



ALCO HOLDINGS LIMITED

股份代號：328 Stock Code: 328

ANNUAL REPORT 2014 年報



Contents

	<i>Pages</i>
Corporate Information	2
Financial Highlights	3
Chairman's Statement	4 – 7
Biographical Details of Directors and Senior Management	8 – 9
Corporate Governance Report	10 – 14
Report of the Directors	15 – 23
Independent Auditor's Report	24 – 25
Consolidated Income Statement	26 – 27
Consolidated Statement of Comprehensive Income	28
Consolidated Balance Sheet	29 – 30
Balance Sheet	31
Consolidated Statement of Changes in Equity	32
Consolidated Statement of Cash Flows	33
Notes to the Consolidated Financial Statements	34 – 98
Principal Properties	99
Five-year Financial Summary	100

Corporate Information

Directors

Mr LEUNG Kai Ching, Kimen (*Chairman*)
Mr LEUNG Wai Sing, Wilson
Mr KUOK Kun Man, Andrew
Mr LEUNG, Jimmy
Mr LIU Lup Man
Mr LI Wah Ming, Fred, *S.B.S., J.P.**
Mr LAU Wang Yip, Derrick*
Mr LEE Tak Chi*

* *Independent non-executive directors*

Company Secretary

Mr KUOK Kun Man, Andrew

Principal Bankers

Hang Seng Bank Limited
Bank of China (Hong Kong) Limited
Industrial and Commercial Bank of China (Asia) Limited
DBS Bank (Hong Kong) Limited
Bank of Tokyo-Mitsubishi UFJ

Auditor

PricewaterhouseCoopers

Legal Advisers to the Company

King & Wood Mallesons

Legal Advisers on Bermuda Law

Conyers, Dill & Pearman

Registered Office

Clarendon House
2 Church Street
Hamilton HM11
Bermuda

Head Office and Principal Place of Business

11th Floor, Zung Fu Industrial Building
1067 King's Road
Quarry Bay
Hong Kong

Principal Registrars

Codan Services Limited
Clarendon House
2 Church Street
Hamilton HM11
Bermuda

Registrars in Hong Kong

Tricor Abacus Limited
Level 22, Hopewell Centre
183 Queen's Road East
Hong Kong

Website

<http://www.alco.com.hk>

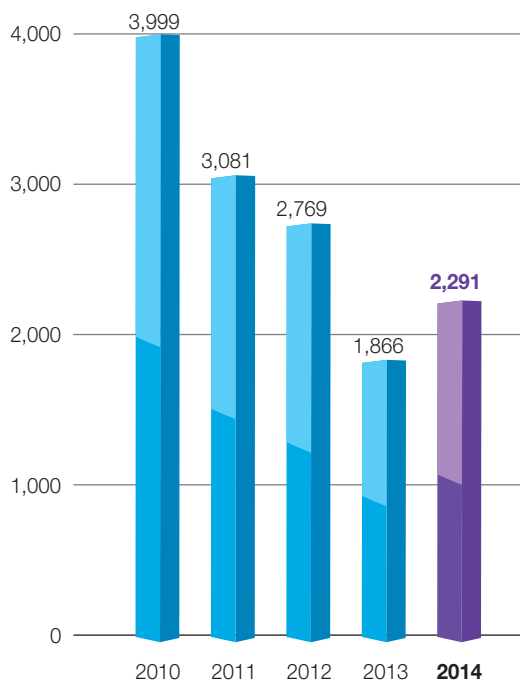
Stock Code

328

Financial Highlights

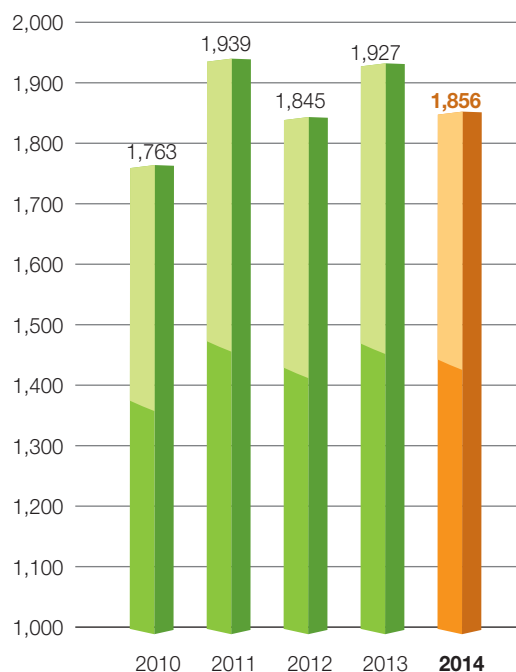
REVENUE

(HK\$ MILLION)



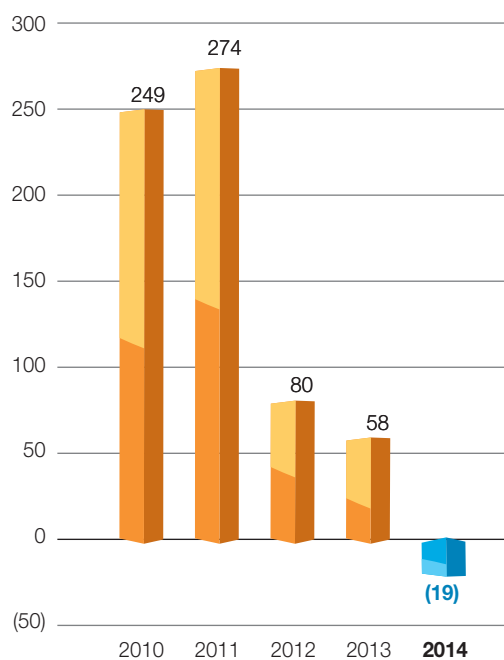
EQUITY

(HK\$ MILLION)

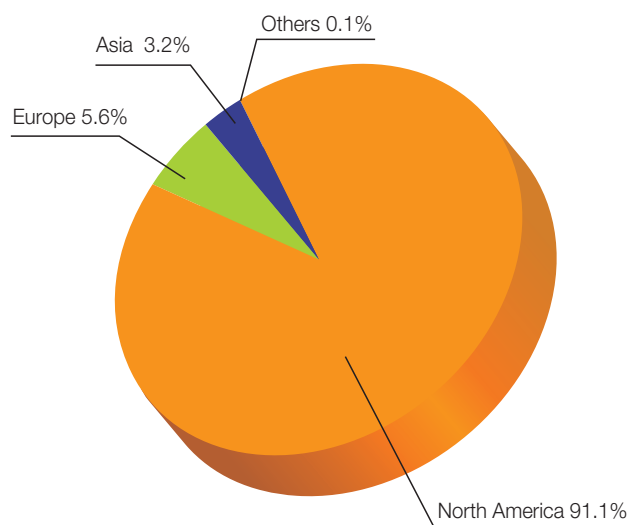


PROFIT/(LOSS) ATTRIBUTABLE TO EQUITY HOLDERS

(HK\$ MILLION)



REVENUE BY GEOGRAPHICAL SEGMENT IN 2014



Chairman's Statement



Chairman
LEUNG KAI CHING, KIMEN

GROUP RESULTS AND DIVIDENDS

On behalf of the Board of Directors, I present the financial results of Alco Holdings Limited (the "Company") and its subsidiaries (collectively, the "Group") for the year ended 31st March 2014.



For the reporting year, the Group recorded turnover of HK\$2.3 billion (2013: HK\$1.9 billion), representing a year-on-year increase of 23%. Loss attributable to shareholders amounted to HK\$19 million (2013: Profit of HK\$58 million), and was mainly due to (i) the unsatisfactory performance and discontinuance of the plastic operations; (ii) relocation of Dongguan factory; and (iii) an increase in manufacturing costs.

The Board of Directors remains committed to a stable dividend payout policy. Correspondingly, the directors have resolved to declare a final dividend of HK4 cents (2013: HK6 cents) per share, which, combined with an interim dividend of HK3 cents per share already paid, represents a total dividend of HK7 cents per share for the financial year (2013: HK9 cents).

The final dividend will be paid on 12th September 2014 to the Group's shareholders upon approval at the upcoming Annual General Meeting.



Chairman's Statement



REVIEW OF OPERATIONS

Although the latest financial year saw signs of a gradual recovery in the United States, some of the Group's customers remained highly cautious, tending to place last-minute orders to minimise inventory levels. Such a practice placed added pressure on both our production arrangements and our workforce, especially during the first half of the financial year, leading to more overtime and increased labour costs. Compounding matters was low production efficiency experienced by the Group as it relocated production to the new factory in Houjie Town in July 2013. Efficiency subsequently returned to normal by the end of the year.

Despite the temporary decline in production efficiency, the relocation of production is essential for alleviating the cost of labour that has been continuously rising, and which has been further aggravated by the shortage of skilled workers. In the coming years, with greater efficiency afforded by the new factory, we will be better able to not only control such costs, but also streamline operational processes.

While efficient production is certainly important to the performance of the Group, so too is the ability to continuously introduce appealing products that capture market trends and create new revenue streams. Indicative of our successful track record in this respect is the Group's new range of internet-related entertainment products, which offer such features as wireless keyboards that leverage Bluetooth technology. Owing to our ties with a leading consumer electronics brand, we commenced production of these attractive products in the second half of the year, and have recorded strong uptake ever since. Also providing a stable source of revenue are the Group's high-value sound bar and sound stand systems, which are ideal for enhancing sound quality and perfectly complement many of today's flat-panel TVs, hence, ideal for those who appreciate a totally immersive entertainment experience.

While having achieved revenue growth by riding on the back of new and existing products, we fully realise the importance of constantly reviewing and refining our product mix. Correspondingly, the management has continued to examine the current line-up of products, including DVD players and Blu-ray players, and taking into consideration such factors as competition, consumer demand and margin level, removed certain models when deemed appropriate. This allows the Group to more effectively manage its products and develop and update those that possess the potential for further growth.



Chairman's Statement



PROSPECTS

Even though the global economy appears to have emerged from the trough endured over the past several years, measures adopted by major governments to sustain growth may create more challenges in the future. Moreover, intense competition, rising labour cost and escalating manufacturing expenditures are just some of the concerns that the management will continue to face. Notwithstanding such issues, the Group possesses sound fundamentals, advanced infrastructure and appealing products, all of which will allow it to better cope with coming obstacles than its many industry rivals.

With regards to offering appealing products in particular, one of our star performers this year has been internet-related entertainment products, which builds on our expertise in the smartphones accessories market. Given the immense opportunities afforded by this new business, we will direct greater energies on expanding the product range in the coming year, especially with many more higher-value-added wireless

accessories, such as Bluetooth scratch pad, Bluetooth stylus, and the like. At the same time, other products that have performed respectably, such as high-value sound bar and sound stand systems, will likewise receive further development focus, and thus ensure that they continue to deliver fair returns to the Group.

Given the need to constantly develop and update our product mix to meet the latest consumer trends, it is reassuring to know that the Group can do so in an even more efficient manner now that the new production facility in Houjie Town is fully operational. As previously noted, the facility not only allows us to benefit from greater flexibility, but also enables us to enjoy added efficiency, standardised quality and reduced reliance on skilled labour, all important attributes in combating escalating costs.



Chairman's Statement

Also to our advantage is our strong cash position. As high liquidity provides us with solid protection against volatile market conditions, as well as allows us to explore business development opportunities and attract new partnerships, we will seek to continuously reinforce this important foundation. Correspondingly, the management will closely monitor inventories and receivables, and promptly take the steps necessary to address any irregularities.

With a highly experienced and trusted management team in place and a well motivated workforce, the Group is fully committed to realising long-term sustainable growth.

APPRECIATION

On behalf of the Board of Directors, I would like to take this opportunity to express my appreciation to the entire management team and every member of the Alco workforce for their dedication and diligence. Just as importantly, I wish to express my sincere gratitude to all of our business partners, customers and shareholders for their staunch support.

LEUNG Kai Ching, Kimen
Chairman

Hong Kong, 26th June 2014





Biographical Details of Directors and Senior Management

Executive Directors

Mr LEUNG Kai Ching, Kimen, aged 81, is the founder and Chairman of the Group. He has more than 47 years of experience and is one of the pioneers in the electronics industry in Hong Kong. He has in-depth knowledge in the electronics field and is responsible for formulating the Group's overall strategy and development.

Mr LEUNG Wai Sing, Wilson, aged 54, is a son of the Chairman of the Group and joined the Group in 1985. He is the Chief Executive Officer of the Group and takes full charge of the Group's overall strategy and operations. He holds a master of science degree in electrical engineering from Queen's University, Canada.

Mr KUOK Kun Man, Andrew, aged 60, joined the Group in 1990 and is the Company Secretary and Director of the Group. He holds a master degree in business administration and has more than 37 years of experience in finance and accounting with multinational organisations.

Mr LEUNG, Jimmy, aged 45, is a son of the Chairman of the Group. He joined the Group in 1993 and was appointed as executive director in October 2013. He has more than 21 years of experience in the field of audio electronic products and oversees the Group's purchasing function.

Mr LIU Lup Man, aged 42, joined the Group in 2005 and was appointed as executive director in October 2013. He holds a bachelor degree from the University of Toronto, Canada, and is a Fellow Member of the HKICPA and the ACCA. He has over 19 years of experience in auditing and accounting.

Independent Non-executive Directors

Mr LI Wah Ming, Fred, *S.B.S., J.P.*, aged 59, joined the Group in 1992 and is the director of a consultancy company. He holds a bachelor degree in arts from the University of Waterloo, Canada and a master degree in social work from the University of Toronto, Canada.

Mr LAU Wang Yip, Derrick, aged 53, joined the Group in 2000 and is the CEO of a financial institution. Holding a master degree of management science in accounting, he has extensive experience in investment banking. He is also an independent non-executive director of EcoGreen Fine Chemicals Group Limited (a company listed on the Stock Exchange).

Mr LEE Tak Chi, aged 59, joined the Group in November 2011 and is the Associate Dean (External Relations) and Professor of School of Design, The Hong Kong Polytechnic University, he also serves as Board of Director of Automotive Parts and Accessory Systems R&D Centre Limited.



Biographical Details of Directors and Senior Management

Senior Management

Mr LEUNG Wai Lap, David, aged 53, is a son of the Chairman of the Group. He joined the Group in 2005 and is the senior sales manager of the Group. He oversees the sales and marketing for the Group's products and service in North America.

Mr YIP Wing Shing, David, *B.B.S., M.H., J.P.*, aged 56, joined the Group in 1973. He is the Group's general manager and oversees the whole operation of the Dongguan factory. He has over 30 years of experience in the field of consumer electronic products.

Corporate Governance Report

CORPORATE GOVERNANCE PRACTICES

The Company has complied with all the applicable code provisions set out in the Corporate Governance Code and Corporate Governance Report (the “Code”) contained in Appendix 14 to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”).

THE BOARD

The Board is responsible for the formulation of the Group’s business and strategic decisions and monitoring the performances of the management team.

Four Board meetings were held during the year ended 31st March 2014. The attendance of each director is set out as follows:

Members of the Board	Attended/Eligible to attend
<i>Executive Directors</i>	
Mr LEUNG Kai Ching, Kimen	3/4
Mr LEUNG Wai Sing, Wilson	4/4
Mr KUOK Kun Man, Andrew	4/4
Mr LEUNG, Jimmy (appointed on 15th October 2013)	2/2
Mr LIU Lup Man (appointed on 15th October 2013)	2/2
<i>Independent Non-executive Directors</i>	
Mr LI Wah Ming, Fred	4/4
Mr LAU Wang Yip, Derrick	4/4
Mr LEE Tak Chi	4/4

The Company has received an annual confirmation of independence from the three independent non-executive directors in accordance with rule 3.13 of the Listing Rules. The Board has assessed their independence and concluded that all independent non-executive directors are independent.

CHAIRMAN AND CHIEF EXECUTIVE OFFICER

Mr LEUNG Kai Ching, Kimen is the chairman and Mr LEUNG Wai Sing, Wilson is the chief executive officer.

APPOINTMENT AND RE-ELECTION OF DIRECTORS

Mr LEUNG Wai Sing, Wilson, Mr LEUNG, Jimmy and Mr LIU Lup Man will retire at the forthcoming annual general meeting and, being eligible, will offer themselves for re-election/election.

Corporate Governance Report

MODEL CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers as set out in Appendix 10 to the Listing Rules (the “Model Code”) as its own code of conduct regarding securities transactions by the directors of the Company. Having made specific enquiry of the directors, all the directors confirmed that they had complied with the required standards as set out in the Model Code and its code of conduct regarding directors’ securities transactions with the Company for the 12 months ended 31st March 2014.

REMUNERATION COMMITTEE

The Company has established a remuneration committee with written terms of reference in accordance with the Code provisions.

The remuneration committee currently comprises Mr LAU Wang Yip, Derrick (chairman of the remuneration committee), Mr LI Wah Ming, Fred and Mr LEE Tak Chi, all of whom are independent non-executive directors.

The primary duties of the remuneration committee are to make recommendation on the policy and structure for the remuneration of the directors and senior management, and to consider and approve remuneration of the directors and senior management by reference to corporate goals and objectives. The existing remuneration package contains a combination of basic salary, discretionary performance bonus and fringe benefits. For the year, the remuneration committee was of the opinion that the remuneration packages were fair and commensurate with the market.

One remuneration committee meeting was held during the year ended 31st March 2014 and the attendance of each committee member is set out as follows:

Members of the Remuneration Committee	Attended/Eligible to attend
Mr LAU Wang Yip, Derrick	1/1
Mr LI Wah Ming, Fred	1/1
Mr LEE Tak Chi	1/1

Corporate Governance Report

AUDIT COMMITTEE

The audit committee currently comprises Mr LAU Wang Yip, Derrick (chairman of the audit committee), Mr LI Wah Ming, Fred and Mr LEE Tak Chi, all of whom are independent non-executive directors.

The audit committee has reviewed with management the accounting principles and practices adopted by the Group and discussed internal controls and financial reporting matters including the review of the financial statements of the Group for the year ended 31st March 2014.

Two audit committee meetings were held during the year ended 31st March 2014 and the attendance of each committee member is set out as follows:

Members of the Audit Committee	Attended/Eligible to attend
Mr LAU Wang Yip, Derrick	2/2
Mr LI Wah Ming, Fred	1/2
Mr LEE Tak Chi	2/2

NOMINATION COMMITTEE

The Company has established a nomination committee with written terms of reference in accordance with the Code provisions.

The nomination committee currently comprises Mr LEUNG Kai Ching, Kimen (chairman of the nomination committee), Mr LEUNG Wai Sing, Wilson, Mr LI Wah Ming, Fred, Mr LAU Wang Yip, Derrick and Mr LEE Tak Chi.

The primary duties of the nomination committee are to review the structure, size and composition of the Board, and to identify individuals suitably qualified to become board members and select or make recommendations to the Board on the selection of individuals nominated for directorship. Besides, the nomination committee has adopted a board diversity policy in which the diversity of board members can be achieved through consideration of a number of factors, including but not limited to gender, age, cultural and educational background, skills, knowledge and professional experience. The above aspects will be taken into account when the selection of board members is necessary.

One nomination committee meeting was held during the year ended 31st March 2014 and the attendance of each committee member is set out as follows:

Members of the Nomination Committee	Attended/Eligible to attend
Mr LEUNG Kai Ching, Kimen	1/1
Mr LEUNG Wai Sing, Wilson	1/1
Mr LI Wah Ming, Fred	1/1
Mr LAU Wang Yip, Derrick	1/1
Mr LEE Tak Chi	1/1

Corporate Governance Report

DIRECTORS' AND AUDITOR'S RESPONSIBILITY FOR THE FINANCIAL STATEMENTS

The directors acknowledge their responsibility for the preparation of the financial statements of the Group. In preparing the financial statements, the Hong Kong Financial Reporting Standards have been adopted, appropriate accounting policies have been used and applied consistently, and reasonable and prudent judgements and estimates have been made. The Board is not aware of any material uncertainties relating to events or conditions which may cast significant doubt over the Group's ability to continue as a going concern. Accordingly, the Board has continued to adopt the going concern basis in preparing the financial statements.

The auditor's responsibilities are set out in the Independent Auditor's Report.

AUDITOR'S REMUNERATION

For the year ended 31st March 2014, the remuneration paid to the Company's auditor, PricewaterhouseCoopers, is set out as follows:

Services rendered	Fees paid/payable HK\$'000
Audit-related services	2,280
Non audit-related services	
Tax compliance services	5,337

DIRECTOR'S TRAINING

During the year under review, all directors have participated in professional training relevant to business developments and regulatory updates. All directors have provided the Company with their records of training which they received during the financial year.

INTERNAL CONTROL

The Board is responsible for the internal control system of the Group. The Board requires management to establish and maintain sound and effective internal controls, which cover all material controls, including financial, operational and compliance and risk management functions. The Board and the audit committee are of the view that the resources, qualifications and experience of staff of the Group's internal audit and accounting functions are adequate.

COMMUNICATION WITH SHAREHOLDERS

In order to allow shareholders and potential investors to make enquiries and provide comments in an informed manner, the Company has established a Shareholders' Communication Policy which sets out the ways shareholders and potential investors may communicate with the Company.

Shareholders and potential investors may send written enquiries to the Company Secretary of the Company by email to investor.enquiry@alco.com.hk, by fax to (852) 2597 8700 or by mail to 11/F, Zung Fu Industrial Building, 1067 King's Road, Quarry Bay, Hong Kong.



Corporate Governance Report

SHAREHOLDERS TO CONVENE A SPECIAL GENERAL MEETING

Under the Company's Bye-laws, shareholders holding not less than one-tenth of the paid-up capital of the Company can, by deposit a written requisition signed by the shareholders concerned to the Board or the Company Secretary to the principal place of business of the Company at 11/F, Zung Fu Industrial Building, 1067 King's Road, Quarry Bay, Hong Kong, require a special general meeting to be called by the Board for the transaction of any business specified in such requisition.

CONCLUSION

The Board believes that good corporate governance can safeguard the effective allocation of resources and protect shareholders' interest. The management will try to maintain, strengthen and improve the standard and quality of the Group's corporate governance.



Report of the Directors

The directors submit their report together with the audited financial statements for the year ended 31st March 2014.

PRINCIPAL ACTIVITIES AND SEGMENT ANALYSIS

The principal activity of the Company is investment holding. The activities of the subsidiaries are set out in Note 36 to the consolidated financial statements.

Analysis of the Group's performance for the year by product and geographical area is set out in Note 5 to the consolidated financial statements.

RESULTS AND APPROPRIATIONS

The results of the Group for the year are set out in the consolidated income statement on pages 26 and 27.

The directors have declared an interim dividend of HK3 cents per ordinary share, totalling HK\$17,403,000.

The directors recommended the payment of a final dividend of HK4 cents per ordinary share, totalling HK\$23,204,000.

LIQUIDITY AND FINANCIAL RESOURCES

The Group's total equity and total equity per share as at 31st March 2014 were HK\$1,856 million (2013: HK\$1,927 million) and HK\$3.20 (2013: HK\$3.32) respectively.

The Group maintains a strong financial position. As at 31st March 2014, we had cash and deposits of HK\$924 million. After deducting bank loans of HK\$130 million, we had net cash of HK\$794 million. The Group has adequate liquidity for future working capital requirements.

As at 31st March 2014, our inventory was HK\$353 million (2013: HK\$318 million). We take a cautious approach to monitor the inventory level especially during this environment with uncertainty.

Trade receivables balance as at 31st March 2014 was HK\$590 million (2013: HK\$491 million). As it is our policy to deal with creditworthy customers and to adopt a prudent credit policy, credit risk is kept at minimal.

Trade payables balance as at 31st March 2014 was HK\$523 million (2013: HK\$566 million).

As at 31st March 2014, we had banking facilities of HK\$1,596 million (2013: HK\$1,609 million), of which HK\$130 million (2013: HK\$200 million) were utilised. Among the used facilities, HK\$80 million shall be payable in the first year and HK\$50 million shall be payable in the second year.

Capital expenditure on fixed assets during the year was HK\$119 million (2013: HK\$26 million). As at 31st March 2014, we had capital commitments contracted but not provided for in respect of moulds, plant and machinery and renovation amounting to HK\$2,377,000 (2013: HK\$11,681,000). The Group had relocated its production facility to a new factory in Houjie Town in this financial year. We had spent approximately HK\$93 million for the renovation and relocation costs.



Report of the Directors

Due to peg-rate system, we have limited exposure to trade-related foreign exchange risk as substantially all of our sales, purchases and borrowings are denominated in United States dollars and Hong Kong dollars. Adhering to the policy of not engaging in currency speculation, there was no gain or loss from speculative activities during the reporting financial year.

To naturally hedge against the cost impact caused by the potential appreciation of RMB, the Group has diversified its cash portfolio by investing in RMB denominated deposits and bonds. As at 31st March 2014, the amount totalled RMB226 million.

EMPLOYEES

As at 31st March 2014, the Group had approximately 2,900 (2013: 3,000) employees in Hong Kong and the PRC. Remuneration packages are generally structured by reference to market terms and individual qualifications. Salaries and wages are normally reviewed on an annual basis based on performance appraisals and other relevant factors. We also provide other benefits including medical insurance, provident fund and education subsidies to all eligible staff.

MAJOR SUPPLIERS AND CUSTOMERS

The purchases and sales attributable to the Group's major suppliers and customers expressed as a percentage of total purchases and sales of the Group for the year ended 31st March 2014 are as follows:

Purchases	
– the largest supplier	25%
– five largest suppliers combined	39%
Sales	
– the largest customer	71%
– five largest customers combined	95%

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

RESERVES

Movements in the reserves of the Group and of the Company during the year are set out in Note 28 to the consolidated financial statements.

DONATIONS

Charitable and other donation made by the Group during the year amounted to HK\$40,000.

Report of the Directors

PROPERTY, PLANT AND EQUIPMENT

Details of the movements in property, plant and equipment of the Group are set out in Note 14 to the consolidated financial statements.

PRINCIPAL PROPERTIES

Details of the principal properties held for investment purposes are set out on page 99.

SHARE CAPITAL

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

DISTRIBUTABLE RESERVES

Distributable reserves of the Company at 31st March 2014 amounted to approximately HK\$675,806,000 (2013: HK\$594,446,000), comprising retained earnings and contributed surplus.

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 100.

PURCHASE, SALE OR REDEMPTION OF SECURITIES

During the year ended 31st March 2014, the Company repurchased a total of 56,000 ordinary shares of the Company at a consideration of HK\$72,800 on The Stock Exchange of Hong Kong Limited. All the 56,000 repurchased shares were cancelled subsequent to the year end date. Details of the repurchases are as follows:

Month of repurchases	Total number of shares repurchased	Price per share		Aggregate consideration HK\$
		Highest HK\$	Lowest HK\$	
March 2014	56,000	1.30	1.30	72,800

The repurchases were made for the benefit of the Company and its shareholders as a whole with a view to enhancing the net asset value per share and to improving the earnings or loss per share of the Company.

Save as disclosed above, neither the Company nor its subsidiary companies has purchased or sold any of the Company's shares during the year ended 31st March 2014 and the Company has not redeemed any of its shares during the same financial year.

Report of the Directors

BANK LOANS AND OTHER BORROWINGS

An analysis of the Group's bank borrowings at 31st March 2014 and 2013 is set out below:

	Bank borrowings	
	2014	2013
	HK\$'000	HK\$'000
Within one year	80,000	70,000
In the second year	50,000	80,000
In the third year	–	50,000
	130,000	200,000

PRINCIPAL SUBSIDIARIES

Details of the Company's principal subsidiaries at 31st March 2014 are set out in Note 36 to the consolidated financial statements.

RETIREMENT BENEFIT SCHEMES

Details of the Group's retirement benefit schemes are set out in Note 8 to the consolidated financial statements.

Directors

The directors during the year were:

Mr LEUNG Kai Ching, Kimen
Mr LEUNG Wai Sing, Wilson
Mr KUOK Kun Man, Andrew
Mr LEUNG, Jimmy (appointed on 15th October 2013)
Mr LIU Lup Man (appointed on 15th October 2013)
Mr LI Wah Ming, Fred, S.B.S., J.P. ¹
Mr LAU Wang Yip, Derrick ¹
Mr Lee Tak Chi ¹

¹ Independent non-executive directors

In accordance with clauses 87(1) and 86(2) of the Company's Bye-laws, Mr LEUNG Wai Sing, Wilson, Mr LEUNG, Jimmy and Mr LIU Lup Man will retire at the forthcoming annual general meeting and, being eligible, will offer themselves for re-election/election.



Report of the Directors

DIRECTORS' SERVICE CONTRACT

On 15th October 2013, each of the two newly appointed executive directors entered into a service contract with the Company for a term of 3 years and shall continue until terminated by either party giving to the other not less than 3 months notice in writing.

On 1st April 2013, each of the remaining executive directors entered into a service contract with the Company for a term of 3 years and shall continue until terminated by either party giving to the other not less than 3 months notice in writing.

On 7th November 2011, each of the independent non-executive directors entered into a service contracts with the Company for a term of 3 years and shall continue until terminated by either party giving to the other not less than 2 months notice in writing.

BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT

Brief biographical details of directors and senior management are set out on pages 8 and 9.

DIRECTORS' INTERESTS IN CONTRACTS

No contracts of significance in relation to the Group's business to which the Company, or any of its subsidiaries was a party and in which a director 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' INTEREST IN COMPETING BUSINESS

None of the directors of the Company has an interest in a business which competes or may compete with the business of the Group.

Report of the Directors

DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS AND SHORT POSITIONS IN THE SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY OR ANY ASSOCIATED CORPORATION

(a) Long positions in ordinary shares of HK\$0.10 each of the Company

As at 31st March 2014, the interests and short positions of each director and chief executives in the shares, underlying shares and debentures of the Company and its associated corporations (within the meaning of the Securities and Futures Ordinance ("SFO")), as recorded in the register required to be kept by the Company under Section 352 of Part XV of the SFO or otherwise notified to the Company and The Stock Exchange of Hong Kong Limited (the "Stock Exchange") pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") were as follows:

	Number of shares held			Percentage of the issued share capital of the Company
	Personal interest	Corporate interest	Total	
Mr LEUNG Kai Ching, Kimen	20,150,000	225,911,400 (Note)	246,061,400	42.42%
Mr LEUNG Wai Sing, Wilson	45,390,000	—	45,390,000	7.82%
Mr KUOK Kun Man, Andrew	752,000	—	752,000	0.13%
Mr LEUNG, Jimmy	1,144,000	—	1,144,000	0.20%
Mr LI Wah Ming, Fred	260,000	—	260,000	0.04%

Note:

These shares were owned by Shundean Investments Limited, a company incorporated in the British Virgin Islands with limited liability, of which Mr LEUNG Kai Ching, Kimen is the sole shareholder.

Report of the Directors

DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS AND SHORT POSITIONS IN THE SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY OR ANY ASSOCIATED CORPORATION (continued)

(b) Long positions in underlying shares of the Company

Other than as disclosed under the heading "Share Option Scheme", at no time during the year was the Company or any of its subsidiaries a party to any arrangements to enable the directors or the chief executives or their spouses or children under 18 years of age to acquire benefits by means of acquisition of shares in, or debentures of, the Company or any other body corporate.

Save as disclosed above, as at 31st March 2014, other than one ordinary share each in certain of the Hong Kong incorporated subsidiaries of the Company held in trust for the Group by Mr LEUNG Kai Ching, Kimen, none of the directors and chief executives of the Company had any interests or short positions in the shares, underlying shares or debentures of the Company and its associated corporations required to be disclosed pursuant to the SFO or otherwise notified to the Company and the Stock Exchange pursuant to the Model Code.

SUBSTANTIAL SHAREHOLDERS' INTERESTS AND SHORT POSITIONS IN THE SHARES AND UNDERLYING SHARES OF THE COMPANY

The register of substantial shareholders required to be kept under section 336 of Part XV of the SFO shows that as at 31st March 2014, the Company had been notified of the following substantial shareholders' interests and short positions, 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 executives.

Name	Capacity in which shares were held	No. of shares – Long position	Percentage of the issued share capital of the Company
Shundean Investments Limited	Beneficial owner	225,911,400 (Note i)	38.94%
Webb David Michael	Beneficial owner	40,397,400	6.96%
DJE Investment S.A.	Investment manager	35,092,000 (Note ii)	6.05%
DJE Kapital AG	Investment manager	35,092,000 (Note ii)	6.05%
Dr. Jens Alfred Karl Ehrhardt	Investment manager	35,092,000 (Note ii)	6.05%
LEUNG Wai Lap, David	Beneficial owner	34,828,190	6.00%



Report of the Directors

SUBSTANTIAL SHAREHOLDERS' INTERESTS AND SHORT POSITIONS IN THE SHARES AND UNDERLYING SHARES OF THE COMPANY *(continued)*

Notes:

- (i) These shares were owned by Shundean Investments Limited, a company incorporated in the British Virgin Islands with limited liability, of which Mr LEUNG Kai Ching, Kimen is the sole shareholder.
- (ii) These shares are held by DJE Investment S.A. which is controlled by DJE Kapital AG, which in turn is controlled by Dr. Jens Alfred Karl Ehrhardt.

Save as disclosed above, as at 31st March 2014, according to the register of interests required to be kept by the Company under Section 336 of Part XV of the SFO, there was no person, other than the directors of the Company, whose interests are set out in the section headed "Directors' and chief executives' interests and short positions in the shares, underlying shares and debentures of the Company or any associated corporation" above, who had any interest or short position in the shares or underlying shares of the Company.

SHARE OPTION SCHEME

On the special general meeting which was held on 21st August 2003, shareholders of the Company approved the termination of the share option scheme adopted by the Company on 6th November 1992 which expired on 5th November 2002 and approved the adoption of a new share option scheme (the "Scheme"). The Scheme was valid and effective for a period of ten years from the date of adoption and had expired on 20th August 2013.

