

DESIGN IS THE
KEY ELEMENT
THAT BRINGS
ULTIMATE VALUE TO
SUPPLY CHAIN

設計為本
為**供應鏈**增值

Linmark Group Limited
林麥集團有限公司



Financial Highlights

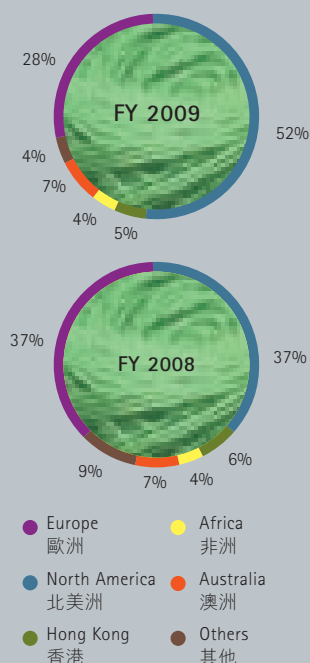
財務摘要

		2009 二零零九年 US\$'million 百萬美元	2008 二零零八年 US\$'million 百萬美元	% Increase/ (Decrease) 增/減
Operating Results 經營業績				
Revenue	收益	195.8	289.7	(32.4)
EBITDA	除利息支出、稅項、折舊及攤銷前溢利	5.6	(4.2)	N/A不適用
Operating profit/(loss) before restructuring costs and impairment charges	除重組費用及減值支出前之經營溢利/(虧損)	4.7	(7.1)	N/A不適用
Loss for the year	年度虧損	(12.3)	(20.4)	(39.7)
Financial Position 財務狀況				
Total assets	資產總值	79.7	103.6	(23.1)
Cash reserves	現金儲備	23.7	16.8	41.1
Net assets	資產淨值	39.0	52.5	(25.7)
Financial Ratio 財務比率				
Current ratio (Times)	流動比率(倍)	1.3	1.1	18.2
Gearing ratio (%)	資本負債比率(%)	-	2.5%	N/A不適用
Dividends 股息				
Interim dividend per share (HK cents)	每股中期股息(港仙)	-	-	N/A不適用
Final dividend per share (HK cents)	每股末期股息(港仙)	2.2	-	N/A不適用
Full year dividend per share (HK cents)	每股全年股息(港仙)	2.2	-	N/A不適用

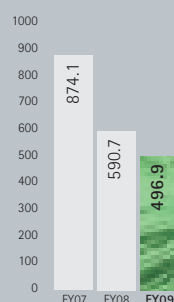
Breakdown of Revenue by Nature
按業務性質劃分之收益



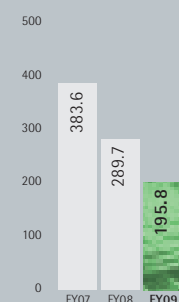
Breakdown of Shipment Value by Market
按市場劃分之付運量總值



Shipment Value
付運量總值
(US\$'million) (百萬美元)



Revenue
收益
(US\$'million) (百萬美元)



DESIGN BRINGS ULTIMATE VALUE TO SUPPLY CHAIN

設計為供應鏈
帶來最終價值



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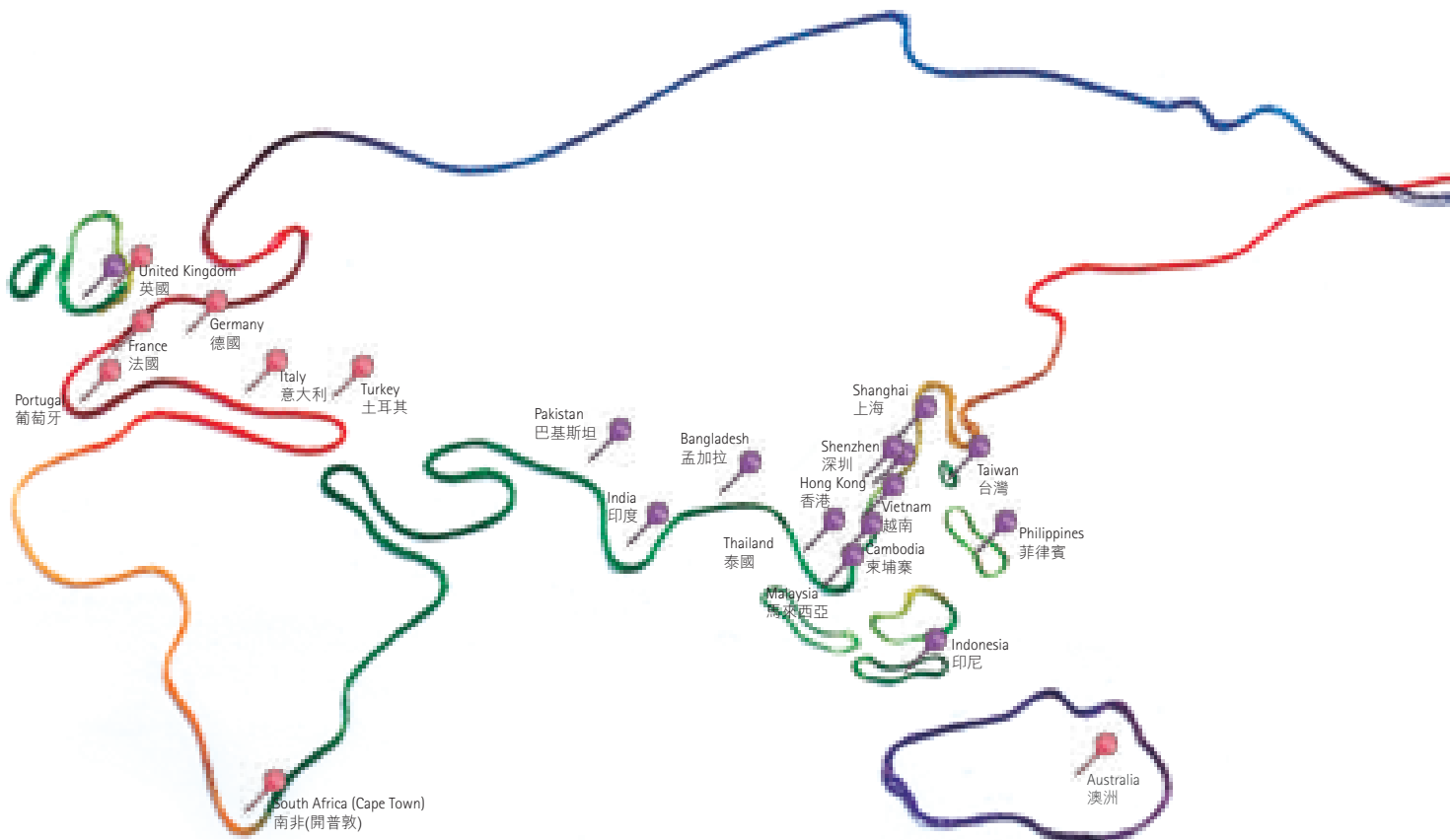


DESIGN THE MARKET

設計市場

To harness the creativity and expertise of all our people to deliver the best products to our customers in the right quality at the right time.

善用本集團全體員工的創造力和專業知識，按客戶要求的標準和時間交付最佳的產品。



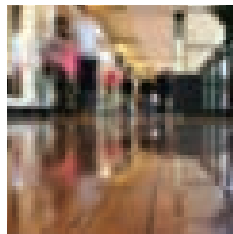
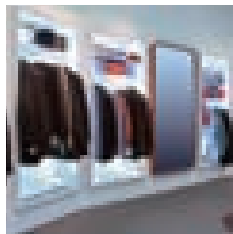


 Linmark office coverage and sourcing countries
林麥辦事處覆蓋範圍及採購國家

 Customer base
客戶所在

“ Branding is the ultimate connection between product and the consumer, and it is all about passion...

品牌推廣是將產品和客戶連繫在一起，要訣在於熱誠...”



THE HEART OF BRANDING

品牌推廣的核心

Years ago, retailers were competing on price. Then they added quality to it. Today it is still about price and quality, but most importantly it is about Branding and Design as it is the only thing that differentiates one product from another in the market place. Basics at the lowest price do not sell anymore, but fashion and design are what drag customers in the stores and generate traffic.

多年前，零售商以價格競爭。隨後，加以產品質量競爭。今日，競爭仍在於價格和質量，但是市場上，品牌和設計是區分一種產品與另一種產品的唯一標準，所以最為重要。低價格的基本產品不再暢銷，但潮流和設計則吸引店鋪內的客戶，帶來人流。



“ Design is everywhere. People do not go to restaurants anymore exclusively for the food.....they also go for the interior decoration, the atmosphere and the design of the food on their plate. I guess it's called taste...

設計無處不在，人們去餐廳，不再僅為用餐，也是為了餐廳的裝潢、格調及盤中食物的設計。我想，這就叫品味…”



Chairman's Statement 主席報告書

On behalf of the board of directors ("Board"), I present the results of Linmark Group Limited ("Company", together with its subsidiaries, the "Group" or "Linmark") for the year ended 30 April 2009.

Like the majority of the corporations in our industry, Linmark and its customers have suffered from this unprecedented economic downturn. While the negative impact of the crisis was mild in the first half of the year with a relatively marginal drop in shipment value, it was more severe during the second half resulting in our fiscal year ending with a wider negative variance.

Our consumer electronics division in the United Kingdom ("UK") was seriously affected by fluctuation of the Sterling aggravated by consumers reducing spending on high-value goods and mass distributors drastically reducing order volume.

Despite the write off of the remaining value of the patents and trademarks held by Dowry Peacock Group Limited ("Dowry Peacock") in the early part of the year, we managed to reduce losses of the Group by more than half thanks to rationalization initiatives undertaken by the management.

Our efforts in the past months have been focused on streamlining our operations, further reducing expenses and making a better use of markets that are more competitive with a view to better service our customers. While price competitiveness remains a key factor, customers are requesting more and more value-added services, and in particular design and development. Consumers with a reduced purchasing power are getting more selective and demanding and are now focusing more on merchandise with a better appeal. Basics are not selling anymore and retailers need great and better designed merchandise to increase traffic and sales. We have seen a surge in interest from our customers in our own designs

and developments and we are committed to delivering more fashion and products with a point of view and a point of differentiation in future.

2009 will remain very difficult for our core customers and we expect order volumes to still decrease slightly in the next few months. However, with new customers secured and new businesses added to our portfolio in the past year, we see the Group maintaining its market share next year. We will continue to explore new business opportunities riding on the trend of more retailers, brands and wholesalers changing their sourcing strategy – engaging supply chain specialists in Asia like Linmark as sourcing partners. In addition, our priority in the coming year will be to provide excellent customer service and assuring customer satisfaction, which is critical in helping the Group counter the difficult economic environment.

On 12 January 2009, the Group welcomed to the family, Mr. Michel BOURLON as its chief executive officer, who has 25 years of senior management experience in the sourcing industry.

In closing, I would like to express my sincere gratitude to fellow members of the Board for their guidance and continuous support and to shareholders for their unwavering trust in the Group. My thanks also go to the management team and all staff for their contribution to the success of the Group.

WANG Lu Yen
Chairman

Hong Kong, 31 July 2009

本人謹代表董事會（「董事會」），提呈林麥集團有限公司（「本公司」，連同其附屬公司統稱「本集團」或「林麥」）截至二零零九年四月三十日止年度的業績。

如同業內大多數公司一樣，林麥及其客戶亦因此次前所未有的經濟衰退而受到影響。儘管金融危機於上半年的負面影響較為溫和，付運量總值跌幅相對較少，但下半年金融危機影響惡化，導致本財政年度虧損擴大。

本集團於英國的消費電子產品分部受到英鎊波動的嚴重影響，加上消費者減少於高價產品的消費及眾多分銷商大幅削減訂單數量使該情況愈益嚴重。

儘管於本年度較早時撤銷了Dowry Peacock Group Limited（「Dowry Peacock」）所持有的專利及商標的餘值，但通過管理層採取的合理的措施，我們得以使本集團的虧損減少一半以上。

我們於過去多月致力於精簡營運、進一步削減開支及更好地利用我們具有較大競爭力的市場，以期為客戶提供更佳服務。具競爭力的價格仍是客戶的主要考慮因素，同時客戶愈加重視增值服務（尤其在設計及開發方面）。購買力有所下降的消費者現在對產品變得愈來愈精挑細選，要求亦更趨嚴格，彼等僅青睞更優質的商品。基本產品對銷售已不再起作用，零售商需要更出色和改良設計的商品以提高貨物流轉量及銷售額。我們觀察到我們自行設計及開發的產品越來越受到客戶的歡迎，我們會致力於日後提供更多有鮮明主題及設計獨特的時裝及產品。

二零零九年對我們的主要客戶而言仍將是非常艱難的一年，我們預期未來幾個月訂單數量仍會輕微減少。然而，由於去年獲得新客戶及在我們的組合中增加了新業務，故我們預期於來年將能保持市場份額。隨著愈來愈多零售商、品牌及批發商紛紛改變採購策略，擬在亞洲委託專業供應鏈公司（如林麥）作為採購夥伴，我們將繼續物色新商機。此外，我們於來年的工作重點將是提供卓越的客戶服務及確保客戶滿意度，此舉對本集團克服艱難經濟環境至關重要。

於二零零九年一月十二日，本集團熱烈歡迎Michel BOURLON先生加入我們這個大家庭並出任行政總裁。彼在採購行業擁有25年豐富高層管理經驗。

最後，本人謹此感謝董事會成員的一貫指導和支持，以及股東一直以來對本集團的信任。本人亦感謝管理團隊及各員工對本集團的成功所作出的貢獻。

王祿閻
主席

香港，二零零九年七月三十一日





Report of the Chief Executive Officer 行政總裁報告書

Business Review

Overview

For the year ended 30 April 2009, shipment value amounted to approximately US\$496.9 million (equivalent to HK\$3,875.8 million), down by approximately 15.9% as compared to approximately US\$590.7 million (equivalent to HK\$4,607.5 million) last year. Revenue decreased by approximately 32.4% to approximately US\$195.8 million (equivalent to HK\$1,527.2 million), mainly attributable to the drop in sales from the electronics division operated by Dowry Peacock in the UK.

The Group reported a loss after tax of approximately US\$12.3 million (equivalent to HK\$95.9 million) for the year ended 30 April 2009, against a loss of approximately US\$20.4 million (equivalent to HK\$159.1 million) last year. The loss for the year under review was attributable to non-cash items of approximately US\$13.1 million (equivalent to HK\$102.2 million), representing the impairment losses on goodwill, patents and trademarks. The impairment losses last year were approximately US\$13.3 million (equivalent to HK\$103.7 million). Excluding the non-cash items, the Group's adjusted profit would be approximately US\$0.8 million (equivalent to HK\$6.2 million) for the year under review.

General and administrative expenses for the year ended 30 April 2009 fell by approximately 16.7% to approximately US\$33.2 million (equivalent to HK\$259.0 million) as compared with last year.

業務回顧

概覽

截至二零零九年四月三十日止年度，付運量總值約達496,900,000美元（相等於3,875,800,000港元），較去年約590,700,000美元（相等於4,607,500,000港元）減少約15.9%。收益下降約32.4%至約195,800,000美元（相等於1,527,200,000港元），主要是由於英國的Dowry Peacock經營的電子業務銷售額下跌所致。

截至二零零九年四月三十日止年度，本集團錄得除稅後虧損約12,300,000美元（相等於95,900,000港元），去年則錄得虧損約20,400,000美元（相等於159,100,000港元）。回顧年度錄得之虧損，是由於非現金項目即商譽、專利及商標減值虧損約13,100,000美元（相等於102,200,000港元）所致。上一年度之減值虧損約為13,300,000美元（相等於103,700,000港元）。於回顧年度，扣除非現金項目，本集團之經調整溢利約為800,000美元（相等於6,200,000港元）。

於截至二零零九年四月三十日止年度之一般及行政開支與去年相比下降約16.7%至約33,200,000美元（相等於259,000,000港元）。



Segmental Analysis

The table below shows the shipment value to different markets during the year under review as compared to amounts in the previous year:

分類分析

下表將回顧年度不同市場的付運量總值與去年的付運量總值作出比較：

		Shipment value For the year ended 30 April 付運量總值 截至四月三十日止年度	
		2009 二零零九年 US\$'million 百萬美元	2008 二零零八年 US\$'million 百萬美元
North America	北美洲	256.6	218.0
Europe	歐洲	139.5	218.7
Others	其他	100.8	154.0
Total	合共	496.9	590.7

During the year under review, shipment to North America increased by approximately 17.7% to approximately US\$256.6 million (equivalent to HK\$2,001.5 million), the increase in shipment was mainly attributable to orders from new customers and stronger demand of certain existing customers. North America is at present the largest market of the Group, contributing approximately 51.6% of the Group's total shipment value.

於回顧年度，往北美洲之付運量上升約17.7%至約256,600,000美元（相等於2,001,500,000港元）。付運量上升主要是由於來自新客戶之訂單及若干原有客戶需求量增加所致。北美洲現為本集團最大市場，佔本集團總付運價值約51.6%。

Shipment to Europe decreased by 36.2% to approximately US\$139.5 million (equivalent to HK\$1,088.1 million) which was largely from the drop in sales of the electronics division in the UK. Shipment to Europe now accounts for approximately 28.1% of the Group's total shipment value.

往歐洲之付運量下跌約36.2%至約139,500,000美元（相等於1,088,100,000港元），主要是在英國之電子業務的銷售額下跌所致。往歐洲之付運價值現佔本集團總付運量約28.1%。

Shipment grouped under "Others", comprising mainly shipments to the southern hemisphere, amounted to approximately US\$100.8 million (equivalent to HK\$786.2 million). The drop was mainly due to a decrease in inspection business.

「其他」分類項目下的付運量主要為運往南半球，約為100,800,000美元（相等於786,200,000港元）。下跌主要是檢定業務減少所致。

Financial Review

The Group's financial position remains healthy with cash and cash equivalents of approximately US\$23.7 million (equivalent to HK\$184.9 million) as at 30 April 2009. In addition, the Group has total banking facilities of approximately US\$33.0 million (equivalent to HK\$257.4 million) including borrowing facilities of approximately US\$0.4 million (equivalent to HK\$3.1 million) as at 30 April 2009.

財務回顧

本集團之財務狀況依然穩健，於二零零九年四月三十日之現金及現金等值項目約為23,700,000美元（相等於184,900,000港元）。此外，本集團於二零零九年四月三十日之銀行融資總額約為33,000,000美元（相等於257,400,000港元），其中包括借貸融資約400,000美元（相等於3,100,000港元）。



The Group has a current ratio of 1.3 and a gearing ratio of zero, based on no interest-bearing bank borrowings and total equity of approximately US\$39.0 million (equivalent to HK\$304.2 million) as at 30 April 2009. There has not been any material change in the Group's borrowings since 30 April 2009.

Trade receivables decreased from approximately US\$21.4 million (equivalent to HK\$166.9 million) as at 30 April 2008 to approximately US\$18.2 million (equivalent to HK\$142.0 million) as at 30 April 2009. Net trade receivables net of impairment aged over 90 days, which amounted to approximately US\$6.8 million (equivalent to HK\$53.0 million), are being carefully monitored by management.

The Group's net asset value as at 30 April 2009 was approximately US\$39.0 million (equivalent to HK\$304.2 million).

The Group had no material contingent liability as at 30 April 2009 and there has been no material change since then.

The majority of the Group's transactions during the year under review were denominated in US dollars, Hong Kong dollars and Sterling. To minimise exchange risks, sales and purchases are generally transacted in the same currency.

本集團於二零零九年四月三十日之流動比率為1.3。按未有計息銀行借貸及權益總額約39,000,000美元（相等於304,200,000港元）計算，於二零零九年四月三十日之資產負債比率為零。本集團之借貸自二零零九年四月三十日以來並無任何重大轉變。

應收貿易賬款由二零零八年四月三十日之約21,400,000美元（相等於166,900,000港元）減少至二零零九年四月三十日之約18,200,000美元（相等於142,000,000港元）。賬齡逾九十天之應收貿易賬款淨額（已扣除減值）約為6,800,000美元（相等於53,000,000港元），管理層現正嚴密監控。

於二零零九年四月三十日，本集團之資產淨值約為39,000,000美元（相等於304,200,000港元）。

於二零零九年四月三十日，本集團並無任何重大或然負債，且由此日起截至目前為止，本集團之或然負債並無任何重大變動。

本集團於回顧年度之大部份交易均以美元、港元及英鎊結算。為減低外匯風險，買賣一般是以相同貨幣進行交易。

Remuneration Policy and Staff Development Scheme

As at 30 April 2009, the Group had 587 staff. The total staff costs for the year under review amounted to approximately US\$21.3 million (equivalent to HK\$166.1 million) (2008: US\$24.3 million (equivalent to HK\$189.5 million)). The Group offers competitive remuneration schemes to its employees based on industry practices, individual and the Group's performance. In addition, share options and discretionary bonuses are also granted to eligible staff based on both the Group's as well as individual performance.

Prospects

The recent financial turmoil has had a serious impact on some of our customers, especially those in the United States of America, Canada and Europe. Although some retailers we work with recorded improvement earlier in the year, the phenomenon was not prevalent. Retailers continue to keep inventories at the lowest possible level and start replenishing only when a sustained growth in sales is registered, i.e. continuous comparable increases over a few months.

On the positive side, the lacklustre market environment has forced some retailers, brands and wholesalers to reconsider their sourcing strategy and some of them decided to close their sourcing operations in Asia to eliminate fixed costs and overheads and turned to engaging the service of supply chain specialists like Linmark. In addition, to improve their competitiveness and margins, many retailers and wholesalers are expected to import more goods directly instead of through domestic vendors and importers.

These trends have opened to the Group opportunities to acquire new customers. Securing new customers and developing new businesses will be one of the key focuses of the Group in the coming year.

Linmark signed licensing agreements with reputable brands in the first quarter of 2009 and related marketing campaigns were kicked off towards the end of the fiscal year. We expect a gradual increase in sales from these licensed products in the next two years.

薪酬政策及員工發展計劃

於二零零九年四月三十日，本集團聘有587名員工。回顧年度的僱員成本總額約為21,300,000美元（相等於166,100,000港元）（二零零八年：24,300,000美元（相等於189,500,000港元））。本集團按行業慣例、員工個人表現及本集團表現為僱員制訂具競爭力的薪酬方案，並根據本集團及員工個人表現向合資格員工授予購股權及發放酌情花紅。

展望

近期之金融危機對本集團若干客戶（尤其是美國、加拿大及歐洲之客戶）造成嚴重影響。儘管一部份與本集團合作之零售商業績於本年初已見改善，但此現象並不普遍。零售商繼續將存貨量維持於最低水平，並僅於銷售額錄得持續增長（即銷售額連續數月錄得同比增長）時方開始補充存貨。

就利好方面而言，疲弱之市場環境迫使若干零售商、品牌及批發商重新思考其採購策略，當中一部份已決定關閉亞洲採購業務，以減少固定成本及經常費用，並轉而聘用供應鏈專門機構（如林麥）提供服務。此外，為增強競爭力及提高利潤率，預料眾多零售商及批發商將直接進口更多商品，而非假手於當地供應商或進口商代購。

此趨勢為本集團獲取新客戶提供機會。尋求新客戶及發展新業務乃本集團來年重要策略之一。

於二零零九年第一季度，林麥與多個著名品牌訂立特許授權協議，並於本財政年度結束前推出相關市場推廣活動。本集團預期該等特許授權產品於未來兩年之銷售額將逐步增加。

The management will also put a stronger focus on customer service and value-added services to increase sales and maximise business opportunities with existing customers. An internal reorganization has resulted in increased focus on more competitive sourcing in order to better anticipate and meet customer expectations.

As there are no clear signs currently that economies are on the sure path of recovery, the Group will keep working on maximising operational efficiency and cost control in the next 12 months.

The performance of the Dowry Peacock Group was significantly impacted by the economic crisis and the particularly difficult environment of the retailing of electronic products in the UK. After thoughtful consideration and given the severity of its financial situation, it was decided to disengage from this business and Linmark Electronics Limited, a wholly owned subsidiary of Dowry Peacock, was put into administration in the UK on 28 July 2009 (see Note 43 to the financial statements of this annual report for details), just before the present financial report was put to press. This will enable the Group to refocus its full attention and energy on its core business going forward.

Despite the immense pressure from the challenging market, the Group has insisted on delivering value-added and quality customer service to enhance customer satisfaction. These efforts are instrumental to helping the Group retain customers and win new businesses when the market revives. Looking forward, the management remains optimistic about the Group's long-term prospect.

Michel BOURLON
Chief Executive Officer

Hong Kong, 31 July 2009

管理層亦將投入更多精力於客戶服務及增值服務以提高銷售額，以及盡量爭取與現有客戶進行合作之商機。內部重組使本集團更注重提升採購服務之競爭力，以便更好地預測及滿足客戶之期望。

由於現時經濟尚無明顯復甦之跡象，故本集團未來十二個月會繼續努力盡量提升營運效率及控制成本。

Dowry Peacock集團之業績受經濟危機，尤其受英國艱難之電子產品零售環境嚴重影響。經深思熟慮後及鑒於其嚴峻之財政狀況，本集團決定不再投入該業務，並於二零零九年七月二十八日（即本財務報告刊發之前）將Dowry Peacock之全資附屬公司Linmark Electronics Limited進行英國管理人接管程序（詳情載於本年報之財務報告附註43）。此舉可使本集團重定方針，將全部精力及資源用於促進核心業務之發展。

儘管市場挑戰帶來巨大壓力，本集團一直堅持向客戶提供增值及優質服務，以提高客戶滿意度。此舉有助本集團留住客戶並於市場復甦時獲得新業務。展望未來，管理層對本集團長期前景保持樂觀。

Michel BOURLON
行政總裁

香港，二零零九年七月三十一日

Biographical Details of Directors and Senior Management

董事及高級管理層資料



Executive directors

Mr. WANG Lu Yen, aged 55, is an executive director and the chairman of the Company and is presently responsible for the Group's corporate and strategy planning. He was appointed the acting chief executive officer of the Company for the period from August 2008 to January 2009. Mr. Wang joined the Group in 1998. He is a co-founder, an executive director and chairman of Roly International Holdings Ltd. ("Roly International"), the indirect holding company of the Company which was listed on the Singapore Exchange Securities Trading Limited from 1996 to 2007, since 2000. Mr. Wang was the chairman and an executive director of Byford International Limited, a company whose shares are listed on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited ("Stock Exchange") from 2004 to 2007.

Mr. Wang has over 25 years of experience in the trading and distribution business. He was awarded Outstanding Businessman by Taiwan's Ministry of Economic Affairs in 1985. Mr. Wang is a member of the China Overseas Friendship Association, a vice-chairman of China Association for Middle and Small Commercial Enterprises, the vice-chairman of China Committee of Hong Kong General Chamber of Commerce, a member of Garment Advisory Committee of Hong Kong Trade Development Council, a member of the Hong Kong Policy Research Institute Limited, a founder and a director of the Taiwan Design Center, the chairman of the Soochow Management Academic Foundation of Soochow University, the honorary chairman of Taiwan Business Association (Hong Kong) Limited, a director of International Chamber of Commerce - Hong Kong, China, a member of Shanghai Chinese Overseas Friendship Association and a member of The Government of the Hong Kong Special Administrative Region Central Policy Unit Pan-Pearl River Delta Panel. Mr. Wang holds a Bachelor's degree in Business Administration from Soochow University, Taiwan and an EMBA degree from Guanghua School of Management, Peking University, the People's Republic of China ("PRC"). Mr. Wang received the Directors of The Year Awards 2005 hosted by The Hong Kong Institute of Directors.



Mr. Michel BOURLON, aged 50, has been an executive director and the chief executive officer of the Company since 12 January 2009. Mr. Bourlon has 25 years of senior management experience in the sourcing industry. His sector experience includes sourcing both apparel and hardgoods throughout the Asia Pacific region for global retailers. From March 2004 to January 2009, he was executive vice president of Charming Shoppes Inc., a specialty apparel retailer in the United States of America ("US"), overseeing the sourcing division. Prior to that, he was the managing director of the regional buying office in Asia of Eddie Bauer Inc. (US) from 1997 to 2004 and vice president of sourcing of Otto Versand GmbH (Germany) from 1992 to 1997. He holds a Master's degree in Economics and Foreign Languages Applied to International Trade from the University of Valenciennes and Hainaut Cambresis in France.



Mr. KHOO Kim Cheng, aged 58, has been an executive director of the Company since 2002. He has also been an executive director and the chief financial officer of Roly International since 1995. Currently, Mr. Khoo is responsible for the Group's corporate and financial matters. He has extensive experience in corporate finance and financial management industry. Mr. Khoo holds a Master of Business Administration degree from Southern Methodist University, Dallas, Texas, the US. He qualified as a Certified Public Accountant in the US and is a fellow member of the Hong Kong Institute of Certified Public Accountants ("HKICPA").

