備	Motor vehicles	Construction Yacht in progress	Total		
		樓宇 租賃裝修	廠房及機器	汽車	遊艇	在建工程	合計		
		HK\$' 000	HK\$' 000	HK\$' 000	HK\$' 000	HK\$' 000	HK\$' 000		
		千港元	千港元	千港元	千港元	千港元	千港元		
Year ended 31 March 2012	截至二零一二年 三月三十一日止年度								
Opening net book amount	期初賬面淨值	354,416	1,827	832,146	3,731	19,120	-	75,076	1,286,316
De-consolidation of subsidiaries (Note 29)	附屬公司取消綜合入賬 (附註29)	(354,416)	-	(818,876)	(1,504)	(7,462)	-	(75,076)	(1,257,334)
Additions	添置	-	2,120	2,463	1,954	13,875	11,178	67,103	98,693
Disposals	出售	-	-	(76)	(7)	(5,144)	-	-	(5,227)
Write off	撇銷	-	(175)	(10)	(382)	(187)	-	-	(754)
Impairment	減值	-	-	-	-	(4,769)	(4,139)	-	(8,908)
Depreciation	折舊	-	(697)	(3,456)	(883)	(4,303)	(1,674)	-	(11,013)
Closing net book amount	期終賬面淨值	-	3,075	12,191	2,909	11,130	5,365	67,103	101,773
At 31 March 2012	於二零一二年三月三十一日								
Cost	成本	-	4,159	28,344	4,226	33,060	11,178	67,103	148,070
Accumulated depreciation and impairment	累計折舊及減值	-	(1,084)	(16,153)	(1,317)	(21,930)	(5,813)	-	(46,297)
Net book amount	賬面淨值	-	3,075	12,191	2,909	11,130	5,365	67,103	101,773

As at 31 March 2012, no buildings were pledged as collateral for the Group's borrowings (2011: HK\$138,964,000) (Note 31).

於二零一二年三月三十一日，並無樓宇經已作為本集團借貸之抵押品（二零一一年：138,964,000港元）（附註31）。

As at 31 March 2011, the buildings were located on the Group's land use rights in the PRC with leases of between 50 and 57 years.

於二零一一年三月三十一日，該等樓宇位於中國，本集團擁有土地使用權，租期介乎50至57年不等。

## 16 PROPERTY, PLANT AND EQUIPMENT – GROUP (Continued)

Depreciation of the Group's property, plant and equipment has been charged to the consolidated income statement as follows:

		2012 二零一二年 HK\$' 000 千港元	2011 二零一一年 HK\$' 000 千港元
Cost of sales	銷售成本	3,998	75,978
Administrative expenses	行政開支	7,015	10,278
		<b>11,013</b>	<b>86,256</b>

## 16 物業、廠房及設備－集團（續）

在綜合損益表扣除之本集團物業、廠房及設備之折舊如下：

## 17 LAND USE RIGHTS – GROUP

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

		2012 二零一二年 HK\$' 000 千港元	2011 二零一一年 HK\$' 000 千港元
In the PRC, held on unexpired lease terms between 10 and 50 years	在中國按以下租期持有： 未屆滿租期介乎10至50年不等	–	41,880
In Hong Kong, held on unexpired lease term of 35 years	在香港按以下租期持有： 未屆滿租期為35年	29,069	29,893
		<b>29,069</b>	<b>71,773</b>

## 17 土地使用權－集團

本集團之土地使用權權益為預付經營租金，而預付經營租金賬面淨值分析如下：

**17 LAND USE RIGHTS – GROUP**  
(Continued)

**17 土地使用權－集團（續）**

The movements of land use rights are as follows:

土地使用權之變動如下：

		<b>2012</b>	2011
		二零一二年	二零一一年
		HK\$'000	HK\$'000
		千港元	千港元
Opening net book amount	期初賬面淨值	<b>71,773</b>	40,835
Additions during the year	年內添置	–	30,237
De-consolidation of a subsidiary (Note 29)	一間附屬公司取消 綜合入賬(附註29)	<b>(41,879)</b>	–
Amortisation	攤銷	<b>(825)</b>	(1,222)
Exchange differences	匯兌差額	–	1,923
<hr/>			
Closing net book amount	期終賬面淨值	<b>29,069</b>	71,773

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

土地使用權攤銷已計入綜合損益表之「行政開支」。

As at 31 March 2012, no land use rights was pledged as collateral for the Group’s borrowings (2011: HK\$41,880,000) (Note 31).

於二零一二年三月三十一日，並無土地使用權經已作為本集團借貸之抵押品(二零一一年：41,880,000港元)(附註31)。

**18 DEFERRED INCOME TAX – GROUP**

**18 遞延所得稅－集團**

The analysis of deferred income tax assets and deferred income tax liabilities is as follows:

遞延所得稅資產及遞延所得稅負債之分析如下：

		2012 二零一二年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元
Deferred income tax assets:	遞延所得稅資產：		
– to be recovered after more than 12 months	– 於逾12個月後收回	2,884	2,391
-----			
Deferred tax liabilities:	遞延稅項負債：		
– to be settled after more than 12 months	– 於逾12個月後清償	(633)	(434)
-----			
Deferred income tax assets, net	遞延所得稅資產淨額	2,251	1,957

The gross movement on the deferred income tax account is as follows:

遞延所得稅賬目之總變動如下：

		2012 二零一二年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元
At 1 April	於四月一日	1,957	(102)
Recognised in the consolidated income statement (Note 10)	已於綜合損益表確認 (附註10)	1,373	2,059
De-consolidation of a subsidiary (Note 29)	一間附屬公司取消綜合入賬 (附註29)	(1,079)	–
-----			
At 31 March	於三月三十一日	2,251	1,957

**18 DEFERRED INCOME TAX – GROUP**  
(Continued)

The movement in deferred income tax assets/ (liabilities) during the year, without taking into consideration the offsetting of balances within the same tax jurisdiction, is as follows:

**18 遞延所得稅－集團（續）**

遞延所得稅資產／（負債）於年內之變動（不計及於相同稅務司法權區中抵銷結餘）如下：

**(a) Deferred income tax assets**

**(a) 遞延所得稅資產**

		Accelerated tax		
		Tax losses	depreciation	Total
		稅務虧損	加速稅項折舊	合計
		HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元
At 1 April 2010	於二零一零年四月一日	200	(360)	(160)
Credited to the consolidated income statement	計入綜合損益表	1,995	556	2,551
At 31 March 2011	於二零一一年三月三十一日	2,195	196	2,391
Credited/(charged) to the consolidated income statement	計入／（扣自）綜合損益表	3,427	(1,855)	1,572
Deconsolidation of a subsidiary (Note 29)	一間附屬公司取消綜合入賬（附註29）	–	(1,079)	(1,079)
At 31 March 2012	於二零一二年三月三十一日	5,622	(2,738)	2,884



**18 DEFERRED INCOME TAX – GROUP**  
(Continued)

**18 遞延所得稅－集團（續）**

**(b) Deferred income tax liabilities**

**(b) 遞延所得稅負債**

		Accelerated tax		
		Tax losses	depreciation	Total
		稅務虧損	加速稅項折舊	合計
		HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元
At 1 April 2010	於二零一零年四月一日	–	58	58
Credited/(charged) to the consolidated income statement	計入／（扣自）綜合損益表	1,065	(1,557)	(492)
At 31 March 2011	於二零一一年三月三十一日	1,065	(1,499)	(434)
Credited/(charged) to the consolidated income statement	計入／（扣自）綜合損益表	(232)	33	(199)
At 31 March 2012	於二零一二年三月三十一日	833	(1,466)	(633)

Deferred income tax assets are recognised for tax losses carried forward to the extent that the realisation of the related tax benefits through the future taxable profits is probable. As at 31 March 2012, there were unrecognised tax losses of approximately HK\$39,124,000 (2011: HK\$19,759,000) to be carried forward to offset against future taxable profits. These losses have no expiry terms.

As at 31 March 2011, deferred income tax liabilities of HK\$45,483,000 have not been recognised for the withholding tax and other taxes that would be payable on the unremitted earnings of a subsidiary in PRC. Unremitted earnings totalled HK\$1,437,622,000 as at 31 March 2011. The subsidiary has been de-consolidated since 1 April 2011.

倘相關稅務優惠可通過未來應課稅利潤變現，則可就結轉稅務虧損確認遞延所得稅資產。於二零一二年三月三十一日，未確認稅務虧損約39,124,000港元（二零一一年：19,759,000港元）將予結轉，以抵銷未來應課稅利潤。該等虧損並沒有期限。

於二零一一年三月三十一日，並未就一間中國附屬公司之未匯出盈利應繳納之預扣稅及其他稅項確認遞延所得稅負債45,483,000港元。於二零一一年三月三十一日，未匯出盈利合計為1,437,622,000港元。該附屬公司自二零一一年四月一日起已取消綜合入賬。

## 19 INVENTORIES – GROUP

## 19 存貨－集團

		2012	2011
		二零一二年	二零一一年
		HK\$'000	HK\$'000
		千港元	千港元
Raw materials, at cost	原料成本	–	52,714
Finished goods, at cost	成品成本	7,772	35,450
		<b>7,772</b>	<b>88,164</b>

The cost of inventories recognised as an expense and included in “cost of sales” amounted to approximately HK\$596,918,000 for the year ended 31 March 2012 (2011: HK\$1,220,359,000).