Pursuant to the Scheme, the Company may grant options to directors and employees of the Company or any of its subsidiaries, for the purpose of providing incentives, to subscribe for shares in the Company.

The maximum number of shares which may be issued upon exercise all options granted and yet to be exercised under all share option schemes shall not exceed 30% of the issued shares of the Company from time to time.

The number of shares which may be issued upon exercise of all options to be granted under the Scheme shall not exceed 10% of the issued shares of the Company on the date of adoption.

The total number of options granted to an individual grantee in any 12-month period must not exceed 1% of the issued shares of the Company.

The period within which the shares must be taken up under an option is any period as determined by the Board, which shall not be more than 10 years from date of grant or the expiry date of the Scheme, whichever is earlier.

The subscription price of the share options shall not be less than the higher of (i) the closing price of the shares on the Stock Exchange on the date of grant; (ii) the average closing price of the shares on the Stock Exchange for the five trading days immediately preceding the date of grant; and (iii) the nominal value of a share.

An option grantee shall pay HK\$1 to the Company for the acceptance of an option.

40,810,000 share options have been granted by the Company since the adoption of the Scheme. Details of which are set out in Note 27 to the consolidated financial statements.



Report of the Directors

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.

PRE-EMPTIVE RIGHTS

There are no provisions for pre-emptive rights under the Company's Bye-laws although there are no restrictions against such rights under the laws in Bermuda.

CORPORATE GOVERNANCE

The Company is maintaining a high standard of corporate governance practices. Details of the corporate governance practices adopted by the Company are set out in Corporate Governance Report on pages 10 to 14.

AUDIT COMMITTEE

The audit committee has reviewed with management the accounting principles and practices adopted by the Group and discussed internal control and financial reporting matters including the review of the financial statements of the Group for the year ended 31st March 2014.

The audit committee currently comprises three independent non-executive directors of the Company, namely Mr LI Wah Ming, Fred, *s.B.S., J.P.*, Mr LAU Wang Yip, Derrick and Mr LEE Tak Chi.

SUFFICIENCY OF PUBLIC FLOAT

Based on the information that is publicly available to and within the knowledge of the directors, it is confirmed that there is sufficient public float of more than 25% of the Company's issued shares at all times during the year ended 31st March 2014 and up to the date of this report.

AUDITOR

The financial statements have been audited by PricewaterhouseCoopers who will retire and, being eligible, offer themselves for re-appointment at the forthcoming Annual General Meeting of the Company.

By order of the Board

LEUNG Kai Ching, Kimen
Chairman

Hong Kong, 26th June 2014



Independent Auditor's Report

31st March 2014



羅兵咸永道

TO THE SHAREHOLDERS OF ALCO HOLDINGS LIMITED

(incorporated in Bermuda with limited liability)

We have audited the consolidated financial statements of Alco Holdings Limited (the “Company”) and its subsidiaries (together, the “Group”) set out on pages 26 to 98, which comprise the consolidated and company balance sheets as at 31st March 2014, and the consolidated income statement, the consolidated statement of comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and a summary of significant accounting policies and other explanatory information.

DIRECTORS' RESPONSIBILITY FOR THE CONSOLIDATED FINANCIAL STATEMENTS

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

AUDITOR'S RESPONSIBILITY

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

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

PricewaterhouseCoopers, 22/F Prince's Building, Central, Hong Kong
T: +852 2289 8888, F: +852 2810 9888, www.pwchk.com



Independent Auditor's Report

31st March 2014

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

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

OPINION

In our opinion, the consolidated financial statements give a true and fair view of the state of affairs of the Company and of the Group as at 31st March 2014, and of the Group's loss and cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards and have been properly prepared in accordance with the disclosure requirements of the Hong Kong Companies Ordinance.

PricewaterhouseCoopers

Certified Public Accountants

Hong Kong, 26th June 2014

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T: +852 2289 8888, F: +852 2810 9888, www.pwchk.com*

Consolidated Income Statement

For the year ended 31st March 2014

	Note	2014 HK\$'000	2013 HK\$'000 (Restated)
Continuing operation			
Revenue	5	2,291,141	1,865,778
Cost of goods sold	7	(2,161,070)	(1,687,139)
Gross profit		130,071	178,639
Other income	6	24,817	95,404
Selling expenses	7	(77,102)	(86,223)
Administrative expenses	7	(70,707)	(66,608)
Other operating income/(expenses)	7	1,686	(11,565)
Exchange gain on loans and receivables	18	6,186	1,694
Loss on disposal of loans and receivables	18	(11,946)	–
Loss on disposal of available-for-sale financial assets	19	(15,225)	–
Impairment of available-for-sale financial assets	19	–	(75,137)
Operating (loss)/profit		(12,220)	36,204
Finance income	9	21,764	18,117
Finance costs	9	(3,830)	(3,835)
Profit before income tax		5,714	50,486
Income tax credit	10	983	15,662
Profit for the year from continuing operation		6,697	66,148
Discontinued operation			
Loss for the year from discontinued operation	30	(26,179)	(7,735)
(Loss)/profit for the year		(19,482)	58,413
(Loss)/profit for the year attributable to:			
Equity holders of the Company			
– Continuing operation		7,080	66,148
– Discontinued operation		(26,179)	(7,735)
		(19,099)	58,413
Non-controlling interests			
– Continuing operation		(383)	–
		(19,482)	58,413

Consolidated Income Statement

For the year ended 31st March 2014

	Note	2014 HK\$'000	2013 HK\$'000 (Restated)
Earnings/(loss) per share attributable to equity holders of the Company			
Basic earnings/(loss) per share			
– Continuing operation	12	HK1.2 cents	HK11.4 cents
– Discontinued operation	12	(HK4.5 cents)	(HK1.3 cents)
		(HK3.3 cents)	HK10.1 cents
Diluted earnings/(loss) per share			
– Continuing operation	12	HK1.2 cents	HK11.4 cents
– Discontinued operation	12	(HK4.5 cents)	(HK1.3 cents)
		(HK3.3 cents)	HK10.1 cents
Dividends	13	40,607	52,209

The notes on pages 34 to 98 are an integral part of these consolidated financial statements.

Consolidated Statement of Comprehensive Income

For the year ended 31st March 2014

	Note	2014 HK\$'000	2013 HK\$'000 (Restated)
(Loss)/profit for the year		(19,482)	58,413
Other comprehensive income, net of tax			
<i>Item that will not be reclassified subsequently to profit or loss</i>			
Fair value gain on transfer of owner-occupied property to investment property	14(f)	–	58,074
<i>Item that may be reclassified subsequently to profit or loss</i>			
Currency translation differences		575	39
Other comprehensive income for the year, net of tax		575	58,113
Total comprehensive (loss)/income for the year		(18,907)	116,526
Total comprehensive (loss)/income for the year attributable to:			
Equity holders of the Company			
– Continuing operation		7,655	124,261
– Discontinued operation		(26,179)	(7,735)
		(18,524)	116,526
Non-controlling interests			
– Continuing operation		(383)	–
		(18,907)	116,526

The notes on pages 34 to 98 are an integral part of these consolidated financial statements.

Consolidated Balance Sheet

As at 31st March 2014

	Note	2014 HK\$'000	2013 HK\$'000
Non-current assets			
Property, plant and equipment	14	212,385	148,671
Investment properties	15	305,210	289,050
Leasehold land and land use rights	16	7,150	7,394
Intangible assets	17	29,250	38,133
Deferred income tax assets	29	36,692	31,708
Loans and receivables	18	–	1,538
Available-for-sale financial assets	19	–	36,953
Other receivables	23	58,414	–
		649,101	553,447
Current assets			
Inventories	22	353,439	317,826
Loans and receivables	18	1,562	100,841
Trade and other receivables	23	632,824	523,754
Current income tax assets		692	7,196
Cash and cash equivalents	24	924,146	1,231,776
		1,912,663	2,181,393
Current liabilities			
Trade and other payables	25	575,843	607,067
Borrowings	26	80,000	70,000
		655,843	677,067
Net current assets		1,256,820	1,504,326
Total assets less current liabilities		1,905,921	2,057,773

Consolidated Balance Sheet

As at 31st March 2014

	Note	2014 HK\$'000	2013 HK\$'000
Capital and reserves attributable to equity holders of the Company			
Share capital	27	58,009	58,009
Reserves	28	1,798,264	1,868,997
		1,856,273	1,927,006
Non-controlling interests		(352)	–
Total equity		1,855,921	1,927,006
Non-current liabilities			
Borrowings	26	50,000	130,000
Deferred income tax liabilities	29	–	767
		50,000	130,767
Total equity and non-current liabilities		1,905,921	2,057,773

The consolidated financial statements on pages 26 to 98 were approved by the Board of Directors on 26th June 2014 and were signed on its behalf.

LEUNG Kai Ching, Kimen
Director

LEUNG Wai Sing, Wilson
Director

The notes on pages 34 to 98 are an integral part of these consolidated financial statements.

Balance Sheet

As at 31st March 2014

	Note	2014 HK\$'000	2013 HK\$'000
Non-current assets			
Investments in subsidiaries	20	1,057,205	975,730
Current asset			
Other receivables	23	105	105
Current income tax assets		–	1
Cash and cash equivalents	24	83	190
		188	296
Current liabilities			
Other payables	25	198	197
Current income tax liabilities		6	–
		204	197
Net current (liabilities)/assets		(16)	99
Total assets less current liabilities		1,057,189	975,829
Capital and reserves attributable to equity holders of the Company			
Share capital	27	58,009	58,009
Reserves	28	999,180	917,820
Total equity		1,057,189	975,829

The financial statements on pages 26 to 98 were approved by the Board of Directors on 26th June 2014 and were signed on its behalf.

LEUNG Kai Ching, Kimen
Director

LEUNG Wai Sing, Wilson
Director

The notes on pages 34 to 98 are an integral part of these consolidated financial statements.

Consolidated Statement of Changes in Equity

For the year ended 31st March 2014

	Attributable to equity holders of the Company				Non-controlling interests	Total equity
	Share capital	Other reserves	Retained earnings	Total		
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
At 1st April 2012	58,009	322,717	1,464,560	1,845,286	–	1,845,286
Comprehensive income						
Profit for the year	–	–	58,413	58,413	–	58,413
Other comprehensive income						
Fair value gain on transfer of owner-occupied property to investment property (Note 14(f))	–	58,074	–	58,074	–	58,074
Currency translation differences	–	39	–	39	–	39
Total comprehensive income	–	58,113	58,413	116,526	–	116,526
Transactions with owners						
2013 interim dividend	–	–	(17,403)	(17,403)	–	(17,403)
2012 final dividend	–	–	(17,403)	(17,403)	–	(17,403)
Total transactions with owners	–	–	(34,806)	(34,806)	–	(34,806)
At 31st March 2013	58,009	380,830	1,488,167	1,927,006	–	1,927,006
At 1st April 2013	58,009	380,830	1,488,167	1,927,006	–	1,927,006
Comprehensive loss						
Loss for the year	–	–	(19,099)	(19,099)	(383)	(19,482)
Other comprehensive income						
Currency translation differences	–	575	–	575	–	575
Total comprehensive income/(loss)	–	575	(19,099)	(18,524)	(383)	(18,907)
Transactions with owners						
2014 interim dividend	–	–	(17,403)	(17,403)	–	(17,403)
2013 final dividend	–	–	(34,806)	(34,806)	–	(34,806)
Non-controlling interests arising on business combination	–	–	–	–	31	31
Total transactions with owners	–	–	(52,209)	(52,209)	31	(52,178)
At 31st March 2014	58,009	381,405	1,416,859	1,856,273	(352)	1,855,921

The notes on pages 34 to 98 are an integral part of these consolidated financial statements.

Consolidated Statement of Cash Flows

For the year ended 31st March 2014

	Note	2014 HK\$'000	2013 HK\$'000
Cash flows from operating activities			
Cash (used in)/generated from operations	31 (a)	(155,774)	250,475
Interest received		21,764	18,117
Interest paid		(3,830)	(3,835)
Profits tax refunded/(paid)		2,503	(5,865)
Net cash (used in)/generated from operating activities		(135,337)	258,892
Cash flows from investing activities			
Acquisition of a subsidiary, net of cash acquired	35	(326)	–
Purchase of property, plant and equipment		(118,818)	(25,527)
Proceeds from disposal of property, plant and equipment	31 (b)	14,411	12,064
Purchase of loans and receivables		–	(1,513)
Proceeds from redemption of loans and receivables		21,302	5,012
Proceeds from disposal of available-for-sale financial assets		21,728	–
Proceeds from disposal of a subsidiary, net of cash disposed	30 (d)	2,928	–
Net cash used in from investing activities		(58,775)	(9,964)
Cash flows from financing activities			
Proceeds from borrowings		100,000	–
Repayments of borrowings		(170,000)	–
Dividends paid to the Company's shareholders		(52,209)	(34,806)
Net cash used in financing activities		(122,209)	(34,806)
Net (decrease)/increase in cash and cash equivalents		(316,321)	214,122
Cash and cash equivalents at the beginning of the year		1,231,776	1,014,928
Effect of foreign exchange rate change		8,691	2,726
Cash and cash equivalents at the end of the year	24	924,146	1,231,776

The notes on pages 34 to 98 are an integral part of these consolidated financial statements.



Notes to the Consolidated Financial Statements

31st March 2014

1 GENERAL INFORMATION

Alco Holdings Limited (the “Company”) is a limited liability company incorporated in Bermuda. The address of its registered office is Clarendon House, 2 Church Street, Hamilton HM11, Bermuda. The Company is listed on the Main Board of The Stock Exchange of Hong Kong Limited.

During the period from April 2013 to February 2014, the Company and its subsidiaries (together, the “Group”) are engaged in designing, manufacturing and selling of consumer electronic products and plastic products.

On 28th February 2014, the Group completed its disposal of the entire interest in a subsidiary which operated the plastic products business (“the discontinued business”) to a connected party. Since then, the Group is principally engaged in designing, manufacturing and selling of consumer electronic products. The accompanying consolidated financial statement and the comparative figures have been prepared to reflect the results of the discontinued business separately.

These consolidated financial statements are presented in thousands of units of Hong Kong dollars (“HK\$’000”), unless otherwise stated. These consolidated financial statements have been approved for issue by the Board of Directors on 26th June 2014.

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

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

2.1 Basis of preparation

The consolidated financial statements of the Company have been prepared in accordance with Hong Kong Financial Reporting Standards (“HKFRS”) issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”) and the disclosure requirements of Appendix 16 to the Rules Governing the Listing Securities on The Stock Exchange of Hong Kong Limited and the Hong Kong Companies Ordinance. The consolidated financial statements have been prepared under the historical cost convention, as modified by the revaluation of investment properties and available-for-sale financial assets, which are carried at fair value.

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

Notes to the Consolidated Financial Statements

31st March 2014

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(continued)*

2.1 Basis of preparation *(continued)*

(i) *New standards, amendments and interpretations to existing standards that are effective for the Group's accounting period beginning on 1st April 2013:*

HKFRSs (Amendments)	Annual Improvements 2009-2011 Cycle
HKFRS 1 (Amendment)	Government Loans
HKFRS 7 (Amendment)	Disclosures – Offsetting Financial Assets and Financial Liabilities
HKFRS 10	Consolidated Financial Statements
HKFRS 11	Joint Arrangements
HKFRS 12	Disclosure of Interests in Other Entities
HKFRS 13	Fair Value Measurement
HKAS 1 (Amendment)	Presentation of Items of Other Comprehensive Income
HKAS 19 (2011)	Employee Benefits
HKAS 27 (2011)	Separate Financial Statements
HKAS 28 (2011)	Investments in Associates and Joint Ventures
HK(IFRIC)-Int 20	Stripping Costs in the Production Phase of a Surface Mine
Amendments to HKFRS 10, HKFRS 11 and HKFRS 12	Consolidated Financial Statements, Joint Arrangements and Disclosure of Interests in Other Entities: Transition Guidance

Notes to the Consolidated Financial Statements

31st March 2014

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(continued)*

2.1 Basis of preparation *(continued)*

- (ii) ***New standards, amendments and interpretations to existing standards that are mandatory for the Group's accounting periods beginning on or after 31st March 2014 and have not been early adopted by the Group:***

		Effective for annual periods beginning on or after
HKFRSs (Amendments)	Annual Improvements 2010-2012 Cycle	1st July 2014
HKFRSs (Amendments)	Annual Improvements 2011-2013 Cycle	1st July 2014
HKFRS 7 and 9 (Amendment)	Mandatory Effective Date and Transitional Disclosures	To be determined
HKFRS 9	Financial Instruments	To be determined
HKFRS 14	Regulatory Deferral Accounts	1st January 2016
HKAS 19 (Amendment)	Defined Benefit Plans: Employee Contributions	1st July 2014
HKAS 32 (Amendment)	Offsetting Financial Assets and Financial Liabilities	1st January 2014
HKAS 36 (Amendment)	Recoverable Amount Disclosures for Non-Financial Assets	1st January 2014
HKAS 39 (Amendment)	Novation of Derivatives and Continuation of Hedge Accounting	1st January 2014
HK(IFRIC)-Int 21	Levies	1st January 2014
Amendments to HKFRS 10, HKFRS 12 and HKAS 27 (2011)	Investment Entities	1st January 2014

The Group has already commenced an assessment of the impact of the above new standards, amendments and interpretations to existing standards but is not yet in a position to state whether these new standards, amendments and interpretations to existing standards would have a significant impact to its results of operations and financial position.

There are no other HKFRSs or HK(IFRIC) interpretations that are not yet effective and are expected to have a material impact on the Group.

Notes to the Consolidated Financial Statements

31st March 2014

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(continued)*

2.2 Subsidiaries

2.2.1 Consolidation

A subsidiary is an entity (including a structured entity) over which the Group has control. The Group controls an entity when the Group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. Subsidiaries are consolidated from the date on which control is transferred to the Group. They are deconsolidated from the date that control ceases.

(a) Business combinations

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

If the business combination is achieved in stages, the acquirer's previously held equity interest in the acquiree is remeasured to fair value at the acquisition date through consolidated income statement.

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



Notes to the Consolidated Financial Statements

31st March 2014

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(continued)*

2.2 Subsidiaries *(continued)*

2.2.1 Consolidation *(continued)*

(a) Business combinations (continued)

The excess of the consideration transferred, the amount of any non-controlling interest in the acquiree and the acquisition-date fair value of any previous equity interest in the acquiree over the fair value of the identifiable net assets acquired is recorded as goodwill. If the total of consideration transferred, non-controlling interest recognised and previously held interest measured is less than the fair value of the net assets of the subsidiary acquired in the case of a bargain purchase, the difference is recognised directly in the consolidated income statement.

Intra-group transactions, balances and unrealised gains/losses on transactions between group companies are eliminated. When necessary, amounts reported by subsidiaries have been adjusted to conform with the Group's accounting policies.

(b) Changes in ownership interests in subsidiaries without change of control

Transactions with non-controlling interests that do not result in loss of control are accounted for as equity transactions – that is, as transactions with the owners in their capacity as owners. The difference between fair value of any consideration paid and the relevant share acquired of the carrying amount of net assets of the subsidiary is recorded in equity. Gains or losses on disposals to non-controlling interests are also recorded in equity.

(c) Disposal of subsidiaries

When the Group ceases to have control, any retained interest in the entity is re-measured to its fair value at the date when control is lost, with the change in carrying amount recognised in consolidated income statement. The fair value is the initial carrying amount for the purposes of subsequently accounting for the retained interest as an associate, joint venture or financial asset. In addition, any amounts previously recognised in other comprehensive income in respect of that entity are accounted for as if the Group had directly disposed of the related assets or liabilities. This may mean that amounts previously recognised in other comprehensive income are reclassified to consolidated income statement.

Notes to the Consolidated Financial Statements

31st March 2014

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(continued)*

2.2 Subsidiaries *(continued)*

2.2.2 Separate financial statements

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

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

2.3 Segment reporting

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

2.4 Foreign currency translation

(a) *Functional and presentation currency*

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



Notes to the Consolidated Financial Statements

31st March 2014

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(continued)*

2.4 Foreign currency translation *(continued)*

(b) Transactions and balances

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

Foreign exchange gains and losses that relate to borrowings and cash and cash equivalents are presented in the consolidated income statement.

Translation differences on non-monetary financial assets such as equities classified as available-for-sale are included in other comprehensive income.

(c) Group companies

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

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

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

Notes to the Consolidated Financial Statements

31st March 2014

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(continued)*

2.4 Foreign currency translation *(continued)*

(d) Disposal of foreign operation and partial disposal

On the disposal of a foreign operation (that is, a disposal of the group's entire interest in a foreign operation, or a disposal involving loss of control over a subsidiary that includes a foreign operation, a disposal involving loss of joint control over a joint venture that includes a foreign operation, or a disposal involving loss of significant influence over an associate that includes a foreign operation), all of the currency translation differences accumulated in equity in respect of that operation attributable to the owners of the Company are reclassified to profit or loss.

In the case of a partial disposal that does not result in the Group losing control over a subsidiary that includes a foreign operation, the proportionate share of accumulated currency translation differences are re-attributed to non-controlling interests and are not recognised in profit or loss. For all other partial disposals (that is, reductions in the group's ownership interest in associates or joint ventures that do not result in the group losing significant influence or joint control) the proportionate share of the accumulated exchange difference is reclassified to profit or loss.

2.5 Leasehold land and land use rights

Leasehold land and land use rights classified as operating leases are stated at cost less accumulated amortisation and accumulated impairment losses. Cost mainly represents consideration paid for the rights to use the land from the date the respective rights were granted. Amortisation of leasehold land and land use rights is calculated on a straight-line basis over the period of the rights.

2.6 Property, plant and equipment

Leasehold land classified as finance lease and all other property, plant and equipment are stated at historical cost less depreciation and impairment losses. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

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

Notes to the Consolidated Financial Statements

31st March 2014

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(continued)*

2.6 Property, plant and equipment *(continued)*

Leasehold land classified as finance lease commences amortisation from the time when the land interest becomes available for its intended use. Amortisation on leasehold land classified as finance lease and depreciation on other assets is calculated using the straight-line method to allocate their cost to their residual values over the shorter of the unexpired lease term or their estimated useful lives.

Depreciation on leasehold improvements, buildings and moulds is calculated using the straight-line method to allocate their costs over their estimated useful lives of 15 years, 40 years and 4 years respectively. Other property, plant and equipment are depreciated at rates sufficient to write off their cost less accumulated impairment losses over their estimated useful lives on a reducing balance basis. The principal depreciation rates are as follows:

Furniture, fixtures and equipment	20%
Plant and machinery	14.5% to 20%
Motor vehicles	20%

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

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

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

2.7 Investment properties

Investment property, principally comprising leasehold land and buildings, is held for long-term rental yields or for capital appreciation or both, and that is not occupied by the Group. It also includes properties that are being constructed or developed for future use as investment properties. Land held under operating leases are accounted for as investment properties when the rest of the definition of an investment property is met. In such cases, the operating leases concerned are accounted for as if they were finance leases. Investment property is initially measured at cost, including related transaction costs and where applicable borrowing costs. After initial recognition, investment properties are carried at fair value, representing open market value determined at each reporting date by external valuers. The market value of the properties is calculated on the discounted net rental income allowing for reversionary potential. Changes in fair values are recorded in the consolidated income statement as part of "other income".

Notes to the Consolidated Financial Statements

31st March 2014

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(continued)*

2.8 Intangible assets

(a) Goodwill

Goodwill arises on the acquisition of subsidiaries represents the excess of the consideration transferred, the amount of any non-controlling interest in the acquiree and the acquisition-date fair value of any previous equity interest in the acquiree over the fair value of the identified net assets acquired.

For the purpose of impairment testing, goodwill acquired in a business combination is allocated to each of the cash-generating units ("CGUs"), or groups of CGUs, that is expected to benefit from the synergies of the combination. Each unit or group of units to which the goodwill is allocated represents the lowest level within the entity at which the goodwill is monitored for internal management purposes. Goodwill is monitored at the operating segment level.

Goodwill impairment reviews are undertaken annually or more frequently if events or changes in circumstances indicate a potential impairment. The carrying value of goodwill is compared to the recoverable amount, which is the higher of value in use and the fair value less costs of disposal. Any impairment is recognised immediately as an expense and is not subsequently reversed.

(b) Acquired licence right

An acquired licence right is carried at cost less accumulated amortisation. The economic useful life of an acquired licence right is estimated at the time of purchase (Note 4(b)).

Amortisation is calculated using the straight-line method to allocate the cost of the acquired licence over its estimated useful life of 10 years.

Licence right is tested for impairment annually, in accordance with HKAS 36.



Notes to the Consolidated Financial Statements

31st March 2014

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(continued)*

2.8 Intangible assets *(continued)*

(c) Deferred development costs

Research expenditure is recognised as an expense as incurred. Costs incurred on development projects (directly attributable to the design and testing of new or improved products) are recognised as intangible assets when the following criteria are fulfilled:

- (i) it is technically feasible to complete the developing/developed product so that it will be available for use or sale;
- (ii) management intends to complete the developing/developed product and use or sell it;
- (iii) there is an ability to use or sell the developing/developed product;
- (iv) it can be demonstrated how the developing/developed product will generate probable future economic benefits;
- (v) adequate technical, financial and other resources to complete the development and to use or sell the developing/developed product are available; and
- (vi) the expenditure attributable to the developing/developed product during its development can be reliably measured.

Other development expenditures that do not meet these criteria are recognised as expenses as incurred. Development costs previously recognised as an expense are not recognised as an asset in a subsequent period. Capitalised development costs are recorded as intangible assets and amortised over a period of 30 months to reflect the pattern in which the relevant economic benefits are recognised.

Development assets are tested for impairment annually, in accordance with HKAS 36.

2.9 Impairment of non-financial assets

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

Notes to the Consolidated Financial Statements

31st March 2014

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(continued)*

2.10 Discontinued operations

A discontinued operation is a component of the Group's business, the operations and cash flows of which can be clearly distinguished from the rest of the Group and which represents a separate major line of business or geographic area of operations, or is part of a single co-ordinated plan to dispose of a separate major line of business or geographical area of operations, or is a subsidiary acquired exclusively with a view to resale.

When an operation is classified as discontinued, a single amount is presented in the consolidated income statement, which comprises the post-tax profit or loss of the discontinued operation and the post-tax gain or loss recognised on the measurement to fair value less costs to sell, or on the disposal, of the assets or disposal group(s) constituting the discontinued operation.

2.11 Financial assets

2.11.1 Classification

The Group classifies its financial assets in the following categories: loans and receivables and available-for-sale financial assets. The classification depends on the purpose for which the financial assets were acquired. Management determines the classification of its financial assets at initial recognition.

(a) Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They are included in current assets, except for those with maturities greater than 12 months after the end of the reporting period. These are classified as non-current assets. The Group's loans and receivables comprise 'loans and receivables', 'trade and other receivables' and 'cash and cash equivalents' in the consolidated balance sheet (Notes 2.14 and 2.15).

(b) Available-for-sale financial assets

Available-for-sale financial assets are non-derivatives that are either designated in this category or not classified in any of the other categories. They are included in non-current assets unless the investment matures or management intends to dispose of the investment within 12 months from the end of the reporting period.



Notes to the Consolidated Financial Statements

31st March 2014

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(continued)*

2.11 Financial assets *(continued)*

2.11.2 Recognition and measurement

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

Changes in the fair value of monetary and non-monetary securities classified as available-for-sale are recognised in other comprehensive income.

The Group assesses at the end of each reporting period whether there is objective evidence that a financial asset or a group of financial assets is impaired. In the case of equity investments classified as available-for-sale, a significant or prolonged decline in the fair value of a security below its cost is evidenced that the assets are impaired. If any such evidence exists for available-for-sale financial assets, the cumulative loss-measured as the difference between the acquisition cost and the current fair value, less any impairment loss on that financial asset previously recognised in profit or loss-is removed from equity and recognised in the consolidated income statement. Impairment losses recognised in the consolidated income statement on equity instruments are not reversed through the consolidated income statement. Impairment testing of trade receivables is described in Note 2.12.

Notes to the Consolidated Financial Statements

31st March 2014

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(continued)*

2.12 Impairment of financial assets

(a) Assets carried at amortised cost

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

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

For loans and receivables category, the amount of the loss is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows (excluding future credit losses that have not been incurred) discounted at the financial asset's original effective interest rate. The carrying amount of the asset is reduced and the amount of the loss is recognised in the consolidated income statement. If a loan or held-to-maturity investment has a variable interest rate, the discount rate for measuring any impairment loss is the current effective interest rate determined under the contract. As a practical expedient, the group may measure impairment on the basis of an instrument's fair value using an observable market price.

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



Notes to the Consolidated Financial Statements

31st March 2014

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(continued)*

2.12 Impairment of financial assets *(continued)*

(b) Assets classified as available-for-sale financial assets

The Group assesses at the end of each reporting period whether there is objective evidence that a financial asset or a group of financial assets is impaired. For debt securities, the Group uses the criteria referred to in (a) above. In the case of equity investments classified as available for sale, a significant or prolonged decline in the fair value of the security below its cost is also evidence that the assets are impaired. If any such evidence exists for available-for-sale financial assets, the cumulative loss – measured as the difference between the acquisition cost and the current fair value, less any impairment loss on that financial asset previously recognised in profit or loss – is removed from equity and recognised in profit or loss. Impairment losses recognised in the consolidated income statement on equity instruments are not reversed through the consolidated income statement. If, in a subsequent period, the fair value of a debt instrument classified as available for sale increases and the increase can be objectively related to an event occurring after the impairment loss was recognised in profit or loss, the impairment loss is reversed through the consolidated income statement.

2.13 Inventories

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

2.14 Trade and other receivables

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

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

2.15 Cash and cash equivalents

In the consolidated statement of cash flows, cash and cash equivalents include cash on hand, deposits held at call with banks and other short term highly liquid investments with original maturities of three months or less.

Notes to the Consolidated Financial Statements

31st March 2014

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(continued)*

2.16 Share capital

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

2.17 Trade and other payables

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

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

2.18 Borrowings

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

Fees paid on the establishment of loan facilities are recognised as transaction costs of the loan to the extent that it is probable that some or all of the facility will be drawn down. In this case, the fee is deferred until the draw-down occurs. To the extent there is no evidence that it is probable that some or all of the facility will be drawn down, the fee is capitalised as a pre-payment for liquidity services and amortised over the period of the facility to which it relates.

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



Notes to the Consolidated Financial Statements

31st March 2014

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(continued)*

2.19 Borrowing costs

All borrowing costs are recognised in the consolidated income statement in the period in which they are incurred.

2.20 Current and deferred income tax

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

(a) Current income tax

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

(b) Deferred income tax

Inside basis differences

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

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

Notes to the Consolidated Financial Statements

31st March 2014

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(continued)*

2.20 Current and deferred income tax *(continued)*

(b) Deferred income tax *(continued)*

Outside basis differences

Deferred income tax liabilities are provided on taxable temporary differences arising from investments in subsidiaries, except for deferred income tax liability where the timing of the reversal of the temporary difference is controlled by the Group and it is probable that the temporary difference will not reverse in the foreseeable future. Only where there is an agreement in place that gives the Group the ability to control the reversal of the temporary difference not recognised.

Deferred income tax assets are recognised on deductible temporary differences arising from investments in subsidiaries only to the extent that it is probable the temporary difference will reverse in the future and there is sufficient taxable profit available against which the temporary difference can be utilised.

(c) Offsetting

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

2.21 Employee benefits

(a) Employee leave entitlements

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

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



Notes to the Consolidated Financial Statements

31st March 2014

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(continued)*

2.21 Employee benefits *(continued)*

(b) Pension obligations

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

For defined contribution plans, the Group pays contributions to publicly or privately administered pension insurance plans on a mandatory, contractual or voluntary basis. The Group has no further payment obligations once the contributions have been paid. The contributions are recognised as employee benefit expense when they are due. Prepaid contributions are recognised as an asset to the extent that a cash refund or a reduction in the future payments is available.

(c) Termination benefits

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

Notes to the Consolidated Financial Statements

31st March 2014

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(continued)*

2.22 Share-based payments

The Group operates a number of equity-settled, share-based compensation plans, under which the entity receives services from employees as consideration for equity instruments (options) of the Group. The fair value of the employee services received in exchange for the grant of the options is recognised as an expense. The total amount to be expensed is determined by reference to the fair value of the options granted:

- including any market performance conditions (for example, an entity's share price);
- excluding the impact of any service and non-market performance vesting conditions (for example, profitability and sales growth targets); and
- including the impact of any non-vesting conditions (for example, the requirement for employees to save).

Non-market performance and service conditions are included in assumptions about the number of options that are expected to vest. The total expense is recognised over the vesting period, which is the period over which all of the specified vesting conditions are to be satisfied.

In addition, in some circumstances employees may provide services in advance of the grant date and therefore the grant date fair value is estimated for the purposes of recognising the expense during the period between service commencement period and grant date.

At the end of each reporting period, the entity revises its estimates of the number of options that are expected to vest based on the non-marketing vesting conditions. It recognises the impact of the revision to original estimates, if any, in the consolidated income statement, with a corresponding adjustment to equity.

When the options are exercised, the Company issues new shares. The proceeds received net of any directly attributable transaction costs are credited to share capital (nominal value) and share premium.



