

Contents

目录



Financial Highlights	3	财务摘要
Chairman's Statement	4	主席报告书
Management Discussion and Analysis	6	管理层讨论与分析
Group Structure	9	集团架构
Corporate Information	10	公司资料
Directors' Report	11	董事会报告
Corporate Governance Report	23	企业管治报告
Independent Auditors' Report	35	独立核数师报告
Consolidated Statement of Comprehensive Income	38	综合全面收益表
Consolidated Statement of Financial Position	39	综合财务状况表
Statement of Financial Position	41	财务状况表
Consolidated Cash Flow Statement	42	综合现金流量表
Consolidated Statement of Changes in Equity	44	综合权益变动表
Notes to the Financial Statements	45	财务报表附注
Five Year Financial Summary	98	五年财务摘要



Financial Highlights

财务摘要

Annual results for the year ended 31 March 2010

截至2010年3月31日年度业绩

- Turnover
- Profit before income tax
- As at 31 March 2010 Shareholders' fund
- Earnings per share

- 营业额
- 除所得税前溢利
- 于2010年3月31日股东权益总额
- 每股溢利

Turnover (HK\$'000)

Profit attributable to shareholders (HK\$'000)

Basic earnings per share (HK cents)

Proposed final dividend per share (HK cents)

Net asset value (HK\$'000)

营业额(千港元)

股东应占溢利(千港元)

每股基本溢利(港仙)

建议末期股息每股(港仙)

资产净值(千港元)

Turnover

Cost of sales

Gross profit

Other income

Selling and distribution expenses

Administrative expenses

Fair value change on derivative financial instruments

Valuation deficit on building

Finance costs

Profit before income tax

Income tax expense

Profit for the year

Other comprehensive income

Exchange gain on translation of financial statements of foreign operations

Surplus on revaluation of properties held for own use

Tax effect relating to components of other comprehensive income

Other comprehensive income for the year, net of tax

Total comprehensive income for the year

Basic earnings per share

营业额

销售成本

毛利

其他收益

销售及分销成本

行政开支

衍生金融工具之公平值变动

物业重估减值

财务费用

除所得税前溢利

所得税开支

年度溢利

其他全面收益

换算海外附属公司财务报表的汇兑差异

物业重估收益

其他全面收益之税项影响

年度其他全面收益(除税后)

年度全面收益合计

每股基本溢利

HK\$447m
HK\$50m

4.47亿港元
0.50亿港元

HK\$235m
HK18 cents

2.35亿港元
18港仙

2010
二零一零年
446,910

2009
二零零九年
361,102

41,047
17.8

25,006
10.8

3.0

2.5

235,202

198,731

2010
二零一零年
HK\$'000
千港元
446,910

2009
二零零九年
HK\$'000
千港元
361,102

(279,824)

(221,973)

167,086

139,129

807

2,330

(80,755)

(75,983)

(36,344)

(32,368)

(322)

(676)

(115)

(112)

(653)

(1,758)

49,704

30,562

(8,657)

(5,556)

41,047

25,006

326

18

6,400

3,387

(907)

(219)

5,819

3,186

46,866

28,192

17.8 cents 港仙

10.8 cents 港仙

Chairman's Statement

主席报告书

Dear Shareholders

We are pleased to present the annual report for the year ended 31 March 2010. With your support and the efforts of my fellow colleagues, we have achieved new records in sales and operating profit, since our listing in April 2000, to mark the 10th Anniversary of our becoming a publicly listed group. Consolidating our years of experience in China, we have formally taken part in prominent supply and installation projects in Shanghai, one of the most promising cities in China. We are acting now and embarking on this "Bon Voyage" to China.

We have broken new grounds where for the first time, the business generated in the mainland represents 17% of our Group turnover. We look forward to a healthy growth in our China operations, as the neon lights that shine on Shanghai Expo and continue to brighten up the skyline of Shanghai in night, this division shall continue to become a significant contributor to our future success. Our business voyage to China shall continue not only in Pearl River and Yangtze delta but also sail upstream to other cities, such as Dalian, Tianjin and Chongqing, for business opportunities.

In the past few months, we have noted that the fiscal control among the European Union countries result in the revaluation of Euro which couples with the appreciation in Renminbi is going to enhance our profit margin as a significant portion of our imports are from these countries. We are pleased to note that China economy continues its track of recovery after the worldwide recession while cautiously monitoring its effects on Hong Kong in particular the luxurious housing market.

At home, despite the temporary uncertainties in economic well beings, during this period of 10 years, the Group has steered itself towards the world premier division in supplying branded products, this year we steam into the furniture and leather goods products as the exclusive agent for world renowned brands, B&B Italia and Poltrona Frau, making ourselves a supplier for luxurious living from bathroom, kitchen into the living rooms. We have indeed observed that better city brings in better life.



TSE Sun Fat, Henry 谢新法

Chairman

11 June 2010

主席

二零一零年六月十一日

各位股东：

我们欣然提呈截至二零一零年三月三十一日止年度年报。得到各股东鼎力支持及全人的奋进，本集团营业额及税前盈利刷新自成功上市以来的纪录，多少也为集团上市十周年志庆平添一分光彩。我们留港发展的同时，也掌握供应本地豪宅项目累积之经验，与内地供应商协同，于有关大型的发展项目提供产品供应及安装服务。我们在朝气蓬勃的上海踏出具标志性的一步，向国内市场迈进。本集团启航中国，正式起锚。

现时国内业务占本集团之17%，破历年纪录，情况令人欣喜，我们展望国内业务可以进一步的增长。国内经济发展一日千里，藉著上海世界博览会刺激当地经济，华灯璀璨，见证著工商业发展更上一层楼，除了成为华东经济的火车头外，与全国各地之联系川流不息，推动全国发展，为本集团带来各种挑战与商机，延续著珠江及长江三角洲一带经济起飞，我们还整装待发，准备于内陆城市如大连、天津和重庆拓展业务，扩大集团于国内之业务规模。

由于集团产品主要进口自欧洲，近月欧盟区内之财政控制令欧罗币值调整及人民币汇率弹性加大，相信对本集团未来之毛利率有一定的帮助。中国国内经济摆脱全球衰退之威胁，重拾升轨，而我们密切注意此对本港之影响，特别是豪宅市场发展。

本集团上市十年，在香港打下稳固的基础，展望能乘风破浪，克服短期经济不稳之影响。我们逐渐延伸业务至代理世界级名牌产品，本年度更成为家俬及皮革制品知名品牌B&B Italia及Poltrona Frau的独家代理，使本集团提供更全面之高级家居产品系列，包括高级卫浴、厨房设备及家俬，让城市令生活更加美好。



Management Discussion and Analysis

管理层讨论与分析

The following discussion provides information and contribution to revenue, operating profit, profit after tax, financial condition, liquidity and capital expenditure of the Group.

Results of Operations

We announce that an operating profit of HK\$49.7 million (2009: HK\$30.6 million), an increase of 62%, while profit after tax amounts to HK\$41.0 million (2009: HK\$25.0 million), an increase of 64% with the Group turnover amounts to HK\$446.9 million (2009: HK\$361.1 million) an increase of 24% from last year.

2010 marks the 10th Anniversary of E. Bon becoming a publicly listed group in Hong Kong. This year we have broken new records in sales and shareholders' funds. We are pleased to report that we have made a significant step in our operations in China, diffusing the negative impacts as a result of financial uncertainties in different parts of the world. Our gross margin maintains at 37% (2009: 39%) reflecting the higher cost of goods sold in China when incorporating duties and other dues for importing our products into Mainland. The administrative expenses of HK\$36.3 million (2009: HK\$32.4 million), despite a significant growth in sales and profitability demonstrates the effectiveness in our cost control; while the increase of 6% in selling and distribution expenses to HK\$80.8 million (2009: HK\$76.0 million) reflects the expenses in gaining dealerships and agency for prestige products.

Wholesales/Retails

As mentioned in the interim report, despite the slowing down of building projects in Hong Kong and the activities in the secondary housing market, our retail operations remain steady this year. With the benefit of the favourable exchange rates, we expect the margin will improve in the forthcoming year. Meanwhile, the current market in Hong Kong allows us to allocate further resources and focus on our China operations that has yielded a positive result this year. The sales in kitchen fittings in Hong Kong and the sales made in the Commercial and Hotel complex Lujiazui, Shanghai have made a significant contribution to our profitability. The China sales has now accounted for 17% of our sales (2009: 1%) and we are monitoring our operation results closely and optimistically.

Financial Resources and Liquidity

The Group continues to expand its business lines and volume while maintaining a prudent financial management policy, the current ratio and quick ratio are 2.88 (2009: 3.18) and 1.94 (2009: 2.03) respectively, while the cash and bank balances amounted to HK\$51.9 million

以下讨论提供有关本集团收益贡献、经营溢利、除税后溢利、财政状况、流动资金及资本开支之资料。

经营业绩

本集团录得经营溢利49,700,000港元(二零零九年: 30,600,000港元), 增幅为62%, 而除税后溢利则达41,000,000港元(二零零九年: 25,000,000港元), 增幅为64%, 本集团营业额为446,900,000港元(二零零九年: 361,100,000港元), 较去年增加24%。

二零一零年为怡邦行成为香港上市公司的第十周年, 营业额及股东权益均破集团历年纪录。我们欣然宣布本集团克服外围经济不稳的影响, 业务于国内取得可观的成绩, 为集团于国内的发展竖立里程碑。本集团毛利率维持于37%(二零零九年: 39%), 反映国内对进口产品徵收较高之各种税项及费用。另外, 行政开支只增加至36,300,000港元(二零零九年: 32,400,000港元), 远低于营业额及盈利能力之增长, 确认本集团的成本控制措施行之有效; 由于代理著名品牌成本较高, 销售及分销成本上升6%至80,800,000港元(二零零九年: 76,000,000港元)。

批发/零售

正如中期业绩报告指出, 虽然本港建筑项目与二手房屋市场发展放缓, 本集团之零售业务仍维持稳定。我们展望受惠于汇率之变动, 毛利率将得到改善。本港房屋市场的表现促使本集团进一步投放资源于国内以扩大发展规模, 而集团于国内亦取得相当之业绩。此外, 本集团于本港之厨柜销售及于上海陆家嘴之商住项目产品提供已为本年度带来利润。国内业务占营业额之17%(二零零九年: 1%), 我们以谨慎积极的态度去经营国内之业务。

财政资源及流动资金

本集团在不断扩展业务及提升销售额之余, 仍维持审慎之财务管理政策, 流动比率及速动比率分别为2.88(二零零九年: 3.18)及1.94(二零零九年: 2.03), 而于二零一零年三月三十一日之现金及银行结余额为



as at 31 March 2010 (2009: HK\$39.1 million). The Group gearing ratio (the ratio of total liabilities to the sum of total liabilities and equity) increased to 32% as at 31 March 2010 (2009: 29%). The interest-bearing borrowings of the Group amounted to HK\$60.9 million (2009: HK\$44.9 million) including trade finance such as trust receipt loans for imports.

The Group has adopted a prudent hedging policy against foreign exchange risk on imported products. The borrowing and cash balances are primarily denominated in Hong Kong Dollars, the foreign exchange risk in this aspect is insignificant.

People

As at 31 March 2010, our loyal workforce which is a major ingredient to our successful operation increased to 173 (2009: 147).

Future Prospects

In Hong Kong, we are gradually establishing ourselves as a premier league player in the supply of branded products in furniture and leather goods. These products aim to serve individuals and families, who are less affected by the financial uncertainties, via our newest division. We plan to open our specialty showroom for B&B Italia and Poltrona Frau for which we are the exclusive agent.

The success in our China operations is based on years of hard work in laying the foundation and gaining confidence with our customers, this allows us to compete with local suppliers in participating projects in Shanghai, one of the most promising cities in China. Building on our experience in supplying the luxurious housing market in Hong Kong, we are eagerly looking forward to taking part in similar residential and theme park construction projects on the outskirts of Shanghai. We expect the effects of Shanghai Expo continue to radiate to other parts of the Country, and we shall increase our presence there.

As part of the group expansion in our operations in China, this year we acquired a subsidiary, Shanghai Techpro Interior Decoration Co. Ltd., which undertakes interior decoration and project management.

51,900,000港元(二零零九年: 39,100,000港元)。于二零一零年三月三十一日, 本集团资本负债比率(即负债总额相对负债总额与股东股本总和之比率)上升至32%(二零零九年: 29%)。本集团之有息借贷为60,900,000港元(二零零九年: 44,900,000港元), 其中包括入口信托收据贷款等贸易融资。

本集团就进口产品采取审慎之对冲政策以消除外汇风险。借款及现金结余主要以港元为单位, 故此方面之外汇风险微不足道。

人力资源

于二零一零年三月三十一日, 我们的员工人数上升至173名(二零零九年: 147名), 彼等尽忠职守, 为集团的业务成就作出重大贡献。

展望

在香港, 本集团逐渐延伸业务至代理世界级名牌傢俬及皮革制品, 以较少受经济动荡之客户为销售对象。本集团现为知名品牌B&B Italia及Poltrona Frau的独家代理, 并计划于下半年度为品牌开设专门店。

在国内, 本集团经年的努力取得客户信任, 为今日的成功奠定基石。本集团藉著于本港的销售经验及商誉, 得以加入国内市场与当地供应商协同, 尤其是于上海项目的高度参与, 成绩令人欣喜。上海世界博览会带来之机遇带动全国发展, 我们展望集团利用于本港向豪宅项目供应产品之经验, 为国内相类之住宅项目及主题公园供应产品, 为集团发展注入新动力。

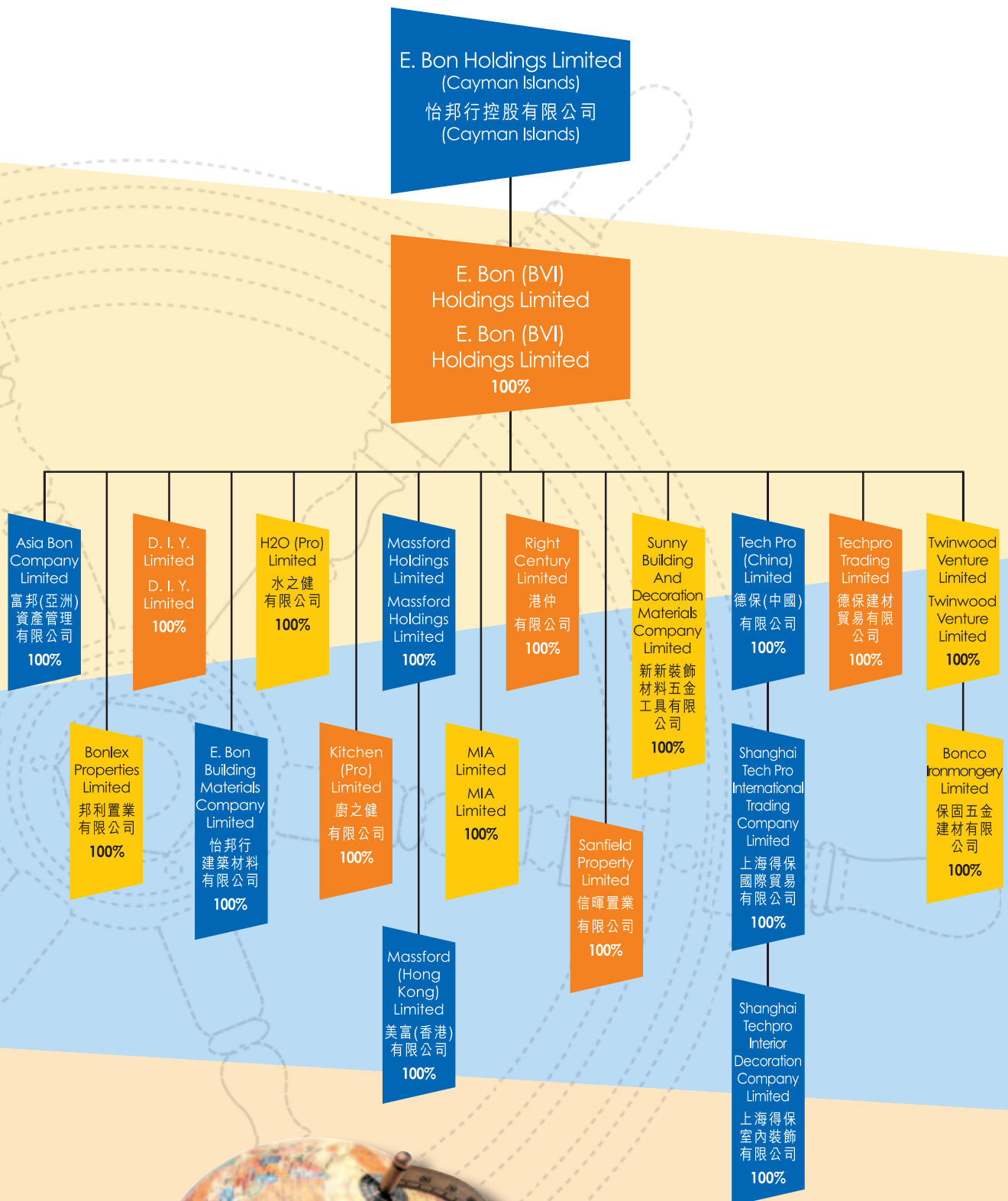
本集团于期内收购一附属公司, 即上海得保室内装饰有限公司, 主要业务为室内设计及装饰, 作为集团计划扩张国内业务规模的一部分。





Group Structure

集团架构



Corporate Information

公司资料

Register office

Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman
KY1-1111
Cayman Islands

Head office and principal place of business

16th-18th Floors,
First Commercial
Building
33 Leighton Road,
Causeway Bay,
Hong Kong

Company secretary

IP Fu Wa, Benthony
ACA, CPA

Auditors

Grant Thornton
Certified Public
Accountants
6th Floor, Nexus
Building
41 Connaught Road
Central, Hong Kong

Authorised representatives

TSE Hon Kit, Kevin
IP Fu Wa, Benthony
ACA, CPA

Hong Kong branch share registrar and transfer office

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

注册办事处

Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman
KY1-1111
Cayman Islands

总办事处及主要营业地点

香港铜锣湾
礼顿道33号
第一商业大厦16-18楼

公司秘书

叶富华
ACA, CPA

核数师

均富会计师事务所
香港执业会计师
香港中环
干诺道中41号
盈置大厦6楼

获授权代表

谢汉杰
叶富华
ACA, CPA

香港股份过户登记处

卓佳雅柏勤有限公司
香港皇后大道东28号
金钟汇中心26楼

Cayman Islands principal share registrar and transfer office

Butterfield Fulcrum
Group (Cayman) Limited
Butterfield House
68 Fort Street
P.O. Box 705
Grand Cayman
KY1-1107
Cayman Islands

Legal advisers on Cayman Islands law

Conyers Dill &
Pearman, Cayman
Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman
KY1-1111
Cayman Islands

Legal advisers on Hong Kong law

Pang, Wan & Choi,
Solicitors
7th Floor, Chinachem
Tower
34-37 Connaught
Road Central,
Hong Kong

Principal bankers

- The Hong Kong and Shanghai Banking Corporation Limited
- Nanyang Commercial Bank Limited
- Wing Lung Bank Limited
- Industrial and Commercial Bank of China (Asia) Limited
- Fubon Bank (Hong Kong) Limited

开曼群岛股份过户登记总处

Butterfield Fulcrum
Group (Cayman) Limited
Butterfield House
68 Fort Street
P.O. Box 705
Grand Cayman
KY1-1107
Cayman Islands

开曼群岛法律之法律顾问

Conyers Dill &
Pearman, Cayman
Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman
KY1-1111
Cayman Islands

香港法律之法律顾问

彭温蔡律师行
香港中环
干诺道中34-37号
华懋大厦七楼

主要往来银行

- 香港上海汇丰银行有限公司
- 南洋商业银行有限公司
- 永隆银行有限公司
- 中国工商银行(亚洲)有限公司
- 富邦银行(香港)有限公司

Directors' Report

董事會報告

The directors submit their report together with the audited financial statements for the year ended 31 March 2010.

Principal activities and geographical analysis of operations

The principal activity of the Company is investment holding. Its subsidiaries are principally engaged in the importing and sale of architectural builders hardware, bathroom, kitchen collections and furniture in Hong Kong.

Details of the analysis of the Group's turnover and contribution to operating profit for the year by principal activity and market is set out in note 6 to the financial statements.

Results and appropriations

The results of the Group for the year are set out in the consolidated statement of comprehensive income on page 38.

Final dividend and bonus shares

The Board has resolved to recommend, at the forthcoming annual general meeting to be held on 9 September 2010, a Final Dividend of HK3.0 cents (2009: HK2.5 cents) per ordinary share for the year ended 31 March 2010 and a bonus share issued on the basis of three bonus shares at par for every ten shares of the Company held to shareholders (2009 bonus shares: nil).

The proposed Bonus Shares will be issued and credited as fully paid and will rank pari passu with the then issued shares in all aspects with effect from the date of issue except that they are not entitled to proposed Final Dividend for the year ended 31 March 2010. Such Final Dividend and Bonus Shares are not reflected as dividend payables or share capital of the Group's financial statements for the year.

If approved by the members, the Bonus Shares will be issued on or before 27 September 2010. Listing and Dealing Application will be made to the Listing Committee of the Stock Exchange of Hong Kong Limited (the "Stock Exchange") for the listing of and permission to deal in, the Bonus Shares. It is expected that the dealing of Bonus Shares on the Stock Exchange will commence on 30 September 2010. The Final Dividend will be paid on 8 October 2010.

董事會謹此提呈截至二零一零年三月三十一日止年度之報告及經審核財務报表。

主要业务活动及经营地区分析

本公司之主要业务为投资控股。各附属公司主要业务为在香港进口及分销建筑五金、卫浴、厨房设备及家俬。

本集团于本年度按主要业务及市场划分之综合营业额及经营业绩之分析详列于财务报表附注6。

业绩及股息分派

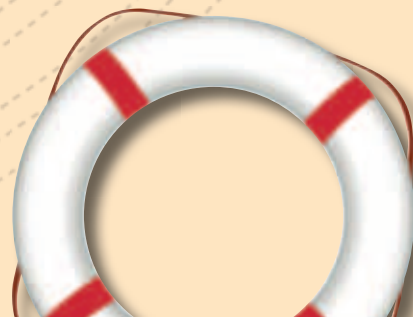
本年度本集团之业绩刊载于第38页之综合全面收益表内。

末期股息及红股

董事会议决于二零一零年九月九日举行之应届股东周年大会上建议派发截至二零一零年三月三十一日止年度之末期股息每股普通股3.0港仙(二零零九年:2.5港仙),另股东每持有十股本公司股份获按面值发行三股红股(二零零九年度红股:无)。

拟派红股将以入账列作缴足形式发行,并由发行日期起在各方面与当时之已发行股份享有同等权益,惟无权享有截至二零一零年三月三十一日止年度之拟派末期股息。该末期股息及红股并没有反映在本集团财务报表中应派股息或股本内。

倘获股东批准,该红股将于二零一零年九月二十七日或之前发行。本公司将向香港联合交易所有限公司(「联交所」)上市委员会提出上市及买卖申请,以批准红股上市及买卖。预期红股将于二零一零年九月三十日开始在联交所买卖。而该末期股息则将于二零一零年十月八日派发。



Directors' Report

董事會報告

Final dividend and bonus shares (cont'd)

Both Final Dividend and Bonus Shares will be distributed to members whose names appear on the principal or branch register of members of the Company in the Cayman Islands or Hong Kong respectively (collectively the "Register of Members") as at the close of business on 9 September 2010.

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 and note 26 to the financial statements respectively.

Property, plant and equipment

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

Share capital

Details of the share capital of the Company are set out in note 25 to the financial statements.

Distributable reserves

Distributable reserves of the Company as at 31 March 2010 amounted to HK\$72,591,000. Under Section 34 of the Companies Law (2000 Revision) of the Cayman Islands, the share premium is available for distribution to shareholders, provided that no distribution shall be paid to shareholders out of the Company's share premium unless the Company shall be able to pay its debts as they fall due in the ordinary course of business.

Five year financial summary

A summary of the results and of the assets and liabilities of the Group for the last five financial years is set out on page 98.

末期股息及红股(续)

末期股息及红股均派付予于二零一零年九月九日营业时间结束时，名列本公司分别在开曼群岛或香港存置之主要股东名册或股东登记分册之股东。

储备

本集团及本公司在本年度之储备变动分别载于综合权益变动表及财务报表附注26。

物业、厂房及设备

集团的物业、厂房及设备之变动详情载于财务报表附注15。

股本

本公司之股本详情载于财务报表附注25。

可派发储备

于二零一零年三月三十一日，本公司之可派发储备为72,591,000 港元。根据开曼群岛之公司法规定第34条(二零零零年所修订)，股份溢价可派发予股东，并且除非公司于正常商务过程中能偿还到期之债项，否则不能派发股份溢价予股东。

五年财务摘要

本集团过往五个财政年度之业绩及资产与负债摘要载列于第98页。





Purchase, sale or redemption of shares

The Company has not redeemed any of its shares during the year. Neither the Company nor any of its subsidiaries has purchased or sold any of the Company's shares during the year.

Directors

The directors during the year were:

Mr. TSE Sun Fat, Henry
Mr. TSE Sun Po, Tony
Mr. LAU Shiu Sun
Mr. YICK Kai Chung
Mr. FUNG Cheuk Hang, Jackie
Mr. TSE Hon Kit, Kevin
Mr. LEUNG Kwong Kin, J.P. #
Mr. WONG Wah, Dominic #
Mr. WAN Sze Chung #

Independent non-executive directors who entered into contracts with the Company for an initial fixed term of one year and thereafter shall continue for further successive periods of one year, provided that the Company may terminate the contracts at the end of each one year period by giving the other party at least one month's notice in writing thereof.

Mr. TSE Sun Fat, Henry, Mr. FUNG Cheuk Hang, Jackie and Mr. WONG Wah, Dominic shall retire at the forthcoming annual general meeting in accordance with Articles 86(3) and 87 of the Company's Articles of Association and, being eligible, offer themselves for re-election.

Directors' service contracts

Each of Mr. TSE Sun Fat, Henry and Mr. TSE Sun Po, Tony has entered into a service contract with the Company for a term of three years commencing on 1 March 2000 and continuing thereafter unless terminated by either party with at least three months advance notice in writing.