截至二零一二年三月三十一日止年度，確認為開支並計入「銷售成本」之存貨成本約為596,918,000港元（二零一一年：1,220,359,000港元）。

## 20 TRADE AND BILLS RECEIVABLES – GROUP

## 20 應收貿易賬款及應收票據－集團

		2012	2011
		二零一二年	二零一一年
		HK\$'000	HK\$'000
		千港元	千港元
Trade and bills receivables	應收貿易賬款及應收票據	70,991	711,897
Less: provision for impairment	減：減值撥備	(4,991)	(8,569)
Trade and bills receivables – net	應收貿易賬款及應收票據淨額	<b>66,000</b>	<b>703,328</b>

**20 TRADE AND BILLS RECEIVABLES – GROUP** (Continued)

Payment terms granted to customers are mainly cash on delivery and on credit. The average credit period ranges from 10 days to 90 days. The ageing analysis of trade and bills receivables based on due date at the balance sheet date is as follows:

**20 應收貿易賬款及應收票據－集團** (續)

客戶享有之付款條款主要分為貨到付現及賒購。一般信貸期介乎10日至90日。於結算日按到期日計之應收貿易賬款及應收票據之賬齡分析如下：

		2012 二零一二年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元
Current	即期	45,402	400,008
1 – 30 days	1 - 30日	16,996	149,420
31 – 60 days	31 - 60日	2,268	83,076
61 – 90 days	61 - 90日	161	42,378
91 – 120 days	91 - 120日	196	24,085
Over 120 days	逾120日	5,968	12,930
		<b>70,991</b>	711,897
Less: Provision for impairment	減：減值撥備	<b>(4,991)</b>	(8,569)
		<b>66,000</b>	703,328

**20 TRADE AND BILLS RECEIVABLES – GROUP** (Continued)

As at 31 March 2012, trade receivables of approximately HK\$20,598,000 (2011: HK\$303,320,000) were past due but not impaired. These relate to a number of independent customers with no history of credit default. Based on past experience, management believes 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 as fully recoverable. The ageing analysis of these trade receivables based on due date is as follows:

**20 應收貿易賬款及應收票據 – 集團**  
(續)

於二零一二年三月三十一日，約20,598,000港元(二零一一年：303,320,000港元)之應收貿易賬款經已逾期，但並未減值。上述款項與並無信貸違約紀錄之若干獨立客戶有關。根據過去經驗，管理層認為，就上述結餘無需提撥減值撥備，因為信貸質素並無顯著變化，而且上述結餘仍被視為可全數收回。上述應收貿易賬款按到期日計之賬齡分析如下：

		2012 二零一二年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元
1 – 30 days	1 – 30日	16,996	149,420
31 – 60 days	31 – 60日	2,230	83,076
61 – 90 days	61 – 90日	106	42,378
91 – 120 days	91 – 120日	196	24,085
Over 120 days	逾120日	1,070	4,361
		<b>20,598</b>	<b>303,320</b>

**20 TRADE AND BILLS RECEIVABLES – GROUP (Continued)**      **20 應收貿易賬款及應收票據 – 集團 (續)**

As at 31 March 2012, trade receivables of approximately HK\$4,991,000 (2011: HK\$8,569,000) were impaired and fully provided for. The individually impaired receivables were mainly related to smaller customers which were in financial difficulties. The ageing analysis of these non-recoverable receivables based on due date is as follows:

於二零一二年三月三十一日，約4,991,000港元(二零一一年：8,569,000港元)之應收貿易賬款經已減值並全數撥備。個別減值應收款項主要與陷入財困規模較小之客戶有關。有關未能收回應收款項按到期日計之賬齡分析如下：

		2012 二零一二年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元
31 – 60 days	31 – 60日	38	–
61 – 90 days	61 – 90日	55	–
Over 120 days	逾120日	4,898	8,569
		<b>4,991</b>	<b>8,569</b>

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

應收貿易賬款減值撥備之變動如下：

		2012 二零一二年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元
At 1 April	於四月一日	8,569	5,835
De-consolidation of a subsidiary	一間附屬公司取消綜合入賬	(4,869)	–
Provision recognised in the consolidated income statement	已於綜合損益表確認之撥備	1,291	4,659
Receivables written off during the year as uncollectible	因不可收回而於年內撇銷之應收款項	–	(1,371)
Reversal of allowance made	撥回已作出之備抵	–	(695)
Exchange differences	匯兌差額	–	141
At 31 March	於三月三十一日	<b>4,991</b>	<b>8,569</b>

**20 TRADE AND BILLS RECEIVABLES – GROUP** (Continued)

The creation and release of provision for impaired receivables have been included in “administrative expenses” in the consolidated income statement (Note 8). Amounts charged to the allowance account were generally written off, when there is no expectation of recovering additional cash.

The carrying amounts of trade and bills receivables are denominated in the following currencies:

**20 應收貿易賬款及應收票據 – 集團** (續)

已減值應收款項之新增及撥回撥備已計入綜合損益表之「行政開支」(附註8)。記錄在備抵賬戶之金額一般在預期不能收回更多現金時撇銷。

以下列貨幣計值之應收貿易賬款及應收票據賬面值：

		2012 二零一二年 HK\$' 000 千港元	2011 二零一一年 HK\$' 000 千港元
HK\$	港元	30,718	59,363
USD	美元	34,877	19,156
RMB	人民幣	405	624,809
		<b>66,000</b>	<b>703,328</b>

As at 31 March 2012, the fair values of the trade and bills receivables approximate their carrying amounts. The maximum exposure to credit risk at each balance sheet date is the carrying value of the receivables. The Group does not hold any collateral as security (2011: same).

於二零一二年三月三十一日，應收貿易賬款及應收票據之公平值與其賬面值相若。於各結算日，應收款項之最高信貸風險為其賬面值。本集團並無持有任何抵押品作為抵押(二零一一年：相同)。

**21 INTANGIBLE ASSET – GROUP**

**21 無形資產－集團**

		Club debenture 會籍債券 HK\$'000 千港元
Opening net book amount as at 1 April 2010 and 31 March 2011	於二零一零年四月一日及二零一一年 三月三十一日之期初賬面淨值	–
<hr/>		
<b>Year ended 31 March 2012</b>	<b>截至二零一二年三月三十一日止年度</b>	
Opening net book amount	期初賬面淨值	–
Addition (i)	添置(i)	1,000
<hr/>		
Closing net book amount	期終賬面淨值	1,000
<hr/>		
At 31 March 2012	於二零一二年三月三十一日	
Cost	成本	1,000
Accumulated amortisation and impairment	累計攤銷及減值	–
<hr/>		
		<b>1,000</b>

(i) On 27 July 2011, the Group purchased a club debenture in Hong Kong at HK\$1,000,000.

(i) 於二零一一年七月二十七日，本集團以1,000,000港元於香港購入會籍債券。

**22 PREPAYMENTS, DEPOSITS AND OTHER RECEIVABLES – GROUP**

**22 預付款項、按金及其他應收款項－集團**

		2012 二零一二年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元
Non-current portion	非即期部分		
Prepayments for purchase of property, plant and equipment	購買物業、廠房及設備之預付款項	732	287,183
Prepayments for acquisition of trademarks and distribution network	收購商標及分銷網絡之預付款項	–	145,833
Others	其他	71	837
		<b>803</b>	<b>433,853</b>
-----			
Current portion	即期部分		
Deposits placed with suppliers	向供應商付出之按金	6,634	48,337
Prepayments to suppliers	向供應商支付之預付款項	368	21,259
Other receivables from third parties (note a)	來自第三方之其他應收款項 (附註a)	9,592	7,935
Other prepayments	其他預付款項	9,671	10,697
		<b>26,265</b>	<b>88,228</b>
-----			
Total	總計	<b>27,068</b>	<b>522,081</b>

As at 31 March 2012, the fair values of the prepayments, deposits and other receivables approximate their carrying amounts and are mainly denominated in HK\$. The maximum exposure to credit risk at each balance sheet date is the carrying value of each class of receivables mentioned above. The Group does not hold any collateral as security (2011: same).

於二零一二年三月三十一日，預付款項、按金及其他應收款項之公平值與其賬面值相若，並主要以港元計值。於各結算日，最高信貸風險為上述各類別應收款項之賬面值。本集團並無持有任何抵押品作為抵押（二零一一年：相同）。



## 22 PREPAYMENTS, DEPOSITS AND OTHER RECEIVABLES – GROUP (Continued)

As at 31 March 2012, deposits and prepayments of approximately HK\$178,000 were impaired and written off (2011: balance of HK\$500,000 was provided for and HK\$1,000,000 was written off). The other classes within prepayments, deposits and other receivables do not contain impaired assets.

*Note a:* Other receivables due from third parties are unsecured, interest-free and repayable on demand.