Notes to the Consolidated Financial Statements

31st March 2014

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(continued)*

2.23 Provisions

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

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

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

2.24 Revenue recognition

Revenue comprises the fair value of the consideration received or receivable for the sale of goods and services in the ordinary course of the Group's activities. Revenue is shown net of value added tax, returns, rebates and discounts and after eliminating sales within the Group. The Group recognises revenue when the amount of revenue can be reliably measured, it is probable that future economic benefits will flow to the entity and when specific criteria have been met for each of the Group's activities as described below:

- (i) Sales of goods are recognised when a group entity has delivered products to the customer, the customer has accepted the products and collectability of the related receivables is reasonably assured.
- (ii) Rental income is recognised on a straight-line basis over the periods of the respective leases.
- (iii) Interest income is recognised on a time-proportion basis using the effective interest method. When a receivable is impaired, the Group reduces the carrying amount to its recoverable amount, being the estimated future cash flow discounted at the original effective interest rate of the instrument, and continues unwinding the discount as interest income.

Notes to the Consolidated Financial Statements

31st March 2014

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(continued)*

2.25 Leases

Operating lease (as the lessee)

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

Finance lease (as the lessee)

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

Operating lease (as the lessor)

Where the Group leases out assets under operating leases, the assets are included in the consolidated balance sheet according to their nature, as set out in Note 2.7. Revenue arising from operating leases is recognised in accordance with the Group's revenue recognition policies, as set out in Note 2.24 (ii).

2.26 Dividend distribution

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



Notes to the Consolidated Financial Statements

31st March 2014

3 FINANCIAL RISK MANAGEMENT

The Group's activities expose it to a variety of financial risks: market risk (including foreign exchange risk, cash flow and fair value interest rate risk), credit risk and liquidity risk.

Risk management is carried out by the Group's treasury function. The Group adopts a conservative and balanced treasury policy which focuses on the financial risks factors as below and seeks to minimise potential adverse effects on the Group's financial performance.

3.1 Financial risk factors

(a) *Market risk*

(i) *Foreign exchange risk*

The Group's transactions are mainly denominated in HKD, United States dollars ("USD") and Renminbi ("RMB"). The majority of assets and liabilities are denominated in HKD, USD, RMB and Korean Won ("KRW"), and there are no significant assets and liabilities denominated in other currencies.

Since HKD is pegged to USD, the Group does not have significant currency risks and it is the Group's policy not to engage in speculative activities. The Group has not entered into any contracts to hedge its exposure for foreign exchange risk.

At 31st March 2014, if RMB had strengthened/weakened by 10% against HKD with all other variables held constant, post-tax loss (2013: post-tax profit) for the year would have been approximately HK\$25,994,000 lower/higher (2013: HK\$48,888,000 higher/lower), mainly as a result of the foreign exchange differences on translation of RMB denominated cash and bank balances and other payables.

At 31st March 2013, if KRW had strengthened/weakened by 10% against HKD with all other variables held constant, post-tax profit for the year would have been approximately HK\$7,988,000 higher/lower, mainly as a result of the foreign exchange differences on translation of KRW denominated loans and receivables.

As at 31st March 2014, since the entire KRW denominated loans and receivables have been disposed of, the Group does not have significant currency risks in relation to KRW.

Notes to the Consolidated Financial Statements

31st March 2014

3 FINANCIAL RISK MANAGEMENT *(continued)*

3.1 Financial risk factors *(continued)*

(a) Market risk *(continued)*

(ii) Cash flow and fair value interest rate risk

As the Group has no significant interest-bearing assets, other than short-term bank deposits, 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 bank borrowings. The Group's bank borrowings are carried at floating rates which expose the Group to cash flow interest rate risk. The Group has not entered into any interest rate swaps to hedge its exposure to interest rate risk.

As at 31st March 2014, the Group's borrowings at variable rates were denominated in HKD.

At 31st March 2014, if interest rates on all borrowings had been 100 basis points higher/lower with all other variables held constant, post-tax loss (2013: post-tax profit) for the year would have been HK\$1,300,000 higher/lower (2013: HK\$2,000,000 lower/higher), mainly as a result of higher/lower interest expense on floating rate borrowings.

At 31st March 2014, if interest rates on all interest-bearing bank and cash deposits had been 100 basis points higher/lower with all other variables held constant, post-tax loss (2013: post-tax profit) for the year would have been HK\$9,247,000 lower/higher (2013: HK\$12,535,000 higher/lower) due to interest income earned on market interest rate.

The total bank loans held by the Group as at 31st March 2014 and 2013 were all with floating rates.

(b) Credit risk

Credit risk arises from cash and cash equivalents and short-term deposits with banks and financial institutions, loans and receivables, as well as credit exposures to customers, including outstanding receivables. Management has a credit policy in place and the exposures to these credit risks are monitored on an ongoing basis.

The Group's cash and short-term deposits are placed with reputable banks and financial institutions. For credit exposures from customers, management assesses the credit quality of each individual major customer, taking into account its financial position, past experience and other factors.

Notes to the Consolidated Financial Statements

31st March 2014

3 FINANCIAL RISK MANAGEMENT (continued)

3.1 Financial risk factors (continued)

(c) Liquidity risk

Prudent liquidity risk management includes maintaining sufficient cash, the availability of funding from an adequate amount of committed credit facilities and the ability to close out market positions.

The Group maintains its liquidity mainly through funding generated from its daily operations and maintaining funding availability under committed credit facilities.

Banking facilities have been put in place for contingency purposes. As at 31st March 2014, the Group's total available banking facilities amounted to approximately HK\$1,596 million (2013: HK\$1,609 million), of which HK\$130 million (2013: HK\$200 million) has been utilised.

The table below analyses the Group's and the Company's financial liabilities that will be settled into relevant maturity groupings based on the remaining period at the balance sheet to the contractual maturity date. The amounts disclosed in the table are the contractual undiscounted cash flows.

	Within one year HK\$'000	In the second year HK\$'000	In the third year HK\$'000	Total HK\$'000	Carrying amount HK\$'000
Group					
At 31st March 2013					
Borrowings	71,325	81,539	50,984	203,848	200,000
Trade and other payables	607,067	–	–	607,067	607,067
At 31st March 2014					
Borrowings	81,529	50,984	–	132,513	130,000
Trade and other payables	575,843	–	–	575,843	575,843
Company					
At 31st March 2013					
Other payables	197	–	–	197	197
At 31st March 2014					
Other payables	198	–	–	198	198

Notes to the Consolidated Financial Statements

31st March 2014

3 FINANCIAL RISK MANAGEMENT (continued)

3.2 Capital risk management

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

In order to maintain or adjust the capital structure, the Group may adjust the amount of dividend paid to shareholders, raise or repay bank borrowings, issue new shares or sell assets to reduce debt.

The Group monitors capital on the basis of the gearing ratio. This ratio is calculated as total borrowings net of cash and cash equivalents divided by total equity as shown in the consolidated balance sheet.

The gearing ratios at 31st March 2014 and 2013 were as follows:

	2014 HK\$'000	2013 HK\$'000
Borrowings (Note 26)	130,000	200,000
Less: Cash and cash equivalents (Note 24)	(924,146)	(1,231,776)
Net surplus cash	(794,146)	(1,031,776)
Total equity	1,855,921	1,927,006
Gearing ratio	Not applicable	Not applicable

3.3 Fair value estimation

The Group's investments in financial instruments are measured in the consolidated balance sheet at fair value. The fair value measurements are disclosed by level of the following fair value measurement hierarchy.

- Level 1 – quoted prices (unadjusted) in active markets for identical assets or liabilities;
- Level 2 – inputs other than quoted prices included within level 1 that are observable for the asset or liability, either directly (that is, as prices) or indirectly (that is, derived from prices);
- Level 3 – inputs for the asset or liability that are not based on observable market data (that is, unobservable inputs).

Notes to the Consolidated Financial Statements

31st March 2014

3 FINANCIAL RISK MANAGEMENT (continued)

3.3 Fair value estimation (continued)

As at 31st March 2014, there were no financial assets that were measured at fair value for the Group.

The following table presented the financial assets that were measured at fair value at 31st March 2013 of the Group:

	Level 1 HK\$'000	Level 2 HK\$'000	Level 3 HK\$'000	Total HK\$'000
Assets				
Available-for-sale financial assets				
– Equity securities (Note 19)	–	–	36,953	36,953

As at 31st March 2013, the fair value of financial instruments that are not traded in an active market is determined by using valuation techniques. The Group engaged Jones Lang LaSalle Hong Kong, an independent valuer, to perform the valuation by the use of discounted cash flow model based on market conditions existed at the balance sheet date and business forecast provided by management. A discount rate of 17.1% was used in the valuation.

The carrying amount less impairment provision of trade and other receivables and trade and other payables are a reasonable approximation of their fair values. The fair value of long-term financial liabilities for disclosure purposes is estimated by discounting the future contractual cash flows at the current market interest rate that is available to the Group for similar financial instruments.

If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3.

The following table presents the changes in level 3 instruments for the year ended 31st March 2014 and 2013.

	Available-for-sale financial assets	
	2014 HK\$'000	2013 HK\$'000
Opening balance	36,953	112,090
Impairment loss recognised in consolidated income statement	–	(75,137)
Disposal	(36,953)	–
Closing balance	–	36,953

Notes to the Consolidated Financial Statements

31st March 2014

4 CRITICAL ACCOUNTING ESTIMATES AND JUDGMENTS

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

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

(a) Estimate of fair value of investment properties

The fair value of investment properties is determined by using valuation technique. Details of the judgement and assumptions have been disclosed in Note 15.

(b) Estimate of useful lives of property, plant and equipment and intangible assets

The Group has significant property, plant and equipment and intangible assets. The Group is required to estimate the useful lives of property, plant and equipment and intangible assets in order to ascertain the amount of depreciation and amortisation charges for each reporting period.

The useful lives are estimated at the time of purchase of these assets after considering future technology changes, business developments and the Group's strategies. The Group performs annual reviews to assess the appropriateness of the estimated useful lives. Such review takes into account any unexpected adverse changes in circumstances or events, including declines in projected operating results, negative industry or economic trends and rapid advancement in technology. The Group extends or shortens the useful lives and/or makes impairment provisions according to the results of the review.

(c) Impairment of non-financial assets

At each balance sheet date, the Group reviews internal and external sources of information to identify indications that the following assets may be impaired or an impairment loss previously recognised no longer exists or may have decreased:

- property, plant and equipment
- leasehold land and land use rights
- intangible assets
- investments in subsidiaries

If any such indication exists, the asset's recoverable amount is estimated. An impairment loss is recognised in the consolidated income statement whenever the carrying amount of an asset exceeds its recoverable amounts. If an indication of impairment is identified, the Group is required to estimate the recoverable value, representing the greater of the asset's fair value less cost to sell or its value in use. Changes in any of these estimates could result in a material change to the asset carrying amount in the financial statements.



Notes to the Consolidated Financial Statements

31st March 2014

4 CRITICAL ACCOUNTING ESTIMATES AND JUDGMENTS *(continued)*

(d) Recognition of deferred income tax assets

According to the accounting policy as stated in Note 2.20, a deferred income tax asset is recognised to the extent that it is probable that future taxable profit will be available against which the deductible temporary differences and tax losses can be utilised, and it is measured at the tax rates that are expected to apply when the related deferred income tax asset is realised.

In determining the deferred income tax asset to be recognised, management is required to estimate the realisation of deferred tax assets. Any difference between these estimates and the actual outcome will impact the Group's result in the period in which the actual outcome is determined.

(e) Provision for obsolete or slow moving inventories

The Group makes provision for obsolete or slow moving inventories based on consideration of obsolescence of raw materials and work in progress and the net realisable value of finished goods. The identification of inventory obsolescence and estimated selling price in the ordinary course of business require the use of judgement and estimates. Where the expectation is different from the original estimate, such difference will impact the carrying amount of inventory and impairment provision in the year in which such estimate has been changed.

(f) Provision for other liabilities and charges

Provisions are recognised when the Group has a present legal or constructive obligation as a result of past events. Significant judgement is required in determining the provision for liabilities and charges. The Group's management determines the provision for liabilities and charges by estimating the present value of the expenditures expected to be required to settle the obligation. This assessment requires the use of estimation.

Notes to the Consolidated Financial Statements

31st March 2014

5 REVENUE AND SEGMENT INFORMATION

Revenues recognised during the year are as follows:

	Group	
	2014 HK\$'000	2013 HK\$'000 (Restated)
Continuing operation:		
Consumer electronic products	2,291,141	1,865,778
Discontinued operation:		
Plastic products	13,714	3,763

(a) Segment analysed by products

The senior management (being the chief operating decision-maker) has determined the operating segments based on the reports reviewed by the management committee. The chief operating decision-makers have been identified as the executive directors and senior management who directly reports to the executive directors. The executive director and senior management reviewed the Group's internal reporting to assess performance and allocate resources. A management approach has been used for the operating segment reporting.

The Group mainly operates in the People's Republic of China (the "PRC") and Hong Kong and is principally engaged in designing, manufacturing and selling of consumer electronic products and plastic products. During the year, the Group disposed the plastics products operation and the results of such operation together with the related loss on disposal have been presented as discontinued operation in the consolidated income statement for the year (Note 30).

Consumer electronic products – Design, manufacture and sale of consumer electronic products

Plastic products – Manufacture and sale of plastic and packaging products
(ceased after February 2014)

Notes to the Consolidated Financial Statements

31st March 2014

5 REVENUE AND SEGMENT INFORMATION (continued)

(a) Segment analysed by products (continued)

	2014			Group		
	Continuing operation	Discontinued operation		Continuing operation	Discontinued operation	
	Consumer electronic products HK\$'000	Plastic products HK\$'000	Total HK\$'000	Consumer electronic products HK\$'000	Plastic products HK\$'000	Total HK\$'000
Segment revenue	2,291,141	78,990	2,370,131	1,865,778	97,551	1,963,329
Inter-segment sales ⁽¹⁾	–	(65,276)	(65,276)	–	(93,788)	(93,788)
External sales	2,291,141	13,714	2,304,855	1,865,778	3,763	1,869,541
Segment results	(12,220)	(28,232)	(40,452)	36,204	(8,444)	27,760
Finance income	21,764	–	21,764	18,117	–	18,117
Finance costs	(3,830)	–	(3,830)	(3,835)	–	(3,835)
(Loss)/profit before income tax	5,714	(28,232)	(22,518)	50,486	(8,444)	42,042
Income tax credit	983	2,330	3,313	15,662	709	16,371
(Loss)/profit after income tax	6,697	(25,902)	(19,205)	66,148	(7,735)	58,413
Loss on disposal of a subsidiary	–	(277)	(277)	–	–	–
(Loss)/profit for the year	6,697	(26,179)	(19,482)	66,148	(7,735)	58,413
(Loss)/profit for the year attributable to ⁽²⁾						
– equity holders of Company	7,080	(26,179)	(19,099)	66,148	(7,735)	58,413
– non-controlling interests	(383)	–	(383)	–	–	–
	6,697	(26,179)	(19,482)	66,148	(7,735)	58,413
Segment assets ⁽³⁾	2,219,170	–	2,219,170	2,369,783	37,103	2,406,886
Unallocated corporate assets			342,594			327,954
Total assets			2,561,764			2,734,840
Segment liabilities ⁽⁴⁾	575,843	–	575,843	599,150	7,917	607,067
Unallocated corporate liabilities			130,000			200,767
Total liabilities			705,843			807,834
Capital expenditure ⁽⁵⁾	118,818	–	118,818	20,770	4,757	25,527

Notes to the Consolidated Financial Statements

31st March 2014

5 REVENUE AND SEGMENT INFORMATION (continued)

(a) Segment analysed by products (continued)

- (1) The Group's inter-segment transactions mainly consist of sale of plastic products among subsidiaries. The transactions were entered into under normal commercial terms and conditions that would also be available to unrelated third parties.
- (2) Management assesses the performance of the operating segments based on a measure of operating profit. Other information provided is measured in a manner consistent with that in the consolidated financial statements.
- (3) Segment assets consist primarily of property, plant and equipment, leasehold land and land use rights, intangible assets, deposits, loans and receivables, available-for-sale financial assets, inventories, receivables and operating cash and exclude items such as investment properties, current income tax assets and deferred tax assets.
- (4) Segment liabilities comprise operating liabilities and exclude items such as deferred income tax liabilities and certain corporate borrowings.
- (5) Capital expenditure comprises additions to property, plant and equipment, investment properties, leasehold land and land use rights and intangible assets.

(b) Segment analysed by geographical areas

The segment revenue for the years ended 31st March 2014 and 2013 are as follows:

	Group	
	2014 HK\$'000	2013 HK\$'000 (Restated)
<i>Continuing operation</i>		
North America	2,088,500	1,492,025
Europe	127,964	130,248
Asia	72,314	238,995
Others	2,363	4,510
	2,291,141	1,865,778

The analysis of revenue by geographical segment is based on the destination to which the shipments are made. Primarily all of the assets and capital expenditure for the years ended 31st March 2014 and 2013 were located or utilised in the PRC or Hong Kong.

Notes to the Consolidated Financial Statements

31st March 2014

5 REVENUE AND SEGMENT INFORMATION *(continued)*

(b) Segment analysed by geographical areas *(continued)*

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

	Group	
	2014 HK\$'000	2013 HK\$'000
<i>Continuing operation</i>		
Customer A	1,620,978	859,963
Customer B	290,981	301,148
Customer C	Not applicable	388,486

6 OTHER INCOME

	Group	
	2014 HK\$'000	2013 HK\$'000
<i>Continuing operation</i>		
Fair value gain on investment properties <i>(Note 15)</i>	16,160	78,458
Rental income from investment properties	7,862	4,692
Service income	–	7,281
Income from dispute settlement	–	4,069
Others	795	904
	24,817	95,404

Notes to the Consolidated Financial Statements

31st March 2014

7 EXPENSES BY NATURE

Expenses included in cost of goods sold, selling expenses, administrative expenses and other operating income/expenses are analysed as follows:

	Group	
	2014 HK\$'000	2013 HK\$'000 (Restated)
<i>Continuing operation</i>		
Amortisation of intangible assets	8,883	13,156
Amortisation of leasehold land and land use rights	292	289
Auditor's remuneration	2,280	2,260
Cost of inventories	1,717,570	1,289,265
Depreciation of property, plant and equipment	32,960	39,478
Employee benefit expenses (including directors' emoluments) (Note 8)	250,244	219,762
Gain on disposal of property, plant and equipment	(5,215)	(3,565)
Operating lease rental in respect of land and buildings	33,401	20,133
Research and development costs	16,496	15,983
Write-off/impairment of property, plant and equipment	2	14,606

8 EMPLOYEE BENEFIT EXPENSES (INCLUDING DIRECTORS' EMOLUMENTS)

	Group	
	2014 HK\$'000	2013 HK\$'000 (Restated)
<i>Continuing operation</i>		
Wages and salaries	231,550	191,038
Pension costs – defined contribution retirement schemes (Note a)	2,609	2,793
Other staff benefits	15,313	13,077
Termination benefits	772	12,854
	250,244	219,762

Notes to the Consolidated Financial Statements

31st March 2014

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

Notes:

(a) Defined contribution retirement schemes

Before 1st December 2000, the Group operated a defined contribution retirement scheme (the "ORSO Scheme") in Hong Kong for all qualified employees. The rate of contribution payable by the Group was 5% of the individual employee's basic salaries.

With effect from 1st December 2000, the Mandatory Provident Fund Scheme (the "MPF Scheme") was set up under the MPF Scheme Ordinance for existing staff who opted for this scheme and eligible staff recruited on or after that date. The ORSO Scheme has remained in place with the introduction of the MPF Scheme. Under the MPF Scheme, eligible employees and the Group are each required to contribute 5% on the employees' monthly net salaries with a maximum monthly contribution of HK\$1,250 for employees' monthly contribution.

Contributions to the ORSO Scheme and MPF Scheme charged to the consolidated income statement for the year amounted to approximately HK\$2,609,000 (2013: HK\$2,793,000, as restated). No forfeited contribution in respect of the defined contribution retirement scheme was utilised during the year (2013: Same). Forfeiture contributions of approximately HK\$13,000 (2013: HK\$13,000) was available as at 31st March 2014 to reduce future contributions.

Contributions totaling approximately HK\$301,000 (2013: HK\$353,000) were payable to the ORSO Scheme and MPF Scheme at the year end and were included in other payables and accruals.

(b) Directors' and senior management's emoluments

The remuneration of every director of the Company for the year ended 31st March 2013 is set out below:

Name of Director	Fee HK\$'000	Salary HK\$'000	Discretionary bonuses HK\$'000	Employer's contributions to pension schemes HK\$'000	Total HK\$'000
Executive directors:					
Mr LEUNG Kai Ching, Kimen	–	4,564	1,763	196	6,523
Mr LEUNG Wai Sing, Wilson	–	4,564	1,880	196	6,640
Mr KUOK Kun Man, Andrew	–	1,921	1,057	82	3,060
Independent non-executive directors:					
Mr LI Wah Ming, Fred	120	–	–	6	126
Mr LAU Wang Yip, Derrick	120	–	–	6	126
Mr LEE Tak Chi	120	–	–	–	120

Notes to the Consolidated Financial Statements

31st March 2014

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

Notes (continued):

(b) Directors' and senior management's emoluments (continued)

The remuneration of every director of the Company for the year ended 31st March 2014 is set out below:

Name of Director	Fee HK\$'000	Salary HK\$'000	Discretionary bonuses HK\$'000	Employer's contributions to pension schemes HK\$'000	Total HK\$'000
Executive directors:					
Mr LEUNG Kai Ching, Kimen	–	4,564	1,313	196	6,073
Mr LEUNG Wai Sing, Wilson	–	4,564	1,400	196	6,160
Mr KUOK Kun Man, Andrew	–	1,921	787	82	2,790
Mr LEUNG, Jimmy (Note)	–	478	–	8	486
Mr LIU Lup Man (Note)	–	376	–	8	384
Independent non-executive directors:					
Mr LI Wah Ming, Fred	120	–	–	6	126
Mr LAU Wang Yip, Derrick	120	–	–	6	126
Mr LEE Tak Chi	120	–	–	–	120

Note:

Mr LEUNG, Jimmy and Mr LIU Lup Man were appointed as Director on 15th October 2013.

No directors waived any emoluments and no emoluments were paid to the directors as an inducement fee to join or as compensation for loss of office during the years ended 31st March 2014 and 2013.

(c) Five highest paid individuals

The five individuals whose emoluments were the highest in the Group for the year include three (2013: three) directors whose emoluments are reflected in the analysis presented above. The emoluments payable to the remaining two (2013: two) individuals during the year are as follows:

	2014 HK\$'000	Group 2013 HK\$'000
Basic salaries, housing allowances, other allowances and benefits in kind	2,405	3,236
Discretionary bonuses	4,750	7,000
Contributions to pension schemes	59	96
	7,214	10,332

Notes to the Consolidated Financial Statements

31st March 2014

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

Notes (continued):

(c) Five highest paid individuals (continued)

The emoluments fell within the following bands:

	Number of individuals	
	2014	2013
Emolument bands		
HK\$1,000,001-HK\$2,000,000	1	–
HK\$5,000,001-HK\$6,000,000	1	2

(d) Senior management compensation

The emoluments of the senior management include the five highest paid individuals whose emoluments are reflected in the analysis presented above.

The emoluments of the remaining one (2013: three) senior management during the year are as follows:

	Number of individuals	
	2014	2013
Emolument band		
HK\$1-HK\$1,000,000	1	3

9 FINANCE INCOME AND FINANCE COSTS

	Group	
	2014 HK\$'000	2013 HK\$'000 (Restated)
<i>Continuing operation</i>		
Finance income:		
– Bank interest income	20,292	14,674
– Interest income from loans and receivables	1,472	3,443
	21,764	18,117
Finance costs:		
– Interest expense on bank borrowings wholly repayable within five years	3,830	3,835

Notes to the Consolidated Financial Statements

31st March 2014

10 INCOME TAX CREDIT

Hong Kong profits tax has been provided at the rate of 16.5% (2013: 16.5%) on the estimated assessable profits for the year. Taxation on overseas profits has been calculated on the estimated assessable profits for the year at the rates of taxation prevailing in the countries in which the Group operates.

	Group	
	2014 HK\$'000	2013 HK\$'000 (Restated)
<i>Continuing operation</i>		
Current income tax		
– Hong Kong profits tax	(3,992)	(4,667)
– (Under)/over provision in prior years	(9)	15,123
Deferred income tax credit	4,984	5,206
Income tax credit	983	15,662

The tax on the Group's profit before income tax differs from the theoretical amount that would arise using the tax rate of Hong Kong as follows:

	Group	
	2014 HK\$'000	2013 HK\$'000 (Restated)
<i>Continuing operation</i>		
Profit before income tax	5,714	50,486
Tax calculated at a tax rate of 16.5% (2013: 16.5%)	(942)	(8,330)
Effect of different tax rates in other countries	2,808	128
Income not subject to tax	15,462	17,711
Expenses not deductible for tax purposes	(17,544)	(8,909)
(Under)/over provision in prior years	(9)	15,123
Recognition of previously unrecognised deferred tax	1,207	–
Tax losses for which no deferred income tax asset was recognised	(18)	(74)
Utilisation of previously unrecognised tax losses	19	13
Tax credit	983	15,662

Notes to the Consolidated Financial Statements

31st March 2014

11 PROFIT ATTRIBUTABLE TO EQUITY HOLDERS OF THE COMPANY

The profit attributable to equity holders of the Company is dealt with in the financial statements of the Company to the extent of approximately HK\$133,569,000 (2013: HK\$205,293,000).

12 EARNINGS/(LOSS) PER SHARE

Basic

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

	Group	
	2014	2013 (Restated)
(Loss)/profit attributable to equity holders of the Company (HK\$'000)		
– Continuing operation	7,080	66,148
– Discontinued operation	(26,179)	(7,735)
	(19,099)	58,413
Weighted average number of ordinary shares in issue	580,093,720	580,093,720
Basic earnings/(loss) per share (HK cents)		
– Continuing operation	1.2	11.4
– Discontinued operation	(4.5)	(1.3)
	(3.3)	10.1

Diluted

Diluted earnings/(loss) per share is calculated by adjusting the weighted average number of ordinary shares outstanding to assume conversion of all dilutive potential ordinary shares. The Company has only one category of dilutive potential ordinary shares: share options. A calculation is done to determine the number of shares that could have been acquired at fair value (determined as the average annual market share price of the Company's shares) based on the monetary value of the subscription rights attached to outstanding share options. The number of shares calculated as above is compared with the number of shares that would have been issued assuming the exercise of the share options. For the years ended 31st March 2014 and 2013, the conversion of all dilutive share options outstanding would have an anti-dilutive effect on the earnings/(loss) per share.

Notes to the Consolidated Financial Statements

31st March 2014

12 EARNINGS/(LOSS) PER SHARE (continued)

	Group	
	2014	2013 (Restated)
(Loss)/profit attributable to equity holders of the Company (HK\$'000)		
– Continuing operation	7,080	66,148
– Discontinued operation	(26,179)	(7,735)
	(19,099)	58,413
Weighted average number of ordinary shares in issue	580,093,720	580,093,720
Dilutive effect on share options	–	–
Weighted average number of ordinary shares for the calculation of diluted earnings per share	580,093,720	580,093,720
Diluted earnings/(loss) per share (HK cents)		
– Continuing operation	1.2	11.4
– Discontinued operation	(4.5)	(1.3)
	(3.3)	10.1

13 DIVIDENDS

	Company	
	2014 HK\$'000	2013 HK\$'000
Interim dividend, paid, of HK3 cents (2013: HK3 cents) per ordinary share	17,403	17,403
Final dividend, proposed, of HK4 cents (2013: HK6 cents) per ordinary share	23,204	34,806
	40,607	52,209

At a meeting held on 26th June 2014, the directors proposed a final dividend of HK4 cents per ordinary share. This proposed dividend is not reflected as a dividend payable in these consolidated financial statements.

Notes to the Consolidated Financial Statements

31st March 2014

14 PROPERTY, PLANT AND EQUIPMENT

(a) Details of movements in property, plant and equipment of the Group are as follows:

	Group						
	Land and buildings HK\$'000	Moulds HK\$'000	Leasehold improvements HK\$'000	Furniture, fixtures and equipment HK\$'000	Plant and machinery HK\$'000	Motor vehicles HK\$'000	Total HK\$'000
At 1st April 2012							
Cost	68,946	370,224	87,424	247,891	509,931	18,339	1,302,755
Accumulated depreciation and impairment	(9,289)	(334,796)	(87,424)	(208,212)	(431,302)	(11,619)	(1,082,642)
Net book amount	59,657	35,428	–	39,679	78,629	6,720	220,113
Year ended 31st March 2013							
Opening net book amount	59,657	35,428	–	39,679	78,629	6,720	220,113
Additions	–	14,439	1,496	4,765	4,671	156	25,527
Disposals	–	–	–	(1,873)	(5,932)	(659)	(8,464)
Depreciation	(483)	(21,602)	(71)	(7,937)	(11,685)	(1,278)	(43,056)
Write-off/impairment	–	–	–	(633)	(16,048)	(173)	(16,854)
Transfer to investment properties (<i>Note 14(f)</i>)	(28,618)	–	–	–	–	–	(28,618)
Exchange differences	15	–	–	8	–	–	23
Closing net book amount	30,571	28,265	1,425	34,009	49,635	4,766	148,671
At 31st March 2013							
Cost	36,961	384,663	63,504	222,761	457,046	15,353	1,180,288
Accumulated depreciation and impairment	(6,390)	(356,398)	(62,079)	(188,752)	(407,411)	(10,587)	(1,031,617)
Net book amount	30,571	28,265	1,425	34,009	49,635	4,766	148,671

Notes to the Consolidated Financial Statements

31st March 2014

14 PROPERTY, PLANT AND EQUIPMENT *(continued)*

(a) Details of movements in property, plant and equipment of the Group are as follows: *(continued)*

	Group						Total HK\$'000
	Land and buildings HK\$'000	Moulds HK\$'000	Leasehold improvements HK\$'000	Furniture, fixtures and equipment HK\$'000	Plant and machinery HK\$'000	Motor vehicles HK\$'000	
Year ended 31st March 2014							
Opening net book amount	30,571	28,265	1,425	34,009	49,635	4,766	148,671
Additions	-	13,579	93,496	7,137	4,278	328	118,818
Disposals	-	(426)	-	(1,119)	(6,479)	(379)	(8,403)
Depreciation	(424)	(17,067)	(2,782)	(7,069)	(7,173)	(953)	(35,468)
Write-off/impairment	-	(25)	-	(130)	(3,595)	-	(3,750)
Disposal of a subsidiary (Note 30)	-	-	-	(16)	(7,473)	(61)	(7,550)
Exchange differences	38	-	-	29	-	-	67
Closing net book amount	30,185	24,326	92,139	32,841	29,193	3,701	212,385
At 31st March 2014							
Cost	37,003	276,987	97,607	180,513	300,973	12,274	905,357
Accumulated depreciation and impairment	(6,818)	(252,661)	(5,468)	(147,672)	(271,780)	(8,573)	(692,972)
Net book amount	30,185	24,326	92,139	32,841	29,193	3,701	212,385

(b) Depreciation expenses have been included in:

	Group	
	2014 HK\$'000	2013 HK\$'000 (Restated)
<i>Continuing operation</i>		
Cost of goods sold	29,559	35,884
Administrative expenses	3,401	3,594
	32,960	39,478

Notes to the Consolidated Financial Statements

31st March 2014

14 PROPERTY, PLANT AND EQUIPMENT (continued)

(c) The Group's interests in buildings at their net book values are analysed as follows:

	Group	
	2014 HK\$'000	2013 HK\$'000
In Hong Kong, held on:		
Leases of over 50 years	3,694	3,868
Leases of between 10 and 50 years	245	257
Outside Hong Kong, held on:		
Leases of between 10 and 50 years	5,387	5,552
	9,326	9,677

(d) At 31st March, leasehold land held under finance leases and their net book values are analysed as follows:

	Group	
	2014 HK\$'000	2013 HK\$'000
In Hong Kong, held on:		
Leases of over 50 years	20,475	20,499
Leases of between 10 and 50 years	384	395
	20,859	20,894

(e) As at 31st March 2014 and 2013, no bank borrowing was secured on any building which was classified under property, plant and equipment (Note 26).

(f) During the year ended 31st March 2013, the Group transferred an owner-occupied property located in Hong Kong to an investment property and rented it out (Note 15). The carrying amount and the fair value of the property were HK\$28,618,000 and HK\$86,692,000 on the date of transfer, respectively. The excess of the fair value over the carrying amount was HK\$58,074,000 and was recorded in other comprehensive income as fair value gain.

Notes to the Consolidated Financial Statements

31st March 2014

15 INVESTMENT PROPERTIES

	Group	
	2014 HK\$'000	2013 HK\$'000
At fair value		
Beginning of the year	289,050	123,900
Transfer from an owner-occupied property (Note 14(f))	–	86,692
Fair value gain (Note 6)	16,160	78,458
End of the year	305,210	289,050

The Group's interests in investment properties at their net book values are analysed as follows:

	Group	
	2014 HK\$'000	2013 HK\$'000
In Hong Kong, held on:		
Leases of over 50 years	229,290	215,920
Leases of between 10 and 50 years	75,920	73,130
	305,210	289,050

Rental income derived from the investment properties amounted to approximately HK\$7,862,000 (2013: HK\$4,692,000) during the year.

As at 31st March 2014 and 2013, no bank borrowing was secured on investment properties (Note 26).

Valuation basis

The Group measures its investment properties at fair value. The fair value of the Group's investment properties at 31st March 2014 was determined on the basis of valuation carried out by an independent qualified valuer, LCH (Asia-Pacific) Surveyors Limited (the "Valuer") (2013: Same). The valuation, which conforms to the valuation standards issued by Hong Kong Institute of Surveyors ("HKIS"), was arrived at by reference to the current rental income and estimated market price, allowing for reversionary potential of the investment properties.

The Group reviews the valuation performed by the Valuer for financial reporting purposes. Discussions of valuation processes and results are held between management and the Valuer at least once every year, which is in line with the Group's annual reporting date.