執行董事

王祿閻先生，五十五歲，本公司執行董事兼主席，現主理本集團企業及策略規劃。彼於二零零八年八月至二零零九年一月期間擔任本公司代理行政總裁。王先生於一九九八年加盟本集團。彼為全威國際控股有限公司（「全威國際」）（本公司之間接控股公司及由一九九六年至二零零七年在新加坡證券交易所有限公司上市）創辦人之一及執行董事，自二零零零年起擔任全威國際之主席。王先生由二零零四年至二零零七年曾任百富國際有限公司（其股份於香港聯合交易所有限公司（「聯交所」）創業板上市）之主席兼執行董事。

王先生在貿易及經銷業務積逾二十五年經驗。彼於一九八五年獲台灣經濟部嘉許為傑出商人。王先生為中華海外聯誼會理事、中國中小商業企業協會副會長、香港總商會中國委員會副主席、香港貿易發展局成衣諮詢委員會委員、香港政策研究所成員、台灣創意設計中心創辦人兼董事、東吳大學企管文教基金會董事長、香港台灣工商協會榮譽會長、國際商會（中國香港區會）理事、上海海外聯誼會理事及香港特別行政區政府中央政策組泛珠三角小組委員。王先生持有台灣東吳大學企業管理學士學位，以及中華人民共和國（「中國」）北京大學光華管理學院行政人員工商管理碩士學位。王先生榮獲由香港董事學會舉辦的二零零五年度傑出董事獎。

Michel BOURLON 先生，五十歲，由二零零九年一月十二日起擔任本公司執行董事兼行政總裁。Bourlon先生於採購行業擁有25年之高層管理經驗。其行業經驗包括於亞太區為全球零售商採購成衣及雜貨。自二零零四年三月至二零零九年一月間，彼擔任Charming Shoppes Inc.（美利堅合眾國（「美國」）一家特製成衣零售商）主管採購部之執行副總裁。在此之前，彼由一九九七年至二零零四年擔任Eddie Bauer Inc.（美國）之亞洲地區採購辦事處之董事總經理，並由一九九二年至一九九七年擔任Otto Versand GmbH（德國）之採購副總裁。彼持有法國University of Valenciennes and Hainaut Cambresis之經濟及國際貿易應用外語碩士學位。

邱錦宗先生，五十八歲，自二零零二年起擔任本公司執行董事。自一九九五年起亦一直擔任全威國際執行董事兼財務總裁。邱先生目前負責本集團的企業及財務事宜。彼於企業融資及財務管理行業擁有豐富經驗。邱先生持有美國德克薩斯州達拉斯市Southern Methodist University工商管理碩士學位。彼為美國合資格之執業會計師及香港會計師公會資深會員。

Non-executive directors

Mr. WONG Wai Ming, aged 51, is a non-executive director of the Company. Mr. Wong has been an independent non-executive director of the Company since it was listed in 2002 and was redesignated as an executive director of the Company in 2005 and then further redesignated as a non-executive director of the Company in 2007. Mr. Wong has been the chief financial officer and senior vice president of Lenovo Group Limited, a company listed on the Main Board of the Stock Exchange, since July 2007. He is also an independent non-executive director of I.T Limited and China Unicom Limited and a non-executive director of Kingsoft Corporation Limited, all of which are listed on the Main Board of the Stock Exchange. Mr. Wong was an executive director and chief executive officer of Roly International from 2005 to 2007. He was previously an investment banker with over 16 years of experience in investment banking business in Greater China. Mr. Wong is a chartered accountant of the UK and an associate member of the HKICPA. He holds a Bachelor's degree of Science (with Honours) in Management Sciences from The Victoria University of Manchester, the UK.

Mr. Mark HSU, aged 39, has been a non-executive director of the Company since January 2008. He is a managing director of H&Q Asia Pacific ("H&Q") and has been with the firm since 2001. H&Q manages Asia Pacific Growth Fund V, L.P., a substantial shareholder of the Company. He has also been a director of RI Holdings Bermuda Limited and RI Investment Holdings Bermuda Limited, both of which are intermediate holding companies of the Company, since November 2007. Before joining H&Q, he was a director of business development for Sina.com, a company listed on NASDAQ, focusing on technology, media and branded consumer partnerships. From 1999 to 2001, Mr. Hsu was an attorney with Simpson Thacher & Bartlett where he engaged in securities and merger and acquisition transactions in the private equity industry, principally working with The Blackstone Group.

Mr. Hsu holds a Bachelor of Arts degree from the University of California at Los Angeles and a Juris Doctorate degree from Columbia University, the US. Mr. Hsu has served on the boards of various corporations and business organisations, including GRIC Communications, Inc. (now known as GoRemote Internet Communications, Inc., a company previously listed on the NASDAQ) during the period from 2002 to 2003, The Churchill Club (www.churchillclub.org) and Asia America MultiTechnology Association (www.aamasv.com) both for the period from 2001 to 2005.

非執行董事

黃偉明先生，五十一歲，本公司非執行董事。黃先生自本公司於二零零二年上市起擔任獨立非執行董事，其後於二零零五年調任為本公司執行董事，並於二零零七年再調任為本公司非執行董事。黃先生自二零零七年七月起擔任聯交所主板上市公司聯想集團有限公司的首席財務官兼高級副總裁。黃先生亦為I.T Limited以及中國聯通股份有限公司的獨立非執行董事及金山軟件有限公司非執行董事，全部均為於聯交所主板上市之公司。黃先生由二零零五年至二零零七年曾任全威國際執行董事兼行政總裁。黃先生之前為投資銀行家，在大中華地區之投資銀行業擁有逾十六年經驗。黃先生為英國特許會計師，並為香港會計師公會會員。彼持有英國The Victoria University of Manchester管理科學理學士榮譽學位。



徐牧均先生，三十九歲，自二零零八年一月起擔任本公司非執行董事。彼為漢鼎亞太（「漢鼎」）之董事總經理，自二零零一年起任職於該公司。漢鼎管理本公司主要股東Asia Pacific Growth Fund V, L.P.。彼自二零零七年十一月起亦擔任本公司的中介控股公司RI Holdings Bermuda Limited及RI Investment Holdings Bermuda Limited的董事。在加盟漢鼎前，彼為新浪網（一間於納斯達克上市之公司）之業務發展董事，專注於技術、傳媒及消費品牌之合夥業務。由一九九九年至二零零一年，徐先生為Simpson Thacher & Bartlett之律師，從事私人股本行業之證券及併購交易，主要客戶為百仕通集團。



徐先生持有美國洛杉磯加州大學文學學士學位及哥倫比亞大學法學博士學位。徐先生曾為多間公司及商業機構董事會成員之一，包括於二零零二年至二零零三年期間擔任GRIC Communications, Inc.（現稱為GoRemote Internet Communications, Inc.，一間曾於納斯達克上市之公司）之董事、由二零零一年至二零零五年期間擔任邱吉爾俱樂部(www.churchillclub.org)及亞美科技協會(www.aamasv.com)之董事。

Independent non-executive directors



Mr. WANG Arthur Minshiang, aged 48, has been an independent non-executive director of the Company since 2002. Mr. Wang is also the chief executive officer of GigaMedia Limited, a NASDAQ listed online entertainment and game provider. Previously, Mr. Wang was a co-founder and executive director of KGI Asia Limited, the investment banking arm of the Koos Group of Taiwan. Mr. Wang also serves on the board of directors of several finance and technology companies in the region and was previously a member of the board of Softbank Investment International (Strategic) Limited (now known as China Renji Medical Group Limited), the shares of which are listed on the Main Board of the Stock Exchange. Mr. Wang received his Juris Doctorate degree from Yale Law School and practised corporate and securities law in Hong Kong and New York. He also holds a Bachelor of Arts degree from the University of California at Los Angeles, the US.



Mr. TSE Hau Yin, Aloysius, aged 61, has been the independent non-executive director of the Company since 2005. Mr. Tse is a fellow of The Institute of Chartered Accountants in England and Wales, and the HKICPA. Mr. Tse is a past president of the HKICPA. He joined KPMG in 1976, became a partner in 1984 and retired in March 2003. Mr. Tse was a non-executive chairman of KPMG's operations in the PRC and a member of the KPMG China advisory board from 1997 to 2000. Mr. Tse is currently an independent non-executive director of Wing Hang Bank, Limited, CNOOC Limited, China Telecom Corporation Limited, China Construction Bank Corporation, Sinofert Holdings Limited and SJM Holdings Limited, all listed on the Main Board of the Stock Exchange. Mr. Tse is also the chairman of the International Advisory Council of the People's Municipal Government of Wuhan. Mr. Tse holds a Bachelor of Social Sciences degree from The University of Hong Kong.



Mr. Jakob Jacobus Koert TULLENERS, aged 62, has been an independent non-executive director of the Company since May 2008. He became the chief executive officer of Freemans Grattan Holdings of Otto Group in July 2008. From 1994 to 2007, he was managing director of Otto International Asia and was responsible for all of its sourcing offices and trading companies in the Asia Pacific region. Prior to that, he worked his way through different aspects of the garment industry for 22 years in South Africa. Having been managing director for the manufacturing subsidiary of a major retailer in South Africa and a board member of such retailer for 4 years, he joined a large American apparel manufacturer in Hong Kong in 1992. He holds a Bachelor's degree in Garment Engineering received from a college in Netherlands.

獨立非執行董事

王敏祥先生，四十八歲，自二零零二年以來一直擔任本公司獨立非執行董事。王先生亦為和信超媒體股份有限公司（一間於納斯達克上市之網上娛樂及遊戲供應商）之行政總裁。在此之前，王先生曾為台灣和信集團旗下投資銀行業務機構凱基證券亞洲有限公司創辦人之一兼執行董事。王先生亦在亞洲區多家財務及科技公司擔任董事，並曾任聯交所主板上市公司軟庫發展有限公司（現稱中國仁濟醫療集團有限公司）董事。王先生獲耶魯大學法律學院法學博士學位，並曾在香港和紐約執業，專責企業和證券法律事務。彼亦持有美國洛杉磯加州大學文學學士學位。

謝孝衍先生，六十一歲，自二零零五年起擔任本公司獨立非執行董事。謝先生為英格蘭及威爾斯特許會計師公會及香港會計師公會資深會員，亦為香港會計師公會前任會長。彼於一九七六年加入畢馬威，於一九八四年成為合夥人，並於二零零三年三月退休。由一九九七年至二零零零年期間，謝先生出任畢馬威中國業務非執行主席，並為畢馬威中國諮詢委員會成員。謝先生目前擔任永亨銀行有限公司、中國海洋石油有限公司、中國電信股份有限公司、中國建設銀行股份有限公司、中化化肥控股有限公司及澳門博彩控股有限公司獨立非執行董事，全部均為於聯交所主板上市之公司。謝先生亦為武漢人民政府國際諮詢委員會主席。謝先生持有香港大學社會科學學士學位。

Jakob Jacobus Koert TULLENERS 先生，六十二歲，自二零零八年五月起擔任本公司獨立非執行董事。彼於二零零八年七月擔任Otto Group旗下Freemans Grattan Holdings之行政總裁。自一九九四年至二零零七年，彼曾出任Otto International Asia董事總經理，負責管理該公司亞太區所有採購辦事處及貿易公司。在此之前，彼於南非製衣業的不同範疇工作長達二十二年。彼曾於南非一家主要零售商旗下一間製造業的附屬公司任職董事總經理及為該零售商的董事會成員達四年，隨後於一九九二年加盟香港一家大型美國服裝製造商。彼持有荷蘭一所大學頒發的製衣工程學士學位。

Senior management

Mr. WONG Hing Lin, Dennis, aged 39, has been the chief financial officer of the Group since January 2006 and oversees the finance, shipping, human resources and investor relations functions of the Group. Prior to that, Mr. Wong was the head of corporate development department of Roly International primarily responsible for Roly International and the Group's corporate development, mergers and acquisitions and investor relations activities. Before joining Roly International in 2000, he had worked at several major international financial institutions where he gained extensive experience in finance and banking. He holds a Master of Business Administration degree in Finance from Boston University, the US, and a Bachelor of Science degree from the University of British Columbia, Canada.

Mr. Jong LEE, aged 41, has been the chief development and information officer of the Group since May 2009 and is responsible for corporate and business development; information systems and services and the Group's electronics, licensing and premiums businesses. Before that, he served the Group as its chief operating officer. Prior to joining the Group in September 2008, he co-founded and served as managing partner of the Sugarloaf Group, a regional private equity, management and advisory firm, from September 2004 to August 2008. Prior to that, he was a vice president with H&Q investing in and managing portfolio companies in China, Japan, Korea and the US from May 2001 to August 2004. Prior to 2001, he was a technology investment banker with UBS and an attorney with Simpson Thacher & Bartlett in New York. He has 15 years of substantive experience in principal investment, executive management, investment banking, and corporate law in the US, Japan, South Korea and Greater China in the services, industrial, real-estate, technology and media sectors. He received a Juris Doctorate degree from Columbia University and Bachelor of Arts and Bachelor of Applied Science degrees from the University of Pennsylvania, the US.

Mr. Arthur Etienne Marie PRUIJT, aged 42, has been the senior vice president of group operations since July 2007. Before that, Mr. Pruijt served the Group as the general manager of the offices in Thailand and Bangladesh and as the general manager of the Group's European accounts. Prior to joining the Group, he worked as an account manager for a Dutch buying agency in Indonesia from 1993 to 1997 and as general manager for an Italian buying agency from 1997 to 2005. Mr. Pruijt has extensive experience in merchandising and quality control as well as general management including financing, budgeting and human resources.

Company secretary

Ms. CHEUNG Hoi Yin, Brenda, aged 41, is the company secretary of the Company and Roly International. Ms. Cheung joined a subsidiary of Roly International in 1997 as an assistant company secretary. She has over 15 years of company secretarial experience gained in listed companies. Ms. Cheung holds a Bachelor of Arts degree in Accountancy and is an associate member of The Hong Kong Institute of Chartered Secretaries and The Institute of Chartered Secretaries and Administrators, the UK.

高級管理層

黃慶年先生，三十九歲，自二零零六年一月起擔任本集團財務總裁，監督本集團之財務、船務、人力資源及投資者關係事務。在此之前，黃先生曾任全威國際企業發展部主管，主要負責全威國際及本集團之企業發展、併購及投資者關係事務。於二零零零年加盟全威國際之前，彼曾任職多間大型國際金融機構，在財務及銀行方面累積了廣泛經驗。彼持有美國波士頓大學工商管理財務碩士學位及加拿大英屬哥倫比亞大學理學士學位。

Jong LEE 先生，四十一歲，自二零零九年五月起擔任本集團發展及資訊總裁，負責本集團之企業及業務發展，資訊系統及服務以及本集團之電子、特許授權、禮品業務。在此之前，彼曾任職本集團營運總裁。於二零零八年九月加入本集團前，彼於二零零四年九月至二零零八年八月期間合夥創立一家區域私人股本之管理及諮詢公司 Sugarloaf Group，並擔任管理合夥人。此前，彼於二零零一年五月至二零零四年八月曾擔任一間在中國、日本、韓國及美國投資及管理組合公司之企業漢鼎之副總裁。於二零零一年之前，彼為瑞士銀行之技術投資銀行家及紐約 Simpson Thacher & Bartlett 之律師。彼於美國、日本、南韓及大中華的服務業、工業、房地產業、技術及媒體行業之資本投資、行政管理、投資銀行及公司法方面擁有十五年之豐富經驗。彼獲美國哥倫比亞大學頒授法學博士學位及賓夕凡尼亞大學頒授文學士學位及應用科學學士學位。

Arthur Etienne Marie PRUIJT 先生，四十二歲，自二零零七年七月起擔任集團營運高級副總裁，之前曾任職本集團於泰國及孟加拉辦事處之總經理，以及負責本集團歐洲客戶之總經理。於加入本集團前，彼由一九九三年至一九九七年在印尼擔任一家荷蘭採購代理商的客戶經理，並由一九九七年至二零零五年擔任一家意大利採購代理商的總經理。Pruijt 先生在採購及品質控制，以至金融、預算及人力資源等一般管理方面具有豐富經驗。

公司秘書

張海燕女士，四十一歲，本公司與全威國際之公司秘書，於一九九七年加入全威國際之一間附屬公司擔任助理公司秘書。彼擁有逾十五年上市公司之公司秘書經驗，持有會計學系文學士學位，並為香港特許秘書公會與英國特許秘書及行政人員公會之會員。

Corporate Governance Report

公司管治報告

The Company has adopted most of the Code Provisions ("Code Provisions") as stated in the Code on Corporate Governance Practices ("CG Code") contained in Appendix 14 to the Rules ("Listing Rules") Governing the Listing of Securities on the Stock Exchange, as amended, as the Code on Corporate Governance Practices ("Code") of the Company and the Board is committed to complying with the Code to the extent that the directors consider it is applicable to the Company and practical.

The corporate governance principles of the Group emphasize an effective Board, sound internal controls, appropriate independence policy, and transparency and accountability to all shareholders of the Company.

During the year under review, the Company fully complied with the Code Provisions save for the modifications made to Code Provision B.1.3 and the deviation from Code Provision A.2.1 when the chairman also took the role of acting chief executive officer during a transitional period, details of which are explained below.

The key corporate governance principles and practices of the Company are summarised as follows:

The Board Responsibilities

The overall management of the Company's business is vested in the Board, which assumes the responsibility for leadership and control of the Company and is collectively responsible for promoting the success of the Company by directing and supervising its affairs. All directors should make decisions objectively in the interests of the Company.

The functions of the Board are carried out either directly or through Board committees. To ensure the Board is in a position to exercise its powers in an informed manner, all members of the Board have full and timely access to all relevant information and may take independent professional advice if necessary.

The Board has the full support of the chief executive officer and senior management to discharge its responsibilities.

Appropriate insurance cover for directors' and officers' liabilities in respect of legal actions against the directors and officers of the Company and its subsidiaries arising out of corporate activities of the Group has been arranged by the Company.

本公司已採納聯交所證券上市規則（「上市規則」）（經修訂）附錄十四所載企業管治常規守則（「企業管治守則」）的大部份守則條文（「守則條文」），作為本公司的公司管治常規守則（「守則」）。董事會承諾，在董事會認為適用於本公司及切實可行的前提下，嚴格遵從守則行事。

本集團公司管治原則著重有效的董事會、良好的內部監控及恰當的獨立政策，並為本公司全體股東提供一個具透明度及問責的董事會。

本回顧年度內，除修訂守則條文第B.1.3條及主席於過渡期兼任代理行政總裁偏離守則條文第A.2.1條外，本公司已全面遵守守則條文，有關詳情在下文說明。

本公司的主要公司管治原則及常規概述如下：

董事會責任

董事會負責整體管理本公司的業務，其中肩負著領導及監控本公司的責任，並共同承擔指導及監督本公司事務的責任，推動本公司達致成功。全體董事應以本公司的利益為依歸，客觀地作出決策。

董事會直接或透過董事委員會履行職務。為確保董事會在知情的情況下行使其職權，董事會全體成員均獲提供所有全面及適時的相關資料，並可於有需要時諮詢獨立專業意見。

行政總裁及高級管理層全力支持董事會履行其責任。

本公司已為董事及高級職員安排適當之責任保險，就本公司及其附屬公司的董事及高級職員因本集團企業活動而引致對其展開的法律訴訟提供保障。

Composition

The composition of the Board reflects the necessary balance of skills and experience desirable for effective leadership of the Company and independence in decision making.

The Board currently comprises eight directors in total, with three executive directors, two non-executive directors and three independent non-executive directors. The directors of the Company during the year under review and up to the date of this report were as follows:

組成

董事會的組成體現本公司有效領導及獨立決策所需適當之技巧及經驗。

董事會目前合共由八位董事組成，包括三位執行董事、兩位非執行董事及三位獨立非執行董事。以下為本公司於回顧年度並截至本報告日期止的董事：

Name of Directors 董事姓名	Positions 職位
WANG Lu Yen 王祿閻	Chairman and executive director (appointed acting chief executive officer for the period from 1 August 2008 to 12 January 2009) 主席兼執行董事（於二零零八年八月一日至二零零九年一月十二日止期間獲委任為代理行政總裁）
Michel BOURLON	Chief executive officer and executive director (appointed with effect from 12 January 2009) 行政總裁兼執行董事（委任由二零零九年一月十二日起生效）
Peter Loris SOLOMON	Chief executive officer and executive director (resigned with effect from 1 August 2008) 行政總裁兼執行董事（辭任由二零零八年八月一日起生效）
KHOO Kim Cheng 邱錦宗	Executive director 執行董事
WONG Wai Ming 黃偉明	Non-executive director 非執行董事
Mark HSU 徐牧均	Non-executive director 非執行董事
WANG Arthur Minshiang 王敏祥	Independent non-executive director 獨立非執行董事
TSE Hau Yin, Aloysius 謝孝衍	Independent non-executive director 獨立非執行董事
Jakob Jacobus Koert TULLENERS	Independent non-executive director (appointed with effect from 5 May 2008) 獨立非執行董事（委任由二零零八年五月五日起生效）
KWOK Tai Ki 郭泰祺	Independent non-executive director (resigned with effect from 5 May 2008) 獨立非執行董事（辭任由二零零八年五月五日起生效）

The list of directors by category is also disclosed in all corporate communications issued by the Company pursuant to the Listing Rules from time to time. None of the members of the Board is related to one another.

During the year ended 30 April 2009, the Board at all times met the requirements of the Listing Rules relating to the appointment of at least three independent non-executive directors with at least one independent non-executive director possessing appropriate professional qualifications, or accounting or related financial management expertise.

The Company has received written annual confirmation from each independent non-executive director of his independence pursuant to Rule 3.13 of the Listing Rules. Based on the contents of such confirmation, the Company still considers all of the independent non-executive directors to be independent.

The independent non-executive directors bring a wide range of business and financial expertise, experiences and independent judgement to the Board. Through active participation in Board meetings, taking the lead in managing issues involving potential conflict of interests and serving on Board committees, all independent non-executive directors make various contributions to the effective direction of the Company.

Appointment, re-election and removal of directors

The Board as a whole is responsible for reviewing the Board composition, developing and formulating the relevant procedures for nomination and appointment of directors, monitoring the appointment and succession planning of directors and assessing the independence of independent non-executive directors.

The Board reviews its own structure, size and composition regularly to ensure that it has a balance of expertise, skills and experience appropriate to the requirements of the business of the Company.

Where vacancies on the Board exist, the Board will carry out the selection process by making reference to the skills, experience, professional knowledge, personal integrity and time commitments of the proposed candidates, the Company's needs and other relevant statutory requirements and regulations. An external recruitment agency may be engaged to assist in the recruitment and selection process when necessary.

The appointment of Mr. Michel BOURLON as chief executive officer and executive director which became effective on 12 January 2009 was approved by unanimous consent of members of the Board on 3 November 2008.

此外，本公司亦不時根據上市規則於本公司刊發的所有公司通訊內按類別披露董事名單。董事會成員之間概無任何關連。

於截至二零零九年四月三十日止年度，有關委任最少三位獨立非執行董事，而其中最少一位獨立非執行董事須具備合適的專業資格，或會計或相關的財務管理專業知識之上市規則，董事會於任何時間均符合此規則之要求。

本公司已接到各獨立非執行董事的書面年度確認書，確認彼等均符合上市規則第3.13條所述之獨立性。根據有關確認書的內容，本公司仍認為所有獨立非執行董事均為獨立。

獨立非執行董事為董事會帶來淵博的營商及財務專業知識、經驗及獨立判斷。透過積極參與董事會會議、引領處理涉及潛在利益衝突的管理事宜並供職於董事委員會，全體獨立非執行董事皆為本公司有效之導引作出種種的貢獻。

董事的委任、膺選連任及罷免

董事會整體負責檢討董事會的組成、就董事的提名及委任制定相關的程序、監察董事的委任及繼任計劃以及評核獨立非執行董事的獨立性。

董事會定期檢討其自身的架構、規模及組成，確保能切合本公司業務的需求，於專業知識、技能及經驗中取得平衡。

倘董事會出現空缺時，董事會將參照建議候選人的技能、經驗、專業知識、個人誠信及可為本公司付出的時間、本公司之需要及其他有關法例規定及守則，進行甄選程序，並在需要時外聘招聘代理進行招聘及甄選程序。

於二零零八年十一月三日，董事會成員一致批准委任Michel BOURLON先生為行政總裁兼執行董事，該委任由二零零九年一月十二日起生效。

Each of Mr. WANG Lu Yen and Mr. KHOO Kim Cheng, being an executive director, has entered into a service contract with the Company with an initial term of three years from May 2002 and has continued thereafter until terminated by either party by not less than six months' notice in writing. Mr. Michel BOURLON and the Company have entered into an employment agreement pursuant to which Mr. Bourlon has been appointed as chief executive officer and executive director of the Company for an initial term of three years commencing from 12 January 2009. Such term will be renewed automatically for one year on each anniversary of the third anniversary date (i.e. 12 January 2012) of the hire date until terminated by either party by serving at least 60 days' notice (prior to the date of automatic renewal for a further one year term) or by 12 months' notice or making payment in lieu (on other occasions).

Each of the two non-executive directors, namely Mr. WONG Wai Ming and Mr. Mark HSU, has been appointed for a term of two years under a letter of appointment. The appointment of Mr. WONG Wai Ming will continue thereafter until terminated by either party by serving at least one month's notice in writing. Terms of the appointment of Mr. Mark HSU will be renewed for a further two years upon expiry and his appointment may be terminated by either party by serving not less than one month's notice in writing.

Each of the three independent non-executive directors, namely Mr. WANG Arthur Minshiang, Mr. TSE Hau Yin, Aloysius and Mr. Jakob Jacobus Koert TULLENERS, has first been appointed for a term of two years under a letter of appointment. Such term has been/will be renewed for a further two years upon expiry. The appointments may be terminated by the independent non-executive directors by serving not less than one month's notice in writing.

The Company's bye-laws provide that all directors are subject to retirement by rotation at least once every three years and any new director appointed by the Board to fill a causal vacancy shall be subject to re-election by shareholders at the first general meeting after appointment.

The Company's bye-laws also allow for removal of a director by an ordinary resolution.

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

The Company's circular to be despatched to shareholders of the Company on or about 12 August 2009 will contain detailed information of the directors standing for re-election.

執行董事王祿閻先生及邱錦宗先生均分別與本公司訂立一份服務合約，自二零零二年五月開始，首次任期為三年，其後服務合約將繼續生效直至任何一方以書面形式發出不少於六個月的終止通知為止。Michel BOURLON先生已與本公司訂立一份僱傭協議，據此Bourlon先生獲委任為本公司行政總裁兼執行董事，自二零零九年一月十二日開始，首次任期為三年，該期限於委聘日期之第三個週年日（即二零一二年一月十二日）起，每週年自動續期一年，直至任何一方發出至少六十天之通知（於自動續期一年之日期前）或十二個月之通知或支付代通知金（在其他情況下）以作要求終止有關委任為止。

兩名非執行董事，即黃偉明先生及徐牧均先生，分別根據其委任函件獲得委任，為期兩年。黃偉明先生的委任其後將會繼續，直至任何一方以書面形式發出至少一個月之通知終止有關委任為止。徐牧均先生的任期將會於屆滿時重續兩年及其委任可由任何一方以書面形式發出不少於一個月之通知予以終止。

三名獨立非執行董事，即王敏祥先生、謝孝衍先生及Jakob Jacobus Koert TULLENERS先生各人分別根據委任函件獲委任為獨立非執行董事，首次任期為兩年。任期已經／將會於屆滿時重續兩年。獨立非執行董事可以書面形式發出不少於一個月的通知終止有關委任。

本公司的公司細則規定，全體董事將須最少每三年輪席告退一次，及為填補臨時空缺而獲董事會委任的任何新董事將於委任後首次股東大會上由股東重選。

本公司的公司細則亦准許以一項普通決議案罷免董事。

董事會建議於本公司應屆股東週年大會上重新委任膺選連任的董事。

本公司將於二零零九年八月十二日或前後寄發予本公司股東的通函將載有有關膺選連任董事的詳情。

Training for directors

Each newly appointed director has received comprehensive, formal and tailored induction on the first occasion of his appointment, so as to ensure that he has appropriate understanding of the business and operations of the Group and that he is fully aware of his responsibilities and obligations under the Listing Rules and relevant regulatory requirements.

There are also arrangements in place for providing continuing briefing and professional development to directors whenever necessary.

Board meetings

Number of meetings and directors' attendance

Regular Board meetings are held four times a year at approximately quarterly intervals primarily for reviewing and approving the financial and operating performance, and considering and approving the overall strategies, policies and budgets of the Group.

During the year ended 30 April 2009, the Board met eight times for considering and approving the budgets of the Group for the years ended 30 April 2009 and 30 April 2010, the audited final results for the year ended 30 April 2008, unaudited results for the three months ended 31 July 2008, unaudited interim results for the six months ended 31 October 2008, unaudited results for the nine months ended 31 January 2009, change of independent non-executive director, change of the chief executive officer and executive director and reviewing business strategy.