## 22 預付款項、按金及其他應收款項－集團（續）

於二零一二年三月三十一日，按金及預付款項約178,000港元已減值及撇銷（二零一一年：結餘500,000港元已作撥備及1,000,000港元已撇銷）。預付款項、按金及其他應收款項之其他類別項目中不包含減值資產。

*附註a：* 其他應收第三方款項為無抵押、免息及須應要求償還。

## 23 CASH AND CASH EQUIVALENTS AND RESTRICTED BANK DEPOSITS

## 23 現金及現金等價物及受限制銀行存款

		Group 本集團		Company 本公司	
		2012 二零一二年	2011 二零一一年	2012 二零一二年	2011 二零一一年
		HK\$' 000 千港元	HK\$' 000 千港元	HK\$' 000 千港元	HK\$' 000 千港元
Cash in hand	手頭現金	43	678	–	–
Cash at bank	銀行現金	748,402	1,493,444	650,918	1,123,307
Total cash and cash equivalents		748,445	1,494,122	650,918	1,123,307
Restricted bank deposits	受限制銀行存款	910	–	–	–
		749,355	1,494,122	650,918	1,123,307

## 23 CASH AND CASH EQUIVALENTS AND RESTRICTED BANK DEPOSITS (Continued)

Cash and cash equivalents are denominated in the following currencies:

		Group 本集團		Company 本公司	
		2012 二零一二年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元
Cash at bank and in hand	銀行及手頭現金				
RMB	人民幣	661,281	1,358,056	599,474	1,067,340
HK\$	港元	70,846	130,546	51,444	55,967
USD	美元	17,187	5,469	-	-
Euro ("EUR")	歐元	1	14	-	-
Australian dollars ("AUD")	澳元	40	37	-	-
		<b>749,355</b>	<b>1,494,122</b>	<b>650,918</b>	<b>1,123,307</b>

As at 31 March 2012, the restricted bank deposits were denominated in HK\$. They were mainly pledged to a supplier to secure supply.

## 23 現金及現金等價物及受限制銀行存款(續)

以下列貨幣計值之現金及現金等價物：

		Group 本集團		Company 本公司	
		2012 二零一二年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元
Cash at bank and in hand	銀行及手頭現金				
RMB	人民幣	661,281	1,358,056	599,474	1,067,340
HK\$	港元	70,846	130,546	51,444	55,967
USD	美元	17,187	5,469	-	-
Euro ("EUR")	歐元	1	14	-	-
Australian dollars ("AUD")	澳元	40	37	-	-
		<b>749,355</b>	<b>1,494,122</b>	<b>650,918</b>	<b>1,123,307</b>

於二零一二年三月三十一日，受限制銀行存款以港元計值，主要已抵押予供應商以獲取供應。

		Group 本集團		Company 本公司	
		2012 二零一二年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元
Maximum exposure to credit risk on cash and cash equivalents and restricted bank deposits	現金及現金等價物及受限制銀行存款之最高信貸風險	749,312	1,493,444	650,918	1,123,307

The conversion of RMB denominated balances into foreign currencies and the remittance of such bank balances and cash out of PRC are subject to the relevant rules and regulations of foreign exchange control promulgated by the PRC government.

換算以人民幣計值結餘為外幣，以及從中國匯出有關銀行結餘及抽調現金，受中國政府頒佈之有關外匯管制規則及規例所規限。

**23 CASH AND CASH EQUIVALENTS AND RESTRICTED BANK DEPOSITS (Continued)**

Cash at bank earns interest at floating rates based on prevailing bank deposit rates.

Cash, cash equivalents and bank overdrafts include the following for the purpose of the consolidated statement of cash flows:

**23 現金及現金等價物及受限制銀行存款 (續)**

銀行現金根據當前銀行存款利率計算之浮息賺取利息。

就綜合現金流量表而言，現金、現金等價物及銀行透支包括如下各項：

		Group 本集團	
		2012 二零一二年	2011 二零一一年
		HK\$' 000 千港元	HK\$' 000 千港元
Cash and cash equivalents	現金及現金等價物	748,445	1,494,122
Bank overdrafts (Note 25)	銀行透支(附註25)	(1,278)	(1,605)
		<b>747,167</b>	<b>1,492,517</b>

**24 LONG-TERM BORROWINGS – GROUP**

The maturities of the total borrowings at respective balance sheet dates are as follows:

**24 長期借貸－集團**

於有關結算日之總借貸到期日如下：

		2012 二零一二年	2011 二零一一年
		HK\$' 000 千港元	HK\$' 000 千港元
Bank borrowings, secured	有抵押銀行借貸	–	28,572
Less: current portion included in current liabilities	減：包括於流動負債之即期部分	–	(14,286)
Long-term borrowings	長期借貸	–	14,286

## 24 LONG-TERM BORROWINGS – GROUP (Continued)

The maturities of the total borrowings at respective balance sheet dates are as follows:

		2012 二零一二年 HK\$' 000 千港元	2011 二零一一年 HK\$' 000 千港元
Within 1 year	1年內	–	14,286
Between 1 and 2 years	1至2年	–	14,286
		–	28,572

The bank borrowings are denominated in the following currencies:

		2012 二零一二年 HK\$' 000 千港元	2011 二零一一年 HK\$' 000 千港元
RMB	人民幣	–	28,572

The bank loans were at floating rates and exposed the Group to cash flow interest rate risk. The effective interest rate was 6.72% per annum as at 31 March 2011.

The borrowings of approximately HK\$28,572,000 as at 31 March 2011 were secured by land use rights and buildings of Huizhou Fook Woo (Note 31).

At 31 March 2011, all the borrowings were secured by personal guarantees provided by a director and corporate guarantees by certain subsidiaries.

The fair values of the borrowings approximated their carrying amounts at 31 March 2011 as all the borrowings were carried at floating rate interests.

## 24 長期借貸－集團（續）

於有關結算日之總借貸到期日如下：

		2012 二零一二年 HK\$' 000 千港元	2011 二零一一年 HK\$' 000 千港元
Within 1 year	1年內	–	14,286
Between 1 and 2 years	1至2年	–	14,286
		–	28,572

銀行借貸以如下貨幣計值：

		2012 二零一二年 HK\$' 000 千港元	2011 二零一一年 HK\$' 000 千港元
RMB	人民幣	–	28,572

銀行貸款以浮息計算，令本集團面對現金流利率風險。於二零一一年三月三十一日，實際年利率為6.72%。

於二零一一年三月三十一日，約28,572,000港元之借貸以惠州福和之土地使用權及樓宇作抵押（附註31）。

於二零一一年三月三十一日，所有借貸均由一名董事提供之個人擔保及若干附屬公司之企業擔保作抵押。

由於所有借貸均以浮息計算，於二零一一年三月三十一日，借貸之公平值與其賬面值相若。

**25 SHORT-TERM BORROWINGS – GROUP**

**25 短期借貸-集團**

		2012 二零一二年 HK\$' 000 千港元	2011 二零一一年 HK\$' 000 千港元
Bank overdrafts	銀行透支	1,278	1,605
Short-term bank loans	短期銀行貸款	28,800	100,900
<b>Total</b>	<b>總計</b>	<b>30,078</b>	<b>102,505</b>

The short-term bank borrowings are denominated in the following currencies:

短期銀行借貸以如下貨幣計值：

		2012 二零一二年 HK\$' 000 千港元	2011 二零一一年 HK\$' 000 千港元
HK\$	港元	30,078	40,005
RMB	人民幣	-	62,500
<b>Total</b>	<b>總計</b>	<b>30,078</b>	<b>102,505</b>

The fair values of short-term bank borrowings approximate their carrying amounts at each balance sheet date as the impact of discounting is not significant.

於各結算日，由於折現之影響並不重大，故短期銀行借貸之公平值與其賬面值相若。

At 31 March 2012, short-term bank loans of HK\$28,800,000 (2011: HK\$100,900,000) were arranged at floating rates, thus exposed the Group to cash flow interest rate risk. The effective interest rate as at 31 March 2012 was 2.35% per annum (2011: 5.87% per annum).

於二零一二年三月三十一日，28,800,000港元（二零一一年：100,900,000港元）之短期銀行借貸以浮息計算，令本集團面對現金流利息風險。於二零一二年三月三十一日，實際年利率為2.35%（二零一一年：年利率5.87%）。

At 31 March 2012, no short-term bank loan was secured by land use rights and buildings (2011: HK\$62,500,000) (Note 31).

於二零一二年三月三十一日，並無短期銀行貸款以土地使用權及樓宇作抵押（二零一一年：62,500,000港元）（附註31）。

**26 TRADE AND OTHER PAYABLES – GROUP**

**26 應付貿易賬款及其他應付款項—集團**

		2012 二零一二年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元
Trade payables	應付貿易賬款	20,774	74,346
Other payables:	其他應付款項：		
– Other PRC taxes payable	– 其他應付中國稅項	–	40,605
– Accrued expenses	– 應計開支	23,378	41,100
– Receipts in advance from customers	– 客戶預先墊款	1,775	5,476
– Other payables for construction in progress	– 在建工程其他應付 款項	30	33,381
Others	其他	11	1,342
		<b>45,968</b>	<b>196,250</b>

The aging analysis of trade payables based on due date at the balance sheet date is as follows:

於結算日，應付貿易賬款賬齡分析如下：

		2012 二零一二年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元
Current	即期	16,948	62,294
1 – 30 days	1 – 30日	1,277	5,939
31 – 60 days	31 – 60日	140	790
61 – 90 days	61 – 90日	65	236
91 – 120 days	91 – 120日	49	150
Over 120 days	逾120日	2,295	4,937
		<b>20,774</b>	<b>74,346</b>

## 26 TRADE AND OTHER PAYABLES – GROUP (Continued)

The carrying amounts of trade and other payables are denominated in the following currencies:

		Group 本集團	
		2012 二零一二年	2011 二零一一年
		HK\$'000 千港元	HK\$'000 千港元
HK\$	港元	41,853	45,365
USD	美元	2,340	2,340
RMB	人民幣	–	143,069
		<b>44,193</b>	<b>190,774</b>

As at 31 March 2012, the fair values of the trade and other payables approximate their carrying amounts (2011: same).