Notes to the Consolidated Financial Statements

31st March 2014

15 INVESTMENT PROPERTIES (continued)

Fair value measurements using significant unobservable inputs

Fair value of the Group's investment properties is mainly derived using the investment method of the income approach, by taking into account the current rental income from the existing tenancy agreement and reversionary income potential by adopting appropriate term/reversionary yields, which are derived from analysis of sales transactions and Valuer's interpretation of prevailing investor requirements or expectations. For the reversionary potential of the property, the Valuer refers market price of similar comparable properties. There was no change to the valuation technique with that of prior year.

Term and reversionary yields are estimated by the Valuer based on the risk profile of the type of investment properties being valued. The higher the yields, the lower is the fair value. At 31st March 2014, yields ranged from 2.3% to 3.8% were adopted in the term yields analysis for the Group's investment properties.

Prevailing market price are estimated based on recent sales transactions within the subject properties and other comparable properties. The lower the prices, the lower is the fair value. At 31st March 2014, prevailing market prices ranged from HK\$2,808 to HK\$7,717 per month per square foot were adopted in the term and reversionary analysis for the Group's investment properties.

16 LEASEHOLD LAND AND LAND USE RIGHTS

	Group	
	2014 HK\$'000	2013 HK\$'000
Beginning of the year	7,394	7,658
Amortisation	(292)	(289)
Exchange differences	48	25
End of the year	7,150	7,394

Amortisation expenses of leasehold land and land use right have been included in administrative expenses.

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

	Group	
	2014 HK\$'000	2013 HK\$'000
Outside Hong Kong, held on:		
Leases of between 10 and 50 years	7,150	7,394

As at 31st March 2014 and 2013, no bank borrowing was secured on leasehold land and land use rights (Note 26).

Notes to the Consolidated Financial Statements

31st March 2014

17 INTANGIBLE ASSETS

	Group		
	Licence right	Deferred development costs	Total
	HK\$'000	HK\$'000	HK\$'000
At 1st April 2012			
Cost	78,000	13,390	91,390
Accumulated amortisation	(33,150)	(6,951)	(40,101)
Net book amount	44,850	6,439	51,289
For the year ended 31st March 2013			
At 1st April 2012	44,850	6,439	51,289
Amortisation	(7,800)	(5,356)	(13,156)
Net book amount	37,050	1,083	38,133
At 31st March 2013			
Cost	78,000	2,708	80,708
Accumulated amortisation	(40,950)	(1,625)	(42,575)
Net book amount	37,050	1,083	38,133
For the year ended 31st March 2014			
At 1st April 2013	37,050	1,083	38,133
Amortisation	(7,800)	(1,083)	(8,883)
Net book amount	29,250	–	29,250
At 31st March 2014			
Cost	78,000	–	78,000
Accumulated amortisation	(48,750)	–	(48,750)
Net book amount	29,250	–	29,250

Amortisation expenses of licence right and deferred development costs have been included in cost of goods sold.

Notes to the Consolidated Financial Statements

31st March 2014

18 LOANS AND RECEIVABLES

	Group	
	2014 HK\$'000	2013 HK\$'000
Non-current		
Government bonds (<i>Note b</i>)	–	1,538
Current		
Corporate bonds (<i>Note a</i>)	–	92,216
Government bonds (<i>Note b</i>)	1,562	8,625
	1,562	100,841
Carrying amount as at the end of the year	1,562	102,379
Carrying amount as at the beginning of the year	102,379	104,184
Additions	–	1,513
Redemption	(21,302)	(5,012)
Disposal	(85,701)	–
Exchange gain	6,186	1,694
Carrying amount as at the end of the year	1,562	102,379

Notes:

- (a) The corporate bonds represent the Group's investments in KRW denominated corporate bond issued by a Korea incorporated company Hydix Technologies Company Limited ("Hydis") and RMB denominated corporate bond issued by China Development Bank Corporation.

On 31st December 2013, the Group completed the disposal of the corporate bond issued by Hydix to an independent third party, PVI Global Corporation ("PVI"), a subsidiary of E Ink Holdings Inc. ("E Ink"), a company incorporated in the Republic of China (Taiwan), at a consideration of US\$10,000,000 (equivalent to HK\$77,600,000) which would be settled through five annual instalments starting from July 2014 without interest. The first instalment had been received in July 2014. The receivable was included in "other receivables" (*Note 23*). A loss on disposal of loans and receivables of HK\$11,946,000 was recognised in continuing operation in the consolidated income statement during the year ended 31st March 2014.

The RMB denominated corporate bond of RMB9,873,000 (equivalent to HK\$12,539,000) was redeemed upon maturity at par value in October 2013.

- (b) The government bonds are issued by the Ministry of Finance PRC and are denominated in RMB. The government bonds of RMB6,900,000 (equivalent to HK\$8,763,000) was redeemed upon maturity at par value in September 2013.

The carrying amount of the loans and receivables approximates to their fair value.

The maximum exposure to credit risk at the reporting date is the carrying amount of the loans and receivables.

Notes to the Consolidated Financial Statements

31st March 2014

19 AVAILABLE-FOR-SALE FINANCIAL ASSETS

	Group	
	2014 HK\$'000	2013 HK\$'000
Fair value of unlisted equity securities outside Hong Kong as at the beginning of the year	36,953	112,090
Impairment loss recognised in consolidated income statement	–	(75,137)
Disposal	(36,953)	–
Fair value of unlisted equity securities outside Hong Kong as at the end of the year	–	36,953

The available-for-sale financial assets represented the Group's long term investment in shares of Hydix. They were denominated in KRW.

The available-for-sale financial assets were revalued at 31st March 2013 by an independent, professionally qualified valuer, Jones Lang LaSalle Hong Kong.

On 31st December 2013, the Group completed the disposal of the equity interest in Hydix to an independent third party, Dream Pacific International Corp, a subsidiary of E Ink, at a consideration of US\$2,800,000 (equivalent to HK\$21,728,000). Such consideration had been received by the Group on 2nd January 2014.

A loss on disposal of available-for-sale financial assets of HK\$15,225,000 was recognised in continuing operation in the consolidated income statement during the year ended 31st March 2014.

20 INVESTMENTS IN SUBSIDIARIES

	Company	
	2014 HK\$'000	2013 HK\$'000
Unlisted shares, at cost (<i>Note a</i>)	67,586	67,586
Amounts due from subsidiaries (<i>Note b</i>)	989,619	908,144
	1,057,205	975,730

Notes:

- (a) Details of principal subsidiaries are set out in Note 36 to the consolidated financial statements.
- (b) The amounts due from subsidiaries are unsecured and interest-free. The Company has confirmed it has no intention to request repayment within 12 months from the balance sheet date. The maximum exposure to credit risk at the reporting date is the fair value of the amounts due from subsidiaries mentioned above.

Notes to the Consolidated Financial Statements

31st March 2014

21 FINANCIAL INSTRUMENTS BY CATEGORY

	Group		
	Loans and receivables HK\$'000	Available- for-sale financial assets HK\$'000	Total HK\$'000
Assets as per consolidated balance sheet			
31st March 2013			
Loans and receivables (Note 18)	102,379	–	102,379
Available-for-sale financial assets (Note 19)	–	36,953	36,953
Trade and other receivables (Note 23)	523,754	–	523,754
Cash and cash equivalents (Note 24)	1,231,776	–	1,231,776
Total	1,857,909	36,953	1,894,862
31st March 2014			
Loans and receivables (Note 18)	1,562	–	1,562
Trade and other receivables (Note 23)	691,238	–	691,238
Cash and cash equivalents (Note 24)	924,146	–	924,146
Total	1,616,946	–	1,616,946

Other financial liabilities:

	Group	
	2014 HK\$'000	2013 HK\$'000
Liabilities as per consolidated balance sheet		
Trade and other payables (Note 25)	575,843	607,067
Borrowings (Note 26)	130,000	200,000
Total	705,843	807,067

Notes to the Consolidated Financial Statements

31st March 2014

21 FINANCIAL INSTRUMENTS BY CATEGORY (continued)

Loans and receivables:

	Company	
	2014 HK\$'000	2013 HK\$'000
Assets as per balance sheet		
Other receivables (Note 23)	105	105
Cash and cash equivalents (Note 24)	83	190
Amounts due from subsidiaries (Note 20)	989,619	908,144
Total	989,807	908,439

Other financial liabilities:

	Company	
	2014 HK\$'000	2013 HK\$'000
Liabilities as per balance sheet		
Other payables (Note 25)	198	197

22 INVENTORIES

	Group	
	2014 HK\$'000	2013 HK\$'000
Raw materials	187,784	196,373
Work in progress	5,868	12,336
Finished goods	159,787	109,117
	353,439	317,826

The cost of inventories recognised as expenses and included in cost of goods sold amounted to approximately HK\$1,717,570,000 (2013: HK\$1,289,265,000, restated).

Notes to the Consolidated Financial Statements

31st March 2014

23 TRADE AND OTHER RECEIVABLES

	Group		Company	
	2014 HK\$'000	2013 HK\$'000	2014 HK\$'000	2013 HK\$'000
Non-current				
Other receivables (<i>Note</i>)	58,414	–	–	–
Current				
Trade receivables	590,215	490,787	–	–
Prepayment, deposits and other receivables (<i>Note</i>)	42,609	32,967	105	105
	632,824	523,754	105	105
Total	691,238	523,754	105	105

Note:

As at 31st March 2014, other receivables included approximately HK\$73,755,000 consideration receivable from PVIG for the disposal of the corporate bond of Hydix (*Note* 18). A guarantee was granted by E Ink to cover the entire receivable amount as at 31st March 2014.

The credit terms given to customers vary and are generally based on the financial strength of individual customers. In order to manage the credit risks associated with trade receivables, credit evaluation of customers is performed periodically.

The fair values of the trade and other receivables approximate to their carrying amounts.

At 31st March 2014 and 2013, the ageing analysis of the trade receivables based on shipping terms is as follows:

	Group	
	2014 HK\$'000	2013 HK\$'000
0-30 days	242,495	99,483
31-60 days	68,062	89,240
61-90 days	130,335	100,115
Over 90 days	149,323	201,949
	590,215	490,787

As at 31st March 2014, trade receivables of HK\$50,755,000 (2013: HK\$34,693,000) were considered past due if measured strictly against the credit terms offered. The overdue sum is not considered as impaired since all of the overdue sum has been settled in April 2014.

Notes to the Consolidated Financial Statements

31st March 2014

23 TRADE AND OTHER RECEIVABLES (continued)

The credit quality of trade receivables that are neither past due nor impaired can be assessed by reference to historical information about counterparty default rates.

	Group	
	2014 HK\$'000	2013 HK\$'000
Counterparties without external credit rating		
– New Customers (less than 6 month)	–	4
– Customers (more than 6 months) with no defaults in the past	590,215	490,783
	590,215	490,787

The carrying amounts of the trade receivables are denominated in the following currencies:

	Group	
	2014 HK\$'000	2013 HK\$'000
USD	589,036	489,793
Canadian dollar	1,179	979
HKD	–	15
	590,215	490,787

As at 31st March 2014 and 2013, there was no provision for impairment of trade receivables. The other classes within trade and other receivables do not contain impaired assets.

The maximum exposure to credit risk at the reporting date is the carrying amount of each class of receivable mentioned above.

24 CASH AND CASH EQUIVALENTS

	Group		Company	
	2014 HK\$'000	2013 HK\$'000	2014 HK\$'000	2013 HK\$'000
Cash at bank and on hand	208,702	428,208	83	190
Short-term bank deposits	715,444	803,568	–	–
	924,146	1,231,776	83	190
Maximum exposure to credit risk	923,119	1,230,970	83	190

Notes to the Consolidated Financial Statements

31st March 2014

24 CASH AND CASH EQUIVALENTS (continued)

The cash and cash equivalents are denominated in the following currencies:

	Group		Company	
	2014 HK\$'000	2013 HK\$'000	2014 HK\$'000	2013 HK\$'000
HKD	38,056	72,543	83	190
USD	598,748	672,506	–	–
RMB	285,619	483,727	–	–
British pound	1,721	2,937	–	–
Others	2	63	–	–
	924,146	1,231,776	83	190

25 TRADE AND OTHER PAYABLES

	Group		Company	
	2014 HK\$'000	2013 HK\$'000	2014 HK\$'000	2013 HK\$'000
Trade payables	522,787	565,827	–	–
Other payables and accruals	53,056	41,240	198	197
	575,843	607,067	198	197

The carrying amounts of trade and other payables approximate to their fair values.

At 31st March 2014 and 2013, the ageing analysis of the trade payables based on invoice date is as follows:

	Group	
	2014 HK\$'000	2013 HK\$'000
0-30 days	486,240	524,085
31-60 days	23,517	24,477
61-90 days	10,087	13,924
Over 90 days	2,943	3,341
	522,787	565,827

Notes to the Consolidated Financial Statements

31st March 2014

25 TRADE AND OTHER PAYABLES (continued)

The carrying amounts of trade payables are denominated in the following currencies:

	Group	
	2014 HK\$'000	2013 HK\$'000
HKD	471,369	532,286
USD	51,186	29,660
Others	232	3,881
	522,787	565,827

26 BORROWINGS

	Group	
	2014 HK\$'000	2013 HK\$'000
Non-current		
Bank borrowings, unsecured (Note)	50,000	130,000
Current		
Bank borrowings, unsecured (Note)	80,000	70,000
Total borrowings	130,000	200,000

Note:

The bank borrowings are unsecured and are supported by corporate guarantees given by the Company (Notes 32 and 33). As at 31st March 2014 and 2013, the borrowings were denominated in HKD and interest bearing at a margin over Hong Kong Inter-bank Offer Rate.

The maturity of bank borrowings is as follows:

	Group	
	2014 HK\$'000	2013 HK\$'000
Within one year	80,000	70,000
In the second year	50,000	80,000
In the third year	–	50,000
	130,000	200,000

The carrying amounts of the bank borrowings approximate to their fair values.

The carrying amounts of the borrowings as at 31st March 2014 and 2013 are denominated in HKD.

Notes to the Consolidated Financial Statements

31st March 2014

27 SHARE CAPITAL AND SHARE OPTION SCHEME

	Company			
	2014		2013	
	Number of shares	HK\$'000	Number of shares	HK\$'000
Authorised:				
Ordinary shares of HK\$0.10 each	800,000,000	80,000	800,000,000	80,000
Issued and fully paid:				
Ordinary shares of HK\$0.10 each				
At 1st April and 31st March	580,093,720	58,009	580,093,720	58,009

On 21st August 2003, the Company adopted a share option scheme under which it may grant options to eligible persons, including employees and directors of the Group, to subscribe for shares of the Company.

On 11th May 2010 and 27th August 2010, totally 40,810,000 share options were granted to eligible persons. Details of the movements of the share options granted under the share option scheme during the year ended 31st March 2014 are as follows:

				Number of share options				
Name of participants	Date of grant	Exercise period	Exercise price per share HK\$	Outstanding	Granted during the year	Exercised during the year	Lapsed during the year	Outstanding as at 31st March 2014
				as at 1st April 2013				
Executive directors								
Mr. LEUNG Kai Ching, Kimen	11th May 2010	11th May 2010 to 20th August 2013	2.90	750,000	–	–	(750,000)	–
Mr. LEUNG Wai Sing, Wilson	11th May 2010	11th May 2010 to 20th August 2013	2.90	750,000	–	–	(750,000)	–
Mr. KUOK Kun Man, Andrew	11th May 2010	11th May 2010 to 20th August 2013	2.90	750,000	–	–	(750,000)	–

Notes to the Consolidated Financial Statements

31st March 2014

27 SHARE CAPITAL AND SHARE OPTION SCHEME (continued)

				Number of share options				
Name of participants	Date of grant	Exercise period	Exercise price per share HK\$	Outstanding as at 1st April 2013	Granted during the year	Exercised during the year	Lapsed during the year	Outstanding as at 31st March 2014
Independent non-executive directors								
Mr. LI Wah Ming, Fred	11th May 2010	11th May 2010 to 20th August 2013	2.90	250,000	–	–	(250,000)	–
Mr. LAU Wang Yip, Derrick	11th May 2010	11th May 2010 to 20th August 2013	2.90	500,000	–	–	(500,000)	–
				3,000,000	–	–	(3,000,000)	–
Substantial shareholder								
Mr. LEUNG Wai Lap, David	11th May 2010	11th May 2010 to 20th August 2013	2.90	750,000	–	–	(750,000)	–
				750,000	–	–	(750,000)	–
Senior management and employees								
Various	11th May 2010	11th May 2010 to 20th August 2013	2.90	10,068,000	–	–	(10,068,000)	–
Various	27th August 2010	27th August 2010 to 20th August 2013	3.08	100,000	–	–	(100,000)	–
				10,168,000	–	–	(10,168,000)	–
				13,918,000	–	–	(13,918,000)	–

Notes to the Consolidated Financial Statements

31st March 2014

28 RESERVES

	Group						
	Share premium HK\$'000	Capital redemption reserve HK\$'000	Exchange and other reserves HK\$'000	Staff compensation reserve HK\$'000	Revaluation surplus HK\$'000	Retained earnings HK\$'000	Total HK\$'000
At 1st April 2012	310,651	940	(657)	11,783	–	1,464,560	1,787,277
Comprehensive income							
Profit for the year	–	–	–	–	–	58,413	58,413
Fair value gain on transfer of owner- occupied property to investment property	–	–	–	–	58,074	–	58,074
Currency translation differences	–	–	39	–	–	–	39
Total comprehensive income	–	–	39	–	58,074	58,413	116,526
Transactions with owners							
2013 interim dividend	–	–	–	–	–	(17,403)	(17,403)
2012 final dividend	–	–	–	–	–	(17,403)	(17,403)
Total transactions with owners	–	–	–	–	–	(34,806)	(34,806)
At 31st March 2013	310,651	940	(618)	11,783	58,074	1,488,167	1,868,997
At 1st April 2013	310,651	940	(618)	11,783	58,074	1,488,167	1,868,997
Comprehensive income/(loss)							
Loss for the year	–	–	–	–	–	(19,099)	(19,099)
Currency translation differences	–	–	575	–	–	–	575
Total comprehensive income/(loss)	–	–	575	–	–	(19,099)	(18,524)
Transactions with owners							
2014 interim dividend	–	–	–	–	–	(17,403)	(17,403)
2013 final dividend	–	–	–	–	–	(34,806)	(34,806)
Total transactions with owners	–	–	–	–	–	(52,209)	(52,209)
At 31st March 2014	310,651	940	(43)	11,783	58,074	1,416,859	1,798,264

Notes to the Consolidated Financial Statements

31st March 2014

28 RESERVES (continued)

	Company					Total HK\$'000
	Share premium HK\$'000	Capital redemption reserve HK\$'000	Contributed surplus HK\$'000	Staff compensation reserve HK\$'000	Retained earnings HK\$'000	
At 1st April 2012	310,651	940	40,586	11,783	383,373	747,333
Comprehensive income						
Profit for the year	-	-	-	-	205,293	205,293
Transactions with owners						
2013 interim dividend	-	-	-	-	(17,403)	(17,403)
2012 final dividend	-	-	-	-	(17,403)	(17,403)
Total transactions with owners	-	-	-	-	(34,806)	(34,806)
At 31st March 2013	310,651	940	40,586	11,783	553,860	917,820
At 1st April 2013	310,651	940	40,586	11,783	553,860	917,820
Comprehensive income						
Profit for the year	-	-	-	-	133,569	133,569
Transactions with owners						
2014 interim dividend	-	-	-	-	(17,403)	(17,403)
2013 final dividend	-	-	-	-	(34,806)	(34,806)
Total transactions with owners	-	-	-	-	(52,209)	(52,209)
At 31st March 2014	310,651	940	40,586	11,783	635,220	999,180

Note:

The contributed surplus of the Company, which arose from a corporate reorganisation in November 1992, represents the difference between the nominal value of the Company's shares issued in exchange for the issued ordinary shares of Alco Investments (B.V.I.) Limited and the value of net assets of the underlying subsidiaries acquired as at 6th November 1992. Under the Companies Act 1981 of Bermuda (as amended), a company may not declare or pay a dividend, or make a distribution out of contributed surplus, if there are reasonable grounds for believing that (i) the company is, or would after the payment be, unable to pay its liabilities as they become due; or (ii) the realisable value of the company's assets would thereby be less than the aggregate of its liabilities and its issued share capital and share premium accounts. Otherwise the contributed surplus is distributable.

Notes to the Consolidated Financial Statements

31st March 2014

29 DEFERRED INCOME TAX

Deferred income tax is calculated in full on temporary differences under the liability method using a principal tax rate of 16.5% (2013: 16.5%).

Deferred income tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets against current tax liabilities and when the deferred income taxes relate to the same fiscal authority.

	Group	
	2014 HK\$'000	2013 HK\$'000
Deferred income tax assets to be recovered after more than 12 months	44,241	40,238
Deferred income tax liabilities to be settled after more than 12 months	(7,549)	(9,297)
Deferred income tax assets, net	36,692	30,941
After offset:		
Deferred income tax assets	36,692	31,708
Deferred income tax liabilities	–	(767)
Deferred income tax assets, net	36,692	30,941

The movement on the deferred income tax account is as follows:

Deferred income tax assets/(liabilities)	Group				
	Tax losses HK\$'000	Accelerated tax depreciation HK\$'000	Deferred development costs HK\$'000	Others HK\$'000	Total HK\$'000
At 1st April 2012	972	(13,627)	(531)	38,224	25,038
Credited/(charged) to consolidated income statement	3,228	4,719	442	(2,486)	5,903
At 31st March 2013	4,200	(8,908)	(89)	35,738	30,941
At 1st April 2013	4,200	(8,908)	(89)	35,738	30,941
Credited/(charged) to consolidated income statement	4,018	6,891	89	(3,684)	7,314
Disposal of a subsidiary (Note 30)	(2,113)	550	–	–	(1,563)
At 31st March 2014	6,105	(1,467)	–	32,054	36,692

Deferred income tax assets are recognised for tax losses carried forward to the extent that the realisation of the related tax benefit through future taxable profits is probable. The Group did not recognise deferred income tax assets of approximately HK\$2,673,000 (2013: HK\$7,035,000) in respect of tax losses amounting to approximately HK\$7,246,000 (2013: HK\$24,844,000) that can be carried forward against future taxable profit. Approximately HK\$377,000 (2013: HK\$8,532,000, restated) of the unrecognised tax losses have no expiry date and the remaining balance of HK\$6,869,000 (2013: HK\$16,312,000, restated) will be expired at various dates up to and including 2034 (2013: 2032).

Notes to the Consolidated Financial Statements

31st March 2014

30 DISCONTINUED OPERATION

During the year ended 31st March 2014, the Group completed its disposal of the entire interest in Alco Plastic Products Limited (the “APPL”), a wholly owned subsidiary of the Company, to one of the APPL’s directors at a cash consideration of HK\$3,000,000. Full consideration was received in February 2014. The principal activity of APPL was the manufacturing and selling of plastic products. Accordingly, the results of plastic products business together with the related loss on disposal have been presented as a discontinued operation in the consolidated financial statements for the year ended 31st March 2014.

(a) Analysis of the results of discontinued operation is as follows:

	Note	2014 HK\$'000	2013 HK\$'000
Revenue	5	78,990	97,551
Cost of goods sold		(95,099)	(102,486)
Gross loss		(16,109)	(4,935)
Selling expenses		(38)	(72)
Administrative expenses		(2,112)	(2,638)
Other operating expenses		(9,973)	(799)
Loss before income tax		(28,232)	(8,444)
Income tax credit		2,330	709
Loss after income tax		(25,902)	(7,735)
Loss on disposal of a subsidiary		(277)	–
Loss from discontinued operation attributable to equity holders of the Company		(26,179)	(7,735)

(b) Analysis of the expenses of discontinued operation is as follows:

	2014 HK\$'000	2013 HK\$'000
Cost of inventories	64,508	52,663
Depreciation of property, plant and equipment	2,508	3,578
Employee benefit expenses (including APPL’s directors’ emoluments)	22,116	23,000
Gain on disposal of property, plant and equipment	(793)	(35)
Operating lease rental in respect of land and buildings	1,367	2,166
Write-off/impairment of property, plant and equipment	3,748	2,248
Over provision of current income tax in prior year	–	(12)
Deferred income tax credit	(2,330)	(697)

Notes to the Consolidated Financial Statements

31st March 2014

30 DISCONTINUED OPERATION (continued)

(c) Analysis of the cash flows of discontinued operation is as follows:

	2014 HK\$'000	2013 HK\$'000
Net cash inflow from operating activities	43,496	4,625
Net cash inflow/(outflow) from investing activities	5,437	(4,719)
Net cash outflow from financing activities	(50,100)	–
Net cash outflow from discontinued operation	(1,167)	(94)

(d) Disposal of a subsidiary

	28th February 2014 HK\$'000
Net assets disposed of	
Property, plant and equipment	7,550
Deferred income tax assets	1,563
Trade and other current assets	4,148
Inventories	1,331
Cash and cash equivalents	72
Trade and other payables	(11,387)
	3,277
Consideration	3,000
Loss on disposal	(277)
Analysis of net cash flow in respect of the disposal of a subsidiary is as follows:	
Cash consideration received	3,000
Cash and cash balances disposed of	(72)
Total cash inflow from disposal	2,928

Notes to the Consolidated Financial Statements

31st March 2014

31 NOTE TO CONSOLIDATED STATEMENT OF CASH FLOWS

(a) Reconciliation of (loss)/profit before income tax to cash (used in)/generated from operations:

	Group	
	2014	2013
	HK\$'000	HK\$'000
(Loss)/profit before income tax including discontinued operation	(22,518)	42,042
Interest income	(21,764)	(18,117)
Interest expense on bank borrowings	3,830	3,835
Amortisation of intangible assets	8,883	13,156
Gain on disposal of property, plant and equipment	(6,008)	(3,600)
Depreciation of property, plant and equipment	35,468	43,056
Write-off/impairment of property, plant and equipment	3,750	16,854
Amortisation of leasehold land and land use rights	292	289
Fair value gain on investment properties	(16,160)	(78,458)
Exchange gain on loans and receivables	(6,186)	(1,694)
Impairment of available-for-sale financial assets	–	75,137
Impairment of goodwill	320	–
Loss on disposal of loans and receivables	11,946	–
Loss on disposal of available-for-sale financial assets	15,225	–
Operating profit before working capital changes	7,078	92,500
(Increase)/decrease in inventories	(36,425)	141,469
(Increase)/decrease in trade and other receivables	(98,444)	130,582
Decrease in trade and other payables	(27,983)	(114,076)
Cash (used in)/generated from operations	(155,774)	250,475

(b) In the consolidated statement of cash flows, proceeds from disposal of property, plant and equipment comprise:

	Group	
	2014	2013
	HK\$'000	HK\$'000
<i>Continuing and discontinued operations</i>		
Net book amount (Note 14)	8,403	8,464
Gain on disposal of property, plant and equipment	6,008	3,600
Proceeds from disposal of property, plant and equipment	14,411	12,064

Notes to the Consolidated Financial Statements

31st March 2014

32 BANKING FACILITIES

As at 31st March 2014, banking facilities of approximately HK\$1,596 million (2013: HK\$1,609 million) were granted by banks to the Group, of which HK\$130 million (2013: HK\$200 million) have been utilised by the Group (Note 26). All banking facilities were supported by corporate guarantees given by the Company and no facility is secured by charges over the use of certain assets of the Group (2013: Same).

33 FINANCIAL GUARANTEE

The Company provided guarantees in favour of certain banks to secure general banking facilities granted to certain of its subsidiaries (Note 26).

34 COMMITMENTS

(a) Capital commitments

	Group	
	2014 HK\$'000	2013 HK\$'000
Moulds, plant and machinery contracted but not provided for	2,377	11,681

(b) Operating lease commitments (as lessee)

The future aggregate minimum lease payments under non-cancellable operating leases in respect of land and buildings are as follows:

	Group	
	2014 HK\$'000	2013 HK\$'000
Not later than one year	35,613	22,066
Later than one year and not later than five years	139,574	139,721
Later than five years	366,381	352,380
	541,568	514,167

Notes to the Consolidated Financial Statements

31st March 2014

34 COMMITMENTS (continued)

(c) Operating lease commitments (as lessor)

The Group leases various properties under non-cancellable operating lease agreements. The leases have varying terms, escalation clauses and renewal rights.

The future aggregate minimum lease rental receivables under non-cancellable operating leases in respect of land and buildings are as follows:

	Group	
	2014 HK\$'000	2013 HK\$'000
Not later than one year	7,680	5,560
Later than one year and not later than five years	5,264	5,863
	12,944	11,423

The lease terms are from one to three years.

35 BUSINESS COMBINATION

On 25th April 2013, the Group acquired a 75% equity interest in EV Partnership Limited ("EV Partnership"), a company engaged in design of electric bicycles, at a cash consideration of HK\$414,000 in order to expand its business. The Group has obtained control and consolidated the results of EV Partnership from 25th April 2013 onwards. The carrying value of the identified net assets of EV Partnership at acquisition date approximated its fair value.

The following table summarises the consideration paid for EV Partnership, the fair value of assets acquired, liabilities assumed and the non-controlling interest at the acquisition date:

	2014 HK\$'000
Total consideration	414
Net assets acquired	
Inventories	519
Cash and cash equivalents	88
Other current assets	19
Other current liabilities	(501)
	125
Non-controlling interest	(31)
Goodwill	320
	414
The analysis of net cash flow in respect of acquisition of a subsidiary is as follows:	
Cash consideration paid	(414)
Cash and cash balances acquired	88
Total cash outflow from acquisition	(326)

Notes to the Consolidated Financial Statements

31st March 2014

35 BUSINESS COMBINATION *(continued)*

The revenue included in the consolidated income statement since 25th April 2013 contributed by EV Partnership was HK\$59,000. EV Partnership contributed loss of HK\$1,534,000 over the same period.

36 PRINCIPAL SUBSIDIARIES

As at 31st March 2014, the Company held interests in the following principal subsidiaries:

Name	Place of incorporation/ establishment	Issued and fully paid share capital/ registered capital	Percentage of equity held by the Company		Principal activities
			Direct	Indirect	
Alco Investments (B.V.I.) Limited	British Virgin Islands	Ordinary US\$50,000	100	–	Investment holding and provision of management services to its subsidiaries
Advance Packaging Limited	Hong Kong	Ordinary HK\$500,000	–	100	Property investment
Alco Digital Devices Limited	Hong Kong	Ordinary HK\$1,000,000	–	100	Software development
Alco Electronics Limited	Hong Kong	Ordinary HK\$1,000 Non-voting deferred HK\$5,000,000	–	100	Design, manufacture and sale of consumer electronic products
Alco Electronics (Dongguan) Limited ¹	The PRC	Registered capital HK\$120,000,000	–	100	Manufacture of consumer electronic products
Alco Electronics (Shenzhen) Limited ¹	The PRC	Registered capital HK\$25,000,000	–	100	Provision of design and logistic services to group companies
Alco International Limited	Hong Kong	Ordinary HK\$500,000	–	100	Trading of consumer electronic products
Vdiobox Limited	Hong Kong	Ordinary HK\$1,000,000	–	100	Trading of consumer electronic products

Note:

1. Represents a wholly foreign owned enterprise.

The above table lists out the principal subsidiaries of the Company as at 31st March 2014 which, in the opinion of the directors, principally affected the results for the year or formed a substantial portion of the net assets of the Group. To give details of other subsidiaries would, in the opinion of the directors, result in particulars of excessive length.

