



ALCO HOLDINGS LIMITED

股份代號：328 Stock Code: 328

ANNUAL REPORT 2013 年報





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Corporate Information

Directors

Mr LEUNG Kai Ching, Kimen (*Chairman*)
Mr LEUNG Wai Sing, Wilson
Mr KUOK Kun Man, Andrew
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
The Hongkong and Shanghai Banking Corporation Limited
Bank of China (Hong Kong) Limited
China Construction Bank Corporation Hong Kong Branch
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

HSBC Bank Bermuda Limited
6 Front Street
Hamilton HM11
Bermuda

Registrars in Hong Kong

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

Website

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

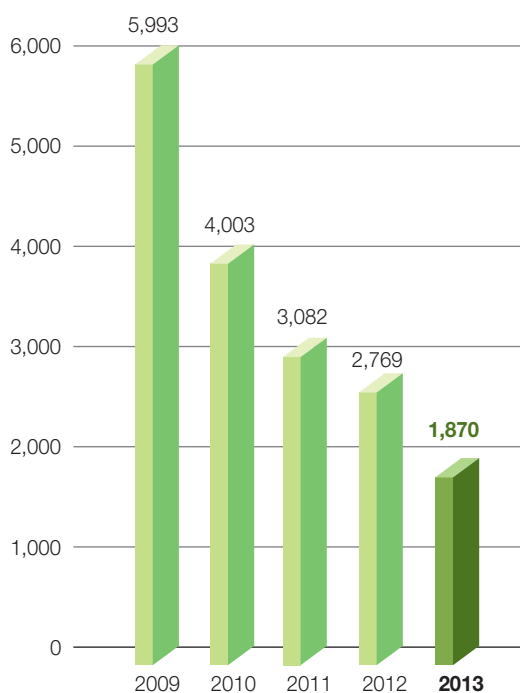
Stock Code

328

Financial Highlights

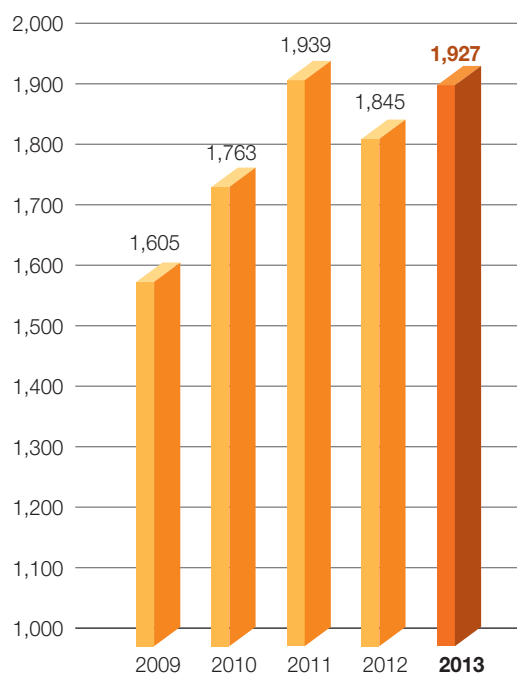
REVENUE

(HK\$ MILLION)



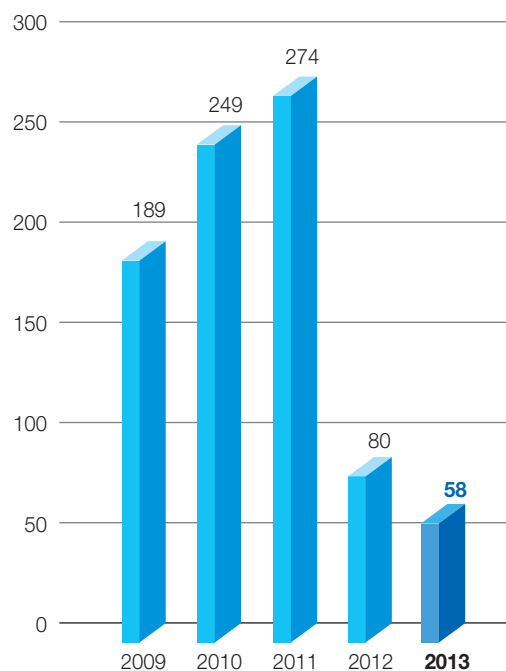
EQUITY

(HK\$ MILLION)

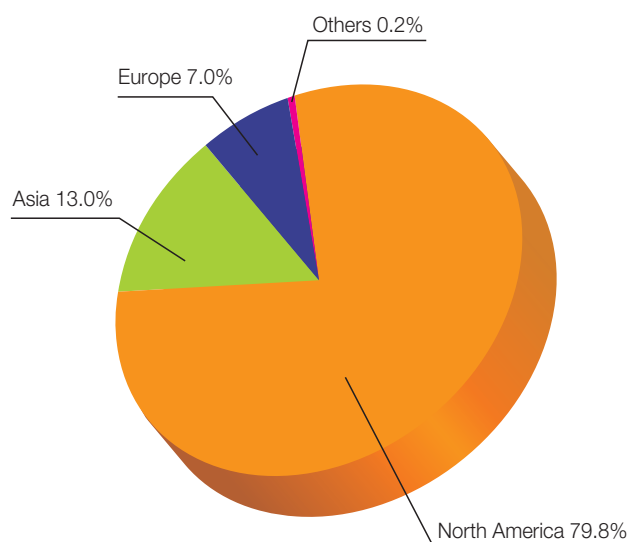


PROFIT ATTRIBUTABLE TO EQUITY HOLDERS

(HK\$ MILLION)



REVENUE BY GEOGRAPHICAL SEGMENT IN 2013



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 2013.

During the financial year, the Group recorded profit attributable to shareholders of HK\$58 million (2012 Restated: HK\$80 million) with turnover amounting to HK\$1.9 billion (2012: HK\$2.8 billion). The Group recorded an impairment of HK\$75 million resulting from the decline in value of its investment in Hydis Technologies Co., Ltd., a Korean-based specialist

manufacturer of thin-film-transistor liquid crystal displays (TFT-LCD). However, a revaluation gain from the Group's investment properties in Hong Kong was able to offset the impact of the impairment.



The Board of Directors remains committed to a stable dividend payout ratio policy. Reflecting this commitment, a final dividend of HK6 cents (2012: HK3 cents) per share has been recommended, which, combined with an interim dividend of HK3 cents per share already paid, represents a total dividend of HK9 cents per share for the financial year (2012: HK12 cents).

The final dividend will be paid on 12th September 2013 to the Group's shareholders upon approval at the upcoming Annual General Meeting.

Chairman's Statement

REVIEW OF OPERATIONS

Over the past 12 months the global economic picture has yet to realise significant improvement, with Europe continuing to be burdened by serious debt and unemployment problems while the United States' recovery has remained lacklustre. The ongoing erosion of consumer confidence has led to some of our customers taking a highly conservative and piecemeal approach when restocking inventory, adopting a 'wait and see' attitude that has meant the reduction in bulk purchases. The weak economic conditions have also led to intense competition among existing players as they vie for business at the expense of profitability.



Though material costs have stabilised during the financial year, the issue of labour remains a concern. While minimum wage legislation in Mainland China has resulted in the steady escalation of this expense, there is also the problem of limited supply of skilled workers, especially in the Pearl River Delta. This has further pushed up the cost of labour as employers seek to either retain their existing workforce through incentive schemes or to address their shortage by offering higher wages.



In spite of the challenging macro-economic backdrop, we were able to achieve progress in a number of areas. Our DVD players have continued to be our leading revenue source, while our Blu-ray players made for OEM customers also contributed to the revenue. With respect to the Group's wireless video streaming players equipped with WiFi technology, such devices have performed positively since entering the market. Steady inroads have also been made by our high-value sound bar systems, some of which feature wireless video/audio technologies, while all represent the perfect complement to flat-panel TVs. Overall, we have continued to refine and update our product mix to ensure that our products are in step with current market trends.

Having noted the increasingly competitive nature of the industry that has led to rising price pressure, we have sought to alleviate such strain by reorganising production, focusing on adaptability and cost competitiveness. Among the measures taken include the outsourcing of certain operations and streamlining operational processes, thereby reducing the impact of rising labour costs. More significantly, we have wound down operations at our factory in Changan Town, Dongguan, and will transfer all production activities to a new facility in Houjie Town, which is scheduled for completion by the second half of 2013. This new factory will not only enhance efficiency and reduce overhead in the long term, but also allow us to explore new product segments owing to its flexible production capabilities.



Chairman's Statement



In addition to the many measures that have been taken to raise efficiency and enhance our product portfolio, the importance of the Group's reputation in the industry should not be discounted. With market consolidation having taken its toll – removing some industry players – customers are more cautious than ever at selecting companies that are committed to high quality and punctual delivery. The Group has for many years built its reputation on being a dependable partner and will continue to leverage this attribute to both strengthen ties with existing customers and attract new customers to the fold.

PROSPECTS

The upcoming financial year will unlikely see any major changes in the health of the global economy. Though current market conditions will call for utmost caution, we are buoyed by the knowledge that progress made by the Group both in products and infrastructure can continue to be built upon.



In terms of the Group's products, we have seen continuously healthy uptake of our DVD and Blu-ray players; hence we will leverage our R&D capabilities to further develop these products, which will include the integration of 3D as well as 4K technologies. Likewise, the progress of our wireless video streaming players and sound bar products with wireless video/audio capabilities suggest that they too can be enhanced through the integration of more appealing features. Not to be ignored is the growing line-up of wireless speaker products, some of which feature AirPlay technology, thus opening the way for fresh business prospects.



As an early entrant in the Blu-ray and sound bar segments, we have established a strong track record in identifying market winners. The rise in popularity of smartphones and smart devices, with purchases expected to exceed the 1 billion units in 2013, clearly represents a major opportunity that we will not squander. In addition to strengthening our line-up of docking-related audio and video products, the Group will also introduce various size tablet-PC products for shipment in Q3/Q4 of 2013.

Complementing our product push will be our new production facility in Houjie Town that will start operation in the second half of 2013. As mentioned, its flexible production capacity will allow the Group to address present market conditions while also aid us in determining future product goals.

Chairman's Statement

The new production base in Houjie Town is also symbolic of our commitment to controlling costs. While it will help to alleviate the cost of labour, this represents one measure in a line of measures that we will take. In the face of escalating rent, we have consolidated our offices in Hong Kong from two floors to one and rented the unoccupied premises for additional income. We have also been closely examining the viability of streamlining the present workforce while maintaining optimum efficiency. This overall cost-control drive will be ongoing and meticulous as we seek to rein in all expenditures.

Indicative of our success in controlling costs, as well as exploiting business opportunities and managing our finances is the strong cash position of the Group. Having maintained a close eye on inventories and receivables, we will remain vigilant of any irregularities, given that strong financial health remains the best defence against unpredictable market conditions.

Despite the strong headwinds that have been faced in recent years, the Group has remained unflustered thanks to careful stewardship from our highly experienced management team and dedication from colleagues. Through their in-depth industry knowledge, perseverance and foresight, the Group will be well prepared to chart further growth once the economic downturn subsides.



Staff Dormitory

APPRECIATION

On behalf of the Board of Directors, I would like to extend my gratitude to the management and staff for their dedication, diligence and unwavering support. Likewise, I wish to offer my appreciation to the Group's business partners, shareholders and customers for their long-standing cooperation, trust and patronage.

LEUNG Kai Ching, Kimen
Chairman

Hong Kong, 26th June 2013



Main Building



Biographical Details of Directors and Senior Management

Executive Directors

Mr LEUNG Kai Ching, Kimen, aged 80, is the founder and Chairman of the Group. He has more than 46 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 53, is a son of the Chairman of the Group, 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 59, 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 36 years of experience in finance and accounting with multinational organisations.

Independent Non-executive Directors

Mr LI Wah Ming, Fred, *S.B.S., J.P.*, aged 58, 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 52, 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.

Mr LEE Tak Chi, aged 58, 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 Colin Frederick LIVERMORE, aged 58, joined the Group in 1991 and is the managing director of Alco International Limited. He has over 33 years of experience in the marketing of consumer electronic products and is responsible for formulating the marketing strategy primarily to European customers.

Mr LEUNG Wai Lap, David, aged 52, 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 LEUNG Wai Ming, Jimmy, aged 44, is a son of the Chairman of the Group. He joined the Group in 1993 and is the Group's purchasing manager. He has more than 20 years of experience in the field of audio electronic products.

Mr LAU Kwok Wai, Francis, aged 62, joined the Group in 1986 and is a director of Alco Plastic Products Limited. He has over 28 years of experience in the plastics industry and is responsible for the operations of the plastics factory.

Mr LIU Lup Man, Stephen, aged 41, joined the Group in 2005 and is the Group's financial controller. 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 18 years of experience in auditing and accounting.

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 2013. 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	4/4
Mr LEUNG Wai Sing, Wilson	4/4
Mr KUOK Kun Man, Andrew	4/4
<i>Independent Non-executive Directors</i>	
Mr LI Wah Ming, Fred	4/4
Mr LAU Wang Yip, Derrick	4/4
Mr LEE Tak Chi	3/4

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 LI Wah Ming, Fred and Mr LAU Wang Yip, Derrick will retire at the forthcoming annual general meeting and, being eligible, will offer themselves for re-election.

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 2013.

Corporate Governance Report

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 2013 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	0/1

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 2013.

Two audit committee meetings were held during the year ended 31st March 2013 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	2/2
Mr LEE Tak Chi	2/2

NOMINATION COMMITTEE

The Company established a nomination committee on 2nd March 2012 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.

Corporate Governance Report

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.

One nomination committee meeting was held during the year ended 31st March 2013 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	0/1

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 2013, 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	445

DIRECTORS' 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.

Corporate Governance Report

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 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.

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 2013.

PRINCIPAL ACTIVITIES AND SEGMENT ANALYSIS

The principal activity of the Company is investment holding. The activities of the subsidiaries are set out in Note 34 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 page 24.

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 HK6 cents per ordinary share, totalling HK\$34,805,000.

LIQUIDITY AND FINANCIAL RESOURCES

The Group's total equity and total equity per share as at 31st March 2013 were HK\$1,927 million (2012 Restated: HK\$1,845 million) and HK\$3.32 (2012 Restated: HK\$3.18) respectively.

The Group maintains a strong financial position. As at 31st March 2013, we had cash and deposits of HK\$1,232 million (2012: HK\$1,015 million). After deducting bank loans of HK\$200 million, we had net cash of HK\$1,032 million (2012: HK\$815 million). The Group has adequate liquidity for future working capital requirements.

As at 31st March 2013, our inventory was HK\$318 million (2012: HK\$459 million). We take a cautious approach to monitor the inventory level especially during this environment with uncertainty.

Trade receivables balance as at 31st March 2013 was HK\$491 million (2012: HK\$623 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 2013 was HK\$566 million (2012: HK\$650 million).

As at 31st March 2013, we had banking facilities of HK\$1,609 million (2012: HK\$1,674 million), of which HK\$200 million (2012: HK\$200 million) were utilised. Among the used facilities, HK\$70 million shall be payable in the first year and HK\$130 million shall be payable in the second to third years.

Capital expenditure on fixed assets during the year was HK\$26 million (2012: HK\$21 million). As at 31st March 2013, we had capital commitments contracted but not provided for in respect of moulds, plant and machinery amounting to HK\$11,681,000 (2012: HK\$1,845,000). In addition, the Group will relocate its production facility to a new factory in Houjie Town in the second half of 2013. We expect to spend approximately HK\$110 million for the renovation and relocation costs.

Report of the Directors

LIQUIDITY AND FINANCIAL RESOURCES *(continued)*

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 Renminbi ("RMB"), the Group has diversified its cash portfolio by investing in RMB denominated deposits and bonds. As at 31st March 2013, the amount totalled RMB405 million.

EMPLOYEES

As at 31st March 2013, the Group had approximately 3,000 (2012: 3,700) 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 2013 are as follows:

Purchases

– the largest supplier	7%
– five largest suppliers combined	27%

Sales

– the largest customer	46%
– five largest customers combined	88%

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\$30,000.

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 91.

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 2013 amounted to approximately HK\$594,446,000 (2012: HK\$423,959,000), comprising retained profits 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 92.

PURCHASE, SALE OR REDEMPTION OF SECURITIES

Neither the Company nor its subsidiary companies has purchased or sold any of the Company's shares during the year ended 31st March 2013 and the Company has not redeemed any of its shares during the same financial year.

BANK LOANS AND OTHER BORROWINGS

An analysis of the Group's bank borrowings at 31st March 2013 and 2012 is set out below:

	Bank borrowings	
	2013 HK\$'000	2012 HK\$'000
Within one year	70,000	–
In the second year	80,000	70,000
In the third to fifth year	50,000	130,000
	200,000	200,000

Report of the Directors

PRINCIPAL SUBSIDIARIES

Details of the Company's principal subsidiaries at 31st March 2013 are set out in Note 34 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 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 clause 87(1) of the Company's Bye-laws, Mr LI Wah Ming, Fred and Mr LAU Wang Yip, Derrick will retire at the forthcoming annual general meeting and, being eligible, will offer themselves for re-election.