## 26 應付貿易賬款及其他應付款項—集團(續)

以下列貨幣計值之應付貿易賬款及其他應付款項賬面值：

於二零一二年三月三十一日，應付貿易賬款及其他應付款項之公平值與其賬面值相若(二零一一年：相同)。

## 27 SHARE CAPITAL

### (a) Authorised share capital of the Company

Authorised:	法定：
5,000,000,000 ordinary shares of HK\$0.10 each	5,000,000,000股每股面值0.10港元之普通股

## 27 股本

### (a) 本公司之法定股本

		2012 二零一二年	2011 二零一一年
		HK\$'000 千港元	HK\$'000 千港元
		<b>500,000</b>	<b>500,000</b>

## 27 SHARE CAPITAL (Continued)

## 27 股本(續)

### (b) Issued share capital of the Company

### (b) 本公司之已發行股本

		Note 附註	Number of Ordinary Shares 普通股股數	Ordinary Shares 普通股 HK\$ 港元
At 1 April 2010	於二零一零年四月一日		2,000,000,000	200,000,000
Shares issued pursuant to exercise of the over-allotment option	因行使超額配股權而發行之股份	(i)	93,000,000	9,300,000
Issuance of new shares	發行新股份	(ii)	366,275,000	36,627,500
At 31 March 2011	於二零一一年三月三十一日		2,459,275,000	245,927,500
Repurchase of shares	購回股份	(iii)	(48,108,000)	(4,810,800)
At 31 March 2012	於二零一二年三月三十一日		2,411,167,000	241,116,700

(i) On 9 April 2010, the over-allotment option as detailed in the Company's prospectus dated 19 March 2010 was fully exercised and the Company issued an aggregate of 93,000,000 new shares at the offer price of HK\$2.3 per share. Gross proceeds in relation to the over-allotment amounted to HK\$213,900,000.

(i) 於二零一零年四月九日，根據二零一零年三月十九日刊發之本公司招股章程所詳述之超額配股權獲悉數行使，本公司按每股2.3港元之發售價發行合共93,000,000股新股份。與超額配股有關之所得款項總額為213,900,000港元。



## 27 SHARE CAPITAL (Continued)

### (b) Issued share capital of the Company

(Continued)

- (ii) On 7 October 2010, the Company and Chow Tai Fook Nominee Limited (the "Subscriber") entered into a conditional subscription agreement pursuant to which the Company agreed to issue and the Subscriber agreed to subscribe for an aggregate of 366,275,000 new shares of the Company at the subscription price of HK\$2.4 per share for a total consideration of HK\$879,060,000. The transaction was completion on 26 October 2010.
- (iii) During the year, the Company repurchased a total of 48,108,000 of its own shares on the Stock Exchange at prices ranging from HK\$1.48 to HK\$1.88 per share, for a total consideration of HK\$82,984,000. The repurchased shares were cancelled. The premium of approximately HK\$78,173,000 paid on the repurchase shares was debited to the share premium account.

## 28 RESERVES

### (a) Group

#### (i) Capital reserve

Capital reserve represented the difference between (i) the aggregate of the consideration for the acquisitions under common control upon the reorganisation during the year ended 31 March 2010 (the "Reorganisation"); and (ii) the aggregate of the share capital and share premium of the entities transferred to the Group pursuant to the Reorganisation.

## 27 股本(續)

### (b) 本公司之已發行股本(續)

- (ii) 於二零一零年十月七日，本公司與周大福代理人有限公司(「認購人」)訂立有條件認購協議，據此，本公司同意發行而認購人同意按每股2.4港元之認購價認購本公司合共366,275,000股新股份，總代價為879,060,000港元。是項交易已於二零一零年十月二十六日完成。
- (iii) 於年內，本公司按介乎每股1.48港元至1.88港元之價格，於聯交所購回其本身股份合共48,108,000股，總代價為82,984,000港元。所購回之股份已註銷。購回股份已付之溢價約78,173,000港元已於股份溢價賬扣除。

## 28 儲備

### (a) 本集團

#### (i) 資本儲備

資本儲備為以下兩者之差額：(i)於截至二零一零年三月三十一日止年度之重組(「重組事項」)進行時在同一控制架構下作出收購之代價總和；及(ii)根據重組事項撥入本集團之實體股本及股份溢價之總和。

## 28 RESERVES (Continued)

### (a) Group (Continued)

#### (ii) Exchange reserve

The exchange reserve represented the foreign exchange differences arising from the translation of the financial statements of Huizhou Fook Woo. The reserve is dealt with in accordance with the accounting policies set out in Note 2.

#### (iii) Statutory reserve

In accordance with the relevant regulations and the articles of association, a subsidiary of the Group incorporated in the PRC, Huizhou Fook Woo is required to allocate at least 10% of its after-tax profit determined according to PRC accounting standards and regulations to the statutory reserve until such reserve has reached 50% of registered capital. Appropriations to the enterprise expansion fund and staff welfare and bonus fund are at the discretion of the board of directors of Huizhou Fook Woo. These reserves can only be used for specific purposes and are not distributable or transferable in the form of loans, advances, or cash dividends. During the year ended 31 March 2011, no appropriations were made to the statutory reserve as such reserve has reached 50% of the registered capital of Huizhou Fook Woo. Upon the de-consolidation of Huizhou Fook Woo during the year ended 31 March 2012, the statutory reserve of approximately HK\$96,487,000 was transferred from statutory reserve to accumulated losses as at 31 March 2012.

## 28 儲備(續)

### (a) 本集團(續)

#### (ii) 換算儲備

換算儲備指折算惠州福和之財務報表所產生之匯兌差額。該儲備按照附註2載列之會計政策處理。

#### (iii) 法定儲備

根據有關法規及組織章程細則，在中國註冊成立之本集團附屬公司惠州福和須按照中國會計標準及法規，分配其至少10%除稅後利潤至法定儲備，直至該儲備達致註冊資本之50%。惠州福和董事會可酌情將資金調配至企業擴張基金及員工福利與紅利基金，有關儲備僅可作特定用途，不得以貸款、墊款或現金紅利之方式分派或轉讓。於截至二零一一年三月三十一日止年度，由於法定儲備已達致惠州福和註冊資本之50%，故並無對儲備進行調配。惠州福和於截至二零一二年三月三十一日止年度取消綜合入賬後，約96,487,000港元已於二零一二年三月三十一日從法定儲備調配至累計虧損。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS  
綜合財務報表附註

**28 RESERVES** (Continued)

**28 儲備** (續)

**(b) Company**

**(b) 本公司**

		Share capital	Share premium	(Accumulated losses)/ retained earnings (累計虧損)/ 保留溢利	Total
		股本	股份溢價	保留溢利	合計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元
Balance as at 1 April 2010	於二零一零年四月一日之結餘	200,000	1,923,706	(9,014)	2,114,692
Profit for the year	年度利潤	-	-	11,061	11,061
Share issued pursuant to the exercised of over allotment option	因行使超額配股權而發行之股份	9,300	204,600	-	213,900
Issuance of new shares	發行新股份	36,628	842,432	-	879,060
Share issuance costs	股份發行成本	-	(30,207)	-	(30,207)
Balance as at 31 March 2011	於二零一一年三月三十一日之結餘	245,928	2,940,531	2,047	3,188,506
Loss for the year	年度虧損	-	-	(601,823)	(601,823)
Transactions with owners	與擁有人之交易				
Repurchase of shares (Note 27)	購回股份(附註27)	(4,811)	(78,173)	-	(82,984)
Balance as at 31 March 2012	於二零一二年三月三十一日之結餘	241,117	2,862,358	(599,776)	2,503,699

**29 INVESTMENTS IN SUBSIDIARIES/  
DE-CONSOLIDATED SUBSIDIARIES  
AND DUE FROM/(TO)  
SUBSIDIARIES/DE-CONSOLIDATED  
SUBSIDIARIES**

**29 於附屬公司／取消綜合入賬附屬公司之投資及應收／(應付)附屬公司／取消綜合入賬附屬公司款項**

		Group 本集團		Company 本公司	
		2012	2011	2012	2011
		二零一二年	二零一一年	二零一二年	二零一一年
		HK\$' 000	HK\$' 000	HK\$' 000	HK\$' 000
		千港元	千港元	千港元	千港元
Consolidated subsidiaries:	綜合入賬附屬公司：				
Investments at cost,	按成本計算投資，非上市股份				
unlisted shares		-	-	967,944	967,944
Due from subsidiaries	應收附屬公司款項	-	-	361,545	1,105,636
		-	-	1,329,489	2,073,580
De-consolidated Subsidiaries:	取消綜合入賬附屬公司：				
Investments at cost,	按成本計算投資，				
unlisted shares (2012: HK\$8)	非上市股份 (二零一二年：8港元)	-	-	-	-
Due from De-consolidated Subsidiaries	應收附屬公司款項	2,262,677	-	1,157,845	-
Less: provision for impairment	減：減值撥備	(1,730,505)	-	(625,673)	-
		532,172	-	532,172	-
Due to consolidated subsidiaries	應付綜合入賬附屬公司款項	-	-	(390)	(632)

The amounts due from/(to) subsidiaries and the De-consolidated Subsidiaries are denominated in HK\$.