Principal Properties

31st March 2014

Principal properties held for investment purposes

Location	Lot number	Existing use	Lease term
Workshops A to J, on 7th Floor of Block 1, Kwai Tak Industrial Centre, Nos. 15-33 Kwai Tak Street, Kwai Chung, New Territories, Hong Kong	Kwai Chung Town Lot Nos. 322, 323 and 324	Industrial rental	Medium term
Lot Nos. 593 and 595 in Demarcation District No. 106, Off Kam Sheung Road, Ng Ka Tsuen, Kam Tin, Yuen Long, New Territories, Hong Kong	Lot Nos. 593 and 595 in Demarcation District No. 106	Industrial rental	Medium term
5th Floor, Zung Fu Industrial Building, 1067 King's Road, Quarry Bay, Hong Kong	Sub-section 2 of Section E of Quarry Bay Marine Lot No. 2 and the Extension thereto	Industrial rental	Long term
9th Floor, Zung Fu Industrial Building, 1067 King's Road, Quarry Bay, Hong Kong	Sub-section 2 of Section E of Quarry Bay Marine Lot No. 2 and the Extension thereto	Industrial rental	Long term

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 as follows:

	2014 HK\$'000	2013 HK\$'000 (Restated)	2012 HK\$'000 (Restated)	2011 HK\$'000 (Restated)	2010 HK\$'000 (Restated)
Revenue	2,291,141	1,865,778	2,768,538	3,081,106	3,998,776
(Loss)/profit attributable to equity holders of the Company	(19,099)	58,413	80,136	273,992	248,602
Total assets	2,561,764	2,734,840	2,774,239	2,949,745	2,762,116
Total liabilities	(705,843)	(807,834)	(928,953)	(1,010,746)	(999,353)
Total equity	1,855,921	1,927,006	1,845,286	1,938,999	1,762,763



ALCO HOLDINGS LIMITED

股份代號：328 Stock Code: 328

ANNUAL REPORT 2014 年報



目錄

	頁碼
公司資料	2
財務摘要	3
主席報告	4 – 7
董事及高級管理人員履歷	8 – 9
企業管治報告	10 – 14
董事會報告	15 – 23
獨立核數師報告	24 – 25
綜合損益表	26 – 27
綜合全面損益表	28
綜合資產負債表	29 – 30
資產負債表	31
綜合權益變動表	32
綜合現金流量表	33
綜合財務報表附註	34 – 98
主要物業	99
五年財務概要	100

公司資料

董事

梁劍文先生(主席)
梁偉成先生
郭冠文先生
梁偉明先生
廖立民先生
李華明先生，銀紫荊星章、太平紳士*
劉宏業先生*
李德志先生*

* 獨立非執行董事

公司秘書

郭冠文先生

主要往來銀行

恒生銀行有限公司
中國銀行(香港)有限公司
中國工商銀行(亞洲)有限公司
星展銀行(香港)有限公司
三菱東京UFJ銀行

核數師

羅兵咸永道會計師事務所

本公司法律顧問

金杜律師事務所

百慕達法律顧問

Conyers, Dill & Pearman

註冊辦事處

Clarendon House
2 Church Street
Hamilton HM11
Bermuda

總辦事處及主要營業地點

香港
鰂魚涌
英皇道1067號
仁孚工業大廈11樓

主要過戶登記處

Codan Services Limited
Clarendon House
2 Church Street
Hamilton HM11
Bermuda

香港過戶登記處

卓佳雅柏勤有限公司
香港
皇后大道東183號
合和中心22樓

網址

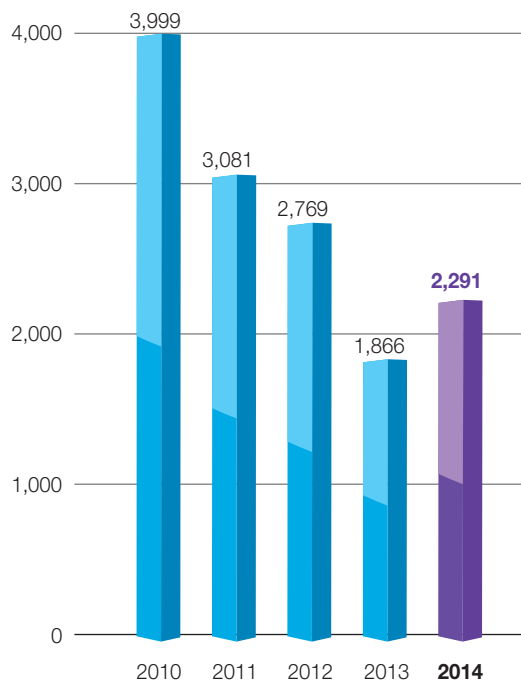
<http://www.alco.com.hk>

股份代號

328

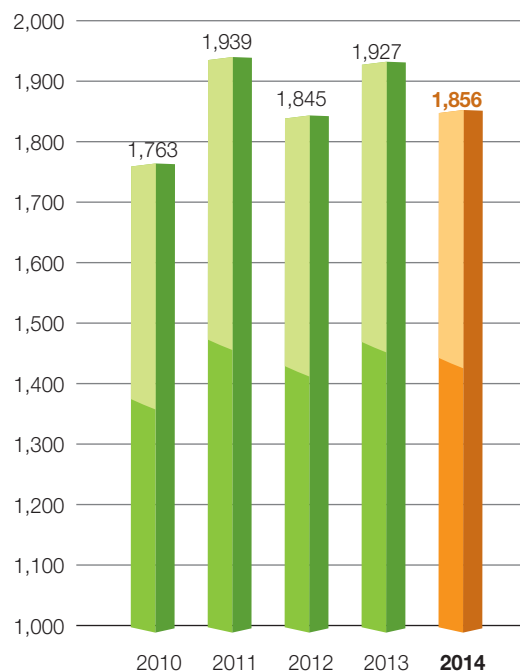
營業額

(百萬港元)



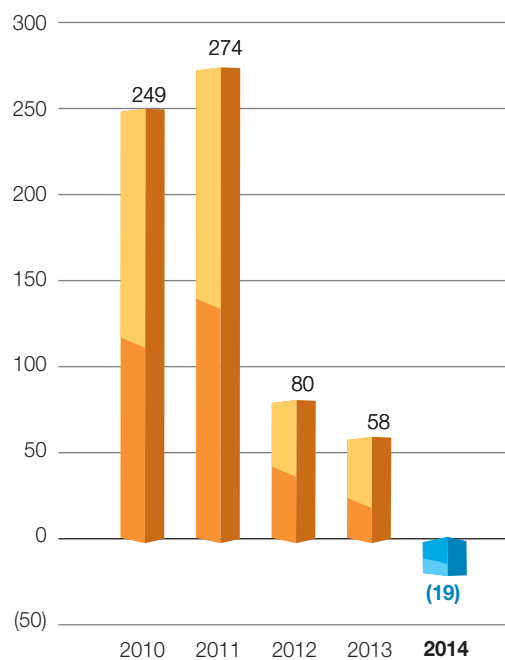
股東權益

(百萬港元)

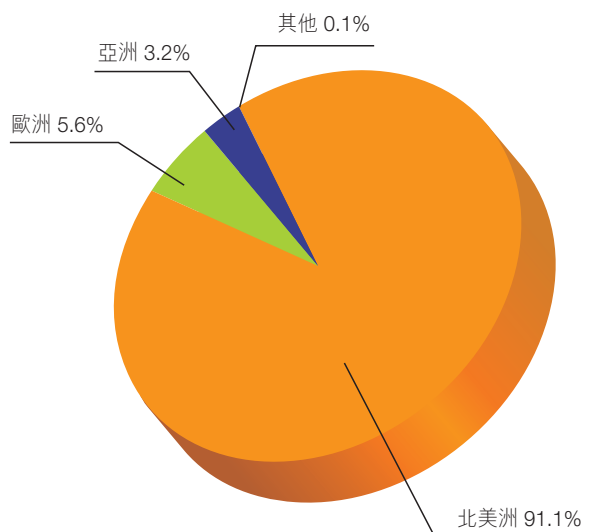


股東應佔溢利／(虧損)

(百萬港元)



於二零一四年按地區分類之營業額



主席報告



集團業績及股息

本人謹代表董事會宣佈Alco Holdings Limited (「本公司」) 及其附屬公司 (統稱「本集團」) 於截至二零一四年三月三十一日止年度的財務業績。



於本報告年度，本集團錄得營業額23億港元(二零一三年：19億港元)，按年上升23%。股東應佔虧損為1千9百萬港元(二零一三年：股東應佔溢利5千8百萬港元)，錄得虧損主要由於(i)塑膠業務表現不理想及該業務之終止；(ii)東莞廠房之搬遷；及(iii)生產成本上升所致。

董事會維持派發穩定的股息。因此，董事會建議派付末期股息每股4港仙(二零一三年：6港仙)，連同早前已派付的中期股息每股3港仙，本財政年度派發的股息總額為每股7港仙(二零一三年：9港仙)。

末期股息將於二零一四年九月十二日派付予本集團股東，惟須經股東於應屆股東週年大會批准作實。





業務回顧

儘管美國於最近財政年度顯示復甦跡象，但本集團部分客戶仍然非常審慎，趨向於最後一刻方進行採購，以盡量減低存貨量。此舉對本集團的生產安排及人力資源均帶來額外壓力，導致出現更多超時工作，從而增加勞工成本，情況於本財政年度上半年尤甚。此外，本集團於二零一三年七月把生產工序遷至厚街鎮新廠房令生產效率下降，但生產效率於本年底已回復正常。

雖然遷移生產工序令生產效率短暫下降，但此舉對緩和因技術工人短缺而不斷上升的勞工成本甚為重要。未來，隨著新廠房的效率提升，本集團將更能控制有關成本，同時精簡營運程序。

生產效率對本集團的發展固然重要，但持續推出具吸引力的產品以把握市場趨勢及開拓新收入來源亦不能忽視。本集團於此方面具有良好往績記錄，例如早前推出了嶄新互聯網相關設備娛樂產品系列，配備使用藍芽技術的無線鍵盤。憑藉與著名消費電子品牌的穩固關係，本集團於下半年開始生產上述具吸引力的產品，並獲得市場良好的反應。本集團的高價值條型音箱系統(sound bar system)及揚聲底座系統(sound stand system)亦為其帶來穩定收入來源，這些產品能提高音響質素，並與現今眾多平板電視完美配合，特別適合追求高質素影音娛樂體驗的消費者。

本集團的全新及現有產品為其帶來營業額增長，但本集團亦瞭解持續檢討及調整產品組合的重要性。故此，管理層持續檢視現有產品系列，包括DVD播放機及藍光播放機，並考慮到競爭、消費者需求及利潤率水平等因素，在適當時候把若干款式淘汰，令本集團更有效管理產品，開發及更新該等具增長潛力的產品。



主席報告



展望

儘管全球經濟看似漸漸從過去數年的逆境中改善，惟主要大國政府為維持增長而採取的措施，可能會構成更多挑戰。管理層亦會繼續面對競爭激烈、勞工成本上漲及生產支出進一步上升等問題。縱然如此，由於本集團擁有穩健基礎、先進基建及具吸引力的產品，因此相比眾多同業對手更能應對未來的障礙。

至於提供具吸引力的產品方面，憑藉本集團在智能手機配件市場的專業知識，旗下互聯網相關娛樂產品於今年表現尤其卓越。鑑於此新業務帶來的龐大機遇，本集團於來年將加大力度擴充該產品系列，尤其是更高增值的無線配件如藍芽 scratch pad、藍芽 stylus

等等。本集團亦會加強重點發展表現同樣出色的其他產品，例如高價值條型音箱系統及揚聲底座系統，以確保該等產品繼續為本集團帶來合理回報。

為迎合最新消費潮流，本集團需要不斷推陳出新，隨著位於厚街鎮的新廠房全面運作，本集團現可以更有效地開發及更新產品組合。一如所述，新廠房不僅令本集團增加靈活性，同時提高效率、劃一質量管理以及減低對技術勞工的依賴，以防御成本上漲。



充裕的現金狀況是本集團的優勢之一。由於充足的流動資金能為本集團於不穩市況中提供保護，亦有助本集團開拓商機以吸引新業務夥伴，因此本集團將致力繼續加強這重要根基。為此，管理層將密切監控存貨及應收賬，以便立即因時制宜作出應對。

憑藉經驗豐富及值得信賴的管理層及積極主動的員工，本集團著力爭取長期持續增長。

致謝

本人藉此機會謹代表董事會對Alco全體管理層及各員工的竭力服務和辛勤工作表示感謝，亦特此向本集團的所有業務夥伴、股東及客戶長久以來的支持致衷心謝意。

主席
梁劍文

香港，二零一四年六月二十六日





董事及高級管理人員履歷

執行董事

梁劍文先生，81歲，為本集團之創辦人兼主席。梁先生在香港之電子業擁有超過47年經驗，為該行業之先驅之一。彼對電子業有深厚認識，負責制訂本集團之整體策略與發展。

梁偉成先生，54歲，本集團主席之兒子，於一九八五年加入本集團，為本集團之行政總裁，並全面負責本集團之整體策略及監督業務運作。彼持有加拿大Queen's University之電氣工程理學碩士學位。

郭冠文先生，60歲，於一九九零年加入本集團，現為本集團之公司秘書兼董事。彼持有工商管理學碩士學位，於跨國機構中擁有超過37年之財務及會計經驗。

梁偉明先生，45歲，為本集團主席之兒子。彼於一九九三年加入本集團及於二零一三年十月獲委任為執行董事。彼於電子產品領域有逾21年的經驗並負責監督本集團的採購職能。

廖立民先生，42歲，於二零零五年加入本集團及於二零一三年十月獲委任為執行董事。彼持有加拿大多倫多大學學士學位，亦為香港會計師公會及特許公認會計師公會資深會員。彼在審計及會計方面積逾19年經驗。

獨立非執行董事

李華明先生，銀紫荊星章、太平紳士，59歲，於一九九二年加入本集團，為一間顧問公司之董事。彼持有加拿大University of Waterloo文學士學位及加拿大多倫多大學社會工作碩士學位。

劉宏業先生，53歲，於二零零零年加入本集團，為一家金融機構之行政總裁。彼持有會計學管理理學碩士學位，於投資銀行方面擁有深厚資歷。彼亦為中怡精細化工集團有限公司（一間於聯交所上市的公司）的獨立非執行董事。

李德志先生，59歲，於二零一一年十一月加入本集團，為香港理工大學設計學院副院長（對外關係）及教授。彼亦擔任汽車零部件研究及發展中心有限公司董事局成員。



董事及高級管理人員履歷

高級管理人員

梁偉立先生，53歲，本集團主席之兒子，於二零零五年加入本集團，現為本集團高級銷售經理，監管本集團產品及服務於北美之銷售及市場營銷。

葉永成先生，銅紫荊星章、榮譽勳章、太平紳士，56歲，於一九七三年加入本集團。彼為本集團的總經理及負責監管東莞工廠的整體營運。彼於消費電子產品領域有逾30年的經驗。

企業管治報告

企業管治常規

本公司已遵守香港聯合交易所有限公司證券上市規則(「上市規則」)附錄十四所載企業管治守則及企業管治報告(「守則」)載列之所有適用之守則條文。

董事會

董事會負責作出本集團有關業務及策略之決定並監察管理人員之表現。

董事會於截至二零一四年三月三十一日止年度舉行四次會議。各董事之出席率載列如下：

董事會成員	出席／合資格出席
執行董事	
梁劍文先生	3/4
梁偉成先生	4/4
郭冠文先生	4/4
梁偉明先生(於二零一三年十月十五日獲委任)	2/2
廖立民先生(於二零一三年十月十五日獲委任)	2/2
獨立非執行董事	
李華明先生	4/4
劉宏業先生	4/4
李德志先生	4/4

本公司已收到三位獨立非執行董事根據上市規則第3.13條所呈交有關其獨立性之年度確認函。董事會已評估彼等之獨立性，結論為所有獨立非執行董事均具獨立身份。

主席及行政總裁

梁劍文先生為主席，而梁偉成先生為行政總裁。

董事之委任及重選

梁偉成先生、梁偉明先生及廖立民先生將於應屆股東週年大會告退，惟符合資格並願重選／選舉。

董事進行證券交易的標準守則

本公司已採納上市規則附錄十所載列之上市公司董事進行證券交易的標準守則（「標準守則」），作為本公司董事進行證券交易時本身之行為守則。經特別向董事作出查詢後，所有董事確認，彼等於截至二零一四年三月三十一日止十二個月已遵守載列於標準守則之規定標準及其有關董事進行本公司證券交易之行為守則。

薪酬委員會

本公司已根據守則條文之規定設立薪酬委員會，並以書面列明職權範圍。

薪酬委員會目前均由獨立非執行董事組成，分別為劉宏業先生（薪酬委員會主席）、李華明先生及李德志先生。

薪酬委員會之主要職責為就董事及高級管理人員之薪酬政策及結構提出建議並根據公司之目標及目的審議及批准董事及高級管理人員之薪酬。現有薪酬包括基本薪金、根據表現酌情發放之花紅及附帶福利。就本年度而言，薪酬委員會認為，薪酬為公平並與市場行情一致。

薪酬委員會於截至二零一四年三月三十一日止年度舉行一次會議，委員會各成員出席率如下：

薪酬委員會成員	出席／合資格出席
劉宏業先生	1/1
李華明先生	1/1
李德志先生	1/1

企業管治報告

審核委員會

審核委員會目前均由獨立非執行董事組成，分別為劉宏業先生（審核委員會主席）、李華明先生及李德志先生。

審核委員會已與管理層審閱本集團採納之會計原則及慣例，並討論有關內部控制及財務呈報各事項，包括審閱本集團截至二零一四年三月三十一日止年度之財務報表。

審核委員會於截至二零一四年三月三十一日止年度舉行兩次會議，委員會各成員出席率如下：

審核委員會成員	出席／合資格出席
劉宏業先生	2/2
李華明先生	1/2
李德志先生	2/2

提名委員會

本公司已根據守則條文之規定設立提名委員會，並以書面列明職權範圍。

提名委員會目前包括梁劍文先生（提名委員會主席）、梁偉成先生、李華明先生、劉宏業先生以及李德志先生。

提名委員會之主要職責為檢討董事會之架構、人數及組成，物色具備合適資格可擔任董事的人士，並挑選提名有關人士出任董事或就此向董事會提供意見。此外，提名委員會已採納董事會多樣化政策，董事會成員多樣化可通過考慮若干因素，包括但不限於性別、年齡、文化及教育背景、技能、知識及專業經驗取得。以上各方面將於有必要篩選董事會成員時進行考慮。

提名委員會於截至二零一四年三月三十一日止年度舉行一次會議，委員會各成員出席率如下：

提名委員會成員	出席／合資格出席
梁劍文先生	1/1
梁偉成先生	1/1
李華明先生	1/1
劉宏業先生	1/1
李德志先生	1/1

董事及核數師有關財務報表之責任

董事確認其負責編製本集團財務報表。編製財務報表時，已採納香港財務報告準則，已貫徹使用並應用適當之會計政策並且作出合理及審慎判斷及估計。董事會並不知悉有涉及可能對本集團之持續經營能力產生重大疑問之事件或情況之任何重大不明朗因素。故此，董事會在編製財務報表時繼續採納持續經營基準。

核數師之責任載列於獨立核數師報告。

核數師酬金

截至二零一四年三月三十一日止年度，支付本公司核數師羅兵咸永道會計師事務所之酬金載列如下：

所提供服務	已支付／應付費用 千港元
審計有關服務	2,280
非審計有關服務	
稅務服務	5,337

董事培訓

於回顧年度，所有董事均已參加與業務發展及監管更新相關之專業培訓。所有董事均已向本公司提供彼等於財政年度內之培訓記錄。

內部控制

董事會負責本集團之內部控制制度。董事會要求管理層建立及維持健全及有效之內部控制，涵蓋所有重要監控，包括財務、營運及合規及風險管理職能。董事會及審核委員會認為，本集團內部審核及會計職能之員工資源、資格及經驗屬充足。

股東通訊

為使股東及潛在投資者作出查詢及在知情情況下提供意見，本公司已制定股東通訊政策，當中載列股東及潛在投資者與本公司的通訊方式。

股東及潛在投資者可透過電子郵件寄至 investor.enquiry@alco.com.hk、傳真至 (852) 2597 8700 或郵寄至香港鰂魚涌英皇道 1067 號仁孚工業大廈 11 樓，向本公司公司秘書發出書面查詢。



企業管治報告

股東召開股東特別大會

根據本公司的細則，持有不少於本公司繳足股本十分之一的股東可向董事會或公司秘書遞交一份由股東簽署的書面要求（寄至本公司主要營業地點香港鰂魚涌英皇道1067號仁孚工業大廈11樓）申請由董事會召開股東特別大會以處理該申請所述任何跟業務相關的事項。

結論

董事會認為，良好的企業管治可保障有效之資源配置並保護股東權益。管理層將努力維持、加強並改善本集團之企業管治水平及質素。

董事會謹此提呈董事會報告連同截至二零一四年三月三十一日止年度之經審核財務報表。

主要業務及分類分析

本公司之主要業務為投資控股，其附屬公司之業務載列於綜合財務報表附註36。

本集團按產品及地區分類之年度表現分析載列於綜合財務報表附註5。

業績及分派

本集團於本年度之業績載列於第26及27頁之綜合損益表。

董事會已宣派中期股息每股普通股3港仙，合共17,403,000港元。

董事會建議派發末期股息每股普通股4港仙，合共23,204,000港元。

流動資金及財務資源

於二零一四年三月三十一日，本集團之總權益及每股總權益分別約為18億5千6百萬港元(二零一三年：19億2千7百萬港元)及3.20港元(二零一三年：3.32港元)。

本集團保持穩健財務狀況。於二零一四年三月三十一日，本集團之現金及存款為9億2千4百萬港元。於扣除銀行貸款1億3千萬港元後，本集團之淨現金為7億9千4百萬港元。本集團擁有充足的流動資金以應付日後的營運資金需求。

本集團於二零一四年三月三十一日的存貨為3億5千3百萬港元(二零一三年：3億1千8百萬港元)。本集團將審慎監察存貨水平，尤以現時存有不明朗因素的環境下為甚。

於二零一四年三月三十一日，應收貿易賬款結餘為5億9千萬港元(二零一三年：4億9千1百萬港元)。由於本集團採取與信譽良好的客戶交易及審慎的信貸政策，故信貸風險保持最低。

於二零一四年三月三十一日，應付貿易賬款結餘為5億2千3百萬港元(二零一三年：5億6千6百萬港元)。

於二零一四年三月三十一日，本集團已獲授銀行信貸額為15億9千6百萬港元(二零一三年：16億零9百萬港元)，其中已經動用之數額為1億3千萬港元(二零一三年：2億港元)。於已動用之信貸額中，8千萬港元須於第一年內償還，而5千萬港元須於第二年償還。

年內，於固定資產之資本開支為1億1千9百萬港元(二零一三年：2千6百萬港元)。於二零一四年三月三十一日，本集團就模具、廠房、機器及翻新之已訂約但未撥備資本承擔為2,377,000港元(二零一三年：11,681,000港元)。此外，本集團之生產設施已於本財政年度搬遷至位於厚街鎮之新廠房。我們的翻新及搬遷成本約為9千3百萬港元。

董事會報告

在聯繫匯率制度下，本集團所承擔之有關貿易外匯風險有限，原因為本集團幾乎所有的銷售、採購及借貸均以美元及港元為貨幣單位。本集團遵守不涉及貨幣投機活動之政策，於報告財政年度並未就投機活動錄得任何損益。

為對人民幣潛在升值所帶來的成本影響提供一個自然對沖，本集團已透過投資於以人民幣計值的存款及債券對其現金組合進行分散投資。於二零一四年三月三十一日，有關款項為人民幣2億2千6百萬元。

僱員

於二零一四年三月三十一日，本集團於香港及中國聘用約2,900名(二零一三年：3,000名)僱員。薪酬方案一般參考市場條款及個人資歷釐定。薪酬及工資通常每年根據表現評價及其他有關因素檢討。本集團亦向所有合資格員工提供包括醫療保險、公積金及教育補貼等其他福利。

主要供應商及客戶

本集團截至二零一四年三月三十一日止年度主要供應商及客戶所佔之採購額及銷售額佔總採購額及銷售額之百分比如下：

採購額

—最大供應商	25%
—五大供應商合計	39%

銷售額

—最大客戶	71%
—五大客戶合計	95%

各董事、彼等之聯繫人士或股東(據董事會所知擁有本公司股本5%以上者)於年內任何時候概無持有上述主要供應商或客戶之權益。

儲備

本年度本集團及本公司儲備之變動情況載列於綜合財務報表附註28。

捐款

年內本集團用於慈善及其他捐款款項為40,000港元。

物業、廠房及設備

本集團物業、廠房及設備之變動詳情載列於綜合財務報表附註 14。

主要物業

本集團持作投資用途之主要物業詳情載列於第 99 頁。

股本

本公司股本之變動詳情載列於綜合財務報表附註 27。

可供分派儲備

本公司於二零一四年三月三十一日之可供分派儲備約為 675,806,000 港元（二零一三年：594,446,000 港元），包括保留溢利及繳入盈餘。

五年財務概要

本集團最近五個財政年度之業績以及資產與負債概要載列於第 100 頁。

購買、出售或贖回證券

於截至二零一四年三月三十一日止年度，本公司於香港聯合交易所有限公司以代價 72,800 港元購回合共 56,000 股本公司普通股。全部 56,000 股購回股份已於年結日後註銷。購回詳情如下：

購回月份	購回股份總數	每股股份價格		總代價 港元
		最高 港元	最低 港元	
二零一四年三月	56,000	1.30	1.30	72,800

購回乃為本公司及其股東的整體利益而作出，以提高每股資產淨值及改善本公司每股盈利或虧損。

除上文所披露者外，截至二零一四年三月三十一日止年度，本公司及其任何附屬公司概無購買或出售本公司任何股份，本公司亦無於同一財政年度贖回其任何股份。

董事會報告

銀行貸款及其他借貸

於二零一四年及二零一三年三月三十一日本集團之銀行借貸之分析載列如下：

	銀行借貸	
	二零一四年 千港元	二零一三年 千港元
一年內	80,000	70,000
於第二年	50,000	80,000
於第三年	—	50,000
	130,000	200,000

主要附屬公司

本公司於二零一四年三月三十一日之主要附屬公司詳情載列於綜合財務報表附註36。

退休福利計劃

本集團退休福利計劃詳情載列於綜合財務報表附註8。

董事

本年度之董事如下：

梁劍文先生
梁偉成先生
郭冠文先生
梁偉明先生(於二零一三年十月十五日獲委任)
廖立民先生(於二零一三年十月十五日獲委任)
李華明先生，銀紫荊星章、太平紳士¹
劉宏業先生¹
李德志先生¹

¹ 獨立非執行董事

根據本公司細則第87(1)條及86(2)條，梁偉成先生、梁偉明先生及廖立民先生將於應屆股東週年大會告退，惟符合資格並願重選／選舉。

董事之服務合約

於二零一三年十月十五日，兩名新獲委任董事各自與本公司訂立三年期之服務合約，該等合約一直有效至其中一方對對方發出不少於三個月之書面通知為止。

於二零一三年四月一日，其他執行董事各自與本公司訂立三年期之服務合約，該等合約一直有效至其中一方對對方發出不少於三個月之書面通知為止。

於二零一一年十一月七日，各獨立非執行董事與本公司訂立三年期之服務合約，該等合約一直有效至其中一方對對方發出不少於兩個月之書面通知為止。

董事及高級管理人員履歷

董事及高級管理人員履歷詳情載列於第8及9頁。

董事於合約中之權益

於年終或年內任何時間，本公司或其任何附屬公司概無訂立任何對本集團業務有重大影響且本公司之董事直接或間接在其中佔有重大權益之合約。

董事於競爭業務之權益

本公司董事概無於對本集團業務構成競爭或可能構成競爭之業務中擁有權益。

董事會報告

董事及最高行政人員於本公司或任何相聯法團之股份、相關股份及債券中之權益及淡倉

(a) 本公司每股面值0.10港元普通股中之好倉

於二零一四年三月三十一日，本公司各董事及最高行政人員於本公司及其相聯法團（按證券及期貨條例（「證券及期貨條例」）所定義者）股份、相關股份及債券中擁有須記入本公司根據證券及期貨條例第XV部第352條存置之登記冊內之權益及淡倉，或根據上市公司董事進行證券交易的標準守則（「標準守則」）須知會本公司及香港聯合交易所有限公司（「聯交所」）之權益及淡倉如下：

	持有股份數目			佔本公司 已發行股本 之百分比
	個人權益	法團權益	總計	
梁劍文先生	20,150,000	225,911,400 (附註)	246,061,400	42.42%
梁偉成先生	45,390,000	—	45,390,000	7.82%
郭冠文先生	752,000	—	752,000	0.13%
梁偉明先生	1,144,000	—	1,144,000	0.20%
李華明先生	260,000	—	260,000	0.04%

附註：

此等股份由在英屬處女群島註冊成立之有限公司 Shundean Investments Limited 擁有。梁劍文先生是該公司之唯一股東。

董事及最高行政人員於本公司或任何相聯法團之股份、相關股份及債券中之權益及淡倉 (續)

(b) 本公司相關股份內之好倉

除「購股權計劃」一節披露者外，在本年度內本公司或其任何附屬公司概無參與任何安排，致使董事或最高行政人員或其配偶或十八歲以下子女可藉購入本公司或任何其他法人團體之股份或債券而獲益。

除上文所披露者及梁劍文先生代本集團以信託形式持有本公司屬下在香港註冊成立之若干附屬公司一股普通股以外，於二零一四年三月三十一日本公司董事及最高行政人員概無於本公司及其相聯法團之股份、相關股份或債券中，擁有本公司根據證券及期貨條例或其他規定須予披露，或根據標準守則須知會本公司及聯交所之任何權益或淡倉。

主要股東於本公司股份及相關股份中之權益及淡倉

根據證券及期貨條例第XV部第336條存置之主要股東名冊顯示，於二零一四年三月三十一日，本公司已知會以下擁有本公司已發行股本5%或以上主要股東權益及淡倉。該等權益並無計入以上披露有關董事及最高行政人員之權益內。

名稱	持股身份	股份數目－ 好倉	佔本公司已發行 股本之百分比
Shundean Investments Limited	實益擁有人	225,911,400 (附註i)	38.94%
Webb David Michael	實益擁有人	40,397,400	6.96%
DJE Investment S.A.	投資經理	35,092,000 (附註ii)	6.05%
DJE Kapital AG	投資經理	35,092,000 (附註ii)	6.05%
Dr. Jens Alfred Karl Ehrhardt	投資經理	35,092,000 (附註ii)	6.05%
梁偉立	實益擁有人	34,828,190	6.00%

董事會報告

主要股東於本公司股份及相關股份中之權益及淡倉 (續)

附註：

- (i) 該等股份由在英屬處女群島註冊成立之有限公司 Shundean Investments Limited 擁有，而梁劍文先生是該公司之唯一股東。
- (ii) 該等股份由 DJE Investment S.A. 持有，而 DJE Investment S.A. 由 DJE Kapital AG 控制，而 DJE Kapital AG 由 Dr. Jens Alfred Karl Ehrhardt 控制。

除於上文披露者外，根據本公司按證券及期貨條例第XV部第336條存置之登記冊，於二零一四年三月三十一日，除列於上文「董事及最高行政人員於本公司或任何相聯法團之股份、相關股份及債券中之權益及淡倉」一節載列之權益外，並無任何人士(本公司董事除外)於本公司之股份或相關股份中擁有任何權益或淡倉。

購股權計劃

於二零零三年八月二十一日舉行之股東特別大會上，本公司股東批准終止本公司於一九九二年十一月六日採納之購股權計劃(該計劃於二零零二年十一月五日期滿)，並批准採納新購股權計劃(「該計劃」)。該計劃從採納當天起計十年期內有效，及已於二零一三年八月二十日到期。

根據該計劃，本公司可向本公司或其任何附屬公司之董事及員工授出購股權以認購本公司股份，以作獎勵之用。

根據所有購股權計劃授出及尚未行使之購股權在悉數行使時可予發行之股份數目，最多不得超過本公司不時已發行股份之30%。

所有根據該計劃授出之購股權在悉數行使時可予發行之股份數目，不得超過採納日期當日本公司已發行股份之10%。

於任何十二個月期間內授予個別承授人之購股權總數，不得超過本公司已發行股份之1%。

根據購股權而必須認購股份之期間為董事會決定之任何期間，此期間為授出有關購股權之日起計十年或該計劃期滿日之較早者。

購股權之認購價不得低於以下各項中之較高者(i)於授出日期股份於聯交所之收市價；(ii)在緊接授出日期前五個交易日股份於聯交所之平均收市價；及(iii)股份的面值。

購股權承授人須向本公司繳付1港元以接納購股權。

自採納該計劃起，本公司已授出40,810,000份購股權。詳情已載列於綜合財務報表附註27。

管理合約

本年度並無訂立或存在有關本公司整體或任何主要部分業務管理及行政事宜之合約。

優先購買權

本公司細則概無優先購買權之規定，儘管百慕達法例並無對有關權利施加限制。

企業管治

本公司一直保持高水平之企業管治常規。本公司採納之企業管治常規之詳情載列於第 10 至 14 頁企業管治報告。

審核委員會

審核委員會已與管理層審閱本集團採納之會計原則及慣例，並討論有關內部控制及財務呈報各事項，包括審閱本集團截至二零一四年三月三十一日止年度之財務報表。

審核委員會目前由本公司三名獨立非執行董事組成，分別為李華明先生，*銀紫荊星章*，*太平紳士*、劉宏業先生及李德志先生。

充足公眾流通量

根據可公開獲得以及董事會所知悉之資料，董事確認，截至二零一四年三月三十一日止年度及至本報告日期之所有時間，本公司股份之公眾流通量充足，超過已發行股份之 25%。

核數師

財務報表經由羅兵咸永道會計師事務所審核，該核數師任滿告退，並符合資格願於本公司應屆股東週年大會續聘連任。

承董事會命

主席
梁劍文

香港，二零一四年六月二十六日

獨立核數師報告

二零一四年三月三十一日



羅兵咸永道

致 ALCO HOLDINGS LIMITED 股東

(於百慕達註冊成立的有限公司)

本核數師(以下簡稱「我們」)已審計列載於第26至98頁 Alco Holdings Limited(以下簡稱「貴公司」)及其附屬公司(統稱「貴集團」)的綜合財務報表，此綜合財務報表包括於二零一四年三月三十一日的綜合及公司資產負債表與截至該日止年度的綜合損益表、綜合全面損益表、綜合權益變動表及綜合現金流量表，以及主要會計政策概要及其他附註解釋資料。

董事就綜合財務報表須承擔的責任

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

核數師的責任

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

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

羅兵咸永道會計師事務所，香港中環太子大廈廿二樓
總機：+852 2289 8888，傳真：+852 2810 9888，www.pwchk.com



獨立核數師報告

二零一四年三月三十一日

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

我們相信，我們所獲得的審計憑證能充足及適當地為我們的審計意見提供基礎。

意見

我們認為，該等綜合財務報表已根據香港財務報告準則真實而公平地反映 貴公司及 貴集團於二零一四年三月三十一日的事務狀況，及 貴集團截至該日止年度的虧損及現金流量，並已按照香港《公司條例》的披露規定妥為編製。