购买、出售或赎回股份

本公司于年度内概无赎回任何本公司股份。本公司或其任何附属公司于年度内概无购买或出售任何本公司股份。

董事

本年度内董事如下：

谢新法先生
谢新宝先生
刘绍新先生
易启宗先生
冯焯衡先生
谢汉杰先生
梁光建太平绅士#
黄华先生#
温思聪先生#

为独立非执行董事。彼等与本公司已订立为期一年之固定合约，其后将延续多一年，惟本公司可于每一个年度完结时向彼等发出不少于一个月书面通知而终止合约。

根据本公司之公司组织章程细则第86(3)及第87条之规定，谢新法先生、冯焯衡先生及黄华先生将于股东周年大会上退任。所有退任董事均符合资格并愿意膺选连任。

董事服务合约

谢新法先生及谢新宝先生各自与本公司订立服务合约，由二零零零年三月一日起计为期三年，其后将会延续，直至任何一方事先发出不少于三个月书面通知终止合约。

Directors' service contracts (cont'd)

Mr. LAU Shiu Sun has entered into a service contract with the Company for a term of three years commencing on 10 December 2001 and continuing thereafter unless terminated by either party with at least three months advance notice in writing.

Each of Mr. FUNG Cheuk Hang, Jackie and Mr. TSE Hon Kit, Kevin has entered into a service contract with the Company for a term of three years commencing on 3 October 2007 and 8 September 2008 and will continue thereafter unless terminated by either party with at least three months advance notice in writing.

Save as disclosed herein, none of the directors of the Company has entered into any service contracts with any member of the Group (excluding contracts expiring or determinable by the employer within one year without payment of compensation (other than statutory compensation)).

Directors' interests in contracts

Save as disclosed under the section "Continuing connected transactions" below, no other contracts of significance in relation to the Group's business to which the Company, its subsidiaries or holding companies was a party and in which a director of the Company had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year.

Directors' benefits from rights to acquire shares or debentures

Under the terms of the Company's share option scheme adopted on 22 March 2000, the board of directors of the Company may, at their discretion, invite any full-time employees or executive directors of the Company or any of its subsidiaries to subscribe for ordinary shares of HK\$0.10 each in the Company. The maximum number of shares in respect of which options may be granted under the scheme may not exceed 10% of the issued share capital of the Company. No options have been granted to the directors since its adoption. The Stock Exchange of Hong Kong Limited amended the Listing Rules governing share option schemes. The new requirements have come into effect from 1 September 2002 and render some of the provisions of the existing Share Option Scheme no longer applicable.

Apart from the above, at no time during the year was the Company or any of its subsidiaries or holding companies a party to any arrangements to enable the directors of the Company to acquire benefits by means of acquisition of shares in, or debentures of, the Company or any other body corporate.

董事服务合约(续)

刘绍新先生与本公司订立服务合约，由二零零一年十二月十日起计为期三年，其后将会延续，直至任何一方先发出不少于三个月书面通知终止合约。

冯焯衡先生及谢汉杰先生各自与本公司订立服务合约，由二零零七年十月三日及二零零八年九月八日起计为期三年，其后将会延续，直至任何一方先发出三个月书面通知终止合约。

除本报告披露者外，本公司董事概无与本集团任何成员公司订立任何服务合约（于一年内届满或可于一年内不作赔偿（法定赔偿除外）而终止之服务合约除外）。

董事于合约之权益

除于「持续关连交易」所披露外，本公司董事概无在本公司或其任何附属公司作为订约一方及对本公司业务属重大而于年度结束或年度内任何时间持续有效之任何合约中直接或间接拥有重大实际权益。

董事来自购入股份或债券权利之利益

根据于二零零零年三月二十二日采纳之本公司认股权计划之条款，董事会可酌情邀请本公司或其任何附属公司之任何全职雇员或执行董事认购本公司每股面值0.10港元之普通股。就该计划下可能授出之认股权之股份最高数目不得超过本公司已发行股本10%。自认股权计划实行以来概无董事获授任何认股权。香港联合交易所有限公司（「联交所」）修订监管认股权计划之上市规则，新规定于二零零二年九月一日生效，因此该计划之若干条文已不再适用。

于年度内任何时间，本公司或其任何附属公司概无作出任何安排，以使本公司董事藉购入本公司或任何其他法人团体之股份或债券而获取利益。



Directors' interests in shares and underlying shares

As at 31 March 2010, the interests and long positions of the directors, chief executives of the Company and their associates in the shares, underlying shares and debentures of the Company and its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance ("SFO")) which have been notified to the Company pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and long positions which any such director or chief executive was taken or deemed to have under such provisions of the SFO) and have been recorded in the register maintained by the Company pursuant to Section 352 of the SFO, or which have been notified to the Company and The Stock Exchange of Hong Kong Limited (the "Stock Exchange") pursuant to the Model code contained in the Listing Rules, were as follows:

i) Long position in shares and underlying shares

Director	董事
Mr. TSE Sun Fat, Henry (Note 1)	谢新法先生(附注1)
Mr. TSE Sun Po, Tony (Note 2)	谢新宝先生(附注2)
Mr. TSE Hon Kit, Kevin (Note 3)	谢汉杰先生(附注3)
Mr. YICK Kai Chung	易启宗先生

Note 1: The interests in shares of the Company is held by Fast Way Management Limited. Mr. TSE Sun Fat, Henry and his spouse are the beneficiaries.

Note 2: The interests in shares of the Company is held by New Happy Times Limited. Mr. TSE Sun Po, Tony and his family are the beneficiaries.

Note 3: The interests in shares of the Company is held by Universal Star Group Limited. Mr. TSE Hon Kit, Kevin and his family are the beneficiaries.

董事于股份及相关股份之权益

于二零一零年三月三十一日，本公司董事及主要行政人员或彼等各自联系人士于本公司或其任何相关法团(定义见证券及期货条例(「该条例」)之股份、相关股份或债券中拥有须根据该条例第XV部第7及第8分部须知会本公司及联交所之权益或好仓(包括根据该条例有关条文该董事或主要行政人员被当作或视为拥有之权益或好仓)；或须依据该条例第352条列入记录于本公司存置之登记册内之权益或好仓；或根据上市规则内之上市公司董事进行证券交易之标准守则(「标准守则」)须知会本公司及联交所之权益或好仓如下：

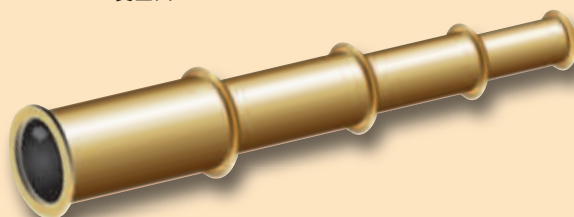
i) 拥有公司股份及相关股份之好仓

Personal interest	Corporate interest	Percentage of issued share capital
个人权益	公司权益	占已发行股份百份比
—	13,805,105	5.98%
—	16,467,518	7.13%
—	40,034,804	17.33%
6,076,674	—	2.63%

附注1：Fast Way Management Limited 持有该等股份，谢新法先生及其配偶为受益人。

附注2：New Happy Times Limited 持有该等股份，谢新宝先生及其家族成员为受益人。

附注3：Universal Star Group Limited 持有该等股份，谢汉杰先生及其家族成员为受益人。



Directors' Report

董事會報告

Directors' interests in shares and underlying shares (cont'd)

董事于股份及相关股份之权益(续)

ii) Negotiator Consultants Limited ("NCL")

ii) Negotiator Consultants Limited ("NCL")

		Number of ordinary shares held				
		持有普通股份之数目				
Director	董事	Personal interest 个人权益	Family interest 家族权益	Corporate interest 公司权益	Other interest 其他权益	Total 总数
Mr. TSE Sun Fat, Henry (Note 4)	谢新法先生(附注4)	—	—	—	1	1
Mr. TSE Sun Po, Tony (Note 4)	谢新宝先生(附注4)	—	1	—	1	1
Mr. TSE Hon Kit, Kevin (Note 4)	谢汉杰先生(附注4)	—	1	—	1	1

Note 4: Such share is held by Bache Hill Group Limited ("BHGL").

附注4: Bache Hill Group Limited ("BHGL")持有该等股份

Save as disclosed above, none of the directors or their associates had, as at 31 March 2010, any interests or short positions in any shares, underlying shares of the Company or any of its associated corporations (within the meaning of Part XV of the SFO which were notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they are taken or deemed to have under such provisions of the SFO), or which were required, pursuant to Section 352 of the SFO, to be entered in the register referred to therein, or which were required, pursuant to the Listing Rules, to be notified to the Company and the Stock Exchange.

除上文所披露外，于二零一零年三月三十一日，各董事及主要行政人员或彼等各自之联系人士并无拥有根据该条例第XV部第7及第8分部须知会本公司及联交所之本公司或其任何相联法团(定义见该条例第XV部)之股份、相关股份或债券权益及淡仓(包括根据该条例当作或被视为拥有之权益或淡仓)，或根据该条例第352条须登记于该条规定存置之登记册须知会本公司及联交所之权益或淡仓，或须根据标准守则知会本公司及联交所之权益或淡仓。

Save as disclosed above, at no time during the year was the Company, its subsidiaries or holding company a party to any arrangement to enable the directors, their spouses or children under 18 years of age to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate.

除上文所披露外，年内任何时间，本公司或其任何附属公司概无参与任何协议，使本公司董事、彼等之配偶及十八岁以下子女可获取本公司或任何其他法人团体之股份或债券。





Biographical details of directors and senior management

Executive directors

Mr. TSE Sun Fat, Henry, aged 53, is a founding member of the Group and the Chairman of the Company. Mr. TSE possesses over 25 years of experience in the trading of building materials. He is responsible for the planning of the Group's overall strategies and the overall management of the Group.

Mr. TSE Sun Po, Tony, aged 51, is the managing director of the Company and joined the Group in 1979. Mr. TSE possesses over 25 years of experience in the trading of building materials and is responsible for the retail business of the Group. Mr. TSE also assists in the strategic planning and management of the Group. He is a brother of Mr. TSE Sun Fat, Henry, the Chairman of the Group.

Mr. LAU Shiu Sun, aged 42, joined the Group in 1994. Mr. LAU was appointed as an executive director of the Company on 10 December 2001, before his appointment, Mr. Lau was a sales manager of the Group and is responsible for project sales. He graduated from Hong Kong Baptist University (formerly Baptist College) in 1992 with a bachelor of science degree.

Mr. YICK Kai Chung, aged 51, joined the Group in 1979 and is a director of five subsidiaries of the Company. Mr. YICK possesses over 25 years of experience in building materials industry and is responsible for overseeing major financial statements and wholesale business of the Group and products sourcing and technical support.

Mr. FUNG Cheuk Hang, Jackie, aged 39, joined the Group in 2004, is responsible for the management of project sales in kitchen fittings of the Group. Graduated in 1994 from University of Toronto, Canada with a major in business administration, he possesses over thirteen years experience in the industry. Mr. FUNG is responsible for the development of the Group's marketing strategies and sales of kitchen fittings.

Mr. TSE Hon Kit, Kevin, aged 30, joined the Group in 2004. Mr. TSE graduated from University of Toronto with a bachelor degree of Commerce. He is a director of three subsidiaries of the Company and responsible for internal information technology development, the launching of the furniture business and the marketing of products distributed by the Group. Mr. TSE is a nephew of Mr. TSE Sun Po, Tony, the managing director of the Group.

董事及高级管理人员之履历

执行董事

谢新法先生，53岁，本集团之创办成员兼本公司之主席。谢先生于建筑材料贸易方面拥有逾25年经验。彼负责企划本集团之整体策略及整体管理工作。

谢新宝先生，51岁，本公司之董事总经理，于一九七九年加入本集团。谢先生于建筑材料贸易方面拥有逾25年经验，负责本集团之零售业务。谢先生亦协助本集团之策略性计划及管理。彼乃本集团主席谢新法先生之胞弟。

刘绍新先生，42岁，于一九九四年加入本集团。彼于二零零一年十二月十日获委任为本公司执行董事。获委任前，刘先生为本集团之销售经理，负责项目销售。彼在一九九二年毕业于香港浸会大学（前称浸会学院），取得理学学士学位。

易启宗先生，51岁，于一九七九年加入本集团。彼于二零零四年七月十三日获委任为本公司执行董事。彼亦为本公司五家附属公司之董事。易先生于建筑材料业拥有逾25年经验，负责监督本集团主要客户及批发业务，并负责产品采购及技术支持。

冯焯衡先生，39岁，于二零零四年加入本集团。现负责集团代理厨柜品牌项于项目供应的相关销售及管理供应合约事宜。于一九九四年获取多伦多大学工商管理学系荣誉学士。冯先生拥有逾13年销售厨柜经验，负责本集团的市场推广及厨柜项目销售。

谢汉杰先生，30岁，于二零零四年加入本集团。谢先生毕业于多伦多大学，并取得商学系荣誉学士学位。谢先生为本公司三家附属公司之董事。现负责公司内部资讯科技发展工作、高级家私业务之开拓及本集团经销产品之市场推广。彼乃本集团董事总经理谢新宝先生之堂侄。

Biographical details of directors and senior management (cont'd)

Independent Non-executive directors

Mr. LEUNG Kwong Kin, J.P. aged 63, was appointed as an independent non-executive director on 28 January 2000. Mr. LEUNG holds a Master of Business Administration Degree from the University of East Asia, Macau (now known as "the University of Macau"). Mr. LEUNG is a senior practicing director of Wong Lam Leung & Kwok C.P.A. Ltd.. He is a fellow of the Association of Chartered Certified Accountants, the Hong Kong Institute of Certified Public Accountants and the Association of International Accountants. Mr. LEUNG is an associate of the Institute of Chartered Accounts in England & Wales, the Taxation Institute of Hong Kong, the member of the Macau Society of Certified Practicing Accounts, the Society of Chinese Accounts & Auditors, the Chartered Management Institute and the International Institute of Management. Mr. LEUNG is an Independent Non-executive Director of Chevalier Pacific Holdings Limited, a company listed on the Stock Exchange.

Mr. WONG Wah, Dominic, aged 61, was appointed as an independent non-executive director on 19 June 2001. He graduated from the Chinese University of Hong Kong in 1972 with honours bachelor's degree of Social Science in Economics. He was appointed director and general manager of Hongkong Ferry (Holdings) Ltd., formerly The Hongkong & Yaumatei Ferry Co., Ltd. until late 1989. He has been actively involved in China trade and garment industry over the last few years.

Mr. WAN Sze Chung, aged 37, was appointed as an independent non-executive director on 27 September 2004. Mr. WAN obtained a Master degree in Business Administration from the Chinese University of Hong Kong, a Master degree in Education (Counselling & Guidance) from the Newcastle University of United Kingdom and a 2nd Bachelor degree in Chinese Law from Tsinghua University. He is a member of the Hong Kong Institute of Certified Public Accountants and a Fellow Member of the Association of Chartered Certified Accountants. Mr. WAN is a director of training and consultancy firm specialising in corporate and personal training. In addition, Mr. WAN is also the president of the Institute of Professional Trainers and Coaches (HK) and the Hong Kong Chapter Leader of International Coach Federation (USA).

董事及高级管理人员之履历(续)

独立非执行董事

梁光建太平紳士，63岁，于二零零零年一月加入本集团为独立非执行董事。梁先生持有澳门东亚大学(现称为「澳门大学」)工商管理硕士学位。梁先生乃黄林梁郭会计师事务所有限公司之高级执业董事。彼为英国特许公认会计师，香港会计师公会，及英国国际会计师公会之资深会员。梁先生亦为英国特许会计师公会、香港税务学会、澳门会计师公会、香港华人会计师公会，英国特许管理学会及国际专业管理学会之会员。梁先生亦为联交所上市公司其士泛亚控股有限公司之独立非执行董事。

黄华先生，61岁，于二零零一年六月十九日获委任为独立非执行董事。彼于一九七二年毕业于香港中文大学，并取得经济学系社会科学荣誉学士。彼曾于香港小轮(控股)有限公司(前称香港油麻地小轮有限公司)被委任为董事及总经理直至一九八九年。近年，彼致力经营中国贸易及制衣业务。

温思聪先生，37岁，于二零零四年九月二十七日获委任为独立非执行董事，彼持有香港中文大学颁发之工商管理硕士学位、英国纽卡斯尔大学的教育(辅导)硕士学位以及清华大学的法学学士学位。彼亦为香港会计师公会及特许公认会计师公会会员。温先生为一间专业培训顾问公司的董事，专业于企业及个人培训。同时，温先生为国际培训师协会(香港分会)主席。





Biographical details of directors and senior management (cont'd)

Senior Management

Mr. AU Lai Chuen, Hercules, aged 53, joined the Group in 1982 and is a director of one subsidiary of the Company. Mr. AU possesses over 25 years of experience in the building materials industry and is responsible for project related sales and marketing activities.

Mr. LO Wai Man, aged 56, joined the Group in 1979. Mr. LO is a technical director and is responsible for overseeing provision of technical support for bathroom collections. He possesses over 25 years of experience in selling building materials and is a licensed plumber.

Mr. CHANG Kai Chuen, Roy, aged 36, joined the Group in 1991. Mr. CHANG is a general manager of project sales division. He possesses over 10 years of experience in building materials industry and is responsible for project sales.

Mr. MAK Lai Man, Eric, aged 43, joined the Group in 1992. Mr. MAK obtained a diploma certificate in Sociology from Hong Kong Shue Yan University, formerly Shue Yan College and a certificated of Organisational Behaviour from Heriot-Watt University. He possesses over 10 years experience in building materials industry. Mr. MAK is a marketing manager of the Group and is now responsible for project sales in sanitary products.

Ms. LAU Mei Fong, Cherry, aged 38, joined the Group since 1996. Ms. LAU is the general manager of the retails shops of the Group and is in charge of overall shop management. She possesses over 10 years of experience in retail business. Ms. LAU is a sister-in-law of Mr. TSE Sun Po, Tony, the managing director of the Group.

Mr. LI Kwan Wai, aged 53, joined the Group in 2009. Mr. LI is a Hong Kong Registered Architect graduated from University of Hong Kong. Mr. LI is our legal representative of the Group's wholly subsidiary Shanghai Techpro Interior Decoration Company Limited. Mr. LI possesses over 20 years professional experience in project management, architectural design and planning and involved in major building projects in China, Canada, Vietnam and Hong Kong. Mr. LI also obtained a master degree in Engineering (Urban Planning) from Tsinghua University, China.

董事及高级管理人员之履历(续)

高级管理人员

欧励全先生，53岁，于一九八二年加入本集团，为本公司其中一家附属公司之董事。欧先生于建筑材料业拥有逾25年经验，负责项目相关销售及市场推广工作。

卢伟民先生，56岁，于一九七九年加入本集团。卢先生乃技术董事，负责监督为浴设备提供之技术支援。彼于销售建筑材料方面拥有逾25年经验，并为一持牌水喉匠。

郑价全先生，36岁，于一九九一年加入本集团。郑先生为项目销售总经理。彼于建筑材料业拥有逾10年经验，现负责项目销售。

麦礼民先生，43岁，于一九九二年加入本集团。麦先生持有香港树仁大学(前称树仁书院)颁发的社会学文凭证书及Heriot-Watt University颁发的组织行为学证书。麦先生于建筑材料业拥有逾10年经验。彼为本集团之市场经理，现负责卫浴产品于项目相关销售。

刘美芳小姐，38岁，于一九九六年加入本集团。刘小姐为集团门市部总经理，负责门市整体管理工作。刘小姐于零售业拥有逾10年经验。彼乃本集团董事总经理谢新宝先生配偶之妹妹。

李坤威先生，53岁，于二零零九年加入本集团。李先生持有香港大学建筑文学士及建筑学士学位，为香港注册建筑师。李先生担任本集团全资附属公司上海得保室内装饰有限公司之法律代表。李先生于项目策划管理、建筑设计及规划、建筑工程管理以及合同管理等方面拥有逾20年之经验，所参与之建筑项目遍及中国大陆、加拿大、越南和香港。此外，李先生于清华大学取得工程硕士(城市规划)之资格。

Substantial shareholders

The register of substantial shareholders maintained under Section 336 of the SFO of shows that as at 31 March 2010, the Company had been notified of the following substantial shareholders' interests, being 5% or more of the Company's issued share capital. These interests are in addition to those disclosed above in respect of the directors and chief executive.

Long position in shares of the Company

Name of Shareholder

Universal Star Group Limited
(Note 5)

Mr. TSE Hon Kit, Kevin (Note 5)

Happy Voice Limited

New Happy Times Limited (Note 5)

Mr. TSE Sun Po, Tony (Note 5)

Fast Way Management Limited
(Note 5)

Mr. TSE Sun Fat, Henry (Note 5)

股東名稱

Universal Star Group Limited
(附注5)

謝漢杰先生(附注5)

Happy Voice Limited

New Happy Times Limited(附注5)

謝新寶先生(附注5)

Fast Way Management Limited
(附注5)

謝新法先生(附注5)

股份数目

Number of Ordinary shares beneficially held

Percentage of Issued share capital 占已发行股份 之比例

40,034,804

40,034,804

28,300,465

16,467,518

16,467,518

13,805,105

13,805,105

17.33%

17.33%

12.25%

7.13%

7.13%

5.98%

5.98%

Note 5: Messrs. TSE Hon Kit, Kevin, TSE Sun Po, Tony and TSE Sun Fat, Henry's interests in the Company are represented by Universal Star Group Limited, New Happy Times Limited and Fast Way Management Limited respectively.

附注5：謝漢杰先生、謝新寶先生及謝新法先生于本公司的權益分別由Universal Star Group Limited、New Happy Times Limited及Fast Way Management Limited代表持有。

Management contracts

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

管理合約

于年度內，概無訂立或存在任何關於本公司全部或任何重大部份業務之管理及行政之合約。





Major suppliers and customers

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

Purchases	
The largest supplier	16%
Five largest suppliers combined	46%

Sales	
The largest customer	25%
Five largest customers combined	49%

None of the directors, their associates or any shareholders (which to the knowledge of the directors own more than 5% of the Company's share capital) had an interest in the major suppliers or customers noted above.

Continuing connected transactions

The related party transaction as disclosed in note 28 to the financial statements for the year ended 31 March 2010 in respect of rental expenses of approximately HK\$2,220,000 paid to NCL also constitutes a connected party transaction. NCL is a subsidiary of BHGL in which Mr. TSE Sun Fat, Henry, Mr. TSE Sun Po, Tony and Mr. TSE Hon Kit, Kevin have beneficial interests. The Stock Exchange has granted conditional waivers to the Company from strict compliance with the requirements of Chapter 14 of the Listing Rules. In the opinion of the directors including the independent non-executive directors of the Company, the transactions were conducted in the ordinary course of the business of the Group and in accordance with the terms of the agreements.

Sufficiency of public float

Based on the information that is publicly available to the Company and within the knowledge of the Directors of the Company, as at the date of this report, there is sufficient public float of the Company's securities as required under the Listing Rules.

主要供應商及客戶

本集團主要供應商及客戶所占採購及銷售額百分比如下：

採購額	
最大供應商	16%
五大供應商合計	46%

銷售額	
最大客戶	25%
五大客戶合計	49%

所有董事、彼等之聯繫人士或據董事會所知擁有本公司股本5%或以上之股東，概無于上文所載之主要供應商或客戶中擁有任何權益。

持續關連交易

于财务报表附注28披露之截至二零一零年三月三十一日止年度内有关付予NCL之租金支出约2,220,000港元之有关連人士交易，亦介定为持续关連交易。NCL 为 BHGL 之附属公司，而谢新法先生、谢新宝先生及谢汉杰先生均于 NCL 拥有权益，此交易已取个联交所之条件性豁免严格跟从上市规则第十四章之规定。本公司董事，（包括独立非执行董事）认为，上述交易于本集团一般业务过程中及遵照协议之条款进行。

公众持股量

于本报告刊发日期，根据本公司获得的公开资料及据本公司董事知悉，本公司的证券已按照上市规则规定有足够的公众持股量。

Directors' Report

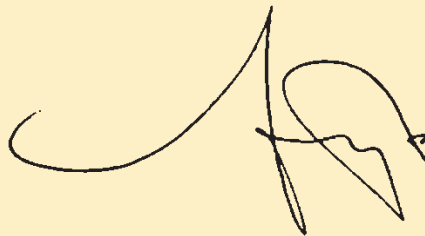
董事會報告

Auditors

On 1 June 2007, Moores Rowland Mazars changed its name to Moores Rowland, on the same day, Moores Rowland combined its business with Grant Thornton. In this connection, the Board appointed Grant Thornton as auditors of the Company effective 13 September 2007. Grant Thornton will hold office until the conclusion of the forthcoming annual general meeting of the Company to be held on 9 September 2010.

Grant Thornton will retire and be eligible to offer themselves for re-appointment. A resolution will be submitted to the forthcoming annual general meeting to authorise the Board to appoint auditors and to fix their remuneration.

For and on behalf of the Board



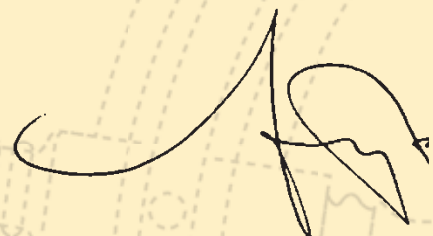
TSE Sun Fat, Henry
Chairman
Hong Kong, 11 June 2010

核數師

于二零零七年六月一日，摩斯伦•马赛会计师事务所易名为摩斯伦。于同日，摩斯伦将其业务与均富会计师事务所合并。因此，董事会委任均富会计师事务所为本公司核数师，自二零零七年九月十三日起生效。均富会计师事务所之任期将至本公司于二零一零年九月九日举行的应届股东周年大会结束为止。

均富会计师事务所将任满告退并合资格要求续聘。一项决议案将于应届股东周年大会上提呈通过，授权董事会聘任核数师并厘定其酬金。

代表董事會



主席
谢新法
香港，二零一零年六月十一日



Corporate Governance Report

企业管治报告

E. Bon Holdings Limited (the "Company") endeavors to maintain its high standard of corporate governance, and continues to review and reinforce its corporate governance measures. The Company believes that accountability and reporting system with high transparency for the Company's operation has been in place. Disclosure could also be made timely and accurately. At the same time, the rights of shareholders can be treated and protected equitably.

The Company is led by an efficient and responsible Board, which is comprised of individuals with high qualifications and relevant experience. This can ensure that the Company and its subsidiaries (the "Group") maintain good corporate governance practices and have comprehensive internal control systems, so as to cope with the Group's development strategies and increase the shareholders' value.

The Board has complied with the code provision listed in the Code on Corporate Governance Practices (the "Code") as set out in Appendix 14 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited ("Listing Rules") throughout the year ended 31 March 2010 with the exception of the code provision A.4.1. Appendix 14 of the Listing Rules stipulates the code of good corporate governance (the "Code"), and two levels of recommendations: (a) code provisions; and (b) recommended best practices. It also states that issuers are expected to comply with, but may choose to deviate from, the code provisions. The recommended best practices are for guidance only. The Company opted to comply with mandatory code provisions and provisions on recommended best practices that are considered by the Board as reasonable and appropriate.