董事培訓

各新委任董事於首次獲委任時均會獲得一項全面、正規及切合個人需要的入職指引，以確保彼對本集團業務及運作有恰當的了解，並全面知悉其根據上市規則及有關法例規定下之職責及責任。

有需要時，本公司亦會安排向董事提供持續簡介及專業發展。

董事會會議

會議次數及董事出席率

董事會每年舉行四次定期會議，大約每一季度一次。會議上首要檢討及批准財務及營運表現，並考慮及批准本集團整體策略、政策及財務預算。

於截至二零零九年四月三十日止年度，董事會已舉行八次會議，以考慮及批准本集團截至二零零九年四月三十日及二零一零年四月三十日止年度的財務預算、截至二零零八年四月三十日止年度的經審核末期業績、截至二零零八年七月三十一日止三個月的未經審核業績、截至二零零八年十月三十一日止六個月的未經審核中期業績、截至二零零九年一月三十一日止九個月的未經審核業績、獨立非執行董事的變動、行政總裁兼執行董事的變動，及檢討業務策略。

The individual attendance record of each director at the meetings of the Board, Audit Committee, Remuneration Committee, annual general meeting and special general meeting during the year ended 30 April 2009 is set out below:

各董事於截至二零零九年四月三十日止年度的董事會、審核委員會、薪酬委員會、股東週年大會及股東特別大會會議之個人出席率載列如下：

Name of Directors 董事姓名	Attendance/Number of Meetings 出席率／會議次數				
	Board meeting 董事會	Audit Committee meeting 審核委員會	Remuneration Committee meeting 薪酬委員會	Annual general meeting 股東週年大會	Special general meeting 股東特別大會
Executive directors 執行董事					
WANG Lu Yen 王祿閻	8/8	N/A 不適用	1/1	1/1	1/1
Michel BOURLON (Note 1) (附註1)	2/2	N/A 不適用	N/A 不適用	N/A 不適用	N/A 不適用
KHOO Kim Cheng 邱錦宗	8/8	*3/3	*1/1	1/1	1/1
Peter Loris SOLOMON (Note 2) (附註2)	3/3	*1/1	N/A 不適用	N/A 不適用	N/A 不適用
Non-executive directors 非執行董事					
WONG Wai Ming 黃偉明	6/8	N/A 不適用	N/A 不適用	0/1	0/1
Mark HSU 徐牧均	8/8	N/A 不適用	N/A 不適用	0/1	0/1
Independent non-executive directors 獨立非執行董事					
WANG Arthur Minshiang 王敏祥	7/8	3/3	1/1	0/1	0/1
TSE Hau Yin, Aloysius 謝孝衍	8/8	3/3	1/1	1/1	1/1
Jakob Jacobus Koert TULLENERS (Note 3) (附註3)	7/8	3/3	N/A 不適用	0/1	0/1
KWOK Tai Ki (Note 4) 郭泰祺 (附註4)	1/1	N/A 不適用	N/A 不適用	N/A 不適用	N/A 不適用
Number of meetings held 舉行會議次數	8	3	1	1	1

Notes:

附註：

1. Mr. Michel BOURLON was appointed an executive director, chief executive officer and a member of each of the Executive Committee, Investment Committee and Strategy Committee of the Board with effect from 12 January 2009.
 2. Mr. Peter Loris SOLOMON resigned as an executive director and chief executive officer and ceased to act as a member of each of the Executive Committee, Investment Committee and Strategy Committee of the Board with effect from 1 August 2008.
 3. Mr. Jakob Jacobus Koert TULLENERS was appointed an independent non-executive director and a member of the Audit Committee of the Board with effect from 5 May 2008.
 4. Mr. KWOK Tai Ki resigned as an independent non-executive director and ceased to act as a member of the Audit Committee of the Board with effect from 5 May 2008.
- * The directors are not members of the committee at the relevant time but attended the meetings by invitation.

1. Michel BOURLON先生獲委任為執行董事兼行政總裁及董事會執行委員會、投資委員會及策略委員會成員，自二零零九年一月十二日起生效。
 2. Peter Loris SOLOMON先生辭任執行董事兼行政總裁及不再擔任董事會執行委員會、投資委員會及策略委員會成員，自二零零八年八月一日起生效。
 3. Jakob Jacobus Koert TULLENERS先生獲委任為獨立非執行董事及董事會審核委員會成員，自二零零八年五月五日起生效。
 4. 郭泰祺先生辭任獨立非執行董事及不再擔任董事會審核委員會成員，自二零零八年五月五日起生效。
- * 該董事於當時並非委員會成員，但應邀出席有關會議。

Corporate Governance Report 公司管治報告

In place of physical meetings, the Board and Board committees also circulate written resolutions for approval by the relevant members of the Board and Board committees.

Practices and conduct of meetings

Meeting schedules and draft agenda of each meeting are made available to directors in advance.

Notices of regular Board meetings are served to all directors at least 14 days before the meetings. For other Board and committee meetings, reasonable notice is generally given.

Board papers together with all appropriate, complete and reliable information are generally sent to all directors at least three days before each Board meeting or committee meeting to keep the directors apprised of the latest developments and financial position of the Company and to enable them to make informed decisions. The Board and each director also have separate and independent access to the senior management whenever necessary.

The chief executive officer, chief financial officer (who heads a team of professional staff responsible for the accounting and financial reporting function) and company secretary of the Company attend all regular Board meetings and when necessary, other Board and committee meetings to advise on business developments, financial and accounting matters, statutory compliance, corporate governance and other major aspects of the Company.

The company secretary is responsible for taking and keeping minutes of all Board meetings and committee meetings. Draft and final versions of minutes of Board meetings are normally sent to directors for their comments and records respectively, in both cases within a reasonable time after each meeting is held.

According to the current Board practice, any material transaction, which involves a conflict of interests for a substantial shareholder or a director, will be considered and dealt with by the Board at a duly convened Board meeting. The Company's bye-laws also contain provisions requiring directors to abstain from voting and not to be counted in the quorum at meetings for approving transactions in which such directors or any of their associates have a material interest.

董事會及董事委員會亦傳閱書面決議案替代親身列席會議，以尋求董事會及董事委員會有關成員的批准。

會議常規及守則

會議的時間表及每次會議之議程初稿均提前編製以供董事參閱。

董事會定期會議的通告均在會議舉行前至少14天向全體董事發出。至於其他董事會及委員會會議通告，則一般於合理的時間內發出。

董事會文件連同所有適當、完整及可靠的資料一般於各董事會或委員會會議舉行前至少三天向全體董事發出，致使董事能了解本公司最近期的發展及財務狀況，因而可作出知情的決定。此外，董事會及各董事在有需要的情況下亦可個別及單獨與高級管理層接觸。

本公司行政總裁、財務總裁（作為專責會計及財務報告專業員工團隊的領導人）及公司秘書均會出席所有董事會定期會議，如有需要，彼等亦會出席其他董事會及委員會會議，就本公司業務發展、財務及會計事宜、法定遵守事宜、公司管治及其他重大方面提供意見。

公司秘書負責撰寫及保管所有董事會會議及委員會會議的會議記錄。董事會會議的會議記錄初稿及最終定稿一般在有關會議結束後一段合理時間內發送董事，初稿供董事表達其意見，而最後定稿則供董事作保存之用。

根據現行之董事會常規，與主要股東或董事涉及利益衝突之任何重大交易將由董事會於正式召開的董事會會議上考慮及處理。本公司的公司細則亦載有條文規定，倘有關董事或其任何聯繫人士於交易中擁有重大利益，有關董事須放棄表決，且不得計入批准交易的會議的法定人數之內。

Chairman and chief executive officer

Apart from the deviation from Code Provision A.2.1 when the chairman also took the role of acting chief executive officer during a transitional period of searching for the replacement of the chief executive officer from 1 August 2008 to 12 January 2009, the role of the chairman is separate from that of the chief executive officer of the Group. Currently, the two positions are held by Mr. WANG Lu Yen and Mr. Michel BOURLON (who are not related to each other) respectively. Their respective responsibilities are clearly defined and set out in writing, details of which are stated below.

The chairman's principal role is to provide leadership for the Board, in particular, the Executive Committee, on corporate and strategic planning and ensure proper proceedings of the Board and the Executive Committee.

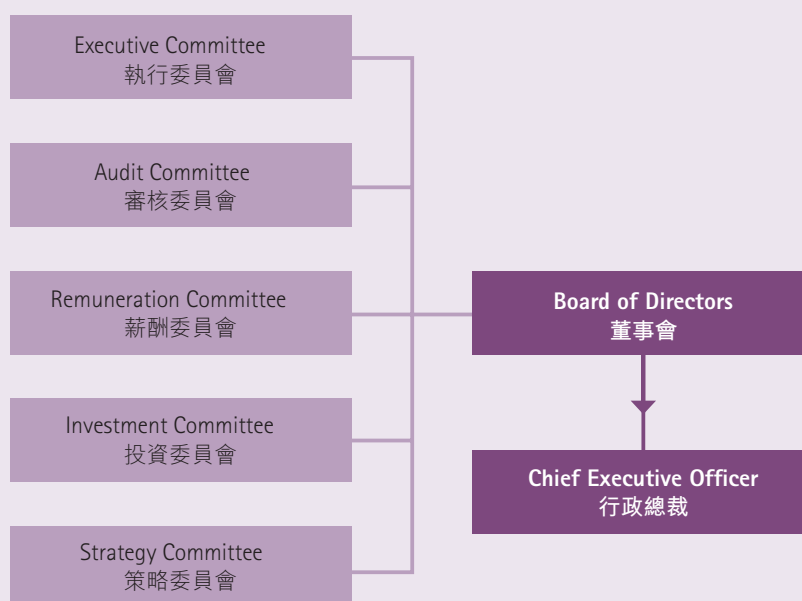
Supported by the executive directors and the senior management, the chief executive officer's principal role is to manage and operate the Group's day-to-day business, including the implementation of major strategies and initiatives adopted by the Board.

Board committees

The Board has established five committees, namely, the Executive Committee, Audit Committee, Remuneration Committee, Investment Committee and Strategy Committee, for overseeing particular aspects of the Company's affairs.

Terms of reference of all Board committees are available on the Company's website at www.linmark.com for reference.

Current structure of the Board



主席及行政總裁

除於二零零八年八月一日至二零零九年一月十二日物色接替行政總裁人選的過渡期內，由主席兼任代理行政總裁偏離守則條文第A.2.1條外，本集團主席與行政總裁的角色是清楚區分的。目前該兩個職位分別由王祿閻先生及Michel BOURLON先生擔任，而兩者之間並無任何關連。本公司已明確界定彼等各自的責任並已書面載列，有關詳情載於下文。

主席之主要責任為領導董事會，尤其是執行委員會進行企業及策略規劃，確保董事會及執行委員會按照恰當的程序運作。

行政總裁在執行董事及高級管理層的支持下，主要負責管理及經營本集團的日常業務，包括履行董事會採納的重要策略與措施。

董事委員會

為監督本公司個別方面的事務，董事會已成立五個委員會，即執行委員會、審核委員會、薪酬委員會、投資委員會及策略委員會。

所有董事委員會的職權範圍登載於本公司網站www.linmark.com，以供參考。

董事會現時架構

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

Executive Committee

The Executive Committee consists of all the executive directors as follows:

WANG Lu Yen (chairman of the committee)
Michel BOURLON (chief executive officer)
(appointed member of the committee with effect from 12 January 2009)
KHOO Kim Cheng
Peter Loris SOLOMON (ceased to act as member of the committee with effect from 1 August 2008)

The Board has delegated the day-to-day management and operation functions of the Group to the Executive Committee save to the extent that certain powers and authorities are reserved to the other Board committees or the full Board. The powers and authorities reserved to the full Board include the following but are not limited to:

- (a) matters involving a conflict of interest for a substantial shareholder and/or a director;
- (b) making decisions on whether or not to declare, recommend or pay dividend;
- (c) approving (i) the publication of preliminary announcement of the profits or losses in respect of annual results or interim results and (ii) the related financial statements and/or accounts;
- (d) approving any proposed change in the capital structure, including any redemption of its securities listed on the Stock Exchange;
- (e) approving any decision to change the general character or nature of the business of the Company;
- (f) approving any discloseable transaction, major transaction, very substantial acquisition or connected transaction within the meaning of Chapters 14 and 14A of the Listing Rules;
- (g) matters specifically set out in the Listing Rules which require an approval at a full board meeting; and
- (h) any regulations or resolutions or restrictions that may be imposed upon the committees by the Board from time to time.

董事委員會具備充足的資源履行其職責，並在恰當的情況下，可應合理的要求尋求獨立專業的意見，費用由本公司支付。

執行委員會

執行委員會由以下全體執行董事組成：

王祿閻 (委員會主席)
Michel BOURLON (行政總裁) (獲委任為委員會成員，自二零零九年一月十二日起生效)
邱錦宗
Peter Loris SOLOMON (不再擔任委員會成員，自二零零八年八月一日起生效)

董事會已授權執行委員會負責本集團日常的管理及營運職務，惟若干職權及權力由其他董事委員會及全體董事會保留。由全體董事會保留的職權及權力包括(但不限於)：

- (a) 涉及主要股東及／或董事利益衝突的事項；
- (b) 決定會否宣派、建議或支付股息；
- (c) 批准(i)刊發有關年度業績或中期業績的盈虧初步公佈及(ii)相關財務報告及／或賬目；
- (d) 批准資本架構的任何改動建議，包括任何贖回其在聯交所上市的證券；
- (e) 批准有關更改本公司業務整體特點或性質的任何決定；
- (f) 批准任何按上市規則第14及14A章所界定的須予披露交易、主要交易、非常重大收購事項或關連交易；
- (g) 上市規則所指須於全體董事會會議上批准的事宜；及
- (h) 董事會可不時對委員會施加任何規例或決議案或限制。

The authorities reserved to the Remuneration Committee are more particularly discussed below.

Audit Committee

The Audit Committee comprises all independent non-executive directors as follows:

TSE Hau Yin, Aloysius (chairman of the committee)

WANG Arthur Minshiang

Jakob Jacobus Koert TULLENERS (appointed member of the committee with effect from 5 May 2008)

KWOK Tai Ki (ceased to act as member of the committee with effect from 5 May 2008)

None of the members of the Audit Committee is a former partner of the Company's existing external auditors.

The primary duties of the Audit Committee are to review the Company's annual reports and accounts, interim reports and results announcements and to provide advice and comments thereon to the directors. The members meet regularly with the internal auditor, external auditors and the Company's senior management for the review and supervision of the Company's financial reporting and internal control procedures. The Audit Committee is also responsible for monitoring integrity of financial statements of the Company and the Company's annual reports and accounts and interim reports, and to review significant financial reporting judgments contained in them.

During the year under review, the Audit Committee held three meetings to:

- (a) review the financial statements and reports and consider any significant or unusual items raised by the qualified accountant (where applicable under the Listing Rules) and the chief financial officer (who heads a team of professional staff responsible for the accounting and financial reporting function), internal auditor or external auditors before submission to the Board;
- (b) review the relationship with the external auditors by reference to the work performed by the auditors, their fees and terms of engagement, and make recommendation to the Board on the appointment, re-appointment and change of external auditors proposed by management; and
- (c) review the adequacy and effectiveness of the Company's financial reporting system, internal control system and risk management system and associated procedures.

保留給薪酬委員會的權力於下文載有更詳細的討論。

審核委員會

審核委員會由下列全體獨立非執行董事組成：

謝孝衍（委員會主席）

王敏祥

Jakob Jacobus Koert TULLENERS（獲委任為委員會成員，自二零零八年五月五日起生效）

郭泰祺（不再擔任委員會成員，自二零零八年五月五日起生效）

概無審核委員會成員為本公司現任外聘核數師的前合夥人。

審核委員會的主要職責是審議本公司年報與賬目、中期報告及業績公佈，並就此向董事提供建議及意見。審核委員會成員定期與內部核數師、外聘核數師及本公司高級管理層舉行會議，對本公司的財務報告及內部監控程序進行審議及監督。此外，審核委員會亦負責監督本公司財務報告、本公司年報與賬目及中期報告的真確性，並審議其中所載重大財務報告的判斷。

於本回顧年度，審核委員會舉行了三次會議，目的為：

- (a) 審議財務報告及報告，並在呈交董事會前考慮由合資格會計師（按上市規則之適用情況）及財務總裁（作為專責會計及財務報告專業員工團隊的領導人）、內部核數師或外聘核數師提出的任何重大或不尋常項目；
- (b) 參照外聘核數師所履行的工作後，審議與外聘核數師的關係、其酬金及聘任條款，並就管理層建議委任、重新委任及變更外聘核數師向董事會提出建議；及
- (c) 審議本公司財務報告系統、內部監控系統、風險管理系統及相關程序的充足程度及效力。

The Audit Committee also reviewed the terms and conditions of connected transactions and continuing connected transactions of the Company which took place during the year under review.

The Company's annual results for the year ended 30 April 2009 have been reviewed by the Audit Committee.

There was no disagreement between the Board and the Audit Committee on the selection, appointment and resignation of the external auditors during the year under review.

Remuneration Committee

The Remuneration Committee comprises three members, the majority of which are independent non-executive directors, as follows:

WANG Arthur Minshiang (chairman of the committee)
TSE Hau Yin, Aloysius
WANG Lu Yen

The primary objectives of the Remuneration Committee include making recommendations on and approving the remuneration policy and structure and remuneration packages of the directors and senior management. The Remuneration Committee is also responsible for establishing transparent procedures for developing such remuneration policy and structure to ensure that no director or any of his/her associates will participate in deciding his/her own remuneration, which remuneration will be determined by reference to the performance of the individual and the Company as well as market practice and conditions. The Remuneration Committee shall consult the chairman and/or the chief executive officer of the Company about their recommendations on remuneration policy and structure and remuneration packages.

The terms of reference of the Remuneration Committee were in compliance with the Code Provisions except that Code Provisions B.1.3(a) and B.1.3(b) have been combined and modified such that the Remuneration Committee has the power to do such things and to approve all matters in relation to compensation regarding all the directors and senior management of the Group in accordance with the terms and conditions of their respective agreement/contract with the Company, or as the case may be, the relevant subsidiary of the Company. In addition, the Remuneration Committee is also delegated with the authority to exercise all the powers of the Board in relation to the share option scheme of the Company.

此外，審核委員會亦審議本公司於本回顧年度內進行的關連交易及持續關連交易的條款及條件。

審核委員會已審議本公司截至二零零九年四月三十日止年度的年度業績。

董事會與審核委員會之間就本回顧年度內外聘核數師的挑選、委任及辭任並無出現意見分歧。

薪酬委員會

薪酬委員會由下列三位成員組成，大部份成員為獨立非執行董事：

王敏祥 (委員會主席)
謝孝衍
王祿閻

薪酬委員會的首要目標包括就薪酬政策及架構與董事及高級管理層的薪酬組合提供建議，並審批此等政策架構及薪酬組合。另外，薪酬委員會亦負責制定發展有關薪酬政策及架構的透明程序，以確保概無董事或其任何聯繫人士將參與釐定其本身之薪酬。彼等之薪酬將經參照個人及本公司表現以及市場慣例及狀況後釐定。薪酬委員會應就薪酬政策、架構及薪酬組合諮詢本公司主席及／或行政總裁的建議。

薪酬委員會之職權範圍乃符合守則條文之規定，除了守則條文第B.1.3(a)條及B.1.3(b)條已合併及作出修訂外，據此薪酬委員會有權根據有關人員分別與本公司或其有關附屬公司（視乎情況而定）訂立協議／合約之條款與條件，處理及批准所有有關本集團所有董事及高級管理層之薪酬事宜。此外，薪酬委員會亦獲授權就本公司之購股權計劃行使董事會之一切權力。

Management considers that the Remuneration Committee can better serve its functions under the modified terms ("Modified Terms") of reference of the Remuneration Committee set out above as its duties under the Modified Terms are more extensive and onerous than those prescribed in the Code Provisions. The Company therefore proposes that the Remuneration Committee shall continue to abide by the provisions of the Modified Terms in the future. Management will review the terms regularly and make appropriate changes if necessary.

On 18 September 2008, a meeting of the Remuneration Committee was held to review and approve the remuneration packages of senior management. During the year under review, by passing written resolutions, the Remuneration Committee considered and approved the remuneration package (including share options) of the chief executive officer and executive director and remuneration of independent non-executive directors upon renewal of the letters of appointment.

Investment Committee

The Investment Committee comprises two executive directors and a non-executive director as follows:

KHOO Kim Cheng (chairman of the committee)

Michel BOURLON (appointed member of the committee with effect from 12 January 2009)

Mark HSU

Peter Loris SOLOMON (ceased to act as member of the committee with effect from 1 August 2008)

The primary duties of the Investment Committee are to review or recommend to the Board the investment transactions of the Group.

The main duties of the Investment Committee include the following:

- (a) to review, recommend and approve matters relating to mergers and acquisitions, disposal and formation of any entities and joint ventures which would not constitute notifiable transactions under the Listing Rules;
- (b) to review and recommend matters to the Board for approval relating to mergers and acquisitions, disposal and formation of any entities and joint ventures which would constitute notifiable transactions under the Listing Rules; and
- (c) to review and recommend capital market activities.

管理層認為，薪酬委員會在上文所載之經修訂薪酬委員會職權範圍（「經修訂職權範圍」）下可更有效地履行其職能，原因是其職責在經修訂職權範圍下較守則條文所規定者涵蓋範圍更為廣泛及嚴謹。因此，本公司建議薪酬委員會日後將繼續遵守經修訂職權範圍之條文。管理層將定期檢討職權範圍，及如有需要，會作出適當的變更。

於二零零八年九月十八日，薪酬委員會舉行一次會議，審議及批准高級管理層的薪酬組合。於回顧年度內，薪酬委員會以通過書面決議案的方式，審議及批准行政總裁兼執行董事的薪酬組合（包括購股權）及更新委任函件之續期後獨立非執行董事的薪酬。

投資委員會

以下為組成投資委員會的兩位執行董事及一位非執行董事：

邱錦宗（委員會主席）

Michel BOURLON（獲委任為委員會成員，自二零零九年一月十二日起生效）

徐牧均

Peter Loris SOLOMON（不再擔任委員會成員，自二零零八年八月一日起生效）

投資委員會的首要職責為向董事會審議或建議本集團的投資交易。

投資委員會的主要職責包括下列各項：

- (a) 審議、建議及批准有關合併及收購、出售及組建任何實體及合資企業的事宜，該等事宜根據上市規則不會構成須予公佈交易；
- (b) 向董事會審議及建議有關合併及收購、出售及組建任何實體及合資企業的事宜並尋求批准，該等事宜根據上市規則將會構成須予公佈交易；及
- (c) 審議及建議資本市場活動。

During the year under review, the Investment Committee considered and approved the disposal of a subsidiary engaging in non-core business to an independent third party by passing written resolution. The transaction was not a notifiable transaction under Chapter 14 of the Listing Rules.

Strategy Committee

The Strategy Committee comprises three executive directors as follows:

WANG Lu Yen (chairman of the committee)

Michel BOURLON (appointed member of the committee with effect from 12 January 2009)

KHOO Kim Cheng

Peter Loris SOLOMON (ceased to act as member of the committee with effect from 1 August 2008)

The primary duties of the Strategy Committee are to formulate and review the strategies for the development of the Group and to review and make recommendations to the Board on corporate strategies for approval and for subsequent implementation by the chief executive officer and other executive directors.

During the year under review, the Strategy Committee did not hold any meeting.

Internal controls

The Board is responsible for maintaining the system of internal controls of the Group and for reviewing its effectiveness. During the year under review, the Board has conducted a review of the effectiveness of the internal controls system of the Group, in particular, the adequacy of resources, qualifications and experience of staff in respect of the Group's accounting and financial reporting functions.

In October 2008, the Group engaged an external consultant to conduct an internal control review of its operations in Shanghai, PRC. Major audit findings and recommendations were presented at the Audit Committee meeting in December 2008. The implementation of all agreed recommendations has been reviewed by the Internal Audit Department ("IAD") and the progress is considered satisfactory.

於回顧年度內，投資委員會以通過書面決議案方式，審議及批准向獨立第三方出售一家從事非核心業務之附屬公司。根據上市規則第14章，該交易並非須予公佈之交易。

策略委員會

以下為組成策略委員會的三位執行董事：

王祿闇（委員會主席）

Michel BOURLON（獲委任為委員會成員，自二零零九年一月十二日起生效）

邱錦宗

Peter Loris SOLOMON（不再擔任委員會成員，自二零零八年八月一日起生效）

策略委員會之首要職責為制定及審議發展本集團之策略，並向董事會審議及建議供行政總裁及其他執行董事批准並其後實行之公司策略。

於回顧年度內，策略委員會並無舉行任何會議。

內部監控

董事會負責維持本集團的內部監控系統，並檢討其有效性。於回顧年度內，董事會已對本集團內部監控系統的有效性進行檢討。尤其是在本集團會計及財務匯報職能之資源、員工資歷及經驗是否足夠。

於二零零八年十月，本集團委聘一家外聘顧問公司對位於中國上海之業務營運進行內部監控審核。主要審核結果及建議已於二零零八年十二月之審核委員會會議呈列。所有議定推薦建議之實施已由內部審核部門（「內部審核部門」）檢討且進度令人滿意。

In addition, the IAD has been facilitating the management to perform an annual business risk assessment of the Group to develop a Three-Year Internal Audit Plan. The assessment involved interviews with senior management and reviews of relevant documentations. Key business risks have been identified and prioritized with the management. This approach is consistent with the "Internal Control and Risk Management – A Basic Framework" issued by HKICPA.

Based on the risk assessment results, the IAD has been developing the Three-Year Internal Audit Plan (2009-2012) which covers the key business risks of the Group's audit universe. The plan will be updated on an annual basis to reflect the Group's latest risk profile.

Model Code for Securities Transactions

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers ("Model Code") as set out in Appendix 10 to the Listing Rules.

Specific enquiry has been made of all the directors and the directors have confirmed that they have complied with the Model Code throughout the year ended 30 April 2009.

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

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

Responsibilities in respect of the financial statements and auditors' remuneration

The Board is responsible for presenting a balanced, clear and understandable assessment of annual and interim reports, price-sensitive announcements and other publications of the Company and other disclosures required under the Listing Rules and other regulatory requirements.

The directors acknowledge their responsibilities for preparing the financial statements of the Company for the year ended 30 April 2009.

The statement of the external auditors of the Company about their reporting responsibilities on the financial statements is set out in the "Independent Auditors' Report" contained in this annual report.

此外，內部審核部門正協助管理層進行本集團之年度業務風險評估，以制定三年期內部審核計劃。評估涉及會見高級管理層及審核相關文件。管理層已確定優先考慮之主要業務風險。該方法符合香港會計師公會頒佈之「內部監控及風險管理－基本框架」。

根據風險評估結果，內部審核部門正制定三年期內部審核計劃(2009-2012)，該計劃涵蓋審核本集團之主要業務風險。該計劃將每年更新以反映本集團之最新業務風險組合。

進行證券交易的標準守則

本公司已採納上市規則附錄10所載之上市公司董事進行證券交易的標準守則(「標準守則」)。

在向所有董事作出特定查詢後，全體董事確認已於截至二零零九年四月三十日止整個年度內遵守標準守則。

此外，就有關可能擁有與本公司及其證券相關之未經公佈之股價敏感資料之僱員進行證券交易，本公司已制定不遜於標準守則所載條款之明文指引(「僱員明文指引」)。

據本公司所悉，相關僱員並無違反僱員明文指引。

有關財務報告及核數師酬金之責任

董事會負責就本公司年報及中期報告、股價敏感公佈及其他刊物以及其他根據上市規則及其他監管規定須作出之披露呈報一個持平、清晰及易於理解之評估。

董事確認彼等負責編製本公司截至二零零九年四月三十日止年度之財務報告。

本公司外聘核數師就財務報告之申報責任作出之聲明載於本年報內之「獨立核數師報告書」。

The remuneration paid to the external auditors of the Company in respect of audit services and non-audit services for the year ended 30 April 2009 amounted to approximately US\$321,400 and US\$23,000 respectively. The non-audit services were mainly related to tax services.

Shareholder rights and investor relations

The Company follows the practices stated in the CG Code regarding shareholder rights and investor relations.

The rights of shareholders and the procedures for demanding a poll on resolutions at shareholders' meetings are contained in the Company's bye-laws. Pursuant to Rule 13.39(4) of the Listing Rules which came into effect on 1 January 2009, any vote of shareholders at a general meeting must be taken by poll. Therefore, all the resolutions put to the vote at general meetings will be taken by way of poll.

After each general meeting, the poll results will be published on the websites of the Stock Exchange and the Company.

In view of the requirement of Code Provision E.1.3 which came into effect on 1 January 2009, the Company will arrange for the notice to shareholders to be sent in the case of annual general meetings at least 20 clear business days before the meeting and to be sent at least 10 clear business days in the case of all other general meetings.

The general meetings of the Company provide a forum for communication between the shareholders and the Board. The chairman of the Board as well as chairman of the Audit Committee, Remuneration Committee, Investment Committee and Strategy Committee or in their absence, other members of the respective committees, and where applicable, the independent Board committee, are available to answer questions at the shareholders' meetings.

Separate resolutions are proposed at shareholders' meetings on each substantial issue, including the election of individual directors.

The Company continues to enhance communications and relationships with its investors. Designated senior management maintains regular dialogue with institutional investors to keep them abreast of the Company's developments. Enquiries from investors are dealt with in an informative and timely manner.

Besides, as to promote effective communication, the Company also maintains a website at www.linmark.com, where extensive information and updates on the Company's business developments and operations, corporate governance practices and other information are posted.

Hong Kong, 31 July 2009

本公司外聘核數師就截至二零零九年四月三十日止年度之審核服務及非審核服務而獲付之酬金分別為約321,400美元及23,000美元。非審核服務乃主要有關稅務服務。

股東權利及投資者關係

本公司遵守企業管治守則所載有關股東權利及投資者關係的常規。

股東之權利及要求於股東大會上以投票方式表決決議案之程序載於本公司之公司細則內。根據於二零零九年一月一日生效之上市規則第13.39(4)條，於股東大會上股東之任何表決均須以投票方式進行。因此，於股東大會上提呈之所有決議案將以投票方式表決。

於每屆股東大會後，投票結果將於聯交所及本公司之網站刊登。

鑑於於二零零九年一月一日生效之守則條文第E.1.3條之規定，本公司將於股東週年大會召開前至少足20個營業日向股東發出通告，而就所有其他股東大會而言，則須於召開大會前至少足10個營業日向股東發出通告。

本公司股東大會為股東及董事會提供溝通之平台。董事會主席以及審核委員會、薪酬委員會、投資委員會及策略委員會之主席（或於彼等缺席之情況下，各委員會之其他成員或獨立董事委員會（倘適用））將於股東大會上回答提問。

每項重大事項（包括選舉個別董事）將於股東大會上以獨立決議案提呈。

本公司繼續加強與其投資者之溝通及聯繫。獲指派之高級管理層維持定期與機構投資者進行對話，以讓彼等了解本公司之最新發展情況。本公司會適時詳盡解答投資者之查詢。

此外，為促進有效溝通，本公司亦設有網站www.linmark.com，廣泛登載本公司業務發展及營運之最新資訊、公司管治常規及其他訊息。

香港，二零零九年七月三十一日

Report of the Directors

董事會報告書

The directors present their report together with the audited financial statements for the year ended 30 April 2009.