羅兵咸永道會計師事務所
執業會計師

香港，二零一四年六月二十六日

羅兵咸永道會計師事務所，香港中環太子大廈廿二樓
總機：+852 2289 8888，傳真：+852 2810 9888，www.pwchk.com

綜合損益表

截至二零一四年三月三十一日止年度

	附註	二零一四年 千港元	二零一三年 千港元 (重列)
持續經營業務			
營業額	5	2,291,141	1,865,778
銷貨成本	7	(2,161,070)	(1,687,139)
毛利		130,071	178,639
其他收入	6	24,817	95,404
銷售開支	7	(77,102)	(86,223)
行政開支	7	(70,707)	(66,608)
其他經營收入／(開支)	7	1,686	(11,565)
貸款及應收款項匯兌收益	18	6,186	1,694
出售貸款及應收款項之虧損	18	(11,946)	—
出售可供出售金融資產之虧損	19	(15,225)	—
可供出售金融資產減值	19	—	(75,137)
經營(虧損)／溢利		(12,220)	36,204
財務收入	9	21,764	18,117
財務成本	9	(3,830)	(3,835)
除所得稅前溢利		5,714	50,486
所得稅抵免	10	983	15,662
持續經營業務之本年度溢利		6,697	66,148
已終止業務			
已終止業務之本年度虧損	30	(26,179)	(7,735)
本年度(虧損)／溢利		(19,482)	58,413
以下應佔本年度(虧損)／溢利：			
本公司股東			
— 持續經營業務		7,080	66,148
— 已終止業務		(26,179)	(7,735)
		(19,099)	58,413
非控股權益			
— 持續經營業務		(383)	—
		(19,482)	58,413

綜合損益表

截至二零一四年三月三十一日止年度

	附註	二零一四年 千港元	二零一三年 千港元 (重列)
本公司股東應佔每股盈利／(虧損)			
每股基本盈利／(虧損)			
— 持續經營業務	12	1.2 港仙	11.4 港仙
— 已終止業務	12	(4.5 港仙)	(1.3 港仙)
		(3.3 港仙)	10.1 港仙
每股攤薄盈利／(虧損)			
— 持續經營業務	12	1.2 港仙	11.4 港仙
— 已終止業務	12	(4.5 港仙)	(1.3 港仙)
		(3.3 港仙)	10.1 港仙
股息	13	40,607	52,209

第34至第98頁之附註乃此等綜合財務報表之一部份。

綜合全面損益表

截至二零一四年三月三十一日止年度

	附註	二零一四年 千港元	二零一三年 千港元 (重列)
本年度(虧損)/溢利		(19,482)	58,413
其他全面收入，扣除稅項			
其後將不會重新分類至損益之項目			
自用物業轉撥至投資物業之公平值收益	14(f)	–	58,074
其後可能重新分類至損益之項目			
貨幣匯兌差額		575	39
本年度其他全面收入，扣除稅項		575	58,113
本年度全面(虧損)/收入總額		(18,907)	116,526
以下應佔本年度全面(虧損)/收入總額：			
本公司股東			
– 持續經營業務		7,655	124,261
– 已終止業務		(26,179)	(7,735)
		(18,524)	116,526
非控股權益			
– 持續經營業務		(383)	–
		(18,907)	116,526

第34至第98頁之附註乃此等綜合財務報表之一部份。

綜合資產負債表

於二零一四年三月三十一日

	附註	二零一四年 千港元	二零一三年 千港元
非流動資產			
物業、廠房及設備	14	212,385	148,671
投資物業	15	305,210	289,050
租賃土地及土地使用權	16	7,150	7,394
無形資產	17	29,250	38,133
遞延所得稅資產	29	36,692	31,708
貸款及應收款項	18	–	1,538
可供出售金融資產	19	–	36,953
其他應收款項	23	58,414	–
		649,101	553,447
流動資產			
存貨	22	353,439	317,826
貸款及應收款項	18	1,562	100,841
應收貿易及其他賬款	23	632,824	523,754
即期所得稅資產		692	7,196
現金及現金等值	24	924,146	1,231,776
		1,912,663	2,181,393
流動負債			
應付貿易及其他賬款	25	575,843	607,067
借貸	26	80,000	70,000
		655,843	677,067
流動資產淨值		1,256,820	1,504,326
總資產減流動負債		1,905,921	2,057,773

綜合資產負債表

於二零一四年三月三十一日

	附註	二零一四年 千港元	二零一三年 千港元
本公司股東應佔資本及儲備			
股本	27	58,009	58,009
儲備	28	1,798,264	1,868,997
		1,856,273	1,927,006
非控股權益		(352)	–
總權益		1,855,921	1,927,006
非流動負債			
借貸	26	50,000	130,000
遞延所得稅負債	29	–	767
		50,000	130,767
總權益及非流動負債		1,905,921	2,057,773

第26至98頁之綜合財務報表已獲董事會於二零一四年六月二十六日批准，並由下列董事代表董事會簽署。

董事
梁劍文

董事
梁偉成

第34至第98頁之附註乃此等綜合財務報表之一部份。

資產負債表

於二零一四年三月三十一日

	附註	二零一四年 千港元	二零一三年 千港元
非流動資產			
於附屬公司之投資	20	1,057,205	975,730
流動資產			
其他應收款項	23	105	105
即期所得稅資產		–	1
現金及現金等值	24	83	190
		188	296
流動負債			
其他應付款項	25	198	197
即期所得稅負債		6	–
		204	197
流動(負債)/資產淨額		(16)	99
總資產減流動負債		1,057,189	975,829
本公司股東應佔資本及儲備			
股本	27	58,009	58,009
儲備	28	999,180	917,820
總權益		1,057,189	975,829

第26至98頁之財務報表已獲董事會於二零一四年六月二十六日批准，並由下列董事代表董事會簽署。

董事
梁劍文

董事
梁偉成

第34至第98頁之附註乃此等綜合財務報表之一部份。

綜合權益變動表

截至二零一四年三月三十一日止年度

	本公司股東應佔				非控股 權益 千港元	總權益 千港元
	股本 千港元	其他儲備 千港元	保留盈利 千港元	總計 千港元		
於二零一二年四月一日	58,009	322,717	1,464,560	1,845,286	–	1,845,286
全面收入						
本年度溢利	–	–	58,413	58,413	–	58,413
其他全面收入						
轉撥至投資物業之擁有人佔用物業 公平值收益(附註14(f))	–	58,074	–	58,074	–	58,074
貨幣匯兌差額	–	39	–	39	–	39
全面收入總額	–	58,113	58,413	116,526	–	116,526
與擁有人進行之交易						
二零一三年中期股息	–	–	(17,403)	(17,403)	–	(17,403)
二零一二年末期股息	–	–	(17,403)	(17,403)	–	(17,403)
與擁有人進行之交易總值	–	–	(34,806)	(34,806)	–	(34,806)
於二零一三年三月三十一日	58,009	380,830	1,488,167	1,927,006	–	1,927,006
於二零一三年四月一日	58,009	380,830	1,488,167	1,927,006	–	1,927,006
全面虧損						
本年度虧損	–	–	(19,099)	(19,099)	(383)	(19,482)
其他全面收入						
貨幣匯兌差額	–	575	–	575	–	575
全面收入／(虧損)總額	–	575	(19,099)	(18,524)	(383)	(18,907)
與擁有人進行之交易						
二零一四年中期股息	–	–	(17,403)	(17,403)	–	(17,403)
二零一三年末期股息	–	–	(34,806)	(34,806)	–	(34,806)
業務合併產生之非控股權益	–	–	–	–	31	31
與擁有人進行之交易總值	–	–	(52,209)	(52,209)	31	(52,178)
於二零一四年三月三十一日	58,009	381,405	1,416,859	1,856,273	(352)	1,855,921

第34至98頁之附註乃此等綜合財務報表之一部分。

綜合現金流量表

截至二零一四年三月三十一日止年度

	附註	二零一四年 千港元	二零一三年 千港元
經營業務之現金流量			
經營(所用)/產生之現金	31 (a)	(155,774)	250,475
收取利息		21,764	18,117
支付利息		(3,830)	(3,835)
退回/(支付)所得稅		2,503	(5,865)
經營業務(所用)/產生之現金淨額		(135,337)	258,892
投資業務之現金流量			
收購附屬公司，扣除所收購現金	35	(326)	–
購置物業、廠房及設備		(118,818)	(25,527)
出售物業、廠房及設備所得款項	31 (b)	14,411	12,064
購置貸款及應收款項		–	(1,513)
贖回貸款及應收款項所得款項		21,302	5,012
出售可供出售金融資產所得款項		21,728	–
出售附屬公司所得款項，扣除所出售現金	30 (d)	2,928	–
投資業務所用之現金淨額		(58,775)	(9,964)
融資業務之現金流量			
借貸所得款項		100,000	–
償還借貸		(170,000)	–
派發予本公司股東股息		(52,209)	(34,806)
融資業務所用之現金淨額		(122,209)	(34,806)
現金及現金等值(減少)/增加淨額		(316,321)	214,122
於年初之現金及現金等值		1,231,776	1,014,928
外幣匯率變化之影響		8,691	2,726
於年末之現金及現金等值	24	924,146	1,231,776

第34至98頁之附註乃此等綜合財務報表之一部分。

綜合財務報表附註

二零一四年三月三十一日

1 一般資料

Alco Holdings Limited (「本公司」) 乃一間於百慕達註冊成立之有限責任公司。註冊辦事處地址為 Clarendon House, 2 Church Street, Hamilton HM11, Bermuda。本公司於香港聯合交易所有限公司主板上市。

自二零一三年四月至二零一四年二月期間，本公司及其附屬公司(統稱「本集團」)從事設計、製造及銷售消費電子產品及塑膠產品。

於二零一四年二月二十八日，本集團完成向一名關連方出售於一間附屬公司(經營塑膠產品業務)的全部權益(「已終止業務」)。自此，本集團主要從事設計、製造及銷售消費電子產品。已編製相應的綜合財務報表及比較數字已單獨反映以終止業務的業績。

除另有註明外，該等綜合財務報表均以千港元(「千港元」)呈列。該等綜合財務報表已於二零一四年六月二十六日獲董事會批准刊發。

2 主要會計政策概要

於編製該等綜合財務報表時採用之主要會計政策載列如下。除另有註明外，該等政策已於所有呈報年度貫徹採用。

2.1 編製基準

本公司之綜合財務報表乃根據香港會計師公會(「香港會計師公會」)頒佈之香港財務報告準則(「香港財務報告準則」)、香港聯合交易所有限公司證券上市規則附錄十六之披露規定及香港公司條例編製。綜合財務報表乃根據歷史成本常規法編製，並經按公平值列賬之投資物業及可供出售金融資產之重估予以修訂。

編製符合香港財務報告準則之綜合財務報表須採用若干重要會計評估。管理層亦須於應用本集團會計政策時作出判斷。涉及高度的判斷或高度複雜性，或涉及對綜合財務報表屬重大假設及估算之範疇於附註4披露。

2 主要會計政策概要(續)

2.1 編製基準(續)

(i) 於二零一三年四月一日開始的本集團會計期間生效之新準則及對現有準則之修訂及詮釋：

香港財務報告準則(修訂本)	二零零九年至二零一一年週期之年度改進
香港財務報告準則第1號(修訂本)	政府貸款
香港財務報告準則第7號(修訂本)	披露－抵銷金融資產及金融負債
香港財務報告準則第10號	綜合財務報表
香港財務報告準則第11號	聯合安排
香港財務報告準則第12號	披露於其他實體之權益
香港財務報告準則第13號	公平值計量
香港會計準則第1號(修訂本)	其他全面收入項目之呈列
香港會計準則第19號(二零一一年)	僱員福利
香港會計準則第27號(二零一一年)	獨立財務報表
香港會計準則第28號(二零一一年)	於聯營公司及合營公司之投資
香港(國際財務報告詮釋委員會)	露天礦場生產階段之剝採成本
－詮釋第20號	
香港財務報告準則第10號、	綜合財務報表、聯合安排及披露於其他實體之權益：
香港財務報告準則第11號及	過渡指引
香港財務報告準則第12號(修訂本)	

綜合財務報表附註

二零一四年三月三十一日

2 主要會計政策概要(續)

2.1 編製基準(續)

- (iii) 於二零一四年三月三十一日或之後開始的本集團會計期間強制生效的新準則以及對現有準則之修訂及詮釋且並無由本集團提早採用：

		於下列日期或其後 開始之年度期間生效
香港財務報告準則(修訂本)	二零一零年至二零一二年週期之年度改進	二零一四年七月一日
香港財務報告準則(修訂本)	二零一一年至二零一三年週期之年度改進	二零一四年七月一日
香港財務報告準則第7號及第9號 (修訂本)	強制生效日期及過渡性披露	待釐定
香港財務報告準則第9號	金融工具	待釐定
香港財務報告準則第14號	監管遞延賬戶	二零一六年一月一日
香港會計準則第19號(修訂本)	界定福利計劃：僱員供款	二零一四年七月一日
香港會計準則第32號(修訂本)	抵銷金融資產及金融負債	二零一四年一月一日
香港會計準則第36號(修訂本)	非金融資產之可收回金額披露	二零一四年一月一日
香港會計準則第39號(修訂本)	衍生工具之更替及對沖會計法之延續	二零一四年一月一日
香港(國際財務報告詮釋委員會) — 詮釋第21號	徵費	二零一四年一月一日
香港財務報告準則第10號、香港財 務報告準則第12號及香港會計準 則第27號(修訂本)(二零一一年)	投資實體	二零一四年一月一日

本集團已開始評估上述新準則以及對現有準則之修訂及詮釋之影響，但目前尚未能確定該等新準則以及對現有準則之修訂及詮釋會否對其經營業績及財務狀況帶來重大影響。

概無其他尚未生效及預計對本集團有重大影響之香港財務報告準則或香港(國際財務報告詮釋委員會)詮釋。

2 主要會計政策概要(續)

2.2 附屬公司

2.2.1 綜合

附屬公司乃本集團對其有控制權的實體(包括結構性實體)。若本集團具有承擔或享有參與有關實體所得之可變回報的風險或權利，並能透過其在該實體的權力影響該等回報，即是本集團對該實體具有控制權。附屬公司由控制權轉至本集團之日起綜合入賬。彼等由控制權終止之日停止綜合入賬。

(a) 業務合併

本集團採納收購法為業務合併入賬。就收購附屬公司所轉讓之代價為按公平值計算之被收購前擁有人所轉讓之資產、產生之負債及本集團發行之權益。所轉讓之代價包括由或然代價安排所產生之任何資產或負債之公平值。業務合併所收購之可識別資產及所承擔之負債及或然負債初步按收購日之公平值計量。以各宗收購作基準，本集團按公平值或非控股權益按比例應佔被收購方之可識別資產淨值之確定金額，確認於被收購方之任何非控股權益。所產生之收購相關成本入賬列為開支。

倘業務合併分階段進行，收購方先前持有的被收購方股本權益乃透過綜合損益表重新計量為於收購當日的公平值。

本集團將予轉讓的任何或然代價於收購當日按公平值確認。被視為一項資產或負債的或然代價公平值後續變動，按照香港會計準則第39號的規定，於綜合損益表確認或作為其他全面收入變動確認。分類為權益的或然代價毋須重新計量，而其後結算於權益內入賬。

綜合財務報表附註

二零一四年三月三十一日

2 主要會計政策概要(續)

2.2 附屬公司(續)

2.2.1 綜合(續)

(a) 業務合併(續)

所轉讓代價、被收購方之任何非控股權益金額及任何先前於被收購方之股權於收購日期之公平值超逾所收購可識別淨資產公平值之差額，乃入賬列作商譽。倘轉讓的代價、已確認非控股權益及先前持有的權益計量之總額低於所收購附屬公司淨資產之公平值(於議價收購之情況下)，則該差額會直接於綜合損益表內確認。

集團內的交易、交易之結餘及未變現收益／虧損均予以抵銷。附屬公司所報金額已作出必要的變動以確保與本集團會計政策一致。

(b) 不導致失去控制權的附屬公司擁有權權益變動

不導致失去控制權的非控股權益交易入賬列作權益交易——即以彼等為擁有人的身份與擁有人進行交易。任何已付代價公平值與所收購相關應佔附屬公司淨資產賬面值的差額列作權益。向非控股權益出售的盈虧亦列作權益。

(c) 出售附屬公司

本集團失去控制權時，於實體的任何保留權益按失去控制權當日的公平值重新計量，有關賬面值變動在綜合損益表確認。就其後入賬列作聯營公司、合營公司或金融資產的保留權益，其公平值為初始賬面值。此外，先前於其他全面收入確認與該實體有關的任何金額按猶如本集團已直接出售有關資產或負債的方式入賬。此可能意味先前在其他全面收入確認的金額重新分類至綜合損益表。

2 主要會計政策概要(續)

2.2 附屬公司(續)

2.2.2 獨立財務報表

於附屬公司之投資按成本扣除減值列賬。成本亦包括投資的直接歸屬成本。附屬公司的業績由本公司按股息及應收款項基準入賬。

如股息超過宣派股息期間內附屬公司的全面收入總額，或如在獨立財務報表的投資賬面值超過綜合財務報表中被投資公司淨資產(包括商譽)的賬面值，則就自附屬公司投資收取股息時必須對該等投資作減值測試。

2.3 分部報告

經營分部按與向主要經營決策人內部呈報者一致之方式呈報。主要經營決策人負責分配資源及評核經營分部之表現，而管理委員會被認定為負責作出策略決定。

2.4 外幣匯兌

(a) 功能及呈報貨幣

本集團各公司之財務報表所包括之項目，均以該公司之主要營運地區之貨幣(「功能貨幣」)計算。本綜合財務報表乃以港元(即本公司之功能貨幣及本集團之呈報貨幣)呈報。

綜合財務報表附註

二零一四年三月三十一日

2 主要會計政策概要(續)

2.4 外幣匯兌(續)

(b) 交易及結餘

外幣交易均按交易或項目重新估值當日之匯率換算為功能貨幣。結算該等交易以及按年結日之匯率折換外幣資產及負債產生之匯兌收益及虧損，均於綜合損益表內確認。

有關借貸以及現金及現金等值之匯兌收益及虧損於綜合損益表內呈列。

非貨幣金融資產之匯兌差額(如分類為可供出售權益)乃計入其他全面收入。

(c) 集團公司

本集團旗下所有公司如其功能貨幣與呈報貨幣不同(其中並無任何公司持有通脹嚴重之經濟體系之貨幣)，其業績及財務狀況均按以下方法兌換為呈報貨幣：

- (i) 各資產負債表所列之資產及負債均按照該資產負債表結算日之收市匯率換算；
- (ii) 各損益表所列之收入及支出均按照平均匯率換算(但若此平均匯率未能合理地反映各交易日之匯率所帶來之累積影響，則按照交易日之匯率換算此等收入和支出)；及
- (iii) 所有產生之匯兌差額均於其他全面收入確認。

因收購海外公司而產生之商譽及公平值調整，均視作為該海外公司之資產及負債處理，並以結算日匯率換算。產生的匯兌差額於其他全面收入中入賬。

2 主要會計政策概要(續)

2.4 外幣匯兌(續)

(d) 出售海外業務及出售部分權益

於出售海外業務(即出售集團於一項海外業務之全部權益，或涉及失去包含海外業務的附屬公司控制權之出售，或涉及失去包含海外業務之合營公司共同控制權之出售，或涉及失去對包含海外業務之聯營公司重大影響力之出售)時，本公司擁有人應佔就有關業務於權益累計之所有匯兌差額重新分類至損益。

如出售部分權益不會導致本集團失去對包含海外業務之附屬公司控制權，按比例所分佔之累計匯兌差額重新撥歸非控股權益，且不會於損益確認。就所有其他部分權益出售(即集團於聯營公司或合營公司之擁有權權益減少，而並無導致集團失去重大影響力或共同控制)，按比例所分佔之累計匯兌差額重新分類至損益。

2.5 租賃土地及土地使用權

分類為經營租賃之租賃土地及土地使用權乃按成本減累計攤銷及累計減值虧損列賬。成本主要指自個別權利授出日期起計使用土地的權利所支付之代價。租賃土地及土地使用權乃按權利年期以直線法攤銷。

2.6 物業、廠房及設備

分類為融資租賃之租賃土地以及所有其他物業、廠房及設備均按歷史成本減折舊及減值虧損列賬。歷史成本包括直接用於收購項目的開支。

當與項目有關之未來經濟利益可能會流入本集團，且能可靠地計量項目之成本時，方會將其後之成本併入資產之賬面值或確認為一項獨立資產(如適用)。已更換部分之賬面值不予確認。所有其他維修及保養費用，均於產生之財政期間內的綜合損益表內支銷。

綜合財務報表附註

二零一四年三月三十一日

2 主要會計政策概要(續)

2.6 物業、廠房及設備(續)

分類為融資租賃之租賃土地自土地權益可供其擬定用途時開始攤銷。分類為融資租賃之租賃土地之攤銷及其他資產之折舊採用直線法將其成本分攤剩餘價值計算，並以其剩餘租期或預計使用年期(以較短者為準)作為其成本之分攤期限。

租賃物業裝修、樓宇及模具的折舊乃利用直線法計算，將其成本分配至分別為15年、40年及4年之估計可使用年期。其他物業、廠房及設備之折舊乃將資產成本按其估計可使用年期，以餘額遞減法撇銷及減去累計減值虧損。所採用之主要折舊率如下：

傢俬、裝置及設備	20%
廠房及機器	14.5%至20%
汽車	20%

資產之剩餘價值及可使用年期均於各報告期末予以審閱及調整(如適用)。

倘資產賬面值高於估計的可收回款額，則資產的賬面值將立刻被撇減至其可收回款額(附註2.9)。

出售之盈虧均透過將所得款項與賬面值作比較而釐定，並於綜合損益表「其他經營開支」內確認。

2.7 投資物業

投資物業(主要包括租賃土地及樓宇)乃持作賺取長期租金或資本增值或兩者兼備，而非由本集團佔用。其亦包括建造中或發展供未來使用作投資物業用途之物業。當符合投資物業的其餘定義時，根據經營租賃持有的土地乃入賬為投資物業。該情況下，相關經營租賃乃猶如其為融資租賃入賬。投資物業初步按成本(包括相關交易成本及當中適用之借貸成本)計量。於初步確認後，投資物業乃按公平值列賬，公平值根據外聘估值師於每個報告日期所定公開市場價格計算。物業之市值乃按潛在復歸租金收入淨額貼現計算。公平值變動乃於綜合損益表入賬作為「其他收入」之一部分。

2 主要會計政策概要(續)

2.8 無形資產

(a) 商譽

商譽於收購附屬公司時產生，即所轉讓之代價、於被收購方之任何非控股權益金額，以及於被收購方任何先前股本權益於收購日期之公平值超出所收購可識別資產淨值之公平值。

就減值測試而言，業務合併所獲得之商譽會分配至預期將受益於合併協同效應之各現金產生單位(「現金產生單位」)或現金產生單位組別。商譽所分配之各單位或單位組別為實體內就內部管理目的而監察商譽之最低層次。商譽乃於經營分類層次進行監察。

商譽每年進行減值檢討，或當有事件出現或情況改變顯示可能出現減值時，作出更頻密檢討。商譽賬面值與可收回金額作比較，可收回金額為使用價值與公平值減出售成本的較高者。任何減值即時確認為開支，且其後不會撥回。

(b) 已購置特許權

已購置特許權以成本減累計攤銷結轉。已購置特許權之經濟可使用年期乃於購置時作出估計(附註4(b))。

攤銷乃利用直線法計算，將已購置特許權之成本分配至10年之估計可使用年期。

根據香港會計準則第36號，特許權須每年進行減值測試。

綜合財務報表附註

二零一四年三月三十一日

2 主要會計政策概要(續)

2.8 無形資產(續)

(c) 遞延發展費用

研究開支於產生時確認為開支。倘符合以下條件，則發展項目中產生(設計及測試全新或經改良產品)直接應佔之費用乃確認為無形資產：

- (i) 技術上可行完成開發中／已開發產品，使其可供使用或銷售；
- (ii) 管理層有意完成開發中／已開發產品並作使用或銷售；
- (iii) 有能力使用或銷售開發中／已開發產品；
- (iv) 可展示開發中／已開發產品如何可能產生未來經濟利益；
- (v) 擁有充足技術、財務及其他資源以完成發展及使用或銷售開發中／已開發產品；及
- (vi) 開發中／已開發產品於開發時所產生的開支，能可靠地計算。

其他不符合該等條件之發展開支於產生時確認為開支。先前確認為開支之發展費用在往後期間並不確認為資產。已資本化發展費用記錄為無形資產並按30個月期間攤銷，以反映確認為有關經濟利益之形式。

根據香港會計準則第36號，發展資產須每年進行減值測試。

2.9 非金融資產減值

並無固定可使用年期之資產毋須攤銷，但需每年測試有否減值。倘有事件出現或情況有變而顯示資產賬面值或許不能收回時，予以攤銷之資產須測試有否減值。減值虧損乃按資產賬面值超出其可收回款額之金額確認。可收回款額指資產之公平值減出售費用與使用價值之較高者。就評估有否減值而言，資產將會按有獨立可識別現金流量(現金產生單位)之最低水平分類。出現減值之非金融資產(不包括商譽)，於各報告日期均就可能撥回減值而予以檢討。

2 主要會計政策概要(續)

2.10 已終止業務

已終止業務為本集團業務之組成部分，而其業務及現金流量可與本集團其他業務清楚區分。已終止業務指一項獨立的主要業務或經營業務地區，或一項出售獨立的主要業務或經營業務地區的單一經統籌計劃的一部分，或一間專為轉售而收購的附屬公司。

倘業務被分類為已終止業務，則本集團會於綜合損益表呈列一項單一金額，該金額包括已終止業務的除稅後溢利或虧損及計量公平值減出售成本時所確認之除稅後溢利或虧損，或出售構成已終止業務的資產或資產組別時所確認的除稅後溢利或虧損。

2.11 金融資產

2.11.1 類別

本集團之金融資產分為以下類別：貸款及應收款項以及可供出售金融資產。分類視乎購入有關金融資產之目的而定。管理層於初步確認時決定其金融資產之類別。

(a) 貸款及應收款項

貸款及應收款項為並無於活躍市場報價惟具有固定或可予釐定款項之非衍生金融資產。此等應收款項計入流動資產內，惟不包括到期日為報告期末起計十二個月以後者。該等款項一概列作非流動資產。本集團之貸款及應收款項包括列於綜合資產負債表之「貸款及應收款項」、「應收貿易及其他賬款」及「現金及現金等值」內(附註2.14及2.15)。

(b) 可供出售金融資產

可供出售金融資產乃被指定列入此類別或並無歸入其他類別之非衍生工具。除非有關投資到期或管理層擬於報告期末起計十二個月內出售有關投資，否則彼等列為非流動資產。

綜合財務報表附註

二零一四年三月三十一日

2 主要會計政策概要(續)

2.11 金融資產(續)

2.11.2 確認及計量

經常性買賣金融資產於交易日確認，交易日即本集團承諾買賣資產之日期。就所有並非透過損益按公平值列值之金融資產而言，投資最初按公平值另加交易成本確認。在收取來自投資之現金流量之權利屆滿或已轉讓，且本集團已轉讓有關所有權之絕大部分風險及回報時，有關金融資產將終止確認。其後，可供出售金融資產按公平值列賬。貸款及應收款項其後以實際利息法按攤銷成本列賬。

分類為可供出售金融資產之貨幣性及非貨幣性證券之公平值變動在其他全面收入中確認。

本集團於各報告期末評核是否有客觀證據證明一項或一組金融資產出現減值。就分類為可供出售股本投資而言，投資之公平值大幅或長期跌至低於其成本被視為證券已減值之指標。如可供出售金融資產存在任何該等證據，累計虧損—即收購成本與現行公平值之間之差額，減該金融資產之前於損益表內確認之任何減值虧損—乃從中扣除，並於綜合損益表內確認。就股本工具於綜合損益表內確認之減值虧損不會透過綜合損益表撥回。應收貿易賬款之減值測試於附註2.12說明。

2 主要會計政策概要(續)

2.12 金融資產減值

(a) 按攤銷成本列賬之資產

本集團於各報告期末評核是否有客觀證據證明一項或一組金融資產出現減值。僅當客觀證據證明首次確認資產後發生一宗或多宗事件導致出現減值(「虧損事件」)，而該宗(或該等)虧損事件對該項或該組金融資產之估計未來現金流構成之影響可合理估計時，有關金融資產方會出現減值及產生減值虧損。

減值的證據可能包括以下指標：債務人或一組債務人正處於重大財政困難，違約或拖欠利息或本金付款，彼等有可能將進入破產程序或進行其他財務重組，以及當有可觀察數據顯示，估計未來現金流量有可計量的減少，例如欠款變動或與違約相關的經濟狀況。

就貸款及應收款項類別而言，虧損金額乃按資產賬面值與按金融資產原實際利率折現的估計未來現金流量現值(不包括尚未產生的未來信貸虧損)間之差額計量。資產賬面值會予以削減，而虧損金額會於綜合損益表中確認。倘貸款或持至到期投資存在浮動利率，則計量任何減值虧損之折現率乃根據合約釐定之現行實際利率。在實際運作上，本集團可能採用可觀察的市場價格根據工具的公平值計量減值。

若在較後期間，減值虧損的金額減少，而該減少可客觀地與確認減值後發生之事件有關連(例如債務人信貸評級改善)，則之前確認減值虧損之撥回於綜合損益表中確認。

綜合財務報表附註

二零一四年三月三十一日

2 主要會計政策概要(續)

2.12 金融資產減值(續)

(b) 分類為可供出售金融資產之資產

本集團於各報告期末評核是否有客觀證據證明一項或一組金融資產出現減值。就債務證券而言，本集團使用上文(a)所述的標準。對於被分類為可供出售的權益投資，證券的公平值明顯或持續地跌至低於其成本亦被視為資產減值的證據。倘可供出售金融資產存在任何有關減值證據，累積虧損(按其收購成本與當前公平值之間的差額減去金融資產任何此前在損益中確認的減值虧損計量)會從權益轉出，並在損益內確認。權益工具在綜合損益表內確認的減值虧損不得透過綜合損益表轉回。倘於其後期間，歸類為可供出售的債務工具的公平值增加，且該增加客觀上與減值虧損於損益確認後發生的事項有關，則減值虧損透過綜合損益表撥回。

2.13 存貨

存貨乃按成本與可變現淨值兩者之較低者呈列。成本乃按加權平均法釐定。製成品及在製品之成本，包括設計成本、原材料、直接勞工、其他直接成本及相關生產之間接費用(根據正常經營量計算)。存貨不包括借貸成本。可變現淨值乃於日常業務範圍內之估計售價，減適用之可變銷售開支。

2.14 應收貿易及其他賬款

應收貿易賬款為在日常業務過程中就銷售貨物或提供服務應收客戶的款項。倘若應收貿易及其他賬款預期於一年或一年以內(或如屬較長時間，則以一般營運業務週期為準)收回，其被分類為流動資產；否則其呈列為非流動資產。

應收貿易及其他賬款最初按公平值確認，其後則以實際利息法按攤銷成本計量並扣除減值撥備。

2.15 現金及現金等值

於綜合現金流量表中，現金及現金等值包括手頭現金、銀行之通知存款及由到期日為三個月或以下的其他短期高流動投資。

2 主要會計政策概要(續)

2.16 股本

普通股分類為權益。直接歸屬於發行新股份或購股權之新增成本在權益中列為所得款項之減少(除稅後)。當任何集團公司購買本公司之股本(庫存股份)，所繳付之代價(包括任何扣除所得稅之直接產生之增量成本)自本公司擁有人應佔權益扣除，直至該等股份註銷或重新發行為止。若該等普通股之後重新發行，所收取之任何代價(扣除直接產生之增量交易成本及有關所得稅影響)會計入本公司擁有人應佔權益。

2.17 應付貿易及其他賬款

應付貿易款項為於日常業務過程中就購買的貨物及服務向供應商支付款項的責任。如付款於一年或一年以內(或如屬較長時間，則以一般營運業務週期為準)到期，該應付貿易賬項分類為流動負債，否則會呈列為非流動負債。

應付貿易及其他賬款最初按公平值確認，其後則以實際利息法按攤銷成本計量。

2.18 借貸

借貸最初乃按公平值(扣除已產生的交易成本)確認。借貸其後按攤銷成本列賬，如扣除交易成本之後的所得款項和贖回價值出現差額，則於借貸期內以實際利息法在綜合損益表內確認。

於貸款將很有可能部分或全部提取的情況下，就設立貸款融資支付的費用乃確認為貸款交易成本。在此情況下，該費用將遞延至提取貸款發生時。在並無跡象顯示該貸款將很有可能部分或全部提取的情況下，該費用撥充資本作為流動資金服務的預付款項，並於其相關融資期間內予以攤銷。

除非本集團有權無條件將債務結算日期遞延至報告期末後至少十二個月，否則借貸將被分類為流動負債。

綜合財務報表附註

二零一四年三月三十一日

2 主要會計政策概要(續)

2.19 借貸成本

所有借貸成本在產生期間於綜合損益表確認。

2.20 即期及遞延所得稅

本年度所得稅支出包括即期及遞延稅項，並於綜合損益表確認，惟其有關於其他全面收入或直接於權益內確認的項目除外。在此情況下，稅項亦分別於其他全面收入或直接於權益內確認。

(a) 即期所得稅

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

(b) 遞延所得稅

內部基準差異

遞延所得稅以負債法就資產及負債之稅基與其在綜合財務報表中所列賬面值之間之暫時差額作出確認。然而，如遞延稅項負債源自商譽之初步確認，則其不會被確認，如遞延稅項負債乃源自業務合併以外的交易中資產或負債的初步確認，而在交易時並不影響會計或稅務利潤或虧損，則遞延所得稅不會入賬處理。當有關遞延所得稅資產已變現或遞延所得稅負債已結算時，遞延所得稅以於結算日現行已制定或大致上已制定及預期獲應用之稅率(及法例)計算。

遞延所得稅資產僅就有可能將未來應課稅溢利與可動用之暫時差額抵銷而確認。

2 主要會計政策概要(續)

2.20 即期及遞延所得稅(續)

(b) 遞延所得稅(續)

外部基準差異

遞延所得稅負債乃就附屬公司投資產生之暫時應課稅差額而確認或撥備，惟本集團可控制暫時差額之撥回，並有可能在可預見未來不會撥回則除外。僅當有協議賦予本集團能力控制暫時性差異的撥回時才不予確認。