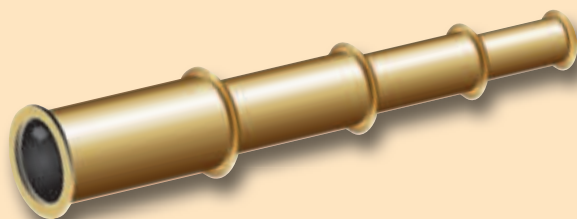
Under the code provision A.4.1, non-executive directors should be appointed for a specific term. Currently, non-executive directors are not appointed for a specific term of service. This constitutes a deviation from code provision A.4.1. However, they are subject to retirement by rotation at annual general meeting under the articles of association of the Company. As such, the Company considers that sufficient measures have been taken to ensure that the Company's corporate governance practices are no less exacting than those in the Code.

怡邦控股有限公司(本公司)致力维持高水平的企业管治标准,并持续检讨及加强企业管治的措施。本公司相信其营运拥有具高透明度之问责及汇报机制,并能作出适时及适当之披露;与此同时,各股东之权利亦能公平地反映及保障。

本公司由一个具效率、高素质及尽职尽责的董事会领导,确保本公司及其附属公司(统称「本集团」)能维持高水平的企业管治及拥有完善内部监控系统,以配合本集团的发展策略及提升股东的价值。

董事会认为,本公司于截至二零一零年三月三十一日止年度内一直遵守上市规则附录十四所载之企业管治常规守则(「守则」),惟偏离守则条文A.4.1。上市规则附录十四订明守则及分两层次的有关建议:(a)守则条文;及(b)建议最佳常规。同时订明上市发行人应遵守守则条文,但亦可选择偏离守则条文行事。建议最佳常规只属指引。本公司选择采纳遵守所须执行的守则条文和本公司董事会认为合理和合适的建议最佳常规条文。

根据守则条文A.4.1,非执行董事之委任须有指定任期。现时,非执行董事之委任并无特定任期,此举构成对守则条文A.4.1之偏离。然而,根据本公司之章程细则,彼等须于各股东周年大会上轮值退任。因此,本公司认为,已采取足够措施确保本公司之企业管治常规不会较守则宽松。



Corporate Governance Report

企业管治报告

Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") in Appendix 10 of the Listing Rules sets a required standard against which directors must measure their conduct regarding transactions in securities of their listed companies. The Company has adopted the Model Code as its own code of conduct regarding director's securities transactions. Having made specific enquiry of all directors, the directors have confirmed compliance with the required standard set out in the Model Code throughout the year ended.

The Board

The Board comprises six executive directors and three independent non-executive directors. The names of the directors are as follows:

Executive directors

Mr. TSE Sun Fat, Henry (Chairman)
Mr. TSE Sun Po, Tony (Managing Director)
Mr. LAU Shiu Sun
Mr. YICK Kai Chung
Mr. FUNG Cheuk Hang, Jackie
Mr. TSE Hon Kit, Kevin

Independent non-executive directors

Mr. LEUNG Kwong Kin, J.P.
Mr. WONG Wah, Dominic
Mr. WAN Sze Chung

Biographies for all directors are listed in Biographical details of directors and senior management set out on pages 17 to 19.

The Board of the Company assumes the responsibility for leadership and control of the Company and is responsible for promoting the success of the Company by directing and supervising its affairs.

The Board is responsible for establishing the strategic direction of the Company, setting the objectives of management, monitoring the performance of management, overseeing the management of the Company's relationships with shareholders, ensuring that a framework of prudent and effective controls is in place to enable risks to be assessed and managed, and setting the Company's values and standards.

上市规则附录十内的标准守则列载董事于买卖其所属上市公司的证券时用以衡量其本身操守的所需标准。于年度内，公司已切实依照及遵守标准守则内所有守则条文。经过向所有董事作出特别本询后，董事已确认于截至二零一零年三月三十一日止年度内完全遵守标准守则。董事会以下概述本公司于年度内及截至本报告日期前企业管治常规的有关资料。

董事会

董事会由六位执行董事及三位独立非执行董事组成。董事会成员名单如下：

执行董事

谢新法先生 (主席)
谢新宝先生 (董事总经理)
刘绍新先生
易启宗先生
冯焯衡先生
谢汉杰先生

独立非执行董事

梁光建太平绅士
黄华先生
温思聪先生

各董事的个人资料已详列于第17至19页的「董事及高级管理人员之履历」中。

本公司董事会以负责任、重效益的态度领导及监管公司，而所有董事均有责任指导及监督公司的业务，从而达到公司的成功。

董事会主要负责制订公司的策略方针、确立管理层的目标、监察管理层的表现、监察本公司的股东关系管理、确保公司推行审慎和有效的监管架构、以评估和管理风险及为公司订立价值观和标准。



The Board (cont'd)

When the Board delegates management and administrative functions to management, it has given clear directions on the powers of management with respect to the circumstances where management is to report back and obtain prior approval from the Board before making decisions or entering into any commitment on behalf of the Company.

The task of the management and staff of the Company is the successful implementation of the strategies and directions as determined by the Board. In doing so, they must apply business principles and ethics, which are consistent with those expected by the Board and Shareholders and other stakeholders.

The independent non-executive directors help to ensure that the Board can make independent judgment efficiently. The independent non-executive directors possess appropriate professional qualification among them, some possess expertise in accounting and financial management. Each independent non-executive director has confirmed to the Stock Exchange his independence pursuant to the requirements of the Listing Rules, and has also submitted an annual written confirmation to the Company confirming his independence. All non-executive directors are engaged by contract every year and are subject to retirement in accordance with the Company's Articles of Association.

Except as disclosed in the Annual Report, there is no special relationship, including financial, business, family or other material/relevant relationship among the members of the Board.

All directors actively participated in the Board meetings to discuss the overall strategies and business directions of the Group. Throughout the year, the Company held four regular and seven irregular meetings. To ensure that the directors could obtain all related information for performing their duties and responsibilities, documents for the Board meeting were supplied to directors for their consideration before the meeting according to the regulations set out in the Listing Rules and code provision.

董事会(续)

董事会将管理及行政职能授予管理层时，已同时就管理层的权力订出清晰的指引，范围包括订明在何种情况下管理层应向董事会汇报，以及管理层在代表公司作出任何决定或承诺前应取得董事会批准等。

本公司管理层及员工的责任是成功执行董事会制订的策略和方针。在执行的过程中，他们必须秉持与董事会、公司股东及其他业务相关人士期望相符的商业原则和道德标准。

独立非执行董事协助董事会有效率地作出独立判断。独立非执行董事皆具备适当的专业资格，当中个别并拥有会计或财务管理的专长。每名独立非执行董事已按上市规则的要求向联交所确认其独立性，并已于本年度向本公司提交周年确认书以重申其独立性。独立非执行董事皆每年以连续合约形式聘任，并须根据本公司组织章程退任。

除已于年报中提及，现有董事会成员间并没有特别关系，包括财务、业务、家属或其他重大／相关的关系。

所有董事皆积极参与董事会会议，讨论本集团的整体策略及业务方向。于年度内，本公司曾举行四次董事会定期会议及七次非定期会议。在召开定期会议时，董事会会议文件乃根据上市规则及守则条文的规定于会议前递交予董事审阅，使董事能够掌握有关资料，以便履行其职责和责任。

Corporate Governance Report

企业管治报告

The Board (cont'd)

Throughout the year, the Company Director's attendance was as follows:

Executive Directors	Attendance
Mr. TSE Sun Fat, Henry (Chairman)	11
Mr. TSE Sun Po, Tony (Managing Director)	11
Mr. YICK Kai Chung	10
Mr. LAU Shiu Sun	10
Mr. FUNG Cheuk Hang, Jackie	10
Mr. TSE Hon Kit, Kevin	10
Independent Non-executive Directors	
Mr. LEUNG Kwong Kin, J.P.	6
Mr. WONG Wah, Dominic	6
Mr. WAN Sze Chung	6

The Board makes arrangements to provide opportunities for all directors to include proposed discussion issued in the agenda of regular Board meetings. At least 14 days notice are given in respect of regular Board meetings. For all other Board meetings, reasonable notices are given.

Management provides the Board and committees with sufficient, adequate and timely information which is complete and reliable and which enables directors to make informed decisions on matters placed before them, and perform their duties and responsibilities as the directors. Management provides adequate explanations and information to the Board to enable directors to make an informed assessment of the financial and other information put before them for approval. In addition, the Board and each director have separate and independent access to the Company's senior management.

Minutes of each Board meeting and committee meeting are kept by the company secretary (the "Company Secretary") and are available for inspection by any director. Minutes record in sufficient detail the matters considered by the Board and the decisions reached.

All directors have free access to the advice and services of the Company Secretary with a view to ensuring that Board procedures are followed and that applicable laws and regulations are complied with. Moreover, all directors may seek independent professional advice in appropriate circumstances in the furtherance of their duties and for the associated fees at the Company's expenses.

董事会(续)

于年度内, 各董事出席情况如下:

执行董事	出席次数
谢新法先生 (主席)	11
谢新宝先生 (董事总经理)	11
易启宗先生	10
刘绍新先生	10
冯焯衡先生	10
谢汉杰先生	10
独立非执行董事	出席次数
梁光建太平绅士	6
黄华先生	6
温思聪先生	6

董事会已订有安排, 让所有董事均有机会将拟讨论的事项纳入定期董事会会议的议程内。董事会于定期董事会会议开会日期最少十四天前发出召开董事会定期会议的通知, 并于召开其他所有董事会会议时, 给予合理通知期。

管理层已向董事会及其辖下委员会提供充足、适当及适时的资料, 以使董事能够在掌握有关资料的情况下作出决定, 并能履行其作为董事的职责及责任。管理层已向董事会提供充份的解释及足够的资料, 让董事可以就提交给他们批准的财务及其他资料, 作出有根据的评审。另外, 董事会及每名董事均可自行接触本公司高级管理人员。

本公司之公司秘书(「公司秘书」)保存董事会及辖下委员会会议的完整纪录, 所有董事均可索阅。董事会会议纪录已充份及详细地记录董事会会议上审议的事项及通过的决定。

所有董事均可向公司秘书咨询意见和要求提供服务, 以确保董事会遵守董事会的程序和所有适用的法例和规定。此外, 所有董事在适当情况下, 就履行本身职务可以咨询独立专业人士意见, 并由本公司负担相关费用。





The Board (cont'd)

If a substantial shareholder or a director has a conflict of interest in a matter to be considered by the Board which the Board has determined to be material, the matter will be dealt with by holding a Board meeting set up for that purpose pursuant to a resolution passed in a Board meeting. Only independent non-executive directors who, and whose associates, have no materials interest in the transaction concerned will be present at such meeting. Directors concerns must abstain from voting on any Board resolution and will not be counted in the quorum.

Chairman and Managing Director

Chairman of the Board and Managing Director (in this report, "Managing Director" is equivalent to "Chief Executive Officer" set out in Appendix 23 of the Listing Rules) are two clearly separated roles and are performed by different individuals. Mr. TSE Sun Fat, Henry, Chairman of the Board, is responsible for managing the Board. Mr. TSE Sun Po, Tony, Managing Director, is responsible for the Company's operations. The division of responsibilities between the Chairman of the Board and the Managing Director has been clearly defined and the written terms of reference have been set.

Responsibilities of the Chairman of the Board are as follows:

- (a) Providing leadership for the Board;
- (b) Ensuring all Directors are properly briefed on matters to be discussed at Board meetings;
- (c) Ensuring all Directors receive adequate, complete and reliable information in a timely manner;
- (d) Ensuring that the Board works effectively, discharges its responsibilities and discusses all key issues in a timely manner;
- (e) Ensuring that, the Company Secretary settles and approves the agenda for Board meetings on the Chairman's behalf, taking into account any matters proposed by other Directors for inclusion in the agenda;

董事会(续)

若有主要股东及董事在董事会拟审议的事项中存有董事会认为重大的利益冲突，董事会将会透过董事会会议，或按董事会通过决议成立的专责董事委员会处理有关事宜。另外，只有本身及其关联人士均没有在有关交易中拥有重大利益的独立非执行董事方可出席以上会议。有关董事不得就董事会或专责董事委员会的决议投票，且不可计入出席会议的法定人数。

董事会主席及董事总经理

董事会主席和董事总经理(就本报告而言「董事总经理」等同于上市规则附录二十三内所提及的「行政总裁」)为两个明确划分的不同角色，并分别由不同人士担当。董事会主席谢新法先生负责管理董事会的运作；而董事总经理谢新宝先生则负责公司的业务营运。董事会主席与董事总经理之间的职责分工已清晰界定并以书面确立。

本公司董事会主席职责主要包括：

- (a) 领导董事会；
- (b) 确保所有董事获适当知会董事会会议拟商议的一切事项；
- (c) 确保所有董事适时收到足够、完整及可靠的资料；
- (d) 确保董事会有效地运作、履行应有职责，并适时讨论所有重要的事项；
- (e) 确保公司秘书代表主席本人落实并通过董事会会议的议程，并考虑其他董事提议纳入议程的任何事项；

Chairman and Managing Director (cont'd)

- (f) Providing effective communication with Shareholders and that views of Shareholders are communicated to the Board as a whole;
- (g) Ensuring good corporate governance practices and procedures are in place;
- (h) Giving each Director an opportunity to express his views at Board meetings, encouraging all Directors to fully contribute to the Board's affairs and ensuring that the Board acts in the best interests of the Company; and
- (i) Facilitating the effective contribution of all Directors, in particular Non-executive Directors, and building constructive relations between Executive and Non-executive Directors.

The Managing Director is appointed by the Board, his responsibilities are as follows:

- (a) Providing leadership for the management;
- (b) Implementing and reporting to the Board on the Company's strategies;
- (c) Overseeing the implementation by the Company of the objectives set by the Board;
- (d) Providing all such information to the Board as is necessary to enable the Board to monitor the performance of management;
- (e) Leading the management of the Company's relationships with its stakeholders;
- (f) Putting in place programmes for management development and succession;
- (g) Working with the Head of Finance, establishing and maintaining proper internal controls and systems as well as disclosure controls and procedures; and
- (h) Discharging such duties and authorities as may be delegated in writing to him by the Board.

董事会主席及董事总经理(续)

- (f) 以有效的方式与股东联系，并确保股东意见可传达到整个董事会；
- (g) 确保公司备有良好的企业管治实务及程序；
- (h) 给予每名董事在董事会会议中发表意见的机会，鼓励所有董事全力投入董事会议务，并确保董事会的决定符合公司最佳利益；及
- (i) 促进董事（特别是非执行董事）对董事会作出良好贡献，并确保执行董事与非执行董事之间维持正面有效的关系。

董事总理由董事会委任。其职责主要包括：

- (a) 领导管理层；
- (b) 执行并向董事会汇报公司策略；
- (c) 监察公司实践董事会订立的目标；
- (d) 为董事会提供监察管理层表现所需的一切资料；
- (e) 领导公司处理与业务有关人士的关系；
- (f) 落实管理层培育及继任计划；
- (g) 与财务部主管一起制订和维持适当的内部监控措施和制度，以及披露监控和程序；及
- (h) 按照董事会的书面授权履行职责及行使权力。





Board committees

The Board has established two committees, namely, the Remuneration Committee and Audit Committee, for overseeing particular aspects of the Company's affairs. All Board committees of the Company are established with defined written terms of reference.

Remuneration Committee

The Remuneration Committee was established on 29 September 2005. It is comprised of two Independent Non-executive Directors and one Executive Director. The Remuneration Committee is chaired by Mr. WONG Wah, Dominic.

Roles and function of the Remuneration Committee are as follows:

- (a) Making recommendations to the Board on policy and structure for the remuneration of Directors, Senior Management and all other employees of the corporate office and on the establishment of a formal and transparent procedure for developing policy on such remuneration;
- (b) Determining the remuneration of all Executive Directors and Senior Management;
- (c) Making recommendations to the Board on the remuneration of the Non-executive Directors;
- (d) Reviewing and approving performance-based remuneration by referring to corporate goals and objectives set by the Board;
- (e) Reviewing and approving the compensation payable to Executive Directors and Senior Management relating to any loss or termination of their office or appointment to ensure that such compensation is determined in accordance with relevant contractual terms;
- (f) Reviewing and approving compensation arrangements relating to dismissal or removal of Directors for misconduct to ensure that such arrangements are determined in accordance with relevant contractual terms; and
- (g) Ensuring no Director or any of his associates is involved in deciding his own remuneration.

董事委员会

董事会已成立薪酬委员会及审核委员会两个委员会，负责监察本公司个别事务。本公司所有董事委员会均具有明确之书面权责范围。

薪酬委员会

薪酬委员会于二零零五年九月二十九日成立，并由二名独立非执行董事及一名执行董事组成，黄华先生为薪酬委员会主席。

薪酬委员会的角色及职能包括：

- (a) 就董事、高级管理人员及公司本部其他员工的薪酬政策及架构，及就订立正规而具透明度的程序以制订此等薪酬政策，向董事会提出建议；
- (b) 厘订全体执行董事及高级管理人员的薪酬待遇；
- (c) 就非执行董事的薪酬向董事会提出建议；
- (d) 透过参照董事会通过的企业目的和目标，检讨及批准按表现而厘定的薪酬；
- (e) 检讨及批准向执行董事及高级管理人员支付丧失或终止职务或委任相关的赔偿，以确保该等赔偿按有关合约条款厘定；
- (f) 检讨及批准因董事行为失当而解雇或罢免有关董事所涉及的赔偿安排，以确保该等赔偿按有关合约条款厘订；及
- (g) 确保任何董事或其任何关联人士不得自行厘订本身的薪酬。

Corporate Governance Report

企业管治报告

Board committees (cont'd)

Remuneration Committee (cont'd)

The Remuneration Committee reports to the Board on its discussion results and recommendations after each meeting and provides sufficient resource to discharge its duties and is authorised by the Board to obtain independent legal or other professional advices.

Throughout the year, the Remuneration Committee met once to review the remuneration of the Executive Directors and Senior Management of the Company. Discussion results and recommendations have been proposed to the Board for its review.

Throughout the year, committee members' attendance was as follows:

Remuneration Committee Members	Attendance
Mr. WONG Wah, Dominic (Independent Non-executive Director) (Chairman of Remuneration Committee)	1
Mr. LEUNG Kwong Kin, J.P. (Independent Non-executive Director)	1
Mr. YICK Kai Chung (Executive Director)	1

Audit Committee

The Audit Committee established on 22 March 2000, and is currently comprised of three Independent Non-executive Directors. The Audit Committee is chaired by Mr. LEUNG Kwong Kin, J.P..

Roles and functions of the Audit Committee are as follows:

- (1) Handling the relationship between the Company and the external auditors (include: making recommendation to the Board on the appointment, re-appointment and removal of external auditors, approve remuneration and terms of engagement of the external auditors, handle issues for the resignation or dismissal of external auditors, review and monitor the independence and objectivity of the external auditors and effectiveness of the audit process and develop and implement policy on the engagement of an external auditor to supply non-audit services);
- (2) Reviewing the financial information of the Company; and
- (3) Monitoring the financial reporting system and internal control procedures of the Company.

董事委员会(续)

薪酬委员会(续)

薪酬委员会于每次会议后皆向本公司董事会汇报讨论结果及建议，并获提供充足资源以履行其职责及获授权咨询独立法律意见或其他专业意见。

于年度内，薪酬委员会曾举行一次委员会会议检讨本公司执行董事及高级管理人员的薪酬待遇，会议的讨论结果及建议亦已呈交董事会审议。

于年度内，委员会成员的出席情况如下：

薪酬委员会成员	出席次数
黄华先生 (独立非执行董事) (薪酬委员会主席)	1
梁光建太平绅士 (独立非执行董事)	1
易启宗先生(执行董事)	1

审核委员会

审核委员会于二零零零年三月二十二日成立，目前由本公司的三名独立非执行董事组成，梁光建太平绅士为审核委员会主席。

审核委员会的角色及职能包括：

- (1) 处理本公司与外聘核数师的关系(包括：就外聘核数师的委任、重新委任及罢免向董事会提供建议、批准外聘核数师薪酬及聘用条款、处理外聘核数师辞职或辞退的问题、检讨及监察外聘核数师之独立客观性及核数程序之有效性、就外聘核数师提供非核数服务制定政策并执行等)；
- (2) 审阅本公司财务资料；及
- (3) 监管本公司财务申报制度及内部监控程序等事宜。



Board committees (cont'd)

Audit Committee (cont'd)

The Audit Committee reports to the Board on its discussion results and recommendations after each meeting.

Throughout the year, the Audit Committee reviewed the 2009 annual report and interim report of the Company, discussed the effectiveness of the internal control with external auditors, and reviewed the 2010 budget auditing fees.

In addition, the Audit Committee considered and reviewed the annual report for the year ended annual result on 11 June 2010, and proposed to the Board for their approval.

All members of the Audit Committee actively participated in the committee's meetings. Throughout the year, the Audit Committee met five times. Discussion results and recommendations have been proposed to the Board for its review, and related recommendations were adopted by the Board.

Throughout the year, committee members' attendance was as follows:

Audit Committee Members	Attendance
Mr. LEUNG Kwong Kin, J.P. (Independent Non-executive Director) (Chairman of Audit Committee)	5
Mr. WONG Wah, Dominic (Independent Non-executive Director)	5
Mr. WAN Sze Chung (Independent Non-executive Director)	4

All Directors acknowledge their responsibilities in preparing the financial statements. As at 31 March 2010, none of the Directors are aware of any uncertainties relating to events or conditions that may cast significant doubts upon the Company's ability to continue as a going concern. As such, the Directors have prepared the Company's financial statements on a going concern basis.

Responsibilities of external auditors to the financial statements are set out in the auditors' report of the 2010 annual report.

董事委员会(续)

审核委员会(续)

审核委员会于每次会议后皆向董事会汇报讨论结果及建议。

于年度内，审核委员会已审阅本公司二零零九年度报告及中期报告，并与外聘核数师商讨内部监控的有效性，及审阅本公司二零一零年度的审核费用预算。

此外，审核委员会已于二零一零年六月十一日，审议截至二零一零年三月三十一日止年度年度报告及业绩，并建议董事会通过。

所有审核委员会成员皆积极参与审核委员会会议。于年度内，本公司曾举行五次审核委员会会议，会议的讨论结果及建议亦已呈交董事会审议，有关建议亦已被董事会接纳。

于年度内，委员会成员的出席情况如下：

审核委员会成员	出席次数
梁光建太平绅士 (独立非执行董事) (审核委员会主席)	5
黄华先生 (独立非执行董事)	5
温思聪先生 (独立非执行董事)	4

所有董事均知悉彼等有编制财务报表的责任。于二零一零年三月三十一日，各董事并无知悉任何或会严重影响本公司持续经营业务能力之重大不明朗事件或情况。因此，董事以本公司持续经营为基础拟备本公司财务报表。

有关外聘核数师对财务报表之责任刊载于本公司二零一零年年度报告之独立核数师报告书内。

Corporate Governance Report

企业管治报告

Nomination of Directors

The Board has not established a nomination committee. According to the Articles of Association of the Company, the Board has the power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy or as an addition to the Board. The Board reviews the structure, size and composition of the Board from time to time and makes recommendation on the appointment of Directors. During the year, except as disclosed above, there has been no change to the members of the Board.

Remuneration of the auditors

For the year ended 31 March 2010, audit fee paid by the Company to Grant Thornton (independent auditors of the Company) was HK\$640,000.

Financial reporting

The Board acknowledges its responsibility for preparing the financial statements of the Company and the Group. The reporting responsibilities of the auditors are set out in the Independent Auditors' Report on page 35 to 37 of the annual report.

Internal control

The Board is responsible for maintaining a sound and effective internal control system for the Group. The system is for the interests of the shareholders by protecting the shareholders' investment and the assets of the Group.

For implementing internal control effectively, the Company reviewed the following five elements for internal control:

(i) Overall control

The Group has established a comprehensive organisation structure and deployed suitable personnel for the efficient implementation of policies. Adequate information is also provided. Executive Directors and the Senior Management are granted appropriate authority to execute the strategies, policies and targets of the Group effectively when risks are within control. At the same time, the Board and Senior Management shall communicate the values and code of conduct of the Company to all the staff, for maintaining honesty and a high level of morality. In addition, all Directors actively participate in the affairs of the Board and the work of all Board Committees.

董事之提名

董事会并无成立提名委员会。根据本公司之组织章程，董事会有权不时及随时委任任何人士为董事，以填补临时空缺或加入董事会。董事会不时检讨董事会之结构、规模及组成，以及就董事之委任提供建议。于年度内，除上文披露外，董事会成员并没有任何更改。

核数师酬金

于截至二零一零年三月三十一日止年度内，本公司支付予均富会计师事务所（本公司外聘独立核数师）的核数费为640,000港元。

财务申报

董事会确认其编制本公司及本集团之财务报表之责任。核数师之申报责任载于年报第35至37页之独立核数师报告。

内部监控

董事会全权负责维持本集团拥有一个健全而有效的内部监控系统，保障股东的投资及本集团的资产，以符合股东的权益。

为达到有效的内部监控，本公司已对内部监控的五个原素作出检讨：

(i) 监控环境

本集团已建立一套完善的组织架构，用人唯才，使制定的政策能够有效地执行，并提供足够的资讯流通。执行董事及高级管理人员皆获得授与适当的权力，于可控制的风险情况下有效地执行本集团的策略、政策及目标。同时间，董事会及高级管理人员皆把本公司的价值及行为标准向所有员工传达，确保坚守诚信及高尚的道德标准。另外，本公司所有董事皆积极参与董事会事务及各董事委员会工作。





Internal control (cont'd)

(ii) Risk assessment

The Group determines annual operation targets, financial reporting targets and compliance targets in accordance with the development strategies set by the Board. This is to ensure that the Group operates within risks that are of tolerate and reasonable level.

The Company shall review the risks faced by the Group with external auditors regularly, so as to set a solid base for the Board to review the effectiveness of internal control and report to the shareholders on issues in relation to internal control.

(iii) Control activities

The Group carried out control activities comprising a diverse range of policies and procedures, including conducting reviews of actual performance, reviewing of performance reports, checking information processing in transaction, performing physical controls, analysing performance indicators and dividing and segregating duties amongst different people.

(iv) Information and communication

The Board and Senior Management shall communicate the importance of control to the staff, enabling the staff to understand that control must be implemented. The staff shall regularly report any information related to operation, financial and regulation to the Board and Senior Management.

The Senior Management shall provide the latest information on the Group to the Board and the Board Committees regularly or under material circumstances, in a view to have sufficient preparation for any risks.

In order to lower risks, the Company actively communicates with, and considers opinions from, all external parties, so that it is able to take appropriate actions in face of risks.

(v) Monitoring

The Company shall continuously assess and properly report the performance of the internal control system.