DIRECTORS' SERVICE CONTRACT

On 1st April 2013, each of the 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 2013, 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		Equity derivatives – Share options	Total	Percentage of the issued share capital of the Company
	Personal interest	Corporate interest			
Mr LEUNG Kai Ching, Kimen	20,150,000	225,911,400 (Note)	750,000	246,811,400	42.55%
Mr LEUNG Wai Sing, Wilson	45,390,000	–	750,000	46,140,000	7.95%
Mr KUOK Kun Man, Andrew	752,000	–	750,000	1,502,000	0.26%
Mr LI Wah Ming, Fred	260,000	–	250,000	510,000	0.09%
Mr LAU Wang Yip, Derrick	–	–	500,000	500,000	0.09%
Mr LEE Tak Chi	–	–	–	–	–

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.

(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.

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 (continued)

Save as disclosed above, as at 31st March 2013, 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 2013, 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	Equity derivatives – Share options	Total	Percentage of the issued share capital of the Company
Shundean Investments Limited	Beneficial owner	225,911,400 (Note i)	–	225,911,400	38.94%
Webb David Michael	Beneficial owner	40,397,400	–	40,397,400	6.96%
LEUNG Wai Lap, David	Beneficial owner	34,828,190	750,000	35,578,190	6.13%
DJE Investment S.A.	Investment manager	35,092,000 (Note ii)	–	35,092,000	6.05%
DJE Kapital AG	Investment manager	35,092,000 (Note ii)	–	35,092,000	6.05%
Dr. Jens Alfred Karl Ehrhardt	Investment manager	35,092,000 (Note ii)	–	35,092,000	6.05%

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 were 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 2013, 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 is valid and effective for a period of ten years from the date of adoption.

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 maintains 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 13.

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 2013.

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 2013 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 2013

Independent Auditor's Report

31st March 2013



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 24 to 90, which comprise the consolidated and company balance sheets as at 31st March 2013, 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 2013

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 2013, and of the Group's profit and cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards and have been properly prepared in accordance with the disclosure requirements of the Hong Kong Companies Ordinance.

PricewaterhouseCoopers

Certified Public Accountants

Hong Kong, 26th June 2013

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

Consolidated Income Statement

For the year ended 31st March 2013

	Note	2013 HK\$'000	2012 HK\$'000 (Restated)
Revenue	5	1,869,541	2,768,925
Cost of goods sold	7	(1,695,837)	(2,466,484)
Gross profit		173,704	302,441
Other income	6	95,404	21,432
Selling expenses	7	(86,295)	(117,037)
Administrative expenses	7	(69,246)	(92,776)
Other operating expenses	7	(12,364)	(16,927)
Exchange gain/(loss) on loans and receivables	18	1,694	(2,117)
Impairment of available-for-sale financial assets	19	(75,137)	(23,001)
Operating profit		27,760	72,015
Finance income	9	18,117	16,029
Finance costs	9	(3,835)	(2,395)
Profit before income tax		42,042	85,649
Income tax credit/(expense)	10	16,371	(5,513)
Profit for the year attributable to equity holders of the Company		58,413	80,136
Earnings per share attributable to equity holders of the Company			
– basic	12	HK10.1 cents	HK13.8 cents
– diluted	12	HK10.1 cents	HK13.8 cents
Dividends	13	52,208	69,611

The notes on pages 32 to 90 are an integral part of these consolidated financial statements.

Consolidated Statement of Comprehensive Income

For the year ended 31st March 2013

	Note	2013 HK\$'000	2012 HK\$'000 (Restated)
Profit for the year attributable to equity holders of the Company		58,413	80,136
Other comprehensive income/(loss), net of tax			
Impairment of available-for-sale financial assets	19	–	(1,598)
Fair value gain on transfer of owner-occupied property to investment property	14(f)	58,074	–
Currency translation differences		39	928
Other comprehensive income/(loss) for the year, net of tax		58,113	(670)
Total comprehensive income for the year attributable to equity holders of the Company		116,526	79,466

The notes on pages 32 to 90 are an integral part of these consolidated financial statements.

Consolidated Balance Sheet

As at 31st March 2013

	Note	As at 31st March 2013 HK\$'000	As at 31st March 2012 HK\$'000 (Restated)	As at 1st April 2011 HK\$'000 (Restated)
Non-current assets				
Property, plant and equipment	14	148,671	220,113	252,813
Investment properties	15	289,050	123,900	312,388
Leasehold land and land use rights	16	7,394	7,658	7,821
Intangible assets	17	38,133	51,289	69,426
Deferred income tax assets	29	31,708	26,446	26,376
Loans and receivables	18	1,538	104,184	97,884
Available-for-sale financial assets	19	36,953	112,090	136,689
		553,447	645,680	903,397
Current assets				
Inventories	22	317,826	459,295	429,187
Loans and receivables	18	100,841	–	–
Trade and other receivables	23	523,754	654,336	714,757
Current income tax assets		7,196	–	–
Cash and cash equivalents	24	1,231,776	1,014,928	902,404
		2,181,393	2,128,559	2,046,348
Current liabilities				
Trade and other payables	25	607,067	718,408	878,433
Current income tax liabilities		–	9,137	14,551
Borrowings	26	70,000	–	49,771
		677,067	727,545	942,755
Net current assets		1,504,326	1,401,014	1,103,593
Total assets less current liabilities		2,057,773	2,046,694	2,006,990

Consolidated Balance Sheet

As at 31st March 2013

	Note	As at 31st March 2013 HK\$'000	As at 31st March 2012 HK\$'000 (Restated)	As at 1st April 2011 HK\$'000 (Restated)
Capital and reserves attributable to equity holders of the Company				
Share capital	27	58,009	58,009	57,780
Reserves	28	1,868,997	1,787,277	1,881,219
Total equity		1,927,006	1,845,286	1,938,999
Non-current liabilities				
Borrowings	26	130,000	200,000	66,236
Deferred income tax liabilities	29	767	1,408	1,755
		130,767	201,408	67,991
Total equity and non-current liabilities		2,057,773	2,046,694	2,006,990

The consolidated financial statements on pages 24 to 90 were approved by the Board of Directors on 26th June 2013 and were signed on its behalf.

LEUNG Kai Ching, Kimen
Director

LEUNG Wai Sing, Wilson
Director

The notes on pages 32 to 90 are an integral part of these consolidated financial statements.

Balance Sheet

As at 31st March 2013

	Note	2013 HK\$'000	2012 HK\$'000
Non-current assets			
Investments in subsidiaries	20	975,730	805,330
Current assets			
Other receivables	23	105	105
Current income tax assets		1	–
Cash and cash equivalents	24	190	105
		296	210
Current liabilities			
Other payables	25	197	197
Current income tax liabilities		–	1
		197	198
Net current assets		99	12
Total assets less current liabilities		975,829	805,342
Capital and reserves attributable to equity holders of the Company			
Share capital	27	58,009	58,009
Reserves	28	917,820	747,333
Total equity		975,829	805,342

The financial statements on pages 24 to 90 were approved by the Board of Directors on 26th June 2013 and were signed on its behalf.

LEUNG Kai Ching, Kimen
Director

LEUNG Wai Sing, Wilson
Director

The notes on pages 32 to 90 are an integral part of these financial statements.

Consolidated Statement of Changes in Equity

For the year ended 31st March 2013

(Restated)	Attributable to equity holders of the Company			
	Share capital HK\$'000	Other reserves HK\$'000	Retained earnings HK\$'000	Total HK\$'000
At 1st April 2011, as previously reported	57,780	316,966	1,558,458	1,933,204
Effect of adoption of HKAS 12 (Amendment)	–	–	5,795	5,795
At 1st April 2011, as restated	57,780	316,966	1,564,253	1,938,999
Comprehensive income				
Profit for the year, as restated	–	–	80,136	80,136
Other comprehensive (loss)/income				
Impairment of available-for-sale financial assets	–	(1,598)	–	(1,598)
Currency translation differences	–	928	–	928
Total comprehensive (loss)/income, as restated	–	(670)	80,136	79,466
Transactions with owners				
Proceeds from shares issued from exercise of share options	229	6,421	–	6,650
2012 interim dividend	–	–	(52,208)	(52,208)
2011 final dividend	–	–	(81,213)	(81,213)
2011 special dividend	–	–	(46,408)	(46,408)
Total transactions with owners	229	6,421	(179,829)	(173,179)
At 31st March 2012, as previously reported	58,009	322,717	1,457,415	1,838,141
Effect of adoption of HKAS 12 (Amendment)	–	–	7,145	7,145
At 31st March 2012, as restated	58,009	322,717	1,464,560	1,845,286

The notes on pages 32 to 90 are an integral part of these consolidated financial statements.

Consolidated Statement of Changes in Equity

For the year ended 31st March 2013

	Attributable to equity holders of the Company			
	Share capital HK\$'000	Other reserves HK\$'000	Retained earnings HK\$'000	Total HK\$'000
At 1st April 2012, as previously reported	58,009	322,717	1,457,415	1,838,141
Effect of adoption of HKAS 12 (Amendment)	–	–	7,145	7,145
At 1st April 2012, as restated	58,009	322,717	1,464,560	1,845,286
Comprehensive income				
Profit for the year	–	–	58,413	58,413
Other comprehensive income				
Fair value gain on transfer of owner-occupied property to investment property (<i>Note 14(f)</i>)	–	58,074	–	58,074
Currency translation differences	–	39	–	39
Total comprehensive income	–	58,113	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	58,009	380,830	1,488,167	1,927,006

The notes on pages 32 to 90 are an integral part of these consolidated financial statements.

Consolidated Statement of Cash Flows

For the year ended 31st March 2013

	Note	2013 HK\$'000	2012 HK\$'000
Cash flows from operating activities			
Cash generated from operations	30	250,475	10,766
Interest received		18,117	16,029
Interest paid		(3,835)	(2,395)
Profits tax paid		(5,865)	(12,859)
Net cash generated from operating activities		258,892	11,541
Cash flows from investing activities			
Purchase of property, plant and equipment		(25,527)	(20,885)
Proceeds from disposal of property, plant and equipment		12,064	704
Purchase of loans and receivables		(1,513)	(8,417)
Proceeds from redemption of loans and receivables		5,012	–
Proceeds from disposal of an investment property		–	206,000
Proceeds from disposal of a subsidiary, net of cash disposed		–	1,482
Net cash (used in)/generated from investing activities		(9,964)	178,884
Cash flows from financing activities			
Proceeds from issuance of ordinary shares upon exercise of share options		–	6,650
Proceeds from borrowings		–	350,000
Repayments of borrowings		–	(266,007)
Dividends paid to the Company's shareholders		(34,806)	(179,829)
Net cash used in financing activities		(34,806)	(89,186)
Net increase in cash and cash equivalents		214,122	101,239
Cash and cash equivalents at beginning of the year		1,014,928	902,404
Effect of foreign exchange rate change		2,726	11,285
Cash and cash equivalents at end of the year	24	1,231,776	1,014,928

The notes on pages 32 to 90 are an integral part of these consolidated financial statements.

Notes to the Consolidated Financial Statements

31st March 2013

1 GENERAL INFORMATION

Alco Holdings Limited (the “Company”) and its subsidiaries (together, the “Group”) are engaged in designing, manufacturing and selling of consumer electronic products and plastic products.

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.

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 2013.

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.

Amendments to standards adopted by the Group

The Group has adopted the following amendments to standards that have been issued and are effective for the Group’s financial year commencing on 1st April 2012:

HKFRS 1 (Amendment)	Severe Hyperinflation and Removal of Fixed Dates for First-time Adopters
HKFRS 7 (Amendment)	Disclosures-Transfers of Financial Assets
HKAS 12 (Amendment)	Deferred Tax: Recovery of Underlying Assets

Notes to the Consolidated Financial Statements

31st March 2013

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.1 Basis of preparation (continued)

Amendments to standards adopted by the Group (continued)

The adoption of the above amendments to standards did not have significant impact to the Group's consolidated financial statements except for HKAS 12 (Amendment) "Deferred Tax: Recovery of Underlying Assets".

The effect of the adoption of this amendment is as follows:

HKAS 12 (Amendment)-Deferred Tax: Recovery of Underlying Assets

This amendment to HKAS 12 provides an exception to the principles in the existing standard for measuring deferred tax assets or liabilities when an investment property is measured at fair value. The amendment introduces a presumption that an investment property measured at fair value will be recovered entirely through sale rather than over time through operations. The implication is that deferred tax liabilities are not provided as capital gains upon sale are not taxed in Hong Kong. This represents a change in the accounting policy which is applied retrospectively.

The adoption of amendment to HKAS 12 has the following impact on the consolidated financial statements:

	31st March 2012 HK\$'000	1st April 2011 HK\$'000
Assets		
Increase in deferred tax assets	7,145	5,795
Equity		
Increase in retained earnings	7,145	5,795
		Year ended 31st March 2012 HK\$'000
Decrease in income tax expense		1,350
Increase in basic and diluted earnings per share (HK cents)		0.2

Notes to the Consolidated Financial Statements

31st March 2013

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.1 Basis of preparation (continued)

New/revised standards, amendments to standards and interpretations that are not yet effective and have not been early adopted by the Group

The following new/revised standards, amendments to standards and interpretations have been published but are not yet effective for the financial year ended 31st March 2013 and have not been early adopted by the Group:

		Effective for annual periods beginning on or after
HKFRS 1 (Amendment)	Government Loans	1st January 2013
HKFRS 7 (Amendment)	Disclosures-Offsetting Financial Assets and Financial Liabilities	1st January 2013
HKFRS 9	Financial Instruments	1st January 2015
HKFRS 7 and HKFRS 9 (Amendment)	Mandatory Effective Date and Transition Disclosures	1st January 2015
HKFRS 10	Consolidated Financial Statements	1st January 2013
HKFRS 11	Joint Arrangements	1st January 2013
HKFRS 12	Disclosure of Interests in Other Entities	1st January 2013
HKFRS 10, 11 and 12 (Amendment)	Consolidated Financial Statements, Joint Arrangements and Disclosure of Interests in Other Entities: Transition Guidance	1st January 2013
HKFRS 10, 12 and HKAS 27 (Amendment)	Investments Entities	1st January 2014
HKFRS 13	Fair Value Measurement	1st January 2013
HKAS 1 (Amendment)	Presentation of Financial Statements	1st July 2012
HKAS 19 (2011)	Employee Benefits	1st January 2013
HKAS 27 (2011)	Separate Financial Statements	1st January 2013
HKAS 28 (2011)	Investments in Associates and Joint Ventures	1st January 2013
HKAS 32 (Amendment)	Offsetting Financial Assets and Financial Liabilities	1st January 2014
HK(IFRIC) – Int 20	Stripping Costs in the Production Phase of a Surface Mine	1st January 2013
Annual improvement	Improvements to HKASs and HKFRSs 2011	1st January 2013

The Group has already commenced an assessment of the impact of the above new/revised standards, amendments to standards and interpretations but is not yet in a position to state whether these new/revised standards, amendments to standards and interpretations 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 expected to have a material impact on the Group.

Notes to the Consolidated Financial Statements

31st March 2013

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(continued)*

2.2 Subsidiaries

2.2.1 Consolidation

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

Subsidiaries are fully consolidated from the date on which control is transferred to the Group. They are de-consolidated from the date that control ceases.

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

(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.

Notes to the Consolidated Financial Statements

31st March 2013

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(continued)*

2.2 Subsidiaries *(continued)*

2.2.1 Consolidation *(continued)*

(a) Business combinations (continued)

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.

Goodwill is initially measured as the excess of the aggregate of the consideration transferred and the fair value of non-controlling interest over the net identifiable assets acquired and liabilities assumed. If this consideration is lower than the fair value of the net assets of the subsidiary acquired, the difference is recognised in consolidated income statement.

(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.

Notes to the Consolidated Financial Statements

31st March 2013

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(continued)*

2.2 Subsidiaries *(continued)*

2.2.1 Consolidation *(continued)*

(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.

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.

Notes to the Consolidated Financial Statements

31st March 2013

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(continued)*

2.4 Foreign currency translation

(a) Functional and presentation currency

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

(b) Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions 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.

Notes to the Consolidated Financial Statements

31st March 2013

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(continued)*

2.4 Foreign currency translation *(continued)*

(c) Group companies (continued)

On consolidation, exchange differences arising from the translation of the net investment in foreign operations are taken to other comprehensive income. When a foreign operation is partially disposed of or sold, exchange differences that were recorded in equity are recognised in the consolidated income statement as part of the gain or loss on sale.

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

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.

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.

Notes to the Consolidated Financial Statements

31st March 2013

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(continued)*

2.6 Property, plant and equipment *(continued)*

Depreciation on buildings and moulds is calculated using the straight-line method to allocate their costs over their estimated useful lives of 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:

Leasehold improvements	20%
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 independent valuers. Fair value is based on active market prices, adjusted, if necessary, for any difference in the nature, location or condition of the specific asset. If the information is not available, the Group uses alternative valuation methods such as recent prices on less active markets or discounted cash flow projections. Changes in fair values are recorded in the consolidated income statement as part of "other income".

Notes to the Consolidated Financial Statements

31st March 2013

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(continued)*

2.8 Intangible assets

(a) 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.