Principal activities

The Company is an investment holding company. The principal activities of its subsidiaries are set out in Note 18 to the financial statements.

An analysis of the Group's performance for the year under review by business and geographical segments is set out in Note 4 to the financial statements.

Results and appropriations

The results of the Group for the year ended 30 April 2009 are set out in the consolidated income statement on page 54.

No interim dividend was declared and paid during the year under review.

Despite the Group's results were seriously affected by the loss-making operations in the UK, which have since 28 July 2009 ceased to be consolidated to the Group's results, the Group managed to record an operating profit before restructuring costs and impairment charges of approximately US\$4.7 million (equivalent to HK\$36.7 million) as compared to an operating loss of approximately US\$7.1 million (equivalent to HK\$55.4 million) last year. In view of this, the directors recommend the payment of a final dividend of 2.2 HK cents per share in respect of the year ended 30 April 2009, totalling approximately US\$1,891,000. Subject to shareholders' approval at the forthcoming annual general meeting of the Company, the final dividend will be paid in cash on or about 17 September 2009 to shareholders whose names appear on the register of members of the Company on 11 September 2009.

Ultimate holding company

During the year under review, the directors regard Roly International as a controlling shareholder of the Company and Megastar Holdings Limited ("Megastar") as the ultimate holding company of the Company. The ultimate controlling party of the Group is Mr. WANG Lu Yen, a director of the Company.

As at 30 April 2009, Roly International, directly and indirectly, held approximately 71.31% of the issued share capital of the Company.

Property, plant and equipment

Details of movements in the Group's property, plant and equipment during the year under review are set out in Note 15 to the financial statements.

Share capital

Details of the share capital of the Company during the year under review are set out in Note 32 to the financial statements.

董事謹此提呈截至二零零九年四月三十日止年度之董事會報告書及經審核財務報告。

主要業務

本公司為投資控股公司，其附屬公司之主要業務載於財務報告附註18。

本回顧年度內，本集團按業務及地域分類劃分之表現分析載於財務報告附註4。

業績及分派

本集團截至二零零九年四月三十日止年度之業績載於第54頁之綜合收益表。

於回顧年內並無宣佈及派付中期股息。

儘管本集團業績受到英國虧損業務的嚴重影響（有關業務已於二零零九年七月二十八日起不再綜合至本集團的財務業績中），我們仍然錄得除重組費用及減值支出前之經營溢利約4,700,000美元（相等於36,700,000港元），而去年則錄得經營虧損約7,100,000美元（相等於55,400,000港元）。有見及此，董事建議派發截至二零零九年四月三十日止年度之末期股息每股2.2港仙，合計約1,891,000美元。待股東於本公司應屆股東週年大會上批准後，末期股息將於二零零九年九月十七日或前後以現金派發予於二零零九年九月十一日名列於本公司股東名冊內之股東。

最終控股公司

於回顧年度，董事認為全威國際為本公司之控股股東，而Megastar Holdings Limited（「Megastar」）則為本公司之最終控股公司。本集團之最終控制人士為本公司董事王祿閻先生。

於二零零九年四月三十日，全威國際直接及間接持有本公司已發行股本約71.31%。

物業、廠房及設備

本集團之物業、廠房及設備於本回顧年度之變動詳情載於財務報告附註15。

股本

本公司股本於本回顧年度之詳情載於財務報告附註32。

Reserves

Movements in the reserves of the Group during the year under review are set out in Note 34 to the financial statements.

Distributable reserves

Distributable reserves of the Company at 30 April 2009, calculated under the Companies Act 1981 of Bermuda and consisted of the aggregate of contributed surplus and retained earnings, amounted to US\$22,561,000 (2008: US\$13,485,000).

Share options

The Company's share option scheme ("Scheme") was adopted pursuant to a resolution of the then sole shareholder passed on 22 April 2002 for the primary purpose of providing incentives or rewards to eligible persons for their contribution or potential contribution to the Group. Under the Scheme, the Board or a committee thereof may grant options to eligible persons (see summary below) to subscribe for shares in the Company. Pursuant to an ordinary resolution relating to the amendments to the Scheme passed at the annual general meeting of the Company held on 16 August 2004, the exclusion of Mr. WANG Lu Yen from participating in the Scheme so long as he remains as a substantial shareholder (as such term is construed in accordance with the Listing Rules) of the Company has been removed.

Summary of the Scheme is as follows:

1. Eligible persons

The eligible persons under the Scheme include:

- (i) any director or proposed director (whether executive or non-executive, including any independent non-executive director), employee or proposed employee (whether full time or part time) of any member of the Group or any controlling shareholder of the Company or any company controlled by a controlling shareholder of the Company; or
- (ii) any holder of any securities issued by any member of the Group or any controlling shareholder of the Company or any company controlled by a controlling shareholder of the Company; or
- (iii) any business partner, agent, consultant, representative, supplier of goods or services or customer of any member of the Group or any controlling shareholder of the Company or any company controlled by a controlling shareholder of the Company.

儲備

本集團儲備於本回顧年度之變動詳情載於財務報告附註34。

可供分派儲備

本公司於二零零九年四月三十日之可供分派儲備乃根據百慕達一九八一年公司法計算，及包括實繳盈餘及保留盈利，總額為22,561,000美元（二零零八年：13,485,000美元）。

購股權

本公司之購股權計劃（「該計劃」）乃根據當時之唯一股東於二零零二年四月二十二日通過之決議案採納，其主要目的是獎勵或酬謝合資格人士對本集團曾經或將會作出之貢獻。根據該計劃，董事會或董事委員會可將購股權授予合資格人士（見下文之概要）以認購本公司股份。根據本公司於二零零四年八月十六日舉行之股東週年大會上通過一項有關修訂該計劃之普通決議案，已取消王祿閻先生只要仍為本公司之主要股東（按上市規則有關此詞彙之釋義）則無權參與該計劃的規則。

該計劃之概要如下：

1. 合資格人士

該計劃下之合資格人士包括：

- (i) 本集團任何成員公司或本公司任何控股股東或本公司控股股東控制之任何公司之任何董事或候任董事（不論為執行或非執行董事，包括任何獨立非執行董事）、僱員或擬聘僱員（不論全職或兼職）；或
- (ii) 本集團任何成員公司或本公司任何控股股東或本公司控股股東控制之任何公司發行之任何證券之持有人；或
- (iii) 本集團任何成員公司或本公司任何控股股東或本公司控股股東控制之任何公司之任何業務夥伴、代理、顧問、代表、貨品或服務供應商或客戶。

Share options (Continued)

2. Maximum number of shares

The initial total number of shares in respect of which options may be granted under the Scheme is not permitted to exceed 10% of the shares of the Company in issue immediately following the listing of the Company's shares.

Subject to the approval by the Company's shareholders, the aggregate number of the Company's shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the Scheme and any other share option schemes of the Company shall not exceed 30% of the Company's shares in issue from time to time. Options granted to the independent non-executive directors or substantial shareholders of the Company or any of their respective associates in excess of 0.1% of the Company's shares in issue and with an aggregate value in excess of HK\$5 million resulting in the total number of shares issued and to be issued upon exercise of options already granted and to be granted to such person under the Scheme and any other share option schemes of the Company (including options exercised, cancelled and outstanding) in any 12-month period up to and including the date of grant of such option must be approved in advance by the Company's shareholders.

At a special general meeting of the Company held on 5 August 2003, the Company's shareholders approved the refreshment of the Scheme mandate and the total number of shares which may be issued upon the exercise of options granted under the Scheme and any other share option schemes of the Company was re-set at 10% of the shares in issue on 5 August 2003, the date of approval of the refreshment (i.e. 64,740,000 shares).

At a special general meeting of the Company held on 11 December 2008, the Company's shareholders approved a further refreshment of the Scheme mandate and the total number of shares which may be issued upon the exercise of options granted under the Scheme and any other share option schemes of the Company was re-set at 10% of the shares in issue on 11 December 2008, the date of approval of the refreshment (i.e. 67,499,464 shares).

3. Maximum entitlement for each eligible person

The maximum number of shares issued and to be issued upon exercise of the options granted under the Scheme and any other share option schemes of the Company to any eligible persons (including those cancelled, exercised and outstanding options), in any 12-month period up to the date of the latest grant shall not exceed 1% of the Company's shares in issue. Any further grant of options in excess of such limit must be separately approved by the Company's shareholders in general meeting.

購股權 (續)

2. 股份數目上限

根據該計劃可授出之購股權初步涉及之股份總數，不得超逾本公司緊隨本公司股份上市後已發行股份之10%。

在本公司股東批准之規限下，根據該計劃及本公司任何其他購股權計劃已授出但尚未行使之購股權行使時本公司可發行之股份總數，不得超逾本公司不時已發行股份之30%。倘若向本公司獨立非執行董事或主要股東或彼等各自之聯繫人士授出購股權，導致截至及包括授出該購股權日期之任何十二個月期間，因行使根據該計劃及本公司任何其他購股權計劃已授予或將授予該人士之購股權（包括已行使、已註銷及尚未行使者）而已發行及將予發行之股份總數，超逾本公司已發行股份之0.1%及總價值超逾5,000,000港元，則必須事先獲得本公司股東批准。

在本公司於二零零三年八月五日舉行之股東特別大會上，本公司股東批准更新該計劃授權，將根據該計劃及本公司任何其他購股權計劃授出之購股權獲行使時可予發行之股份總數重訂為二零零三年八月五日（批准更新日期）已發行股份之10%（即64,740,000股股份）。

在本公司於二零零八年十二月十一日舉行之股東特別大會上，本公司股東批准進一步更新該計劃授權，將根據該計劃及本公司任何其他購股權計劃授出之購股權獲行使時可予發行之股份總數重訂為二零零八年十二月十一日（批准更新日期）已發行股份之10%（即67,499,464股股份）。

3. 每名合資格人士之權利上限

於任何直至最近期授出購股權日期止之十二個月內，因行使根據該計劃及本公司任何其他購股權計劃授予任何合資格人士之購股權（包括已註銷、已行使及尚未行使者）而已發行及將予發行之股份數目上限，不得超逾本公司已發行股份之1%。若進一步授出超逾該上限之購股權，須另行經由本公司股東於股東大會上批准。

Share options (Continued)

4. Acceptance and payment on acceptance

Options granted must be taken up within 30 days inclusive of the day on which such offer was made, upon payment of HK\$1 per option. Options may be exercised at any time commencing on the date as the Board may determine and ending on such date as the Board may determine but shall not exceed 10 years from the date of grant. The exercise price is determined by the directors of the Company, and will not be less than the higher of the closing price of the Company's shares on the date of grant and the average closing price of the shares for the five business days immediately preceding the date of grant.

5. Remaining life of the Scheme

Subject to the earlier termination of the Scheme in accordance with the rules governing the Scheme, the Scheme will expire on 22 April 2012.

Movement of the options to subscribe for shares of the Company granted to the directors of the Company and employees (Note ii) during the year under review was as follows:

購股權 (續)

4. 接納及於接納時付款

所授購股權須於批授日期(該日包括在內)之三十天內接納,接納時須按每份購股權支付1港元。購股權可由董事會決定之日期起隨時行使,直至董事會決定之日期(不超過授出日期後十年)為止。行使價由本公司董事釐定,其將不會低於本公司股份於授出日期之收市價或本公司股份於緊接授出日期前五個營業日之平均收市價(兩者以較高者為準)。

5. 該計劃之尚餘期限

除非因根據該計劃之規則而須提早終止該計劃,否則該計劃將於二零一二年四月二十二日屆滿。

本回顧年度內授予本公司董事及僱員(附註ii)可認購本公司股份之購股權變動情況如下:

Options granted by the Company
Number of underlying shares of the Company
本公司授出之購股權相關之本公司股份數目

		Options granted by the Company				Outstanding as at 30 April 2009 於 二零零九年 四月三十日 尚未行使	Exercise price per share (HK\$) 每股行使價 (港元)	Date of grant 授出日期	Exercise period 行使期限
		Outstanding as at 1 May 2008 於 二零零八年 五月一日 尚未行使	Granted 已授出	Cancelled 已註銷	Lapsed 已失效				
Directors	董事								
Michel BOURLON (Note iv)	Michel BOURLON (附註iv)	-	20,000,000	-	-	20,000,000	0.164	04/11/2008	12/01/2010-11/01/2015
KHOO Kim Cheng	邱錦宗	5,660,000	-	-	-	5,660,000	0.830	24/08/2007	24/08/2008-23/08/2013
WONG Wai Ming	黃偉明	1,000,000	-	-	-	1,000,000	0.830	24/08/2007	24/08/2008-23/08/2013
WANG Arthur Minshiang	王敏祥	625,000	-	-	-	625,000	0.830	24/08/2007	24/08/2008-23/08/2013
TSE Hau Yin, Aloysius	謝孝衍	625,000	-	-	-	625,000	0.830	24/08/2007	24/08/2008-23/08/2013
Peter Loris SOLOMON (Note v)	Peter Loris SOLOMON (附註v)	10,500,000	-	-	-	10,500,000	0.830	24/08/2007	24/08/2008-23/08/2013
Continuous contract employees (Note ii)	持續合約僱員 (附註ii)	18,970,500	-	-	(3,073,000)	15,897,500	0.830	24/08/2007	24/08/2008-23/08/2013
Total	合計	37,380,500	20,000,000	-	(3,073,000)	54,307,500			

Share options (Continued)

Notes:

- (i) The closing price of the shares of the Company as stated in the Stock Exchange's daily quotations sheet immediately before the dates on which the outstanding options were granted were as follows:

Date of grant 授出日期	Closing price per share immediately before the date of grant 緊接授出日期前之每股收市價 HK\$ (港元)
23 August 2007	二零零七年八月二十三日 0.860
3 November 2008	二零零八年十一月三日 0.140

- (ii) Employees include employees of the Group and of the subsidiaries of Roly International (other than the directors of the Company) working under employment contracts with the Group or subsidiaries of Roly International which are regarded as "continuous contracts" for the purpose of the Employment Ordinance (Cap. 57, Laws of Hong Kong).

- (iii) The Company has used the Black-Scholes Model for estimating the fair value of options granted under the Scheme. The Black-Scholes Model is one of the commonly used models to estimate the fair value of an option which can be exercised before the expiry of the option period. The assumptions used in the calculation are:

- (a) Risk-free interest rate – the yield of 4-year Exchange Fund Notes on the date of grant
- (b) Expected volatility of share price – annualised volatility for one year immediately preceding the date of grant
- (c) Expected life of share options – 3.5-4.5 years
- (d) Expected dividend paid out rate – 40%

The amount charged to in the income statement for the year ended 30 April 2009 was approximately US\$171,000 (2008: US\$236,000).

The fair value of options granted during the year under review using the Black-Scholes Model was approximately US\$49,000 (2008: US\$430,000).

The calculation of the fair value of options using the Black-Scholes Model is based on various assumptions and is only an estimate. It is possible that the financial benefit accruing to the option holders may be substantially different from the value of options calculated.

- (iv) Options to subscribe for 20,000,000 shares of the Company were granted to Mr. Michel BOURLON. The number of shares underlying such option are in excess of the individual limit permitted under the rules of the Scheme and the Listing Rules. Approval from shareholders of the Company in relation to the grant of options in excess of the individual limit to Mr. Bournon was obtained at special general meeting of the Company held on 11 December 2008. Details of the grant of such options were disclosed in the Company's circular dated 25 November 2008.

- (v) Mr. Peter Loris SOLOMON resigned as a director of the Company with effect from 1 August 2008. The outstanding share options held by Mr. Solomon lapsed on 31 July 2009 which was the date of termination of his employment with the Company.

購股權 (續)

附註：

- (i) 於緊接尚未行使購股權授出日期前聯交所發佈之每日收市價表所列本公司股份之收市價如下：

Closing price per share immediately
before the date of grant
緊接授出日期前之每股收市價
HK\$
(港元)

Date of grant 授出日期	Closing price per share immediately before the date of grant 緊接授出日期前之每股收市價 HK\$ (港元)
23 August 2007	二零零七年八月二十三日 0.860
3 November 2008	二零零八年十一月三日 0.140

- (ii) 僱員包括根據與本集團或全威國際之附屬公司訂立之僱傭合約(就香港法例第57章僱傭條例而言，被視為「持續合約」者)受聘於本集團及全威國際之附屬公司工作之僱員(本公司董事除外)。

- (iii) 本公司已採用柏力克－舒爾斯模式，估計根據該計劃授出購股權之公平價值。柏力克－舒爾斯模式為估計於購股權期限屆滿前可行使購股權公平價值之其中一項常用模式。計算採用之假設如下：

- (a) 無風險利率－授出日期四年期外匯基金債券之孳息率
- (b) 股價之預計波幅－緊接授出日期前一年之年度化波幅
- (c) 購股權之預計期限－3.5至4.5年
- (d) 預計股息派比率－40%

截至二零零九年四月三十日止年度之收益表支銷之金額約為171,000美元(二零零八年：236,000美元)。

採用柏力克－舒爾斯模式計算於回顧年度內已授出購股權公平價值約為49,000美元(二零零八年：430,000美元)。

採用柏力克－舒爾斯模式計算購股權之公平價值乃根據多項假設為基準，並僅屬於估計。購股權持有人之應計財務利益或會與已計算購股權之價值出現重大差別。

- (iv) Michel BOURLON先生獲授予認購本公司20,000,000股股份之購股權。該購股權相關股份數目超出該計劃規則及上市規則容許之個人限額。本公司於二零零八年十二月十一日舉行之股東特別大會上，已就有關向Bournon先生授出超過個人限額之購股權，取得本公司股東批准。授出該等購股權之詳情已於二零零八年十一月二十五日刊發之本公司通函內披露。

- (v) Peter Loris SOLOMON先生辭任本公司董事，由二零零八年八月一日起生效。Solomon先生所持有之未行使購股權已於二零零九年七月三十一日(即彼終止受僱於本公司日期)失效。

Report of the Directors 董事會報告書

Directors

The directors of the Company during the year under review and up to the date of this report were:

Executive directors

WANG Lu Yen	(appointed acting chief executive officer for the period from 1 August 2008 to 12 January 2009)
Michel BOURLON	(appointed with effect from 12 January 2009)
KHOO Kim Cheng	
Peter Loris SOLOMON	(resigned with effect from 1 August 2008)

Non-executive directors

WONG Wai Ming
Mark HSU

Independent non-executive directors

WANG Arthur Minshiang	
TSE Hau Yin, Aloysius	
Jakob Jacobus Koert	(appointed with effect from 5 May 2008)
TULLENERS	
KWOK Tai Ki	(resigned with effect from 5 May 2008)

Mr. WONG Wai Ming, Mr. WANG Arthur Minshiang and Mr. TSE Hau Yin, Aloysius, in accordance with bye-laws 87(1) and 87(2) of the Company's bye-laws, and Mr. Michel BOURLON in accordance with bye-law 86(2) of the Company's bye-laws, will retire at the forthcoming annual general meeting and being eligible, offer themselves for re-election.

Directors' service contracts

Mr. Michel BOURLON has entered into an employment agreement ("Employment Agreement") with the Company in relation to his appointment as an executive director and the chief executive officer of the Company for an initial term of three years from 12 January 2009 ("Hire Date") which will be renewed automatically for one year on each anniversary of the third anniversary of the Hire Date until terminated by either party by serving at least 60 days' notice (prior to the date of automatic renewal for a further one year term) or by 12 months' notice or making payment in lieu (on other occasions) in accordance with the Employment Agreement. In accordance with the bye-laws of the Company, Mr. Bourlon will retire at the next general meeting of the Company and will be eligible for re-election at that same meeting.

Save as disclosed above, none of the directors who are proposed for re-election at the forthcoming annual general meeting have a service contract with the Group which is not determinable within one year without payment of compensation (other than statutory compensation).

董事

本回顧年內及截至本報告書刊發日期止之本公司在任董事如下：

執行董事

王祿閻	(於二零零八年八月一日至二零零九年一月十二日止期間獲委任為代理行政總裁)
Michel BOURLON	(委任由二零零九年一月十二日起生效)
邱錦宗	
Peter Loris SOLOMON	(已辭任，由二零零八年八月一日起生效)

非執行董事

黃偉明
徐牧均

獨立非執行董事

王敏祥	
謝孝衍	
Jakob Jacobus Koert	(委任由二零零八年五月五日起生效)
TULLENERS	
郭泰祺	(已辭任，由二零零八年五月五日起生效)

黃偉明先生、王敏祥先生及謝孝衍先生(根據本公司之公司細則第87(1)條及87(2)條)和Michel BOURLON先生(根據本公司之公司細則第86(2)條)，將於應屆股東週年大會上退任，而彼等符合資格並願膺選連任。

董事服務合約

Michel BOURLON先生已就其獲委任為本公司執行董事兼行政總裁與本公司訂立僱傭協議(「僱傭協議」)，由二零零九年一月十二日(「僱傭日期」)起首次任期為三年，於僱傭日期起第三個週年日起每週年自動續期一年，直至任何一方根據僱傭協議發出至少六十天通知(於自動續期一年之日期前)或十二個月之通知或支付代通知金(在其他情況下)終止此協議為止。根據本公司之公司細則，Bourlon先生將於本公司下屆股東大會上退任，並符合資格於會上膺選連任。

除上文所披露者外，擬於應屆股東週年大會上膺選連任之董事概無與本集團訂立任何本集團不可於一年內不作賠償(法定賠償除外)而終止之服務合約。

Directors' interests in shares, underlying shares and debentures of the Company and its associated corporations

As at 30 April 2009, the interests and short positions of the directors and chief executive of the Company in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (Cap. 571, Laws of Hong Kong) ("SFO")) as recorded in the register required to be kept by the Company under section 352 of the SFO, or were required, pursuant to the Model Code, to be notified to the Company and the Stock Exchange, were as follows:

(a) Interests and short positions in the shares of the Company and its associated corporations

(i) Interests in the shares of the Company and its associated corporations

董事於本公司及其相聯法團之股份、相關股份及債券中之權益

於二零零九年四月三十日，本公司之董事及行政總裁於本公司或其任何相聯法團（定義見香港法例第571章證券及期貨條例（「證券及期貨條例」）第XV部）之股份、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352條存置之登記冊之權益及淡倉，或（如需要）根據標準守則須知會本公司及聯交所之權益及淡倉如下：

(a) 於本公司及其相聯法團之股份中之權益及淡倉

(i) 於本公司及其相聯法團之股份權益

Company/Name of associated corporations	Name of directors	Capacity	Number and class of securities (Note 1)	Percentage shareholding in the same class of securities as at 30 April 2009
本公司／相聯法團之名稱	董事姓名	身份	證券數目及類別 (附註1)	於二零零九年四月三十日在同類別證券中之股權百分比
Company 本公司	WANG Lu Yen 王祿閻	Beneficial owner 實益擁有人	620,000 ordinary shares 普通股 (L)	0.09%
Company 本公司	WANG Lu Yen 王祿閻	Interest of controlled corporations (Note 3) 受控制法團之權益 (附註3)	481,368,953 ordinary shares 普通股 (L)	71.31%
Company 本公司	Michel BOURLON	Beneficial owner 實益擁有人	2,166,666 ordinary shares 普通股 (L) (Note 2) (附註2)	0.32%
Company 本公司	WANG Arthur Minshiang 王敏祥	Beneficial owner 實益擁有人	260,000 ordinary shares 普通股 (L)	0.04%
Company 本公司	WONG Wai Ming 黃偉明	Beneficial owner 實益擁有人	100,000 ordinary shares 普通股 (L)	0.01%

Directors' interests in shares, underlying shares and debentures of the Company and its associated corporations (Continued)

董事於本公司及其相聯法團之股份、相關股份及債券中之權益 (續)

(a) Interests and short positions in the shares of the Company and its associated corporations (Continued)

(a) 於本公司及其相聯法團之股份中之權益及淡倉 (續)

(i) Interests in the shares of the Company and its associated corporations (Continued)

(i) 於本公司及其相聯法團之股份權益 (續)

Company/Name of associated corporations	Name of directors	Capacity	Number and class of securities (Note 1)	Percentage shareholding in the same class of securities as at 30 April 2009
本公司／相聯法團之名稱	董事姓名	身份	證券數目及類別 (附註1)	於二零零九年四月三十日在同類別證券中之股權百分比
Megastar (Note 3) (附註3)	WANG Lu Yen 王祿閻	Beneficial owner 實益擁有人	1 ordinary share 1 普通股 (L)	100%
Westman Linmark (Thailand) Ltd. (Notes 4 and 5) (附註4及5)	WANG Lu Yen 王祿閻	Beneficial owner 實益擁有人	2 preference shares 2 優先股 (L)	0.07%
Westman Linmark (Thailand) Ltd. (Note 4) (附註4)	KHOO Kim Cheng 邱錦宗	Beneficial owner 實益擁有人	1 preference share 1 優先股 (L)	0.03%

Notes:

- The letter "L" represents the director's interests in the shares.
- Mr. Michel BOURLON had acquired these 2,166,666 shares of the Company from RGS Holdings Limited ("RGS"), a wholly owned subsidiary of Roly International, pursuant to an offer letter dated 4 November 2008 from RGS to Mr. Bourlon. Pursuant to such offer letter, RGS had agreed to grant options to Mr. Bourlon to purchase from RGS up to 6,500,000 ordinary shares of the Company subject to and upon the terms and conditions stated therein. As at 30 April 2009, Mr. Bourlon had exercised his options to acquire 2,166,666 shares of the Company from RGS, while options to acquire 4,333,334 shares of the Company from RGS remained outstanding.
- As at 30 April 2009, (i) RGS, a wholly owned subsidiary of Roly International, owned 435,553,334 shares of the Company, representing approximately 64.53% of the issued share capital of the Company; and (ii) Roly International owned 45,815,619 shares of the Company, representing approximately 6.79% of the issued share capital of the Company. By virtue of the relationship between Mr. WANG Lu Yen and Roly International as stated in Note (2) of Section (a)(i) to the paragraph headed "Substantial shareholders and other persons who are required to disclose their interests pursuant to Part XV of the SFO" below, Mr. WANG Lu Yen was deemed, by virtue of the provisions of Part XV of the SFO, to be interested in all the shares of the Company in which Roly International and RGS were interested.
- Westman Linmark (Thailand) Ltd. is a subsidiary of the Company. As at 30 April 2009, the issued share capital of Westman Linmark (Thailand) Ltd. was 12,000,000 Baht divided into 2,940 ordinary shares of 2,000 Baht each and 3,060 preference shares of 2,000 Baht each.
- Mr. WANG Lu Yen is deemed to be interested in all ordinary shares (i.e. 2,940 representing 100%) and preference share (i.e. 1 share representing 0.03%) of Westman Linmark (Thailand) Ltd. registered in the name of Linmark Agency (BVI) Limited by virtue of the fact that Linmark Agency (BVI) Limited is wholly owned by the Company.

附註：

- 「L」乃指董事於股份之權益。
- Michel BOURLON 先生已根據全威國際之全資附屬公司 RGS Holdings Limited (「RGS」) 致 Bourlon 先生之日期為二零零八年十一月四日之要約函件自 RGS 收購 2,166,666 股本公司股份。根據該要約函件，RGS 已同意授予 Bourlon 先生購股權以自 RGS 收購最多 6,500,000 股本公司股份，惟須遵守該函件所載條款及條件。於二零零九年四月三十日，Bourlon 先生已行使其購股權自 RGS 收購 2,166,666 股本公司股份，而尚有可從 RGS 收購 4,333,334 股本公司股份之購股權未行使。
- 於二零零九年四月三十日，(i) 全威國際之全資附屬公司 RGS 擁有 435,553,334 股本公司股份，佔本公司已發行股本約 64.53%；及(ii) 全威國際擁有 45,815,619 股本公司股份，佔本公司已發行股本約 6.79%。由於下文「主要股東及根據證券及期貨條例第 XV 部須披露權益之其他人士」一段第(a)(i)部份之附註(2)所述王祿閻先生與全威國際之間的關係，根據證券及期貨條例第 XV 部之條文，王祿閻先生被視為擁有全威國際及 RGS 所持有之所有本公司股份中之權益。
- Westman Linmark (Thailand) Ltd. 為本公司之附屬公司。於二零零九年四月三十日，Westman Linmark (Thailand) Ltd. 之已發行股本為 12,000,000 泰銖，分為 2,940 股每股面值 2,000 泰銖之普通股，以及 3,060 股每股面值 2,000 泰銖之優先股。
- 由於 Linmark Agency (BVI) Limited 由本公司全資擁有，王祿閻先生被視為擁有以 Linmark Agency (BVI) Limited 名義註冊登記於 Westman Linmark (Thailand) Ltd. 之所有普通股 (即 2,940 股佔 100%) 及優先股 (即 1 股佔 0.03%) 之權益。

Directors' interests in shares, underlying shares and debentures of the Company and its associated corporations (Continued)

董事於本公司及其相聯法團之股份、相關股份及債券中之權益 (續)

(a) Interests and short positions in the shares of the Company and its associated corporations (Continued)

(a) 於本公司及其相聯法團之股份中之權益及淡倉 (續)

(ii) Short positions in the shares of the Company and its associated corporations

(ii) 於本公司及其相聯法團之股份淡倉

Company/Name of associated corporations	Name of director	Capacity	Number and class of securities (Note 1)	Percentage shareholding in the same class of securities as at 30 April 2009
本公司／相聯法團之名稱	董事姓名	身份	證券數目及類別 (附註1)	於二零零九年四月三十日在同類別證券中之股權百分比
Company 本公司	WANG Lu Yen 王祿閻	Interest of controlled corporations (Note 2) 受控制法團之權益 (附註2)	4,333,334 ordinary shares 普通股 (S)	0.64%

Notes:

- (1) The letter "S" represents the director's short positions in the shares.
- (2) Pursuant to an offer letter dated 4 November 2008 from RGS, a wholly owned subsidiary of Roly International, to Mr. Michel BOURLON, RGS had agreed to grant options to Mr. Bourlon to purchase from RGS up to 6,500,000 ordinary shares of the Company subject to and upon the terms and conditions stated therein. As at 30 April 2009, Mr. Bourlon had exercised his options to acquire 2,166,666 shares of the Company from RGS, while options to acquire 4,333,334 shares of the Company from RGS remained outstanding. As at 30 April 2009, (i) RGS, a wholly owned subsidiary of Roly International, had short positions in 4,333,334 shares of the Company, representing approximately 0.64% of the issued share capital of the Company. By virtue of the relationship between Mr. WANG Lu Yen and Roly International as stated in Note (2) of Section (a)(i) to the paragraph headed "Substantial shareholders and other persons who are required to disclose their interests pursuant to Part XV of the SFO" below, Mr. Wang was deemed, by virtue of the provisions of Part XV of the SFO, to be interested in all the short positions in the shares of the Company in which Roly International and RGS were interested.