應收／(應付)附屬公司及取消綜合入賬附屬公司之款項以港元為單位。

**29 INVESTMENTS IN SUBSIDIARIES/  
DE-CONSOLIDATED SUBSIDIARIES  
AND DUE FROM/(TO)  
SUBSIDIARIES/DE-CONSOLIDATED  
SUBSIDIARIES (Continued)**

The following is a list of the principal subsidiaries which have been consolidated as at and for the year ended at 31 March 2012:

**29 於附屬公司／取消綜合入賬附屬公司之投資及應收／(應付)附屬公司／取消綜合入賬附屬公司款項(續)**

於二零一二年三月三十一日及截至該日止年度已綜合入賬之主要附屬公司如下表呈列：

Name 名稱	Place and date of incorporation/establishment 註冊成立/ 成立地點及日期	Particulars of issued paid-in capital 實繳股本詳情	Effective interest held 所持實際權益	Principal activities and place of operation 主營業務及經營地點
Directly held: 直接持有：				
Fook Woo International Limited 福和國際有限公司	The BVI/16 March 2007 英屬維爾京群島/ 二零零七年三月十六日	Ordinary US\$50,030 普通股50,030美元	100%	Investment holding/ Hong Kong 投資控股/香港
Indirectly held: 間接持有：				
Fook Woo Wastepaper (BVI) Company Limited 福和廢紙(維爾京群島)有限公司	The BVI/23 March 2009 英屬維爾京群島/ 二零零九年三月二十三日	Ordinary US\$1 普通股1美元	100%	Investment holding/ Hong Kong 投資控股/香港
Fook Woo Assorted Paper (BVI) Company Limited 福和紙業世界(維爾京群島)有限公司	The BVI/23 March 2009 英屬維爾京群島/ 二零零九年三月二十三日	Ordinary US\$1 普通股1美元	100%	Investment holding/ Hong Kong 投資控股/香港
Fook Woo Environmental Technologies (BVI) Company Limited 福和環保科技(維爾京群島)有限公司	The BVI/23 March 2009 英屬維爾京群島/ 二零零九年三月二十三日	Ordinary US\$1 普通股1美元	100%	Investment holding/ Hong Kong 投資控股/香港
Fook Woo CMDS (BVI) Company Limited 福和密件處理服務(維爾京群島)有限公司	The BVI/23 March 2009 英屬維爾京群島/ 二零零九年三月二十三日	Ordinary US\$1 普通股1美元	100%	Investment holding/ Hong Kong 投資控股/香港

**29 INVESTMENTS IN SUBSIDIARIES/  
DE-CONSOLIDATED SUBSIDIARIES  
AND DUE FROM/(TO)  
SUBSIDIARIES/DE-CONSOLIDATED  
SUBSIDIARIES (Continued)**

The following is a list of the principal subsidiaries which have been consolidated as at and for the year ended at 31 March 2012: (Continued)

**29 於附屬公司／取消綜合入賬附屬公司之投資及應收／(應付)附屬公司／取消綜合入賬附屬公司款項(續)**

於二零一二年三月三十一日及截至該日止年度已綜合入賬之主要附屬公司如下表呈列：(續)

Name 名稱	Place and date of incorporation/establishment 註冊成立/ 成立地點及日期	Particulars of issued paid-in capital 實繳股本詳情	Effective interest held 所持實際權益	Principal activities and place of operation 主營業務及經營地點
Fook Woo Waste Paper Company Limited 福和廢紙有限公司	Hong Kong/28 September 1993 香港/一九九三年九月二十八日	HK\$1,000,000 1,000,000港元	100%	Trading of recovered paper/Hong Kong 買賣回收紙/香港
Fook Woo Assorted Paper Company Limited 福和紙業世界有限公司	Hong Kong/15 December 1997 香港/一九九七年十二月十五日	HK\$1,000,000 1,000,000港元	100%	Trading of tissue paper products and recycled greyboard/Hong Kong 買賣生活用紙及再造 灰板紙/香港
Confidential Materials Destruction Service Limited 密件處理服務有限公司	Hong Kong/22 June 1979 香港/一九七九年六月二十二日	HK\$10,000 10,000港元	100%	Provision of confidential materials destruction service/Hong Kong 提供機密材料銷毀服務/ 香港
Fook Woo Environmental Technologies Limited 福和環保科技有限公司	Hong Kong/23 October 2002 香港/二零零二年十月二十三日	HK\$1,000,000 1,000,000港元	100%	Procurement of waste paper/Hong Kong 採購廢紙/香港
Fook Woo Promotion Limited 福和策劃有限公司	Hong Kong/17 September 2010 香港/二零一零年九月十七日	HK\$1 1港元	100%	Investment holding/ Hong Kong 投資控股/香港
Fook Woo Paper Agency Company Limited 福和紙業代理有限公司	The BVI/28 November 2011 英屬維爾京群島/ 二零一一年十一月二十八日	Ordinary US\$1 普通股1美元	100%	Investment holding/ Hong Kong 投資控股/香港

**29 INVESTMENTS IN SUBSIDIARIES/  
DE-CONSOLIDATED SUBSIDIARIES  
AND DUE FROM/(TO)  
SUBSIDIARIES/DE-CONSOLIDATED  
SUBSIDIARIES (Continued)**

The following is a list of the principal subsidiaries which have been consolidated as at and for the year ended at 31 March 2012: (Continued)

Name 名稱	Place and date of incorporation/establishment 註冊成立/ 成立地點及日期	Particulars of issued paid-in capital 實繳股本詳情	Effective interest held 所持實際權益	Principal activities and place of operation 主營業務及經營地點
Huizhou Fook Woo Paper Company Limited 惠州福和紙業有限公司	Hong Kong/4 December 2007 香港/二零零七年十二月四日	HK\$1 1港元	100%	Inactive 非營業

The following is a list of the subsidiaries which have been de-consolidated from 1 April 2011 (the De-consolidated Subsidiaries):

Name 名稱	Place and date of incorporation/establishment 註冊成立/ 成立地點及日期	Particulars of issued paid-in capital 實繳股本詳情	Effective interest held 所持實際權益	Principal activities and place of operation 主營業務及經營地點
Wealthy Peaceful Company Limited (formerly known as Fook Woo Paper (BVI) Company Limited) 富都太平有限公司(前稱福和造紙 (維爾京群島)有限公司)	The BVI/23 March 2009 英屬維爾京群島/ 二零零九年三月二十三日	Ordinary US\$1 普通股1美元	100%	Investment holding/ Hong Kong 投資控股/香港
Golddoor Company Limited 金益多有限公司	Hong Kong/29 April 1981 香港/一九八一年四月二十九日	HK\$500,000 500,000港元	100%	Investment holding/ Hong Kong 投資控股/香港
Huizhou Fook Woo <sup>#</sup> 惠州福和 <sup>#</sup>	PRC/26 March 1996 中國/一九九六年三月二十六日	HK\$74,702,492 74,702,492港元	100%	Manufacturing and sales of tissue paper products and recycled greyboard and sales of recovered paper/PRC 產銷生活用紙及再造灰板紙 以及銷售回收紙/中國

<sup>#</sup> The company is a wholly foreign-owned enterprise.

**29 於附屬公司／取消綜合入賬附屬公  
司之投資及應收／(應付)附屬公司  
／取消綜合入賬附屬公司款項(續)**

於二零一二年三月三十一日及截至該日止年度  
已綜合入賬之主要附屬公司如下表呈列：(續)

下列附屬公司自二零一一年四月一日起已取消  
綜合入賬(取消綜合入賬附屬公司)：

<sup>#</sup> 該公司為外商獨資企業。

**29 INVESTMENTS IN SUBSIDIARIES/  
DE-CONSOLIDATED SUBSIDIARIES  
AND DUE FROM/(TO)  
SUBSIDIARIES/DE-CONSOLIDATED  
SUBSIDIARIES (Continued)**

The English names of certain subsidiaries represented the best effort by management of the Company in translating their Chinese names as they do not have official English names.

As explained in Note 2.1, due to the loss of a substantial portion of books and records and serious doubt over the authenticity of certain accounting records of Huizhou Fook Woo, the financial results, assets and liabilities of the De-consolidated Subsidiaries have not been included in the consolidated financial statements of the Group since 1 April 2011.

Details of the net assets of the De-consolidated Subsidiaries as at 1 April 2011 are set out below.