内部监控(续)

(ii) 风险评估

本集团每年度根据本公司董事会定下的发展策略，厘定每年度的营运目标、财务汇报目标及合规目标，以确保维持本集团在可承担及合理风险的范围内运作，确保合理的风险水平。

本公司与外聘核数师会定期检讨本集团所面对的风险，为董事会检讨内部监控的有效性及向股东汇报监控情况奠定稳固的基础。

(iii) 监控活动

本集团已进行的监控活动包括多种政策及程序，当中包括将实际表现与预算进行比较、审阅表现报告、检查交易的资料处理、进行实物监控、分析不同表现指标及划定及区分不同人员之间的职责。

(iv) 资讯与沟通

董事会及高级管理人员向员工传达监控的重要性，使员工了解监控责任必须切实执行。员工亦会把营运、财务及法规的相关资讯定期向董事会及高级管理人员汇报。

高级管理人员定期或遇到重大情况时，向董事会及各董事委员会提供本集团的最新消息，以便于面对风险能够有足够的准备。

本公司亦积极与外界各方保持沟通，采纳意见，以减低风险，及能够于面对风险时进行适当的行动。

(v) 监察

本公司会不断进行评估内部监控系统表现素质的工作，并适当地作出汇报。

Corporate Governance Report

企业管治报告

Shareholders' rights and investors' relationship

It is the Company's policies to have open communication and disclose information in a fair manner. Information disclosure is a key means to enhance corporate governance standard. Shareholders can assess the Company's performance based on the information and provide opinions to the Company. Information relating to the Group and its business, together with its financial condition, are disclosed in the 2010 annual report and the Company's website at www.ebon.com.hk.

All registered shareholders shall receive notice of the Annual General Meeting (the "AGM") and special general meeting (together the "Meeting") by post. The notice of the Meeting contains an agenda, resolutions proposed and a voting form. All shareholders, whose shares are registered in the register of members, are entitled to attend the Meeting. Shareholders who cannot attend the Meeting can appoint their proxies or the chairman of the meeting as their proxies by completing the proxy form enclosed with the notice of the meeting and returning it to the Company's share registrar. Pursuant to the Listing Rules, all resolutions at general meetings shall be decided on a voting by poll. Procedures for demanding a vote by poll, together with the notice of the meeting, have been enclosed with a circular dispatched to the shareholders. The procedures shall be read out at the Meeting by the chairman of the meeting.

In addition, separate resolutions for actually separated issues shall be proposed to the Meeting for the approval of shareholders.

The AGM is considered as an annual significant event of the Company. The AGM can provide a precious opportunity for the shareholders and the Board to exchange constructive opinions. All Directors and the Senior Management shall attend the AGM. Apart from attending the AGM, the Chairman of the Board shall arrange the chairmen of each Board Committee to attend and answer questions at the AGM.

股东权利及投资者关系

本公司奉行坦诚沟通和公平披露资料的政策。披露资料是一个提升企业管治标准的主要方法，因为股东可凭资料来评估公司的表现，并向公司提出意见。本公司于二零一零年年度报告内提供有关本集团及其业务的资料及财务状况，并透过本公司网站 www.ebon.com.hk 发布有关资料。

所有登记股东会以邮递方式收取股东周年大会（「年会」）及股东特别大会（合称「股东大会」）通告。股东大会通告载有会议议程、提交的决议案及投票表格。所有股东均有权出席股东大会，惟彼等的股份必须登记于股东名册内。未能出席股东大会的股东可填妥随附于通告的代表委任表格并交回本公司股份过户处，以委任彼等之代表或大会主席担任彼等的代表。根据《上市规则》，上市发行人举行的股东大会上所有议决事项均须以投票方式表决。有关要求以股数投票方式表决之程序已载于连同召开股东大会通告一并送出的致股东通函内，并由大会主席于股东大会上读出。

此外，股东大会并会就每项实际独立的事宜，分别提出独立议案，供股东表决。

本公司视年会为公司的年度盛事，因年会提供重要机会，让各股东与董事会交换具建设性的意见。所有董事和高级管理人员均会尽量出席年会。董事会主席除参与年会外，并会安排各董事委员会主席参与年会及回答提问。



Independent Auditors' Report

独立核数师报告



Grant Thornton
均富

Member of Grant Thornton International Ltd

To the members of E. Bon Holdings Limited

(incorporated in the Cayman Islands with limited liability)

We have audited the consolidated financial statements of E. Bon Holdings Limited ("the Company") and its subsidiaries (collectively referred to as "the Group") set out on pages 38 to 98, which comprise the consolidated and the Company statement of financial position as at 31 March 2010, and the consolidated statement of comprehensive income, the consolidated statement of changes in equity and the consolidated cash flow statement for the year then ended, and a summary of significant accounting policies and other explanatory notes.

Directors' responsibility for the financial statements

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

致怡邦行控股有限公司全体股东

(于开曼群岛注册成立之有限公司)

本核数师已审核列于第38页至98页之怡邦行控股有限公司(「贵公司」)及其附属公司(统称为「贵集团」)之综合财务报表,其中包括于二零一零年三月三十一日之综合及贵公司综合财务状况表,与截至该日止年度之综合全面收益表,综合权益变动表及综合现金流量表,以及主要会计政策概要及其他附注说明。

董事编制财务报表之责任

贵公司董事须遵照香港会计师公会颁布之香港财务报告准则及按照香港《公司条例》之披露规定,负责编制及真实而公平地呈列此等财务报表。此责任包括设计、实施及维护与编制及真实而公平地呈列财务报表相关之内部监控,以使财务报表不存在由于欺诈或错误而导致之重大错误陈述;选择和应用适当之会计政策;及因应情况作出合理之会计估计。

Independent Auditors' Report

独立核数师报告



Grant Thornton
均富

Auditors' responsibility

Our responsibility is to express an opinion on these financial statements based on our audit and to report our opinion solely to 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.

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

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

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

核数师之责任

本核数师之责任是根据我们之审核对此财务报表作出意见，此意见仅向阁下汇报而不作其他用途。我们不就此报告之内容，对任何其他人士负责或承担责任。

我们的审核工作已根据香港会计师公会颁布之香港审计准则进行。该等准则要求我们遵守操守规定，并规划及执行审核，以获取合理保证确定此等财务报表是否不存有重大错误陈述。

审核涉及执行程序以获取有关该财务报表所载金额及披露资料之审核凭证。所选定之程序取决于我们之判断，包括评估由于欺诈或错误而导致财务报表存有重大错误陈述之风险。在作出该等风险评估时，我们考虑与实体编制及真实而公平地呈列财务报表相关之内部监控，以设计适当之审核程序，但并非旨在就实体之内部监控之效能发表意见。审核亦包括评估所采用之会计政策之合适性及董事所作出之会计估计之合理性，以及就财务报表之整体呈列方式作出评估。

本核数师相信我们所获得之审核凭证就提出审核意见而言属充分恰当。



Grant Thornton
均富

Opinion

In our opinion, the consolidated financial statements give a true and fair view of the state of the Company's and the Group's affairs as at 31 March 2010 and of the Group's profit and cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards and have been properly prepared in accordance with the disclosure requirements of the Hong Kong Companies Ordinance.

意見

本核数师认为，本等综合财务报表已按照香港财务报告准则真实公平地反映贵公司及贵集团于二零一零年三月三十一日之财务状况及贵集团截至该日止年度之溢利及现金流量，并已按照香港《公司条例》之披露规定妥为编制。

Grant Thornton

Certified Public Accountants
6th Floor, Nexus Building
41 Connaught Road Central
Hong Kong

11 June 2010

均富会计师行

执业会计师
香港
干诺道中41号
盈置大厦6楼

二零一零年六月十一日

Consolidated Statement of Comprehensive Income

综合全面收益表

For the year ended 31 March 2010

截至二零一零年三月三十一日止年度

			2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元
Turnover	营业额	Notes 附注		
Cost of sales	销售成本	5	446,910	361,102
			(279,824)	(221,973)
Gross profit	毛利		167,086	139,129
Other income	其他收益	5	807	2,330
Selling and distribution expenses	销售及分销成本		(80,755)	(75,983)
Administrative expenses	行政开支		(36,344)	(32,368)
Fair value change on derivative financial instruments	衍生金融工具之公平值变动		(322)	(676)
Valuation deficit on building	物业重估减值		(115)	(112)
Finance costs	财务费用	8	(653)	(1,758)
Profit before income tax	除所得税前溢利	7	49,704	30,562
Income tax expense	所得税开支	11(a)	(8,657)	(5,556)
Profit for the year	年度溢利		41,047	25,006
Other comprehensive income	其他全面收益			
Exchange gain on translation of financial statements of foreign operations	换算海外附属公司财务报表的汇兑差异		326	18
Surplus on revaluation of properties held for own use	物业重估收益		6,400	3,387
Tax effect relating to components of other comprehensive income	其他全面收益之税项影响		(907)	(219)
Other comprehensive income for the year, net of tax	年度其他全面收益(除税后)		5,819	3,186
Total comprehensive income for the year	年度全面收益合计		46,866	28,192
Earnings per share for profit attributable to the equity holders of the Company during the year	本公司股本持有人应占盈利之每股溢利			
– Basic	– 基本	14	17.8 cents 港仙	10.8 cents 港仙

Consolidated Statement of Financial Position

综合财务状况表

As at 31 March 2010

于二零一零年三月三十一日

		Notes 附注	2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元
ASSETS AND LIABILITIES	资产及负债			
Non-current assets	非流动资产			
Property, plant and equipment	物业、厂房及设备	15	52,645	45,734
Prepaid land lease payments	预付土地租赁款项	16	29,911	30,534
Deferred tax assets	递延税项资产	24	1,570	1,627
			84,126	77,895
Current assets	流动资产			
Inventories	存货	19	84,742	73,469
Trade and other receivables	应收账款及其他应收款项	20	122,979	90,720
Derivative financial instruments	衍生金融工具	21	—	322
Cash and cash equivalents	现金及现金等值		51,918	39,110
			259,639	203,621
Current liabilities	流动负债			
Trade and other payables	应付账款及其他应付款项	22	38,942	30,579
Interest-bearing borrowings	有息借贷	23	47,340	30,032
Provision for tax	税项拨备		3,996	3,501
			90,278	64,112
Net current assets	流动资产净值		169,361	139,509
Total assets less current liabilities	总资产减流动负债		253,487	217,404
Non-current liabilities	非流动负债			
Interest-bearing borrowings	有息借贷	23	13,525	14,820
Deferred tax liabilities	递延税项负债	24	4,760	3,853
			18,285	18,673
NET ASSETS	资产净值		235,202	198,731



Consolidated Statement of Financial Position

综合财务状况表

As at 31 March 2010

于二零一零年三月三十一日

		Notes 附注	2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元
EQUITY	权益			
Equity attributable to Company's equity holders	本公司权益持有人应占权益			
Share capital	股本	25	23,100	23,100
Reserves	储备	26	212,102	175,631
TOTAL EQUITY	权益总额		235,202	198,731



LAU Shiu Sun

刘绍新

Director

董事



TSE Hon Kit, Kevin

谢汉杰

Director

董事

Statement of Financial Position

财务状况表

As at 31 March 2010

于二零一零年三月三十一日

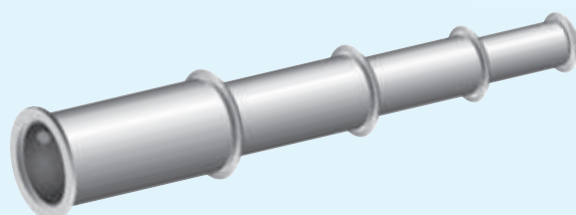
	Notes 附注	2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元
ASSETS AND LIABILITIES			
Non-current assets			
Interest in subsidiaries	17	90,917	90,917
Current assets			
Due from subsidiaries	18	64,569	65,262
Prepayments and other receivables	20	148	38
Cash and cash equivalents		80	69
		64,797	65,369
Current liabilities			
Other payables	22	74	45
Tax payable		—	119
Due to subsidiaries	18	59,949	50,273
		60,023	50,437
Net current assets		4,774	14,932
Total assets less current liabilities		95,691	105,849
Net assets		95,691	105,849
EQUITY			
Share capital	25	23,100	23,100
Reserves	26	72,591	82,749
Total equity		95,691	105,849



LAU Shiu Sun
刘绍新
Director
董事



TSE Hon Kit, Kevin
谢汉杰
Director
董事



Consolidated Cash Flow Statement

综合现金流量表

For the year ended 31 March 2010

截至二零一零年三月三十一日止年度

		Notes 附注	2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元
Cash flow from operating activities	经营活动之现金流量			
Profit before income tax	除税前溢利		49,704	30,562
Adjustments for:	经调整：			
Interest expense	利息成本		653	1,758
Interest income	利息收入		(69)	(379)
Provision for slow-moving inventories	滞销存货拨备		3,621	3,334
Provision for impairment of trade receivables	贸易应收账款减值拨备		209	118
Write off of other receivables	其他应收款项撇账		819	—
Reversal of provision for doubtful debt	呆账准备回拨		—	(3)
Loss arising from change in fair value of forward foreign exchange contracts	外汇远期合约之公平值减值		322	676
Gain on disposal of property, plant and equipment	出售固定资产收益		—	(11)
Revaluation deficit on building	物业重估减值		115	112
Depreciation and amortisation	折旧及分期摊销		6,896	6,801
Operating profit before working capital changes:	营运资金变动：		62,270	42,968
(Increase)/Decrease in inventories	存货(增加)/减少		(14,894)	4,146
(Increase)/Decrease in trade and other receivables	应收账款及其他应收款项之(增加)/减少		(32,184)	32,280
Increase/(Decrease) in trade and other payables	应付账款及其他应付款项之增加/(减少)		8,222	(14,485)
Cash generated from operations	经营业务所得现金		23,414	64,909
Income tax refund	所得税发还		37	—
Income tax paid	支付所得税		(8,419)	(5,667)
Net cash from operating activities	经营活动所得现金净额		15,032	59,242

Consolidated Cash Flow Statement

综合现金流量表

For the year ended 31 March 2010

截至二零一零年三月三十一日止年度

	Notes 附注	2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元
Cash flow from investing activities	投资活动之现金流量		
Acquisition of subsidiaries	收购附属公司	27 (774)	-
Interest received	已收利息	69	379
Proceeds on disposal of property, plant and equipment	出售物业、厂房及设备所得款项	-	11
Payment of lease premium for land	预缴土地租赁费用	-	(31,157)
Purchase of property, plant and equipment	购买物业、厂房及设备	(6,810)	(8,583)
Net cash used in investing activities	投资活动动用现金净额	(7,515)	(39,350)
Cash flow from financing activities	融资活动之现金流量		
Bank loan raised	新增银行贷款	7,731	17,000
Interest paid on bank borrowings	已付银行贷款利息	(646)	(1,748)
Interest paid on obligations under finance lease	已付融资租赁利息	(7)	(10)
Dividends paid	已付股息	(10,395)	(12,810)
Repayment of other bank loans	偿还其他银行贷款	(4,570)	(6,930)
Repayment of obligations under finance leases	偿还融资租赁债务	(56)	(62)
Increase/(Decrease) in trust receipt loans and import invoice financing	应付信托收据贷款及进口发票贴现之增加/(减少)	12,908	(27,905)
Net cash generated from/(used in) financing activities	融资活动之现金流入/(流出)净额	4,965	(32,465)
Net increase/(decrease) in cash and cash equivalents	现金及现金等值之增加/(减少)	12,482	(12,573)
Effect of foreign exchange rate changes, on cash held	汇率变动对现金之影响	326	18
Cash and cash equivalents at the beginning of the year	年初之现金及现金等值	39,110	51,665
Cash and cash equivalents at the end of the year, represented by bank balances and cash	年末之现金及现金等值(银行结余及现金)	51,918	39,110

Consolidated Statement of Changes in Equity

综合权益变动表

For the year ended 31 March 2010

截至二零一零年三月三十一日止年度

		Share capital 股本 HK\$'000 千港元	Share premium 股份溢价 HK\$'000 千港元	Revaluation reserve 重估储备 HK\$'000 千港元	Merger reserve 合并储备 HK\$'000 千港元	Capital reserve 资本储备 HK\$'000 千港元	Exchange reserve 汇兑储备 HK\$'000 千港元	Statutory reserve 法定储备 HK\$'000 千港元	Retained earnings 保留溢利 HK\$'000 千港元	Total 合计 HK\$'000 千港元
1 April 2008	于二零零八年四月一日	21,000	40,261	18,986	6,979	2,896	297	-	92,930	183,349
Capitalisation on bonus issue of shares	发行红股	2,100	(2,100)	-	-	-	-	-	-	-
Dividends	股息	-	-	-	-	-	-	-	(12,810)	(12,810)
Transaction with owners	与权益持有者之交易	2,100	(2,100)	-	-	-	-	-	(12,810)	(12,810)
Profit for the year	年度溢利	-	-	-	-	-	-	-	25,006	25,006
Other comprehensive income	其他全面收益									
Exchange gain on translation of financial statements of foreign operations	换算海外附属公司财务报表的汇兑差异	-	-	-	-	-	18	-	-	18
Surplus on revaluation of properties held for own use	物业重估收益	-	-	3,387	-	-	-	-	-	3,387
Tax effect relating to components of other comprehensive income	其他全面收益之税项影响	-	-	(219)	-	-	-	-	-	(219)
Total comprehensive income	年度全面收益	-	-	3,168	-	-	18	-	25,006	28,192
At 31 March 2009	于二零零九年三月三十一日	23,100	38,161	22,154	6,979	2,896	315	-	105,126	198,731
At 1 April 2009	于二零零九年四月一日	23,100	38,161	22,154	6,979	2,896	315	-	105,126	198,731
Dividends	股息	-	-	-	-	-	-	-	(10,395)	(10,395)
Transaction with owners	与权益持有者之交易	-	-	-	-	-	-	-	(10,395)	(10,395)
Profit for the year	年度溢利	-	-	-	-	-	-	-	41,047	41,047
Other comprehensive income	其他全面收益									
Exchange gain on translation of financial statements of foreign operations	换算海外附属公司财务报表的汇兑差异	-	-	-	-	-	326	-	-	326
Surplus on revaluation of properties held for own use	物业重估收益	-	-	6,400	-	-	-	-	-	6,400
Tax effect relating to components of other comprehensive income	其他全面收益之税项影响	-	-	(907)	-	-	-	-	-	(907)
Total comprehensive income	年度全面收益	-	-	5,493	-	-	326	-	41,047	46,866
Transfer to statutory reserve	转拨至法定储备	-	-	-	-	-	-	261	(261)	-
At 31 March 2010	于二零一零年三月三十一日	23,100	38,161	27,647	6,979	2,896	641	261	135,517	235,202



Notes to the Financial Statements

财务报表附注

For the year ended 31 March 2010

截至二零一零年三月三十一日止年度

annual report 2010

1. General information

E. Bon Holdings Limited ("the Company") is a limited liability company incorporated in the Cayman Islands and its registered office is Cricket Square, Hutchins, Drive P.O. Box 2681, Grand Cayman KY1-1111, Cayman Islands and its principal place of business is 16th – 18th Floors, First Commercial Building, 33 Leighton Road, Causeway Bay, Hong Kong. Its shares are listed on the Main Board of The Stock Exchange of Hong Kong Limited (the "Stock Exchange"). The principal activity of the Company is investment holding. Its subsidiaries are principally engaged in the importing and sale of architectural builders hardware, bathroom, kitchen collections and furniture in Hong Kong.

These financial statements have been prepared in accordance with Hong Kong Financial Reporting Standards ("HKFRS"), which collective term includes all individual HKFRS, Hong Kong Accounting Standards ("HKAS") and Interpretations issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA"), accounting principles generally accepted in Hong Kong and the disclosure requirements of the Hong Kong Companies Ordinance. These financial statements also comply with the applicable disclosure provisions of the Rules Governing the Listing of Securities on the Stock Exchange (the "Listing Rules").

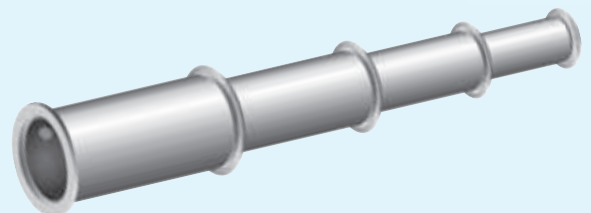
The financial statements for the year ended 31 March 2010 were approved for issue by the board of directors on 11 June 2010.

1. 一般资料

怡邦行控股有限公司(「本公司」)为开曼群岛注册成立有限责任公司其注册办事处为Cricket Square, Hutchins, Drive P.O. Box 2681, Grand Cayman KY1-1111, Cayman Islands及其主要营业地点是香港铜锣湾礼顿道33号第一商业大厦16-18楼。其股票于香港联合交易所有限公司之主板上市。本公司主要业务为投资控股。其附属公司则主要业务为在香港从事进口及销售建筑五金、卫浴、厨房设备及家俬。

本财务报表已遵照香港会计师公会颁布之所有适用的香港财务报告准则，包括所有适用个别的香港财务报告准则、香港会计准则及诠释、香港普遍接纳之会计原则及香港公司条例之披露规定而编制。此财务报表同时亦符合香港联合交易所有限公司证券上市规则之适用披露规定。

截至二零一零年三月三十一日止年度财务报表已于二零一零年六月十一日董事会会议上获得通过刊发。



Notes to the Financial Statements

财务报表附注

For the year ended 31 March 2010

截至二零一零年三月三十一日止年度

2. Adoption of new and amended HKFRSs

In the current year, the Company and its subsidiaries (the "Group") have applied, for the first time, the following new standards, amendments and interpretations (the "new HKFRSs") issued by the HKICPA, which are effective for the Group's financial statements beginning on 1 April 2009.

HKFRSs (Amendments)	Annual improvements to HKFRSs 2008
HKAS 1 (Revised 2007)	Presentation of Financial Statements
HKAS 23 (Revised)	Borrowing Costs
HKAS 32 and HKAS 1 (Amendments)	Puttable Financial Instruments and Obligations Arising on Liquidation
HKFRS 1 & HKAS 27 (Amendments)	Costs of an Investment in a Subsidiary, Jointly Controlled Entity or Associate
HKFRS 2 (Amendments)	Share-based Payment — Vesting Conditions and Cancellations
HKFRS 7 (Amendments)	Improving Disclosures about Financial Instruments
HKFRS 8	Operating Segments
HK(IFRIC)-Int 9 (Amendments)	Reassessment of Embedded Derivatives
HK(IFRIC)-Int 13	Customer Loyalty Programmes
HK(IFRIC)-Int 15	Agreements for the Construction of Real Estate
HK(IFRIC)-Int 16	Hedges of a Net Investment in a Foreign Operation
HK(IFRIC)-Int 18	Transfers of Assets from Customers
HKAS 39 (Amendments)	Financial Instruments — "Recognition and Measurement" — Embedded Derivatives

2. 采纳新订及经修订香港财务报告准则

本公司及附属公司(「本集团」)于本年度首次应用以下由香港会计师公会颁布之新订准则、修订及诠释,适用于本集团由二零零九年四月一日开始之财务报表。

香港财务报告准则之 多项改进	二零零八年香港 财务报告准则之 年度改进
香港会计准则1 (二零零七年经修订)	呈列财务报表
香港会计准则23 (二零零七年经修订)	借款成本
香港会计准则32及 香港会计准则1(修订)	可沽售财务工具及 清盘产生之责任
香港财务报告准则 第1号及香港会计准则 第27号(修订本)	附属公司、共同控制 公司或联营公司之 投资成本
香港财务报告准则2 (修订)	以股份支付 — 归属条件及注销
香港财务报告准则7 (修订)	财务工具:披露 — 有关财务工具披露 之改善
香港财务报告准则8	营运分部
香港国际财务报告诠释 委员会—诠释9(修订)	重估嵌入式衍生工具 及财务工具
香港国际财务报告诠释 委员会—诠释13	客户忠诚计划
香港国际财务报告诠释 委员会—诠释15	房地产建筑协议
香港国际财务报告诠释 委员会—诠释16	海外业务投资净额 对冲
香港国际财务报告诠释 委员会—诠释18	从客户转让资产
香港财务报告准则39 (修订)	金融工具:确认和 计量 — 嵌入式 衍生工具



2. Adoption of new and amended HKFRSs (cont'd)

The adoption of these new HKFRSs, amendments to HKFRSs and interpretations had no material effect on the results and financial position of the Group for the current or prior years.

HKAS 1 (REVISED 2007) PRESENTATION OF FINANCIAL STATEMENTS

The adoption of HKAS 1 (Revised 2007) makes certain changes to the format and titles of the primary financial statements and to the presentation of some items within these statements. It also gives rise to additional disclosures. The measurement and recognition of the Group's assets, liabilities, income and expenses is unchanged. However, some items that were recognised directly in equity are now recognised in other comprehensive income, for example, revaluations of property, plant and equipment. HKAS 1 affects the presentation of owner changes in equity and introduces a 'Statement of comprehensive income'. Comparatives have been restated to conform with the revised standard. The Group has applied changes to its accounting policies on presentation of financial statements and segment reporting retrospectively. However, the changes to the comparatives have not affected the consolidated or the Company's statement of financial position at 1 April 2008 and accordingly this statement is not presented.

HKFRS 3 BUSINESS COMBINATIONS (REVISED 2008)

The standard is applicable in reporting periods beginning on or after 1 July 2009 and will be applied prospectively. The new standard still requires the use of the purchase method (now renamed the acquisition method) but introduces material changes to the recognition and measurement of consideration transferred and the acquiree's identifiable assets and liabilities, and the measurement of non-controlling interests (previously known as minority interest) in the acquiree. The new standard is expected to have a significant effect on business combinations occurring in reporting periods beginning on or after 1 July 2009.

2. 采纳新订及经修订香港财务报告准则(续)

除下文注明者外，采纳新订香港财务报告准则对编制及呈列本期及前期业绩及财务状况并无重大影响。

香港会计准则1(二零零七年经修订)呈列财务报表

采纳香港会计准则1(二零零七年经修订)对主要财务报表之格式及名称以及部份项目于该等报表之呈列作出若干变更，亦导致作出额外披露。计量及确认本集团资产、负债、收入及开支维持不变。然而，部份以前直接确认于权益之项目现时会于其他全面收入确认，如物业、厂房及设备之重估。香港会计准则1影响拥有人权益变化之呈列方式及引入一份「全面收益表」。比较数字经已重列以与经修订准则保持一致。本集团在呈列财务报表及分部报告时分别采用具追溯效力之会计政策变更。然而，比较数字之变更并无影响于二零零八年四月一日之综合财务状况表，因此，并无呈列此报表。

香港财务报告准则3业务合并(二零零八年经修订)

此项准则适用于二零零九年七月一日或之后开始之报告期间并且会于日后应用。此项新订准则仍然要求使用购买法(现时改称为收购法)，但对于已转让代价及被收购方之可识别资产及负债之确认及计量，以及于被收购方之非控股权益(前称少数股东权益)之计量引入重大变更。预期此项新订准则将会对二零零九年七月一日或之后开始之报告期间内发生之业务合并产生重大影响。

Notes to the Financial Statements

财务报表附注

For the year ended 31 March 2010

截至二零一零年三月三十一日止年度

2. Adoption of new and amended HKFRSs (cont'd)

HKFRS 7 (AMENDMENTS) IMPROVING DISCLOSURES ABOUT FINANCIAL INSTRUMENTS

The amendments require additional disclosures for financial instruments which are measured at fair value in the statement of financial position. These fair value measurements are categorised into a three-level fair value hierarchy, which reflects the extent of observable market data used in making the measurements. In addition, the maturity analysis for derivative financial liabilities is disclosed separately and should show remaining contractual maturities for those derivatives where this information is essential for an understanding of the timing of the cash flows. The Group has taken advantage of the transitional provisions in the amendments and has not provided comparative information in respect of the new requirements.