附註：

- (1) 「S」乃指董事於股份中之淡倉。
- (2) 根據全威國際之全資附屬公司RGS致Michel BOURLON先生之日期為二零零八年十一月四日之要約函件，RGS已同意授予Bourlon先生購股權以自RGS收購最多6,500,000股本公司普通股，惟須遵守該函件所載條款及條件。於二零零九年四月三十日，Bourlon先生已行使其購股權自RGS收購2,166,666股本公司股份，而尚有可從RGS收購4,333,334股本公司股份之購股權未行使。於二零零九年四月三十日，(i)全威國際之全資附屬公司RGS於4,333,334股本公司股份中擁有淡倉，約佔本公司已發行股本0.64%。由於下文「主要股東及根據證券及期貨條例第XV部須披露權益之其他人士」一段第(a)(i)部份之附註(2)所述王祿閻先生與全威國際之間的關係，根據證券及期貨條例第XV部之條文，王先生被視為於全威國際及RGS所擁有權益之所有本公司股份淡倉中擁有之權益。

Directors' interests in shares, underlying shares and debentures of the Company and its associated corporations (Continued)

董事於本公司及其相聯法團之股份、相關股份及債券中之權益 (續)

(b) Interests and short positions in the underlying shares of the Company and its associated corporations

(b) 於本公司及其相聯法團之相關股份中之權益及淡倉

Company/Name of associated corporations	Name of directors	Capacity	Number of underlying shares comprised in the options and warrants (Notes 1 and 2) 購股權及認股權證所含之相關股份數目 (附註1及2)
本公司／相聯法團之名稱	董事姓名	身份	
Company 本公司	Michel BOURLON	Beneficial owner 實益擁有人	24,333,334 (L)
Company 本公司	KHOO Kim Cheng 邱錦宗	Beneficial owner 實益擁有人	5,660,000 (L)
Company 本公司	WONG Wai Ming 黃偉明	Beneficial owner 實益擁有人	1,000,000 (L)
Company 本公司	WANG Arthur Minshiang 王敏祥	Beneficial owner 實益擁有人	625,000 (L)
Company 本公司	TSE Hau Yin, Aloysius 謝孝衍	Beneficial owner 實益擁有人	625,000 (L)

Notes:

- (1) The letter "L" represents the director's interests in the shares.
- (2) Details of the above underlying shares are set out in the paragraph headed "Directors' rights to acquire shares or debentures".

附註：

- (1) 「L」乃指董事於股份中之權益。
- (2) 上述相關股份之詳情載於「董事購買股份或債券之權利」一段。

(c) Interests and short positions in the debentures of the Company and its associated corporations

As at 30 April 2009, none of the directors and chief executive of the Company had interests or short positions in the debentures of the Company and its associated corporations as recorded in the register required to be kept by the Company under section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code.

(c) 於本公司及其相聯法團之債券中之權益及淡倉

於二零零九年四月三十日，本公司之董事及行政總裁概無於本公司及其相聯法團之債券中擁有須記入本公司根據證券及期貨條例第352條存置之登記冊之權益或淡倉，或根據標準守則須知會本公司及聯交所之權益或淡倉。

Directors' rights to acquire shares or debentures

- (1) Movement of the options granted by the Company to the directors of the Company under the Scheme during the year under review was set out in the paragraph headed "Share Options" above.
- (2) On 29 April 2004, Roly International issued bonus warrants carrying the right to subscribe for new ordinary shares of US\$0.10 each in the capital of Roly International to its shareholders whose names were on the register of members of Roly International as at 26 April 2004 on the basis of one bonus warrant for every four existing ordinary shares of Roly International held by them. Each bonus warrant entitles the holder to subscribe for one new share at the exercise price of S\$0.75 at any time during the period commencing on 29 April 2004 and expiring on 28 April 2009. All subscription rights comprised in the warrants which have not been exercised lapsed and the warrants ceased to be valid for any purpose after 5.00 p.m. on 28 April 2009. Particulars of the warrants issued to a director of the Company and the position as at 30 April 2009 were as follows:

Name of director	Capacity	Warrants issued by Roly International Number of underlying shares of Roly International outstanding as at 1 May 2008 as at 30 April 2009 全威國際授出但尚未行使之 認股權證相關之全威國際股份數目 於二零零八年 於二零零九年 五月一日 四月三十日	
WANG Lu Yen 王祿閻	Beneficial owner 實益擁有人	5,050,000	-
	Interest of spouse 配偶之權益	87,500	-
	Interest of controlled corporations 受控制法團之權益	74,861,807	-

- (3) Pursuant to an offer letter dated 4 November 2008 from RGS, a wholly owned subsidiary of Roly International, to Mr. Michel BOURLON, RGS granted options to Mr. Bourlon to purchase from RGS up to 6,500,000 ordinary shares of the Company subject to and upon the terms and conditions stated therein. On 13 January 2009, Mr. Bourlon exercised his options to purchase 2,166,666 shares of the Company from RGS. As at 30 April 2009, options to acquire 4,333,334 shares of the Company from RGS remained outstanding.

Other than as disclosed above, at no time during the year under review was the Company, or any of its holding companies, fellow subsidiaries or subsidiaries a party to any arrangements to enable the directors of the Company to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate.

董事購買股份或債券之權利

- (1) 本公司於本回顧年度內根據該計劃授予本公司董事之購股權變動載於上文「購股權」一段。
- (2) 於二零零四年四月二十九日，全威國際發行紅利認股權證予於二零零四年四月二十六日名列於全威國際股東名冊內之股東，紅利認股權證附有認購全威國際股本中每股面值0.10美元之新普通股之權利，每持有四股全威國際現有普通股，即可獲得一份紅利認股權證。每份紅利認股權證可供持有人於二零零四年四月二十九日至二零零九年四月二十八日期間，以行使價0.75新加坡元認購一股新股。於二零零九年四月二十八日下午五時正後，尚未行使之認股權證包含之所有認購權均告失效，及各種認股權證將不再有效。於二零零九年四月三十日，本公司董事已獲發行之認股權證詳情及狀況如下：

- (3) 根據全威國際之全資附屬公司RGS致Michel BOURLON先生之日期為二零零八年十一月四日之要約函件，RGS已同意授予Bourlon先生購股權以自RGS收購最多6,500,000股本公司普通股，惟須遵守該函件所載條款及條件。於二零零九年一月十三日，Bourlon先生行使其購股權，自RGS收購2,166,666股本公司股份。於二零零九年四月三十日，尚有可從RGS收購4,333,334股本公司股份之購股權未行使。

除上文所披露者外，於本回顧年度任何時間，本公司或其任何控股公司、同系附屬公司或附屬公司概無參與訂立任何安排以使本公司董事可藉購入本公司或任何其他法團之股份或債券而獲取利益。

Substantial shareholders and other persons who are required to disclose their interests pursuant to Part XV of the SFO

(a) Substantial shareholders of the Company

As at 30 April 2009, the following shareholders (other than the directors and chief executive of the Company whose interests and short positions in the shares and underlying shares of the Company are set out above) had interests or short positions in the shares and underlying shares of the Company as recorded in the register required to be kept by the Company under section 336 of the SFO:

(i) Interests in the shares and underlying shares of the Company

主要股東及根據證券及期貨條例第XV部須披露權益之其他人士

(a) 本公司之主要股東

於二零零九年四月三十日，下列股東（其於本公司之股份及相關股份之權益及淡倉已載於上文之本公司董事及行政總裁除外）於本公司之股份及相關股份中擁有須記入本公司根據證券及期貨條例第336條存置之登記冊之權益或淡倉：

(i) 於本公司股份及相關股份中之權益

Name of substantial shareholders	Capacity	Number of shares of the Company held (Note 1)	Approximate percentage of interests as at 30 April 2009
主要股東名稱	身份	持有本公司股份數目 (附註1)	於二零零九年四月三十日之權益概約百分比
RGS	Beneficial owner 實益擁有人	435,553,334 (L)	64.53%
Roly International 全威國際	Interest of controlled corporations (Note 2) 受控制法團之權益 (附註2)	481,368,953 (L)	71.31%
RI Holdings Bermuda Limited	Interest of controlled corporations (Note 2) 受控制法團之權益 (附註2)	481,368,953 (L)	71.31%
RI Investment Holdings Bermuda Limited	Interest of controlled corporations (Note 2) 受控制法團之權益 (附註2)	481,368,953 (L)	71.31%
Megastar	Interest of controlled corporations (Note 2) 受控制法團之權益 (附註2)	481,368,953 (L)	71.31%
RI Investment Holdings, Ltd.	Interest of controlled corporations (Note 2) 受控制法團之權益 (附註2)	481,368,953 (L)	71.31%
Asia Pacific Growth Fund V., L.P. ("APGF V")	Interest of controlled corporations (Note 2) 受控制法團之權益 (附註2)	481,368,953 (L)	71.31%
Asia Pacific Associates V., L.P.	Interest of controlled corporations (Note 2) 受控制法團之權益 (附註2)	481,368,953 (L)	71.31%

Substantial shareholders and other persons who are required to disclose their interests pursuant to Part XV of the SFO (Continued)

主要股東及根據證券及期貨條例第XV部須披露權益之其他人士 (續)

(a) Substantial shareholders of the Company (Continued)

(a) 本公司之主要股東 (續)

(i) *Interests in the shares and underlying shares of the Company*
(Continued)

(i) 於本公司股份及相關股份中之權益 (續)

Name of substantial shareholders	Capacity	Number of shares of the Company held (Note 1)	Approximate percentage of interests as at 30 April 2009
主要股東名稱	身份	持有本公司股份數目 (附註1)	於二零零九年四月三十日之權益概約百分比
Arisaig Greater China Fund Limited (Note 3) (附註3)	Beneficial owner 實益擁有人	66,469,000 (L)	9.85%
Arisaig Partners (Mauritius) Limited (Notes 3 and 4) (附註3及4)	Investment manager 投資經理	66,469,000 (L)	9.85%
Lindsay William Ernest COOPER (Notes 3 and 5) (附註3及5)	Interest of controlled corporation 受控制法團之權益	66,469,000 (L)	9.85%
UBS AG	Person having a security interest in shares 於股份擁有抵押權益之人士	35,406,000 (L)	5.25%

Notes:

- The letter "L" represents the entity's interests in the shares.
- As at 30 April 2009, (i) RGS, a wholly owned subsidiary of Roly International, owned 435,553,334 shares of the Company, representing approximately 64.53% of the issued share capital of the Company; and (ii) Roly International owned 45,815,619 shares of the Company, representing approximately 6.79% of the issued share capital of the Company. Roly International is wholly owned by RI Holdings Bermuda Limited. RI Holdings Bermuda Limited is held by RI Investment Holdings Bermuda Limited as to 92%. RI Investment Holdings Bermuda Limited is held by each of RI Investment Holdings, Ltd. and Megastar as to 49.9% and 50.1% respectively. RI Investment Holdings, Ltd. is wholly owned by APGF V. APGF V is a limited partnership of which Asia Pacific Associates V., L.P. is its general partner and is in control of the limited partnership. Mr. WANG Lu Yen, a director of the Company, is also a director of RGS, Roly International, RI Holdings Bermuda Limited, RI Investment Holdings Bermuda Limited and Megastar.
- Arisaig Greater China Fund Limited and its associates mentioned in Notes (4) and (5) ceased to be interested in the shares of the Company on 10 June 2009.
- Arisaig Partners (Mauritius) Limited is the fund manager of Arisaig Greater China Fund Limited.
- Mr. Lindsay William Ernest COOPER owns 100% interest in Madeleine Ltd which in turn owns 33.33% interest in Arisaig Partners (Holdings) Limited. Arisaig Partners (Holdings) Limited, through its wholly owned subsidiary Arisaig Partners (BVI) Limited, owns 100% interest in Arisaig Partners (Mauritius) Limited.

附註：

- 「L」乃指實體於股份中之權益。
- 於二零零九年四月三十日，(i)全威國際之全資附屬公司RGS擁有435,553,334股本公司股份，佔本公司已發行股本約64.53%；及(ii)全威國際擁有45,815,619股本公司股份，佔本公司已發行股本約6.79%。全威國際由RI Holdings Bermuda Limited全資擁有。RI Holdings Bermuda Limited由RI Investment Holdings Bermuda Limited持有92%權益。RI Investment Holdings Bermuda Limited分別由RI Investment Holdings, Ltd.及Megastar持有49.9%及50.1%權益。RI Investment Holdings, Ltd.由APGF V全資擁有。APGF V為一家有限合夥人公司，由Asia Pacific Associates V., L.P.作為其普通合夥人，擁有該有限合夥人公司之控制權。本公司之董事王祿閻先生亦為RGS、全威國際、RI Holdings Bermuda Limited、RI Investment Holdings Bermuda Limited及Megastar之董事。
- 於二零零九年六月十日，附註(4)及(5)所提及之Arisaig Greater China Fund Limited及其聯營公司已不再於本公司之股份擁有權益。
- Arisaig Partners (Mauritius) Limited為Arisaig Greater China Fund Limited之基金經理。
- Lindsay William Ernest COOPER先生擁有Madeleine Ltd中100%之權益，Madeleine Ltd則擁有Arisaig Partners (Holdings) Limited中33.33%之權益。Arisaig Partners (Holdings) Limited透過其全資附屬公司Arisaig Partners (BVI) Limited擁有Arisaig Partners (Mauritius) Limited中100%之權益。

Substantial shareholders and other persons who are required to disclose their interests pursuant to Part XV of the SFO (Continued)

主要股東及根據證券及期貨條例第XV部須披露權益之其他人士 (續)

(a) Substantial shareholders of the Company (Continued)

(a) 本公司之主要股東 (續)

(ii) Short positions in the shares and underlying shares of the Company

(ii) 於本公司股份及相關股份之淡倉

Name of substantial shareholders	Capacity	Number of shares of the Company held (Note 1)	Approximate percentage of short positions as at 30 April 2009
主要股東名稱	身份	持有本公司股份數目 (附註1)	於二零零九年四月三十日之淡倉概約百分比
RGS	Beneficial owner 實益擁有人	4,333,334 (S)	0.64%
Roly International 全威國際	Interest of controlled corporations (Note 2) 受控制法團之權益 (附註2)	4,333,334 (S)	0.64%
RI Holdings Bermuda Limited	Interest of controlled corporations (Note 2) 受控制法團之權益 (附註2)	4,333,334 (S)	0.64%
RI Investment Holdings Bermuda Limited	Interest of controlled corporations (Note 2) 受控制法團之權益 (附註2)	4,333,334 (S)	0.64%
Megastar	Interest of controlled corporations (Note 2) 受控制法團之權益 (附註2)	4,333,334 (S)	0.64%
RI Investment Holdings, Ltd.	Interest of controlled corporations (Note 2) 受控制法團之權益 (附註2)	4,333,334 (S)	0.64%
APGF V	Interest of controlled corporations (Note 2) 受控制法團之權益 (附註2)	4,333,334 (S)	0.64%
Asia Pacific Associates V., L.P.	Interest of controlled corporations (Note 2) 受控制法團之權益 (附註2)	4,333,334 (S)	0.64%

Notes:

- (1) The letter "S" represents the entity's interests in the shares.
- (2) Pursuant to an offer letter dated 4 November 2008 from RGS, a wholly owned subsidiary of Roly International, to Mr. Michel BOURLON, RGS had agreed to grant options to Mr. Bourlon to purchase from RGS up to 6,500,000 ordinary shares of the Company subject to and upon the terms and conditions stated therein. As at 30 April 2009, Mr. Bourlon had exercised his options to acquire 2,166,666 shares of the Company from RGS, while options to acquire 4,333,334 shares of the Company from RGS remained outstanding. As at 30 April 2009, (i) RGS, a wholly owned subsidiary of Roly International, had short positions in 4,333,334 shares of the Company, representing approximately 0.64% of the issued share capital of the Company. Roly International is wholly owned by RI Holdings Bermuda Limited. RI Holdings Bermuda Limited is held by RI Investment Holdings Bermuda Limited as to 92%. RI Investment Holdings Bermuda Limited is held by each of RI Investment Holdings, Ltd. and Megastar as to 49.9% and 50.1% respectively. RI Investment Holdings, Ltd. is wholly owned by APGF V. APGF V is a limited partnership of which Asia Pacific Associates V., L.P. is its general partner and is in control of the limited partnership.

附註:

- (1) 「S」乃指實體於股份中之權益。
- (2) 根據全威國際之全資附屬公司RGS致Michel BOURLON先生之日期為二零零八年十一月四日之要約函件，RGS已同意授予Bourlon先生購股權，可從RGS收購最多6,500,000股本公司普通股，惟須遵守該函件所載條款及條件。於二零零九年四月三十日，Bourlon先生已行使其購股權自RGS收購2,166,666股本公司股份，而尚有可從RGS收購4,333,334股本公司股份之購股權未行使。於二零零九年四月三十日，(i)全威國際之全資附屬公司RGS於4,333,334股本公司股份中擁有淡倉，約佔本公司已發行股本0.64%。全威國際由RI Holdings Bermuda Limited全資擁有。RI Holdings Bermuda Limited由RI Investment Holdings Bermuda Limited持有92%權益。RI Investment Holdings Bermuda Limited分別由RI Investment Holdings, Ltd.及Megastar持有49.9%及50.1%權益。RI Investment Holdings, Ltd.由APGF V全資擁有。APGF V為一家有限合夥人公司，由Asia Pacific Associates V., L.P.作為其普通合夥人，擁有該有限合夥人公司之控制權。

Substantial shareholders and other persons who are required to disclose their interests pursuant to Part XV of the SFO (Continued)

(b) Other persons who are required to disclose their interests pursuant to Part XV of the SFO

Save as disclosed in the paragraph headed "Directors' interests in shares, underlying shares and debentures of the Company and its associated corporations" and paragraph (a) above, as at 30 April 2009, no other person had interests or short positions in the shares and underlying shares of the Company which are required to be recorded in the register required to be kept by the Company under section 336 of the SFO.

Related party transactions

Details of the significant related party transactions undertaken during the year under review are disclosed in Note 40(a) to the financial statements. Save as disclosed below, these related party transactions fall under the definition of a connected transaction, but are exempt from the reporting, announcement and independent shareholders' approval requirements under Chapter 14A of the Listing Rules.

Connected transactions

The related party transactions as disclosed in Note 40(a) to the financial statements constitute connected transactions or as the case may be, continuing connected transactions under the Listing Rules and are subject to the reporting requirements in accordance with Chapter 14A of the Listing Rules. The following transactions between certain connected persons (as defined in the Listing Rules) and the Company have been entered into and/or are ongoing for which relevant announcements, if necessary, had been made by the Company in accordance with the requirements of the Listing Rules.

1. Continuing connected transactions relating to Dowry Peacock

Dowry Peacock is 60% owned by the Company, 30% owned by Mr. Raymond Anthony NUGENT, a director of Dowry Peacock, and 10% owned by Lucky Marriot Consolidated Limited, an independent third party.

The Company entered into a service agreement ("Service Agreement") dated 10 April 2006 with Dowry Peacock for a term of three years. The Service Agreement serves as a top-level framework agreement between the Company and Dowry Peacock to regulate the transactions to be entered into by the Group and Dowry Peacock and its subsidiaries which constitute continuing connected transactions of the Company under the Listing Rules by virtue of Dowry Peacock and its subsidiaries being associates of Mr. Raymond Anthony NUGENT.

主要股東及根據證券及期貨條例第XV部須披露權益之其他人士 (續)

(b) 根據證券及期貨條例第XV部須披露權益之其他人士

除「董事於本公司及其相聯法團之股份、相關股份及債券中之權益」一段及上文第(a)段所披露者外，於二零零九年四月三十日，概無其他人士於本公司之股份及相關股份中擁有須記入本公司根據證券及期貨條例第336條存置之登記冊之權益或淡倉。

有關連人士交易

本回顧年度內進行的重大有關連人士交易於財務報告附註40(a)內披露。除下文所披露者外，此等有關連人士交易構成上市規則第14A章所界定之關連交易，但獲豁免申報、公佈及獨立股東批准之規定。

關連交易

財務報告附註40(a)所披露之有關連人士交易，構成上市規則所指的關連交易或(視情況而定)持續關連交易，須遵守上市規則第14A章之申報規定。若干關連人士(定義見上市規則)與本公司之間曾進行及/或持續進行下列交易，本公司已遵照上市規則的規定，作出必要的相關公佈。

1. 有關Dowry Peacock之持續關連交易

Dowry Peacock之權益由本公司持有60%、Dowry Peacock董事Raymond Anthony NUGENT先生持有30%及獨立第三方Lucky Marriot Consolidated Limited持有10%。

於二零零六年四月十日，本公司與Dowry Peacock訂立為期三年的服務協議。服務協議成為本公司與Dowry Peacock訂立的一份最高框架協議，以規管本集團與Dowry Peacock及其附屬公司將予進行的交易；鑒於Dowry Peacock及其附屬公司為Raymond Anthony NUGENT先生的聯繫人士，根據上市規則，該等交易構成本公司持續關連交易。

Connected transactions (Continued)

1. Continuing connected transactions relating to Dowry Peacock (Continued)

The services include provision of management, administrative and consultancy services by the Group to Dowry Peacock and/or its subsidiary(ies), provision of sourcing services, agency services and/or services in relation to trading of merchandises or supply chain activities by the Group to Dowry Peacock and/or its subsidiary(ies) or provision of the sourcing services, agency services and/or services in relation to trading of merchandises or supply chain activities to be provided by Dowry Peacock and/or its subsidiary(ies) to the Group, provision of quality inspection services on merchandises by the Group to Dowry Peacock and/or its subsidiary(ies) and provision and receipt of such other services ancillary or to facilitate the business activities of the Group and Dowry Peacock and/or its subsidiary(ies).

The Service Agreement serves as a platform to allow the Company and Dowry Peacock and its respective subsidiaries to enjoy synergies in terms of complementary services that could be provided by one to another.

During the year under review, the aggregate amount received by the Group from Dowry Peacock and its subsidiary(ies) for services provided by the Group to Dowry Peacock and its subsidiary(ies) under the Service Agreement was approximately US\$510,813 (equivalent to approximately HK\$3,984,000); and no service was provided by Dowry Peacock or any of its subsidiaries to the Group under the Service Agreement during the year under review.

The three-year term of the Service Agreement ended on 9 April 2009. Thereafter, the transactions between the Group and Dowry Peacock would still continue but management estimates that, with a smaller aggregate amount, such transactions would be exempt from the reporting, announcement and independent shareholders' approval requirements under Chapter 14A of the Listing Rules.

關連交易 (續)

1. 有關Dowry Peacock之持續關連交易 (續)

該等服務包括本集團向Dowry Peacock及／或其附屬公司提供管理、行政及諮詢服務；本集團向Dowry Peacock及／或其附屬公司提供採購服務、代理服務及／或有關商品貿易或供應鏈業務的服務；或Dowry Peacock及／或其附屬公司向本集團提供採購服務、代理服務及／或有關商品貿易或供應鏈業務的服務；本集團向Dowry Peacock及／或其附屬公司提供商品品質檢定服務以及提供及取得相關的其他配套服務，或推動本集團及Dowry Peacock及／或其附屬公司的業務。

服務協議將發揮平台的作用，讓本公司與Dowry Peacock及其各自附屬公司就互相提供的互補服務享有協同效益。

於本回顧年度內，本集團就本集團根據服務協議向Dowry Peacock及其附屬公司提供的服務而收取Dowry Peacock及其附屬公司的費用總額約為510,813美元（相等於約3,984,000港元）。於本回顧年度內，Dowry Peacock或其任何附屬公司並無根據服務協議向本集團提供服務。

為期三年之服務協議於二零零九年四月九日終止。其後，本集團與Dowry Peacock間之交易仍繼續，惟管理層估計（總額較少），根據上市規則第14A章，該等交易獲豁免申報、公佈及獨立股東批准之規定。

Connected transactions (Continued)

2. Continuing connected transaction relating to Linmark (HK) Limited

On 14 February 2008, Linmark (HK) Limited ("Linmark HK") entered into a tenancy agreement ("Tenancy Agreement") with Ken Ball Limited ("Ken Ball") whereby Ken Ball agreed to lease to Linmark HK House 127, The Portofino, 88-188 Pak To Avenue, Clearwater Bay, Sai Kung, New Territories, Hong Kong on a fully-furnished basis for a term of 24 months commencing on 14 February 2008, provided that Linmark HK has an option to terminate the Tenancy Agreement in the second year after the commencement date by giving two months notice to Ken Ball in writing. The monthly rent (inclusive of rates, government rent and service charges) payable by Linmark HK to Ken Ball under the Tenancy Agreement is HK\$135,000.

The aggregate rental (inclusive of rates, government rent and service charges) paid by Linmark HK during the year ended 30 April 2009 to Ken Ball is HK\$1,620,000. A notice of termination has been served to terminate the Tenancy Agreement with effect from 7 August 2009.

The entire issued share capital of Ken Ball is owned by Mr. Solomon, a former executive director and the former chief executive officer of the Company, who resigned with effect from 1 August 2008 but would remain as an employee of the Group until 7 August 2009. Accordingly, Ken Ball is an associate of Mr. Solomon and a connected person of the Company during the year ended 30 April 2009.

The directors of the Company (including the independent non-executive directors) consider that these connected transactions were conducted in the usual and ordinary course of business of the Group on normal commercial terms and in accordance with the agreements. The directors of the Company (including the independent non-executive directors) are of the view that the terms of these connected transactions were fair and reasonable and in the interests of the shareholders of the Company as a whole.

All connected transactions were reviewed by the independent non-executive directors of the Company at the meeting of the Audit Committee of the Board held on 29 July 2009. The independent non-executive directors of the Company confirmed that the aforesaid connected transactions were entered into (a) in the ordinary and usual course of business of the Group; (b) on normal commercial terms; and (c) in accordance with the relevant agreements governing them on terms that are fair and reasonable and in the interests of the shareholders of the Company as a whole.

關連交易 (續)

2. 有關林麥(香港)有限公司之持續關連交易

於二零零八年二月十四日，林麥(香港)有限公司(「林麥香港」)與簡球有限公司(「簡球」)訂立租賃協議(「租賃協議」)，據此簡球同意向林麥香港租賃香港新界西貢清水灣柏濤徑88-188號柏濤灣127號(連裝修傢具)，由二零零八年二月十四日起計為期24個月，惟林麥香港有選擇權，可於開始日後第二年起向簡球發出兩個月書面通知，以終止租賃協議。林麥香港根據租賃協議每月向簡球支付之租金(包括差餉、地稅及服務費)為135,000港元。

截至二零零九年四月三十日止年度，林麥香港向簡球已付之總租金(包括差餉、地稅及服務費)為1,620,000港元。已發出終止通知書終止租賃協議，自二零零九年八月七日起生效。

由於簡球之全部已發行股本由本公司前執行董事兼前行政總裁Solomon先生擁有，彼於二零零八年八月一日起辭任，但直至二零零九年八月七日止仍為本集團僱員。因此，於截至二零零九年四月三十日止年度，簡球為Solomon先生之聯繫人士及本公司之關連人士。

本公司董事(包括獨立非執行董事)認為，上述關連交易乃於本集團之一般及日常業務過程中，按一般商業條款，遵照協議進行。本公司董事(包括獨立非執行董事)認為，該等關連交易之條款乃屬公平合理，符合本公司及其股東的整體利益。

本公司獨立非執行董事已於二零零九年七月二十九日舉行的董事會審核委員會會議上，審議所有關連交易。本公司獨立非執行董事確認，上述關連交易：(a)於本集團之一般及日常業務過程中；(b)按一般商業條款；及(c)遵照規限該等交易的相關協議而進行，條款公平合理，符合本公司股東的整體利益。

Connected transactions (Continued)

In accordance with Rule 14A.38 of the Listing Rules, the Board engaged the auditors of the Company to perform certain factual finding procedures on the above continuing connected transactions on a sample basis in accordance with Hong Kong Standard on Related Services 4400 "Engagements to Perform Agreed-Upon Procedures Regarding Financial Information" issued by the HKICPA. The Board confirmed that it had received a letter from the auditors of the Company confirming the matters stated in Rule 14A.38 of the Listing Rules.