(b) 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.

Notes to the Consolidated Financial Statements

31st March 2013

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(continued)*

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.

2.10 Financial assets

2.10.1 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 2.13 and 2.14).

(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 2013

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(continued)*

2.10 Financial assets *(continued)*

2.10.2 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 financial assets 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 2.11.

2.11 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.

Notes to the Consolidated Financial Statements

31st March 2013

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(continued)*

2.11 Impairment of financial assets *(continued)*

(a) Assets carried at amortised cost *(continued)*

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.

(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.

Notes to the Consolidated Financial Statements

31st March 2013

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(continued)*

2.12 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.

2.13 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.

2.14 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.

2.15 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.

2.16 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.

Notes to the Consolidated Financial Statements

31st March 2013

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(continued)*

2.17 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.

2.18 Borrowing costs

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

2.19 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.

Notes to the Consolidated Financial Statements

31st March 2013

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(continued)*

2.19 Current and deferred income tax *(continued)*

(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.

Outside basis differences

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

(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.

Notes to the Consolidated Financial Statements

31st March 2013

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(continued)*

2.20 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.

(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 which assumes the obligations to pay pensions to the employees. The Group has no legal or constructive obligations to pay further contributions if fund does not hold sufficient assets to pay all employees the benefits relating to employee service in the current and prior periods.

The contributions are recognised as employee benefit expenses when they are due and are reduced by contributions forfeited by those employees who leave the scheme prior to vesting fully in the contributions.

(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 2013

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(continued)*

2.21 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. 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 when the options are exercised.

2.22 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.

Notes to the Consolidated Financial Statements

31st March 2013

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(continued)*

2.23 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.

2.24 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 2.23(ii).

Notes to the Consolidated Financial Statements

31st March 2013

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(continued)*

2.25 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.

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 2013, if RMB had strengthened/weakened by 10% against HKD with all other variables held constant, post-tax profit for the year would have been approximately HK\$48,888,000 (2012: HK\$23,520,000) 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 (2012: HK\$7,841,000) higher/lower, mainly as a result of the foreign exchange differences on translation of KRW denominated loans and receivables.

Notes to the Consolidated Financial Statements

31st March 2013

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 2013, the Group's borrowings at variable rates were denominated in HKD.

At 31st March 2013, if interest rates on all borrowings had been 100 basis points higher/lower with all other variables held constant, post-tax profit for the year would have been HK\$2,000,000 (2012: HK\$2,000,000) lower/higher, mainly as a result of higher/lower interest expense on floating rate borrowings.

At 31st March 2013, 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 profit for the year would have been HK\$12,535,000 (2012: HK\$10,403,000) higher/lower due to interest income earned on market interest rate.

The total bank loans held by the Group as at 31st March 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 2013

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 2013, the Group's total available banking facilities amounted to approximately HK\$1,609 million (2012: HK\$1,674 million), of which HK\$200 million (2012: 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 to fifth year HK\$'000	Over five years HK\$'000	Total HK\$'000	Carrying amount HK\$'000
Group						
At 31st March 2012						
Borrowings	–	71,285	132,477	–	203,762	200,000
Trade and other payables	718,408	–	–	–	718,408	718,408
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
Company						
At 31st March 2012						
Other payables	197	–	–	–	197	197
At 31st March 2013						
Other payables	197	–	–	–	197	197

Notes to the Consolidated Financial Statements

31st March 2013

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, return capital 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 2013 and 2012 were as follows:

	2013 HK\$'000	2012 HK\$'000 (Restated)
Borrowings (<i>Note 26</i>)	200,000	200,000
Less: Cash and cash equivalents (<i>Note 24</i>)	(1,231,776)	(1,014,928)
Net surplus cash	(1,031,776)	(814,928)
Total equity	1,927,006	1,845,286
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 2013

3 FINANCIAL RISK MANAGEMENT (continued)

3.3 Fair value estimation (continued)

The following table presented the assets that were measured at fair value at 31st March 2012 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)	–	–	112,090	112,090

The following table presented the 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

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 (2012: CB Richard Ellis), 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.

Notes to the Consolidated Financial Statements

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3 FINANCIAL RISK MANAGEMENT *(continued)*

3.3 Fair value estimation *(continued)*

The following table presents the changes in level 3 instruments for the years ended 31st March 2013 and 2012.

	Available-for-sale financial assets	
	2013 HK\$'000	2012 HK\$'000
Opening balance	112,090	136,689
Impairment loss recognised as other comprehensive loss	–	(1,598)
Impairment loss recognised in consolidated income statement	(75,137)	(23,001)
Closing balance	36,953	112,090

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

In arriving at the fair value of the properties, the independent valuers have to make assumptions and economic estimates. Should these assumptions and estimates change, or not be met, the valuation as adopted in the financial statements will be affected.

(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.

Notes to the Consolidated Financial Statements

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4 CRITICAL ACCOUNTING ESTIMATES AND JUDGMENTS *(continued)*

(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's carrying amount in the financial statements.

(d) Fair value estimation and impairment of available-for-sale financial assets

The fair value of available-for-sale financial assets which are not traded in an active market is determined by using valuation techniques. In conjunction with external advisers, the Group uses its judgment to select an appropriate valuation method and makes assumptions that are mainly based on market conditions existing at the issue date and each subsequent balance sheet date. The valuation model requires the input of both observable and unobservable data. Changes in these unobservable and subjective input assumptions can materially affect the fair value estimate of available-for-sale financial assets.

The Group follows the guidance of HKAS 39 to determine when an available-for-sale financial asset is impaired. This determination requires significant judgement. In making this judgement, the Group evaluates, among other factors, the duration and extent to which the fair value of an asset is less than its cost; and the financial health of and short-term business outlook for the investee, including factors such as industry and sector performance, changes in technology and operational and financing cash flow.

Notes to the Consolidated Financial Statements

31st March 2013

4 CRITICAL ACCOUNTING ESTIMATES AND JUDGMENTS *(continued)*

(e) Recognition of deferred income tax assets

According to the accounting policy as stated in Note 2.19, 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.

(f) 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.

(g) 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

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5 REVENUE AND SEGMENT INFORMATION

Revenues recognised during the year are as follows:

	Group	
	2013 HK\$'000	2012 HK\$'000
Revenues		
Consumer electronic products	1,865,778	2,768,538
Plastic products	3,763	387
	1,869,541	2,768,925

(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 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.

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

Plastic products – Manufacture and sale of plastic and packaging products

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.

Revenues are allocated geographically based on the places/countries in which the customers are located.

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.

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.

Notes to the Consolidated Financial Statements

31st March 2013

5 REVENUE AND SEGMENT INFORMATION (continued)

(a) Segment analysed by products (continued)

Segment liabilities comprise operating liabilities and exclude items such as current income tax liabilities, deferred income tax liabilities and certain corporate borrowings.

Capital expenditure comprises additions to property, plant and equipment, investment properties, leasehold land and land use rights and intangible assets.

	Group				2012 (Restated)			
	2013							
	Consumer electronic products HK\$'000	Plastic products HK\$'000	Elimination HK\$'000	Group HK\$'000	Consumer electronic products HK\$'000	Plastic products HK\$'000	Elimination HK\$'000	Group HK\$'000
Segment revenues								
External sales	1,865,778	3,763	–	1,869,541	2,768,538	387	–	2,768,925
Inter-segment sales	–	93,788	(93,788)	–	–	111,097	(111,097)	–
	1,865,778	97,551	(93,788)	1,869,541	2,768,538	111,484	(111,097)	2,768,925
Segment results	28,086	(326)		27,760	72,019	(4)		72,015
Finance income				18,117				16,029
Finance costs				(3,835)				(2,395)
Profit before income tax				42,042				85,649
Income tax expense				16,371				(5,513)
Profit for the year attributable to equity holders of the Company				58,413				80,136
Segment assets	2,368,707	38,179		2,406,886	2,581,441	42,452		2,623,893
Unallocated corporate assets				327,954				150,346
Total assets				2,734,840				2,774,239
Segment liabilities	598,774	8,293		607,067	713,357	5,051		718,408
Unallocated corporate liabilities				200,767				210,545
Total liabilities				807,834				928,953
Capital expenditure	20,770	4,757		25,527	20,801	84		20,885

Notes to the Consolidated Financial Statements

31st March 2013

5 REVENUE AND SEGMENT INFORMATION *(continued)*

(b) Segment analysed by geographical areas

The segment revenues for the years ended 31st March 2013 and 2012 are as follows:

	Group	
	2013 HK\$'000	2012 HK\$'000
North America	1,492,025	2,132,754
Asia	242,758	278,497
Europe	130,248	343,859
Others	4,510	13,815
	1,869,541	2,768,925

The analysis of revenues by geographical areas 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 2013 and 2012 were located or utilised in the PRC or Hong Kong.

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

	Group	
	2013 HK\$'000	2012 HK\$'000
Customer A	859,963	1,098,736
Customer B	388,486	730,350
Customer C	301,148	292,877
Customer D	Not applicable	281,669

Notes to the Consolidated Financial Statements

31st March 2013

6 OTHER INCOME

	Group	
	2013 HK\$'000	2012 HK\$'000
Fair value gain on investment properties (<i>Note 15</i>)	78,458	17,512
Rental income from investment properties	4,692	3,525
Service income	7,281	–
Income from dispute settlement	4,069	–
Others	904	395
	95,404	21,432

7 EXPENSES BY NATURE

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

	Group	
	2013 HK\$'000	2012 HK\$'000
Amortisation of intangible assets	13,156	18,137
Amortisation of leasehold land and land use rights	289	288
Auditor's remuneration	2,280	2,481
Cost of inventories	1,248,140	1,888,961
Depreciation of property, plant and equipment	43,056	52,690
Employee benefit expenses (including directors' emoluments) (<i>Note 8</i>)	242,762	335,867
(Gain)/loss on disposal of property, plant and equipment	(3,600)	271
Operating lease rental in respect of land and buildings	22,299	33,601
Research and development costs	15,983	26,231
Write-off/impairment of property, plant and equipment	16,854	–

Notes to the Consolidated Financial Statements

31st March 2013

8 EMPLOYEE BENEFIT EXPENSES (INCLUDING DIRECTORS' EMOLUMENTS)

	Group	
	2013 HK\$'000	2012 HK\$'000
Wages and salaries	211,809	299,145
Pension costs – defined contribution retirement schemes (<i>Note a</i>)	2,877	3,370
Other staff benefits	14,398	18,316
Termination benefits	13,678	15,036
	242,762	335,867

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 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\$2,877,000 (2012: HK\$3,370,000). No forfeited contribution in respect of the defined contribution retirement scheme was utilised during the year (2012: Nil). Forfeiture contributions of approximately HK\$13,000 (2012: HK\$13,000) was available as at 31st March 2013 to reduce future contributions.

Contributions totaling approximately HK\$353,000 (2012: HK\$423,000) were payable to the ORSO Scheme and MPF Scheme at the year end and were included in other payables.

(b) Directors' and senior management's emoluments

The remuneration of every director of the Company for the year ended 31st March 2012 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	6,105	196	10,865
Mr LEUNG Wai Sing, Wilson	–	4,564	6,512	196	11,272
Mr KUOK Kun Man, Andrew	–	1,921	3,663	82	5,666
Independent non-executive directors:					
Mr WONG Po Yan (<i>Note i</i>)	72	–	–	–	72
Mr LI Wah Ming, Fred	120	–	–	6	126
Mr LAU Wang Yip, Derrick	120	–	–	6	126
Mr LEE Tak Chi (<i>Note ii</i>)	48	–	–	–	48

Notes to the Consolidated Financial Statements

31st March 2013

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 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

Note:

- (i) Mr WONG Po Yan resigned his position as independent non-executive director with effect from 7th November 2011.
- (ii) Mr LEE Tak Chi was appointed as independent non-executive director with effect from 7th November 2011.

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 2013 and 2012.

(c) Five highest paid individuals

The five individuals whose emoluments were the highest in the Group for the year include three (2012: three) directors whose emoluments are reflected in the analysis presented above. The emoluments payable to the remaining two (2012: two) individuals during the year are as follows:

	2013 HK\$'000	Group 2012 HK\$'000
Basic salaries, housing allowances, other allowances and benefits in kind	3,236	3,236
Discretionary bonuses	7,000	11,300
Contributions to pension schemes	96	94
	10,332	14,630

Notes to the Consolidated Financial Statements

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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	
	2013	2012
Emolument bands		
HK\$5,000,001-HK\$6,000,000	2	1
HK\$9,000,001-HK\$10,000,000	–	1

(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 three senior management during the year are as follows:

	Number of individuals	
	2013	2012
Emolument band		
HK\$1-HK\$1,000,000	3	3

9 FINANCE INCOME AND FINANCE COSTS

	Group	
	2013 HK\$'000	2012 HK\$'000
Finance income:		
– Bank interest income	14,674	12,506
– Interest income from loans and receivables	3,443	3,523
	18,117	16,029
Finance costs:		
– Interest expense on bank borrowings wholly repayable within five years	3,835	2,395

Notes to the Consolidated Financial Statements

31st March 2013

10 INCOME TAX CREDIT/EXPENSE

Hong Kong profits tax has been provided at the rate of 16.5% (2012: 16.5%) on the estimated assessable profit for the year. Taxation on overseas profit has been calculated on the estimated assessable profit for the year at the rates of taxation prevailing in the countries in which the Group operates.

	Group	
	2013 HK\$'000	2012 HK\$'000 (Restated)
Current income tax		
– Hong Kong profits tax	(4,667)	(4,904)
– Over/(under) provision in prior years	15,135	(1,015)
Deferred income tax (Note 29)	5,903	(944)
Effect of adoption of HKAS 12 (Amendment)	–	1,350
Income tax credit/(expense)	16,371	(5,513)

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	
	2013 HK\$'000	2012 HK\$'000 (Restated)
Profit before income tax	42,043	85,649
Tax calculated at a tax rate of 16.5% (2012: 16.5%)	(6,937)	(14,132)
Effect of different tax rates in other countries	128	25
Income not subject to tax	17,566	21,732
Expenses not deductible for tax purposes	(9,280)	(11,735)
Over/(under) provision in prior years	15,135	(1,015)
Unrecognised tax losses	(254)	(392)
Utilisation of previously unrecognised tax losses	13	4
Tax credit/(expense)	16,371	(5,513)

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\$205,293,000 (2012: HK\$496,140,000).

Notes to the Consolidated Financial Statements

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12 EARNINGS PER SHARE

Basic

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

	Group	
	2013	2012 (Restated)
Profit for the year attributable to equity holders of the Company (HK\$'000)	58,413	80,136
Weighted average number of ordinary shares in issue	580,093,720	579,647,436
Basic earnings per share (HK cents)	10.1	13.8

Diluted

Diluted earnings 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 2013 and 2012, the conversion of all dilutive share options outstanding would have an anti-dilutive effect on the earnings per share.

	Group	
	2013	2012 (Restated)
Profit for the year attributable to equity holders of the Company (HK\$'000)	58,413	80,136
Weighted average number of ordinary shares in issue	580,093,720	579,647,436
Dilutive effect on share options	–	–
Weighted average number of ordinary shares for the calculation of diluted earnings per share	580,093,720	579,647,436
Diluted earnings per share (HK cents)	10.1	13.8

Notes to the Consolidated Financial Statements

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13 DIVIDENDS

	Company	
	2013 HK\$'000	2012 HK\$'000
Interim dividend, paid, of HK3 cents (2012: HK9 cents) per ordinary share	17,403	52,208
Final dividend, proposed, of HK6 cents (2012: HK3 cents) per ordinary share	34,805	17,403
	52,208	69,611

At a meeting held on 26th June 2013, the directors proposed a final dividend of HK6 cents per ordinary share. This proposed dividend is not reflected as a dividend payable in these consolidated financial statements.

14 PROPERTY, PLANT AND EQUIPMENT

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

	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	
At 1st April 2011							
Cost	68,838	358,482	87,439	255,272	513,232	18,575	1,301,838
Accumulated depreciation and impairment	(8,666)	(307,468)	(87,439)	(212,866)	(420,244)	(12,342)	(1,049,025)
Net book amount	60,172	51,014	–	42,406	92,988	6,233	252,813
Year ended 31st March 2012							
Opening net book amount	60,172	51,014	–	42,406	92,988	6,233	252,813
Additions	–	11,742	–	6,130	660	2,353	20,885
Disposals	–	–	–	(441)	(203)	(331)	(975)
Depreciation	(607)	(27,328)	–	(8,400)	(14,816)	(1,539)	(52,690)
Disposal of a subsidiary	–	–	–	(66)	–	–	(66)
Exchange differences	92	–	–	50	–	4	146
Closing net book amount	59,657	35,428	–	39,679	78,629	6,720	220,113
At 31st March 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

Notes to the Consolidated Financial Statements

31st March 2013

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 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 (Note 14(f))	(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

(b) Depreciation expenses have been included in:

	Group	
	2013 HK\$'000	2012 HK\$'000
Cost of goods sold	39,404	49,572
Administrative expenses	3,652	3,118
	43,056	52,690

Notes to the Consolidated Financial Statements

31st March 2013

14 PROPERTY, PLANT AND EQUIPMENT (continued)

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

	Group	
	2013 HK\$'000	2012 HK\$'000
In Hong Kong, held on:		
Leases of over 50 years	3,868	7,580
Leases of between 10 and 50 years	257	269
Outside Hong Kong, held on:		
Leases of between 10 and 50 years	5,552	5,738
	9,677	13,587

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

	Group	
	2013 HK\$'000	2012 HK\$'000
In Hong Kong, held on:		
Leases of over 50 years	20,499	45,663
Leases of between 10 and 50 years	395	407
	20,894	46,070

- (e) As at 31st March 2013 and 2012, 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 HK\$58,074,000 of the fair value over the carrying amount was recorded in other comprehensive income as fair value gain.