就附屬公司投資產生的可扣減暫時性差異確認遞延所得稅資產，但只限於暫時性差異很可能在將來轉回，並有充足的應課稅利潤可供抵銷可動用暫時性差異。

(c) 抵銷

倘有可依法強制執行權利將即期稅項資產與即期稅項負債抵銷，且遞延所得稅資產及負債與同一稅務機關就一個或多個應課稅實體徵收之所得稅有關，而有關實體有意按淨額基準繳納稅項時，遞延所得稅資產與負債將予互相抵銷。

2.21 僱員福利

(a) 僱員應享假期權利

僱員應享年假權利乃於其應計予僱員時確認。僱員假期乃按截至結算日止因僱員提供服務而產生之估計年假計提撥備。

僱員應享病假及分娩假期權利，僅於支取假期時方予確認。

綜合財務報表附註

二零一四年三月三十一日

2 主要會計政策概要(續)

2.21 僱員福利(續)

(b) 退休金承擔

本集團為僱員設立多項界定供款計劃，依據一項界定供款計劃，本集團向一間獨立機構支付定額退休金供款。倘該項基金不具備足夠資產而無法向就本期及以往期間提供服務之所有僱員支付福利，本集團亦無法律或推定責任作進一步供款。

對於界定供款計劃，本集團以強制性、合同性或自願性方式向公開或私人管理的退休保險計劃供款。本集團作出供款後，即無進一步付款義務。供款在應付時確認為僱員福利開支。預付供款按照現金退款或可減少未來付款而確認為資產。

(c) 終止僱傭福利

終止僱傭福利在正常退休日期前僱用被終止，或當僱員接受自願遣散以換取此等福利時支付。本集團在可證明承諾如下時確認終止僱傭權益；根據一項詳細的正式計劃終止現有僱員的僱用(沒有撤回的可能)。倘提出一項要約以鼓勵自願遣散，則終止僱傭權益按預期接納有關建議之僱員人數計量。在報告期末後超過十二個月支付的福利折現為現值。

2 主要會計政策概要(續)

2.22 以股份為基礎之付款

本集團設有股本結算以股份為基礎之賠償計劃，據此，實體收取僱員提供之服務作為本集團之股本工具(購股權)之代價。就僱員所提供服務以換取授出購股權之公平值確認為開支。將予支銷之總金額乃參考所授出購股權之公平值釐定，並：

- 包括任何市場表現情況(例如：實體之股價)；
- 不包括任何服務及非市場表現歸屬條件之影響(例如：盈利能力及銷售增長目標)；及
- 包括任何非歸屬條件的影響(例如：規定僱員儲蓄)。

非市場表現及服務條件乃納入預計將予歸屬之購股權數目之假設中。總開支於歸屬期內確認，歸屬期為所有指定之歸屬條件須達成之期間。

此外，在某些情況下，僱員可能在授出日期之前提供服務，因此授出日期的公平值就確認服務開始期間與授出日期之期間內的開支作出估計。

於各報告期末，實體會根據非市場歸屬條件修改其預期將歸屬之估計購股權數目。修改原來估計數目之影響(如有)將於綜合損益表內確認，並於權益中作出相應調整。

當購股權獲行使時，本公司發行新股份。收取之所得款項(扣除任何直接應佔交易成本)均計入股本(面值)及股份溢價中。

綜合財務報表附註

二零一四年三月三十一日

2 主要會計政策概要(續)

2.23 撥備

當本集團因已發生的事件須承擔現有之法律性或推定性的責任，而將來可能需要有資源流出以解除責任及有關金額乃可予以衡量時，則撥備予以確認。未來經營虧損並無確認撥備。

倘出現多項類似債務，會否導致經濟利益流出以清償債務乃經考慮債務之整體類別後確定。即使同類別債務中任何一項可能流出經濟利益的機會不大，仍會確認撥備。

撥備乃利用除稅前息率(反映現時市場對金錢時間價值以及與責任有關之風險之估計)根據預期須履行責任之開支的現值而計量。由於時間過去而作出的撥備增幅，確認為利息開支。

2.24 收入確認

收入包括在本集團日常業務過程中出售貨品及服務而已收或應收代價之公平值。所示收入已扣除增值稅、退貨、回扣及折扣及對銷本集團內之銷售。當收入金額能可靠測量、未來經濟溢利可能流入公司、以及符合下文所述本集團之各項業務的特定條件時，本集團將確認收入。

- (i) 銷售貨物乃於本集團之公司已向客戶交付產品，而客戶則已接納有關產品，並可合理確定可收回相關應收賬款時予以確認。
- (ii) 租金收入乃按各有關租約之年期按直線基準確認。
- (iii) 利息收入利用實際利息法按時間比例基準確認。當應收賬款出現減損時，本集團將其賬面值減至可收回金額(即以工具之原本實際利率折現之估計未來現金流)，並繼續解除折現作為利息收入。

2 主要會計政策概要(續)

2.25 租賃

經營租約(作為承租人)

倘若租賃擁有權之重大部分風險及回報由出租人保留，則分類為經營租約。根據經營租約支付的款項(扣除向出租人收取之任何優惠後)於租賃期內以直線法在綜合損益表支銷。

融資租賃(作為承租人)

倘本集團擁有所有權之絕大部分風險及回報，則本集團擁有之土地租賃分類為融資租賃。融資租賃於租賃開始時按租賃物業之公平值與最低租賃付款之現值，取較低者予以資本化。

經營租約(作為出租人)

當本集團按經營租約租出資產時，該等資產按其性質列入綜合資產負債表(載於附註2.7)。按經營租約產生的收入根據本集團收入確認政策確認(載於附註2.24(ii))。

2.26 股息分派

向本公司股東分派之股息於本公司股東或董事(如適用)批准股息之期間內在本集團及本公司之財務報表內確認為負債。

綜合財務報表附註

二零一四年三月三十一日

3 金融風險管理

本集團經營活動給本集團帶來各種金融風險：市場風險（包括外幣兌換風險、現金流量及公平值利率風險）、信貸風險及流動資金風險。

風險管理由本集團的財資部進行。本集團採取保守及平衡的財資政策，重點關注以下金融風險因素並盡量減低對本集團財務表現可能產生的負面影響。

3.1 金融風險因素

(a) 市場風險

(i) 外幣兌換風險

本集團之交易主要以港元、美元及人民幣計值。其餘大部分資產及負債均以港元、美元、人民幣及韓圓計值，並無重大資產或負債以其他貨幣計值。

由於港元與美元掛鈎，本集團並無重大貨幣風險。本集團之政策為不參與投機活動。本集團並無訂立任何合約以對沖其外匯風險。

於二零一四年三月三十一日，倘人民幣兌港元升值／貶值10%，而所有其他變數不變，年內除稅後虧損（二零一三年：除稅後溢利）將減少／增加約25,994,000港元（二零一三年：增加／減少48,888,000港元），主要由於換算以人民幣計值之現金及銀行結餘以及其他應付款項導致匯兌差額所致。

於二零一三年三月三十一日，倘韓圓兌港元升值／貶值10%，而所有其他變數不變，年內除稅後溢利將增加／減少約7,988,000港元，主要由於換算韓圓計值之貸款及應收款項產生外幣匯兌差額所致。

於二零一四年三月三十一日，自出售全部換算韓圓計值之貸款及應收款項後，本集團概無與韓圓相關的重大貨幣風險。

3 金融風險管理(續)

3.1 金融風險因素(續)

(a) 市場風險(續)

(ii) 現金流量及公平值利率風險

由於本集團並無重大計息資產(除短期銀行存款外)，故本集團的收入及經營現金流量實質上獨立於市場利率之變動。

本集團之利率風險來自銀行借貸。本集團之銀行借貸乃以浮動利率結轉，因而令本集團承受現金流量利率風險。本集團並無訂立任何利率掉期安排以對沖利率風險。

於二零一四年三月三十一日，本集團之浮動利率借貸以港元計值。

於二零一四年三月三十一日，倘所有借貸之利率上升／下降100個基點，而所有其他變數不變，年內除稅後虧損(二零一三年：除稅後溢利)將增加／減少1,300,000港元(二零一三年：減少／增加2,000,000港元)，主要是由於浮動利率借貸之利息開支增加／減少所致。

於二零一四年三月三十一日，倘所有計息銀行及現金存款之利率上升／下降100個基點，而所有其他變數不變，年內除稅後虧損(二零一三年：除稅後溢利)將減少／增加9,247,000港元(二零一三年：增加／減少12,535,000港元)，乃由於市場利率賺取之利息收入所致。

於二零一四年及二零一三年三月三十一日，本集團持有之銀行貸款總額均為浮動利率。

(b) 信貸風險

信貸風險來自現金及現金等值及於銀行及金融機構之短期存款、貸款及應收款項，以及客戶之信貸風險(包括未償還之應收賬款)。管理層制定信貸政策，此等信貸風險會持續予以監控。

本集團之現金及短期存款存放於信譽良好的銀行及金融機構。就來自客戶的信貸風險而言，管理層評估各個別主要客戶的信貸質素，考慮其財政狀況、過去經驗及其他因素。

綜合財務報表附註

二零一四年三月三十一日

3 金融風險管理(續)

3.1 金融風險因素(續)

(c) 流動資金風險

審慎之流動資金風險管理包括持有充足之現金、獲得足夠之備用承諾信貸融資及擁有結算市場持倉之能力。

本集團通過日常營運產生之資金及獲得備用承諾信貸融資，以維持其流動資金。

本集團擁有銀行信貸額應急周轉。於二零一四年三月三十一日，本集團之備用銀行信貸總額約為15億9千6百萬港元(二零一三年：16億零9百萬港元)，其中已動用之數額為1億3千萬港元(二零一三年：2億港元)。

下表分析本集團及本公司結算之金融負債，並按資產負債表至合約到期日之餘下期間分類為相關到期類別。於表內披露之金額為合約未折現現金流。

	一年內 千港元	第二年 千港元	第三年 千港元	總額 千港元	賬面值 千港元
本集團					
於二零一三年 三月三十一日					
借貸	71,325	81,539	50,984	203,848	200,000
應付貿易及其他賬款	607,067	—	—	607,067	607,067
於二零一四年 三月三十一日					
借貸	81,529	50,984	—	132,513	130,000
應付貿易及其他賬款	575,843	—	—	575,843	575,843
本公司					
於二零一三年 三月三十一日					
其他應付款項	197	—	—	197	197
於二零一四年 三月三十一日					
其他應付款項	198	—	—	198	198

3 金融風險管理(續)

3.2 資本風險管理

本集團的資本管理政策，是保障本集團能繼續營運，以為股東提供回報及為其他業務相關人士提供利益，並維持最佳資本結構以減低資本成本。

為維持或調整資本結構，本集團可調整派付予股東之股息金額、增加或償還銀行借貸、發行新股或出售資產以減低債務。

本集團以資產負債比率監管資本。此比率乃以扣除現金及現金等值後之借貸總額除以綜合資產負債表所載之總權益計算。

於二零一四年及二零一三年三月三十一日，資產負債比率如下：

	二零一四年 千港元	二零一三年 千港元
借貸(附註26)	130,000	200,000
減：現金及現金等值(附註24)	(924,146)	(1,231,776)
現金淨額	(794,146)	(1,031,776)
總權益	1,855,921	1,927,006
資產負債比率	不適用	不適用

3.3 公平值估計

本集團於金融工具之投資在綜合資產負債表內按公平值計量。公平值計量須按下列公平值計量級別作出公平值計量披露。

- 級別1—可識別資產或負債於活躍市場之報價(未經調整)；
- 級別2—就資產或負債而直接(即價格)或間接(即從價格推衍)可觀察之資料輸入(不包括級別1所包含之報價)；
- 級別3—並非根據可觀察之市場數據而有關資產或負債之資料輸入(即無法觀察之資料輸入)。

綜合財務報表附註

二零一四年三月三十一日

3 金融風險管理(續)

3.3 公平值估計(續)

於二零一四年三月三十一日，本集團概無按公平值計量的金融資產。

下表呈列本集團於二零一三年三月三十一日按公平值計量之金融資產：

	級別 1 千港元	級別 2 千港元	級別 3 千港元	合計 千港元
資產				
可供出售金融資產				
— 股本證券(附註 19)	—	—	36,953	36,953

於二零一三年三月三十一日，非於活躍市場買賣的金融工具公平值利用估值法釐定。本集團聘請獨立估值師香港仲量聯行使用折現現金流量模式，根據結算日的現行市況及管理層提供的業務預測進行估值。估值所用折現率為 17.1%。

應收貿易及其他賬款與應付貿易及其他賬款的賬面值減去其減值撥備，乃其合理概約公平值。就披露目的而言，長期金融負債公平值的估計按未來合約現金流量以本集團類似金融工具可得的現有市場利率折現計算。

倘一項或多項重大資料輸入並非以可觀察市場數據為依據，則該金融工具列入級別 3。

下表呈列截至二零一四年及二零一三年三月三十一日止年度級別 3 工具之變動。

	可供出售金融資產	
	二零一四年 千港元	二零一三年 千港元
年初結餘	36,953	112,090
於綜合損益表確認之減值虧損	—	(75,137)
出售	(36,953)	—
年末結餘	—	36,953

4 關鍵會計估計及判斷

估計及判斷持續受到評估，並乃基於過往經驗及其他因素，包括在合理情況下對未來事件之預期。

本集團對未來作出估計及假設，所達致之會計估計顧名思義，甚少相等於有關之實際結果。對下個財政年度內具有引致資產及負債賬面值須作大幅調整之重大風險之估計及假設討論如下。

(a) 投資物業公平值之估計

投資物業公平值使用估值法釐定。有關判斷及假設之詳情披露於附註15。

(b) 物業、廠房及設備以及無形資產之估計可使用年期

本集團有大量物業、廠房及設備以及無形資產。本集團須估計物業、廠房及設備以及無形資產之可使用年期，以確定各呈報期間之折舊金額及攤銷費用。

該等資產之可使用年期乃於購入時經考慮未來技術變動、業務發展及本集團之策略後作出估計。本集團會每年進行檢討以評估估計可使用年期是否適當。有關檢討應考慮情況或事件之任何不可預見逆轉，包括預測經營業績下降、行業或經濟趨勢逆轉及技術發展迅速。本集團會根據檢討結果延長或縮短可使用年期及／或計提減值撥備。

(c) 非金融資產之減值

於各結算日，本集團會審閱內部及外來資料以識別下列資產可能減值或先前已確認之減值虧損不再存在或可能已經減少之跡象：

- 物業、廠房及設備
- 租賃土地及土地使用權
- 無形資產
- 於附屬公司之投資

倘有任何該等跡象存在，則資產之可收回金額會被評估。當資產之賬面值超過其可收回金額時，減值虧損會在綜合損益表內確認。倘確定出現減值跡象，本集團須估計資產之可收回價值，即資產之公平值減出售成本或使用價值兩者之較高值。該等估算如出現任何變動，可能會導致於財務報表之資產賬面值出現重大變動。

綜合財務報表附註

二零一四年三月三十一日

4 關鍵會計估計及判斷(續)

(d) 確認遞延所得稅資產

根據附註2.20所載會計政策規定，遞延所得稅資產於有可能出現未來應課稅溢利以抵銷可扣減暫時差額及稅項虧損時方予以確認，且按變現相關遞延所得稅資產時預計應用的稅率計量。

釐定將予確認的遞延所得稅資產時，管理層須估計遞延稅項資產之變現情況。該等估計與實際結果間的任何差異均將影響本集團於釐定實際結果期間內的業績。

(e) 陳舊或滯銷存貨撥備

本集團根據原材料及在製品的陳舊情況及製成品的可變現淨值為陳舊或滯銷存貨作出撥備。識別存貨陳舊情況及於日常業務過程中的估計售價須運用判斷及作出估算。倘預期金額有別於原先估計數值，則有關差額將影響估計數值出現變動年內之存貨的賬面值及減值撥備。

(f) 其他負債及款項撥備

當本集團因過往事件而產生現有法定或推定承擔時確認撥備。於釐定負債及款項撥備時需要作重大判斷。本集團管理層根據估計用以抵銷承擔的開支的現有價值釐定負債及款項撥備。該評估要求使用估計。

二零一四年三月三十一日

年內確認之營業額如下：

(a) 按產品分析之分部

本集團主要於中華人民共和國(「中國」)及香港營運，主要從事設計、製造及銷售消費電子產品及塑膠產品。於本年度，本集團出售塑膠產品業務及塑膠產品之業績連同出售之相關虧損已於本年度綜合損益表作為已終止業務呈列(附註30)。

塑膠產品 一製造及銷售塑膠及包裝產品(於二零一四年二月後停止)

綜合財務報表附註

二零一四年三月三十一日

5 營業額及分部資料(續)

(a) 按產品分析之分部(續)

	本集團					
	二零一四年			二零一三年(重列)		
	持續經營 業務	已終止 業務	總計	持續經營 業務	已終止 業務	總計
	消費電子產品 千港元	塑膠產品 千港元	千港元	消費電子產品 千港元	塑膠產品 千港元	千港元
分類營業額	2,291,141	78,990	2,370,131	1,865,778	97,551	1,963,329
內部分類銷售 ⁽¹⁾	-	(65,276)	(65,276)	-	(93,788)	(93,788)
對外銷售	2,291,141	13,714	2,304,855	1,865,778	3,763	1,869,541
分類業績	(12,220)	(28,232)	(40,452)	36,204	(8,444)	27,760
財務收入	21,764	-	21,764	18,117	-	18,117
財務成本	(3,830)	-	(3,830)	(3,835)	-	(3,835)
除所得稅前(虧損)/溢利	5,714	(28,232)	(22,518)	50,486	(8,444)	42,042
所得稅抵免	983	2,330	3,313	15,662	709	16,371
除所得稅後(虧損)/溢利	6,697	(25,902)	(19,205)	66,148	(7,735)	58,413
出售附屬公司之虧損	-	(277)	(277)	-	-	-
本年度(虧損)/溢利	6,697	(26,179)	(19,482)	66,148	(7,735)	58,413
以下應佔本年度(虧損)/溢利 ⁽²⁾						
- 本公司股東	7,080	(26,179)	(19,099)	66,148	(7,735)	58,413
- 非控股權益	(383)	-	(383)	-	-	-
	6,697	(26,179)	(19,482)	66,148	(7,735)	58,413
分部資產 ⁽³⁾	2,219,170	-	2,219,170	2,369,783	37,103	2,406,886
未分配企業資產			342,594			327,954
總資產			2,561,764			2,734,840
分部負債 ⁽⁴⁾	575,843	-	575,843	599,150	7,917	607,067
未分配企業負債			130,000			200,767
總負債			705,843			807,834
資本開支 ⁽⁵⁾	118,818	-	118,818	20,770	4,757	25,527

5 營業額及分部資料(續)

(a) 按產品分析之分部(續)

- (1) 本集團的內部分部交易主要包括附屬公司之間的塑膠產品銷售。該等交易乃根據無關連之第三方亦可獲得之正常商業條款及條件訂立。
- (2) 管理層根據營運溢利的計量評估營運分部表現。獲提供的其他資料按照與綜合財務報表一致的方式計量。
- (3) 分部資產主要包括物業、廠房及設備、租賃土地及土地使用權、無形資產、按金、貸款及應收款項、可供出售金融資產、存貨、應收款項及經營現金，但並不包括投資物業、即期所得稅資產及遞延稅項資產等項目。
- (4) 分部負債包括經營負債，但並不包括遞延所得稅負債及若干企業借貸等項目。
- (5) 資本開支包括增添之物業、廠房及設備、投資物業、租賃土地及土地使用權及無形資產。

(b) 按地區分析之分類

截至二零一四年及二零一三年三月三十一日止年度之分類營業額如下：

	本集團	
	二零一四年 千港元	二零一三年 千港元 (重列)
持續經營業務		
北美洲	2,088,500	1,492,025
歐洲	127,964	130,248
亞洲	72,314	238,995
其他	2,363	4,510
	2,291,141	1,865,778

按地區分類作出之營業額分析乃根據付運目的地釐定。於截至二零一四年及二零一三年三月三十一日止年度，本集團之主要資產及資本開支均位於或用於中國或香港。

綜合財務報表附註

二零一四年三月三十一日

5 營業額及分部資料(續)

(b) 按地區分析之分部(續)

佔營業額總額 10% 或以上的客戶詳情如下：

	本集團	
	二零一四年 千港元	二零一三年 千港元
持續經營業務		
客戶甲	1,620,978	859,963
客戶乙	290,981	301,148
客戶丙	不適用	388,486

6 其他收入

	本集團	
	二零一四年 千港元	二零一三年 千港元
持續經營業務		
投資物業之公平值收益(附註 15)	16,160	78,458
投資物業之租金收入	7,862	4,692
服務收入	—	7,281
訴訟和解賠償收入	—	4,069
其他	795	904
	24,817	95,404

綜合財務報表附註

二零一四年三月三十一日

7 按性質分類之開支

銷貨成本、銷售開支、行政開支及其他經營收入／開支中所包括之開支分析如下：

	本集團	
	二零一四年 千港元	二零一三年 千港元 (重列)
持續經營業務		
無形資產攤銷	8,883	13,156
租賃土地及土地使用權攤銷	292	289
核數師酬金	2,280	2,260
存貨成本	1,717,570	1,289,265
物業、廠房及設備折舊	32,960	39,478
僱員福利開支(包括董事酬金)(附註8)	250,244	219,762
出售物業、廠房及設備之收益	(5,215)	(3,565)
土地及樓宇之經營租賃租金	33,401	20,133
研究及開發成本	16,496	15,983
物業、廠房及設備撇銷／減值	2	14,606

8 僱員福利開支(包括董事酬金)

	本集團	
	二零一四年 千港元	二零一三年 千港元 (重列)
持續經營業務		
工資及薪金	231,550	191,038
退休金成本－界定供款退休計劃(附註a)	2,609	2,793
其他員工福利	15,313	13,077
終止僱傭福利	772	12,854
	250,244	219,762

綜合財務報表附註

二零一四年三月三十一日

8 僱員福利開支(包括董事酬金)(續)

附註：

(a) 界定供款退休計劃

於二零零零年十二月一日前，本集團於香港為全部合資格僱員設立一項界定供款退休計劃(「職業退休計劃」)。本集團應付之供款率為個別僱員基本薪金之5%。

自二零零零年十二月一日，根據強制性公積金計劃(「強積金計劃」)條例成立之強積金計劃開始生效，適用於自願參與該計劃之現有員工及於該日或之後聘用之合資格員工。推行強積金計劃後，職業退休計劃仍維持運作。根據強積金計劃，合資格僱員及本集團各自須按僱員月薪之5%作出供款，僱員的每月供款上限為1,250港元。

本年度於綜合損益表扣除之職業退休計劃及強積金計劃供款約為2,609,000港元(二零一三年：2,793,000港元(經重列))。年內沒有(二零一三年：相同)界定供款退休計劃之沒收款項。約13,000港元(二零一三年：13,000港元)之沒收供款可於二零一四年三月三十一日動用以扣減未來之供款。

於年底時已向職業退休計劃及強積金計劃作出合共約301,000港元(二零一三年：353,000港元)之供款，並已包括在其他應付款項及應計費用內。

(b) 董事及高級管理層薪酬

本公司各董事於截至二零一三年三月三十一日止年度之薪酬如下：

	袍金	薪金	酌情花紅	僱主對退休金 計劃之供款	總計
董事姓名	千港元	千港元	千港元	千港元	千港元
執行董事：					
梁劍文先生	—	4,564	1,763	196	6,523
梁偉成先生	—	4,564	1,880	196	6,640
郭冠文先生	—	1,921	1,057	82	3,060
獨立非執行董事：					
李華明先生	120	—	—	6	126
劉宏業先生	120	—	—	6	126
李德志先生	120	—	—	—	120

綜合財務報表附註

二零一四年三月三十一日

8 僱員福利開支(包括董事酬金)(續)

附註(續):

(b) 董事及高級管理層薪酬(續)

本公司各董事於截至二零一四年三月三十一日止年度之薪酬如下:

董事姓名	袍金 千港元	薪金 千港元	酌情花紅 千港元	僱主對退休金	總計 千港元
				計劃之供款 千港元	
執行董事:					
梁劍文先生	-	4,564	1,313	196	6,073
梁偉成先生	-	4,564	1,400	196	6,160
郭冠文先生	-	1,921	787	82	2,790
梁偉明先生(附註)	-	478	-	8	486
廖立民先生(附註)	-	376	-	8	384
獨立非執行董事:					
李華明先生	120	-	-	6	126
劉宏業先生	120	-	-	6	126
李德志先生	120	-	-	-	120

附註:

梁偉明先生及廖立民先生於二零一三年十月十五日獲委任為董事。

截至二零一四年及二零一三年三月三十一日止年度，概無董事放棄薪酬，亦無向董事支付任何酬金作為招攬彼等加盟的費用或作為離職賠償。

(c) 五位最高薪酬人士

本年度本集團五位最高薪酬人士包括三位(二零一三年:三位)董事，其酬金於上文呈列之分析內反映。年內應付其餘兩位(二零一三年:兩位)最高薪酬人士之酬金如下:

	本集團	
	二零一四年 千港元	二零一三年 千港元
基本薪酬、房屋津貼、其他津貼及實物福利	2,405	3,236
酌情花紅	4,750	7,000
退休金計劃供款	59	96
	7,214	10,332

綜合財務報表附註

二零一四年三月三十一日

8 僱員福利開支(包括董事酬金)(續)

附註(續):

(c) 五位最高薪酬人士(續)

所屬酬金組別分類如下:

	人數	
	二零一四年	二零一三年
酬金範圍		
1,000,001 港元–2,000,000 港元	1	–
5,000,001 港元–6,000,000 港元	1	2

(d) 高級管理層之薪酬

高級管理層的酬金包括五位最高薪酬人士，其酬金如上文分析所述。

年內，餘下一位(二零一三年：三位)高級管理層之酬金載述如下：

	人數	
	二零一四年	二零一三年
酬金範圍		
1 港元–1,000,000 港元	1	3

9 財務收入及財務成本

	本集團	
	二零一四年 千港元	二零一三年 千港元 (重列)
持續經營業務		
財務收入：		
— 銀行利息收入	20,292	14,674
— 貸款及應收款項之利息收入	1,472	3,443
	21,764	18,117
財務成本：		
— 於五年內悉數償還之銀行借貸利息支出	3,830	3,835

綜合財務報表附註

二零一四年三月三十一日

10 所得稅抵免

香港利得稅乃根據本年度之估計應課稅溢利以16.5%（二零一三年：16.5%）之稅率撥備。海外溢利之稅款則按照本年度估計應課稅溢利以本集團經營業務所在國家之現行稅率計算。

	本集團	
	二零一四年 千港元	二零一三年 千港元 (重列)
持續經營業務		
即期所得稅		
— 香港利得稅	(3,992)	(4,667)
— 以往年度(撥備不足)/超額撥備	(9)	15,123
遞延所得稅抵免	4,984	5,206
所得稅抵免	983	15,662

本集團就除所得稅前溢利之應課稅項與採用香港稅率所計算之理論稅款差異如下：

	本集團	
	二零一四年 千港元	二零一三年 千港元 (重列)
持續經營業務		
除所得稅前溢利	5,714	50,486
按稅率16.5%（二零一三年：16.5%）計算之稅項	(942)	(8,330)
其他國家不同稅率之影響	2,808	128
無須課稅之收入	15,462	17,711
不可扣稅之支出	(17,544)	(8,909)
以往年度(撥備不足)/超額撥備	(9)	15,123
確認先前未確認遞延稅項	1,207	—
確認為無遞延所得稅資產之稅項虧損	(18)	(74)
動用過往未確認之稅項虧損	19	13
稅項抵免	983	15,662

綜合財務報表附註

二零一四年三月三十一日

11 本公司股東應佔溢利

於本公司財務報表內處理之本公司股東應佔溢利約為133,569,000港元(二零一三年:205,293,000港元)。

12 每股盈利/(虧損)

基本

每股基本盈利/(虧損)乃按本公司股東應佔本年度溢利/(虧損)除以年內已發行普通股之加權平均數計算。

	本集團	
	二零一四年	二零一三年 (重列)
本公司股東應佔(虧損)/溢利(千港元)		
— 持續經營業務	7,080	66,148
— 已終止業務	(26,179)	(7,735)
	(19,099)	58,413
已發行普通股之加權平均數	580,093,720	580,093,720
每股基本盈利/(虧損)(港仙)		
— 持續經營業務	1.2	11.4
— 已終止業務	(4.5)	(1.3)
	(3.3)	10.1

攤薄

每股攤薄盈利/(虧損)乃透過調整未發行普通股之加權平均數至假設轉換所有潛在攤薄普通股。本公司僅有一類潛在攤薄普通股:購股權。釐定可按公平值收購之股份數目(按本公司股份之平均年度市場股份價格釐定)乃根據未行使購股權所附之認購權貨幣價值計算。上文所計算之股份數目乃比較假設購股權獲行使之已發行股份數目。截至二零一四年及二零一三年三月三十一日止年度,轉換所有未行使之攤薄購股權將會對每股盈利/(虧損)產生反攤薄影響。

綜合財務報表附註

二零一四年三月三十一日

12 每股盈利／(虧損)(續)

	本集團	
	二零一四年	二零一三年 (重列)
本公司股東應佔(虧損)／溢利(千港元)		
— 持續經營業務	7,080	66,148
— 已終止業務	(26,179)	(7,735)
	(19,099)	58,413
已發行普通股之加權平均數	580,093,720	580,093,720
購股權之攤薄影響	—	—
計算每股攤薄盈利之普通股之加權平均數	580,093,720	580,093,720
每股攤薄盈利／(虧損)(港仙)		
— 持續經營業務	1.2	11.4
— 已終止業務	(4.5)	(1.3)
	(3.3)	10.1

13 股息

	本公司	
	二零一四年 千港元	二零一三年 千港元
已派付中期股息每股普通股3港仙(二零一三年：3港仙)	17,403	17,403
擬派付末期股息每股普通股4港仙(二零一三年：6港仙)	23,204	34,806
	40,607	52,209

於二零一四年六月二十六日舉行之會議上，董事建議派付末期股息每股普通股4港仙。該擬派股息並未作為應付股息計入此等綜合財務報表內。

綜合財務報表附註

二零一四年三月三十一日

14 物業、廠房及設備

(a) 本集團物業、廠房及設備變動詳情如下：

	本集團						
	土地及樓宇 千港元	模具 千港元	租賃物業裝修 千港元	傢俬、裝置及設備 千港元	廠房及機器 千港元	汽車 千港元	總計 千港元
於二零一二年四月一日							
成本	68,946	370,224	87,424	247,891	509,931	18,339	1,302,755
累積折舊及減值	(9,289)	(334,796)	(87,424)	(208,212)	(431,302)	(11,619)	(1,082,642)
賬面淨值	59,657	35,428	-	39,679	78,629	6,720	220,113
截至二零一三年三月三十一日止年度							
年初賬面淨值	59,657	35,428	-	39,679	78,629	6,720	220,113
增添	-	14,439	1,496	4,765	4,671	156	25,527
出售	-	-	-	(1,873)	(5,932)	(659)	(8,464)
折舊	(483)	(21,602)	(71)	(7,937)	(11,685)	(1,278)	(43,056)
撇銷/減值	-	-	-	(633)	(16,048)	(173)	(16,854)
轉撥至投資物業(附註14(f))	(28,618)	-	-	-	-	-	(28,618)
匯兌差額	15	-	-	8	-	-	23
年末賬面淨值	30,571	28,265	1,425	34,009	49,635	4,766	148,671
於二零一三年三月三十一日							
成本	36,961	384,663	63,504	222,761	457,046	15,353	1,180,288
累積折舊及減值	(6,390)	(356,398)	(62,079)	(188,752)	(407,411)	(10,587)	(1,031,617)
賬面淨值	30,571	28,265	1,425	34,009	49,635	4,766	148,671

綜合財務報表附註

二零一四年三月三十一日

14 物業、廠房及設備(續)

(a) 本集團物業、廠房及設備變動詳情如下：(續)

	本集團						總計 千港元
	土地及 樓宇 千港元	模具 千港元	租賃物業 裝修 千港元	傢俬、裝置 及設備 千港元	廠房 及機器 千港元	汽車 千港元	
截至二零一四年三月 三十一日止年度							
年初賬面淨值	30,571	28,265	1,425	34,009	49,635	4,766	148,671
增添	-	13,579	93,496	7,137	4,278	328	118,818
出售	-	(426)	-	(1,119)	(6,479)	(379)	(8,403)
折舊	(424)	(17,067)	(2,782)	(7,069)	(7,173)	(953)	(35,468)
撇銷/減值	-	(25)	-	(130)	(3,595)	-	(3,750)
出售一間附屬公司(附註30)	-	-	-	(16)	(7,473)	(61)	(7,550)
匯兌差額	38	-	-	29	-	-	67
年末賬面淨值	30,185	24,326	92,139	32,841	29,193	3,701	212,385
於二零一四年三月三十一日							
成本	37,003	276,987	97,607	180,513	300,973	12,274	905,357
累積折舊及減值	(6,818)	(252,661)	(5,468)	(147,672)	(271,780)	(8,573)	(692,972)
賬面淨值	30,185	24,326	92,139	32,841	29,193	3,701	212,385

(b) 折舊開支包括於：

	本集團	
	二零一四年 千港元	二零一三年 千港元 (重列)
持續經營業務		
銷貨成本	29,559	35,884
行政開支	3,401	3,594
	32,960	39,478

綜合財務報表附註

二零一四年三月三十一日

14 物業、廠房及設備(續)