HKFRS 8 OPERATING SEGMENTS

The adoption of HKFRS 8 has not affected the identified and reportable operating segments for the Group. However, reported segment information is now based on internal management reporting information that is regularly reviewed by the chief operating decision maker. In the previous annual financial statements, segments were identified by reference to the dominant source and nature of the Group's risks and returns. Comparatives have been restated on a basis consistent with the new standard.

At the date of authorisation of these financial statements, certain new and amended HKFRSs have been published but are not yet effective, and have not been adopted early by the Group.

The directors anticipate that all of the pronouncements will be adopted in the Group's accounting policy for the first period beginning after the effective date of the pronouncement. Information on new and amended HKFRSs that are expected to have impact on the Group's accounting policy is provided below. Certain other new and amended HKFRSs have been issued but are not expected to have a material impact of the Group's financial statements.

2. 采纳新订及经修订香港财务报告准则(续)

香港财务报告准则7(修订)财务工具：披露 — 有关财务工具披露之改善

有关修订要求就财务状况表内以公允价值计量之财务工具作出额外披露。该等公允价值计量分类为三层等级公允价值架构，反映运用观察得出之市场数据以作出计量之程度。此外，衍生财务负债之到期日分析会分开披露及应显示该等衍生工具之尚余合约到期日，这资料对了解现金流量之时间极其重要。本集团利用该项修订之过渡性条文，且并无根据新要求提供比较资料。

香港会计准则8营运分部

采纳香港财务报告准则8并不影响本集团之已识别及可呈报营运分部。然而，已呈报分部资料现在以内部管理报告资料为基准定期由主要经营决策者审阅。于过往之全年财务报表，分部乃参照本集团风险及回报之主要来源及性质而识别。比较数字已按与新准则一致之基础重新呈列。

于批准此等财务报表日期，若干新订及经修订香港财务报告准则已经刊发但尚未生效，以及并未由本集团提早采纳。

董事预期所有公告将于公告生效日期起第一个期间开始被采纳用于本集团之会计政策。预期将会影响本集团会计政策之新订及经修订香港财务报告准则之资料载列如下。若干其他新订及经修订香港财务报告准则已经刊发，但预期不会对本集团之财务报表构成重大影响。



2. Adoption of new and amended HKFRSs (cont'd)

HKFRS 9 FINANCIAL INSTRUMENTS

The standard is effective for accounting periods beginning on or after 1st January, 2013 and addresses the classification and measurement of financial assets. The new standard reduces the number of measurement categories of financial assets and all financial assets will be measured at either amortised cost or fair value based on the entity's business model for managing the financial assets and the contractual cash flow characteristics of the financial asset. Fair value gains and losses will be recognised in profit or loss except for those on certain equity investments which will be presented in other comprehensive income. The directors are currently assessing the possible impact of the new standard on the Group's results and financial position in the first year of application.

ANNUAL IMPROVEMENTS 2009

The HKICPA has issued Improvements to HKFRS 2009. Most of the amendments become effective for annual periods beginning on or after 1st January, 2010. The Group expects the amendment to HKAS 17 Leases to be relevant to the Group's accounting policies. Prior to the amendment, HKAS 17 generally required a lease of land to be classified as an operating lease. The amendment requires a lease of land to be classified as an operating or finance lease in accordance with the general principles in HKAS 17. The Group will need to reassess the classification of its unexpired leases of land at 1st April 2010 on the basis of information existing at the inception of those leases in accordance with the transitional provisions for the amendment. The amendment will apply retrospectively except where the necessary information is not available. In that situation, the leases will be assessed on the date when the amendment is adopted. The directors are currently assessing the possible impact of the amendment on the Group's results and financial position in the first year of application.

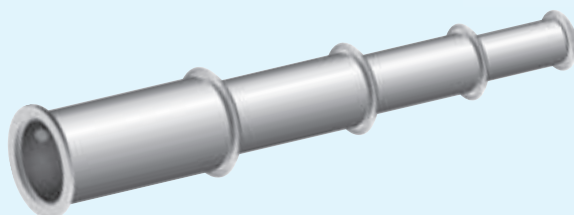
2. 采纳新订及经修订香港财务报告准则(续)

香港财务报告准则9财务工具

此项准则于二零一三年一月一日或之后开始之会计期间生效，内容有关财务资产分类和计量。此项新订准则减少了财务资产计量类别之数目，所有财务资产将会根据有关实体管理财务资产之业务模式及财务资产合约现金流量之特点，按摊销成本或公平值计量。公平值收益及亏损将于损益中确认，惟有关若干股本投资者则于其他全面收入呈列。董事现正评估此项新订准则对本集团于首个应用年度之业绩及财务状况可能产生之影响。

二零零九年之年度改进

香港会计师公会已颁布二零零九年香港财务报告准则之改进。大部份修订已对于二零一零年一月一日或之后开始之年度期间生效。本集团预期香港会计准则17租赁之修订与本集团之会计政策有关。于修订前，香港会计准则17一般要求土地之租赁分类作经营租赁。此项修订要求土地之租赁按照香港会计准则17载列之一般原则而分类为经营或融资租赁。本集团将根据此项修订之过渡条文，以该等租赁开始当时已存在之资料为基准，重新评估本集团于二零一零年四月一日之未届满土地租赁之分类。此项修订将会追溯应用，惟倘欠缺所需资料，则租赁将会于采纳修订当日进行评估。董事现正评估此项修订对本集团于首个应用年度之业绩及财务状况可能产生之影响。



Notes to the Financial Statements

财务报表附注

For the year ended 31 March 2010

截至二零一零年三月三十一日止年度

3. Summary of significant accounting policies

3.1 BASIS OF PREPARATION

The financial statements have been prepared on the historical cost basis, except for leasehold land and buildings in Hong Kong and derivative financial instruments, which are measured at fair value.

3.2 BASIS OF CONSOLIDATION

The consolidated financial statements incorporate the financial statements of the Company and its subsidiaries made up to 31 March each year.

Subsidiaries are consolidated from the date on which control is transferred to the Group. They are excluded from consolidation from the date the control cease.

3.3 SUBSIDIARIES

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

In consolidated financial statements, acquisition of subsidiaries (other than those under common control) is accounted for by applying the purchase method. This involves the estimation of fair value of all identifiable assets and liabilities, including contingent liabilities of the subsidiary, at the acquisition date, regardless of whether or not they were recorded in the financial statements of the subsidiary prior to acquisition. On initial recognition, the assets and liabilities of the subsidiary are included in the consolidated statement of financial position at their fair values, which are also used as the bases for subsequent measurement in accordance with the Group's accounting policies.

In the Company's statement of financial position, the investment in subsidiary is stated at cost less impairment loss. The carrying amount of the investment is reduced to its recoverable amount on an individual basis. Results of subsidiaries are accounted for by the Company on the basis of dividends received and receivable.

All intra-group transactions and balances, income and expenses are eliminated on consolidation. Unrealised losses resulting from intra-group transactions are eliminated in the same way as unrealised profits but only to the extent that there is no evidence of impairment.

3. 主要会计政策

3.1 编制基准

此等财务报表以历史成本作为编制基准，除在香港租赁土地及楼宇及衍生金融工具按公平值列账。

3.2 综合账目基准

综合财务报表包括本公司及所有附属公司截至每年三月三十一日之财务报表。

附属公司在控制权转移至本集团之日开始综合入账。附属公司在控制权终止之日起停止综合入账。

3.3 附属公司

附属公司指本公司直接或间接有权监管其财务及营运政策之企业，并自其业务中获取利益。

于综合财务报表中，收购附属公司（受共同控制附属公司除外）采用收购法入账，当中涉及估计于收购当日收购之附属公司所有可识别资产及负债（包括或然负债）之公平值（不论该等资产及负债于收购前是否已计入该附属公司之财务报表）。于初步确认时，附属公司之资产及负债以其公平值计入综合财务状况表，并以此作为本集团依据其会计政策进行随后计量之基准。

于本公司之财务状况表内，附属公司之投资乃按成本值扣除减值亏损列账。附属公司投资之账面值按个别项目撇减至其可收回款额。本公司应占附属公司业绩按已收及应收股息基准入账。

本集团内各公司之间所有交易及结余和收支已于综合账目时对冲。集团内部间之交易所引致之未变现亏损以未变现溢利之同一方式撇销，惟仅以未有减值证据下之情况而言。



3. Summary of significant accounting policies (cont'd)

3.4 PROPERTY, PLANT AND EQUIPMENT

Property, plant and equipment, other than leasehold land and buildings in Hong Kong, are stated at cost less accumulated depreciation and accumulated impairment losses. The cost of an item of property, plant and equipment comprises its purchase price and any directly attributable costs of bringing the asset to its working condition and location for its intended use. Repairs and maintenance are charged to profit or loss during the year in which they are incurred.

Depreciation is provided to write off the cost or valuation less accumulated impairment losses of property, plant and equipment over their estimated useful lives as set out below from the date on which they are available for use and after taking into account their estimated residual values, using the straight-line method, at the following rates per annum. Where parts of an item of property, plant and equipment have different useful lives, the cost or valuation of the item is allocated on a reasonable basis and depreciated separately:

Leasehold land and buildings	Over the shorter of unexpired term of lease or 50 years
Leasehold improvements	20%
Furniture, fixtures and equipment	10% – 20%
Motor vehicles	20%

The assets' depreciation methods, asset's residual values and useful lives are reviewed, and adjusted if appropriate, at each reporting date.

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

3. 主要会计政策(续)

3.4 物业、厂房及设备

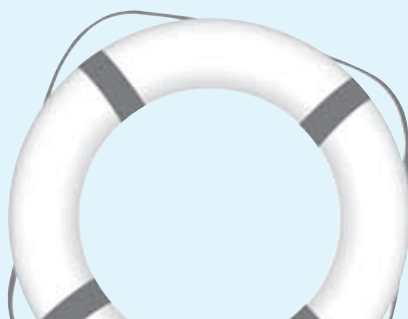
除位于香港之租赁土地与楼宇外之物业、厂房及设备以原值减累计折旧及累计减值亏损入账。物业、厂房及设备之成本包括其购买价及任何使资产达致可使用状态及现存地点作原定用途所产生之直接应占成本。所有其他检修于财务期间内在其产生时于损益账中支销。

物业、厂房及设备之折旧是根据全面投入运作之日期起按其可使用年限及成本扣除累计减值亏损及残值后按以下列所述以直线法计提折旧。凡物业、厂房及设备各部分之可使用年期并不相同，该项目各部分之成本或估值将按合理基础分配，而每部分将个别折旧。

租赁土地及楼宇	50年或未到期之租赁年期 (以较短者为准)
租赁物业装修	20%
家俬、装置及设备	10% – 20%
汽车	20%

资产之折旧、剩餘价值及可使用年限于各报告日进行检讨及修正(如适用)。

根据融资租赁安排持有之资产，按其预计可使用年期或租赁年期(以其较短者)计算折旧。



Notes to the Financial Statements

财务报表附注

For the year ended 31 March 2010

截至二零一零年三月三十一日止年度

3. Summary of significant accounting policies (cont'd)

3.4 PROPERTY, PLANT AND EQUIPMENT (cont'd)

Leasehold land and buildings in Hong Kong are stated at fair value at the date of valuation less accumulated depreciation and accumulated impairment losses. Fair value is determined by independent valuations which are performed periodically. Increases in valuation are recognised in other comprehensive income and accumulated in the revaluation reserve. Decreases in valuation are first offset against increases on earlier valuations in respect of the same asset and are thereafter charged to profit or loss. Any subsequent increases are credited to profit or loss up to the amount previously charged and thereafter to revaluation reserve.

The gain or loss arising on disposal is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in profit or loss.

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.

3.5 PREPAID LAND LEASE PAYMENTS

Prepaid land lease payments are up-front payments to acquire long-term interests in lessee-occupied properties. The payments are stated at cost and are amortised over the period of the lease on a straight line basis to profit or loss.

3. 主要会计政策(续)

3.4 物业、厂房及设备(续)

位于香港之租赁土地及楼宇乃按估值当日之公平值减累计折旧及累计减值亏损列账。公平值乃根据定期独立估值计算。估值增加的金额确认为其他全面收益，并累计入重估储备内。减值金额首先抵销同一物业的早前增值金额，然后计入损益账中。任何其后的增值数额均计入损益账中（以早前扣除的数目为限）及重估储备内。

物业、厂房及设备报废或出售所产生之收益或亏损乃按销售所得款项净额与资产之账面值之差额厘定，并在损益账中确认为收入或开支。

其后成本只有在与该项目有关的未来经济利益有可能流入本集团，而该项目的成本能可靠计量时，才适当地包括在资产的账面值或确认为独立资产。

3.5 预付土地租赁款项

预付土地租赁款项为购入由承租人所占用物业之长期权益之预付款项。预付土地租赁款项用成本列账，并以直线法于余下租赁期内在损益账中摊销。





3. Summary of significant accounting policies (cont'd)

3.6 FINANCIAL ASSETS

The Group's accounting policies for financial assets other than investments in subsidiaries are classified into loans and receivables and financial assets at fair value through profit or loss.

Management determines the classification of its financial assets at initial recognition depending on the purpose for which the financial assets were acquired and where allowed and appropriate, re-evaluates this designation at every reporting date.

All financial assets are recognised when, and only when, the Group becomes a party to the contractual provisions of the instrument. Regular way purchases of financial assets are recognised on trade date. When financial assets are recognised initially, they are measured at fair value, plus, in the case of investments not at fair value through profit or loss, directly attributable transaction costs.

Derecognition of financial assets occurs when the rights to receive cash flows from the investments expire or are transferred and substantially all of the risks and rewards of ownership have been transferred.

At each reporting date, financial assets are reviewed to assess whether there is objective evidence of impairment. If any such evidence exists, impairment loss is determined and recognised based on the classification of the financial asset.

(i) Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. Loans and receivables are subsequently measured at amortised cost using the effective interest method, less any impairment losses. Amortised cost is calculated taking into account any discount or premium on acquisition and includes fees that are an integral part of the effective interest rate and transaction cost.

3. 主要会计政策(续)

3.6 财务资产

本集团有关财务资产(于附属公司之投资除外)之会计政策分为贷款及应收账款及按公允价值列账及于损益账中处理之财务资产。

管理层于最初确认时根据收购财务资产之目的将其分类,并在许可及适当之情况下,于各报告日重新评估财务资产之分类。

所有财务资产必须于本集团成为订立有关工具合约条文之一方时,才可确认。以正常方式购买之财务资产于交易日入账。该财务资产初步确认时乃按公允价值入账,如购买之投资非以其公允价值入账,该差额则于全面收益中列账为直接交易成本。

当从投资中收取现金流量之权利届满或转让且该项投资拥有权之绝大部分风险及回报已经转让时,该项财务资产终止确认。

于各报告日,本集团为财政资产作出检讨,以评估是否有客观证据显示财政资产减值。倘有相关证据,该财务资产则以减值亏损列式确认及入账。

(i) 贷款及应收款项

贷款及应收款项指并无于活跃市场报价之具有固定或可厘定付款金额之非衍生金融资产。该等贷款及应收账款其后用实际利息法按摊销成本扣除减值拨备计量。摊销成本已把任何收购折让或溢价计算在内,并包括已收点数费用及交易成本。

Notes to the Financial Statements

财务报表附注

For the year ended 31 March 2010

截至二零一零年三月三十一日止年度

3. Summary of significant accounting policies (cont'd)

3.6 FINANCIAL ASSETS (cont'd)

(ii) Financial assets at fair value through profit or loss

Financial assets at fair value through profit or loss included a derivative financial instrument that is a forward currency contract to hedge its risk associated with foreign currency fluctuations.

Derivative financial instruments are initially recognised at fair value on the date the derivative contract is entered into and subsequently remeasured at fair value. Derivatives that are not designated as hedging instruments are accounted for as financial assets or financial liabilities at fair value through profit or loss. Gains or losses arising from changes in fair value are taken directly to profit or loss for the year.

Impairment of financial assets

At each reporting date, the Group assesses whether there is objective evidence that financial assets are impaired. Objective evidence of impairment of individual financial assets includes observable data that comes to the attention of the Group about one or more of the following loss events:

- Significant financial difficulty of the debtor;
- A breach of contract, such as a default or delinquency in interest or principal payments;
- It becoming probable that the debtor will enter bankruptcy or other financial reorganisation; and
- Significant changes in the technological, market, economic or legal environment that have an adverse effect on the debtor.

3. 主要会计政策(续)

3.6 财务资产(续)

(ii) 按公允价值列账及于损益账中处理之财务资产

本集团之按公允价值列账及于损益账中处理之财务资产包括衍生金融工具即是一份远期货币合同，对其外币浮动相关之风险进行对冲。

衍生金融工具初始时按订立衍生合同当日之公允价值确认，其后按公允价值再计量。衍生工具不被指定为实际对冲工具亦分类为按公允价值于损益账中处理入账为财务资产或负债。公允价值变动所产生的任何收益或损失直接计入损益账中。

财务资产减值

于各报告日，本集团审阅财务资产以厘定是否存在任何客观减值证据。个别财务资产之客观减值证据包括引起本集团留意有关一件或以上下列亏损事件之可察觉资料：

- 债务人出现重大财务困难；
- 违反合约，例如未能或拖欠偿付利息或本金；
- 债务人将很有可能宣告破产或进行其他财务重组；和
- 技术、市场、经济或法律环境出现对债务人造成不利影响之重大变动。



3. Summary of significant accounting policies (cont'd)

3.6 FINANCIAL ASSETS (cont'd)

- (ii) *Financial assets at fair value through profit or loss (cont'd)*

Impairment of financial assets (cont'd)

Loss events in respect of a group of financial assets include observable data indicating that there is a measurable decrease in the estimated future cash flows from the group of financial assets. Such observable data includes but not limited to adverse changes in the payment status of debtors in the group and, national or local economic conditions that correlate with defaults on the assets in the group.

If there is objective evidence that an impairment loss on loans and receivables has been incurred, the amount of the loss is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows (excluding future credit losses that have not been incurred) discounted at the financial asset's original effective interest rate (i.e. the effective interest rate computed at initial recognition). The amount of the loss is recognised in profit or loss of the period in which the impairment occurs.

If, in subsequent period, the amount of the impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment was recognised, the previously recognised impairment loss is reversed to the extent that it does not result in a carrying amount of the financial asset exceeding what the amortised cost would have been had the impairment not been recognised at the date the impairment is reversed. The amount of the reversal is recognised in profit or loss of the period in which the reversal occurs.

3. 主要会计政策(续)

3.6 财务资产(续)

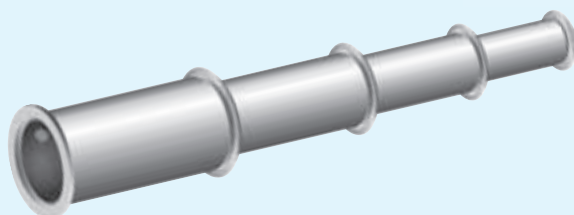
- (ii) *按公允价值列账及于损益账中处理之财务资产(续)*

财务资产减值(续)

有关该组财务资产之亏损事件包括显示该组财务资产之估计未来现金流量有可计量减少之可察觉数据。该等可察觉数据包括但不限于本集团债务人之付款状况及与本集团资产之违约相关之国家或当地经济状况之不利变动。

倘有客观证据表示贷款及应收账款已出现减值亏损，有关亏损金额以该资产账面值与估计未来现金流(不包括尚未产生之未来信贷亏损)按原先实际利率(即初步确认时用以计算之实际利率)折现为其现有价值两者间之差额计量。有关亏损金额乃于产生减值期间之损益账中确认。

倘其后减值亏损金额减少，而有关减幅客观上可与确认减值后发生之某一事项有所联系，则回拨过往确认之减值亏损，惟财务资产之账面值不得超过倘回拨减值当日并无确认减值之原有摊销成本。回拨金额于回拨期间于损益账中确认。



Notes to the Financial Statements

财务报表附注

For the year ended 31 March 2010

截至二零一零年三月三十一日止年度

3. Summary of significant accounting policies (cont'd)

3.6 FINANCIAL ASSETS (cont'd)

- (ii) *Financial assets at fair value through profit or loss (cont'd)*

Impairment of financial assets (cont'd)

Where the recovery of trade receivables is considered doubtful but not remote, the impairment losses for doubtful receivables are recorded using an allowance account. When the Group is satisfied that recovery of trade receivables is remote, the amount considered irrecoverable is written off against trade receivables directly and any amounts held in the allowance account in respect of that receivable are reversed. Subsequent recoveries of amounts previously charged to the allowance account are reversed against the allowance account. Other changes in the allowance account and subsequent recoveries of amounts previously written off directly are recognised in profit or loss.

3.7 FINANCIAL LIABILITIES

The Group's financial liabilities include interest-bearing borrowings, trade and other payables and finance lease liabilities. They are included in line items in the statement of financial position as interest-bearing borrowings under current or non-current liabilities or trade and other payables.

Financial liabilities are recognised when the Group becomes a party to the contractual provisions of the instrument.

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

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

3. 主要会计政策(续)

3.6 财务资产(续)

- (ii) *按公允价值列账及于损益账中处理之财务资产(续)*

财务资产减值(续)

倘应收账款被认为有可能而非不能收回, 该金额以应收账款减值形式作出拨备。当本集团认为该应收账款不能收回, 该金额则直接于应收账款中撤销, 而于拨备账内就有关应收账款持有之任何金额会作出回拨。倘于拨备帐之应收账款其后收回, 拨备帐则按收回之金额作出回拨。拨备账之其他变动及其后收回之直接撤销金额则于损益账中确认。

3.7 财务负债

本集团之财务负债包括有息借贷、应付账款及其他应付账款及融资租赁负债。该财务负债以流动或非流动有息借贷、应付账款及其他应付账款形式于财务状况表显示。

财务负债于本集团成为工具合约条文之一方时予以确认。

财务负债于其责任解除、取消或过期时解除确认。

当现有财务负债为同一贷款人以条款相异甚大之另一财务负债取代时, 或现有负债之条款被大幅修改时, 该取代或修改以原有负债解除确认及新负债确认作出处理, 有关账面值之差额于损益账中确认。



3. Summary of significant accounting policies (cont'd)

3.7 FINANCIAL LIABILITIES (cont'd)

(i) Trade and other payables

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

(ii) Interest-bearing borrowings

Interest-bearing borrowings are recognised initially at fair value, net of transaction costs incurred. Interest-bearing borrowings are subsequently stated at amortised cost; any difference between the proceeds (net of transaction costs) and the redemption value is recognised in profit or loss over the period of the interest-bearing borrowings using the effective interest method.

Interest-bearing borrowings are classified as current liabilities unless the Group has an unconditional right to defer settlement of the liability for at least twelve months after the reporting date.

(iii) Finance lease liabilities

Finance lease liabilities are measured at initial value less the capital element of lease repayments (see note 3.14).

3.8 FINANCIAL GUARANTEE CONTRACTS

A financial guarantee contract is a contract that requires the issuer (or guarantor) to make specified payments to reimburse the holder of the contract for a loss it incurs because a specified debtor fails to make payment when due in accordance with the terms of a debt instrument.

Where the Group issues a financial guarantee, the fair value of the guarantee is initially recognised as deferred income within trade and other payables. Where consideration is received or receivable for the issuance of the guarantee, the consideration is recognised in accordance with the Group's policies applicable to that category of asset. Where no such consideration is received or receivable, an immediate expense is recognised in profit or loss on initial recognition of any deferred income.

3. 主要会计政策(续)

3.7 财务负债(续)

(i) 应付账款及其他应付账款

应付账款及其他应付账款初步按其公允价值确认，并于其后以实际利率法按摊销成本计量。

(ii) 有息借贷

有息借贷最初乃按公允价值(扣除已产生之交易成本)确认。有息借贷其后以摊销成本计量。所得款项(扣除交易成本)与赎回价值两者间之差额，乃以实际利率法于借贷期间于损益账中确认。

有息借贷以流动负债形式入账，惟本集团有无条件权利将负债清还期限延至报告日后最少十二个月例外。

(iii) 融资租赁负债

融资租赁负债按初始值减租约还款之资本部份计量(见附注3.14)。

3.8 财务担保合约

财务担保合约指发行人(或担保人)须于合约持有人因指定债务人未能根据债务工具之条款支付到期款项而蒙受损失时，向持有人偿付指定款项之合约。

倘本集团作出财务担保，担保之公允价值初步于营业及其他应付账款内确认为递延收入。就作出担保已收或应收之代价会按适用于该类资产之本集团政策确认。倘无收取或应收代价，则于初步确认递延收入时即时于损益账确认开支。

Notes to the Financial Statements

财务报表附注

For the year ended 31 March 2010

截至二零一零年三月三十一日止年度

3. Summary of significant accounting policies (cont'd)

3.8 FINANCIAL GUARANTEE CONTRACTS (cont'd)

The amount of the guarantee initially recognised as deferred income is amortised in profit or loss over the term of the guarantee as income from financial guarantees issued. In addition, provisions are recognised if and when it becomes probable that the holder of the guarantee will call upon the Group under the guarantee and the amount of that claim on the Group is expected to exceed the current carrying amount i.e. the amount initially recognised less accumulated amortisation, where appropriate.

3.9 CASH AND CASH EQUIVALENTS

Cash and cash equivalents include cash at bank and in hand and short-term highly liquid investments which are readily convertible into known amounts of cash and which are subject to an insignificant risk of changes in value.

3.10 REVENUE RECOGNITION

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

Sale of goods is recognised on transfer of risks and rewards of ownership, which generally coincides with time when the goods are delivered to customers and title has been passed.

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

3.11 FOREIGN CURRENCY TRANSLATION

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 the currency of Hong Kong dollars (HK\$), which is the Company's functional and presentation currency.