Notes to the Consolidated Financial Statements

31st March 2013

15 INVESTMENT PROPERTIES

	Group	
	2013 HK\$'000	2012 HK\$'000
Beginning of the year	123,900	312,388
Transfer from an owner-occupied property (<i>Note 14(f)</i>)	86,692	–
Disposals	–	(206,000)
Fair value gain (<i>Note 6</i>)	78,458	17,512
End of the year	289,050	123,900

The investment properties were revalued at 31st March 2013 by an independent, professionally qualified valuer, LCH (Asia-Pacific) Surveyors Limited. Valuations were based on current prices in an active market for all properties.

As at 31st March 2013 and 2012, no bank borrowing was secured on investment properties (*Note 26*).

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

	Group	
	2013 HK\$'000	2012 HK\$'000
In Hong Kong, held on:		
Leases of over 50 years	215,920	78,500
Leases of between 10 and 50 years	73,130	45,400
	289,050	123,900

Notes to the Consolidated Financial Statements

31st March 2013

16 LEASEHOLD LAND AND LAND USE RIGHTS

	Group	
	2013 HK\$'000	2012 HK\$'000
Beginning of the year	7,658	7,821
Amortisation	(289)	(288)
Exchange differences	25	125
End of the year	7,394	7,658

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	
	2013 HK\$'000	2012 HK\$'000
Outside Hong Kong, held on:		
Leases of between 10 and 50 years	7,394	7,658

As at 31st March 2013 and 2012, no bank borrowing was secured on leasehold land and land use rights (Note 26).

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17 INTANGIBLE ASSETS

	Group		
	Licence right	Deferred development costs	Total
	HK\$'000	HK\$'000	HK\$'000
At 1st April 2011			
Cost	78,000	39,524	117,524
Accumulated amortisation	(25,350)	(22,748)	(48,098)
Net book amount	52,650	16,776	69,426
For the year ended 31st March 2012			
At 1st April 2011	52,650	16,776	69,426
Amortisation	(7,800)	(10,337)	(18,137)
Net book amount	44,850	6,439	51,289
At 31st March 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

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 2013

18 LOANS AND RECEIVABLES

	Group	
	2013 HK\$'000	2012 HK\$'000
Non-current		
Corporate bonds (<i>Note a</i>)	–	90,656
Government bonds (<i>Note b</i>)	1,538	13,528
	1,538	104,184
Current		
Corporate bonds (<i>Note a</i>)	92,216	–
Government bonds (<i>Note b</i>)	8,625	–
	100,841	–
Carrying amount as at the end of the year	102,379	104,184
Carrying amount as at the beginning of the year	104,184	97,884
Additions	1,513	8,417
Redemption	(5,012)	–
Exchange gain/(loss)	1,694	(2,117)
Carrying amount as at the end of the year	102,379	104,184

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.

(b) The government bonds are issued by the Ministry of Finance PRC and are denominated in RMB.

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.

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19 AVAILABLE-FOR-SALE FINANCIAL ASSETS

	Group	
	2013 HK\$'000	2012 HK\$'000
Fair value of unlisted equity securities outside Hong Kong as at the beginning of the year	112,090	136,689
Impairment loss recognised as other comprehensive loss	–	(1,598)
Impairment loss recognised in consolidated income statement	(75,137)	(23,001)
Fair value of unlisted equity securities outside Hong Kong as at the end of the year	36,953	112,090

The available-for-sale financial assets represent the Group's long term investment in shares of Hydix (Note 18). They are 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 (2012: CB Richard Ellis).

20 INVESTMENTS IN SUBSIDIARIES

	Company	
	2013 HK\$'000	2012 HK\$'000
Unlisted shares, at cost (Note a)	67,586	67,586
Amounts due from subsidiaries (Note b)	908,144	737,744
	975,730	805,330

Notes:

- (a) Details of principal subsidiaries are set out in Note 34 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.

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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 2012			
Loans and receivables (Note 18)	104,184	–	104,184
Available-for-sale financial assets (Note 19)	–	112,090	112,090
Trade and other receivables (Note 23)	654,336	–	654,336
Cash and cash equivalents (Note 24)	1,014,928	–	1,014,928
Total	1,773,448	112,090	1,885,538
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

Other financial liabilities:

	Group	
	2013 HK\$'000	2012 HK\$'000
Liabilities as per consolidated balance sheet		
Trade and other payables (Note 25)	607,067	718,408
Borrowings (Note 26)	200,000	200,000
Total	807,067	918,408

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21 FINANCIAL INSTRUMENTS BY CATEGORY (continued)

Loans and receivables:

	Company	
	2013 HK\$'000	2012 HK\$'000
Assets as per balance sheet		
Other receivables (Note 23)	105	105
Cash and cash equivalents (Note 24)	190	105
Amounts due from subsidiaries (Note 20)	908,144	737,744
Total	908,439	737,954

Other financial liabilities:

	Company	
	2013 HK\$'000	2012 HK\$'000
Liabilities as per balance sheet		
Other payables (Note 25)	197	197

22 INVENTORIES

	Group	
	2013 HK\$'000	2012 HK\$'000
Raw materials	196,373	290,354
Work in progress	12,336	16,435
Finished goods	109,117	152,506
	317,826	459,295

The cost of inventories recognised as expenses and included in cost of goods sold amounted to approximately HK\$1,248,140,000 (2012: HK\$1,888,961,000).

Notes to the Consolidated Financial Statements

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23 TRADE AND OTHER RECEIVABLES

	Group		Company	
	2013 HK\$'000	2012 HK\$'000	2013 HK\$'000	2012 HK\$'000
Trade receivables	490,787	623,240	–	–
Prepayments, deposits and other receivables	32,967	31,096	105	105
	523,754	654,336	105	105

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

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

At 31st March 2013 and 2012, the ageing analysis of the trade receivables based on shipping terms is as follows:

	Group	
	2013 HK\$'000	2012 HK\$'000
0-30 days	99,483	131,331
31-60 days	89,240	113,936
61-90 days	100,115	142,816
Over 90 days	201,949	235,157
	490,787	623,240

As at 31st March 2013, trade receivables of HK\$34,693,000 (2012: HK\$33,121,000) 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 2013.

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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	
	2013 HK\$'000	2012 HK\$'000
Counterparties without external credit rating		
– New customers (less than 6 months)	4	–
– Customers (more than 6 months) with no defaults in the past	490,783	623,240
	490,787	623,240

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

	Group	
	2013 HK\$'000	2012 HK\$'000
USD	489,793	623,240
Canadian dollar	979	–
HKD	15	–
	490,787	623,240

As at 31st March 2013 and 2012, 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	
	2013 HK\$'000	2012 HK\$'000	2013 HK\$'000	2012 HK\$'000
Cash at bank and on hand	428,208	205,623	190	105
Short-term bank deposits	803,568	809,305	–	–
	1,231,776	1,014,928	190	105
Maximum exposure to credit risk	1,230,970	1,014,491	190	105

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24 CASH AND CASH EQUIVALENTS (continued)

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

	Group		Company	
	2013 HK\$'000	2012 HK\$'000	2013 HK\$'000	2012 HK\$'000
HKD	72,543	80,735	190	105
USD	672,506	696,090	–	–
RMB	483,727	232,549	–	–
British pound	2,937	5,501	–	–
Others	63	53	–	–
	1,231,776	1,014,928	190	105

25 TRADE AND OTHER PAYABLES

	Group		Company	
	2013 HK\$'000	2012 HK\$'000	2013 HK\$'000	2012 HK\$'000
Trade payables	565,827	650,227	–	–
Other payables and accruals	41,240	68,181	197	197
	607,067	718,408	197	197

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

At 31st March 2013 and 2012, the ageing analysis of the trade payables based on invoice date is as follows:

	Group	
	2013 HK\$'000	2012 HK\$'000
0-30 days	524,085	589,686
31-60 days	24,477	53,194
61-90 days	13,924	3,954
Over 90 days	3,341	3,393
	565,827	650,227

Notes to the Consolidated Financial Statements

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25 TRADE AND OTHER PAYABLES (continued)

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

	Group	
	2013 HK\$'000	2012 HK\$'000
HKD	532,286	538,606
USD	29,660	110,795
Others	3,881	826
	565,827	650,227

26 BORROWINGS

	Group	
	2013 HK\$'000	2012 HK\$'000
Non-current		
Bank borrowings, unsecured (Note)	130,000	200,000
Current		
Bank borrowings, unsecured (Note)	70,000	–
Total borrowings	200,000	200,000

Note:

The bank borrowings are unsecured and are supported by corporate guarantees given by the Company (Notes 31 and 32). As at 31st March 2013 and 2012, the borrowings were denominated in HKD and interest bearing at a margin over HIBOR.

The maturity of bank borrowings is as follows:

	Group	
	2013 HK\$'000	2012 HK\$'000
Within one year	70,000	–
In the second year	80,000	70,000
In the third to fifth year	50,000	130,000
	200,000	200,000

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

The carrying amounts of the borrowings as at 31st March 2013 and 2012 are denominated in HKD.

Notes to the Consolidated Financial Statements

31st March 2013

27 SHARE CAPITAL AND SHARE OPTION SCHEME

	Company			
	2013		2012	
	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	580,093,720	58,009	577,802,720	57,780
Exercise of share options	–	–	2,291,000	229
At 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 2013 are as follows:

Name of participants	Date of grant	Exercise period	Exercise price per share HK\$	Number of share options			Outstanding as at 31st March 2013
				Outstanding	Exercised	Lapsed	
				as at 1st April 2012	during the year	during the year	
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 2013

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	Exercised during the year	Lapsed during the year	Outstanding
				as at 1st April 2012			as at 31st March 2013
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	12,908,000	–	(2,840,000)	10,068,000
Various	27th August 2010	27th August 2010 to 20th August 2013	3.08	100,000	–	–	100,000
				13,008,000	-	(2,840,000)	10,168,000
				16,758,000	-	(2,840,000)	13,918,000

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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 2011, as previously reported	304,230	940	13	11,783	–	1,558,458	1,875,424
Effect of adoption of HKAS 12 (Amendment)	–	–	–	–	–	5,795	5,795
At 1st April 2011, as restated	304,230	940	13	11,783	–	1,564,253	1,881,219
Comprehensive income							
Profit for the year, as restated	–	–	–	–	–	80,136	80,136
Impairment of available-for-sale financial assets	–	–	(1,598)	–	–	–	(1,598)
Currency translation differences	–	–	928	–	–	–	928
Total comprehensive (loss)/income, as restated	–	–	(670)	–	–	80,136	79,466
Transactions with owners							
Shares issued from exercise of share options	6,421	–	–	–	–	–	6,421
2012 interim dividend	–	–	–	–	–	(52,208)	(52,208)
2011 final dividend	–	–	–	–	–	(81,213)	(81,213)
2011 special dividend	–	–	–	–	–	(46,408)	(46,408)
Total transactions with owners	6,421	–	–	–	–	(179,829)	(173,408)
At 31st March 2012, as restated	310,651	940	(657)	11,783	–	1,464,560	1,787,277
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

Notes to the Consolidated Financial Statements

31st March 2013

28 RESERVES (continued)

	Company					
	Share premium HK\$'000	Capital redemption reserve HK\$'000	Contributed surplus HK\$'000	Staff compensation reserve HK\$'000	Retained earnings HK\$'000	Total HK\$'000
At 1st April 2011	304,230	940	40,586	11,783	67,062	424,601
Comprehensive income						
Profit for the year	–	–	–	–	496,140	496,140
Transactions with owners						
Shares issued from exercise of share options	6,421	–	–	–	–	6,421
2012 interim dividend	–	–	–	–	(52,208)	(52,208)
2011 final dividend	–	–	–	–	(81,213)	(81,213)
2011 special dividend	–	–	–	–	(46,408)	(46,408)
Total transactions with owners	6,421	–	–	–	(179,829)	(173,408)
At 31st March 2012	310,651	940	40,586	11,783	383,373	747,333
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

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.

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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% (2012: 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. The offset amounts are as follows:

	Group	
	2013 HK\$'000	2012 HK\$'000 (Restated)
Deferred income tax liabilities to be settled after more than 12 months	9,297	14,184
Deferred income tax assets to be recovered after more than 12 months	(40,238)	(39,222)
Deferred income tax assets, net	(30,941)	(25,038)

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

	Group	
	2013 HK\$'000	2012 HK\$'000 (Restated)
Beginning of the year, as previously reported	(17,893)	(18,826)
Effect of adoption of HKAS 12 (Amendment) (Note 2.1)	(7,145)	(5,795)
Beginning of the year, as restated	(25,038)	(24,621)
Disposal of a subsidiary	–	(11)
Recognised in the consolidated income statement (Note 10)	(5,903)	944
Effect of adoption of HKAS 12 (Amendment) (Note 2.1)	–	(1,350)
End of the year	(30,941)	(25,038)

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29 DEFERRED INCOME TAX (continued)

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

Deferred tax (assets)/liabilities	Group											
	Tax losses		Accelerated tax depreciation		Deferred development costs		Revaluation of properties		Others		Total	
	2013	2012	2013	2012	2013	2012	2013	2012	2013	2012	2013	2012
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
	(Restated)	(Restated)	(Restated)	(Restated)	(Restated)	(Restated)	(Restated)	(Restated)	(Restated)	(Restated)	(Restated)	(Restated)
Beginning of the year, as previously reported	(972)	(225)	13,627	15,043	531	1,384	7,145	5,795	(38,224)	(40,823)	(17,893)	(18,826)
Effect of adoption of HKAS 12 (Amendment)	-	-	-	-	-	-	(7,145)	(5,795)	-	-	(7,145)	(5,795)
Beginning of the year, as restated	(972)	(225)	13,627	15,043	531	1,384	-	-	(38,224)	(40,823)	(25,038)	(24,621)
Disposal of a subsidiary	-	-	-	(11)	-	-	-	-	-	-	-	(11)
Recognised in the consolidated income statement	(3,228)	(747)	(4,719)	(1,405)	(442)	(853)	-	1,350	2,486	2,599	(5,903)	944
Effect of adoption of HKAS 12 (Amendment)	-	-	-	-	-	-	-	(1,350)	-	-	-	(1,350)
End of the year	(4,200)	(972)	8,908	13,627	89	531	-	-	(35,738)	(38,224)	(30,941)	(25,038)

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\$7,035,000 (2012: HK\$7,257,000) in respect of tax losses amounting to approximately HK\$24,844,000 (2012: HK\$25,672,000) that can be carried forward against future taxable profit. Approximately HK\$1,408,000 (2012: HK\$1,467,000) of the unrecognised tax losses have no expiry date and the remaining balance of HK\$5,627,000 (2012: HK\$5,790,000) will be expired at various dates up to and including 2032 (2012: 2032).

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30 CASH GENERATED FROM OPERATIONS

	Group	
	2013 HK\$'000	2012 HK\$'000
Profit before income tax	42,042	85,649
Interest income	(18,117)	(16,029)
Interest expense on bank borrowings	3,835	2,395
Amortisation of intangible assets	13,156	18,137
(Gain)/loss on disposal of property, plant and equipment	(3,600)	271
Depreciation of property, plant and equipment	43,056	52,690
Write-off/impairment of property, plant and equipment	16,854	–
Amortisation of leasehold land and land use rights	289	288
Fair value gain on investment properties	(78,458)	(17,512)
Exchange (gain)/loss on loans and receivables	(1,694)	2,117
Impairment of available-for-sale financial assets	75,137	23,001
Gain on disposal of a subsidiary	–	(57)
Operating profit before working capital changes	92,500	150,950
Decrease/(increase) in inventories	141,469	(30,108)
Decrease in trade and other receivables	130,582	59,763
Decrease in trade and other payables	(114,076)	(169,839)
Net cash generated from operations	250,475	10,766

In the consolidated statement of cash flows, proceeds from sale of property, plant and equipment (excluding land and buildings) comprise:

	Group	
	2013 HK\$'000	2012 HK\$'000
Net book amount (Note 14)	8,464	975
Gain/(loss) on disposal of property, plant and equipment	3,600	(271)
Proceeds from disposal of property, plant and equipment	12,064	704

31 BANKING FACILITIES

As at 31st March 2013, banking facilities of approximately HK\$1,609 million (2012: HK\$1,674 million) were granted by banks to the Group, of which HK\$200 million (2012: 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 (2012: Same).