The Company confirmed that it has complied with the disclosure requirements in accordance with Chapter 14A of the Listing Rules in respect of the transactions stated above.

Directors' interests in contracts

Save as disclosed above and in Note 40(a) to the financial statements, no contracts of significance in relation to the Group's business to which the Company, any of its holding companies, fellow subsidiaries or 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 under review.

Major customers and vendors of the Group

During the year under review, the five largest customers of the Group in aggregate accounted for approximately 60.7% of the turnover of the Group and the largest customer accounted for approximately 22.0% of the turnover of the Group.

The five largest vendors of the Group in aggregate accounted for approximately 17.0% of the Group's total shipment volume and the largest vendor accounted for approximately 5.6% of the Group's total shipment value.

None of the directors, their respective associates or any shareholders of the Company (which to the knowledge of the directors owns more than 5% of the issued share capital of the Company) had any interest in the top five vendors or customers noted above.

Purchase, sale or redemption of the Company's listed securities

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

Pre-emptive rights

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

關連交易 (續)

按照上市規則第14A.38條，董事會委聘本公司核數師就上述持續關連交易，按照香港會計師公會頒佈之香港相關服務準則第4400號「為財務資料執行商定程序的約定項目」，以抽樣形式進行若干據實調查程序。董事會確認經已收到本公司核數師就上市規則第14A.38條所需確認事項的信函。

本公司確認，已就上述的交易，遵守上市規則第14A章的披露規定要求。

董事之合約權益

除上文及財務報告附註40(a)所披露者外，本公司或其任何控股公司、同系附屬公司或附屬公司概無參與訂立任何於本回顧年度完結時或本回顧年度內任何時間仍然有效而本公司董事直接或間接在其中擁有重大權益有關本集團業務之重大合約。

本集團主要客戶及本集團之供應商

於本回顧年度內，本集團五家最大客戶合共約佔本集團營業額之60.7%，其中最大一家客戶約佔本集團營業額之22.0%。

本集團之五家最大供應商合共約佔本集團付運量總值之17.0%，其中最大供應商約佔本集團付運量總值之5.6%。

本公司各董事、彼等各自之聯繫人士或任何股東（據董事所知擁有本公司已發行股本多於5%者）概無於上述任何五大供應商或客戶當中擁有任何權益。

購買、出售或贖回本公司之上市證券

於回顧年度內，本公司或其任何附屬公司概無購買、出售或贖回本公司任何證券。

優先購買權

本公司之公司細則或百慕達法律概無有關優先購買權之條文規定本公司須按持股比例向現有股東發售新股份。

Financial summary

A summary of the results and the assets and liabilities of the Group for the last five financial years is set out on pages 133 and 134 of the annual report.

Charitable donation

During the year under review, the Group made charitable donations amounting to approximately US\$19,000.

Corporate governance

Principal corporate governance practices as adopted by the Company are set out in the section headed "Corporate Governance Report" on pages 18 to 32.

Sufficiency of public float

From information publicly available to the Company and within the knowledge of the directors of the Company as at the latest practicable date prior to the issue of this annual report, the Company has maintained a sufficient public float throughout the year under review.

Auditors

The consolidated financial statements have been audited by Ernst & Young.

During the year ended 30 April 2009, PricewaterhouseCoopers resigned as the auditors of the Company with effect from 17 November 2008. Thereafter, at a special general meeting of the Company held on 11 December 2008, Ernst & Young was appointed as the new auditors of the Company for the financial year commencing on 1 May 2008 and to hold office until the conclusion of the next annual general meeting of the Company. A resolution will be proposed at the forthcoming annual general meeting to re-appoint Ernst & Young as auditors of the Company to hold office until conclusion of the next annual general meeting at a fee to be agreed with the directors.

On behalf of the Board

WANG Lu Yen
Chairman

Hong Kong, 31 July 2009

財務概要

本集團於過往五個財政年度之業績與資產及負債概要載於本年報第133及134頁。

慈善捐款

於回顧年度內，本集團作出慈善捐款約為19,000美元。

公司管治

本公司所採納的主要公司管治常規，載於第18至32頁的「公司管治報告」一節。

公眾持股量充足

從本公司可獲得之公開資料顯示，並就本公司董事截至本年報刊發前之最後可行日期所知，本公司於整個本回顧年度一直維持公眾持股量充足。

核數師

本綜合財務報告已經安永會計師事務所審核。

於截至二零零九年四月三十日止年度，羅兵咸永道會計師事務所辭任本公司核數師，於二零零八年十一月十七日起生效。此後，在本公司於二零零八年十二月十一日舉行之股東特別大會上，安永會計師事務所獲委任為本公司自二零零八年五月一日起財政年度的新核數師，及將任職至本公司應屆股東週年大會結束時為止。一項續聘安永會計師事務所為本公司核數師直至下屆股東週年大會結束為止，並授權董事與其議定酬金之決議案，將在應屆股東週年大會上提呈。

代表董事會

王祿闇
主席

香港，二零零九年七月三十一日

Independent Auditors' Report

獨立核數師報告書



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INDEPENDENT AUDITORS' REPORT To the shareholders of Linmark Group Limited (Incorporated in Bermuda with limited liability)

We have audited the financial statements of Linmark Group Limited set out on pages 54 to 132, which comprise the consolidated and company balance sheets as at 30 April 2009, and the consolidated income statement, the consolidated statement of changes in equity and the consolidated cash flow statement for the year then ended, and a summary of significant accounting policies and other explanatory notes.

Directors' responsibility for the financial statements

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

Auditors' responsibility

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

We conducted our audit in accordance with International Standards on Auditing. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance as to whether the financial statements are free from material misstatement.

獨立核數師報告書 致林麥集團有限公司全體股東 (於百慕達註冊成立之有限公司)

我們已審核載於第54頁至132頁的林麥集團有限公司財務報告，此財務報告包括二零零九年四月三十日的綜合資產負債表和公司資產負債表與截至該日止年度的綜合收益表、綜合權益變動表、綜合現金流量表以及主要會計政策和其他附註解釋。

董事就財務報告須承擔的責任

董事須負責根據國際財務報告準則和香港公司條例的披露規定編製並且真實而公允地列報該等財務報告。這些責任包括設計、實施和維護與財務報告編製及真實而公允地列報相關的內部控制，以使財務報告不存在由於欺詐或錯誤而導致的重大錯誤陳述；選擇和運用恰當的會計政策；及做出合理的會計估計。

核數師的責任

我們的責任是根據我們的審核對該等財務報告作出意見。我們的報告依據百慕達一九八一年公司法第90條僅為全體股東編製，而並不可作其他目的。我們概不就本報告的內容對其他任何人士負責或承擔責任。

我們已根據國際審計準則的規定執行審核。這些準則要求我們遵守職業道德規範，並規劃及執行審核，從而獲得合理確定此等財務報告是否不存有任何重大錯誤陳述。

Auditors' responsibility (Continued)

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

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

Opinion

In our opinion, the financial statements give a true and fair view of the state of affairs of the Company and of the Group as at 30 April 2009 and of the Group's loss and cash flows for the year then ended in accordance with International Financial Reporting Standards and have been properly prepared in accordance with the disclosure requirements of the Hong Kong Companies Ordinance.

Ernst & Young
Certified Public Accountants

Hong Kong
31 July 2009

核數師的責任 (續)

審核涉及執行程式以獲取有關財務報告所載金額和披露資料的審核證據。所選定的程式取決於核數師的判斷，包括評估由於欺詐或錯誤而導致財務報告存有重大錯誤陳述的風險。在評估該等風險時，核數師考慮與該公司編制及真實而公允地列報財務報告相關的內部控制，以設計適當的審核程式，但並非對公司的內部控制的有效性發表意見。審核亦包括評價董事所採用的會計政策的合適性及作出的會計估計的合理性，以及評價財務報告的整體列報方式。

我們相信，我們所獲得的審核證據充足且適當地為我們的審核意見提供基礎。

意見

我們認為，該等財務報告已根據國際財務報告準則真實而公允地反映 貴公司和 貴集團於二零零九年四月三十日的財務狀況及 貴集團截至該日止年度的虧損和現金流量，並已按照香港公司條例的披露規定妥為編製。

安永會計師事務所
執業會計師

香港
二零零九年七月三十一日

Consolidated Income Statement

綜合收益表

For the year ended 30 April 2009

截至二零零九年四月三十日止年度

		Note 附註	2009 二零零九年 US\$'000 千美元	2008 二零零八年 US\$'000 千美元
REVENUE	收益	5	195,762	289,707
Cost of sales	銷售成本		(159,823)	(260,109)
Gross profit	毛利		35,939	29,598
Other income	其他收入	5	1,995	3,192
General and administrative expenses	一般及行政開支		(33,207)	(39,855)
Restructuring costs	重組費用		(1,719)	-
Impairment loss on goodwill	商譽減值虧損	7	(3,000)	(3,000)
Impairment loss on patents and trademarks	專利及商標減值虧損	7	(10,137)	(10,254)
Finance costs	財務費用	8	(52)	(418)
Share of loss of a jointly-controlled entity	應佔一家共同控制實體之虧損		(4)	(45)
LOSS BEFORE TAX	除稅前虧損	6	(10,185)	(20,782)
Tax	稅項	11	(2,069)	365
LOSS FOR THE YEAR	年度虧損		(12,254)	(20,417)
Attributable to:	以下各方應佔：			
Equity holders of the Company	本公司權益持有人	12	(8,350)	(12,789)
Minority interest	少數股東權益		(3,904)	(7,628)
			(12,254)	(20,417)
LOSS PER SHARE ATTRIBUTABLE TO EQUITY HOLDERS OF THE COMPANY (expressed in US cents per share)	本公司權益持有人 應佔每股虧損 (以每股美仙呈列)	13		
Basic	基本		(1.2)	(1.9)
Diluted	攤薄		N/A 不適用	N/A 不適用
Dividends	股息	14	1,891	-

Consolidated Balance Sheet

綜合資產負債表

As at 30 April 2009

於二零零九年四月三十日

		Note 附註	2009 二零零九年 US\$'000 千美元	2008 二零零八年 US\$'000 千美元
NON-CURRENT ASSETS	非流動資產			
Property, plant and equipment	物業、廠房及設備	15	1,364	2,758
Intangible assets	無形資產	16	26,489	43,223
Available-for-sale financial asset	可供出售金融資產	17	84	84
Investment in a jointly-controlled entity	於一家共同控制實體之投資	19	19	23
Deferred tax assets	遞延稅項資產	20	86	1,221
Total non-current assets	非流動資產總額		28,042	47,309
CURRENT ASSETS	流動資產			
Inventories	存貨	21	2,440	13,030
Trade receivables	應收貿易賬款	22	18,239	21,428
Prepayments, deposits and other receivables	預付款項、按金及其他應收款項	23	7,309	5,105
Due from a related company	應收一家關連公司之款項	24	-	5
Cash and cash equivalents	現金及現金等值項目	25	23,674	16,752
Total current assets	流動資產總額		51,662	56,320
CURRENT LIABILITIES	流動負債			
Trade payables	應付貿易賬款	26	22,282	24,543
Accruals and other payables	應計費用及其他應付款項	27	12,040	10,765
Warranty provision	保用撥備	28	1,154	9,365
Interest-bearing bank borrowings	計息銀行借貸	29	-	1,284
Balance of consideration payable for acquisitions of subsidiaries	收購附屬公司之應付代價餘額	30	1,149	1,149
Dividend payable to a minority shareholder of a subsidiary	應付一家附屬公司一名少數股東之股息		742	1,030
Tax payable	應付稅項		2,143	1,786
Total current liabilities	流動負債總額		39,510	49,922
NET CURRENT ASSETS	流動資產淨值		12,152	6,398
TOTAL ASSETS LESS CURRENT LIABILITIES	總資產減流動負債		40,194	53,707
NON-CURRENT LIABILITIES	非流動負債			
Post-employment benefits	僱員退休福利	31	1,192	1,189
Total non-current liabilities	非流動負債總額		1,192	1,189
Net assets	資產淨值		39,002	52,518
EQUITY	權益			
Issued capital	已發行股本	32	13,500	13,500
Reserves	儲備	34	25,502	34,501
Equity attributable to equity holders of the Company	本公司權益持有人應佔權益		39,002	48,001
Minority interest	少數股東權益		-	4,517
TOTAL EQUITY	權益總額		39,002	52,518

WANG Lu Yen 王祿聞
Director 董事

Michel BOURLON
Director 董事

Consolidated Statement of Changes in Equity

綜合權益變動表

For the year ended 30 April 2009

截至二零零九年四月三十日止年度

		Attributable to equity holders of the Company 本公司權益持有人應佔										
		Issued capital 已發行股本	Share premium 股份溢價	Share option reserve 購股權儲備	Special reserve [#] 特別儲備 [#]	Capital redemption reserve 資本贖回儲備	Exchange fluctuation reserve 匯兌波動儲備	Retained earnings 保留盈利	Total	Minority interests 少數股東權益	Total equity 權益總額	
		Note 附註	US\$'000 千美元	US\$'000 千美元	US\$'000 千美元	US\$'000 千美元	US\$'000 千美元	US\$'000 千美元	US\$'000 千美元	US\$'000 千美元	US\$'000 千美元	
Balance at 1 May 2007	於二零零七年五月一日之結餘		13,418	20,564	647	184	48	2,122	25,197	62,180	12,125	74,305
Loss for the year	年度虧損		-	-	-	-	-	(12,789)	(12,789)	(7,628)	(20,417)	
Exchange realignment	匯兌調整		-	-	-	-	(622)	-	(622)	20	(602)	
Total income and expense for the year	年度收支總額		-	-	-	-	(622)	(12,789)	(13,411)	(7,608)	(21,019)	
Equity-settled share option arrangements	以股權支付之購股權安排	33	-	-	236	-	-	-	-	236	-	236
Share options lapsed/cancelled during the year	年內已失效/已註銷之購股權	33	-	-	(301)	-	-	301	-	-	-	
Issue of shares	發行股份	32	82	-	-	-	-	-	82	-	82	
Premium arising on issue of shares upon acquisition of subsidiaries	因收購附屬公司發行股份產生之溢價	32	-	1,068	-	-	-	-	1,068	-	1,068	
Dividend paid	已付股息		-	-	-	-	-	(2,154)	(2,154)	-	(2,154)	
Balance at 30 April 2008	於二零零八年四月三十日之結餘		13,500	21,632	582	184	48	1,500	10,555	48,001	4,517	52,518
Balance at 1 May 2008	於二零零八年五月一日之結餘		13,500	21,632	582	184	48	1,500	10,555	48,001	4,517	52,518
Loss for the year	年度虧損		-	-	-	-	-	(8,350)	(8,350)	(3,904)	(12,254)	
Exchange realignment	匯兌調整		-	-	-	-	(820)	-	(820)	(613)	(1,433)	
Total income and expense for the year	年度收支總額		-	-	-	-	(820)	(8,350)	(9,170)	(4,517)	(13,687)	
Equity-settled share option arrangements	以股權支付之購股權安排	33	-	-	171	-	-	-	-	171	-	171
Share options lapsed during the year	年內已失效之購股權	33	-	-	(413)	-	-	413	-	-	-	
Balance at 30 April 2009	於二零零九年四月三十日之結餘		13,500	21,632	340	184	48	680	2,618	39,002	-	39,002
Representing: 2009 final dividend proposed	即： 擬派二零零九年末期股息		-	-	-	-	-	1,891	-	-	-	
Others	其他		-	-	-	-	-	727	-	-	-	
			-	-	-	-	-	2,618	-	-	-	

Special reserve represents the difference between the nominal value of share capital of the Company issued and the aggregate amount of nominal value of share capital of subsidiaries acquired by the Company through an exchange of shares.

特別儲備相當於本公司已發行股本面值與本公司透過以交換股份方式收購之附屬公司股本面值總額之差額。

Consolidated Cash Flow Statement

綜合現金流量表

For the year ended 30 April 2009

截至二零零九年四月三十日止年度

		2009 二零零九年 US\$'000 千美元	2008 二零零八年 US\$'000 千美元
	Note 附註		
CASH FLOWS FROM OPERATING ACTIVITIES			
CASH FLOWS FROM OPERATING ACTIVITIES	經營業務之現金流量		
Loss before tax:	除稅前虧損：	(10,185)	(20,782)
Adjustments for:	經調整：		
Finance costs	財務費用	52	418
Share of loss of a jointly-controlled entity	應佔一家共同控制實體之虧損	4	45
Interest income	利息收入	(149)	(598)
Loss on disposal of items of property, plant and equipment	出售物業、廠房及設備項目之虧損	49	2
Gain on disposal of a subsidiary	出售一家附屬公司之收益	(102)	-
Depreciation	折舊	1,460	1,715
Amortisation of intangible assets	無形資產攤銷	1,132	1,158
Impairment loss on goodwill	商譽減值虧損	3,000	3,000
Impairment loss on patents and trademarks	專利及商標減值虧損	10,137	10,254
Equity-settled share option expense	以股權支付之購股權開支	171	236
		5,569	(4,552)
Decrease/(Increase) in inventories	存貨減少／(增加)	10,590	(3,238)
Decrease in trade receivables	應收貿易賬款減少	3,171	9,923
Decrease/(Increase) in prepayments, deposits and other receivables	預付款項、按金及其他應收款項減少／(增加)	(2,204)	1,960
Decrease in amount due from a related company	應收一家關連公司之款項減少	5	59
Decrease in trade payables	應付貿易賬款減少	(2,222)	(6,788)
Increase/(Decrease) in accruals and other payables	應計費用及其他應付款項增加／(減少)	1,277	(3,182)
Decrease/(Increase) in warranty provision	保用撥備減少／(增加)	(6,537)	6,412
Increase/(Decrease) in post-employment benefits	僱員退休福利增加／(減少)	125	(173)
Cash generated from operations	經營業務所得現金	9,774	421
Interest paid	已付利息	(52)	(418)
Tax paid	已付稅項	(964)	(3,167)
Net cash inflow/(outflow) from operating activities	經營業務所得／(所耗) 現金淨額	8,758	(3,164)
CASH FLOWS FROM INVESTING ACTIVITIES			
CASH FLOWS FROM INVESTING ACTIVITIES	投資活動之現金流量		
Interest received	已收利息	149	598
Purchases of items of property, plant and equipment	購置物業、廠房及設備	(275)	(990)
Proceeds from disposal of items of property, plant and equipment	出售物業、廠房及設備所得款項	42	42
Acquisitions of subsidiaries	收購附屬公司	-	(2,603)
Proceeds from disposal of a subsidiary	出售一家附屬公司所得款項	103	-
Net cash inflow/(outflow) from investing activities	投資活動所得／(所耗) 現金淨額	19	(2,953)
CASH FLOWS FROM FINANCING ACTIVITIES			
CASH FLOWS FROM FINANCING ACTIVITIES	融資活動之現金流量		
New bank loans	新增銀行貸款	-	238
Repayment of bank loans	償還銀行貸款	(1,284)	(5,000)
Dividends paid	已付股息	-	(2,154)
Net cash outflow from financing activities	融資活動所耗現金淨額	(1,284)	(6,916)

Consolidated Cash Flow Statement
綜合現金流量表

	Note 附註	2009 二零零九年 US\$'000 千美元	2008 二零零八年 US\$'000 千美元
NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS	現金及現金等值項目 增加/(減少)淨額	7,493	(13,033)
Cash and cash equivalents at beginning of the year	年初之現金及現金等值項目	16,752	30,405
Effect of foreign exchange rate changes, net	匯率變動之影響，淨額	(571)	(620)
CASH AND CASH EQUIVALENTS AT END OF THE YEAR	年終之現金及現金等值項目	23,674	16,752
ANALYSIS OF BALANCES OF CASH AND CASH EQUIVALENTS	現金及現金等值項目之結餘分析		
Cash and bank balances	現金及銀行結存	23,674	13,479
Non-pledged time deposits with original maturity of less than three months when acquired	取得時原到期日為三個月內 之無抵押定期存款	-	3,273
		23,674	16,752

Balance Sheet

資產負債表

As at 30 April 2009

於二零零九年四月三十日

		Note 附註	2009 二零零九年 US\$'000 千美元	2008 二零零八年 US\$'000 千美元
NON-CURRENT ASSETS	非流動資產			
Investments in subsidiaries	於附屬公司之投資	18	55,786	46,932
Total non-current assets	非流動資產總額		55,786	46,932
CURRENT ASSETS	流動資產			
Prepayments, deposits and other receivables	預付款項、按金及其他應收款項	23	1	72
Cash and cash equivalents	現金及現金等值項目	25	2,319	2,267
Total current assets	流動資產總額		2,320	2,339
CURRENT LIABILITIES	流動負債			
Accruals and other payables	應計費用及其他應付款項	27	25	24
Total current liabilities	流動負債總額		25	24
NET CURRENT ASSETS	流動資產淨值		2,295	2,315
Net assets	資產淨值		58,081	49,247
EQUITY	權益			
Issued capital	已發行股本	32	13,500	13,500
Reserves	儲備	34(b)	44,581	35,747
TOTAL EQUITY	權益總額		58,081	49,247

WANG Lu Yen 王祿聞
Director 董事

Michel BOURLON
Director 董事

Notes to the Financial Statements

財務報告附註

1. CORPORATE INFORMATION

Linmark Group Limited ("Company") is an investment holding company and its subsidiaries (together with the Company are collectively referred to as the "Group") are principally engaged in the sales of merchandise and provision of procurement and value-added services.

The Company was incorporated in Bermuda on 25 January 2002 as an exempted company with limited liability under the Companies Act 1981 of Bermuda. The address of its registered office is Clarendon House, 2 Church Street, Hamilton HM 11, Bermuda. The Company's shares have been listed on the Main Board of The Stock Exchange of Hong Kong Limited ("Stock Exchange") since 10 May 2002. In the opinion of the directors, the holding company of the Company is Roly International Holdings Ltd., which is incorporated in Bermuda, and the ultimate holding company is Megastar Holdings Limited, which is incorporated in the British Virgin Islands.

2.1 BASIS OF PREPARATION

These financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRSs") (which comprise standards and interpretations approved by the International Accounting Standards Board ("IASB"), and International Accounting Standards ("IASs") and Standing Interpretations Committee interpretations approved by the International Accounting Standards Committee that remain in effect) and the disclosure requirements of the Hong Kong Companies Ordinance. They have been prepared under the historical cost convention, except for an available-for-sale financial asset, which has been measured at fair value. These financial statements are presented in United States dollars ("US\$") and all values are rounded to the nearest thousand except when otherwise indicated.

Basis of consolidation

The consolidated financial statements include the financial statements of the Company and its subsidiaries for the year ended 30 April 2009. The results of subsidiaries are consolidated from the date of acquisition, being the date on which the Group obtains control, and continue to be consolidated until the date that such control ceases. All significant intercompany transactions and balances within the Group are eliminated on consolidation in full.

Minority interest represents the interest of outside shareholders not held by the Group in the results and net assets of the Company's subsidiaries.

1. 公司資料

林麥集團有限公司(「本公司」)為投資控股公司，其附屬公司(與本公司合稱為「本集團」)主要從事商品銷售及提供採購與增值服務。

本公司於二零零二年一月二十五日根據百慕達一九八一年公司法在百慕達註冊成立為受豁免有限責任公司。本公司之註冊辦事處地址為Clarendon House, 2 Church Street, Hamilton HM 11, Bermuda。本公司股份於二零零二年五月十日在香港聯合交易所有限公司(「聯交所」)主板上市。董事認為，本公司之控股公司為全威國際控股有限公司(於百慕達註冊成立)及最終控股公司為Megastar Holdings Limited(於英屬維爾京群島註冊成立)。

2.1 編製基準

此等財務報告乃根據國際財務報告準則(「國際財務報告準則」)(包括現時仍然生效由國際會計準則委員會(「國際會計準則委員會」)頒佈之準則及詮釋及由國際會計準則委員會批准之國際會計準則(「國際會計準則」)及常設詮釋委員會詮釋)及香港公司條例之披露規定而編製。除可供出售金融資產採用公平價值計量外，此等財務報告乃根據歷史成本法編製。此等財務報告乃以美元(「美元」)呈報，除另有指明外，所有價值均調整至最接近之千美元。

綜合基準

綜合財務報告包括截至二零零九年四月三十日止年度之本公司及其附屬公司之財務報告。附屬公司之業績由收購日期(即本集團獲得控制權之日)起予以綜合，並持續綜合直至該控制權終止之日為止。本集團內所有重大公司間之交易及結餘於綜合時悉數對銷。

少數股東權益指外界股東於本公司之附屬公司之業績及資產淨值中所佔權益而該權益並非由本集團持有。

2.2 IMPACT OF NEW AND REVISED INTERNATIONAL FINANCIAL REPORTING STANDARDS

The Group has adopted the following new and revised IFRSs and new International Financial Reporting Interpretations Committee interpretations ("IFRIC-Int") for the first time for the current year's financial statements.

IAS 39 and IFRS 7 Amendments	Amendments to IAS 39 <i>Financial Instruments: Recognition and Measurement</i> and IFRS 7 <i>Financial Instruments: Disclosures – Reclassification of Financial Assets</i>
IFRIC-Int 12	<i>Service Concession Arrangements</i>
IFRIC-Int 14	IAS 19 – <i>The Limit on a Defined Benefit Asset, Minimum Funding Requirements and their Interaction</i>

The principal effects of adopting these new and revised IFRSs and IFRIC-Int are as follows:

(a) Amendments to IAS 39 *Financial Instruments: Recognition and Measurement* and IFRS 7 *Financial Instruments: Disclosures – Reclassification of Financial Assets*

The amendments to IAS 39 permit an entity to reclassify a non-derivative financial asset classified as held for trading, other than a financial asset designated by an entity as at fair value through profit or loss upon initial recognition, out of the fair value through profit or loss category if the financial asset is no longer held for the purpose of selling or repurchasing in the near term, if specified criteria are met.

A debt instrument that would have met the definition of loans and receivables (if it had not been required to be classified as held for trading at initial recognition) may be classified out of the fair value through profit or loss category or (if it had not been designated as available for sale) may be classified out of the available-for-sale category to the loans and receivables category if the entity has the intention and ability to hold it for the foreseeable future or until maturity.

In rare circumstances, financial assets that are not eligible for classification as loans and receivables may be transferred from the held-for-trading category to the available-for-sale category or to the held-to-maturity category (in the case of a debt instrument), if the financial asset is no longer held for the purpose of selling or repurchasing in the near term.

2.2 新訂及經修訂國際財務報告準則之影響

本集團已就本年度財務報告首次採納下列新訂及經修訂國際財務報告準則及新訂國際財務報告詮釋委員會詮釋（「國際財務報告詮釋委員會－詮釋」）。

國際會計準則 第39號及國際財務 報告準則第7號 修訂本	國際會計準則第39號 修訂本金融工具： 確認及估量及國際 財務報告準則第7號 修訂本金融工具： 披露－金融資產之 重新分類
國際財務報告詮釋 委員會 －詮釋第12號	服務特許權之安排
國際財務報告詮釋 委員會 －詮釋第14號	國際會計準則第19號 －界定福利資產限 額、最低資金規定 及其相互關係

採納該等新訂及經修訂國際財務報告準則及新訂國際財務報告詮釋委員會詮釋之主要影響如下：

(a) 國際會計準則第39號金融工具：確認及估量及國際財務報告準則第7號金融工具：披露－金融資產之重新分類修訂本

國際會計準則第39號修訂本允許實體在符合特定標準之條件下，將非衍生金融資產重新分類為持作買賣，惟經實體於首次確認時指定為按公平價值計入損益之金融資產除外，倘金融資產不再因近期出售或購入目的而持有，則不再屬於按公平價值計入損益之類別。

一項符合貸款和應收款項定義之債務工具（如果於初始確認時未被要求歸類為為交易而持有）可從以公平價值計入損益類別或（如果未被指定為可供出售）可供出售類別分類為貸款和應收款項類別，前提是實體有意圖及能力在可預見未來持有該資產或將該資產持有至到期。

在極少數情況下，未被歸類為貸款和應收款項可從持作交易類別分類至可供出售類別或持有至到期類別（就債務工具而言），惟該項金融資產不再是以近期出售或購回為目的而持有。

2.2 IMPACT OF NEW AND REVISED INTERNATIONAL FINANCIAL REPORTING STANDARDS (Continued)

(a) Amendments to IAS 39 *Financial Instruments: Recognition and Measurement* and IFRS 7 *Financial Instruments: Disclosures – Reclassification of Financial Assets* (Continued)

The financial asset shall be reclassified at its fair value on the date of reclassification and the fair value of the financial asset on the date of reclassification becomes its new cost or amortised cost, as applicable. The amendments to IFRS 7 require extensive disclosures of any financial asset reclassified in the situations described above. The amendments are effective from 1 July 2008.

As the Group has not reclassified any of its financial instruments, the amendments have had no impact on the financial position or results of operations of the Group.

(b) IFRIC-Int 12 *Service Concession Arrangements*

IFRIC-Int 12 applies to service concession operators and explains how to account for the obligation undertaken and the rights received in service concession arrangements. No member of the Group is an operator and, therefore, this interpretation has had no impact on the financial position or results of operations of the Group.

(c) IFRIC-Int 14 and IAS 19 – *The Limit on a Defined Benefit Asset, Minimum Funding Requirements and their Interaction*

IFRIC-Int 14 addresses how to assess the limit under IAS 19 *Employee Benefits*, on the amount of a refund or a reduction in future contributions in relation to a defined benefit scheme that can be recognised as an asset, including situations when a minimum funding requirement exists. As the Group's defined benefit scheme does not have a minimum funding requirement, the interpretation has had no effect on these financial statements.