**29 於附屬公司／取消綜合入賬附屬公司之投資及應收／(應付)附屬公司／取消綜合入賬附屬公司款項(續)**

由於若干附屬公司並無正式英文譯名，故有關英文名稱代表本公司管理層對其中文名稱之英文翻譯。

誠如附註2.1所闡釋，由於惠州福和遺失大部分賬簿和記錄以及其若干會計記錄之真確性備受嚴重質疑，故取消綜合入賬附屬公司之資產及負債自二零一一年四月一日起已無計入本集團之綜合財務報表內。

下文載列取消綜合入賬附屬公司於二零一一年四月一日之資產淨值。



**29 INVESTMENTS IN SUBSIDIARIES/  
DE-CONSOLIDATED SUBSIDIARIES  
AND DUE FROM/(TO)  
SUBSIDIARIES/DE-CONSOLIDATED  
SUBSIDIARIES (Continued)**

**29 於附屬公司／取消綜合入賬附屬公  
司之投資及應收／(應付)附屬公司  
／取消綜合入賬附屬公司款項(續)**

		2012 二零一二年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元
Net assets	資產淨值		
Property, plant and equipment (Note 16)	物業、廠房及設備(附註16)	1,257,334	-
Land use rights (Note 17)	土地使用權(附註17)	41,879	-
Prepayments, deposits and other receivables	預付款項、按金及其他應收款項	506,411	-
Deferred income tax assets (Note 18)	遞延所得稅資產(附註18)	1,079	-
Trade and bills receivables	應收貿易賬款及應收票據	624,261	-
Inventories	存貨	83,365	-
Cash and cash equivalents	現金及現金等價物	350,788	-
Net amounts due to fellow subsidiaries and the ultimate holding company	應付同系附屬公司及最終 控股公司之款項淨額	(2,025,058)	-
Trade and other payables	應付貿易賬款及其他應付款項	(145,808)	-
Bank borrowings	銀行借貸	(91,072)	-
Current income tax liabilities	即期所得稅負債	(42,211)	-
		560,968	-
Loss on de-consolidation of subsidiaries	附屬公司取消綜合入賬 產生之虧損	(415,549)	-
Exchange reserve released upon de-consolidation	取消綜合入賬時撥回匯兌儲備	(145,419)	-
		-	-
Analysis of net outflow of cash and cash equivalents arising from de-consolidation of subsidiaries	因附屬公司取消綜合入賬產生之 現金及現金等價物淨流出分析	(350,788)	-

### 30 NOTE TO THE CONSOLIDATED CASH FLOW STATEMENTS

### 30 綜合現金流量表附註

Reconciliation of (loss)/profit before income tax to net cash generated from operations:

除所得稅前(虧損)/利潤與經營業務所得現金淨額之對賬：

		2012 二零一二年 HK\$' 000 千港元	2011 二零一一年 HK\$' 000 千港元
<b>(Loss)/profit before income tax</b>	<b>除所得稅前(虧損)/利潤</b>	<b>(2,143,134)</b>	<b>554,904</b>
<b>Adjustments for:</b>	<b>就以下項目調整：</b>		
– Loss on de-consolidation of subsidiaries	– 附屬公司取消綜合入賬產生之虧損	<b>415,549</b>	–
– Impairment of amounts due from the De-consolidated Subsidiaries	– 應收取消綜合入賬附屬公司款項之減值	<b>1,730,505</b>	–
– Loss on disposals of property, plant and equipment, net	– 出售物業、廠房及設備之虧損淨額	<b>829</b>	2,155
– Amortisation of land use rights	– 土地使用權攤銷	<b>825</b>	1,222
– Impairment of property, plant and equipment	– 物業、廠房及設備減值	<b>8,908</b>	–
– Depreciation of property, plant and equipment	– 物業、廠房及設備折舊	<b>11,013</b>	86,256
– Write off of property, plant and equipment	– 撇銷物業、廠房及設備	<b>754</b>	–
– Provision for impairment of trade receivables	– 應收貿易賬款減值撥備	<b>1,291</b>	4,659
– Provision for impairment of deposits and prepayments to suppliers	– 向供應商支付按金及預付款項減值撥備	–	500
– Direct write off of trade receivables	– 直接撇銷應收貿易賬款	–	709
– Direct write off of deposits and prepayments to suppliers	– 直接撇銷向供應商支付按金及預付款項	<b>178</b>	1,000
– Finance costs	– 融資成本	<b>719</b>	7,469
– Interest income	– 利息收入	<b>(10,752)</b>	(8,818)
<b>Operating profit before working capital changes</b>	<b>營運資本變動前經營利潤</b>	<b>16,685</b>	<b>650,056</b>
– Inventories	– 存貨	<b>(2,973)</b>	(22,323)
– Trade and bills receivables	– 應收貿易賬款及應收票據	<b>11,776</b>	(337,081)
– Prepayments, deposits and other receivables	– 預付款項、按金及其他應收款項	<b>(10,517)</b>	(27,013)
– Amounts due from related companies	– 應收有關連公司款項	<b>(136)</b>	(481)
– Trade and other payables	– 應付貿易賬款及其他應付款項	<b>(4,474)</b>	17,603
– Amount due to a director	– 應付一名董事款項	–	14,110
– Amounts due to a related company	– 應付一間有關連公司款項	<b>12,081</b>	(27)
– Amounts due from De-consolidated Subsidiaries	– 應收取消綜合入賬附屬公司款項	<b>(237,619)</b>	–
Cash (used in)/generated from operations	經營業務(所用)/所產生之現金	<b>(215,177)</b>	<b>294,844</b>

**30 NOTE TO THE CONSOLIDATED  
CASH FLOW STATEMENTS**  
(Continued)

In the consolidated statement of cash flows, proceeds from disposals of property, plant and equipment comprises:

		2012 二零一二年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元
Net book amount (Note 16)	賬面淨值(附註16)	5,227	4,628
Loss on disposals of property, plant and equipment (Note 7)	出售物業、廠房及設備之 虧損(附註7)	(829)	(2,155)
Proceeds from disposal of property, plant and equipment	出售物業、廠房及設備之 所得款項	4,398	2,473

**30 綜合現金流量表附註(續)**

於綜合現金流量表內，出售物業、廠房及設備之所得款項包括：

**31 PLEDGE OF ASSETS**

During the year, the Group had the following pledge of assets as collateral to secure the Group's borrowings:

		2012 二零一二年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元
At net book value:	按賬面淨值：		
Land use rights (Note 17)	土地使用權(附註17)	-	41,880
Buildings in the PRC (Note 16)	在中國之樓宇(附註16)	-	138,964
		-	180,844

**31 資產質押**

年內，本集團質押如下資產作為抵押品，以獲取對本集團之借貸：

At 31 March 2011, borrowings totalling approximately HK\$129,471,000 were secured by corporate guarantees by certain subsidiaries.

於二零一一年三月三十一日，借貸合共約129,471,000港元乃由若干附屬公司提供企業擔保而獲得。

### 32 FINANCIAL INSTRUMENTS BY CATEGORY

### 32 各類金融工具

Group	本集團			
			Loans and receivables 貸款及應收款項	
			2012 二零一二年	2011 二零一一年
		Note 附註	HK\$' 000 千港元	HK\$' 000 千港元
<b>Assets per consolidated balance sheet</b>	<b>綜合資產負債表 項下之資產</b>			
Trade and bills receivables	應收貿易賬款及 應收票據	20	66,000	703,328
Other receivables	其他應收款項	22	9,592	7,935
Amounts due from related companies	應收有關連公司款項	35(b)	1,322	1,186
Amounts due from De-consolidated Subsidiaries	應收取消綜合入賬 附屬公司款項	29	532,172	-
Cash and cash equivalents	現金及現金等價物	23	748,445	1,494,122
Restricted bank deposits	受限制銀行存款	23	910	-
<b>Total</b>	<b>總計</b>		<b>1,358,441</b>	<b>2,206,571</b>
			Other financial liabilities 其他金融負債	
			2012 二零一二年	2011 二零一一年
		Note 附註	HK\$' 000 千港元	HK\$' 000 千港元
<b>Liabilities per consolidated balance sheet</b>	<b>綜合資產負債表 項下之負債</b>			
Trade and other payables	應付貿易賬款及 其他應付款項	26	44,193	190,774
Short-term bank borrowings	短期銀行借貸	25	30,078	102,505
Long-term borrowings	長期借貸	24	-	28,572
Amount due to a related company	應付一間有關連公司款項	35(b)	12,081	-
<b>Total</b>	<b>總計</b>		<b>86,352</b>	<b>321,851</b>

**32 FINANCIAL INSTRUMENTS BY  
 CATEGORY (Continued)**

**32 各類金融工具(續)**

<b>Company</b>		本公司	<b>Loans and receivables</b>	
			<b>貸款及應收款項</b>	
			2012	2011
			二零一二年	二零一一年
		Note	HK\$'000	HK\$'000
		附註	千港元	千港元
<b>Assets per balance sheet</b>	<b>資產負債表項下之資產</b>			
Other receivable	其他應收款項		1,855	991
Amounts due from De-consolidated	應收取消綜合入賬			
Subsidiaries	附屬公司款項	29	532,172	-
Cash and cash equivalents	現金及現金等價物	23	650,918	1,123,307
<b>Total</b>	<b>總計</b>		<b>1,184,945</b>	<b>1,124,298</b>
			<b>Other financial liabilities</b>	
			<b>其他金融負債</b>	
			2012	2011
			二零一二年	二零一一年
		Note	HK\$'000	HK\$'000
		附註	千港元	千港元
<b>Liabilities per balance sheet</b>	<b>資產負債表項下之負債</b>			
Other payables	其他應付款項		10,345	8,740
Amounts due to subsidiaries	應付附屬公司款項	29	390	632
<b>Total</b>	<b>總計</b>		<b>10,735</b>	<b>9,372</b>

### 33 OPERATING LEASE COMMITMENTS

The future aggregate minimum lease payments under non-cancellable operating leases in respect of land and buildings are as follows:

### 33 經營租賃承擔

就土地及樓宇根據不可撤銷經營租賃支付之未來最低總租金如下：

		2012 二零一二年 HK\$' 000 千港元	2011 二零一一年 HK\$' 000 千港元
Not later than one year	不多於一年	13,670	10,225
Later than one year and not later than five years	多於一年，但在五年內	14,781	9,489
Later than five years	多於五年	-	4,235
		<b>28,451</b>	<b>23,949</b>