Notes to the Consolidated Financial Statements

31st March 2013

32 FINANCIAL GUARANTEE

The Company provided guarantees in favour of certain banks to secure general banking facilities granted to certain of its subsidiaries (Note 26). The directors consider that the fair value of such guarantees is immaterial.

33 COMMITMENTS

(a) Capital commitments

	Group	
	2013 HK\$'000	2012 HK\$'000
Moulds, plant and machinery contracted but not provided for	11,681	1,845

(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	
	2013 HK\$'000	2012 HK\$'000
Not later than one year	22,066	25,475
Later than one year and not later than five years	139,721	2,880
Later than five years	352,380	–
	514,167	28,355

(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	
	2013 HK\$'000	2012 HK\$'000
Not later than one year	5,560	2,145
Later than one year and not later than five years	5,863	229
	11,423	2,374

The lease terms are from one to three years.

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34 PRINCIPAL SUBSIDIARIES

As at 31st March 2013, 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 and trading of electronic products
Alco Electronics Limited	Hong Kong	Ordinary HK\$1,000	–	100	Design, manufacture and sale of consumer electronic products
		Non-voting deferred HK\$5,000,000			
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
Alco Plastic Products Limited	Hong Kong	Ordinary HK\$3,000,000	–	100	Manufacture and sale of plastic products
Alco Properties Limited	Hong Kong	Ordinary HK\$10,000	–	100	Property investment
Alco Technologies Limited	Hong Kong	Ordinary HK\$10,000	–	100	Investment holding
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 2013 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.

35 EVENTS AFTER REPORTING PERIOD

On 6th May 2013, the Group entered into a corporate bond extension agreement with Hydix. Under this agreement, the corporate bonds (Note 18) which was originally due in May 2013 was extended for additional six months.

Principal Properties

31st March 2013

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:

	2013 HK\$'000	2012 HK\$'000 (Restated)	2011 HK\$'000 (Restated)	2010 HK\$'000 (Restated)	2009 HK\$'000 (Restated)
Revenue	1,869,541	2,768,925	3,082,330	4,003,213	5,993,075
Profit attributable to equity holders of the Company	58,413	80,136	273,992	248,602	188,874
Total assets	2,734,840	2,774,239	2,949,745	2,762,116	2,883,451
Total liabilities	(807,834)	(928,953)	(1,010,746)	(999,353)	(1,278,914)
Total equity	1,927,006	1,845,286	1,938,999	1,762,763	1,604,537



ALCO HOLDINGS LIMITED

股份代號：328 Stock Code: 328

ANNUAL REPORT 2013 年報





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公司資料

董事

梁劍文先生(主席)
梁偉成先生
郭冠文先生
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
香港上海滙豐銀行有限公司
中國銀行(香港)有限公司
中國建設銀行股份有限公司香港分行
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

HSBC Bank Bermuda Limited
6 Front Street
Hamilton HM11
Bermuda

香港過戶登記處

卓佳雅柏勤有限公司
香港
灣仔
皇后大道東28號
金鐘匯中心26樓

網址

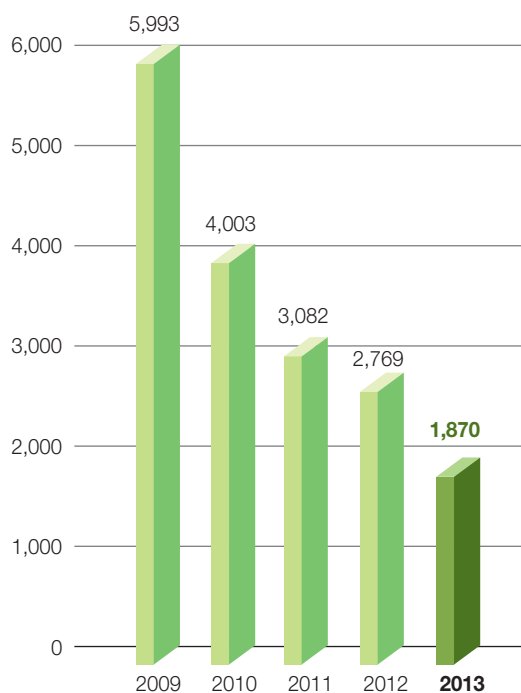
<http://www.alco.com.hk>

股份代號

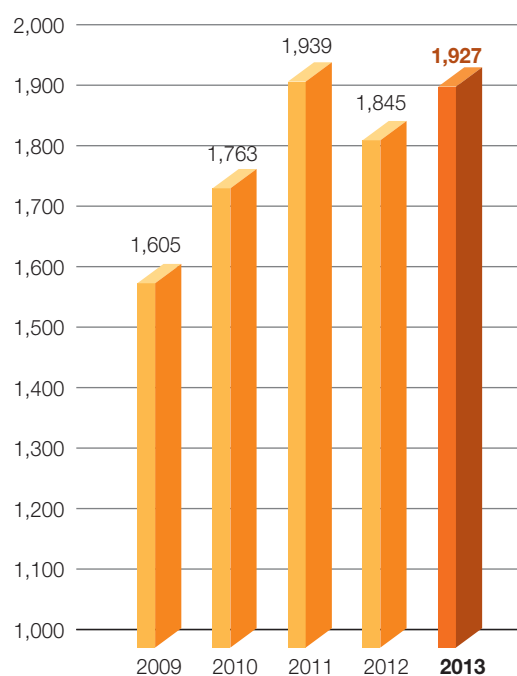
328

財務摘要

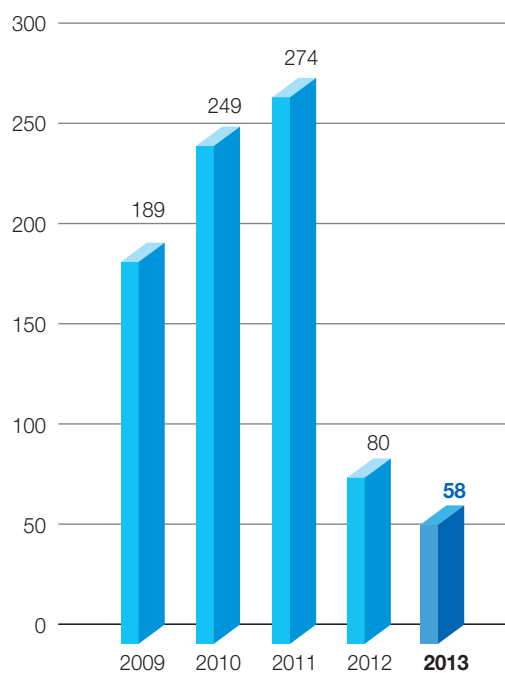
營業額 (百萬港元)



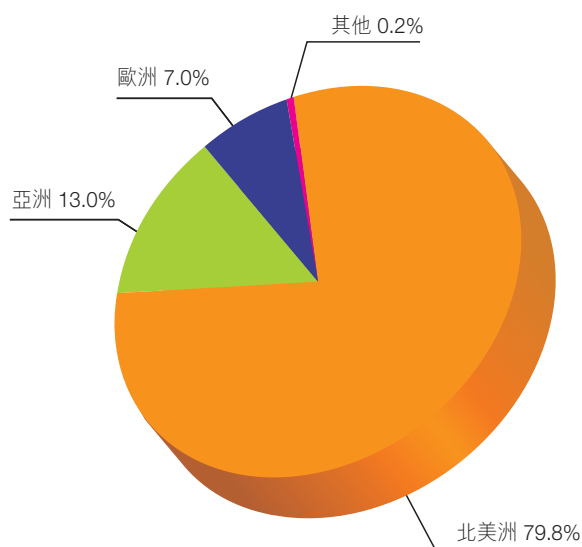
股東權益 (百萬港元)



股東應佔溢利 (百萬港元)



於二零一三年按地區 分類之營業額



主席報告



主席
梁劍文

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」) 於截至二零一三年三月三十一日止年度的財務業績。

於本財政年度，本集團錄得股東應佔溢利5千8百萬港元(二零一二年(重列)：8千萬港元)，營業額為19億港元(二零一二年：28億港元)。本集團投資在韓國

TFT-LCD面板專門生產商Hydis Technologies Co., Ltd. 錄得減值虧損7千5百萬港元。然而，本集團於香港的投資物業所錄得的重估收益抵銷了減值的影響。



董事會繼續實行穩定的派息比率。為兌現此承諾，董事會建議派付末期股息每股6港仙(二零一二年：3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9港仙(二零一二年：12港仙)。

末期股息將於二零一三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

過去十二個月，全球經濟仍未見大改善，歐洲繼續受嚴峻之債務危機及失業率問題困擾，美國復甦乏力。消費信心繼續受侵蝕，導致部份客戶在補充存貨時極為審慎並採取觀望態度，大額訂單因而減少。經濟狀況疲弱，亦令業內企業競爭加劇，為爭取生意競相割價求售。



雖然原料成本在本財政年度穩定下來，但勞工成本問題依然困擾。中國內地實行的最低工資法例令相關開支逐步上升，技術工人短缺，在珠三角地區尤其嚴重。廠商透過獎勵計劃挽留員工，或提高工資解決短缺問題，進一步推高勞工成本。



儘管宏觀經濟充滿挑戰，但我們依然在若干範疇取得進步。DVD播放機繼續成為主要營業額來源，而專為OEM客戶製造的藍光碟播放機亦對營業額作出貢獻。至於本集團備有WiFi功能的無線串流播放器(wireless video streaming player)，自推出市場後表現理想。部份具有無線影音技術的高價值條型音箱系統(soundbar system)也取得穩定進展，這些產品都是平板電視的完美組合。整體策略而言，我們會繼續優化及更新產品組合，以確保產品能與市場節奏同步。

鑑於行業競爭越趨激烈，令定價壓力大增，我們為此已透過重組生產，集中適應力及價格競爭力來減輕相關壓力。本集團現已採取多種措施，包括外發加工及精簡營運過程，從而降低不斷上升的勞工成本。另外，本集團已關閉東莞長安鎮廠房，集中生產活動至將二零一三年下半年竣工的厚街鎮新廠房。新廠房長遠不僅可加強效率，節省經常性開支，更可利用靈活的產能探索新產品。



主席報告



除了採取多項措施提升效率及加強產品組合以外，本集團在行內的良好商譽亦為重要。市場整合已篩選並淘汰行內部份企業，令顧客更加審慎選擇品質良好及能準時交付的公司。本集團多年來已建立可靠夥伴的信譽，未來將繼續善用此優勢，加強與現有顧客的聯繫並吸引新顧客。

展望

本集團預期下一個財政年度全球經濟未必出現重大變化。儘管現時市況需要格外審慎，但本集團於產品及基建取得的進展均能持續，因此對前景仍然感到樂觀。



產品方面，DVD及藍光碟播放機一直穩健增長。有見及此，我們將運用自身的研發能力，進一步發展該等產品，其中包括應用3D及4K科技。同樣，無線影像串流播放器及具有無線影音功能的條型音箱產品亦能加入更多具吸引力的功能。不可不提的是無線擴音器產品，部份加入採用Airplay技術，將締造更多業務商機。



作為進軍藍光碟播放機及條型音箱市場的先驅，本集團一直具備敏銳觸角朝著受市場歡迎的產品發展。智能手機及智能設備日漸普及，二零一三年預期銷售量將超過十億部，我們會掌握如此機遇。除了加強有關播放功能的影音產品組合，本集團將推出不同大小的平板電腦產品，於二零一三年第三或第四季付運。

為配合產品策略，本集團位於厚街鎮的新廠房將於二零一三年下半年投產。如上文所述，該廠房的產能具靈活性，足以讓本集團應對現時市況之餘，同時有助我們制訂未來產品目標。

主席報告

位於厚街鎮的新廠房亦反映我們致力控制成本的決心。該新廠房將有助減低勞工成本，是我們採取的一系列措施之一。面對租金上漲，我們把香港辦事處由兩層縮減至一層，並把空置物業出租以增加收入。我們亦密切探討簡化現時人手但同時能維持最高效率的可行性。為全面控制支出，我們將嚴格長期推行整體成本控制措施。

本集團擁有充裕資金，對控制成本、開拓商機及管理財務至為重要。穩健的財務狀況是應對動盪市況的最佳防禦措施，故此我們一直密切監控存貨及應收款項，以防任何變數出現，以做到因時制宜。

儘管近年面對不少逆境，有賴經驗豐富的管理層及上下員工付出的努力，讓本集團能安然渡過。憑藉其深厚行業知識、堅持不懈及高瞻遠矚，本集團已準備就緒，當經濟不景氣結束時部署進一步發展。

致謝

本人謹代表董事會感謝管理層及各員工的竭力服務、辛勤工作和貢獻，亦特此向本集團的業務夥伴、股東及客戶長久以來的合作、信賴和支持致衷心謝意。

主席

梁劍文

香港，二零一三年六月二十六日



員工宿舍



主樓

董事及高級管理人員履歷

執行董事

梁劍文先生，80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46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，53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，59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36年之財務及會計經驗。

獨立非執行董事

李華明先生，銀紫荊星章、太平紳士，58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，52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。

李德志先生，58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

Colin Frederick LIVERMORE 先生，58 歲，於一九九一年加入本集團，現為愛高國際有限公司董事總經理，負責制訂主要針對歐洲客戶之市場推廣策略。彼於消費電子產品之市場推廣方面擁有超過 33 年經驗。

梁偉立先生，52 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。

梁偉明先生，44 歲，本集團主席之兒子，於一九九三年加入本集團，為本集團採購經理。彼於音響電子產品方面擁有超過 20 年經驗。

劉國偉先生，62 歲，於一九八六年加入本集團，為愛高塑膠製品廠有限公司之董事，於塑膠業方面擁有超過 28 年經驗，現負責塑膠廠之運作。

廖立民先生，41 歲，於二零零五年加入本集團，為集團財務總監。彼持有加拿大多倫多大學學士學位，亦為香港會計師公會資深會員及特許公認會計師公會資深會員。彼於審計及會計方面擁有超過 18 年經驗。

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。

董事會於截至二零一三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	4/4
梁偉成先生	4/4
郭冠文先生	4/4
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	3/4

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

李華明先生及劉宏業先生將於應屆股東週年大會告退，惟符合資格並願膺選連任。

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，彼等於截至二零一三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。

企業管治報告

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。

薪酬委員會於截至二零一三年三月三十一日止年度舉行一次會議，各委員會成員出席率如下：

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	0/1

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二零一三年三月三十一日止年度之財務報表。

審核委員會於截至二零一三年三月三十一日止年度舉行兩次會議，各委員會成員出席率如下：

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	2/2
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於二零一二年三月二日設立提名委員會，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。

企業管治報告

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。

提名委員會於截至二零一三年三月三十一日止年度舉行一次會議，各委員會成員出席率如下：

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	0/1

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

截至二零一三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	445

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。

企業管治報告

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，向秘書發出書面查詢。

股東召開股東特別大會

根據公司細則，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。

董事會報告

董事會謹此提呈董事會報告連同截至二零一三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34。

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24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6港仙，合共34,805,000港元。

流動資金及財務資源

於二零一三年三月三十一日，本集團之總權益及每股總權益分別約為19億2千7百萬港元(二零一二年(重列)：18億4千5百萬港元)及3.32港元(二零一二年(重列)：3.18港元)。

本集團保持強勁財務狀況。於二零一三年三月三十一日，本集團之現金及存款為12億3千2百萬港元(二零一二年：10億1千5百萬港元)。於扣除銀行貸款2億港元後，本集團之淨現金為10億3千2百萬港元(二零一二年：8億1千5百萬港元)。本集團擁有充足的流動資金以應付日後的營運資金需求。

本集團於二零一三年三月三十一日的存貨為3億1千8百萬港元(二零一二年：4億5千9百萬港元)。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。

於二零一三年三月三十一日，應收貿易賬款結餘為4億9千1百萬港元(二零一二年：6億2千3百萬港元)。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。

於二零一三年三月三十一日，應付貿易賬款結餘為5億6千6百萬港元(二零一二年：6億5千萬港元)。

於二零一三年三月三十一日，本集團已獲授銀行信貸額為16億零9百萬港元(二零一二年：16億7千4百萬港元)，其中已經動用之數額為2億港元(二零一二年：2億港元)。於已動用之信貸額中，7千萬港元須於第一年內償還，而1億3千萬港元須於第二至第三年期間償還。

年內，於固定資產之資本開支為2千6百萬港元(二零一二年：2千1百萬港元)。於二零一三年三月三十一日，本集團就模具、廠房及機器之已訂約但未撥備資本承擔為11,681,000港元(二零一二年：1,845,000港元)。此外，本集團之生產設施將於二零一三年下半年搬遷至位於厚街鎮之新廠房。我們預期翻新及搬遷成本約為1億1千萬港元。

流動資金及財務資源(續)

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。於二零一三年三月三十一日，有關款項為4億零5百萬元人民幣。

僱員

於二零一三年三月三十一日，本集團於香港及中國聘用約3,000名(二零一二年：3,700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

本集團截至二零一三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	7%
—五大供應商合計	27%

銷售額

—最大客戶	46%
—五大客戶合計	88%

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30,000港元。

董事會報告

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91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

本公司於二零一三年三月三十一日之可供分派儲備約為594,446,000港元(二零一二年：423,959,000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92頁。