3. 主要会计政策(续)

3.8 财务担保合约(续)

初步确认为递延收入之担保金额按担保年期于损益账摊销为所作出财务担保之收入。此外，倘担保持有人可能要求本集团履行担保及有关向本集团索偿金额预期超出现行账面值(即初步确认金额减累计摊销(倘适用))，则确认拨备。

3.9 现金及现金等值

现金及现金等值指现金，银行存款及可即时转换为已知金额现金，及存在轻微价值变动风险之短期高流动性投资。

3.10 收益确认

收益乃于本集团可能获得经济利益及倘其收益及成本(倘适用)能够可靠计量时并以下列基准确认：

销售货物之收益在所有权之风险及报酬转移时确认，一般与货物送交客户及所有权转移之时间相同。

利息收入以实际利率计算，按年期入账。

3.11 外币换算

本集团各实体之财务报表所列项目，乃按该实体经营所在之主要经济环境货币(「功能货币」)计量。本综合财务报表按港元呈列，亦为本公司之功能及呈报货币。



3. Summary of significant accounting policies (cont'd)

3.11 FOREIGN CURRENCY TRANSLATION (cont'd)

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the date 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 profit or loss.

On consolidation, the results and financial position of all the Group entities that have a functional currency different from the presentation currency ("foreign operations") are translated into the presentation currency as follows:

- (a) assets and liabilities for each statement of financial position presented are translated at the closing rate at the reporting date;
- (b) income and expenses for each profit or loss are translated at average exchange rates;
- (c) all resulting exchange differences arising from the above translation and exchange differences arising from a monetary item that forms part of the Group's net investment in a foreign operation are recognised as a separate component of equity and recognised in consolidated statement of comprehensive income on disposal of foreign operations.

3.12 INVENTORIES

Inventories are stated at the lower of cost and net realisable value. Cost, which comprises all costs of purchase and, where applicable, other costs that have been incurred in bringing the inventories to their present location and condition, is calculated using the weighted average cost method. Net realisable value represents the estimated selling price in the ordinary course of business less the estimated costs necessary to make the sale.

3. 主要会计政策(续)

3.11 外币换算(续)

外币交易均按交易当日之现行汇率换算为功能货币。因上述交易结算及按结算日之汇率兑换以外币计值之货币资产及负债而产生之汇兑损益，均于损益账中确认。

于综合时，若本集团所有实体中其功能性货币与呈列货币有所不同者，有关业绩及财务状况乃按下列情况换算为呈列货币：

- (a) 各财务状况表内呈列之资产及负债按报告日当日之收市汇率换算；
- (b) 各损益账中的收支按平均汇率换算；
- (c) 所有因上述兑换及集团之海外业务之净投资货币项目，产生之汇兑差异独立认列为权益部份及于出售海外业务时入账于综合全面收益表内。

3.12 存货

存货以成本或可变现净值两者之较低者列账。成本包括所有采购成本（如适用），及其他将存货达至现存地点及状况之成本，并且采用加权平均成本法计算。可变现净值指在日常业务中之估计售价减去估计达成销售所需之成本。

Notes to the Financial Statements

财务报表附注

For the year ended 31 March 2010

截至二零一零年三月三十一日止年度

3. Summary of significant accounting policies (cont'd)

3.13 IMPAIRMENT OF NON-FINANCIAL ASSETS

At each reporting date, the Group reviews internal and external sources of information to determine whether its property, plant and equipment, prepaid land lease payments and investment in subsidiaries have suffered an impairment loss or impairment loss previously recognised no longer exists or may be reduced. If any such indication exists, the recoverable amount of the asset is estimated, based on the higher of its fair value less costs to sell and value in use. Where it is not possible to estimate the recoverable amount of an individual asset, the Group estimates the recoverable amount of the smallest group of assets that generates cash flows independently (i.e. cash-generating unit).

If the recoverable amount of an asset or a cash-generating unit is estimated to be less than its carrying amount, the carrying amount of the asset or cash-generating unit is reduced to its recoverable amount. Impairment losses are recognised as an expense immediately, except where the relevant asset is carried at valuation in which case the impairment loss is treated as a revaluation decrease.

A reversal of impairment loss is limited to the carrying amount of the asset or cash-generating unit that would have been determined had no impairment loss been recognised in prior years. Reversal of impairment loss is recognised as income immediately, except where the relevant assets is carried at valuation, in which case the reversal of impairment loss is treated as a revaluation increase.

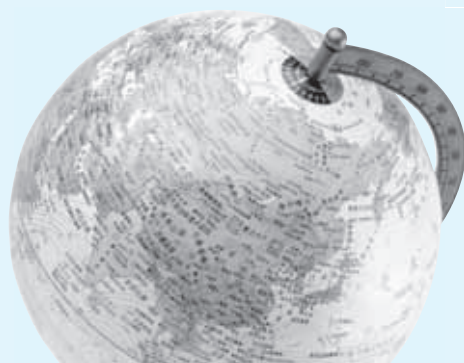
3. 主要会计政策(续)

3.13 非金融资产之减值亏损

于各报告日，本集团审阅内部及外界资讯来源，确定其物业、厂房及设备、预付土地租赁款项及附属公司投资之账面值是否已蒙受减值亏损或以往确认之减值亏损是否不再存在或可能撇减。倘存在任何该等情况，则资产之可收回款额乃根据其售价净额及可用价值两者中之较高者估计，倘未能估计个别资产之可收回款额，本集团则估计可独立赚取现金数量之最小组别资产（即赚取现金单位）之可收回款额。

倘资产或赚取现金单位之估计可收回款额少于其账面值，则将该资产或赚取现金单位之账面值撇减至其可收回款额。减值亏损乃即时于损益表中确认为支出，除非有关资产以估值列账，而在此情况下，减值亏损会当作重估减值处理。

回拨减值亏损以该资产或赚取现金单位按过往年度并无确认减值亏损而厘定之账面值为限。拨回减值亏损乃即时于损益表中确认为收入，除非有关资产以估值列账，而在此情况下，减值亏损会当作重估增值处理。





3. Summary of significant accounting policies (cont'd)

3.14 LEASES

Leases are classified as finance leases whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee. All other leases are classified as operating leases.

Assets held under finance leases are recognised as assets of the Group at the lower of the fair value of the leased assets and the present value of the minimum lease payments. The corresponding liability to the lessor is included in the statement of financial position as finance lease obligation. Finance charges, which represent the difference between the total leasing commitments and the fair value of the assets acquired, are charged to profit or loss over the term of the relevant lease so as to produce a constant periodic rate of charge on the remaining balance of the obligations for each accounting period.

Rentals payables under operating leases are charged to profit or loss on the straight-line basis over the term of the relevant lease. Lease incentives are recognised in profit or loss as an integral part of the net consideration agreed for the use of the leased asset. Contingent rentals are recognised as expenses in the accounting period in which they are incurred.

3.15 EMPLOYEE BENEFITS

Defined contribution plans

The obligations for contributions to defined contribution retirement scheme are recognised as an expense in profit or loss as incurred. The assets of the scheme are held separately from those of the Group in an independently administered fund.

3.16 INCOME TAX

The charge for current income tax is based on the results for the year as adjusted for items that are non-assessable or disallowed. It is calculated using tax rates that have been enacted or substantively enacted by the reporting date.

3. 主要会计政策(续)

3.14 租赁

凡拥有权之绝大部份风险及回报均已转让予承租人之租约，均列为融资租赁。所有其他租约均列作经营租赁。

根据融资租赁持有之资产按租赁资产之公平值或最低租赁付款之现值（以较低者为准）确认为资产。出租人之相应负债则在财务状况表列作融资租赁债务。财务费用指租赁债务总额与所收购资产公平值之差额，并按有关租约之期限在损益账中扣除，使每个会计期间之余下债务有大约一致之扣减率。

根据经营租赁应付之租金乃按相关租约期限以直线法于损益账内扣除。租赁奖励于损益账确认为就使用租赁资产而议定之代价净额之一部份。或然租金于其发生之会计期间确认为开支。

3.15 员工福利

界定供款计划

界定供款计划的供款责任于产生时在损益账中确认为开支，该计划的资产与本集团的资产分开并由独立管理基金持有。

3.16 所得税

所得税支出乃根据本年度业绩就免课税或不可扣减项目作调整并按于报告日已制定或实际会制定之税率作出计算。

Notes to the Financial Statements

财务报表附注

For the year ended 31 March 2010

截至二零一零年三月三十一日止年度

3. Summary of significant accounting policies (cont'd)

3.16 INCOME TAX (cont'd)

Deferred tax is provided, using the liability method, on all temporary differences at the reporting date between the tax bases of assets and liabilities and their carrying amounts in the financial statements. However, if the deferred tax 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 the accounting profit nor taxable profit or loss, it is not accounted for.

Deferred tax liabilities are recognised for taxable temporary differences arising on investments in subsidiaries, except where the Group is able to control the reversal of the temporary differences and it is probable that the temporary differences will not reverse in the foreseeable future.

The deferred tax liabilities and assets are measured at the tax rates that are expected to apply to the period when the asset is recovered or the liability is settled, based on tax rates and tax laws that have been enacted or substantively enacted at the reporting date. Deferred tax assets are recognised to the extent that it is probable that future taxable profit will be available against which the deductible temporary differences, tax losses and credits can be utilised.

3.17 RELATED PARTIES

For the purposes of these financial statements, a party is considered to be related to the Group if:

- (a) the party has the ability, directly or indirectly through one or more intermediaries, to control the Group or exercise significant influence over the Group in making financial and operating policy decisions, or has joint control over the Group;
- (b) the Group and the party are subject to common control;
- (c) the party is an associate of the Group or a joint venture in which the Group is a venturer;

3. 主要会计政策(续)

3.16 所得税(续)

递延税项乃采用负债法，就资产与负债之税项计算准则与其于账目之账面值两者不同引致之暂时性差异作出全数拨备。然而，倘若递延税项资产和负债于进行交易时不影响会计或应税溢利的资产或负债的初始确认(如属业务合并的一部份则除外)，则不会计入递延税项。

递延税项负债乃根据投资附属公司所引致的应税暂时性差异计算，而集团的可控制应税差异及可预计之可转回差异则例外。

当资产被变现或负债被清还时，递延税项负债及资产以该期间预期之适用税率衡量，根据于报告日已制定或实际会制定之税率及税务法例计算。递延税项资产乃根据有可能获得之未来应税溢利与暂时性差异、税项亏损及税项拨回可互相抵销之程度而予以确认。

3.17 关连人士

就本综合财务报表而言，在下列情况下，有关人士被视为与本集团有关连：

- (a) 该人士有能力透过一个或多个中介直接或间接控制本集团或于作出财务及经营决策方面对本集团行使重大影响，或其他人士共同拥有本集团之控制权；
- (b) 本集团与该人士受到共同控制；
- (c) 该人士为本集团之联营公司，或本集团属合营方之合营公司；



3. Summary of significant accounting policies (cont'd)

3.17 RELATED PARTIES (cont'd)

- (d) the party is a member of key management personnel of the Group or the Group's parent, or a close family member of such an individual, or is an entity under the control, joint control or significant influence of such individuals;
- (e) the party is a close family member of a party referred to in (a) or is an entity under the control, joint control or significant influence of such individuals; or
- (f) the party is a post-employment benefit plan which is for the benefit of employees of the Group or of any entity that is a related party of the Group.

Close family members of an individual are those family members who may be expected to influence, or be influenced by, that individual in their dealings with the entity.

3.18 SEGMENT REPORTING

The Group identifies operating segments and prepares segment information based on the regular internal financial information reported to the executive directors for their decisions about resources allocation to the Group's business components and for their review of the performance of those components. The business components in the internal financial information reported to the executive directors are determined following the Group's major service lines.

The Group has identified the following reportable segments:

- | | |
|------------|---|
| Wholesales | — importing and wholesale of architectural builders hardware, bathroom, kitchen collections and furniture to dealers, traditional hardware stores, contractors and property developers. |
| Retails | — sale of architectural builders hardware, bathroom, kitchen collections and furniture through the Group's retail outlets. |

3. 主要会计政策(续)

3.17 关连人士(续)

- (d) 该人士为本集团或其母公司之主要管理层成员或该名个人之直系亲属或受该等人士控制、共同控制或重大影响之实体；
- (e) 该人士为(a)项所述人士之直系亲属或受该等人士控制、共同控制或重大影响之实体；或
- (f) 该人士为就本集团或任何实体(为本集团之关连人士)雇员之利益而设立之退休福利计划。

任何个别人士之直系亲属指与该实体交易时预期可影响该个别人士或受该个别人士影响之家庭成员。

3.18 分部报告

本集团定期向执行董事报告内部财务资料，以供彼等就本集团业务组成部份的资源分配作决定，以及供彼等检讨该等组成部份的表现，而本集团则根据该等资料划分营运分部及编制分部资料。内部财务资料呈报予执行董事之业务组成乃根据本集团主要服务线厘定。

本集团将业务纳入以下可汇报之分部：

- | | |
|----|--|
| 批发 | — 进口及向传统五金店舖、承办商及物业发展商批发建筑五金、卫浴、厨房设备及家俬。 |
| 零售 | — 透过本集团之零售店舖销售建筑五金、卫浴、厨房设备及家俬。 |

Notes to the Financial Statements

财务报表附注

For the year ended 31 March 2010

截至二零一零年三月三十一日止年度

3. Summary of significant accounting policies (cont'd)

3.18 SEGMENT REPORTING (cont'd)

Each of these operating segments is managed separately as each of the service lines requires different resources as well as marketing approaches. All inter-segment transfers are carried out at arms length prices.

The measurement policies the Group uses for reporting segment results under HKFRS 8 are the same as those used in its financial statements prepared under HKFRSs, except that:

- finance costs
- income tax
- corporate income and expenses which are not directly attributable to the business activities of any operating segment

are not included in arriving at the operating results of the operating segment.

Segment assets include all assets but prepaid land lease payments, deferred tax assets and corporate assets which are not directly attributable to the business activities of any operating segment are not allocated to a segment, which primarily applies to the Group's headquarter.

Segment liabilities exclude deferred tax liabilities and corporate liabilities which are not directly attributable to the business activities of any operating segment and are not allocated to a segment. These include deferred tax liabilities attributable to building.

3. 主要会计政策(续)

3.18 分部报告(续)

由于各业务分部所需之资源及市场策略不同，故每个营运分部均分别管理。所有分部间的价格均按正常商业条款制订。

本集团按香港财务报告准则8号制定分部报告之厘定政策，与财务报告之其他按香港财务报告准则制定之政策一致，惟以下政策则例外：

- 财务成本
- 所得税开支
- 非直接归属于任何营运分部之企业收益及支出

以上政策不包括于营运分部之营运业绩内。

分部资产包括所有资产，惟不包括预付土地租赁款项、递延税项资产以及非直接归属于任何营运分部之商业活动之集团资产（该资产主要归属于集团总部）。

分部负债不包括递延税项负债以及非直接归属于任何营运分部之商业活动之集团负债，如归属于楼宇之递延税项负债。



4. Significant accounting judgements and estimates

In the process of applying the Group's accounting policies which are described in note 3 to the financial statements, the management makes various estimates based on past experience, future expectations and other information.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods. The key sources affect the amount recognised in the financial information as disclosed below.

4.1 ALLOWANCE FOR BAD AND DOUBTFUL DEBTS

The provisioning policy for bad and doubtful debts of the Group is based on the evaluation of collectability of the accounts receivables. A considerable amount of judgment is required in assessing the ultimate realisation of these receivables, including the current creditworthiness and the past collection history of each customer. If the financial conditions of these customers were to deteriorate and result in an impairment of their ability to make payments, additional allowance will be required. At 31 March 2010, the carrying amount of receivables after provision for impairment amounted to HK\$94,686,000 (2009: HK\$66,801,000).

4.2 ALLOWANCE FOR INVENTORIES

In determining the amount of allowance required for obsolete and slow-moving inventories, the Group would evaluate ageing analysis of inventories and compare the carrying value of inventories to their respective net realisable values. A considerable amount of judgement is required in determining such allowance. If conditions which have an impact on the net realisable value of inventories deteriorate, additional allowances may be required.

4. 重要之会计判断及评估

于应用财务报表内附注3所述本集团会计政策时，管理层根据过往经验，未来预测及其他资料作评估。

估计及背后假设均会持续审阅，倘会计估计之修订仅影响该期间，则修订于该期间内确认。倘修订对现时及未来期间均有影响，则于修订及未来期间均确订修订。以下为影响财务资料内之确认金额之主要因素：

4.1 呆坏账拨备

本集团呆坏账拨备政策以可收回性评估。评估该等应收账款为最终变现能力需要作出大量判断，此等判断包括客户之现时信誉及过往收款历史记录。倘本集团客户财务状况日趋恶化，削弱其付款能力，则须提拨额外准备。于二零一零年三月三十一日，扣除拨备后的应收账款为94,686,000港元（二零零九年：66,801,000港元）。

4.2 存货拨备

厘定过时及滞销存货须作出之拨备金额时，本集团检讨存货之账龄分析，及比较存货之账面值及其相关之可变现价值。厘定此拨备需要作出大量判断。倘影响存货之可变现价值之状况恶化，可能需要额外拨备。

Notes to the Financial Statements

财务报表附注

For the year ended 31 March 2010

截至二零一零年三月三十一日止年度

4. Significant accounting judgements and estimates (cont'd)

4.3 DEFERRED TAX ASSETS

Deferred tax assets are recognised for unused tax losses to the extent that it is probable that future taxable profit will be available against which the tax losses can be utilised. Significant management judgement is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and level of future taxable profits together with future tax planning strategies. Management's assessment is constantly reviewed and additional deferred tax assets are recognised if it becomes probable that future taxable profits will allow the deferred tax assets to be recovered.

5. Turnover and other income

Turnover represents the invoiced value of goods, net of discounts and returns. Turnover and other income recognised during the year are as follows:

Turnover

Sale of goods

Other income

Interest income

Others

营业额

货品销售

其他收益

利息收入

其他

4. 重要之会计判断及评估(续)

4.3 递延税项资产

递延税项资产确认至税务亏损可用以对销未来应课税溢利之部份。认列递延税项资产数额乃须要管理层之重要判断，主要根据时间性及未来应课税溢利及未来税务安排。管理层之估计作定期审阅，倘若将来有应课税溢利，额外递延税项资产将认列至税项资产。

5. 营业额及其他收益

营业额指货品之发票值减折让及退货。年内确认之营业额及其他收益如下：

2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元
446,910	361,102
69	379
738	1,951
807	2,330
447,717	363,432



6. Segment information

The executive directors have identified the Group's two service lines as operating segments as further described in Note 3.18.

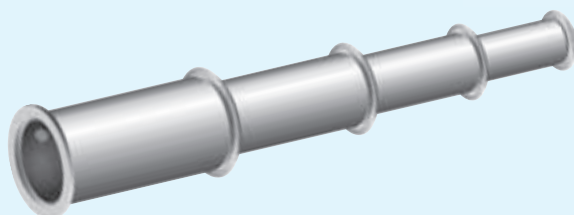
These operating segments are monitored and strategic decisions are made on the basis of adjusted segment operating results.

6. 分部资料

如注3.18所述，执行董事为本集团之营运分部划分为两类。

本集团定期检讨该等营运分部，并按经调整之营运分部业绩制定策略性计划。

		2010 二零一零年		
		Wholesale 批发 HK\$'000 千港元	Retail 零售 HK\$'000 千港元	Total 合计 HK\$'000 千港元
Revenue	收益			
From external customers	对外客户收益	363,654	83,256	446,910
From other segments	其他收益	39,127	—	39,127
Reportable segment revenue	可汇报之分部收益	402,781	83,256	486,037
Reportable segment profit	可汇报之分部经营溢利	57,470	8,578	66,048
Bank interest income	利息收入	33	—	33
Depreciation and amortisation of non-financial assets	非财务资产折旧及摊销	1,711	3,542	5,253
Impairment of trade receivables	应收账款减值	209	—	209
Write off of other receivables	其他应收款项撇账	819	—	819
Write down of inventories to net realisable value	存货撇减至可变现净值	3,621	—	3,621
Reportable segment assets	可汇报之分部资产	223,872	27,868	251,740
Additions to non-current segment assets during the year	期内非流动分部资产之添置	1,350	5,549	6,899
Reportable segment liabilities	可汇报之分部负债	38,406	142	38,548



Notes to the Financial Statements

财务报表附注

For the year ended 31 March 2010

截至二零一零年三月三十一日止年度

6. Segment information (cont'd)

6. 分部资料(续)

			2009 二零零九年	
		Wholesale 批发 HK\$'000 千港元	Retail 零售 HK\$'000 千港元	Total 合计 HK\$'000 千港元
Revenue	收益			
From external customers	对外客户收益	277,007	84,095	361,102
From other segments	其他收益	37,573	—	37,573
Reportable segment revenue	可汇报之分部收益	314,580	84,095	398,675
Reportable segment profit	可汇报之分部经营溢利	36,736	11,103	47,839
Bank interest income	利息收入	74	—	74
Depreciation and amortisation of non-financial assets	非财务资产折旧及摊销	1,565	3,702	5,267
Impairment of trade receivables	应收账款减值	118	—	118
Write down of inventories to net realisable value	存货撇减至可变现净值	5,403	—	5,403
Reversal of write down of inventories	存货撇减至可变现净值回拨	(2,069)	—	(2,069)
Gain on disposal of property, plant and equipment	出售物业、厂房、设备收益	(11)	—	(11)
Reportable segment assets	可汇报之分部资产	179,854	19,431	199,285
Additions to non-current segment assets during the year	期内非流动分部资产之添置	657	3,512	4,169
Reportable segment liabilities	可汇报之分部负债	28,483	1,742	30,225



6. Segment information (cont'd)

The totals presented for the Group's operating segments reconcile to the Group's key financial figures as presented in the financial statements as follows:

6. 分部资料(续)

可汇报之经营分部合计资料与本集团主要财务数值对账如下：

		2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元
Reportable segment revenues	可汇报之分部收益	486,037	398,675
Elimination of inter segment revenues	分部收益抵销	(39,127)	(37,573)
Group revenues	集团收益	446,910	361,102
Reportable segment profit	可汇报之分部收益	66,048	47,839
Unallocated corporate income	未分类之总部及企业收益	36	305
Revaluation deficit of building	物业重估减值	(115)	(112)
Unallocated corporate expenses	未分类之总部及企业费用	(15,612)	(15,712)
Finance costs	财务费用	(653)	(1,758)
Profit before income tax	除所得税前溢利	49,704	30,562
Reportable segment assets	可汇报之分部资产	251,740	199,285
Deferred tax assets	递延税项资产	1,570	1,627
Prepaid land lease payments	预付土地租赁款项	29,911	30,534
Other corporate assets	其他总部及企业资产	60,544	50,070
Group assets	集团资产	343,765	281,516
Reportable segment liabilities	可汇报之分部负债	38,548	30,225
Deferred tax liabilities	税项拨备	4,760	3,853
Interest-bearing borrowings	有息借贷	60,865	44,852
Other corporate liabilities	其他总部及企业负债	4,390	3,855
Group liabilities	集团负债	108,563	82,785

GEOGRAPHICAL INFORMATION

按地区呈列的资料

		Revenue from external customers 对外客户销售		Non-current assets 非流动资产	
		2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元
Hong Kong (domicile)	香港(主要营业地点)	372,086	355,882	81,815	76,124
Mainland China	中国大陆	74,824	5,220	741	144
Total	合计	446,910	361,102	82,556	76,268

Notes to the Financial Statements

财务报表附注

For the year ended 31 March 2010

截至二零一零年三月三十一日止年度

6. Segment information (cont'd)

GEOGRAPHICAL INFORMATION (cont'd)

The Company is an investment holding company incorporated in Cayman Islands where the Group does not have any activities, the Group has the majority of its operations and workforce in Hong Kong, and therefore, Hong Kong is considered as the Group's country of domicile for the purpose of the disclosures as required by HKFRS 8 "Operating Segments".

The geographical location of customers is based on the location at which the services were provided or the goods delivered. The geographical location of the non-current assets is based on the physical location of the asset.

During the year, HK\$111,208,000 or 25% of the Group's revenues depended on a single customer.

At the reporting date, 35% of the Group's trade receivables was due from this customer.

7. Profit before income tax

This is stated after charging/(crediting):

Auditors' remuneration	核数师酬金
Cost of inventories recognised as expense	存货成本
Depreciation	折旧
Amortisation of prepaid land lease	预付土地租赁之摊销
Net foreign exchange gain	汇兑收入净额
Gain on disposal on property, plant and equipment	出售物业、厂房及设备收益
Operating lease charges in respect of land and building	楼宇营运租赁支出
Provision for inventories, included in cost of sales	已计入存货成本之呆滞存货拨备
Provision for impairment of trade receivables	应收账款减值
Reversal of provision for doubtful debt	呆账准备回拨
Write off of other receivables	其他应收款项撇账
Revaluation deficit of building	物业重估减值

6. 分部资料(续)

按地区呈列的资料(续)

本公司于开曼群岛注册，主要业务为投资控股。本集团主要业务及员工设于香港，因此根据香港会计准则8营运分部的披露规定，本集团之主要营业地点为香港。

客户地区位置根据提供服务或交付产品所在位置而定，非流动资产之地理位置则涉及该资产之实际位置。

期内，111,208,000 港元的收益来自单一客户，相当于本集团总收益之25%。

于报告日，该客户之应收账款占本集团总应收账款35%。

7. 除所得税前溢利

此项目经扣除/(计入)下列各项后：

2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元
640	560
279,824	221,973
6,273	6,178
623	623
(12)	(1,583)
—	(11)
32,117	27,534
3,621	3,334
209	118
—	(3)
819	—
115	112



8. Finance costs

8. 财务费用

Interest charges on:

Bank loans and overdrafts

– wholly repayable within five years

– not wholly repayable within five years

Finance charges on obligations under finance lease

利息支出

银行贷款及透支

– 五年内全部偿还

– 无须五年内全部偿还

融资租赁债务利息

2010
二零一零年
HK\$'000
千港元

2009
二零零九年
HK\$'000
千港元

517

1,425

129

323

7

10

653

1,758

9. Employee benefit expense

9. 员工福利支出

Salaries and allowances, including directors' emoluments (Note 10)

Contributions to defined contribution plans

薪金及福利，

包括董事酬金(附注10)

定额退休计划供款

2010
二零一零年
HK\$'000
千港元

2009
二零零九年
HK\$'000
千港元

39,614

38,235

1,215

1,224

40,829

39,459





10. Directors' and Senior Management's emoluments (cont'd)

(A) DIRECTORS' REMUNERATION (cont'd)

2009

		Directors' fees	Salaries, allowances and benefits in kind	Retirement scheme contribution	Total
		董事袍金	薪金及其他利益	退休计划供款	合计
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元
Executive Directors	执行董事				
TSE Sun Fat, Henry	谢新法	—	952	12	964
TSE Sun Po, Tony	谢新宝	—	1,018	12	1,030
LAU Shiu Sun	刘绍新	—	952	12	964
YICK Kai Chung	易启宗	—	847	12	859
FUNG Cheuk Hang, Jackie	冯焯衡	—	1,391	2	1,393
TSE Hon Kit, Kevin [#]	谢汉杰 [#]	—	375	7	382
TSE Sun Lung, Alan [*]	谢新龙 [*]	—	370	5	375
Independent Non-executive Directors	独立非执行董事				
LEUNG Kwong Kin, J.P.	梁光建太平绅士	108	—	—	108
WONG Wah, Dominic	黄华	108	—	—	108
WAN Sze Chung	温思聪	80	—	—	80
		<u>296</u>	<u>5,905</u>	<u>62</u>	<u>6,263</u>

* Retired on 8 September 2008

[#] Appointed on 8 September 2008

No director has waived or agreed to waive their emoluments in respect of the years ended 31 March 2010 and 2009.