### 34 CAPITAL COMMITMENTS

### 34 資本承擔

		2012 二零一二年 HK\$' 000 千港元	2011 二零一一年 HK\$' 000 千港元
Contracted but not provided for:	已訂約但未撥備：		
- Property, plant and equipment	- 物業、廠房及設備	15,897	317,821
- Acquisition of trademarks and distribution network	- 收購商標及分銷網絡	-	41,666
- Others	- 其他	-	700
		<b>15,897</b>	<b>360,187</b>

### 35 RELATED PARTY TRANSACTIONS

### 35 有關連人士交易

(a) The following transactions were carried out with related parties during the year:

(a) 以下為年內與有關連人士進行之交易：

		2012 二零一二年 HK\$' 000 千港元	2011 二零一一年 HK\$' 000 千港元
<b>Non-continuing:</b>	<b>已終止：</b>		
Construction expenditure paid to Vibro (H.K.) Limited (“Vibro”) (note (iv) below)	支付Vibro (H.K.) Limited (「Vibro」) 之建造開支(下文附註(iv))	63,887	-
Rental expenses in respect of land and buildings paid to China Gold Industries Limited (“China Gold”) (Note (i) below)	就土地及樓宇支付中金實業有限公司(「中金」)之租金開支(下文附註(i))	513	984
Rental expenses in respect of land and building paid to Junway Investment Limited (“Junway”) (Note (ii) below)	就土地及樓宇支付真途投資有限公司(「真途」)之租金費開支(下文附註(ii))	900	404
Purchase of motor vehicle from Junway Investment Limited (“Junway”) (Note (iii) below)	向真途投資有限公司(「真途」)購買汽車(下文附註(iii))	365	-
<b>Continuing:</b>	<b>持續：</b>		
Sales to Huizhou Fook Woo	向惠州福和進行銷售	243,942	-
Purchase from Huizhou Fook Woo	向惠州福和進行採購	225,153	-
Rental expenses in respect of land and buildings paid to E&I Development Limited (“E&I”) (Note (i) below)	就土地及樓宇支付益佳發展有限公司(「益佳」)之租金開支(下文附註(i))	3,000	3,000
Management fee paid and payable to Fook Woo Waste Paper Company (Note (v) below)	支付及應付福和紙業公司之管理費(下文附註(v))	1,581	960
Management fee paid and payable to Lai Wah Shipping Company (“Lai Wah”) (Note (vi) below)	支付及應付勵華運輸公司(「勵華」)之管理費(下文附註(vi))	1,576	984

### 35 RELATED PARTY TRANSACTIONS (Continued)

**(a) The following transactions were carried out with related parties during the year:**  
(Continued)

Note:

- (i) These represented the rental expenses for leasing of office space and an ex-director's quarters paid to E&I and China Gold, respectively. The controlling shareholders of E&I are the son and daughter of Mr. Leung Kai Kuen, one of the substantial shareholders of the Company. The controlling shareholder of China Gold is a close family member of Mr. Leung Kai Kuen. The rental expenses were charged at pre-determined rates mutually agreed between both parties.
- (ii) The amount represented the rental expenses for leasing of an ex-director's quarter paid to Junway, a company owned by a close family member of Mr. Leung Kai Kuen, one of the substantial shareholders of the Company. The transaction was entered into in the normal course of business based on terms mutually agreed by both parties.
- (iii) The amount represented purchase of a motor vehicle from Junway, a company owned by a close family member of Mr. Leung Kai Kuen, one of the substantial shareholders of the Company. The transaction was entered into in the normal course of business based on terms mutually agreed by both parties.
- (iv) The amount represented charges for construction services at the Tseung Kwan O industrial site provided by Vibro, a company indirectly owned by one of the substantial shareholders of the Company. The transaction was entered into in the normal course of business based on terms mutually agreed by both parties.

### 35 有關連人士交易 (續)

**(a) 以下為年內與有關連人士進行之交易：**  
(續)

附註：

- (i) 有關金額指租用辦公室樓面及前董事宿舍而分別向益佳及中金支付之租金開支。益佳之控股股東為本公司主要股東之一梁契權先生之一子一女。中金之控股股東為梁契權先生之一名親屬。租金開支按雙方事先協定之費率收取。
- (ii) 有關款項指已付真途(由本公司主要股東之一梁契權先生之一名親屬擁有之公司)有關租賃一名前董事宿舍之租金開支。該交易按雙方事先協定之正常商業條款進行。
- (iii) 有關款項指向真途(由本公司主要股東之一梁契權先生之一名親屬擁有之公司)購買一輛汽車。該交易按雙方事先協定之正常商業條款進行。
- (iv) 有關款項指就Vibro(由本公司其中一名主要股東間接擁有之公司)於將軍澳工業地盤提供建造服務相關之支出。該交易按雙方事先協定之正常商業條款進行。



### 35 RELATED PARTY TRANSACTIONS (Continued)

#### (a) The following transactions were carried out with related parties during the year:

(Continued)

Note: (Continued)

- (v) The amount represented waste paper management services provided by Fook Woo Waste Paper Company, a company owned by Mr. Leung Tat Piu, an ex-director of the Company at the Tai Po packing station. These transactions were entered into in the normal course of business based on terms mutually agreed by both parties.
- (vi) The amount represented waste loading services provided by Lai Wah. The sole proprietor of Lai Wah is Mr. Leung Kai Kuen, one of the substantial shareholders of the Company. These transactions were entered into in the normal course of business based on terms mutually agreed by both parties.
- (vii) In prior years, Mr. Leung Kai Kuen, one of the substantial shareholders of the Company and Ms. Tam Ming Luen, the then substantial shareholder of the Company, have entered into a deed of indemnity with the Group under which they have agreed to indemnify on a joint and several basis each member of the Group in respect of the cash payment for any additional tax assessment for the year of assessment 2002/2003 and any other notices of additional assessment that may be received by any member of the Group for and including the 2003/2004, 2004/2005 and 2005/2006 tax years through the 2009/2010 tax year (Note 4(e)).

#### (b) Year-end balances with related parties

The amounts due from/(to) related companies were denominated in HK\$. The balances are unsecured, interest-free and repayable on demand. The carrying values of these balances approximate their fair values.

### 35 有關連人士交易(續)

#### (a) 以下為年內與有關連人士進行的交易： (續)

附註：(續)

- (v) 有關款項指福和廢紙公司(由本公司一名前董事梁達標先生擁有之公司)於大埔包裝站提供之廢紙管理服務。該等交易按雙方事先協定之正常商業條款進行。
- (vi) 有關款項指勵華提供之載運廢料服務。勵華之唯一擁有人為本公司主要股東之一梁契權先生。該等交易按雙方事先協定之正常商業條款進行。
- (vii) 於過往年度，本公司主要股東之一梁契權先生及本公司當時之主要股東譚鳴鸞女士已與本集團訂立彌償契約，據此，彼等同意就二零零二／二零零三課稅年度之任何額外稅務評估之現金付款，以及本集團任何成員公司可能接獲二零零三／二零零四、二零零四／二零零五及二零零五／二零零六課稅年度至二零零九／二零一零課稅年度之任何補加評稅通知書，共同及個別向本集團成員公司作出彌償(附註4(e))。

#### (b) 與有關連人士之年終結餘

應收／(應付)有關連公司之款項以港元計值。有關結餘為無抵押、免息及應要求償還。有關結餘之賬面值與其公平值相若。

### 35 RELATED PARTY TRANSACTIONS (Continued)

### 35 有關連人士交易(續)

**(b) Year-end balances with related parties**  
(Continued)

Amounts due from related companies, net of impairment provisions are disclosed as follows:

**(b) 與有關連人士之年終結餘(續)**

應收有關連公司之款項扣除減值撥備後披露如下：

Name 名稱	Relationship 關係	2012 二零一二年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元
<b>Related companies:</b> 有關連公司：			
Huizhou Fook Woo 惠州福和	A de-consolidated subsidiary of the Company 本公司之取消綜合入賬附屬公司	532,172	-
China Gold 中金	Controlling shareholder is a close family member of Mr. Leung Kai Kuen, one of the substantial shareholders of the Company 控股股東為本公司主要股東之一梁契權先生之一名親屬	-	164
E&I 益佳	Controlling shareholders are the son and daughter of Mr. Leung Kai Kuen, one of the substantial shareholders of the Company 控股股東為本公司主要股東之一梁契權先生之一子一女	562	512
Fook Foo Waste Paper Company 福和廢紙公司	A company wholly-owned by Mr. Leung Tat Pui, an ex-director of the Company 由本公司前董事梁達標先生全資擁有之公司	447	240
Lai Wah 勵華	Sole proprietor is Mr. Leung Kai Kuen, one of the substantial shareholders of the Company 唯一擁有人梁契權先生為本公司其中一名主要股東	163	120
Junway 真途	A company owned by a close family member of Mr. Leung Kai Kuen, one of the substantial shareholders of the Company 由本公司主要股東之一梁契權先生之一名親屬擁有之公司	150	150

**35 RELATED PARTY TRANSACTIONS**  
(Continued)

**(b) Year-end balances with related parties**  
(Continued)

The information relating to the amounts due from related companies, disclosed pursuant to Section 161B of the Hong Kong Companies Ordinance, is as follows:

Name	名稱	Maximum amount outstanding during 未結清之最高金額	
		2012 二零一二年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元
China Gold	中金	164	167
E&I	益佳	562	512
Fook Woo Waste Paper Company	福和廢紙公司	605	320
Lai Wah	勵華	533	120
Junway	真途	150	150

Amount due to a related company is disclosed as follows:

Name 名稱	Relationship 關係	2012 二零一二年 HK\$'000 千港元		2011 二零一一年 HK\$'000 千港元	
		Vibro	A company indirectly owned by one of the substantial shareholders of the Company 由本公司其中一名主要股東間接擁有之公司	12,081	–

**35 有關連人士交易 (續)**

**(b) 與有關連人士之年終結餘 (續)**

有關應收有關連公司款項之資料，根據香港公司條例第161B條披露如下：

應付一間有關連公司之款項披露如下：

### 36 SHARE OPTION SCHEME

Pursuant to the resolutions in writing passed by all shareholders of the Company on 11 March 2010, the Company adopted a share option scheme on 11 March 2010 (the “Share Option Scheme”). The purpose of the share option scheme is to provide incentives to the Group’s employees including the executive directors and non-executive directors and any advisers, consultants, suppliers, customers and agents (each “eligible participant”). The Board of Directors of the Company may, at any time within 10 years after the date of adoption of the Share Option Scheme, make an offer to any participant. The subscription price for shares granted pursuant to the Share Option Scheme shall be determined by the Board of Directors of the Company in its absolute discretion but shall not be less than the highest of:

- the closing price of the shares of the Company stated in the Stock Exchange’s daily quotations sheet on the business day on which an offer is made to a participant;
- the average of the closing prices of the shares stated in the Stock Exchange’s daily quotations sheets for the five business days immediately preceding the date on which such offer is made; and
- the nominal value of a share of the Company.

The total number of shares which may be issued upon exercise of all options granted under the Share Option Scheme must not, in aggregate, exceed 10% of the total number of shares in issue immediately following the completion of the Global Offering and the capitalisation issue but excluding the effect of the over-allotment. The 10% limit may be refreshed with the approval by the shareholders. The maximum number of shares which may be issued upon exercise of all outstanding options granted, and yet to be exercised, under the Share Option Scheme and any other share option schemes of the Company must not exceed 30% of the issued share capital of the Company from time to time.

### 36 購股權計劃

根據本公司所有股東於二零一零年三月十一日通過之書面決議案，本公司於二零一零年三月十一日採納一項購股權計劃（「購股權計劃」）。購股權計劃旨在獎勵本集團僱員，包括執行董事及非執行董事，以及任何顧問、諮詢專家、供應商、客戶及代理商（各稱「合資格參與者」）。本公司董事會可於採納購股權計劃之日後十年內任何時間向任何參與者作出要約。根據購股權計劃所授出股份之認購價由本公司董事會全權酌情釐定，且不得低於下列水平（以較高者為準）：

- 於向參與者作出要約之營業日，本公司股份於聯交所每日報價表上之收市價；
- 緊接作出要約之日前五個營業日股份於聯交所每日報價表上之平均收市價；及
- 本公司股份之面值。

根據購股權計劃可能發行之股份總數不得超過緊隨全球發售及資本化發行完成後（不包括超額配股之影響）已發行股份總數之10%。10%之限制可透過取得股東批准更新。根據購股權計劃及本公司任何其他購股權計劃授出及有待行使之所有尚未行使購股權在行使時可予發行之股份總數，不得超過本公司不時已發行股本之30%。

### 36 SHARE OPTION SCHEME (Continued)

The total number of shares issued and to be issued upon exercise of all options granted under the Share Option Scheme to each participant (including both exercised, cancelled and outstanding options) in any 12-month period shall not exceed 1% of the total number of issued shares of the Company. Any further grant of share options in excess of this limit is subject to shareholders' approval in a general meeting.

Share options granted to a director, chief executive or substantial shareholder of the Company, or to any of their associates, are subject to approval in advance by the independent non-executive directors of the Company. In addition, if shares issued and to be issued upon exercise of all options granted under the Share Option Scheme (including options exercised, cancelled and outstanding) to a participant who is a substantial shareholder or an independent nonexecutive director of the Company, or any of their associates, in any 12-month period (i) represent in aggregate more than 0.1% of the total number of shares in issue, and (ii) have an aggregate value, based on the closing price of the shares of the Company at the date of each grant, in excess of HK\$5,000,000, the proposed grant of option must be approved by the shareholders of the Company in a general meeting.

An offer of options must be accepted within 30 days from the date of offer, upon payment of a consideration of HK\$1 by the grantee. The exercise period of any option granted under the Share Option Scheme shall not be longer than 10 years from the date of grant of the relevant option. There is no minimum period for which an option must be held before the exercise of the option except otherwise imposed by the Board of Directors of the Company. As at 31 March 2012, no share option had been granted under the Share Option Scheme (31 March 2011: same).

### 36 購股權計劃 (續)

在任何十二個月期間，根據購股權計劃向各合資格參與者授出之所有購股權(包括已行使、已註銷及尚未行使之購股權)獲行使時，已發行及將予發行之股份總數不得超過本公司已發行股份總數之1%。進一步授出之購股權若超過此限額，則須於股東大會上取得股東批准方可作實。

授予本公司董事、主要行政人員或主要股東或其任何聯繫人士之購股權均須事先取得本公司獨立非執行董事之批准。此外，倘在任何十二個月期間，根據購股權計劃向身為本公司主要股東或獨立非執行董事或其任何聯繫人士之參與者授出之所有購股權(包括已行使、已註銷及尚未行使之購股權)獲行使時，已發行及將予發行之股份(i)合共超過已發行股份總數之0.1%及(ii)根據各授出日期本公司股份之收市價計算之合共價值超過5,000,000港元，建議授出之購股權則須於股東大會上獲本公司股東批准。

授出之購股權必須於授出日期起計三十日內接納，而承接人須支付1港元之代價。根據購股權計劃授出之任何購股權之行使期不應超過相關購股權授出日期起計十年。除非本公司董事會另有規定，否則購股權概無須持有最短期間方可行使之規定。於二零一二年三月三十一日，並無根據購股權計劃授出購股權(二零一一年三月三十一日：相同)。

### 37 EVENTS AFTER THE BALANCE SHEET DATE

#### (a) Commencement of liquidation of the De-Consolidated Subsidiaries

On 31 January 2013, Wealthy Peaceful, a wholly owned subsidiary of the Group, commenced members' voluntary liquidation, and provisional liquidators were appointed on the same date. The liquidation involves the liquidation of Wealthy Peaceful, and its wholly owned subsidiaries, namely Golddoor and Huizhou Fook Woo (Note 2.1). The liquidation is still in progress as at the date of this report.

#### (b) Disposal of certain motor vehicles and a yacht, and recognition of impairment loss arising from the disposal

Between May 2012 and September 2012, the Group disposed of certain motor vehicles and a yacht with total cost of approximately HK\$6,546,000 and HK\$11,000,000 respectively. An impairment loss on property, plant and equipment of HK\$8,908,000 was recorded in the consolidated income statement for the year ended 31 March 2012 based on their respective selling prices subsequent to year end (2011: Nil).

### 37 結算日後事項

#### (a) 取消綜合入賬附屬公司展開清盤

於二零一三年一月三十一日，本集團之全資附屬公司富都太平展開股東自願清盤，並於同日委任臨時清盤人。有關清盤涉及將富都太平及其全資附屬公司金益多及惠州福和清盤(附註2.1)。

#### (b) 出售若干汽車及一艘遊艇，並確認因出售產生之減值虧損

於二零一二年五月至二零一二年九月期間，本集團出售若干汽車及一艘遊艇，總成本分別約為6,546,000港元及11,000,000港元。截至二零一二年三月三十一日止年度之綜合損益表內錄得物業、廠房及設備之減值虧損8,908,000港元，乃根據各項目於年結後之售價而列賬(二零一一年：無)。

# FIVE YEAR FINANCIAL SUMMARY

## 五年財務概要

### RESULTS

### 業績

		Year ended 31 March				
		截至三月三十一日止年度				
		2008	2009	2010	2011	2012
		二零零八年	二零零九年	二零一零年	二零一一年	二零一二年
		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
Turnover	營業額	1,178,945	1,098,549	1,422,556	2,126,487	<b>750,230</b>
Gross Profit	毛利	393,917	383,087	513,007	756,756	<b>115,415</b>
Profit/(loss) before income tax	除稅前利潤／ (虧損)	250,717	200,327	337,784	554,904	<b>(2,143,134)</b>
Income tax expenses	所得稅開支	9,873	27,737	46,445	88,014	<b>9,582</b>
Profit/(loss) for the year	年度利潤／ (虧損)	240,844	172,590	291,339	466,890	<b>(2,152,716)</b>

### ASSETS AND LIABILITIES

### 資產及負債

		As at 31 March				
		於三月三十一日				
		2008	2009	2010	2011	2012
		二零零八年	二零零九年	二零一零年	二零一一年	二零一二年
		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	947,656	1,171,629	2,717,094	4,170,383	<b>1,518,415</b>
Total liabilities	總負債	386,796	437,985	521,282	369,972	<b>99,123</b>
Total equity	總權益	560,860	733,644	2,195,812	3,800,411	<b>1,419,292</b>