2.2 新訂及經修訂國際財務報告準則之影響 (續)

(a) 國際會計準則第39號修訂本金融工具：確認及估量及國際財務報告準則第7號金融工具：披露－金融資產之重新分類 (續)

重新分類之金融資產必須按其重新分類當日之公平價值計量，且重新分類日之金融資產公平價值即成為其新的成本或攤銷成本（如適用）。國際財務報告準則第7號修訂本要求對上述任何金融資產重新分類作出詳盡披露。該等修訂於二零零八年七月一日生效。

由於本集團未對任何金融工具進行重新分類，故該等修訂對本集團之財務狀況或經營業績並無影響。

(b) 國際財務報告詮釋委員會－詮釋第12號服務特許權之安排

國際財務報告詮釋委員會－詮釋第12號適用於服務特許權經營者，其對在服務特許權安排中承擔之責任及獲取之權利應當如何入賬作出規定。由於本集團概無成員公司是經營者，故此詮釋對本集團財務狀況或經營業績並無影響。

(c) 國際財務報告詮釋委員會－詮釋第14號及國際會計準則第19號－界定福利資產限額、最低資金規定及其相互關係

國際財務報告詮釋委員會－詮釋第14號詮釋了如何評估國際會計準則第19號僱員福利項下有關界定福利計劃（包括存在最低供款規定之情況）退還金額或扣減將來供款並確認為資產之限制。由於本集團之界定福利計劃並無最低資金要求，故該詮釋對該等財務報告沒有影響。

2.3 IMPACT OF ISSUED BUT NOT YET EFFECTIVE INTERNATIONAL FINANCIAL REPORTING STANDARDS

The Group has not applied the following new and revised IFRSs and new IFRIC-Int, that have been issued but are not yet effective, in these financial statements.

IFRS 1 (Revised)	<i>First-time Adoption of IFRSs²</i>
IFRS 1 and IAS 27 Amendments	<i>Amendments to IFRS 1 First-time Adoption of IFRSs and IAS 27 Consolidated and Separate Financial Statements – Cost of an Investment in a Subsidiary, Jointly Controlled Entity or Associate¹</i>
IFRS 2 Amendments	<i>Amendments to IFRS 2 Share-based Payment – Vesting Conditions and Cancellations¹</i>
IFRS 3 (Revised)	<i>Business Combinations²</i>
IFRS 7 Amendments	<i>Amendments to IFRS 7 Financial Instruments: Disclosures – Improving Disclosures about Financial Instruments¹</i>
IFRS 8	<i>Operating Segments¹</i>
IAS 1 (Revised)	<i>Presentation of Financial Statements¹</i>
IAS 23 (Revised)	<i>Borrowing Costs¹</i>
IAS 27 (Revised)	<i>Consolidated and Separate Financial Statements²</i>
IAS 32 and IAS 1 Amendments	<i>Amendments to IAS 32 Financial Instruments: Presentation and IAS 1 Presentation of Financial Statements – Puttable Financial Instruments and Obligations Arising on Liquidation¹</i>
IAS 39 Amendments	<i>Amendments to IAS 39 Financial Instruments: Recognition and Measurement – Eligible Hedged Items²</i>
IFRIC-Int 9 and IAS 39 Amendments	<i>Amendments to IFRIC-Int 9 Reassessment of Embedded Derivatives and IAS 39 Financial Instruments: Recognition and Measurement – Embedded Derivatives⁵</i>
IFRIC-Int 13	<i>Customer Loyalty Programmes³</i>
IFRIC-Int 15	<i>Agreements for the Construction of Real Estate¹</i>
IFRIC-Int 16	<i>Hedges of a Net Investment in a Foreign Operation⁴</i>
IFRIC-Int 17	<i>Distribution of Non-cash Assets to Owners²</i>
IFRIC-Int 18	<i>Transfers of Assets from Customers⁶</i>

2.3 已頒佈但尚未生效之國際財務報告準則之影響

本集團於此等財務報告內並未應用以下已頒佈但尚未生效之新訂及經修訂國際財務報告準則及新訂國際財務報告詮釋委員會詮釋。

國際財務報告準則第1號(經修訂)	首次採納國際財務報告準則 ²
國際財務報告準則第1號及國際會計準則第27號修訂本	國際財務報告準則第1號首次採納國際財務報告準則及國際會計準則第27號綜合及單獨財務報告 – 投資附屬公司、共同控制實體或聯營公司之成本之修訂本 ¹
國際財務報告準則第2號修訂本	國際財務報告準則第2號以股份支付 – 歸屬條件及註銷之修訂本 ¹
國際財務報告準則第3號(經修訂)	業務合併 ²
國際財務報告準則第7號修訂本	國際財務報告準則第7號金融工具：披露 – 金融工具之披露改進之修訂本 ¹
國際財務報告準則第8號	經營分類 ¹
國際會計準則第1號(經修訂)	財務報表之呈列 ¹
國際會計準則第23號(經修訂)	借貸成本 ¹
國際會計準則第27號(經修訂)	綜合及獨立財務報表 ²
國際會計準則第32號及國際會計準則第1號修訂本	國際會計準則第32號金融工具：呈列及國際會計準則第1號財務報表呈列 – 可沽售金融工具及於清盤時所產生之責任之修訂本 ¹
國際會計準則第39號修訂本	國際會計準則第39號金融工具：確認及計量 – 合資格對沖項目之修訂本 ²
國際財務報告詮釋委員會 – 詮釋第9號及國際會計準則第39號修訂本	國際財務報告詮釋委員會 – 詮釋第9號嵌入式衍生工具之重新評估及國際會計準則第39號金融工具：確認及計量 – 嵌入式衍生工具之修訂本 ⁵
國際財務報告詮釋委員會 – 詮釋第13號	客戶忠誠度計劃 ³
國際財務報告詮釋委員會 – 詮釋第15號	房地產建造協議 ¹
國際財務報告詮釋委員會 – 詮釋第16號	國外經營淨投資套期 ⁴
國際財務報告詮釋委員會 – 詮釋第17號	向東主分派非現金資產 ²
國際財務報告詮釋委員會 – 詮釋第18號	獲客戶轉讓資產 ⁶

2.3 IMPACT OF ISSUED BUT NOT YET EFFECTIVE INTERNATIONAL FINANCIAL REPORTING STANDARDS (Continued)

Apart from the above, the IASB has issued *Improvements to IFRSs** which sets out amendments to a number of IFRSs primarily with a view to remove inconsistencies and clarify wording. Amendments are effective for annual periods beginning on or after 1 January 2009, although there are separate transitional provisions for each standard.

- 1 Effective for annual periods beginning on or after 1 January 2009
- 2 Effective for annual periods beginning on or after 1 July 2009
- 3 Effective for annual periods beginning on or after 1 July 2008
- 4 Effective for annual periods beginning on or after 1 October 2008
- 5 Effective for annual periods ending on or after 30 June 2009
- 6 Effective for transfers of assets from customers received on or after 1 July 2009

* Improvements to IFRSs contain amendments to IFRS 2, IFRS 5, IFRS 7, IAS 1, IAS 7, IAS 8, IAS 10, IAS 16, IAS 17, IAS 18, IAS 19, IAS 20, IAS 23, IAS 27, IAS 28, IAS 29, IAS 31, IAS 34, IAS 36, IAS 38, IAS 39, IAS 40, IAS 41, IFRIC-Int 9 and IFRIC-Int 16.

The Group is in the process of making an assessment of the impact of these new and revised IFRSs upon initial application. So far, it has concluded that while the adoption of IFRS 8 and IAS 1 (Revised) may result in new or amended disclosures and the adoption of IFRS 3 (Revised), IAS 27 (Revised) and IAS 23 (Revised) may result in changes in accounting policies, these new and revised IFRSs are unlikely to have a significant impact on the Group's results of operations and financial position.

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Subsidiaries

A subsidiary is an entity whose financial and operating policies the Company controls, directly or indirectly, so as to obtain benefits from its activities.

The results of subsidiaries are included in the Company's income statement to the extent of dividends received and receivable. The Company's investments in subsidiaries are stated at cost less any impairment losses.

2.3 已頒佈但尚未生效之國際財務報告準則之影響 (續)

除上述者外，國際會計準則委員會亦已頒佈對*國際財務報告準則之改進**，當中載列對多項國際財務報告準則作出之修訂，主要目的為刪除不一致條文及釐清措辭。修訂均於二零零九年一月一日或之後開始之年度期間生效（儘管各準則均有個別之過渡條文）。

- 1 於二零零九年一月一日或之後開始之年度期間生效
- 2 於二零零九年七月一日或之後開始之年度期間生效
- 3 於二零零八年七月一日或之後開始之年度期間生效
- 4 於二零零八年十月一日或之後開始之年度期間生效
- 5 於二零零九年六月三十日或之後結束之年度期間生效
- 6 於二零零九年七月一日或之後收取自客戶轉讓之資產生效

* 對國際財務報告準則之改進載有國際財務報告準則第2號、國際財務報告準則第5號、國際財務報告準則第7號、國際會計準則第1號、國際會計準則第7號、國際會計準則第8號、國際會計準則第10號、國際會計準則第16號、國際會計準則第17號、國際會計準則第18號、國際會計準則第19號、國際會計準則第20號、國際會計準則第23號、國際會計準則第27號、國際會計準則第28號、國際會計準則第29號、國際會計準則第31號、國際會計準則第34號、國際會計準則第36號、國際會計準則第38號、國際會計準則第39號、國際會計準則第40號、國際會計準則第41號、國際財務報告詮釋委員會－詮釋第9號及國際財務報告詮釋委員會－詮釋第16號之修訂本。

本集團正評估此等新訂及經修訂國際財務報告準則於首次應用時之影響。截至目前為止，本集團認為採納國際財務報告準則第8號及國際會計準則第1號（經修訂）或會導致須作出新增或修訂披露，而採納國際財務報告準則第3號（經修訂）、國際會計準則第27號（經修訂）及國際會計準則第23號（經修訂）或會導致會計政策變動，但此等新訂及經修訂國際財務報告準則不大可能對本集團之經營業績及財務狀況構成重大影響。

2.4 主要會計政策概要

附屬公司

附屬公司乃一實體，其財政及經營政策由本公司直接或間接控制，藉此從其活動中獲取利益。

計入本公司收益表之附屬公司業績，以已收及應收股息為限。本公司於附屬公司之投資按成本減任何減值虧損列賬。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Joint ventures

A joint venture is an entity set up by contractual arrangement, whereby the Group and other parties undertake an economic activity. The joint venture operates as a separate entity in which the Group and the other parties have an interest.

The joint venture agreement between the venturers stipulates the capital contributions of the joint venture parties, the duration of the joint venture and the basis on which the assets are to be realised upon its dissolution. The profits and losses from the joint venture's operations and any distributions of surplus assets are shared by the venturers, either in proportion to their respective capital contributions, or in accordance with the terms of the joint venture agreement.

A joint venture is treated as:

- (a) a subsidiary, if the Group has unilateral control, directly or indirectly, over the joint venture;
- (b) a jointly-controlled entity, if the Group does not have unilateral control, but has joint control, directly or indirectly, over the joint venture;
- (c) an associate, if the Group does not have unilateral or joint control, but holds, directly or indirectly, generally not less than 20% of the joint venture's registered capital and is in a position to exercise significant influence over the joint venture; or
- (d) an equity investment accounted for in accordance with IAS 39, if the Group holds, directly or indirectly, less than 20% of the joint venture's registered capital and has neither joint control of, nor is in a position to exercise significant influence over, the joint venture.

2.4 主要會計政策概要 (續)

合營公司

合營公司乃指本集團與其他人士透過合約安排進行經濟活動之機構。合營公司以獨立機構形式經營，其權益由本集團與其他人士擁有。

合營各方間之合營協議規定合營各方之注資、合營期及解散時變現資產之基準。合營公司營運之盈虧及任何資產增值分派均由合營各方按彼等各自之注資比例，或根據合營協議之條款分攤。

合營公司：

- (a) 倘本集團直接或間接對合營公司有單一控制權，則視為附屬公司；
- (b) 倘本集團對合營公司並無單一控制權，但有直接或間接共同控制權，則視為共同控制機構；
- (c) 倘本集團並無單一控制權或共同控制權，但直接或間接持有合營公司註冊資本不少於20%，且可對合營公司行使重大影響力，則視為聯營公司；或
- (d) 倘本集團直接或間接持有合營公司註冊資本少於20%，且無共同控制權或未能對合營公司行使重大影響力，則根據國際會計準則第39號列為股本投資。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Jointly-controlled entity

A jointly-controlled entity is a joint venture that is subject to joint control, resulting in none of the participating parties having unilateral control over the economic activity of the jointly-controlled entity.

The Group's interest in a jointly-controlled entity is stated in the consolidated balance sheet at the Group's share of net assets under the equity method of accounting, less any impairment losses. The Group's share of the post-acquisition results and reserves of the jointly-controlled entity is included in the consolidated income statement and consolidated reserves, respectively. Unrealised gains and losses resulting from transactions between the Group and its jointly-controlled entity are eliminated to the extent of the Group's interest in the jointly-controlled entity, except where unrealised losses provide evidence of an impairment of the asset transferred.

The result of a jointly-controlled entity is included in the Company's income statement to the extent of dividends received and receivable. The Company's investment in a jointly-controlled entity is treated as non-current asset and is stated at cost less any impairment losses.

Goodwill

Goodwill arising on the acquisition of subsidiaries represents the excess of the cost of the business combination over the Group's interest in the net fair value of the acquirees' identifiable assets acquired, and liabilities and contingent liabilities assumed as at the date of acquisition.

Goodwill arising on acquisition is recognised in the consolidated balance sheet as an asset, initially measured at cost and subsequently at cost less any accumulated impairment losses.

The carrying amount of goodwill is reviewed for impairment annually or more frequently if events or changes in circumstances indicate that the carrying value may be impaired. The Group performs its annual impairment test of goodwill as at 30 April. For the purpose of impairment testing, goodwill acquired in a business combination is, from the acquisition date, allocated to each of the Group's cash-generating units, or groups of cash-generating units, that are expected to benefit from the synergies of the combination, irrespective of whether other assets or liabilities of the Group are assigned to those units or groups of units.

2.4 主要會計政策概要 (續)

共同控制實體

共同控制實體指受共同控制之合營公司，因此各參與方對共同控制實體之經濟活動概無單一控制權。

本集團於共同控制實體所佔之權益，乃按本集團根據權益會計法計算之應佔資產淨值，扣除任何減值虧損後於綜合資產負債表內列賬。本集團所佔共同控制實體收購後之業績及儲備，乃分別計入綜合收益表及綜合儲備中。本集團與其共同控制實體進行交易所產生之未變現盈虧均以本集團所佔該等共同控制實體之權益為限予以對銷，惟未變現虧損證明所轉讓資產出現減值者除外。

共同控制實體之業績計入本公司收益表，以已收及應收股息為限。本公司於共同控制實體之投資，視作非流動資產，按成本減任何減值虧損列賬。

商譽

收購附屬公司所產生之商譽乃指業務合併成本超逾本集團所佔被收購方購入可識別資產及負債及估計之或然負債於收購日期之公平價值淨值之權益之差額。

因收購所產生之商譽於綜合資產負債表中被列為資產，最初以成本值計值，之後以成本值減任何累積減值虧損計值。

商譽之賬面值每年均作減值檢討，倘有事件或情況變動顯示商譽之賬面值可能出現減值，該項檢討或更頻繁地進行。本集團於四月三十日作出年度商譽減值測試。就減值測試而言，因業務合併而購入之商譽自收購日期起分配至預期可從合併產生之協同效益中獲益之本集團各個現金產生單位或現金產生單位組別，而無論本集團之其他資產或負債是否已分配予該等單位或單位組別。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Goodwill (Continued)

Impairment is determined by assessing the recoverable amount of the cash-generating unit (group of cash-generating units) to which the goodwill relates. Where the recoverable amount of the cash-generating unit (group of cash-generating units) is less than the carrying amount, an impairment loss is recognised. An impairment loss recognised for goodwill is not reversed in a subsequent period.

Where goodwill forms part of a cash-generating unit (group of cash-generating units) and part of the operation within that unit is disposed of, the goodwill associated with the operation disposed of is included in the carrying amount of the operation when determining the gain or loss on disposal of the operation. Goodwill disposed of in this circumstance is measured based on the relative values of the operation disposed of and the portion of the cash-generating unit retained.

Impairment of non-financial assets other than goodwill

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

An impairment loss is recognised only if the carrying amount of an asset exceeds its recoverable amount. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. An impairment loss is charged to the income statement in the period in which it arises.

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

2.4 主要會計政策概要 (續)

商譽 (續)

減值乃通過評估與商譽有關之現金產生單位 (或現金產生單位組別) 之可收回金額來確定。凡現金產生單位 (或現金產生單位組別) 之可收回金額低於其賬面值，即確認減值虧損。已確認之商譽減值虧損不可在之後期間撥回。

倘商譽構成現金產生單位 (或現金產生單位組別) 之部份而該單位之部份業務已出售，則在釐定所出售業務之收益或虧損時，與所出售業務相關之商譽計入該業務賬面值。在該情況下出售之商譽根據所出售業務之相對價值和現金產生單位之保留份額進行計值。

除商譽外非金融資產之減值

倘資產存在減值跡象或須進行年度減值測試 (除存貨、遞延稅項資產、金融資產及商譽外)，會就該項資產之可收回數額作出估計。資產之可收回數額按資產或現金產生單位之可使用價值及其公平價值扣除銷售成本兩者中之較高金額計算，並將其釐定為個別資產，除非該項資產產生之現金流入不能大致獨立於其他資產或資產組別所產生之現金流入，在此情況下，可收回數額以該項資產所屬之現金產生單位釐定。

資產之賬面值超過其可收回數額時，減值虧損方予以確認。於評估可使用價值時，估計未來現金流量將以稅前貼現率折讓至現值，以反映現金價值之現時市場評估及該項資產之特定風險。減值虧損將於其發生期間於收益表扣除。

於各個報告日期會評估是否有跡象顯示資產於先前確認之減值虧損可能不再存在或可能已減少。如存在有關跡象，則會就有關可收回數額作出估計。僅於釐定該項資產之可收回數額之估計出現變動時，先前確認之資產 (而非商譽) 之減值虧損方可撥回；惟在假設於過往年度並無就該項資產確認減值虧損，高出於此情況下所釐定之賬面值之數額 (扣除任何折舊／攤銷) 則不得撥回。該減值虧損之撥回於其發生期間計入收益表內。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Related parties

A party is considered to be related to the Group if:

- (a) the party, directly or indirectly through one or more intermediaries, (i) controls, is controlled by, or is under common control with, the Group; (ii) has an interest in the Group that gives it significant influence over the Group; or (iii) has joint control over the Group;
- (b) the party is an associate;
- (c) the party is a jointly-controlled entity;
- (d) the party is a member of the key management personnel of the Group or its parent;
- (e) the party is a close member of the family of any individual referred to in (a) or (d);
- (f) the party is an entity that is controlled, jointly-controlled or significantly influenced by or for which significant voting power in such entity resides with, directly or indirectly, any individual referred to in (d) or (e); or
- (g) the party is a post-employment benefit plan for the benefit of the employees of the Group, or of any entity that is a related party of the Group.

2.4 主要會計政策概要 (續)

關連人士

在下列情況下，有關人士將為本集團之關連人士：

- (a) 有關人士直接或間接透過一名或多名仲介人，(i)控制本集團，受本集團控制，或與本集團受到共同控制；(ii)擁有本集團權益，並使其可對本集團發揮重大影響力；或(iii)與他人共同擁有本集團控制權；
- (b) 有關人士為聯營公司；
- (c) 有關人士為共同控制實體；
- (d) 有關人士為本集團或其母集團之主要管理人員；
- (e) 有關人士為(a)或(d)項所述人士之直系親屬；
- (f) 有關人士為(d)或(e)項所述人士直接或間接控制、與他人共同控制或能對其發揮重大影響力或擁有重大投票權之實體；或
- (g) 有關人士為就本集團或屬於本集團關連人士之任何實體之僱員利益而設立之終止受僱後福利計劃受益人。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Property, plant and equipment and depreciation

Property, plant and equipment are stated at cost less accumulated depreciation and any impairment losses. The cost of an item of property, plant and equipment comprises its purchase price and any directly attributable costs of bringing the asset to its working condition and location for its intended use. Expenditure incurred after items of property, plant and equipment have been put into operation, such as repairs and maintenance, is normally charged to the income statement in the period in which it is incurred. In situations where it can be clearly demonstrated that the expenditure has resulted in an increase in the future economic benefits expected to be obtained from the use of an item of property, plant and equipment, and where the cost of the item can be measured reliably, the expenditure is capitalised as an additional cost of that asset or as a replacement.

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

Leasehold improvements	Over the shorter of 5 years or the lease terms
Furniture and fixtures	3 to 5 years
Yacht and motor vehicles	5 to 10 years

Where parts of an item of property, plant and equipment have different useful lives, the cost of that item is allocated on a reasonable basis among the parts and each part is depreciated separately.

Residual values, useful lives and the depreciation method are reviewed, and adjusted if appropriate, at least at each balance sheet date.

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss on disposal or retirement recognised in the income statement in the year the asset is derecognised is the difference between the net sales proceeds and the carrying amount of the relevant asset.

2.4 主要會計政策概要 (續)

物業、廠房及設備及折舊

物業、廠房及設備乃按成本值減累計折舊及任何減值虧損列賬。物業、廠房及設備項目之成本包括其購入價及將資產達至運作狀況及運送至使用位置以作其計劃用途所產生之任何直接應計成本。物業、廠房及設備項目開始運作後所產生之支出，如保養維修費用，一般於產生期間在收益表中扣除。若在可清楚顯示該等費用引致未來使用物業、廠房及設備項目時預期帶來經濟利益且有關項目之成本能可靠地計量，該等費用予以資本化，作為該資產額外成本或作為重置。

折舊乃就每項物業、廠房及設備項目之估計可使用年期以直線法撇銷其成本至其剩餘價值。就此目的所用之主要年率如下：

租賃物業裝修	五年或租約年期 (以較短者為準)
傢俬及裝置	三至五年
遊艇及汽車	五至十年

倘物業、廠房及設備項目不同部分之可使用年期不同，則該項目之成本按合理基準分配至不同部分，而各部分個別折舊。

剩餘價值、可使用年期及折舊方法會至少於各結算日進行檢討及調整（如適用）。

物業、廠房及設備項目於出售時或當預期使用或出售該項目將不會帶來未來經濟利益時取消確認。於資產取消確認之年度於收益表確認之任何出售或報廢損益，為銷售所得款項淨額與相關資產賬面值之差額。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Intangible assets (other than goodwill)

The useful lives of intangible assets are assessed to be either finite or indefinite. Intangible assets with finite lives are amortised over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method for an intangible asset with a finite useful life are reviewed at least at each balance sheet date.

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

Patents and trademarks

Purchased patents and trademarks have indefinite useful lives and are stated at cost less any impairment losses. They are tested for impairment at least annually.

Deferred expenditure

Deferred expenditure represents amount incurred for renewing a buying agency agreement and is stated at cost less any impairment losses and is amortised using the straight-line basis over the three-year period of the buying agency agreement.

Licence rights

Licence rights are stated at cost less accumulated amortisation and any impairment losses and are amortised using the straight-line basis over the licence period. They are initially measured as the fair value of the consideration given to acquire the licence at the time of the acquisition, which represents the capitalised present values of the fixed minimum periodic payments to be made in subsequent periods.

Operating leases

Leases where substantially all the rewards and risks of ownership of assets remain with the lessor are accounted for as operating leases. Where the Group is the lessee, rentals payable under operating leases are charged to the income statement on the straight-line basis over the lease terms.

2.4 主要會計政策概要 (續)

無形資產 (商譽除外)

無形資產之使用年期可按有限年期或無限年期評估。使用年期有限之無形資產按可使用經濟年期攤銷，並於有跡象顯示無形資產可能出現減值時，評估資產減值。使用年期有限之無形資產之攤銷年期及攤銷方法，至少會於各結算日進行檢討。

使用年期無限之無形資產應個別或按現金產生單位水平每年進行減值測試。該類無形資產不予攤銷。年期無限之無形資產之可使用年期每年進行檢討以釐定無限年期評估是否繼續可行。倘不可行，則可使用年期之評估從無限至有限之變動按預期法計算。

專利及商標

無限使用年期之專利及商標按成本減任何累計減值虧損列賬，並最少每年進行減值測試。

遞延開支

遞延開支指重續採購代理協議所產生之數額，此數額乃按成本減任何減值虧損列賬及於採購代理協議之三年期間以直線法攤銷。

特許權

特許權乃按成本減累計攤銷及任何減值虧損列賬及於特許權期間以直線法攤銷。特許權最初按收購當時為取得特許權而支付代價之公平價值計量。該公平價值指其後期間將作出之固定最低定期付款之資本化現值。

經營租約

出租人保留資產所有權之大部份回報與風險之租約被視作經營租約。如本集團為承租方，以經營租約承租所支付之租金按租約之期限以直線法於收益表中扣除。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Investments and other financial assets

Financial assets in the scope of IAS 39 are classified as financial assets at fair value through profit or loss, loans and receivables, and available-for-sale financial assets, as appropriate. When financial assets are recognised initially, they are measured at fair value, plus, in the case of investments not at fair value through profit or loss, directly attributable transaction costs.

The Group assesses whether a contract contains an embedded derivative when the Group first becomes a party to it and assesses whether an embedded derivative is required to be separated from the host contract when the analysis shows that the economic characteristics and risks of the embedded derivative are not closely related to those of the host contract. Reassessment only occurs if there is a change in the terms of the contract that significantly modifies the cash flows that would otherwise be required under the contract.

The Group determines the classification of its financial assets after initial recognition and, where allowed and appropriate, re-evaluates this designation at the balance sheet date.

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

Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. Such assets are subsequently carried at amortised cost using the effective interest method less any allowance for impairment. Amortised cost is calculated taking into account any discount or premium on acquisition and includes fees that are an integral part of the effective interest rate and transaction costs. Gains and losses are recognised in the income statement when the loans and receivables are derecognised or impaired, as well as through the amortisation process.

2.4 主要會計政策概要 (續)

投資及其他金融資產

國際會計準則第39號範圍內之金融資產歸類為按盈虧釐定公平值之金融資產、貸款及應收款項及可供出售金融資產(視適用而定)。金融資產於首次確認時按公平價值計量，倘該投資並非按損益釐定公平價值，則加上直接應佔交易成本。

當本集團於首次成為合約之訂約方時，會評估該合約是否附帶嵌入式衍生工具，及當分析顯示嵌入式衍生工具之經濟特徵及風險與主合約並非緊密關連時，則評估嵌入式衍生工具是否需與該主合約分開處理。重估僅於合約條款變更並顯著影響該合約項下另行所需之現金流量下作出。

本集團會於首次確認後將金融資產分類，並於許可及適當情況下，於結算日重新評估該分類。

所有正常情況下買賣之金融資產於交易日(即本集團承諾買賣資產之日)確認。正常情況下買賣指於一般按規例或市場慣例設定之期間內交付資產之金融資產之買賣。

貸款及應收款項

貸款及應收款項指固定或可釐定付款金額而活躍市場中並無報價之非衍生金融資產。該等資產以實際利率法按攤銷成本減任何減值撥備入賬。攤銷成本之計算乃考慮到任何收購折讓或溢價，並計入屬實際利率不可分割部份之費用及交易成本。有關溢利及虧損均於貸款及應收款項取消確認或減值時通過攤銷程序計入收益表。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Investments and other financial assets (Continued)

Available-for-sale financial assets

Available-for-sale financial assets are non-derivative financial assets that are designated as available for sale or are not classified in any of the other two categories. After initial recognition, available-for-sale financial assets are measured at fair value, with gains or losses recognised as a separate component of equity until the investment is derecognised or until the investment is determined to be impaired, at which time the cumulative gain or loss previously reported in equity is included in the income statement. Interest and dividends earned are reported as interest income and dividend income, respectively and are recognised in the income statement as "Other income" in accordance with the policies set out for "Revenue recognition" below. Losses arising from the impairment of such investments are recognised in the income statement as "Impairment losses on available-for-sale financial assets" and are transferred from the available-for-sale investment revaluation reserve.

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

Fair value

The fair value of investments that are actively traded in organised financial markets is determined by reference to quoted market bid prices at the close of business at the balance sheet date. For investments where there is no active market, fair value is determined using valuation techniques. Such techniques include using recent arm's length market transactions; reference to the current market value of another instrument which is substantially the same, and a discounted cash flow analysis.

Impairment of financial assets

The Group assesses at each balance sheet date whether there is any objective evidence that a financial asset or a group of financial assets is impaired.