10. 董事及高级管理人员之酬金(续)

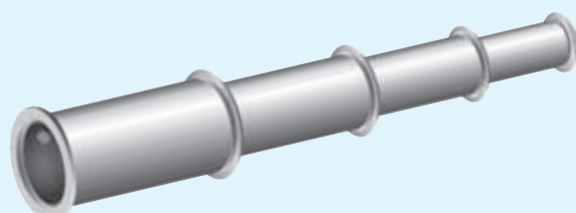
(A) 董事酬金(续)

二零零九年

* 于二零零八年九月八日退休

[#] 于二零零八年九月八日委任

于截至二零一零年及二零零九年三月三十一日止各年度，并无董事放弃或同意放弃彼等之酬金。



Notes to the Financial Statements

财务报表附注

For the year ended 31 March 2010

截至二零一零年三月三十一日止年度

10. Directors' and Senior Management's emoluments (cont'd)

(B) FIVE HIGHEST PAID INDIVIDUALS

The five individuals whose emoluments were the highest in the Group for the year include three (2009: four) directors whose emoluments are reflected in the analysis presented above. The emoluments of the remaining two (2009: one) individual are as follows:

Basic salaries and allowances	基本薪金及津贴
Retirement scheme contributions	退休计划供款

The emoluments are within the following bands:

HK\$Nil – HK\$1,000,000	1,000,000港元或以下
HK\$1,000,001 – HK\$1,500,000	1,000,001港元至1,500,000港元

10. 董事及高级管理人员之酬金(续)

(B) 五位最高薪酬人士

本集团于本年度内五位最高薪酬人士，包括三名(二零零九年：四名)董事，该董事之酬金已反映于上述之分析内。其余二名(二零零九年：一名)人士之酬金如下：

2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元
2,652	1,142
24	12
2,676	1,154

Number of individuals 人数

2010 二零一零年	2009 二零零九年
–	–
2	1



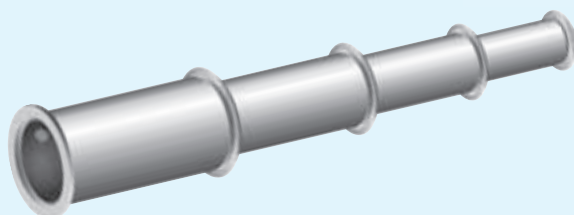
11. Income tax expense

(A) Hong Kong Profits Tax is calculated at the rate of 16.5% (2009: 16.5%) on the estimated assessable profits for the year. The income tax provision in respect of operations in the People's Republic of China ("PRC") and overseas is calculated at the applicable tax rates on the estimated assessable profits for the year based on existing legislation, interpretations and practices in respect thereof.

11. 所得税开支

(A) 香港利得税乃按本年度之估计应课税溢利之16.5% (二零零九年：16.5%) 之税率计算。于中华人民共和国(「中国」)及海外营运之所得税乃以年内之估计应课税溢利按有关司法权区适用之税率及根据现行法例，诠释及惯例而计算。

		2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元
Current tax	本年度税项		
Hong Kong Profits Tax	香港利得税		
Current year	本年度	6,464	5,422
Over provision in prior year	往年超额拨备	(267)	—
		6,197	5,422
Mainland China Enterprise Income Tax	中国企业所得税		
Current year	本年度	2,403	186
		8,600	5,608
Deferred taxation (Note 24)	递延税项(附注24)	57	(52)
Tax expense for the year	本年度税项支出	8,657	5,556



Notes to the Financial Statements

财务报表附注

For the year ended 31 March 2010

截至二零一零年三月三十一日止年度

11. Income tax expense (cont'd)

(B) RECONCILIATION OF TAX EXPENSE

11. 所得税开支(续)

(B) 税项开支之对账

		The Group 本集团	
		2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元
Profit before income tax	除所得税前溢利	49,704	30,562
Income tax at Hong Kong Profits Tax rate of 16.5% (2009: 16.5%)	所得税按香港所得税率16.5% (二零零九年: 16.5%)计算	8,201	5,043
Overprovision in prior year	往年超额拨备	(267)	—
Tax exempt revenue	无须计税的收入	(358)	(261)
Non-deductible expenses	不可作税务抵扣的费用	303	531
Utilisation of previously unrecognised tax losses	使用以前年度未确认 税务亏损	(256)	(46)
Unrecognised temporary differences	未确认之暂时差额	(5)	(46)
Unrecognised tax losses	未确认之税项亏损	139	240
Effect on opening deferred tax balances resulting from reduction in tax rate	税率下调对年初之递延税项 结余之影响	—	92
Effect of different tax rate of PRC subsidiaries	于中国之附属公司利得税率 差异之影响	817	42
Others	其他	83	(39)
Tax expense for the year	本年度税项支出	8,657	5,556

The amount of tax relating to each component of other comprehensive income can be summarised as follows:

有关其他全面收益组成部分之税项支出如下:

		2010 二零一零年			2009 二零零九年		
		Before tax 除税前 HK\$'000 千港元	Tax 税项支出 HK\$'000 千港元	Net of tax 除税后 HK\$'000 千港元	Before tax 除税前 HK\$'000 千港元	Tax 税项支出 HK\$'000 千港元	Net of tax 除税后 HK\$'000 千港元
Exchange gain on translation of financial statements of foreign operations	换算海外附属公司 财务报表的汇兑差异	326	—	326	18	—	18
Surplus on revaluation of properties held for own use	物业重估收益	6,400	(907)	5,493	3,387	(219)	3,168
Other comprehensive income	其他全面收益	6,726	(907)	5,819	3,405	(219)	3,186



12. Profit attributable to equity holders of the Company

The consolidated profit attributable to equity holders of the Company includes a profit of HK\$237,000 (2009: HK\$736,000) which has been dealt with in the financial statements of the Company for the year ended 31 March 2010.

12. 本公司股本持有人应占溢利

本公司股本持有人应占溢利237,000港元(二零零九年: 736,000港元), 并已于本公司截至二零一零年三月三十一日止年度财务报表内处理。

13. Dividends

(A) DIVIDENDS ATTRIBUTABLE TO THE YEAR

Interim dividend of HK 2 cents (2009: HK1 cent) per share	中期股息每股2港仙 (二零零九年: 1港仙)
Special interim dividend of HK 1.5 cents (2009: nil) per share (Note)	特别中期股息每股1.5港仙 (二零零九年: 无)(附注)
Proposed final dividend of HK 3 cents (2009: HK2.5 cents) per share (Note)	拟派末期股息每股3.0港仙 (二零零九年: 2.5港仙)(附注)

Note: A special interim dividend of HK1.5 cents (2009: nil) per share amounting to HK\$3,465,000 have been paid on 1 June 2010. A final dividend of HK3.0cents (2009: HK2.5cents) per share amounting to HK\$6,930,000 (2009: HK\$5,775,000) have been proposed by the directors after the reporting date. The proposed dividends are not accounted for until it has been approved at the annual general meeting.

(B) DIVIDENDS ATTRIBUTABLE TO THE PREVIOUS FINANCIAL YEAR, APPROVED AND PAID DURING THE YEAR

13. 股息

(A) 列入本年度之股息

2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元
4,620	2,310
3,465	—
6,930	5,775
15,015	8,085

附注: 特别中期股息每股1.5港仙于二零一零年六月一日派发(二零零九年: 无), 总特别中期股息为3,465,000港元。于报告日, 董事会议决建议派发末期股息为每股3.0港仙(二零零九年: 2.5港仙), 总末期股息金额为6,930,000港元(二零零九年: 5,775,000港元)。该拟派末期股息须于股东周年大会上通过才计算入账。

(B) 列入前一年度之股息, 于本年度通过及派发

Final dividend in respect of the previous financial year, of HK2.5 cents per ordinary share (2009: HK5 cents)	截至三月三十一日止末期股息 每股2.5港仙 (二零零九年: 5港仙)
--	--

2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元
5,775	10,500

Notes to the Financial Statements

财务报表附注

For the year ended 31 March 2010

截至二零一零年三月三十一日止年度

14. Earnings per share

The calculation of basic earnings per share is based on the Group's profit for the year of HK\$41,047,000 (2009: HK\$25,006,000) and on the outstanding number of 231,000,000 shares in issue (2009: 231,000,000 shares) during the year.

Diluted earnings per share was not disclosed as there were no potential ordinary shares in existence for the years ended 31 March 2010 and 2009.

14. 每股溢利

每股基本溢利乃根据本年度本集团溢利41,047,000港元(二零零九年: 25,006,000港元)及于年度内已发行普通股231,000,000股计算(二零零九年: 231,000,000股)。

由于截至二零零九年及二零一零年三月三十一日止年度并无潜在摊薄普通股,故并无披露每股摊薄溢利。

15. Property, plant and equipment

THE GROUP

		Land and buildings under long-term leases in Hong Kong (Note (a)) 根据长期 租约于香港之 土地及楼宇 (附注(a)) HK\$'000 千港元	Land and buildings under long-term leases in the PRC 根据长期 租约于中国之 土地及楼宇 HK\$'000 千港元	Building (Note (b)) 楼宇 (附注(b)) HK\$'000 千港元	Leasehold improvements 租赁 物业装修 HK\$'000 千港元	Furniture, fixtures and equipment 傢俬、 装置及设备 HK\$'000 千港元	Motor vehicle 汽车 HK\$'000 千港元	Total 合计 HK\$'000 千港元
At 31 March 2008	于二零零八年 三月三十一日							
Cost	成本	-	1,779	-	34,764	15,130	1,634	53,307
Valuation	估值	24,400	-	-	-	-	-	24,400
Accumulated depreciation	累计折旧	-	(190)	-	(22,622)	(13,342)	(1,499)	(37,653)
Net book amount	账面净值	24,400	1,589	-	12,142	1,788	135	40,054

15. 物业、厂房及设备

本集团



15. Property, plant and equipment (cont'd)

THE GROUP

15. 物业、厂房及设备 (续)

本集团

		Land and buildings under long-term leases in Hong Kong (Note (a)) 根据长期 租约于香港之 土地及楼宇 (附注(a)) HK\$'000 千港元	Land and buildings under long-term leases in the PRC 根据长期 租约于中国之 土地及楼宇 (附注(b)) HK\$'000 千港元	Building (Note (b)) 楼宇 (附注(b)) HK\$'000 千港元	Leasehold improvements 租赁 物业装修 HK\$'000 千港元	Furniture, fixtures and equipment 家具、 装置及设备 HK\$'000 千港元	Motor vehicle 汽车 HK\$'000 千港元	Total 合计 HK\$'000 千港元
Net book value	账面净值							
At 1 April 2008	于二零零八年四月一日	24,400	1,589	–	12,142	1,788	135	40,054
Additions	新增	–	–	4,414	3,531	434	204	8,583
Revaluation	重估	3,387	–	(112)	–	–	–	3,275
Depreciation	折旧	(787)	(36)	(88)	(4,393)	(801)	(73)	(6,178)
At 31 March 2009	于二零零九年 三月三十一日	27,000	1,553	4,214	11,280	1,421	266	45,734
At 31 March 2009	于二零零九年 三月三十一日							
Cost	成本	–	1,779	–	38,295	15,564	1,710	57,348
Valuation	估值	27,000	–	4,214	–	–	–	31,214
Accumulated depreciation	累计折旧	–	(226)	–	(27,015)	(14,143)	(1,444)	(42,828)
Net book amount	账面净值	27,000	1,553	4,214	11,280	1,421	266	45,734
Net book value	账面净值							
At 1 April 2009	于二零零九年四月一日	27,000	1,553	4,214	11,280	1,421	266	45,734
Acquisition of subsidiary	收购附属公司	–	–	–	–	89	–	89
Additions	新增	–	–	–	5,405	1,405	–	6,810
Revaluation	重估	6,400	–	(115)	–	–	–	6,285
Depreciation	折旧	(900)	(35)	(85)	(4,234)	(940)	(79)	(6,273)
At 31 March 2010	于二零一零年 三月三十一日	32,500	1,518	4,014	12,451	1,975	187	52,645
At 31 March 2010	于二零一零年 三月三十一日							
Cost	成本	–	1,779	–	43,700	17,058	1,710	64,247
Valuation	估值	32,500	–	4,014	–	–	–	36,514
Accumulated depreciation	累计折旧	–	(261)	–	(31,249)	(15,083)	(1,523)	(48,116)
Net book amount	账面净值	32,500	1,518	4,014	12,451	1,975	187	52,645

Notes to the Financial Statements

财务报表附注

For the year ended 31 March 2010

截至二零一零年三月三十一日止年度

15. Property, plant and equipment (cont'd)

THE GROUP

- (A) The leasehold land and buildings in Hong Kong were revalued by A.G. Wilkinson & Associates, an independent firm of professional valuers, on 31 March 2010 which was based on recent market transactions and were then adjusted for specific conditions relating to the land and buildings.

The carrying amount of the leasehold land and buildings in Hong Kong would have been approximately HK\$3,145,000 (2009: HK\$3,226,000) had they been stated at cost less accumulated depreciation and accumulated impairment losses.

- (B) Bank borrowing is secured on building for the carrying amount of HK\$4,014,000 (2009: HK\$4,214,000).

The buildings were revalued by A.G. Wilkinson & Associates, an independent firm of professional valuers, on 31 March 2010 which was based on recent market transactions and were then adjusted for specific conditions relating to the land and buildings. The carrying amount of the building in Hong Kong would have been approximately HK\$4,239,000 (2009: HK\$4,326,000) had they been stated at cost less accumulated depreciation and accumulated impairment losses.

- (C) The carrying amount of the Group's property, plant and equipment includes an amount of HK\$60,000 (2009: HK\$107,000) in respect of assets held under finance leases.

16. Prepaid land lease payments

Opening net carrying amount	期初账面净值
Additions	新增土地租赁项目
Amortisation	年度摊销
Closing net carrying amount	期末账面净值

15. 物业、厂房及设备(续)

本集团

- (A) 于香港之租赁土地及楼宇于二零一零年三月三十一日经由独立专业估值师韦坚信测量行按市值及现有用途基准重估。

倘租赁土地及楼宇按成本原值减累计折旧及减值亏损为约3,145,000港元(二零零九年: 3,226,000港元)。

- (B) 银行借贷以物业作抵押, 物业的账面值为4,014,000港元(二零零九年: 4,214,000港元)。

据独立专业估值师韦坚信测量行按市值及现有用途基准的重估, 于二零一零年三月三十一日, 该物业按成本原值减累计折旧及减值亏损为约4,239,000港元(二零零九年: 4,326,000港元)。

- (C) 本集团之物业、厂房及设备账面值包括60,000港元(二零零九年: 107,000港元)为融资租赁安排而持有之资产。

16. 预付土地租赁款项

The Group 本集团

2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元
30,534	—
—	31,157
(623)	(623)
29,911	30,534



16. Prepaid land lease payments (cont'd)

16. 预付土地租赁款项(续)

The Group 本集团	
2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元

The net book value are analysed as follows:

账面净值之分析：

Situated in Hong Kong held under long-term leases

投资物业位于香港，并以长期租约形式持有

29,911	30,534
---------------	---------------

The amount to be amortised within the next twelve months after the reporting date was HK\$623,000 (2009: HK\$623,000).

于报告日后之未来十二个月，摊销费用为623,000港元(二零零九年：623,000港元)。

Interest-bearing borrowings are secured on the prepaid land lease payments of HK\$29,911,000 (2009: HK\$30,534,000) (Note 23).

有息借贷以预付土地租赁款项作抵押，有关租赁款项的账面值为29,911,000港元(二零零九年：30,534,000港元)(附注23)。

17. Interests in subsidiaries

17. 附属公司权益

2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元
90,917	90,917

Unlisted shares, at cost

非上市股份，按原值

Details of the major subsidiaries at 31 March 2010 are as follows :

于二零一零年三月三十一日之主要附属公司资料如下：

Name of subsidiary 附属公司名称	Place of incorporation/ establishment 注册成立国家/地点	Issued and fully paid up share capital/ registered capital 已发行及缴足股本/ 注册资本	Legal structure 法定结构	Equity interest held 应占股本权益	Principal activities and place of operation 主要业务及营业地点
Interest held directly: 直接持有权益：					
E. Bon (BVI) Holdings Limited	British Virgin Islands 英属处女群岛	50,000 ordinary shares of US\$1 each 50,000 股每股1美元之普通股	Company with limited liabilities 有限责任公司	100%	Investment holding in Hong Kong 于香港作投资控股
Interests held indirectly: 间接持有权益：					
Asia Bon Company Limited 富邦(亚洲)资产管理有限公司	Hong Kong 香港	100 ordinary shares of HK\$1,000 each 100股每股1,000港元之普通股	Company with limited liabilities 有限责任公司	100%	Property holding in Hong Kong 于香港作物业持有
E. Bon Building Materials Company Limited 怡邦行建筑材料有限公司	Hong Kong 香港	6,000 ordinary shares of HK\$1,000 each 6,000股每股1,000港元之普通股	Company with limited liabilities 有限责任公司	100%	Importing and sale of architectural builders hardware and bathroom collections in Hong Kong 于香港进口及销售建筑五金及 卫浴设备

Notes to the Financial Statements

财务报表附注

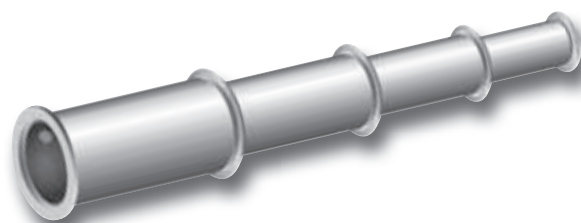
For the year ended 31 March 2010

截至二零一零年三月三十一日止年度

17. Interests in subsidiaries (cont'd)

17. 附属公司权益(续)

Name of subsidiary 附属公司名称	Place of incorporation/ establishment 注册成立国家/地点	Issued and fully paid up share capital/ registered capital 已发行及缴足股本/ 注册资本	Legal structure 法定结构	Equity interest held 应占股本权益	Principal activities and place of operation 主要业务及营业地点
Interest held indirectly: (cont'd) 间接持有权益: (续)					
Right Century Limited 港仲有限公司	Hong Kong 香港	1,000 ordinary shares of HK\$1 each 1,000股每股1港元之普通股	Company with limited liabilities 有限责任公司	100%	Retail of bathroom accessories and decoration materials in Hong Kong 于香港零售浴室配件及装饰材料
Sunny Building and Decoration Materials Company Limited 新新装饰材料五金工具有限公司	Hong Kong 香港	6,000 ordinary shares of HK\$1,000 each 6,000股每股1,000港元之普通股	Company with limited liabilities 有限责任公司	100%	Retail of architectural builders hardware and bathroom collections in Hong Kong 于香港零售建筑五金及卫浴设备
Shanghai Tech Pro International Trading Company Ltd. 上海得保国际贸易有限公司	PRC 中国	US\$300,000 300,000美元	Wholly foreign owned enterprise 全外资企业	100%	Importing and sale of architectural builders hardware and bathroom collections in the PRC 于中国进口及销售建筑五金及 卫浴设备
Twinwood Venture Limited	British Virgin Islands 英属处女群岛	1 ordinary share of US\$1 each 1股每股1美元之普通股	Company with limited liabilities 有限责任公司	100%	Investment holding in Hong Kong 于香港作投资控股
H2O (Pro) Limited 水之健有限公司	Hong Kong 香港	2 ordinary shares of HK\$1 each 2股每股1港元之普通股	Company with limited liabilities 有限责任公司	100%	Importing and sale of bathroom collections in Hong Kong 于香港进口及销售卫浴设备
Massford Holdings Limited	British Virgin Islands 英属处女群岛	1 ordinary share of US\$1 each 1股每股1美元之普通股	Company with limited liabilities 有限责任公司	100%	Investment holding in Hong Kong 于香港作投资控股
Techpro Trading Limited 德保建材贸易有限公司	Hong Kong 香港	1,000 ordinary shares of HK\$1 each 1,000股每股1港元之普通股	Company with limited liabilities 有限责任公司	100%	Importing and sale of architectural builders hardware 于香港进口及销售建筑五金
Massford (Hong Kong) Limited 美富(香港)有限公司	Hong Kong 香港	10,000 ordinary shares of HK\$1 each 10,000股每股1港元之普通股	Company with limited liabilities 有限责任公司	100%	Supplying architectural builders hardware and bathroom collections for property development in Hong Kong 于香港供应建筑五金及卫浴设备 予物业发展项目
Bonco Ironmongery Limited 保固五金建材有限公司	Hong Kong 香港	10,000 ordinary shares of HK\$1 each 10,000股每股1港元之普通股	Company with limited liabilities 有限责任公司	100%	Importing and sale of architectural builders hardware in Hong Kong 于香港进口及销售建筑五金
Kitchen (Pro) Limited 厨之健有限公司	Hong Kong 香港	1,000 ordinary shares of HK\$1 each 1,000股每股1港元之普通股	Company with limited liabilities 有限责任公司	100%	Importing and sale of kitchen fittings in Hong Kong 于香港进口及销售厨房设备



17. Interests in subsidiaries (cont'd)

17. 附属公司权益 (续)

Name of subsidiary 附属公司名称	Place of incorporation/ establishment 注册成立国家/地点	Issued and fully paid up share capital/ registered capital 已发行及缴足股本/ 注册资本	Legal structure 法定结构	Equity interest held 应占股本权益	Principal activities and place of operation 主要业务及营业地点
Interest held indirectly: (cont'd) 间接持有权益: (续)					
D.I.Y. Limited	Hong Kong 香港	2 ordinary shares of HK\$100 each 2股每股100港元之普通股	Company with limited liabilities 有限责任公司	100%	Handling of the human resources planning and development activities of the Group 处理本集团人力资源事宜
Sanfield Properties Limited 信晖置业有限公司	Hong Kong 香港	2 ordinary shares of HK\$1 each 2股每股1港元之普通股	Company with limited liabilities 有限责任公司	100%	Property holding in the PRC 于中国作物业持有
Tech Pro (China) Limited 德保(中国)有限公司	Hong Kong 香港	2 ordinary shares of HK\$1 each 2股每股1港元之普通股	Company with limited liabilities 有限责任公司	100%	Investment holding in the PRC 于中国作投资控股
Bonlex Properties Limited 邦利置业有限公司	Hong Kong 香港	10,000 ordinary shares of HK\$1 each 10,000股每股1港元之普通股	Company with limited liabilities 有限责任公司	100%	Property holding in the PRC 于中国作物业持有
Shanghai Techpro Interior Decoration Co., Ltd. 上海得保室内装饰有限公司	PRC 中国	RMB5,000,000 5,000,000人民币	Wholly foreign owned enterprise 全外资企业	100%	Undertaking interior decoration and project management for property development in the PRC 于中国提供室内设计及装饰服务
MIA Limited	Hong Kong 香港	1 ordinary share of HK\$1 each 1股每股1港元之普通股	Company with limited liabilities 有限责任公司	100%	Importing and sale of architectural builders hardware in Hong Kong 于香港进口及销售建筑五金

18. Due from/(to) subsidiaries

The amounts due are unsecured, interest-free and repayable on demand.

18. 应收/(付)附属公司之款项

该款项为无抵押、无利息及按通知还款。

19. Inventories

19. 存货

		2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元
Finished goods	产成品	<u>84,742</u>	<u>73,469</u>

Notes to the Financial Statements

财务报表附注

For the year ended 31 March 2010

截至二零一零年三月三十一日止年度

20. Trade and other receivables

Details of the trade and other receivables as at 31 March 2010 are listed below :

Trade receivables	应收账款
Less: provision for doubtful debts	减：呆账拨备
Other receivables, deposits and prepayments	其他应收款项、订金及预付款项

20. 应收账款及其他应收款项

截至二零一零年三月三十一日应收账款及其他应收款项资料如下：

The Group 本集团		Company 本公司	
2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元
95,909	67,815	-	-
(1,223)	(1,014)	-	-
94,686	66,801	-	-
28,293	23,919	148	38
122,979	90,720	148	38

The ageing analysis of trade receivables (net of provision for doubtful debts) at the reporting date is as follows:

于报告日，应收账款(扣除呆账拨备)之账龄分析如下：

0 – 30 days	少于三十日
31 – 60 days	三十一日至六十日
61 – 90 days	六十一至九十日
Over 90 days	超过九十日

The Group 本集团	
2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元
50,222	17,393
13,114	13,070
7,797	9,811
23,553	26,527
94,686	66,801

The majority of the Group's sales are with credit terms of 30 to 90 days. In some cases, customers may be granted an extended credit period of up to 120 days. Certain balances over 90 days are on letter of credit or document against payment.

本集团之销售信贷期大部份为30至90日，其中部份客户的信贷期延长至120日，部份超过九十日账款以信用状或付款交单式进行。

Notes to the Financial Statements

财务报表附注

For the year ended 31 March 2010

截至二零一零年三月三十一日止年度

21. Derivative financial instruments

21. 衍生金融工具

Forward currency contract 远期货币合同

This forward currency contract did not meet the criteria for hedge accounting. The change in the fair value of this non-hedging currency derivative of loss of HK\$322,000 (2009: HK\$676,000) was charged to the profit or loss during the year.