購買、出售或贖回證券

截至二零一三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，於同一財政年度本公司亦無贖回其任何股份。

銀行貸款及其他借貸

於二零一三年及二零一二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	
	二零一三年 千港元	二零一二年 千港元
一年內	70,000	—
於第二年	80,000	70,000
於第三年至第五年	50,000	130,000
	200,000	200,000

主要附屬公司

本公司於二零一三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34。

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

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

根據本公司組織章程細則第87(1)條，李華明先生及劉宏業先生將於應屆股東週年大會告退，惟符合資格並願膺選連任。

董事之服務合約

於二零一三年四月一日，各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向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向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至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

於二零一三年三月三十一日，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		股本衍生 工具— 購股權	總計	佔本公司 已發行股本 之百分比
	個人權益	法團權益			
梁劍文先生	20,150,000	225,911,400 (附註)	750,000	246,811,400	42.55%
梁偉成先生	45,390,000	—	750,000	46,140,000	7.95%
郭冠文先生	752,000	—	750,000	1,502,000	0.26%
李華明先生	260,000	—	250,000	510,000	0.09%
劉宏業先生	—	—	500,000	500,000	0.09%
李德志先生	—	—	—	—	—

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。

(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。

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 (續)

(b) 本公司相關股份內之好倉 (續)

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，於二零一三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，於二零一三年三月三十一日，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	持股份	股份數目－ 好倉	股本衍生 工具－ 購股權	總計	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)	–	225,911,400	38.94%
Webb David Michael	實益擁有人	40,397,400	–	40,397,400	6.96%
梁偉立	實益擁有人	34,828,190	750,000	35,578,190	6.13%
DJE Investment S.A.	投資經理	35,092,000 (附註ii)	–	35,092,000	6.05%
DJE Kapital AG	投資經理	35,092,000 (附註ii)	–	35,092,000	6.05%
Dr. Jens Alfred Karl Ehrhardt	投資經理	35,092,000 (附註ii)	–	35,092,000	6.05%

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，於二零一三年三月三十一日，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」)。該計劃從採納當日起計十年期內有效。

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。

董事會報告

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

本公司組織章程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13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二零一三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，截至二零一三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，二零一三年六月二十六日

獨立核數師報告

二零一三年三月三十一日



羅兵咸永道

獨立核數師報告

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24至90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二零一三年三月三十一日的綜合和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

二零一三年三月三十一日

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和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 貴集團於二零一三年三月三十一日的事務狀況，及 貴集團截至該日止年度的利潤及現金流量，並已按照香港《公司條例》的披露規定妥為編製。

羅兵咸永道會計師事務所

執業會計師

香港，二零一三年六月二十六日

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

截至二零一三年三月三十一日止年度

	附註	二零一三年 千港元	二零一二年 千港元 (重列)
營業額	5	1,869,541	2,768,925
銷貨成本	7	(1,695,837)	(2,466,484)
毛利		173,704	302,441
其他收入	6	95,404	21,432
銷售開支	7	(86,295)	(117,037)
行政開支	7	(69,246)	(92,776)
其他經營開支	7	(12,364)	(16,927)
貸款及應收款項匯兌收益／(虧損)	18	1,694	(2,117)
可供出售金融資產減值	19	(75,137)	(23,001)
經營溢利		27,760	72,015
財務收入	9	18,117	16,029
財務成本	9	(3,835)	(2,395)
除所得稅前溢利		42,042	85,649
所得稅抵免／(支出)	10	16,371	(5,513)
本公司股東應佔本年度溢利		58,413	80,136
本公司股東應佔每股盈利			
— 基本	12	10.1 港仙	13.8 港仙
— 攤薄	12	10.1 港仙	13.8 港仙
股息	13	52,208	69,611

第32至90頁之附註乃此等綜合財務報表之一部分。

綜合全面損益表

截至二零一三年三月三十一日止年度

	附註	二零一三年 千港元	二零一二年 千港元 (重列)
本公司股東應佔本年度溢利		58,413	80,136
其他全面收入／(虧損)，扣除稅項：			
可供出售金融資產減值	19	–	(1,598)
轉撥至投資物業之擁有人佔用物業公平值收益	14(f)	58,074	–
貨幣匯兌差額		39	928
本年度其他全面收入／(虧損)，扣除稅項		58,113	(670)
本公司股東應佔本年度全面收入總額		116,526	79,466

第32至90頁之附註乃此等綜合財務報表之一部分。

綜合資產負債表

於二零一三年三月三十一日

	附註	二零一三年 三月三十一日 千港元	二零一二年 三月三十一日 千港元 (重列)	二零一一年 四月一日 千港元 (重列)
非流動資產				
物業、廠房及設備	14	148,671	220,113	252,813
投資物業	15	289,050	123,900	312,388
租賃土地及土地使用權	16	7,394	7,658	7,821
無形資產	17	38,133	51,289	69,426
遞延所得稅資產	29	31,708	26,446	26,376
貸款及應收款項	18	1,538	104,184	97,884
可供出售金融資產	19	36,953	112,090	136,689
		553,447	645,680	903,397
流動資產				
存貨	22	317,826	459,295	429,187
貸款及應收款項	18	100,841	—	—
應收貿易及其他賬款	23	523,754	654,336	714,757
即期所得稅資產		7,196	—	—
現金及現金等值	24	1,231,776	1,014,928	902,404
		2,181,393	2,128,559	2,046,348
流動負債				
應付貿易及其他賬款	25	607,067	718,408	878,433
即期所得稅負債		—	9,137	14,551
借貸	26	70,000	—	49,771
		677,067	727,545	942,755
流動資產淨值		1,504,326	1,401,014	1,103,593
總資產減流動負債		2,057,773	2,046,694	2,006,990

綜合資產負債表

於二零一三年三月三十一日

	附註	二零一三年 三月三十一日 千港元	二零一二年 三月三十一日 千港元 (重列)	二零一一年 四月一日 千港元 (重列)
本公司股東應佔資本及儲備				
股本	27	58,009	58,009	57,780
儲備	28	1,868,997	1,787,277	1,881,219
總權益		1,927,006	1,845,286	1,938,999
非流動負債				
借貸	26	130,000	200,000	66,236
遞延所得稅負債	29	767	1,408	1,755
		130,767	201,408	67,991
總權益及非流動負債		2,057,773	2,046,694	2,006,990

第24至90頁之綜合財務報表已獲董事會於二零一三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32至90頁之附註乃此等綜合財務報表之一部分。

資產負債表

於二零一三年三月三十一日

	附註	二零一三年 千港元	二零一二年 千港元
非流動資產			
於附屬公司之投資	20	975,730	805,330
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	190	105
		296	210
流動負債			
其他應付款項	25	197	197
即期所得稅負債		–	1
		197	198
流動資產淨額		99	12
總資產減流動負債		975,829	805,342
本公司股東應佔資本及儲備			
股本	27	58,009	58,009
儲備	28	917,820	747,333
總權益		975,829	805,342

第24至90頁之財務報表已獲董事會於二零一三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32至90頁之附註乃此等財務報表之一部分。

綜合權益變動表

截至二零一三年三月三十一日止年度

(重列)	本公司股東應佔			
	股本 千港元	其他儲備 千港元	保留盈利 千港元	總計 千港元
於二零一一年四月一日，過往呈報 採納香港會計準則第12號 (修訂本)之影響	57,780	316,966	1,558,458	1,933,204
	—	—	5,795	5,795
於二零一一年四月一日，重列	57,780	316,966	1,564,253	1,938,999
全面收益				
本年度溢利，重列	—	—	80,136	80,136
其他全面(虧損)/收益				
可供出售金融資產減值	—	(1,598)	—	(1,598)
貨幣匯兌差額	—	928	—	928
全面(虧損)/收益總額，重列	—	(670)	80,136	79,466
與擁有人進行之交易				
行使購股權而發行股份之所得款項	229	6,421	—	6,650
二零一二年中期股息	—	—	(52,208)	(52,208)
二零一一年末期股息	—	—	(81,213)	(81,213)
二零一一年特別股息	—	—	(46,408)	(46,408)
與擁有人進行之交易總值	229	6,421	(179,829)	(173,179)
於二零一二年三月三十一日，過往呈報 採納香港會計準則第12號 (修訂本)之影響	58,009	322,717	1,457,415	1,838,141
	—	—	7,145	7,145
於二零一二年三月三十一日，重列	58,009	322,717	1,464,560	1,845,286

第32至90頁之附註乃此等綜合財務報表之一部分。

綜合權益變動表

截至二零一三年三月三十一日止年度

	本公司股東應佔			
	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，過往呈報 採納香港會計準則第12號 (修訂本)之影響	58,009	322,717	1,457,415	1,838,141
	—	—	7,145	7,145
於二零一二年四月一日，重列	58,009	322,717	1,464,560	1,845,286
全面收益				
本年度溢利	—	—	58,413	58,413
其他全面收益				
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
貨幣兌換差額	—	39	—	39
全面收益總值	—	58,113	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	58,009	380,830	1,488,167	1,927,006

第32至90頁之附註乃此等綜合財務報表之一部分。

綜合現金流量表

截至二零一三年三月三十一日止年度

	附註	二零一三年 千港元	二零一二年 千港元
經營業務之現金流量			
經營產生之現金	30	250,475	10,766
收取利息		18,117	16,029
支付利息		(3,835)	(2,395)
支付所得稅		(5,865)	(12,859)
經營業務產生之現金淨額		258,892	11,541
投資業務之現金流量			
購置物業、廠房及設備		(25,527)	(20,885)
出售物業、廠房及設備所得款項		12,064	704
購置貸款及應收款項		(1,513)	(8,417)
贖回貸款及應收款項所得款項		5,012	—
出售投資物業所得款項		—	206,000
出售附屬公司所得款項， 扣除所出售之現金		—	1,482
投資業務(所用)/產生之現金淨額		(9,964)	178,884
融資業務之現金流量			
就行使購股權而發行普通股之所得款項		—	6,650
借貸所得款項		—	350,000
償還借貸		—	(266,007)
派發予本公司股東股息		(34,806)	(179,829)
融資業務所用之現金淨額		(34,806)	(89,186)
現金及現金等值增加淨額		214,122	101,239
於年初之現金及現金等值		1,014,928	902,404
外幣匯率變化之影響		2,726	11,285
於年末之現金及現金等值	24	1,231,776	1,014,928

第32至90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

二零一三年三月三十一日

1 一般資料

Alco Holdings Limited (「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。

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。

除另有註明外，該等綜合財務報表均以千港元呈列。該等綜合財務報表已於二零一三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頒佈之香港財務報告準則、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和估算之範疇於附註4披露。

本集團採納之準則修訂本

本集團已採納以下已頒佈且於二零一二年四月一日開始的本集團財政年度生效之準則修訂本：

香港財務報告準則第1號(修訂本)	嚴重惡性通貨膨脹及為首次採納者刪除固定日期
香港財務報告準則第7號(修訂本)	披露一轉讓金融資產
香港會計準則第12號(修訂本)	遞延稅項：收回相關資產

2 主要會計政策概要(續)

2.1 編製基準(續)

本集團採納之準則修訂本(續)

採納上述準則修訂本不會對本集團之綜合財務報表帶來重大影響，惟香港會計準則第12號(修訂本)「遞延稅項：收回相關資產」除外。

採納該修訂本之影響如下：

香港會計準則第12號(修訂本)-遞延稅項：收回相關資產

香港會計準則第12號(修訂本)對計量投資物業因按公平值計量而產生的遞延稅項資產或負債的現有原則引入一項例外情況。修訂本引入一項假設，即按公平值計量的投資物業可透過銷售而非按營運時全數收回。由於香港並沒有徵收由銷售所產生的資本增值稅，故並無對遞延稅項負債作撥備。此構成會計政策之改動，並具追溯力。

採納香港會計準則第12號(修訂本)對綜合財務報表具有以下影響：

	二零一二年 三月三十一日 千港元	二零一一年 四月一日 千港元
資產		
遞延稅項資產增加	7,145	5,795
權益		
保留溢利增加	7,145	5,795
		截至 二零一二年 三月三十一日 止年度 千港元
所得稅開支減少		1,350
每股基本及攤薄盈利增加(港仙)		0.2

綜合財務報表附註

二零一三年三月三十一日

2 主要會計政策概要(續)

2.1 編製基準(續)

尚未生效且本集團並無提早採納之新訂／經修訂準則、準則修訂本及詮釋

下列新訂／經修訂準則、準則修訂本及詮釋已公佈，但於截至二零一三年三月三十一日止財政年度尚未生效且本集團並無提早採用：

		於下列日期或其後開始 之年度期間生效
香港財務報告準則第1號(修訂本)	政府貸款	二零一三年一月一日
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	二零一三年一月一日
香港財務報告準則第9號	金融工具	二零一五年一月一日
香港財務報告準則第7號及香港 財務報告準則第9號(修訂本)	強制生效日期及過渡性披露	二零一五年一月一日
香港財務報告準則第10號	綜合財務報表	二零一三年一月一日
香港財務報告準則第11號	聯合安排	二零一三年一月一日
香港財務報告準則第12號	披露於其他實體之權益	二零一三年一月一日
香港財務報告準則第10號、 香港財務報告準則第11號及香港 財務報告準則第12號(修訂本)	綜合財務報表、聯合安排 及其他實體權益之 披露：過渡指引	二零一三年一月一日
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)	投資實體	二零一四年一月一日
香港財務報告準則第13號	公平值計量	二零一三年一月一日
香港會計準則第1號(修訂本)	財務報表之呈列	二零一二年七月一日
香港會計準則第19號 (二零一一年)	僱員福利	二零一三年一月一日
香港會計準則第27號 (二零一一年)	獨立財務報表	二零一三年一月一日
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	二零一三年一月一日
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(國際財務報告詮釋委員會) －詮釋第20號	露天礦場生產階段之剝採成本	二零一三年一月一日
年度改進	二零一一年香港會計準則及 香港財務報告準則之改進	二零一三年一月一日

本集團已開始評估上述新訂／經修訂準則、準則修訂本及詮釋之影響，但目前尚未能確定該等新訂／經修訂準則、準則修訂本及詮釋會否對其經營業績和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

附屬公司為所有本集團有權監管其財務及經營策略且一般擁有過半數投票權的公司（包括特別目的公司）。評估本集團是否控制另一公司會考慮現時可行使或可轉換的潛在投票權是否存在及其影響。當本集團持有一間實體不超過50%的投票權，但因實際控制權而可管控其財政及營運政策時，其亦會評估是否存在控制權。實際控制權可在加強少數股東權利或股東間合約條款等情況下產生。

附屬公司於控制權轉移至本集團之日全面綜合入賬。附屬公司由失去控制權之日起不再綜合入賬。

集團內公司間的交易、結餘及收支予以對銷。於資產中確認的集團內公司間的交易所產生溢利及虧損亦予以對銷。在必要的時候，附屬公司的會計政策已作變動，以確保與本集團所採納的政策貫徹一致。

(a) 業務合併

本集團採納購買法為業務合併入賬。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。所轉讓之代價包括按公平值計算之由或然代價安排所產生之資產或負債。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算。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，確認於被收購方之非控股權益。所產生之收購相關成本入賬列為開支。

綜合財務報表附註

二零一三年三月三十一日

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)

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。

本集團所轉讓的任何或然代價將在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益變動確認。分類為權益的或然代價毋須重新計量，而其後結算於權益入賬。

商譽初步按所轉讓之代價及非控股權益公平值的總額超出已收購之可識別資產淨值及所承擔負債的公平值的數額計量。倘此代價低於所收購附屬公司資產淨值的公平值，則差額於綜合損益表中確認。

(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。

2 主要會計政策概要(續)

2.2 附屬公司(續)

2.2.1 綜合(續)

(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、合資企業或金融資產的保留權益，其公平值為初始賬面值。此外，先前於其他全面收益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益確認的金額重新分類至綜合損益表。

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益總額，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，則必須對附屬公司投資作減值測試。

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。

綜合財務報表附註

二零一三年三月三十一日

2 主要會計政策概要(續)

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呈報，即本公司之功能貨幣及本集團之呈報貨幣。

(b) 交易和結餘

外幣交易均按交易或項目重新估值當日之匯率折算為功能貨幣。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)乃計入其他全面收益。

(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折算；
- (ii) 各損益表所列之收入及支出均按照平均匯率折算(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折算此等收入和支出)；及
- (iii) 所有產生之匯兌差額均於其他全面收益確認。

2 主要會計政策概要(續)

2.4 外幣匯兌(續)

(c) 集團公司(續)

在編製綜合賬目時，折算海外業務投資淨額而產生之匯兌差額，均列入其他全面收益內。當出售部分或所有海外業務時，錄入權益賬內之此等匯兌差額將於綜合損益表內確認為出售收益或虧損之一部分。

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，並以結算日匯率折算。產生的匯兌差額於權益中入賬。

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，均於產生之財政年度內的綜合損益表內支銷。

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。

綜合財務報表附註

二零一三年三月三十一日

2 主要會計政策概要(續)

2.6 物業、廠房及設備(續)