(c) 本集團於樓宇權益之賬面淨值分析如下：

	本集團	
	二零一四年 千港元	二零一三年 千港元
於香港按下列租約持有：		
租約逾50年	3,694	3,868
租約介乎10年至50年	245	257
於香港以外地區按下列租約持有：		
租約介乎10年至50年	5,387	5,552
	9,326	9,677

(d) 於三月三十一日，按融資租賃持有之租賃土地及其賬面淨值之分析如下：

	本集團	
	二零一四年 千港元	二零一三年 千港元
於香港按下列租約持有：		
租約逾50年	20,475	20,499
租約介乎10年至50年	384	395
	20,859	20,894

(e) 於二零一四年及二零一三年三月三十一日，無銀行借貸以包括於物業、廠房及設備之樓宇作抵押(附註26)。

(f) 於截至二零一三年三月三十一日止年度，本集團將一處位於香港的擁有人佔用物業轉撥為投資物業並將其出租(附註15)。於轉撥之日，該物業之賬面值及公平值分別為28,618,000港元及86,692,000港元。公平值超出賬面值58,074,000港元且已作為公平值收益於其他全面收入中入賬。

15 投資物業

	本集團	
	二零一四年 千港元	二零一三年 千港元
按公平值		
年初	289,050	123,900
轉自擁有人佔用物業(附註14(f))	-	86,692
公平值收益(附註6)	16,160	78,458
年末	305,210	289,050

本集團於投資物業權益之賬面淨值分析如下：

	本集團	
	二零一四年 千港元	二零一三年 千港元
於香港按下列租約持有：		
租約逾50年	229,290	215,920
租約介乎10年至50年	75,920	73,130
	305,210	289,050

於年內，投資物業取得之租金收入約為7,862,000港元(二零一三年：4,692,000港元)。

於二零一四年及二零一三年三月三十一日，概無銀行借貸以投資物業作抵押(附註26)。

估值基準

本集團按公平值計量其投資物業。本集團投資物業於二零一四年三月三十一日之公平值乃根據獨立合資格估值師利駿行測量師有限公司(「估值師」)(二零一三年：相同)進行之估值釐定。有關估值符合香港測量師學會(「香港測量師學會」)頒佈之估值準則，並經參考投資物業現時租金收入及估計市場價值，及計及續約租金上升潛力。

本集團已就財務申報審閱由估值師進行的估值。管理層及估值師每年至少就估值程序及結果進行一次討論，與本集團之年度報告日期相符。

綜合財務報表附註

二零一四年三月三十一日

15 投資物業(續)

採用重大無法觀察資料輸入進行的公平值計量

本集團投資物業之公平值主要採用收入法之投資法，並計及現有租賃協議之租金收入及採用合適租期／續約租金上升率(透過銷售交易及估值師對當時投資者的要求或預期的詮釋得出)得出。就物業的續約租金上升潛力而言，估值師指類似可作比較物業的市場價格。

估值技巧與過往年度相同。

租期及續約租金上升率由估值師根據接受估值的投資物業類別的風險分析進行估計。比率越高，公平值越低。於二零一四年三月三十一日，本集團投資物業租期比率分析中所採用的比率介乎2.3%至3.8%。

當前的市價乃根據所涉物業內及其他類似物業近期的銷售交易估計。價格越低，公平值越低。於二零一四年三月三十一日，就本集團投資物業所作出之租期及續約租金上升率分析所採納之當前之市價介乎每平方米2,808港元至7,717港元。

16 租賃土地及土地使用權

	本集團	
	二零一四年 千港元	二零一三年 千港元
年初	7,394	7,658
攤銷	(292)	(289)
匯兌差額	48	25
年末	7,150	7,394

租賃土地及土地使用權之攤銷開支被計入行政開支內。

本集團於租賃土地及土地使用權之權益指預付經營租約付款，其賬面淨值分析如下：

	本集團	
	二零一四年 千港元	二零一三年 千港元
於香港以外按下列租約持有： 租約介乎10年至50年	7,150	7,394

於二零一四年及二零一三年三月三十一日，並無以租賃土地及土地使用權作抵押之銀行借貸(附註26)。

綜合財務報表附註

二零一四年三月三十一日

17 無形資產

	本集團		
	特許權 千港元	遞延發展費用 千港元	總計 千港元
於二零一二年四月一日			
成本	78,000	13,390	91,390
累積攤銷	(33,150)	(6,951)	(40,101)
賬面淨值	44,850	6,439	51,289
截至二零一三年三月三十一日止年度			
於二零一二年四月一日	44,850	6,439	51,289
攤銷	(7,800)	(5,356)	(13,156)
賬面淨值	37,050	1,083	38,133
於二零一三年三月三十一日			
成本	78,000	2,708	80,708
累積攤銷	(40,950)	(1,625)	(42,575)
賬面淨值	37,050	1,083	38,133
截至二零一四年三月三十一日止年度			
於二零一三年四月一日	37,050	1,083	38,133
攤銷	(7,800)	(1,083)	(8,883)
賬面淨值	29,250	–	29,250
於二零一四年三月三十一日			
成本	78,000	–	78,000
累積攤銷	(48,750)	–	(48,750)
賬面淨值	29,250	–	29,250

特許權及遞延發展費用之攤銷開支被計入銷貨成本內。

綜合財務報表附註

二零一四年三月三十一日

18 貸款及應收款項

	本集團	
	二零一四年 千港元	二零一三年 千港元
非流動		
政府債券(附註b)	—	1,538
流動		
公司債券(附註a)	—	92,216
政府債券(附註b)	1,562	8,625
	1,562	100,841
於年末之賬面值	1,562	102,379
於年初之賬面值	102,379	104,184
增添	—	1,513
贖回	(21,302)	(5,012)
出售	(85,701)	—
匯兌收益	6,186	1,694
於年末之賬面值	1,562	102,379

附註：

- (a) 公司債券指本集團於公司債務之投資，即分別由韓國註冊成立之公司Hydis Technologies Company Limited(「Hydis」)發行之韓國公司債券及國家開發銀行股份有限公司發行之人民幣公司債券。

於二零一三年十二月三十一日，本集團完成向一名獨立第三方PVI Global Corporation(「PVI」)(一間於中華民國(台灣)註冊成立之公司E Ink Holdings Inc.(「E Ink」)的附屬公司)出售由Hydis發行的公司債券，代價為10,000,000美元(相當於77,600,000港元)，自二零一四年七月起分五年期不計息償還。本集團已於二零一四年七月收取首筆付款。應收款項於「其他應收款項」入賬(附註23)。出售貸款及應收款項之虧損11,946,000港元已於截至二零一四年三月三十一日止年度之綜合損益表的持續經營業務內確認。

人民幣9,873,000元(相當於12,539,000港元)的人民幣公司債券於到期時於二零一三年十月按面值贖回。

- (b) 政府債券指由中華人民共和國財政部發行之人民幣債券。人民幣6,900,000元(相當於8,763,000港元)的政府債券於到期時於二零一三年九月按面值贖回。

貸款及應收款項之賬面值與其公平值相若。

於報告日，承受之最大信貸風險為貸款及應收款項之賬面值。

綜合財務報表附註

二零一四年三月三十一日

19 可供出售金融資產

	本集團	
	二零一四年 千港元	二零一三年 千港元
於年初香港以外地區之非上市股本證券之公平值	36,953	112,090
於綜合損益表確認之減值虧損	-	(75,137)
出售	(36,953)	-
於年末香港以外地區之非上市股本證券之公平值	-	36,953

可供出售金融資產指本集團長期投資於 Hydix 之股份，乃以韓圓計值。

可供出售金融資產於二零一三年三月三十一日由獨立專業合資格估值師香港仲量聯行重新估值。

於二零一三年十二月三十一日，本集團完成向一名獨立第三方 Dream Pacific International Corp (一間 E Ink 的附屬公司) 出售於 Hydix 的權益，代價為 2,800,000 美元 (相當於 21,728,000 港元)。本集團已於二零一四年一月二日收取該代價。

出售可供出售金融資產之虧損 15,225,000 港元已於截至二零一四年三月三十一日止年度之綜合損益表的持續經營業務內確認。

20 於附屬公司之投資

	本公司	
	二零一四年 千港元	二零一三年 千港元
非上市股份，按成本(附註a)	67,586	67,586
應收附屬公司款項(附註b)	989,619	908,144
	1,057,205	975,730

附註：

(a) 主要附屬公司之詳情載列於綜合財務報表附註36。

(b) 應收附屬公司款項為無抵押及免息。本公司已確認其無意於結算日起十二個月內要求償還該等金額。於報告日期須承受之最高信貸風險為上述應收附屬公司款項之公平值。

綜合財務報表附註

二零一四年三月三十一日

21 按類別劃分之金融工具

	本集團		
	貸款及 應收款項 千港元	可供出售 金融資產 千港元	總計 千港元
於綜合資產負債表之資產			
於二零一三年三月三十一日			
貸款及應收款項(附註18)	102,379	–	102,379
可供出售金融資產(附註19)	–	36,953	36,953
應收貿易及其他賬款(附註23)	523,754	–	523,754
現金及現金等值(附註24)	1,231,776	–	1,231,776
合計	1,857,909	36,953	1,894,862
於二零一四年三月三十一日			
貸款及應收款項(附註18)	1,562	–	1,562
應收貿易及其他賬款(附註23)	691,238	–	691,238
現金及現金等值(附註24)	924,146	–	924,146
合計	1,616,946	–	1,616,946

其他金融負債：

	本集團	
	二零一四年 千港元	二零一三年 千港元
於綜合資產負債表之負債		
應付貿易及其他賬款(附註25)	575,843	607,067
借貸(附註26)	130,000	200,000
合計	705,843	807,067

綜合財務報表附註

二零一四年三月三十一日

21 按類別劃分之金融工具(續)

貸款及應收款項：

	本公司	
	二零一四年 千港元	二零一三年 千港元
於資產負債表之資產		
其他應收款項(附註23)	105	105
現金及現金等值(附註24)	83	190
應收附屬公司款項(附註20)	989,619	908,144
合計	989,807	908,439

其他金融負債：

	本公司	
	二零一四年 千港元	二零一三年 千港元
於資產負債表之負債		
其他應付款項(附註25)	198	197

22 存貨

	本集團	
	二零一四年 千港元	二零一三年 千港元
原料	187,784	196,373
在製品	5,868	12,336
製成品	159,787	109,117
	353,439	317,826

確認為開支並計入銷貨成本之存貨成本約達1,717,570,000港元(二零一三年：1,289,265,000港元，重列)。

綜合財務報表附註

二零一四年三月三十一日

23 應收貿易及其他賬款

	本集團		本公司	
	二零一四年 千港元	二零一三年 千港元	二零一四年 千港元	二零一三年 千港元
非流動				
其他應收款項(附註)	58,414	—	—	—
流動				
應收貿易賬款	590,215	490,787	—	—
預付款項、按金及其他應收款項(附註)	42,609	32,967	105	105
	632,824	523,754	105	105
總計	691,238	523,754	105	105

附註：

於二零一四年三月三十一日，就出售Hydis發行之公司債券，其他應收款項包括應收PVIG約73,755,000港元之代價(附註18)。於二零一四年三月三十一日，E Ink已授出擔保以覆蓋所有應收款項金額。

向客戶提供之信貸條款一般視乎個別客戶之財務實力而定。為管理有關應收貿易賬款之信貸風險，本集團定期對客戶進行信貸評估。

應收貿易及其他賬款之公平值與其賬面值相若。

於二零一四年及二零一三年三月三十一日，根據付運條款之應收貿易賬款之賬齡分析如下：

	本集團	
	二零一四年 千港元	二零一三年 千港元
0—30日	242,495	99,483
31—60日	68,062	89,240
61—90日	130,335	100,115
超過90日	149,323	201,949
	590,215	490,787

於二零一四年三月三十一日，如嚴格按照所提供的信貸條款計量，則應收貿易賬款50,755,000港元(二零一三年：34,693,000港元)被視為逾期。逾期款項未被視作已減值，因為所有逾期款項已於二零一四年四月清還。

綜合財務報表附註

二零一四年三月三十一日

23 應收貿易及其他賬款(續)

未逾期亦無減值之應收貿易賬款之信貸質素可參照有關交易對手違約率之歷史資料進行評估。

	本集團	
	二零一四年 千港元	二零一三年 千港元
並無外界信貸評級之交易對手		
— 新客戶(少於六個月)	—	4
— 於過往並無違約之客戶(六個月以上)	590,215	490,783
	590,215	490,787

該等應收貿易賬款之賬面值以下列貨幣計值：

	本集團	
	二零一四年 千港元	二零一三年 千港元
美元	589,036	489,793
加幣	1,179	979
港元	—	15
	590,215	490,787

於二零一四年及二零一三年三月三十一日，並無就應收貿易賬款減值計提撥備。於應收貿易及其他賬款內之其他類別款項並無包括已減值資產。

於報告日期，須承受之最高信貸風險為上述各類應收款項之賬面值。

24 現金及現金等值

	本集團		本公司	
	二零一四年 千港元	二零一三年 千港元	二零一四年 千港元	二零一三年 千港元
銀行及手頭現金	208,702	428,208	83	190
短期銀行存款	715,444	803,568	—	—
	924,146	1,231,776	83	190
須承受之最高信貸風險	923,119	1,230,970	83	190

綜合財務報表附註

二零一四年三月三十一日

24 現金及現金等值(續)

現金及現金等值以下列貨幣計值：

	本集團		本公司	
	二零一四年 千港元	二零一三年 千港元	二零一四年 千港元	二零一三年 千港元
港元	38,056	72,543	83	190
美元	598,748	672,506	—	—
人民幣	285,619	483,727	—	—
英鎊	1,721	2,937	—	—
其他	2	63	—	—
	924,146	1,231,776	83	190

25 應付貿易及其他賬款

	本集團		本公司	
	二零一四年 千港元	二零一三年 千港元	二零一四年 千港元	二零一三年 千港元
應付貿易賬款	522,787	565,827	—	—
其他應付款項及應計費用	53,056	41,240	198	197
	575,843	607,067	198	197

應付貿易及其他賬款之賬面值與其公平值相若。

於二零一四年及二零一三年三月三十一日，根據發票日期之應付貿易賬款之賬齡分析如下：

	本集團	
	二零一四年 千港元	二零一三年 千港元
0—30日	486,240	524,085
31—60日	23,517	24,477
61—90日	10,087	13,924
超過90日	2,943	3,341
	522,787	565,827

綜合財務報表附註

二零一四年三月三十一日

25 應付貿易及其他賬款(續)

該等應付貿易賬款之賬面值以下列貨幣計值：

	本集團	
	二零一四年 千港元	二零一三年 千港元
港元	471,369	532,286
美元	51,186	29,660
其他	232	3,881
	522,787	565,827

26 借貸

	本集團	
	二零一四年 千港元	二零一三年 千港元
非流動		
銀行借貸，無抵押(附註)	50,000	130,000
流動		
銀行借貸，無抵押(附註)	80,000	70,000
借貸總額	130,000	200,000

附註：

該等銀行借貸為無抵押並以本公司提供之公司擔保支持(附註32及33)。於二零一四年及二零一三年三月三十一日，借貸以港元呈列而利息乃高於香港銀行同業拆息之息率計算。

銀行借貸之到期日如下：

	本集團	
	二零一四年 千港元	二零一三年 千港元
一年以內	80,000	70,000
第二年	50,000	80,000
第三年	—	50,000
	130,000	200,000

銀行借貸之賬面值與其公平值相若。

於二零一四年及二零一三年三月三十一日，該等借貸之賬面值以港元計值。

綜合財務報表附註

二零一四年三月三十一日

27 股本及購股權計劃

	本公司			
	二零一四年		二零一三年	
	股份數目	千港元	股份數目	千港元
法定股本：				
每股面值0.10港元之普通股	800,000,000	80,000	800,000,000	80,000
已發行及繳足股本：				
每股面值0.10港元之普通股				
於四月一日及於三月三十一日	580,093,720	58,009	580,093,720	58,009

於二零零三年八月二十一日，本公司採納一項購股權計劃，據此可向合資格人士（包括本集團之僱員及董事）授出購股權以認購本公司股份。

於二零一零年五月十一日及二零一零年八月二十七日，本公司向合資格人士授出共40,810,000份購股權。於截至二零一四年三月三十一日止年度根據購股權計劃授出之購股權變動詳情如下：

參與者姓名	授出日期	行使期	每股 行使價 港元	購股權數目				於二零一四年 三月三十一日 尚未行使
				於二零一三年 四月一日 尚未行使	年內授出	年內行使	年內失效	
執行董事								
梁劍文先生	二零一零年 五月十一日	二零一零年 五月十一日至 二零一三年 八月二十日	2.90	750,000	-	-	(750,000)	-
梁偉成先生	二零一零年 五月十一日	二零一零年 五月十一日至 二零一三年 八月二十日	2.90	750,000	-	-	(750,000)	-
郭冠文先生	二零一零年 五月十一日	二零一零年 五月十一日至 二零一三年 八月二十日	2.90	750,000	-	-	(750,000)	-

綜合財務報表附註

二零一四年三月三十一日

27 股本及購股權計劃(續)

參與者姓名	授出日期	行使期	每股 行使價 港元	購股權數目				於二零一四年 三月三十一日 尚未行使
				於二零一三年 四月一日 尚未行使	年內授出	年內行使	年內失效	
獨立非執行董事								
李華明先生	二零一零年 五月十一日	二零一零年 五月十一日至 二零一三年 八月二十日	2.90	250,000	-	-	(250,000)	-
劉宏業先生	二零一零年 五月十一日	二零一零年 五月十一日至 二零一三年 八月二十日	2.90	500,000	-	-	(500,000)	-
				3,000,000	-	-	(3,000,000)	-
主要股東								
梁偉立先生	二零一零年 五月十一日	二零一零年 五月十一日至 二零一三年 八月二十日	2.90	750,000	-	-	(750,000)	-
				750,000	-	-	(750,000)	-
高級管理層及僱員								
多人	二零一零年 五月十一日	二零一零年 五月十一日至 二零一三年 八月二十日	2.90	10,068,000	-	-	(10,068,000)	-
多人	二零一零年 八月二十七日	二零一零年 八月二十七日至 二零一三年 八月二十日	3.08	100,000	-	-	(100,000)	-
				10,168,000	-	-	(10,168,000)	-
				13,918,000	-	-	(13,918,000)	-

綜合財務報表附註

二零一四年三月三十一日

28 儲備

	本集團						
	股份溢價 千港元	股本 贖回儲備 千港元	匯兌及 其他儲備 千港元	員工 補償儲備 千港元	重估盈餘 千港元	保留盈利 千港元	總計 千港元
於二零一二年四月一日	310,651	940	(657)	11,783	–	1,464,560	1,787,277
全面收入							
本年度溢利	–	–	–	–	–	58,413	58,413
轉撥至投資物業之擁有人 佔用物業公平值收益	–	–	–	–	58,074	–	58,074
貨幣匯兌差額	–	–	39	–	–	–	39
全面收入總額	–	–	39	–	58,074	58,413	116,526
與擁有人進行之交易							
二零一三年中期股息	–	–	–	–	–	(17,403)	(17,403)
二零一二年末期股息	–	–	–	–	–	(17,403)	(17,403)
與擁有人進行之交易總值	–	–	–	–	–	(34,806)	(34,806)
於二零一三年三月三十一日	310,651	940	(618)	11,783	58,074	1,488,167	1,868,997
於二零一三年四月一日	310,651	940	(618)	11,783	58,074	1,488,167	1,868,997
全面收入／(虧損)							
本年度虧損	–	–	–	–	–	(19,099)	(19,099)
貨幣匯兌差額	–	–	575	–	–	–	575
全面收入／(虧損)總額	–	–	575	–	–	(19,099)	(18,524)
與擁有人進行之交易							
二零一四年中期股息	–	–	–	–	–	(17,403)	(17,403)
二零一三年末期股息	–	–	–	–	–	(34,806)	(34,806)
與擁有人進行之交易總值	–	–	–	–	–	(52,209)	(52,209)
於二零一四年三月三十一日	310,651	940	(43)	11,783	58,074	1,416,859	1,798,264

綜合財務報表附註

二零一四年三月三十一日

28 儲備(續)

	本公司					
	股份溢價 千港元	股本 贖回儲備 千港元	繳入盈餘 千港元	員工 補償儲備 千港元	保留盈利 千港元	總計 千港元
於二零一二年四月一日	310,651	940	40,586	11,783	383,373	747,333
全面收入						
本年度溢利	-	-	-	-	205,293	205,293
與擁有人進行之交易						
二零一三年中期股息	-	-	-	-	(17,403)	(17,403)
二零一二年末期股息	-	-	-	-	(17,403)	(17,403)
與擁有人進行之交易總值	-	-	-	-	(34,806)	(34,806)
於二零一三年三月三十一日	310,651	940	40,586	11,783	553,860	917,820
於二零一三年四月一日	310,651	940	40,586	11,783	553,860	917,820
全面收入						
本年度溢利	-	-	-	-	133,569	133,569
與擁有人進行之交易						
二零一四年中期股息	-	-	-	-	(17,403)	(17,403)
二零一三年末期股息	-	-	-	-	(34,806)	(34,806)
與擁有人進行之交易總值	-	-	-	-	(52,209)	(52,209)
於二零一四年三月三十一日	310,651	940	40,586	11,783	635,220	999,180

附註：

因一九九二年十一月公司重組而產生本公司之繳入盈餘是指本公司所發行以交換 Alco Investments (B.V.I.) Limited 之已發行普通股之股份面值與於一九九二年十一月六日所收購之相關附屬公司資產淨值兩者之差額。根據百慕達一九八一年公司法(經修訂)，倘在有合理理由相信(i)該公司於支付股息後無能力或將無能力支付到期之債務；或(ii)該公司資產之可變現值將因而少於其負債、其已發行股本與股份溢價賬三者總和之情況下，公司不得宣派或派付股息，或從繳入盈餘中作出分派。否則，繳入盈餘可予以分派。

綜合財務報表附註

二零一四年三月三十一日

29 遞延所得稅

遞延所得稅採用負債法就暫時差異按主要稅率 16.5% (二零一三年：16.5%) 全數計算。

當具有合法可行權利將即期稅項資產與即期稅項負債相抵銷，且遞延所得稅涉及同一稅收機關，則遞延所得稅資產及負債可予抵銷。

	本集團	
	二零一四年 千港元	二零一三年 千港元
將於十二個月後收回之遞延所得稅資產	44,241	40,238
將於十二個月後支付之遞延所得稅負債	(7,549)	(9,297)
遞延所得稅資產淨值	36,692	30,941
抵銷後：		
遞延所得稅資產	36,692	31,708
遞延所得稅負債	-	(767)
遞延所得稅資產淨值	36,692	30,941

遞延所得稅賬目之變動如下：

遞延所得稅資產／(負債)	本集團				
	稅項虧損 千港元	加速稅項折舊 千港元	遞延發展費用 千港元	其他 千港元	總計 千港元
於二零一二年四月一日	972	(13,627)	(531)	38,224	25,038
計入／(扣除)綜合損益表	3,228	4,719	442	(2,486)	5,903
於二零一三年三月三十一日	4,200	(8,908)	(89)	35,738	30,941
於二零一三年四月一日	4,200	(8,908)	(89)	35,738	30,941
計入／(扣除)綜合損益表	4,018	6,891	89	(3,684)	7,314
出售一間附屬公司(附註30)	(2,113)	550	-	-	(1,563)
於二零一四年三月三十一日	6,105	(1,467)	-	32,054	36,692

倘本集團有可能透過日後之應課稅溢利變現相關之稅項利益，則就結轉之稅項虧損確認遞延所得稅資產。本集團並無就可結轉及用作抵銷日後應課稅溢利之稅項虧損約 7,246,000 港元 (二零一三年：24,844,000 港元) 確認遞延所得稅資產約 2,673,000 港元 (二零一三年：7,035,000 港元)。於未確認之稅項虧損當中，約 377,000 港元 (二零一三年：8,532,000 港元，重列) 並無屆滿日期，餘下結餘 6,869,000 港元 (二零一三年：16,312,000 港元，重列) 將於二零三四年 (二零一三年：二零三二年) 或之前 (包括該年) 於不同日期屆滿。

綜合財務報表附註

二零一四年三月三十一日

30 已終止業務

於截至二零一四年三月三十一日止年度，本集團完成出售愛高塑膠製品廠有限公司（「愛高塑膠」）（本公司的全資附屬公司）的全部權益予愛高塑膠的一名董事，現金代價為3,000,000港元。本集團已於二零一四年二月收到全部代價。愛高塑膠的主要業務為製造及銷售塑膠產品。因此，塑膠製品業務之業績連同出售之相關虧損於截至二零一四年三月三十一日止年度的綜合財務報表中呈列為已終止業務。

(a) 已終止業務之業績分析如下：

	附註	二零一四年 千港元	二零一三年 千港元
營業額	5	78,990	97,551
銷貨成本		(95,099)	(102,486)
毛損		(16,109)	(4,935)
銷售開支		(38)	(72)
行政開支		(2,112)	(2,638)
其他經營開支		(9,973)	(799)
除所得稅前虧損		(28,232)	(8,444)
所得稅抵免		2,330	709
除所得稅後虧損		(25,902)	(7,735)
出售一間附屬公司之虧損		(277)	—
本公司股東應佔已終止業務虧損		(26,179)	(7,735)

(b) 已終止業務之開支分析如下：

	二零一四年 千港元	二零一三年 千港元
存貨成本	64,508	52,663
物業、廠房及設備折舊	2,508	3,578
僱員福利開支（包括愛高塑膠的董事酬金）	22,116	23,000
出售物業、廠房及設備之收益	(793)	(35)
土地及樓宇之經營租賃租金	1,367	2,166
物業、廠房及設備撇銷／減值	3,748	2,248
去年即期所得稅超額撥備	—	(12)
遞延所得稅抵免	(2,330)	(697)

綜合財務報表附註

二零一四年三月三十一日

30 已終止業務(續)

(c) 已終止業務之現金流分析如下：

	二零一四年 千港元	二零一三年 千港元
經營業務現金流入淨額	43,496	4,625
投資業務現金流入／(流出)淨額	5,437	(4,719)
融資業務現金流出淨額	(50,100)	–
已終止業務現金流出淨額	(1,167)	(94)

(d) 出售一間附屬公司

	二零一四年 二月 二十八日 千港元
所出售之資產淨值	
物業、廠房及設備	7,550
遞延所得稅資產	1,563
貿易及其他流動資產	4,148
存貨	1,331
現金及現金等值	72
應付貿易及其他賬款	(11,387)
	3,277
代價	3,000
出售虧損	(277)
有關出售一間附屬公司之現金流量淨額分析如下：	
已收現金代價	3,000
所出售之現金及現金結餘	(72)
出售產生之現金流入總額	2,928

綜合財務報表附註

二零一四年三月三十一日

31 綜合現金流量表附註

(a) 除所得稅前(虧損)/溢利與經營(所用)/產生之現金之對賬

	本集團	
	二零一四年 千港元	二零一三年 千港元
除所得稅前(虧損)/溢利(包括已終止業務)	(22,518)	42,042
利息收入	(21,764)	(18,117)
銀行借貸之利息開支	3,830	3,835
無形資產攤銷	8,883	13,156
出售物業、廠房及設備之收益	(6,008)	(3,600)
物業、廠房及設備折舊	35,468	43,056
物業、廠房及設備撇銷/減值	3,750	16,854
租賃土地及土地使用權攤銷	292	289
投資物業公平值收益	(16,160)	(78,458)
貸款及應收款項匯兌收益	(6,186)	(1,694)
可供出售金融資產之減值	–	75,137
商譽減值	320	–
出售貸款及應收款項之虧損	11,946	–
出售可供出售金融資產之虧損	15,225	–
營運資金變動前之經營溢利	7,078	92,500
存貨(增加)/減少	(36,425)	141,469
應收貿易及其他賬款之(增加)/減少	(98,444)	130,582
應付貿易及其他賬款之減少	(27,983)	(114,076)
經營(所用)/產生之現金	(155,774)	250,475

(b) 於綜合現金流量表內，出售物業、廠房及設備之所得款項包括：

	本集團	
	二零一四年 千港元	二零一三年 千港元
持續經營及已終止業務		
賬面淨值(附註14)	8,403	8,464
出售物業、廠房及設備之收益	6,008	3,600
出售物業、廠房及設備之所得款項	14,411	12,064

綜合財務報表附註

二零一四年三月三十一日

32 銀行信貸

於二零一四年三月三十一日，若干銀行向本集團授出銀行信貸約15億9千6百萬港元(二零一三年：16億零9百萬港元)，其中本集團已動用1億3千萬港元(二零一三年：2億港元)(附註26)。所有銀行信貸乃以本公司提供之公司擔保支持及並無信貸(二零一三年：相同)以本集團之若干資產作為抵押。

33 財務擔保

本公司已向若干銀行提供公司擔保以為其若干附屬公司取得一般銀行信貸(附註26)作出擔保。

34 承擔

(a) 資本承擔

	本集團	
	二零一四年 千港元	二零一三年 千港元
已訂約但未撥備之模具、廠房及機器	2,377	11,681

(b) 經營租約承擔(作為承租人)

就土地及樓宇之不可撤銷經營租約之未來須繳付最低租賃款項總額如下：

	本集團	
	二零一四年 千港元	二零一三年 千港元
一年內	35,613	22,066
一年後但於五年內	139,574	139,721
五年後	366,381	352,380
	541,568	514,167

34 承擔(續)

(c) 經營租約承擔(作為出租人)

本集團根據不可撤銷經營租約協議租賃不同物業。租約具有不同條款、價格調整條款及續期權利。

就土地及樓宇之不可撤銷經營租約之未來可收取之最低租金總額如下：

	本集團	
	二零一四年 千港元	二零一三年 千港元
一年內	7,680	5,560
一年後但於五年內	5,264	5,863
	12,944	11,423

租約條款為期一年至三年。

35 業務合併

於二零一三年四月二十五日，本集團以現金代價414,000港元收購EV Partnership Limited (「EV Partnership」，一間從事電動自行車設計之公司)之75%股權，從而擴大其業務。本集團已自二零一三年四月二十五日起獲得EV Partnership之控制權並將其業績綜合入賬。EV Partnership已識別資產淨值之賬面值於收購日期與其公平值相若。

下表概述於收購日期起就EV Partnership之已付代價、所收購資產、所承擔負債及非控股權益之公平值：

	二零一四年 千港元
總代價	414
所收購之資產淨值	
存貨	519
現金及現金等值	88
其他流動資產	19
其他流動負債	(501)
	125
非控股權益	(31)
商譽	320
	414
有關收購一間附屬公司之現金流量淨額分析如下：	
已付現金代價	(414)
所收購之現金及現金結餘	88
收購產生之現金流出總額	(326)

綜合財務報表附註

二零一四年三月三十一日

35 業務合併(續)

自二零一三年四月二十五日起計入綜合損益表之營業額中，EV Partnership貢獻59,000港元。EV Partnership於同期產生虧損1,534,000港元。

36 主要附屬公司

於二零一四年三月三十一日，本公司於下列主要附屬公司持有權益：

名稱	註冊成立/ 成立地點	已發行及 繳足股本/ 註冊資本	本公司持有之 股權百分比		主要業務
			直接	間接	
Alco Investments (B.V.I.) Limited	英屬處女群島	普通股 50,000 美元	100	–	投資控股及向其附屬公司 提供管理服務
力行包裝有限公司	香港	普通股 500,000 港元	–	100	物業投資
愛高數碼有限公司	香港	普通股 1,000,000 港元	–	100	軟件開發
愛高電業有限公司	香港	普通股 1,000 港元 無投票權遞延股份 5,000,000 港元	–	100	設計、製造及銷售 消費電子產品
愛高電業(東莞)有限公司 ¹	中國	註冊資本 120,000,000 港元	–	100	製造消費電子產品
愛高電子(深圳)有限公司 ¹	中國	註冊資本 25,000,000 港元	–	100	提供設計及物流服務予集團公司
愛高國際有限公司	香港	普通股 500,000 港元	–	100	買賣消費電子產品
Vdiobox Limited	香港	普通股 1,000,000 港元	–	100	買賣消費電子產品

附註：

1. 屬外商獨資企業。

上表列載了董事認為對年度業績造成重大影響或組成本集團資產淨值主要部分之本公司主要附屬公司於二零一四年三月三十一日之詳情。董事認為列載其他附屬公司之詳情將導致篇幅過於冗長。

持作投資之主要物業

地點	地段編號	現有用途	租約年期
香港 新界葵涌 葵德街 15-33 號 葵德工業中心 1 座 7 樓 A 至 J 工場	葵涌市鎮 第 322、323 及 324 號地段	工業出租	中期
香港 新界元朗 錦田吳家村 錦上路 丈量約份 106 號 第 593 及 595 號地段	丈量約份 106 號 第 593 及 595 號地段	工業出租	中期
香港 鰂魚涌英皇道 1067 號 仁孚工業大廈 5 樓	鰂魚涌海旁地段第 2 號 E 段第 2 分段及 其延伸部份	工業出租	長期
香港 鰂魚涌英皇道 1067 號 仁孚工業大廈 9 樓	鰂魚涌海旁地段第 2 號 E 段第 2 分段及 其伸延部份	工業出租	長期

五年財務概要

本集團最近五個財政年度之業績以及資產與負債概要如下：

	二零一四年 千港元	二零一三年 千港元 (重列)	二零一二年 千港元 (重列)	二零一一年 千港元 (重列)	二零一零年 千港元 (重列)
營業額	2,291,141	1,865,778	2,768,538	3,081,106	3,998,776
本公司股東應佔(虧損)/溢利	(19,099)	58,413	80,136	273,992	248,602
總資產	2,561,764	2,734,840	2,774,239	2,949,745	2,762,116
總負債	(705,843)	(807,834)	(928,953)	(1,010,746)	(999,353)
總權益	1,855,921	1,927,006	1,845,286	1,938,999	1,762,763