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

此远期货币合同不符合对冲会计法标准。此非对冲货币衍生工具的公允价值之变更为亏损322,000港元(二零零九年: 676,000港元)已扣自本年度损益账中。

远期货币合同之公平值以相近到期日之合同之汇率厘定。

The Group 本集团	
2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元
-	322

22. Trade and other payables

22. 应付账款及其他应付款项

Trade payables 应付账款
Accrued charges and other payables 其他应付款项

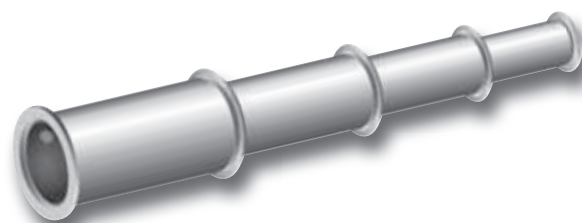
The Group 本集团		Company 本公司	
2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元
25,981	16,641	-	-
12,961	13,938	74	45
38,942	30,579	74	45

Included in the trade and other payables of the Group are trade payables with the following ageing analysis :

包括在应付账款及其他应付款项内之应付账款账龄分析如下:

0 – 30 days 少于三十日
31 – 60 days 三十一日至六十日
61 – 90 days 六十一至九十日
Over 90 days 超过九十日

The Group 本集团	
2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元
23,418	12,663
461	1,848
128	920
1,974	1,210
25,981	16,641



23. Interest-bearing borrowings

23. 有息借贷

Bill payables and trust receipt loans, unsecured	应付票据及信托收据贷款，无抵押
Other bank loans, unsecured	其他无抵押之银行贷款
Other bank loans, secured	其他有抵押之银行贷款
Obligation under finance leases	融资租赁债务
Current portion	即期部份
Non-current portion	非即期部份

The Group 本集团	
2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元
39,603	26,697
6,457	2,037
14,798	16,056
7	62
60,865	44,852
47,340	30,032
13,525	14,820
60,865	44,852

All bills payables and trust receipt loans are wholly repayable within one year.

The bills payables and trust receipt loans are denominated in functional currencies of the relevant group entities and carry at effective interest rate at 2.07% p.a. Other bank loans bear interest at prime rate minus 2% p.a. or HIBOR plus 0.6% p.a..

At 31 March 2010, the interest-bearing borrowings of the Group were repayable as follows :

所有应付票据及信托收据贷款须于一年内悉数偿还。

应付票据及信托收据贷款以集团实体之功能货币之实际年利率为2.07%，其他银行贷款利息年期为最优惠利率减2%或同业拆息加0.6%息率。

截至二零一零年三月三十一日本集团须偿还之有息借贷如下：

Within one year	一年内
In the second year	第二年内
In the third to fifth years inclusive	第三年至第五年(包括首尾两年)
After the fifth year	五年以上

The Group 本集团	
2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元
47,340	30,032
1,281	1,264
3,909	3,851
8,335	9,705
60,865	44,852
(47,340)	(30,032)
13,525	14,820

Less: Portion due within one year under current liabilities	减除：须于一年内偿还之流动负债
Portion due over one year under non-current liabilities	于一年后偿还之非流动负债

Notes to the Financial Statements

财务报表附注

For the year ended 31 March 2010

截至二零一零年三月三十一日止年度

23. Interest-bearing borrowings (cont'd)

Obligations under finance leases:

Amount payable:	应付金额：
Within one year	一年内
In the second to fifth years inclusive	第二年至第五年 (包括首尾两年)
Future finance charges	未来融资费用
Present value of lease obligations	租赁债务现值

23. 有息借贷(续)

融资租赁债务：

Minimum lease payments 最低租赁款		Present value of minimum lease payments 最低租赁款之现值	
2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元
8	62	7	54
-	9	-	8
8	71	7	62
(1)	(9)	-	-
7	62	7	62

24. Deferred taxation

The major deferred tax liabilities and assets recognised by the Group and movements thereon during the current and prior year are as follows:

DEFERRED TAX LIABILITIES

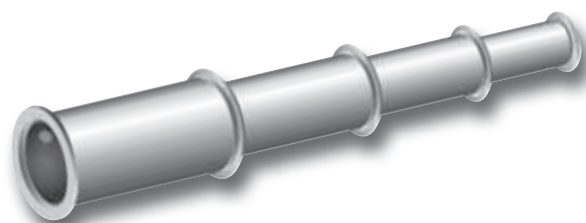
At beginning of the year	年初结余
Charged to equity	扣自权益
Credited to profit or loss	计入损益账中
At 31 March	于三月三十一日

24. 递延税项

本集团于本年度及去年认列之主要递延税项负债及资产及其变动如下：

递延税项负债

Accumulated tax depreciation 累算税务折旧		Revaluation of properties 物业重估		Total 合计	
2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元
-	51	3,853	3,634	3,853	3,685
-	-	907	219	907	219
-	(51)	-	-	-	(51)
-	-	4,760	3,853	4,760	3,853



24. Deferred taxation (cont'd)

DEFERRED TAX ASSETS

		Tax losses 税务亏损		Others 其他		Total 合计	
		2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元
At beginning of the year	年初结余	-	-	1,627	1,626	1,627	1,626
(Credited) charged to profit or loss	(扣自)/计入 损益账中	-	-	(57)	1	(57)	1
At 31 March	于三月三十一日	-	-	1,570	1,627	1,570	1,627

As at 31 March 2010, the Group has not recognised deferred tax assets in respect of cumulative tax losses of HK\$3,455,000 (2009: HK\$4,151,000) as it is not probable that future taxable profits against which the losses can be utilised will be available in the relevant tax jurisdiction and entity. The tax losses have no expiry date under current tax legislation.

As at 31 March 2010, the aggregate amount of temporary differences associated with undistributed earnings of subsidiaries, for which deferred tax liabilities have not been recognised, is assessed to be immaterial (2009: Nil). No deferred tax liabilities have been recognised in respect of these differences because the Group is in a position to control the dividend policies of these subsidiaries and it is probable that such differences will not reverse in the foreseeable future.

24. 递延税项 (续)

递延税项资产

于二零一零年三月三十一日，本集团仍未认列累计税项亏损之有关递延税项资产约3,455,000港元（二零零九年：4,151,000港元）乃由于未来有关税务司法权区及实体不可能存在可用于对冲该等亏损的应课税溢利。根据现时税务条例，该等税项亏损不设到期日。

于二零一零年三月三十一日，有关未分配溢利的暂时差异（递延税项负债未确认）的金额并非重大（二零零九年：无）。由于本集团能够控制附属公司的派息政策，而该差异在可预计的将来不会被转回，因此递延税项并没有确认。

25. Share capital

25. 股本

		2010 二零一零年		2009 二零零九年	
		Number of shares 股份数目	HK\$'000 千港元	Number of shares 股份数目	HK\$'000 千港元
Authorised:	法定：				
Ordinary shares at HK\$0.1 each	每股面值0.1港元之普通股				
At 1 April and 31 March	于四月一日及三月三十一日	1,000,000,000	100,000	1,000,000,000	100,000
Issued and fully paid:	已发行及缴足：				
Ordinary share at HK\$0.1 each	每股面值0.1港元之普通股				
At 1 April	于四月一日	231,000,000	23,100	210,000,000	21,000
Bonus issue of share (note)	红股（附注）	-	-	21,000,000	2,100
At 31 March	于三月三十一日	231,000,000	23,100	231,000,000	23,100

Note: Pursuant to the annual general meeting held on 8 September 2008, bonus issue of shares on the basis of one share for every ten shares held was approved. 21,000,000 bonus shares were issued under the bonus issue and the amount HK\$2,100,000 was capitalised from the Company's share premium account.

The bonus shares were credited as fully paid and rank pari passu with the then existing shares in all respects.

附注：根据本公司于二零零八年九月八日举行的股东周年大会，已批准按每持有十股股份可获一股红利股份之基准发行红利股份，并据此发行21,000,000股红利股份，而2,100,000港元已自本公司股份溢价账拨充资本。

有关红利股份已入账列作缴足，并与当时之现有股份在各方面均享有同等权益。

Notes to the Financial Statements

财务报表附注

For the year ended 31 March 2010

截至二零一零年三月三十一日止年度

26. Reserves

THE GROUP

Details of the movements on the Group's reserves are set out in the consolidated statement of changes in equity on page 44. The nature and purpose of the reserve is as follows:

Statutory reserve

In accordance with the relevant PRC rules and regulations, certain subsidiaries of the Company are required to appropriate certain % of their profits after tax to the respective statutory reserves. Subject to certain restrictions as set out in the relevant PRC regulations, this statutory reserve may be used to reduce any losses incurred or for capitalisation as paid-up capital of the PRC subsidiary.

THE COMPANY

26. 储备

本集团

本集团在本年度之储备变动载于页44之综合权益变动表。储备之性质及用途如下：

法定储备

按中国有关规定，于中国成立及经营之附属公司须向法定储备供款，金额为除所得税后溢利的有关百分比。根据有关限制，该法定储备可用作填补该附属公司增加资本之亏损。

本公司

		Share premium 股份溢价 HK\$'000 千港元	Retained earnings 保留溢利 HK\$'000 千港元	Total 合计 HK\$'000 千港元
At 31 March 2008 and 1 April 2008	于二零零八年三月三十一日及 于二零零八年四月一日	93,078	3,845	96,923
Capitalisation on bonus issue of shares	发行红股	(2,100)	—	(2,100)
Profit for the year	年度溢利	—	736	736
Dividends	股息	(12,810)	—	(12,810)
At 31 March 2009 and 1 April 2009	于二零零九年三月三十一日及 于二零零九年四月一日	78,168	4,581	82,749
Profit for the year	年度溢利	—	237	237
Dividends	股息	(10,395)	—	(10,395)
At 31 March 2010	于二零一零年三月三十一日	67,773	4,818	72,591



27. Business Combinations

During the year, the Group acquired 100% equity interest of Shanghai Techpro Interior Decoration Co., Ltd. On 29 January 2010, the acquisition was completed based on the share transfer agreement. The acquired business contributed revenues of HK\$41 million and profit after tax of HK\$4 million to the Group for the period from 29 January 2010 to 31 March 2010.

If the acquisition had occurred on 1 April 2009, the Group's revenue would have been HK\$447 million and profit after tax would have been HK\$40 million for the year ended 31 March 2010. This pro forma information is for illustrative purposes only and is not necessarily an indication of revenue and results of operations of the Group that actually would have been achieved had the acquisition been completed on 1 April 2009, nor is it intended to be a projection of future results.

The assets and liabilities arising from the acquisition are as follows:

27. 业务合并

期内，本集团收购上海得保室内装饰有限公司之100%股权。于二零一零年一月二十九日，该收购以股权转让之方式完成。该收购之业务由二零一零年一月二十九日至二零一零年三月三十一日为本集团分别带来41,000,000 港元及4,000,000 港元之收入及除所得税后溢利。

倘该收购于二零零九年四月一日进行，本集团截至二零一零年三月三十一日止之收入及除所得税后溢利将分别为447,000,000 港元及40,000,000 港元。此备考资料乃用作说明用途，且并不一定显示倘该收购于二零零九年四月一日完成本集团实际所得之收益及营运业绩，亦并非计划作本来业绩预测。

有关该收购之资产及负债载列如下：

		Fair value	Acquiree's carrying amount
		公平值	被收购方之结馀
		HK\$'000	HK\$'000
		千港元	千港元
Cash and cash equivalents	现金及现金等值	2,804	2,804
Property, plant and equipment	物业、厂房及设备	89	89
Other receivables	其他应收款项	826	826
Trade and other payables	应付账款及其他应付款项	(124)	(124)
Provision for tax	税项拨备	(17)	(17)
Net assets acquired	资产购入净额	3,578	3,578
			HK\$'000
			千港元
Purchase consideration settled in cash	支付收购代价之现金		3,425
Direct costs related to the acquisition	收购之直接成本		153
Total consideration	总代价		3,578
Cash and cash equivalents acquired	收购之现金及现金等值		(2,804)
Cash outflow on acquisition of subsidiary	收购所动用之现金流出净额		774

Notes to the Financial Statements

财务报表附注

For the year ended 31 March 2010

截至二零一零年三月三十一日止年度

28. Related party transactions

In addition to the transactions/information disclosed elsewhere in these financial statements, during the year, the Group had the following transactions with related parties:

Related party relationship 与关连人士关系	Nature of transaction 交易性质	2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元
Key management personnel, including directors 主要管理人员(包括董事)	Short-term employee benefits 短期员工福利	8,710	6,655
	Post-employment benefits 离职后福利计划租金交付	72	62
A company under common control by the directors of the Company (note) 一间公司受控于本公司董事(附注)	Rental expenses paid to Negotiator Consultants Limited ("NCL") 租金交付Negotiator Consultants Limited ("NCL")	2,220	2,037

Note: NCL is a company in which Mr. TSE Sun Fat, Henry, Mr. TSE Sun Po, Tony and Mr. TSE Hon Kit, Kevin have beneficial interests. The rental expenses paid were in the normal course of business at terms mutually agreed between the Group and NCL.

28. 关连人士交易

除于本财务报表其他部份披露之交易/资料外，本集团与有关连人士曾进行以下交易：

附注：谢新法先生、谢新宝先生及谢汉杰先生于NCL均拥有权益。在日常业务中按本集团与NCL互相议定的条款支付租金。

29. Operating lease commitments

As at 31 March 2010, the Group had future aggregate minimum lease payments under non-cancellable operating leases in respect of land and buildings are as follows:

THE GROUP

Within one year	一年内
In the second to fifth years inclusive	第二年至第五年内(包括首尾两年)

As at 31 March 2010, the Company had no significant operating lease commitments (2009: Nil).

29. 经营租赁承担

于二零一零年三月三十一日，本集团根据不可撤销之土地及楼宇经营租赁而于未来支付之最低租赁付款总额如下：

本集团

2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元
26,013	24,905
19,391	13,480
45,404	38,385

于二零一零年三月三十一日，本公司并无重大经营租赁承担(二零零九年：无)。



30. Contingent liabilities

THE GROUP

In August 2001, a subsidiary of the Company ("the Subsidiary") sued one of its customers ("the Defendant") for recovery of an amount of approximately HK\$5,333,000 in respect of goods sold and delivered to the Defendant. In September 2001, the Defendant filed a counter-claim in a sum of approximately HK\$6,148,000 against the Subsidiary for the alleged losses and damages as a result of the alleged breach of the supply agreement entered into between the Defendant and the Subsidiary. The case is now in the stage where the parties' expert reports are to be exchanged and the directors of the Company, on the basis of independent legal advice obtained, consider the Subsidiary has a good arguable case against the Defendant for the counter-claim and accordingly no provision in respect of the debt due or the amount of the counter-claim has been made in the financial statements of the Group.

THE COMPANY

As at 31 March 2010, the Company had executed corporate guarantees given to secure general banking facilities granted to the subsidiaries. Facilities utilised by the subsidiaries amounted to HK\$60,858,000 (2009: HK\$44,790,000) as at 31 March 2010.

31. Financial risk management objectives and policies

The Group's major financial instruments include trade receivables, trade and other payables, cash and short-term deposits, interest-bearing borrowings and derivative financial instruments. Details of the policies on how to mitigate the risks from these financial instruments are set out below. The Group's management manages and monitors these exposures to ensure appropriate measures are implemented on a timely and effective manner.

30. 或然負債

本集團

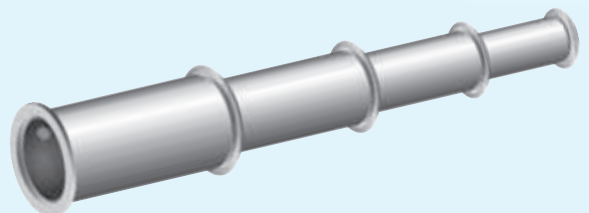
二零零一年八月，本公司之一家附属公司（「该附属公司」）起诉一名客户（「被告」），就销售及交付予被告之货品追讨约5,333,000港元。被告于二零零一年九月就指称违反与该附属公司订立之供应协议指称产生之损失及损害向该附属公司提出追讨约6,148,000港元之反申索。此诉讼尚在交换专家报告阶段，本公司董事根据所获独立法律意见，认为该附属公司就被告之反申索胜数甚高，因此并无就反申索所追讨金额于本集团账目内作出拨备。

本公司

于二零一零年三月三十一日，本公司就若干附属公司所动用银行授信作出公司担保。于二零一零年三月三十一日，附属公司已使用之银行授信金额为60,858,000港元（二零零九年：44,790,000港元）。

31. 财务风险管理目的及政策

本集团主要金融工具包括应收账款，应付账款及其他应付款项，现金及短期定存及有息借贷。有关缓和上述金融工具引起的风险政策列述如下。本集团管理层定期及有效地检讨上述风险，并制定适当的相关措施。



Notes to the Financial Statements

财务报表附注

For the year ended 31 March 2010

截至二零一零年三月三十一日止年度

31. Financial risk management objectives and policies (cont'd)

CATEGORIES OF FINANCIAL INSTRUMENTS

Financial assets

Loans and receivables

Trade receivables

Bank and cash balances

Financial assets at fair value through profit or loss

Derivative financial instruments

财务资产

贷款及应收款项

应收账款

现金及现金等值

按公允价值列账及于损益账中处理之财务资产

衍生金融工具

Financial liabilities

Financial liabilities measured at amortised costs

Trade and other payables

Interest-bearing borrowings

财务负债

以摊销成本衡量之财务负债

应付账款及其他应付款项

有息借贷

31. 财务风险管理目的及政策(续)

分类金融工具

The Group 本集团

2010

2009

二零一零年

二零零九年

HK\$'000

HK\$'000

千港元

千港元

94,686

66,801

51,918

39,110

—

322

146,604

106,233

38,942

30,579

60,865

44,852

99,807

75,431

INTEREST RATE RISK

As the Group has no significant interest-bearing assets, the Group's income and operating cash flows are substantially independent of changes in market interest rates. The Group's interest rate risk arises from long-term interest-bearing borrowings such as bills payable and finance lease arrangements. Interest-bearing borrowings issued at variable rates expose the Group to cash flow interest rate risk. Interest-bearing borrowings issued at fixed rates expose the Group to fair value interest rate risk.

As at 31 March 2010, it is estimated that a general increase/decrease of 50 basis points in interest rates, with all other variables held constant, would decrease/increase the Group's profit after tax and accumulated profits by approximately HK\$304,000 (2009: HK\$224,000). The 50 basis point increase/decrease represents management's assessment of a reasonably possible change in interest rates over the period until the next annual reporting date.

利率风险

由于本集团并没有重大有息借贷资产，故本集团的收入及营运资金独立于市场利率变动，本集团的利率风险主要由于长期借贷如：应付票据及租赁债务产生。有息借贷利率如为浮动利率，集团面对现金流量利率风险。有息借贷利率如为固定利率，则集团面对公平利率风险。

于二零一零年三月三十一日，估计在所有其他变数维持不变之情况下，若利率上浮或下浮50基点将令本集团的全年除税后盈利及累计盈利减少或增加约304,000港元(二零零九年：224,000港元)。50基点的上浮或下浮区间代表管理层评估直至下一年度报告日的合理可能汇率变动。



31. Financial risk management objectives and policies (cont'd)

FOREIGN CURRENCY RISK

The Group mainly operates in Hong Kong with most of the sales transactions settled in Hong Kong dollars. However, foreign currencies are required to settle the Group's purchases from overseas suppliers. The Group enters into derivatives transactions, principally forward currency contracts. The purpose is to manage currency risks arising from the Group's operations.

As at 31 March 2010, it is estimated that a general increase/decrease of 10 per cent in Euro dollar rates, with all other variables held constant, would not decrease/increase the Group's profit after tax and accumulated profits (2009: HK\$32,200). The 10 per cent increase/decrease represents management's assessment of a reasonably possible change in foreign currency rates over the period until the next annual reporting date.

CREDIT RISK

The Group's credit risk is primarily attributable to bank balances and cash, trade and other receivables. Bank balances and cash are deposited with banks in which these financial institutions normally have sound credit rating and the Group considers the credit risk to be insignificant.

The Group trades only with recognised and creditworthy third parties. It is the Group's policy that all customers who wish to trade on credit terms are subject to credit verification procedures. In addition, receivable balances are monitored on an ongoing basis with the result that the Group's exposure to bad debts is not significant.

The general credit terms allowed range from 30 to 90 days. As at 31 March 2010, the Group does not hold any collateral from customers and the Group has a certain concentration of credit risk as 35% of the total trade and other receivables was due from the Group's largest customer and 39% from the five largest customers of the Group as at 31 March 2010.

31. 财务风险管理目的及政策(续)

外汇风险

本集团主要于香港营运，故大部份的交易主要以港币计算，但向各海外供应商购货付款时则使用外币。本集团订定合约，主要为远期货币合约，以便管理集团营运之外汇风险。

于二零一零年三月三十一日，假设所有其他可变因素不变，欧元利率升值／贬值10%，将不会减少／增加本年度除税后盈利及累计盈利（二零零九年：32,200港元），10%的升值或贬值代表管理层评估直至下一年度报告日的合理可能外汇变动。

信贷风险

本集团之信贷风险主要由银行结余及现金、应收账款及其他应收款项组成。银行及现金通常存放于具有良好信贷评级且本集团认为信贷风险不大之金融机构。

本集团只会与受确认及有信誉的客户交易，所有要求信贷额的客户需进行信贷评估。加上，本集团会定期采用持续监视所有应收账款结余之客户，故此坏账风险并不重大。

本集团准予之信贷期一般介乎30日至90日。于二零一零年三月三十一日，本集团并无持有客户之抵押，而本集团有若干程度之集中信贷风险，原因是于二零一零年三月三十一日贸易及其他应收款项中分别有35%及39%来自本集团最大及五大客户。

Notes to the Financial Statements

财务报表附注

For the year ended 31 March 2010

截至二零一零年三月三十一日止年度

31. Financial risk management objectives and policies (cont'd)

CREDIT RISK (cont'd)

Hence, the maximum exposure to credit risk is represented by the carrying amounts of bank balances and cash, trade and other receivables in the consolidated statement of financial position. The Group has no other financial assets which carrying significant exposure to credit risk. The Group does not provide any other guarantees which would expose the Group to credit risk.

LIQUIDITY RISK

The Group's objective is to maintain a balance between continuity of funding and flexibility through the use of bank overdrafts, bank loans, and finance leases.

As at 31 March 2010 and 2009, the remaining contractual maturities of the Group's financial liabilities, based on undiscounted cash flows, are summarised below:

31. 财务风险管理目的及政策(续)

信贷风险(续)

因此，于综合财务状况表中，最高信贷风险为银行结余及现金等价物、贸易及其他应收款项之账面值。本集团并无其他金融资产附带重大信贷风险。本集团并无提供任何导致本集团承受信贷风险之其他担保。

流动资金风险

本集团目标为利用银行透支，银行借贷，融资租赁，保持资金持续性。

于二零一零年及二零零九年三月三十一日，本集团按照未贴现现金流量的余下合约到期日之财务负债概要如下：

		The Group 本集团				
		Carrying amount	Within 1 year or on demand	In the second year	In the third to fifth years	After the fifth year
		账面值	即时或 一年内	第二年内	于第三年 至第五年内	五年以上
		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
As at 31 March 2010	于二零一零年 三月三十一日					
Trade and other payables	应付账款及其他应付款项	38,942	38,942	-	-	-
Interest-bearing borrowings	有息借贷	60,865	47,340	1,303	4,035	8,743
As at 31 March 2009	于二零零九年 三月三十一日					
Trade and other payables	应付账款及其他应付款项	30,579	30,579	-	-	-
Interest-bearing borrowings	有息借贷	44,852	30,032	1,290	4,015	10,333



31. Financial risk management objectives and policies (cont'd)

LIQUIDITY RISK (cont'd)

31. 财务风险管理目的及政策(续)

流动资金风险(续)

		Company 本公司				
		Carrying amount	Within 1 year or on demand	In the second year	In the third to fifth years	After fifth year
		账面值	即时或一年内	第二年内	于第三年至第五年内	五年以上
		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
As at 31 March 2010	于二零一零年三月三十一日					
Other payables	其他应付款项	74	74	-	-	-
Due to subsidiaries	应付附属公司之款项	59,949	59,949	-	-	-

As at 31 March 2009	于二零零九年三月三十一日					
Other payables	其他应付款项	45	45	-	-	-
Due to subsidiaries	应付附属公司之款项	50,273	50,273	-	-	-

		Company 本公司				
		Guaranteed amount	Within 1 year or on demand	In the second year	In the third to fifth years	After fifth year
		担保金额	即时或一年内	第二年内	于第三年至第五年内	五年以上
		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
Financial guarantee contracts						
财务担保合约						
As at 31 March 2010	于二零一零年三月三十一日					
Maximum amount guaranteed	最高担保金额	60,858	60,858	-	-	-
As at 31 March 2009	于二零零九年三月三十一日					
Maximum amount guaranteed	最高担保金额	44,790	44,790	-	-	-

FAIR VALUE

All significant financial instruments are carried at amounts not materially different from their fair values as at 31 March 2010 and 2009.

公平值

于二零一零年及二零零九年三月三十一日，所有金融工具按账面值列账，账面值与公平值均无重大差别。

Notes to the Financial Statements

财务报表附注

For the year ended 31 March 2010

截至二零一零年三月三十一日止年度

32. Capital management

The Group's objectives when managing capital are:

- to safeguard the Group's ability to continue as a going concern, so that is continued to provide returns for shareholders and benefits for other stakeholders;
- to support the Group's stability and growth; and
- to provide capital for the purpose of strengthening the Group's risk management capability.

The Group actively and regularly reviews and manages its capital structure to ensure optimal capital structure and shareholder return, taking into consideration the future capital requirements of the Group and capital efficiency, prevailing and projected profitability and projected operating cash flows. The Group currently has not adopted any formal dividend policy.

The Group monitors capital on the basis of the debt to equity ratio. This ratio is defined and calculated by the Group as total interest-bearing borrowing to the equity, at 31 March 2010 was 26% compared to 23% at 31 March 2009.

32. 资本管理

本集团管理资本之目标为：

- 保障本集团能够持续经营，从而继续为股东提供回报及为其他利益相关者带来好处；
- 支持本集团之稳定及增长；及
- 提供资本，强化本集团之风险管理能力。

本集团积极定期检讨及管理资本架构，力求达到最理想之资本架构及股东回报；于过程中考虑之因素为本集团日后之资本需求。本集团现时并无采纳任何正式股息政策。

本集团以资本负债比率为监察资本之依据。此比率乃以本集团有息借贷总值除以权益总值计算。于二零一零年三月三十一日，此比率为26%（二零零九年：23%）。

Five Year Financial Summary

五年财务摘要

For the year ended 31 March 2010

截至二零一零年三月三十一日止年度

		2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元	2006 二零零六年 HK\$'000 千港元
Results	业绩					
Profit attributable to shareholders	股东应占溢利	41,047	25,006	37,813	25,779	11,985
Assets and liabilities	资产及负债					
Total assets	总资产	343,765	281,516	298,502	233,154	196,417
Total liabilities	总负债	(108,563)	(82,785)	(115,153)	(74,827)	(53,654)
Shareholders' funds	股东资金	235,202	198,731	183,349	158,327	142,763

The results, assets and liabilities of the Group for each of the five years ended 31 March 2010 have been prepared on a consolidated basis.

截至二零一零年三月三十一日止五个年度内之业绩、资产及负债乃按综合基准而编制。