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：

租賃物業裝修	20%
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)。

倘資產賬面值較估計的可收回款額為大，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，公平值根據獨立估值師於每個報告日期所定公開市場價格計算。公平值乃按活躍市價得出，並就特定資產的性質、地點或環境的任何差異作出調整(倘需要)。倘並無此項資料，本集團會使用其他估值方式，如於較不活躍市場的近期價格或折現現金流量預測。公平值變動乃於綜合損益表入賬作為「其他收入」。

2 主要會計政策概要(續)

2.8 無形資產

(a) 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。

(b) 遞延發展費用

研究開支於產生時確認作支銷。倘符合以下條件，則發展項目中(設計及測試全新或經改良產品)產生之費用乃確認作無形資產：

- (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作支銷。先前確認作開支之發展費用在往後期間並不確認作資產。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。

綜合財務報表附註

二零一三年三月三十一日

2 主要會計政策概要(續)

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。在遇上事件顯示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及使用價值(以較高者為準)。就評估有否減值而言，資產將會按有獨立可識別現金流量(賺取現金單位)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。

2.10 金融資產

2.10.1 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。管理層按初步確認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2.13及2.14)。

(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，否則列為非流動資產。

2 主要會計政策概要(續)

2.10 金融資產(續)

2.10.2 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收益時，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值。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益中確認。

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2.11項說明。

2.11 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，有關金融資產才算出現減值及產生減值虧損。

綜合財務報表附註

二零一三年三月三十一日

2 主要會計政策概要(續)

2.11 金融資產減值(續)

(a) 按攤銷成本列賬之資產(續)

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，有可能彼等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，而該減少是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會於綜合損益表中確認。

(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。對於被歸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之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，並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轉回。

2 主要會計政策概要(續)

2.12 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。

2.13 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算並扣除減值撥備。

2.14 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。

2.15 股本

普通股分類列為權益。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。

2.16 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)，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算。

綜合財務報表附註

二零一三年三月三十一日

2 主要會計政策概要(續)

2.17 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。

2.18 借貸成本

所有借貸成本在產生期間於綜合損益表確認。

2.19 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益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益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。

2 主要會計政策概要(續)

2.19 即期及遞延所得稅(續)

(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初步確認的商譽，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初步確認的資產或負債，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。

遞延所得稅資產乃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。

外部基準差異

遞延所得稅乃就附屬公司投資產生之暫時差額而確認或撥備，惟本集團可以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。

(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。

綜合財務報表附註

二零一三年三月三十一日

2 主要會計政策概要(續)

2.20 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。

(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，履行向僱員支付退休金之責任。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。

供款到期時即確認為僱員福利開支，及扣減因僱員於供款全數歸屬前已退出計劃而沒收之供款。

(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)

2.21 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：規定員工儲蓄)。

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。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。修改原來估計數字之影響(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。當購股權獲行使時，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。

2.22 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。

綜合財務報表附註

二零一三年三月三十一日

2 主要會計政策概要(續)

2.23 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本集團、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。

2.24 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2.23(ii))。

2 主要會計政策概要(續)

2.25 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。

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。

於二零一三年三月三十一日，倘人民幣兌港元升值／貶值10%，而所有其他變數不變，年內除稅後溢利將增加／減少約48,888,000港元(二零一二年：23,520,000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(二零一二年：7,841,000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。

綜合財務報表附註

二零一三年三月三十一日

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。

於二零一三年三月三十一日，本集團之浮動利率借貸以港元計值。

於二零一三年三月三十一日，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，年內除稅後溢利將減少／增加2,000,000港元(二零一二年：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。

於二零一三年三月三十一日，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，年內除稅後溢利將增加／減少12,535,000港元(二零一二年：10,403,000港元)，乃由於市場利率賺取之利息收入所致。

於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。

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。於二零一三年三月三十一日，本集團之備用銀行信貸總額約為16億零9百萬港元(二零一二年：16億7千4百萬港元)，其中已動用之數額為2億港元(二零一二年：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	第三年至 第五年 千港元	超過五年 千港元	總額 千港元	賬面值 千港元
本集團						
於二零一二年 三月三十一日						
借貸	-	71,285	132,477	-	203,762	200,000
應付貿易及其他賬款	718,408	-	-	-	718,408	718,408
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
本公司						
於二零一二年 三月三十一日						
其他應付款項	197	-	-	-	197	197
於二零一三年 三月三十一日						
其他應付款項	197	-	-	-	197	197

綜合財務報表附註

二零一三年三月三十一日

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、向股東發還資本、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。

於二零一三年及二零一二年三月三十一日，資產負債比率如下：

	二零一三年 千港元	二零一二年 千港元 (重列)
借貸(附註26)	200,000	200,000
減：現金及現金等值(附註24)	(1,231,776)	(1,014,928)
現金淨額	(1,031,776)	(814,928)
總權益	1,927,006	1,845,286
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)。

3 金融風險管理(續)

3.3 公平值估計(續)

下表呈列本集團於二零一二年三月三十一日按公平值計量之資產：

	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)	—	—	112,090	112,090

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

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仲量聯行(二零一二年：世邦魏理仕)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。

綜合財務報表附註

二零一三年三月三十一日

3 金融風險管理(續)

3.3 公平值估計(續)

下表呈列截至二零一三年及二零一二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	
	二零一三年 千港元	二零一二年 千港元
年初結餘	112,090	136,689
確認為其他全面虧損之減值虧損	-	(1,598)
於綜合損益表確認之減值虧損	(75,137)	(23,001)
年末結餘	36,953	112,090

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

為得出物業之公平值，獨立估值師須作出假設及經濟估計。若此等假設及估計發生變化或未能實現，則財務報表所採納之估值將受影響。

(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。

4 關鍵會計估計及判斷(續)

(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。

(d) 可供出售金融資產的公平值估計及減值

並非於活躍市場買賣的可供出售金融資產的公平值採用估值技巧釐定。本集團聯同外部顧問，以其判斷選擇合適的估值方法，並主要根據發行日期及各其後結算日的市況作出假設。該估值模式要求輸入可觀察及不可觀察的資料。不可觀察及主觀輸入資料的變動可能對可供出售金融資產的公平值估計產生重大影響。

本集團根據香港會計準則第39號之指引確定可供出售金融資產何時出現減值。該確定需重大判斷。於作出判斷時，本集團評估(其中包括)一項資產之公平值低於其成本之持續時間及程度；及被投資公司之財務健全性及短期業務前景，包括如行業及部門表現、技術變動及營運及融資現金流等因素。

綜合財務報表附註

二零一三年三月三十一日

4 關鍵會計估計及判斷(續)

(e) 確認遞延所得稅資產

根據附註2.19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。

(f) 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。倘預期金額有別于原先估計數值，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。

(g) 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。

綜合財務報表附註

二零一三年三月三十一日

5 營業額及分部資料

年內確認之營業額如下：

	本集團	
	二零一三年 千港元	二零一二年 千港元
營業額		
消費電子產品	1,865,778	2,768,538
塑膠產品	3,763	387
	1,869,541	2,768,925

(a) 按產品分析之分部

高級管理層（即主要經營決策人）根據管理委員會審閱之報告決定業務分部。

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。

消費電子產品 — 設計、製造及銷售消費電子產品

塑膠產品 — 製造及銷售塑膠及包裝產品

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。

收益乃根據客戶所在地區／國家在地理上的分配。

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。

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所得稅資產等項目。

綜合財務報表附註

二零一三年三月三十一日

5 營業額及分部資料(續)

(a) 按產品分析之分部(續)

分部負債包括經營負債，但並不包括即期所得稅負債、遞延所得稅負債及若干企業借貸等項目。

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。

	本集團				二零一二年(重列)			
	二零一三年				二零一二年(重列)			
	消費 電子產品 千港元	塑膠產品 千港元	抵銷 千港元	本集團 千港元	消費 電子產品 千港元	塑膠產品 千港元	抵銷 千港元	本集團 千港元
分部營業額								
對外銷售	1,865,778	3,763	-	1,869,541	2,768,538	387	-	2,768,925
內部分部銷售	-	93,788	(93,788)	-	-	111,097	(111,097)	-
	1,865,778	97,551	(93,788)	1,869,541	2,768,538	111,484	(111,097)	2,768,925
分部業績	28,086	(326)		27,760	72,019	(4)		72,015
財務收入				18,117				16,029
財務成本				(3,835)				(2,395)
除所得稅前溢利				42,042				85,649
所得稅支出				16,371				(5,513)
本公司股東應佔 本年度溢利				58,413				80,136
分部資產	2,368,707	38,179		2,406,886	2,581,441	42,452		2,623,893
未分配企業資產				327,954				150,346
總資產				2,734,840				2,774,239
分部負債	598,774	8,293		607,067	713,357	5,051		718,408
未分配企業負債				200,767				210,545
總負債				807,834				928,953
資本開支	20,770	4,757		25,527	20,801	84		20,885

綜合財務報表附註

二零一三年三月三十一日

5 營業額及分部資料(續)

(b) 按地區分析之分部

截至二零一三年及二零一二年三月三十一日止年度之分類營業額如下：

	本集團	
	二零一三年 千港元	二零一二年 千港元
北美洲	1,492,025	2,132,754
亞洲	242,758	278,497
歐洲	130,248	343,859
其他	4,510	13,815
	1,869,541	2,768,925

按地區分部作出之營業額分析乃根據付運目的地釐定。

截至二零一三年及二零一二年三月三十一日止年度，其所有主要資產及資本開支均位於或用於中國或香港。

佔收益總額 10% 或以上的客戶詳情如下：

	本集團	
	二零一三年 千港元	二零一二年 千港元
客戶甲	859,963	1,098,736
客戶乙	388,486	730,350
客戶丙	301,148	292,877
客戶丁	不適用	281,669

綜合財務報表附註

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6 其他收入

	本集團	
	二零一三年 千港元	二零一二年 千港元
投資物業之公平值收益(附註15)	78,458	17,512
投資物業之租金收入	4,692	3,525
服務收入	7,281	—
訴訟和解賠償收入	4,069	—
其他	904	395
	95,404	21,432

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開支中所包括之開支分析如下：

	本集團	
	二零一三年 千港元	二零一二年 千港元
無形資產攤銷	13,156	18,137
租賃土地及土地使用權攤銷	289	288
核數師酬金	2,280	2,481
存貨成本	1,248,140	1,888,961
物業、廠房及設備折舊	43,056	52,690
僱員福利開支(包括董事酬金)(附註8)	242,762	335,867
出售物業、廠房及設備之(收益)/虧損	(3,600)	271
土地及樓宇之經營租賃租金	22,299	33,601
研究及開發成本	15,983	26,231
物業、廠房及設備撇銷/減值	16,854	—

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8 僱員福利開支(包括董事酬金)

	本集團	
	二零一三年 千港元	二零一二年 千港元
工資及薪金	211,809	299,145
退休金成本－界定供款退休計劃(附註a)	2,877	3,370
其他員工福利	14,398	18,316
終止僱傭福利	13,678	15,036
	242,762	335,867

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2,877,000港元(二零一二年：3,370,000港元)。年內沒有(二零一二年：無)界定供款退休計劃之沒收款項。約13,000港元(二零一二年：13,000港元)之沒收供款可於二零一三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353,000港元(二零一二年：423,000港元)之供款，並已包括在其他應付款項內。

(b) 董事及高級管理層薪酬

本公司各董事於截至二零一二年三月三十一日止年度之薪酬如下：

董事姓名	袍金	薪金	酌情花紅	僱主對退休金 計劃之供款	總計
	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	6,105	196	10,865
梁偉成先生	—	4,564	6,512	196	11,272
郭冠文先生	—	1,921	3,663	82	5,666
獨立非執行董事：					
黃保欣先生(附註i)	72	—	—	—	72
李華明先生	120	—	—	6	126
劉宏業先生	120	—	—	6	126
李德志先生(附註ii)	48	—	—	—	48

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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二零一三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 計劃之供款 千港元	總計 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

附註：

(i) 黃保欣先生自二零一一年十一月七日起辭任獨立非執行董事職務。

(ii) 李德志先生自二零一一年十一月七日起獲委任為獨立非執行董事。

截至二零一三年及二零一二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(二零一二年：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(二零一二年：兩位)最高薪酬人士之酬金如下：

	本集團	
	二零一三年 千港元	二零一二年 千港元
基本薪酬、房屋津貼、其他津貼及實物福利	3,236	3,236
酌情花紅	7,000	11,300
退休金計劃供款	96	94
	10,332	14,630

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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	
	二零一三年	二零一二年
酬金範圍		
5,000,001 港元 – 6,000,000 港元	2	1
9,000,001 港元 – 10,000,000 港元	–	1

(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，其酬金如上文所述。

年內，餘下三位高級管理層之酬金載述如下:

	人數	
	二零一三年	二零一二年
酬金範圍		
1 港元 – 1,000,000 港元	3	3

9 財務收入及財務成本

	本集團	
	二零一三年 千港元	二零一二年 千港元
財務收入:		
— 銀行利息收入	14,674	12,506
— 貸款及應收款項之利息收入	3,443	3,523
	18,117	16,029
財務成本:		
— 於五年內悉數償還之銀行借貸利息支出	3,835	2,395

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10 所得稅抵免／支出

香港利得稅乃根據本年度之估計應課稅溢利以 16.5% (二零一二年：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	
	二零一三年 千港元	二零一二年 千港元 (重列)
即期所得稅		
— 香港利得稅	(4,667)	(4,904)
— 以往年度超額撥備／(撥備不足)	15,135	(1,015)
遞延所得稅(附註29)	5,903	(944)
採納香港會計準則第12號(修訂本)之影響	—	1,350
所得稅抵免／(支出)	16,371	(5,513)

本集團就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	
	二零一三年 千港元	二零一二年 千港元 (重列)
除所得稅前溢利	42,043	85,649
按稅率 16.5% (二零一二年：16.5%) 計算之稅項	(6,937)	(14,132)
其他國家不同稅率之影響	128	25
無須課稅之收入	17,566	21,732
不可扣稅之支出	(9,280)	(11,735)
以往年度超額撥備／(撥備不足)	15,135	(1,015)
未確認之稅項虧損	(254)	(392)
動用過往未確認之稅項虧損	13	4
稅項抵免／(支出)	16,371	(5,513)

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 205,293,000 港元 (二零一二年：496,140,000 港元)。

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12 每股盈利

基本

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

	本集團	
	二零一三年	二零一二年 (重列)
本公司股東應佔本年度溢利(千港元)	58,413	80,136
已發行普通股之加權平均數	580,093,720	579,647,436
每股基本盈利(港仙)	10.1	13.8

攤薄

每股攤薄盈利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。截至二零一三年及二零一二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產生反攤薄影響。

	本集團	
	二零一三年	二零一二年 (重列)
本公司股東應佔本年度溢利(千港元)	58,413	80,136
已發行普通股之加權平均數	580,093,720	579,647,436
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	579,647,436
每股攤薄盈利(港仙)	10.1	13.8

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13 股息

	本公司	
	二零一三年 千港元	二零一二年 千港元
已派付中期股息每股普通股3港仙 (二零一二年:9港仙)	17,403	52,208
擬派付末期股息每股普通股6港仙 (二零一二年:3港仙)	34,805	17,403
	52,208	69,611

於二零一三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6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。

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						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	
於二零一一年四月一日							
成本	68,838	358,482	87,439	255,272	513,232	18,575	1,301,838
累積折舊及減值	(8,666)	(307,468)	(87,439)	(212,866)	(420,244)	(12,342)	(1,049,025)
賬面淨值	60,172	51,014	-	42,406	92,988	6,233	252,813
截至二零一二年三月三十一日止年度							
年初賬面淨值	60,172	51,014	-	42,406	92,988	6,233	252,813
增添	-	11,742	-	6,130	660	2,353	20,885
出售	-	-	-	(441)	(203)	(331)	(975)
折舊	(607)	(27,328)	-	(8,400)	(14,816)	(1,539)	(52,690)
出售一間附屬公司	-	-	-	(66)	-	-	(66)
匯兌差額	92	-	-	50	-	4	146
年末賬面淨值	59,657	35,428	-	39,679	78,629	6,720	220,113
於二零一二年三月三十一日							
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

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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						
	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
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

(b) 折舊開支包括於：

	本集團	
	二零一三年 千港元	二零一二年 千港元
銷貨成本	39,404	49,572
行政開支	3,652	3,118
	43,056	52,690

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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	
	二零一三年 千港元	二零一二年 千港元
於香港按下列租約持有：		
租約逾50年	3,868	7,580
租約介乎10年至50年	257	269
於香港以外地區按下列租約持有：		
租約介乎10年至50年	5,552	5,738
	9,677	13,587

(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	
	二零一三年 千港元	二零一二年 千港元
於香港按下列租約持有：		
租約逾50年	20,499	45,663
租約介乎10年至50年	395	407
	20,894	46,070

(e) 於二零一三年及二零一二年三月三十一日，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。公平值超出賬面值之58,074,000港元已作為公平值收益於其他全面收益中入賬。

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二零一三年三月三十一日

15 投資物業

	本集團	
	二零一三年 千港元	二零一二年 千港元
年初	123,900	312,388
轉自擁有人佔用物業(附註14(f))	86,692	–
出售	–	(206,000)
公平值收益(附註6)	78,458	17,512
年末	289,050	123,900

投資物業經由獨立專業合資格估值師利駿行測量師有限公司於二零一三年三月三十一日作出重估。所有物業之估值乃根據活躍市場之現行價格進行。

於二零一三年及二零一二年三月三十一日，無銀行借貸以投資物業作抵押(附註26)。

本集團於投資物業權益之賬面淨值分析如下：

	本集團	
	二零一三年 千港元	二零一二年 千港元
於香港按下列租約持有：		
租約逾50年	215,920	78,500
租約介乎10年至50年	73,130	45,400
	289,050	123,900

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16 租賃土地及土地使用權

	本集團	
	二零一三年 千港元	二零一二年 千港元
年初	7,658	7,821
攤銷	(289)	(288)
匯兌差額	25	125
年末	7,394	7,658

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	
	二零一三年 千港元	二零一二年 千港元
於香港以外按下列租約持有： 租約介乎 10 年至 50 年	7,394	7,658

於二零一三年及二零一二年三月三十一日，並無以租賃土地及土地使用權作抵押之銀行借貸（附註26）。

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二零一三年三月三十一日

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
於二零一一年四月一日			
成本	78,000	39,524	117,524
累積攤銷	(25,350)	(22,748)	(48,098)
賬面淨值	52,650	16,776	69,426
截至二零一二年三月三十一日止年度			
於二零一一年四月一日	52,650	16,776	69,426
攤銷	(7,800)	(10,337)	(18,137)
賬面淨值	44,850	6,439	51,289
於二零一二年三月三十一日			
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

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

二零一三年三月三十一日

18 貸款及應收款項

	本集團	
	二零一三年 千港元	二零一二年 千港元
非流動		
公司債券 (附註 a)	—	90,656
政府債券 (附註 b)	1,538	13,528
	1,538	104,184
流動		
公司債券 (附註 a)	92,216	—
政府債券 (附註 b)	8,625	—
	100,841	—
於年末之賬面值	102,379	104,184
於年初之賬面值	104,184	97,884
增添	1,513	8,417
贖回	(5,012)	—
匯兌收益／(虧損)	1,694	(2,117)
於年末之賬面值	102,379	104,184

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。

(b) 政府債券由中華人民共和國財政部發行之人民幣債券。

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

二零一三年三月三十一日

19 可供出售金融資產

	本集團	
	二零一三年 千港元	二零一二年 千港元
於年初香港以外地區之非上市股本證券之公平值	112,090	136,689
確認為其他全面虧損之減值虧損	-	(1,598)
於綜合損益表確認之減值虧損	(75,137)	(23,001)
於年末香港以外地區之非上市股本證券之公平值	36,953	112,090

可供出售金融資產指本集團長期投資於 Hydys (附註 18) 之股份，乃以韓圀計值。

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仲量聯行(二零一二年：世邦魏理仕)重估。

20 於附屬公司之投資

	本公司	
	二零一三年 千港元	二零一二年 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)	908,144	737,744
	975,730	805,330

附註：

(a) 主要附屬公司之詳情載列於綜合財務報表附註34。

(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

二零一三年三月三十一日

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			
於二零一二年三月三十一日			
貸款及應收款項(附註18)	104,184	—	104,184
可供出售金融資產(附註19)	—	112,090	112,090
應收貿易及其他賬款(附註23)	654,336	—	654,336
現金及現金等值(附註24)	1,014,928	—	1,014,928
合計	1,773,448	112,090	1,885,538
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

其他金融負債：

	本集團	
	二零一三年 千港元	二零一二年 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)	607,067	718,408
借貸(附註26)	200,000	200,000
合計	807,067	918,408

綜合財務報表附註

二零一三年三月三十一日

21 按類別劃分之金融工具(續)

貸款及應收款項：

	本公司	
	二零一三年 千港元	二零一二年 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)	190	105
應收附屬公司款項(附註20)	908,144	737,744
合計	908,439	737,954

其他金融負債：

	本公司	
	二零一三年 千港元	二零一二年 千港元
於資產負債表之負債		
其他應付款項(附註25)	197	197

22 存貨

	本集團	
	二零一三年 千港元	二零一二年 千港元
原料	196,373	290,354
在製品	12,336	16,435
製成品	109,117	152,506
	317,826	459,295

確認為開支並計入銷貨成本之存貨成本約達1,248,140,000港元(二零一二年：1,888,961,000港元)。

綜合財務報表附註

二零一三年三月三十一日

23 應收貿易及其他賬款

	本集團		本公司	
	二零一三年 千港元	二零一二年 千港元	二零一三年 千港元	二零一二年 千港元
應收貿易賬款	490,787	623,240	–	–
預付款項、按金及其他應收款項	32,967	31,096	105	105
	523,754	654,336	105	105

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。為求有效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。

於二零一三年及二零一二年三月三十一日，根據付運條款之應收貿易賬款之賬齡分析如下：

	本集團	
	二零一三年 千港元	二零一二年 千港元
0–30 日	99,483	131,331
31–60 日	89,240	113,936
61–90 日	100,115	142,816
超過 90 日	201,949	235,157
	490,787	623,240

於二零一三年三月三十一日，如嚴格按照所提供的信貸條款計量，則應收貿易賬款 34,693,000 港元（二零一二年：33,121,000 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二零一三年四月清還。

綜合財務報表附註

二零一三年三月三十一日

23 應收貿易及其他賬款(續)

未過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	
	二零一三年 千港元	二零一二年 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)	490,783	623,240
	490,787	623,240

該等應收貿易賬款之賬面值以下列貨幣計值：

	本集團	
	二零一三年 千港元	二零一二年 千港元
美元	489,793	623,240
加幣	979	—
港元	15	—
	490,787	623,240

於二零一三年及二零一二年三月三十一日，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	
	二零一三年 千港元	二零一二年 千港元	二零一三年 千港元	二零一二年 千港元
銀行及手頭現金	428,208	205,623	190	105
短期銀行存款	803,568	809,305	—	—
	1,231,776	1,014,928	190	105
須承受之最高信貸風險	1,230,970	1,014,491	190	105

綜合財務報表附註

二零一三年三月三十一日

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	
	二零一三年 千港元	二零一二年 千港元	二零一三年 千港元	二零一二年 千港元
港元	72,543	80,735	190	105
美元	672,506	696,090	—	—
人民幣	483,727	232,549	—	—
英鎊	2,937	5,501	—	—
其他	63	53	—	—
	1,231,776	1,014,928	190	105

25 應付貿易及其他賬款

	本集團		本公司	
	二零一三年 千港元	二零一二年 千港元	二零一三年 千港元	二零一二年 千港元
應付貿易賬款	565,827	650,227	—	—
其他應付款項及應計費用	41,240	68,181	197	197
	607,067	718,408	197	197

應付貿易及其他賬款之賬面值與其公平值相若。

於二零一三年及二零一二年三月三十一日，根據發票日期之應付貿易賬款之賬齡分析如下：

	本集團	
	二零一三年 千港元	二零一二年 千港元
0—30日	524,085	589,686
31—60日	24,477	53,194
61—90日	13,924	3,954
超過90日	3,341	3,393
	565,827	650,227

綜合財務報表附註

二零一三年三月三十一日

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	
	二零一三年 千港元	二零一二年 千港元
港元	532,286	538,606
美元	29,660	110,795
其他	3,881	826
	565,827	650,227

26 借貸

	本集團	
	二零一三年 千港元	二零一二年 千港元
非流動		
銀行借貸，無抵押(附註)	130,000	200,000
流動		
銀行借貸，無抵押(附註)	70,000	—
借貸總額	200,000	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31及32)。於二零一三年及二零一二年三月三十一日，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	
	二零一三年 千港元	二零一二年 千港元
一年以內	70,000	—
第二年	80,000	70,000
第三至第五年	50,000	130,000
	200,000	200,000

銀行借貸之賬面值與其公平值相若。

於二零一三年及二零一二年三月三十一日，該等借貸之賬面值以港元計值。

綜合財務報表附註

二零一三年三月三十一日

27 股本及購股權計劃

	本公司			
	二零一三年		二零一二年	
	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	580,093,720	58,009	577,802,720	57,780
行使購股權	—	—	2,291,000	229
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。於截至二零一三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			於二零一三年 三月三十一日 尚未行使
				於二零一二年 四月一日 尚未行使	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

二零一三年三月三十一日

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			於二零一三年 三月三十一日 尚未行使
				於二零一二年 四月一日 尚未行使	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	12,908,000	—	(2,840,000)	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
				13,008,000	—	(2,840,000)	10,168,000
				16,758,000	—	(2,840,000)	13,918,000

綜合財務報表附註

二零一三年三月三十一日

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	保留溢利 千港元	總計 千港元
於二零一一年四月一日，過往呈報 採納香港會計準則	304,230	940	13	11,783	–	1,558,458	1,875,424
第12號(修訂本)之影響	–	–	–	–	–	5,795	5,795
於二零一一年四月一日，重列	304,230	940	13	11,783	–	1,564,253	1,881,219
全面收益							
本年度溢利，重列	–	–	–	–	–	80,136	80,136
可供出售金融資產之減值	–	–	(1,598)	–	–	–	(1,598)
貨幣匯兌差額	–	–	928	–	–	–	928
全面(虧損)/收益總值，重列	–	–	(670)	–	–	80,136	79,466
與擁有人進行之交易							
行使購股權而發行之股份	6,421	–	–	–	–	–	6,421
二零一二年中期股息	–	–	–	–	–	(52,208)	(52,208)
二零一一年末期股息	–	–	–	–	–	(81,213)	(81,213)
二零一一年特別股息	–	–	–	–	–	(46,408)	(46,408)
與擁有人進行之交易總值	6,421	–	–	–	–	(179,829)	(173,408)
於二零一二年三月三十一日，重列	310,651	940	(657)	11,783	–	1,464,560	1,787,277
於二零一二年四月一日	310,651	940	(657)	11,783	–	1,464,560	1,787,277
全面收益							
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
全面收益總值	–	–	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

綜合財務報表附註

二零一三年三月三十一日

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	保留溢利 千港元	總計 千港元
於二零一一年四月一日	304,230	940	40,586	11,783	67,062	424,601
全面收益						
本年度溢利	-	-	-	-	496,140	496,140
與擁有人進行之交易						
行使購股權而發行之股份	6,421	-	-	-	-	6,421
二零一二年中期股息	-	-	-	-	(52,208)	(52,208)
二零一一年末期股息	-	-	-	-	(81,213)	(81,213)
二零一一年特別股息	-	-	-	-	(46,408)	(46,408)
與擁有人進行之交易總值	6,421	-	-	-	(179,829)	(173,408)
於二零一二年三月三十一日	310,651	940	40,586	11,783	383,373	747,333
於二零一二年四月一日	310,651	940	40,586	11,783	383,373	747,333
全面收益						
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

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)，倘在合理理由相信(i)該公司於支付股息後無能力或應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

二零一三年三月三十一日

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% (二零一二年：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。抵銷金額如下：

	本集團	
	二零一三年 千港元	二零一二年 千港元 (重列)
須於十二個月後支付之遞延所得稅負債	9,297	14,184
須於十二個月後收回之遞延所得稅資產	(40,238)	(39,222)
遞延所得稅資產淨值	(30,941)	(25,038)

遞延所得稅賬目之變動如下：

	本集團	
	二零一三年 千港元	二零一二年 千港元 (重列)
年初，過往呈報	(17,893)	(18,826)
採納香港會計準則第 12 號 (修訂本) 之影響 (附註 2.1)	(7,145)	(5,795)
年初，重列	(25,038)	(24,621)
出售一間附屬公司	—	(11)
於綜合損益表內確認 (附註 10)	(5,903)	944
採納香港會計準則第 12 號 (修訂本) 之影響 (附註 2.1)	—	(1,350)
年末	(30,941)	(25,038)

綜合財務報表附註

二零一三年三月三十一日

29 遞延所得稅(續)

遞延所得稅資產及負債於年內之變動並無計入於同一稅務司法權區抵銷之結餘，詳情如下：

遞延所得稅(資產)/負債	本集團											
	稅項虧損		加速稅項折舊		遞延發展費用		重估物業		其他		總計	
	二零一三年	二零一二年	二零一三年	二零一二年	二零一三年	二零一二年	二零一三年	二零一二年	二零一三年	二零一二年	二零一三年	二零一二年
	千港元	千港元 (重列)	千港元	千港元 (重列)	千港元	千港元 (重列)	千港元	千港元 (重列)	千港元	千港元 (重列)	千港元	千港元 (重列)
年初，過往呈報	(972)	(225)	13,627	15,043	531	1,384	7,145	5,795	(38,224)	(40,823)	(17,893)	(18,826)
採納香港會計準則第12號(修訂本)之影響	-	-	-	-	-	-	(7,145)	(5,795)	-	-	(7,145)	(5,795)
年初，重列	(972)	(225)	13,627	15,043	531	1,384	-	-	(38,224)	(40,823)	(25,038)	(24,621)
出售一間附屬公司	-	-	-	(11)	-	-	-	-	-	-	-	(11)
於綜合損益表內確認	(3,228)	(747)	(4,719)	(1,405)	(442)	(853)	-	1,350	2,486	2,599	(5,903)	944
採納香港會計準則第12號(修訂本)之影響	-	-	-	-	-	-	-	(1,350)	-	-	-	(1,350)
年末	(4,200)	(972)	8,908	13,627	89	531	-	-	(35,738)	(38,224)	(30,941)	(25,038)

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24,844,000港元(二零一二年：25,672,000港元)確認遞延所得稅資產約7,035,000港元(二零一二年：7,257,000港元)。於未確認之稅項虧損當中，約1,408,000港元(二零一二年：1,467,000港元)並無屆滿日期，餘下結餘5,627,000港元(二零一二年：5,790,000港元)將於二零三二年(二零一二年：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

二零一三年三月三十一日

30 經營產生之現金

	本集團	
	二零一三年 千港元	二零一二年 千港元
除所得稅前溢利	42,042	85,649
利息收入	(18,117)	(16,029)
銀行借貸之利息開支	3,835	2,395
無形資產攤銷	13,156	18,137
出售物業、廠房及設備之(收益)/虧損	(3,600)	271
物業、廠房及設備折舊	43,056	52,690
物業、廠房及設備撇銷/減值	16,854	—
租賃土地及土地使用權攤銷	289	288
投資物業公平值收益	(78,458)	(17,512)
貸款及應收款項匯兌(收益)/虧損	(1,694)	2,117
可供出售金融資產之減值	75,137	23,001
出售一間附屬公司之收益	—	(57)
營運資金變動前之經營溢利	92,500	150,950
存貨減少/(增加)	141,469	(30,108)
應收貿易及其他賬款之減少	130,582	59,763
應付貿易及其他賬款之減少	(114,076)	(169,839)
經營產生之現金淨額	250,475	10,766

於綜合現金流量表內，銷售物業、廠房及設備(不包括土地及樓宇)之所得款項包括：

	本集團	
	二零一三年 千港元	二零一二年 千港元
賬面淨值(附註14)	8,464	975
出售物業、廠房及設備之收益/(虧損)	3,600	(271)
出售物業、廠房及設備之所得款項	12,064	704

31 銀行信貸

於二零一三年三月三十一日，若干銀行向本集團授出銀行信貸約16億零9百萬港元(二零一二年：16億7千4百萬港元)，其中本集團已動用2億港元(二零一二年：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(二零一二年：相同)以本集團之若干資產作為抵押。

32 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。董事認為該等擔保之公平值並不重大。

33 承擔

(a) 資本承擔

	本集團	
	二零一三年 千港元	二零一二年 千港元
已訂約但未撥備之模具、廠房及機器	11,681	1,845

(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	
	二零一三年 千港元	二零一二年 千港元
一年內	22,066	25,475
一年後但於五年內	139,721	2,880
五年後	352,380	—
	514,167	28,355

(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	
	二零一三年 千港元	二零一二年 千港元
一年內	5,560	2,145
一年後但於五年內	5,863	229
	11,423	2,374

租約條款為期一年至三年。

綜合財務報表附註

二零一三年三月三十一日

34 主要附屬公司

於二零一三年三月三十一日，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	軟件開發及買賣電子產品
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
愛高塑膠製品廠有限公司	香港	普通股 3,000,000 港元	—	100	製造及銷售塑膠製品
愛高產業有限公司	香港	普通股 10,000 港元	—	100	物業投資
愛高科技有限公司	香港	普通股 10,000 港元	—	100	投資控股
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二零一三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。

35 報告期後事件

於二零一三年五月六日，本集團與Hydis訂立了一份公司債券延期協議。據此協議，原本於二零一三年五月到期之公司債券(附註18)延期額外六個月。

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：

	二零一三年 千港元	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)	二零零九年 千港元 (重列)
營業額	1,869,541	2,768,925	3,082,330	4,003,213	5,993,075
本公司股東應佔溢利	58,413	80,136	273,992	248,602	188,874
總資產	2,734,840	2,774,239	2,949,745	2,762,116	2,883,451
總負債	(807,834)	(928,953)	(1,010,746)	(999,353)	(1,278,914)
總權益	1,927,006	1,845,286	1,938,999	1,762,763	1,604,537