2.4 主要會計政策概要 (續)

投資及其他金融資產 (續)

可供出售金融資產

可供出售金融資產乃指可供銷售之非衍生金融資產，或未被列入其他兩個類別之金融資產。可供出售金融資產於首次確認後按公平值計量。因其公平值變動而出現之溢利或虧損應作為權益之單獨部分確認，直至該項投資取消確認或被確定減值。屆時過往於權益內申報之累計溢利或虧損將計入收益表。利息及股息收入應根據下文「收益確認」所載之政策分別以利息收入及股息收入於收益表之「其他收入」項下確認。有關投資減值產生之虧損，會於收益表之「可供出售金融資產減值虧損」項下確認，並由可供出售投資重估儲備轉撥。

當非上市股本證券之公平值，由於(a)合理公平值估計範圍變動就該投資而言屬重大或(b)上述範圍內各種估計值之概率不能合理地確定及用於估計公平值，因而導致無法可靠計量時，該等證券會按成本減任何減值虧損列賬。

公平值

於有序金融市場交投活躍之投資，其公平值乃參考結算日辦公時間結束時報出之市場買入價而計算。對於沒有活躍市場之投資，其公平值則以估值方法釐定。估值方法包括使用近期公平市場交易、參照本質大致相同之其他金融工具之現行市值及折現現金流量分析。

金融資產減值

本集團於每個結算日評估是否存在客觀證據顯示一項或一組金融資產出現減值。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Impairment of financial assets (Continued)

Assets carried at amortised cost

If there is objective evidence that an impairment loss on loans and receivables carried at amortised cost has been incurred, the amount of the loss is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows (excluding future credit losses that have not been incurred) discounted at the financial asset's original effective interest rate (i.e., the effective interest rate computed at initial recognition). The carrying amount of the asset is reduced either directly or through the use of an allowance account. The amount of the impairment loss is recognised in the income statement. Loans and receivables together with any associated allowance are written off when there is no realistic prospect of future recovery.

If, in a subsequent period, the amount of the impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment was recognised, the previously recognised impairment loss is reversed by adjusting the allowance account. Any subsequent reversal of an impairment loss is recognised in the income statement, to the extent that the carrying value of the asset does not exceed its amortised cost at the reversal date.

In relation to trade and other receivables, a provision for impairment is made when there is objective evidence (such as the probability of insolvency or significant financial difficulties of the debtor and significant changes in the technological, market, economic or legal environment that have an adverse effect on the debtor) that the Group will not be able to collect all of the amounts due under the original terms of an invoice. The carrying amount of the receivables is reduced through the use of an allowance account. Impaired debts are derecognised when they are assessed as uncollectible.

Available-for-sale financial assets

If an available-for-sale financial asset is impaired, an amount comprising the difference between its cost (net of any principal payment and amortisation) and its current fair value, less any impairment loss previously recognised in the income statement, is transferred from equity to the income statement. A provision for impairment is made for available-for-sale equity investments when there has been a significant or prolonged decline in the fair value below its cost or where other objective evidence of impairment exists. The determination of what is "significant" or "prolonged" requires judgement. In addition, the Group evaluates other factors, such as the share price volatility. Impairment losses on equity instruments classified as available for sale are not reversed through the income statement.

2.4 主要會計政策概要 (續)

金融資產減值 (續)

按攤銷成本列賬之資產

倘有客觀證據顯示按攤銷成本列賬之貸款及應收款項出現減值虧損，則減值虧損按該項資產賬面值與以其初始實際利率（即首次確認時計算之實際利率）貼現之估計未來現金流量（不包括尚未產生之未來信貸虧損）現值之差額計算。發生之減值虧損應直接減少或通過使用備抵賬戶減少該項資產之賬面金額。減值虧損於收益表確認。當預期將來並不可能收回時，貸款與應收款項連同任何相關之撥備應被撇銷。

倘其後減值虧損金額減少，且此減少客觀上與確認減值以後發生之事項有關，則以往確認之減值虧損將會透過調整撥備賬予以撥回。任何之後被撥回之減值虧損於收益表內確認，惟有關資產之賬面值不得超過撥回當日之攤銷成本。

倘有客觀證據（例如可能無力償付債務或債務人遇上重大財務困境，以及重大科技、市場經濟或法律環境變更對債務人產生不利影響）證明本集團將不可能根據發票之原本條款收回全部到期金額時，有關貿易及其他應收款項將作出減值撥備。應收款項之賬面值通過採用撥備賬來抵減。已減值債項在被評估為不可收回時取消確認。

可供出售金融資產

倘一項可供出售金融資產出現減值，其成本值（扣除任何本金付款及攤銷）與其現行公平值之差額減以往在收益表中確認之任何減值虧損之金額，會由權益轉撥至收益表。當其公平值出現重大或長期之縮減至低於其成本值或有其他客觀證據證明出現減值，將對可供出售股本投資作出減值撥備。在決定是否「重大」與「長期」時需作出判斷。此外，本集團評估其他因素，如股價之波動性。分類作可供銷售股本工具之減值虧損不會透過收益表撥回。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Derecognition of financial assets

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

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

Where the Group has transferred its rights to receive cash flows from an asset and has neither transferred nor retained substantially all the risks and rewards of the asset nor transferred control of the asset, the asset is recognised to the extent of the Group's continuing involvement in the asset. Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Group could be required to repay.

Where continuing involvement takes the form of a written and/or purchased option (including a cash-settled option or similar provision) on the transferred asset, the extent of the Group's continuing involvement is the amount of the transferred asset that the Group may repurchase, except in the case of a written put option (including a cash-settled option or similar provision) on an asset measured at fair value, where the extent of the Group's continuing involvement is limited to the lower of the fair value of the transferred asset and the option exercise price.

2.4 主要會計政策概要 (續)

取消確認金融資產

金融資產(或一項金融資產之一部分或一組同類金融資產之一部分)於下列情況下將取消確認:

- 收取該項資產所得現金流量之權利經已屆滿;
- 本集團保留收取該項資產所得現金流量之權利,惟須根據一項「通過」安排,在未有嚴重延緩第三者之情況下,已就有關權利全數承擔付款之責任;或
- 本集團已轉讓其收取該項資產所得現金流量之權利,並(a)已轉讓該項資產之絕大部分風險及回報;或(b)並無轉讓或保留該項資產絕大部分風險及回報,但已轉讓該項資產之控制權。

倘本集團已轉讓其收取一項資產所得現金流量之權利,但並無轉讓或保留該項資產之絕大部分風險及回報,且並無轉讓該項資產之控制權,該項資產將以本集團持續參與該項資產為限而確認入賬。持續參與形式如為本集團就已轉讓資產作出一項保證,已轉讓資產乃以該項資產之原賬面值及本集團或須償還之代價數額上限(以較低者為準)計量。

倘以認沽及/或購入期權(包括以現金結算期權或類似條文)方式持續參與已轉讓資產,則本集團之持續參與限於本集團可購回之已轉讓資產金額,惟在資產之書面認沽期權(包括以現金結算期權或類似條文)按公平值計量之情況下除外,在此情況下,本集團之持續參與限於已轉讓資產之公平值與期權行使價中之較低者。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial liabilities at amortised cost (including interest-bearing loans and borrowings)

Financial liabilities including trade and other payables, interest-bearing bank borrowings, consideration payable for acquisitions of subsidiaries and dividend payable to a minority shareholder of a subsidiary are initially stated at fair value less directly attributable transaction costs and are subsequently measured at amortised cost, using the effective interest method unless the effect of discounting would be immaterial, in which case they are stated at cost. The related interest expense is recognised within "Finance costs" in the income statement.

Gains and losses are recognised in the income statement when the liabilities are derecognised as well as through the amortisation process.

Financial guarantee contracts

Financial guarantee contracts in the scope of IAS 39 are accounted for as financial liabilities. A financial guarantee contract is recognised initially at its fair value less transaction costs that are directly attributable to the acquisition or issue of the financial guarantee contract, except when such contract is recognised at fair value through profit or loss. Subsequent to initial recognition, the Group measures the financial guarantee contract at the higher of: (i) the amount of the best estimate of the expenditure required to settle the present obligation at the balance sheet date; and (ii) the amount initially recognised less, when appropriate, cumulative amortisation recognised in accordance with IAS 18 Revenue.

Derecognition of financial liabilities

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

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

Inventories

Inventories are stated at the lower of cost and net realisable value. Cost is determined on the first-in, first-out basis. Net realisable value is based on estimated selling prices less any estimated costs to be incurred to completion and disposal.

2.4 主要會計政策概要 (續)

按攤銷成本列賬之金融負債 (包括計息貸款及借貸)

金融負債包括應付貿易賬款及其他應付賬款、計息銀行借貸、收購附屬公司之應付代價及應付一家附屬公司少數股東股息，首次按公平值減直接應佔交易成本列賬，其後用實際利率法按攤銷成本計量，惟倘折現影響屬非重大，則金融負債按成本列賬。有關利息支出於收益表中「財務費用」確認。

有關溢利及虧損均於負債取消確認時通過攤銷程序計入收益表。

財務擔保合約

國際會計準則第39號範圍內之財務擔保合約列為金融負債計算。財務擔保合約首次按公平值減收購或發出財務擔保合約之直接應佔交易成本確認，惟倘此合約乃按盈虧釐定公平值確認者則除外。首次確認後，本集團將以下列二者之較高者對財務擔保合約進行計量：(i)按於結算日履行現有責任所需開支的最佳估值之金額；及(ii)首次確認之金額，減(如適用)根據國際會計準則第18號收益確認之累計攤銷。

取消確認金融負債

當負債責任獲解除或註銷或屆滿時，即取消確認金融負債。

倘現有金融負債被來自同一借方但不同條款之另一筆金融負債替代，或現有負債之條款被大幅修訂，此變動或修訂被視作取消確認原來負債並確認新負債，而各賬面金額間之差額則於收益表中確認。

存貨

存貨按成本與可變現淨值兩者中之較低者入賬。成本按先入先出法計算。可變現淨值為日常業務過程中之估計售價減去完成銷售及行銷所需之估計成本。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Cash and cash equivalents

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

For the purpose of the balance sheets, cash and cash equivalents comprise cash on hand and at banks, including term deposits, which are not restricted as to use.

Provisions

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

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

Provisions for product warranties granted by the Group on certain products are recognised based on sales volume and past experience of the level of repairs and returns, discounted to their present values as appropriate.

Income tax

Income tax comprises current and deferred tax. Income tax is recognised in the income statement, or in equity if it relates to items that are recognised in the same or a different period directly in equity.

Current tax assets and liabilities for the current and prior periods are measured at the amount expected to be recovered from or paid to the taxation authorities.

2.4 主要會計政策概要 (續)

現金及現金等值項目

就綜合現金流量表而言，現金及現金等值項目指庫存現金及活期存款以及可隨時轉換為已知數額現金，受重大價值變動風險影響並於購入後一般三個月內到期之短期及高流動性投資，再扣減須按要求償還之銀行透支，並構成本集團現金管理之組成部份。

就資產負債表而言，現金及現金等值項目指庫存現金及銀行現金，包括無限制用途之定期存款。

撥備

當由於過往事件導致現時須承擔法律或推定責任而未來可能須流失資源以履行責任，且能可靠估計責任之數額，則會確認撥備。

倘折現影響重大，則所確認之撥備數額為預計履行責任所需之未來開支在結算日之現值。隨時間流逝使折現值增加之款項計入收益表之「財務費用」。

本集團以銷售量及過往維修退貨水平為基準，就本集團為若干產品提供的保用確認撥備，並於適當時折現至其現值。

所得稅

所得稅包括即期及遞延稅項。倘所得稅涉及在相同或不相同期間直接在權益確認之項目，則在收益表或權益中確認。

於目前及過往期間之即期稅項資產及負債，按預期自稅務當局退回或付予稅務當局之金額計算。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Income tax (Continued)

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

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

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

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

- where the deferred tax asset relating to the deductible temporary differences arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and
- in respect of deductible temporary differences associated with investments in subsidiaries, associates and interests in joint ventures, deferred tax assets are only recognised to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilised.

2.4 主要會計政策概要 (續)

所得稅 (續)

遞延稅項乃採用負債法，對於結算日資產及負債之計稅基準與其賬面值之一切暫時性差額就財務申報作出撥備。

遞延稅項負債就一切應課稅暫時差額予以確認，除以下情況：

- 因商譽或首次於非業務合併交易中確認資產或負債（於交易時並不影響會計溢利或應課稅溢利或虧損）所產生之遞延稅項負債；及
- 與附屬公司及合資企業之權益有關之應課稅暫時差額，惟撥回暫時差額之時間可以控制及暫時差額於可見將來不會撥回者除外。

所有可予扣減暫時差額、未動用稅項抵免結轉及未動用稅項虧損於可能獲得應課稅溢利作為抵銷，以動用該等可予扣減暫時差額、未動用稅項抵免結轉及未動用稅項虧損之情況下，均確認為遞延稅項資產，除以下情況：

- 首次於非業務合併交易中確認之資產或負債（於交易時並不影響會計溢利或應課稅溢利或虧損）所產生之可予扣減暫時差額之遞延稅項資產；及
- 就與附屬公司、聯營公司之投資及合資企業之權益有關之可予扣減暫時差額，僅於暫時差額將會在可見將來撥回及將有應課稅溢利作為抵銷，以動用暫時差額之情況下，才確認為遞延稅項資產。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Income tax (Continued)

The carrying amount of deferred tax assets is reviewed at each balance sheet date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Conversely, previously unrecognised deferred tax assets are reassessed at each balance sheet date and are recognised to the extent that it is probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised.

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

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

Revenue recognition

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

- (a) from the sales of merchandise, when the significant risks and rewards of ownership have been transferred to the buyer, provided that the Group maintains neither managerial involvement to the degree usually associated with ownership, nor effective control over the goods sold;
- (b) commission income, when the underlying goods procured by the Group are shipped;
- (c) from the rendering of services, reimbursement income from customers, handling fee income and inspection and laboratory testing income, when the services are rendered; and
- (d) interest income, on an accrual basis using the effective interest method by applying the rate that discounts the estimated future cash receipts through the expected life of the financial instrument to the net carrying amount of the financial asset.

2.4 主要會計政策概要 (續)

所得稅 (續)

遞延稅項資產之賬面值乃於各結算日進行審閱，並予以相應扣減，直至不可能有足夠應課稅溢利以動用全部或部份遞延稅項資產為止。相反，先前未確認之遞延稅項資產乃按可能獲得足夠應課稅溢利以動用全部或部份遞延稅項資產之情況下於各結算日再評估並予以確認。

遞延稅項資產及負債乃根據於結算日已實施或已大致實施之稅率（及稅務法例），按變現資產或清償負債之期間預期適用之稅率予以估量。

遞延稅項資產可與遞延稅項負債抵銷，惟必須存在容許將即期稅項資產抵銷即期稅項負債之合法執行權利，且遞延稅項與同一課稅實體及同一稅務當局有關，方可實行。

收益確認

當經濟收益有可能歸本集團所有及收益數額能可靠計算時，收益方會確認，基準如下：

- (a) 商品銷售所得收益，於所有權之重大風險及回報已轉撥予買方後確認，惟本集團須對該等項目已沒有任何涉及所有權之管理，亦對已售出貨品無任何有效控制權；
- (b) 佣金收入，於本集團採購之相關貨品已付運時確認；
- (c) 提供服務、來自客戶的償付收入、手續費收入和檢驗及實驗室測試收入，於提供有關服務時確認；及
- (d) 利息收入，以應計方式按金融工具之估計年期用實際利率法將未來估計之現金收入折扣計算金融資產之賬面淨值。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Share-based payment transactions

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

The cost of equity-settled transactions with employees is measured by reference to the fair value at the date at which they are granted. In valuing equity-settled transactions, no account is taken of any performance conditions, other than conditions linked to the price of the shares of the Company ("market conditions") if applicable.

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

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

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

Where an equity-settled award is cancelled, it is treated as if it had vested on the date of cancellation, and any expense not yet recognised for the award is recognised immediately. However, if a new award is substituted for the cancelled award, and is designated as a replacement award on the date that it is granted, the cancelled and new awards are treated as if they were a modification of the original award, as described in the previous paragraph. The dilutive effect of outstanding options is reflected as additional share dilution in the computation of earnings per share.

2.4 主要會計政策概要 (續)

以股份支付交易

本公司設有購股權計劃，以獎勵及酬謝為本集團業務取得成功作出貢獻之合資格參與者。本集團之員工（包括董事）會收取以股份支付交易形式付出之酬金，而員工會提供服務作為換取股本工具之代價（「股本結算交易」）。

與僱員進行股本結算交易之成本乃參考授出當日之公平值計算。評估以股本結算交易的價值時，除考慮對本公司股價（「市況」）有影響的條件（倘適用）外，並無將任何績效條件計算在內。

股本結算交易之成本（連同股本之相應增加）會於達到表現及／或服務條件之期間確認，直至相關僱員完全享有該報酬當日（「歸屬日」）為止。由各結算日至歸屬日期間就股本結算交易確認之累計開支，反映歸屬期屆滿時之開支，以及本集團對最終歸屬股本工具數目之最佳估計。期內於收益表扣除或計入之數額，乃期初與期終確認之累計開支之變動。

尚未完全歸屬之報酬不會確認為開支，除非報酬須待某項市場狀況達成後方可歸屬，則於該情況下，不論是否達到該市場狀況均會視作歸屬處理，惟其他所有表現條件須已達成。

當股本結算報酬之條款作出修訂時，會確認最少之開支，猶如條款未曾作出任何修訂。此外，修訂如會導致任何以股份支付安排之總公平值增加或按修訂日計量對僱員有利，則確認開支。

當股本結算報酬之條款註銷時，會視作報酬已於註銷當日經已歸屬，而報酬尚未確認之任何開支會即時予以確認。然而，倘註銷之報酬有任何替代新報酬，並指定為授出當日之替代報酬，則該項註銷及新報酬會如上段所述被視為原有報酬之修訂般處理。尚未行使購股權之攤薄影響將反映為計算每股盈利時之額外股份攤薄。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Other employee benefits

(a) Pension schemes

Defined contribution pension schemes

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

The employees of the Group's subsidiaries which operate in Mainland China are required to participate in a central pension scheme operated by the local municipal government. These subsidiaries are required to contribute 15% to 20% of their payroll costs to the central pension scheme. The contributions are charged to the income statement as they become payable in accordance with the rules of the central pension scheme.

Defined benefit pension scheme

The Group operates a defined benefit pension plan, which requires contributions to be made to a separately administered fund, for those employees who are eligible to participate in the scheme. The cost of providing benefits under the defined benefit plan is determined separately using the projected unit credit valuation method. Actuarial gains and losses are recognised as income or expense when the net cumulative unrecognised actuarial gains and losses at the end of the previous reporting year exceed 10% of the higher of the defined benefit obligation and the fair value of plan assets at the date. These gains and losses are recognised over the expected average remaining working lives of the employees participating in the plan.

Past service cost is recognised as an expense on a straight-line basis over the average period until the benefits become vested. If the benefits vest immediately following the introduction of, or changes to, a pension plan, the past service cost is recognised immediately.

2.4 主要會計政策概要 (續)

其他僱員福利

(a) 退休金計劃

定額供款退休金計劃

本集團根據強制性公積金計劃條例實行定額供款強制性公積金退休福利計劃(「強積金計劃」)，對象為合資格參與強積金計劃之僱員。供款乃按僱員之基本薪金百分比計算，並按強積金計劃之規則於應付時自收益表中扣除。強積金計劃之資產與本集團資產分開持有，另由獨立運作之基金管理。本集團就強積金計劃所作之僱主供款，於供款時即全數歸僱員所有。

本集團於中國內地經營之附屬公司之僱員須參加當地市政府運作之中央退休金計劃。該等附屬公司須向中央退休金計劃作出佔其薪金成本15%至20%之供款。供款乃根據中央退休金計劃之規則於應付時自收益表中扣除。

界定福利退休金計劃

本集團實行一項界定福利退休金計劃，該計劃要求本集團為合資格參與該計劃之僱員向獨立運作之基金作出供款。根據該等界定福利計劃提供福利之成本乃按預測單位信貸估值法單獨釐定。倘累計未確認精算盈虧淨額於過往報告年度結束時超出當日之界定福利責任及計劃資產公平值之較高者10%，則精算盈虧確認為收入或開支。該等盈虧按參與該計劃之僱員之估計剩餘平均工作年期確認。

過往服務成本以直線法於平均期間確認為開支，直至福利歸屬為止。倘該等福利於緊隨退休金計劃推出或變更後歸屬，則過往服務成本會即時確認。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Other employee benefits (Continued)

(a) Pension schemes (Continued)

Defined benefit pension scheme (Continued)

The defined benefit asset or liability comprises the present value of the defined benefit obligation less past service cost not yet recognised and less the fair value of plan assets out of which the obligations are to be settled directly. The value of any asset is restricted to the sum of any past service cost not yet recognised and the present value of any economic benefits available in the form of refunds from the plan or reductions in future contributions to the plan.

An actuarial estimate is made by a professionally qualified independent actuary, using the projected unit credit actuarial valuation method, of the present value of the Group's future defined benefit obligation under the defined benefit pension plan earned by the employees as at the balance sheet date.

(b) Employee leave entitlements

The Group provides paid annual leave to its employees under their employment contracts on a calendar year basis. Under certain circumstances, such leave which remains untaken as at the balance sheet date is permitted to be carried forward and utilised by the respective employees in the following year. An accrual is made at the balance sheet date for the expected future cost of such paid leave earned during the year by the employees and carried forward.

(c) Termination benefits

Termination benefits are payable when employment is terminated 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 either: terminating the employment of current employees according to a detailed formal plan without possibility of withdrawal; or providing termination benefits as a result of an offer made to encourage voluntary redundancy. Benefits falling due more than 12 months after the balance sheet date are discounted to their present value.

2.4 主要會計政策概要 (續)

其他僱員福利 (續)

(a) 退休金計劃 (續)

界定福利退休金計劃 (續)

界定福利資產或負債包括界定福利責任之現值減尚未確認之過往服務成本，另減將用以直接履行該責任之計劃資產之公平值。任何資產之價值僅限於尚未確認過往服務成本與以計劃退款或未來計劃供款減項形式存在之經濟利益現值之總和。

精算估計乃由專業合資格獨立精算師就僱員於結算日享有之界定福利退休金計劃項下本集團未來界定福利責任之現值以預測單位信貸精算估值法作出。

(b) 僱員休假權利

本集團根據僱員合約按曆年基準向其僱員提供有薪年假。於若干情況下，於結算日仍未支取之年假容許結轉，留待有關僱員於來年享用。於本年度由僱員享有及結轉之有薪假期之預期日後成本於結算日累計。

(c) 離職福利

離職福利於僱員在正常退休日期前被終止僱用，或當僱員接受自願遣散以換取此等福利時支付。本集團將於其明確承諾：根據一項不可撤回之詳盡正式計劃終止現有僱員之僱用；或就提出一項要約以鼓勵自願遣散而提供終止福利時確認離職福利。於結算日後超過十二個月到期支付之福利會折現至其現值。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Dividends

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

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

Foreign currencies

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

The functional currencies of certain overseas subsidiaries and jointly-controlled entities are currencies other than the United States dollar. As at the balance sheet date, the assets and liabilities of these entities are translated into the presentation currency of the Company at the exchange rates ruling at the balance sheet date, and their income statements are translated into United States dollars at the weighted average exchange rates for the year. The resulting exchange differences are included in the exchange fluctuation reserve. On disposal of a foreign entity, the deferred cumulative amount recognised in equity relating to that particular foreign operation is recognised in the income statement.

For the purpose of the consolidated cash flow statement, the cash flows of overseas subsidiaries and a jointly-controlled entity are translated into United States dollars at the exchange rates ruling at the dates of the cash flows. Frequently recurring cash flows of overseas subsidiaries and a jointly-controlled entity which arise throughout the year are translated into United States dollars at the weighted average exchange rates for the year.

2.4 主要會計政策概要 (續)

股息

董事擬派之末期股息須於資產負債表之權益部份列為保留溢利分配，直至股東大會上獲得股東批准為止。當該等股息獲得股東批准及宣佈時，即確認為負債。

中期股息於建議同時宣佈，蓋因本公司之組織章程大綱及細則授權董事宣派中期股息。因此，中期股息於建議宣佈後隨即確認為負債。

外幣

本財務報告乃以美元（即本公司之功能及呈列貨幣）呈列。本集團內各實體自行釐定其功能貨幣，計入各實體財務報告之項目乃以該功能貨幣列值。外幣交易首次按交易當日適用之功能貨幣匯率入賬。以外幣列賬之貨幣資產及負債按結算日適用之功能貨幣匯率重新換算。所有差額均會計入收益表。以外幣歷史成本計算之非貨幣項目按首次交易當日之匯率換算。以外幣公平值計算之非貨幣項目則採用釐定公平值當日之匯率換算。

若干海外附屬公司及共同控制實體以美元以外之貨幣作功能貨幣。於結算日，該等實體之資產及負債已按結算日適用之匯率換算為本公司之呈列貨幣，彼等之收益表已按年內加權平均匯率換算為美元。由此產生之匯兌差額計入外匯波動儲備。出售海外實體時，就該項特定海外業務於權益中確認之遞延累積金額會於收益表中確認。

就綜合現金流量表而言，海外附屬公司及共同控制實體之現金流量按現金流量產生日期適用之匯率換算為美元。海外附屬公司及共同控制實體於整個年度產生之經常性現金流量按年內之加權平均匯率換算為美元。

3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES

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

Judgements

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

Useful lives of intangible assets (other than goodwill)

The Group's management determines the estimated useful lives and consequently related amortisation rate (if any) for its intangible assets (other than goodwill). These estimates are based on the historical experience of the actual useful lives of intangible assets of similar nature and functions. Actual economic lives may differ from the estimated useful lives. Periodic review could result in a change in amortisable lives and consequently increase or decrease in amortisation expenses in future periods. The carrying amount of intangible assets as at 30 April 2009 was US\$156,000 (2008: US\$13,890,000).

Estimation uncertainty

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

Impairment of goodwill

The Group determines whether goodwill is impaired at least on an annual basis. This requires an estimation of the value in use of the cash-generating units to which the goodwill is allocated. Estimating the value in use requires the Group to make an estimate of the expected future cash flows from the cash-generating units and also to choose a suitable discount rate in order to calculate the present value of those cash flows. The carrying amount of goodwill at 30 April 2009 was US\$26,333,000 (2008: US\$29,333,000). More details are given in Note 16 to the financial statements.

3. 主要會計判斷及估計

編製本集團財務報告需要管理層作出判斷、估計及假設，此等判斷、估計及假設會影響報告日期之收入、開支、資產及負債之呈報金額以及或然負債之披露。然而，該等假設及估計之不確定因素可能導致未來需對受影響之資產或負債之賬面值作出重大調整。

判斷

於應用本集團之會計政策時，管理層已作出下列對財務報告所確認金額有極重大影響之判斷，涉及估計者除外：

無形資產（商譽除外）之可使用年期

本集團之管理層釐定無形資產（商譽除外）之估計可使用年期以及因此相關的攤銷率（如有）。該等估計乃根據性質及功能相近之無形資產實際可使用年期之過往經驗而作出。實際經濟年期可能與估計之可使用年期不同。定期檢討可使攤銷年期出現變動，因而引致未來期間之攤銷開支增加或減少。於二零零九年四月三十日，無形資產之賬面值為156,000美元（二零零八年：13,890,000美元）。

估計之不確定性

下文討論於結算日極可能導致資產與負債之賬面值於下一財政年度需要作出重大調整之未來重要假設及導致估計不確定之其他重要因素。

商譽減值

本集團至少每年釐定商譽是否出現減值。此舉要求對已獲分配商譽之現金產生單位之使用價值作出估計。估計使用價值要求本集團對來自賺取現金單位之預期未來現金流量作出估計，亦要選擇合適折現率計算該等現金流量之現值。於二零零九年四月三十日，商譽之賬面值為26,333,000美元（二零零八年：29,333,000美元）。詳情載於財務報告附註16。

3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES (Continued)

Estimation uncertainty (Continued)

Impairment of non-financial assets (other than goodwill)

The Group assesses whether there are any indicators of impairment for all non-financial assets at each reporting date. Indefinite life intangible assets are tested for impairment annually and at other times when such indicator exists. Other non-financial assets are tested for impairment when there are indicators that the carrying amounts may not be recoverable. When value in use calculations are undertaken, management must estimate the expected future cash flows from the asset or cash-generating unit and choose a suitable discount rate in order to calculate the present value of those cash flows. More details are given in Note 16 to the financial statements.

Net realisable value of inventories

Net realisable value of inventories is the estimated selling prices in the ordinary course of business, less estimated selling expenses. These estimates are based on the current market condition and the historical experience of selling products of similar nature. It could change significantly as a result of changes in economic conditions in places where the Group operates, changes in customer taste and competitor actions in response to change in market conditions. Management reassesses these estimates at each balance sheet date. The carrying amount of inventories as at 30 April 2009 was US\$2,440,000 (2008: US\$13,030,000).

Trade receivables

The Group's management determines the provision for impairment of trade receivables based on an assessment of the recoverability of the receivables. This assessment is based on the credit history of its customers and other debtors and the current market condition which requires the use of judgements and estimates. When the expectation on the recoverability of trade receivables is different from the original estimates, such difference will impact the carrying value of trade receivables and impairment provisions in the periods in which such estimate has been changed. Management assesses the provision at each balance sheet date. The carrying amount of trade receivables as at 30 April 2009 was US\$18,239,000 (2008: US\$21,428,000). More details are given in Note 22 to the financial statements.

Income tax and deferred tax

The Group is subject to income taxes in various jurisdictions. Significant judgement is required in determining the amount of the provision for tax and the timing of payment of the related taxes. There are transactions and calculations for which the ultimate tax determination is uncertain during the ordinary course of business. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will impact on the income tax and deferred tax provisions in the periods in which such determination is made. The carrying amount of deferred tax assets as at 30 April 2009 was US\$86,000 (2008: US\$1,221,000).

3. 主要會計判斷及估計 (續)

估計之不確定性 (續)

非金融資產 (商譽除外) 之減值

本集團於各報告日評估所有非金融資產是否有任何減值跡象。無特定年限之無形資產會每年及當出現減值跡象時進行減值測試。其他非金融資產於出現跡象顯示無法收回賬面值時進行減值測試。於計算使用價值，管理層必須估算資產或賺取現金單位之估計未來現金流量，並選用適當之折現率，以計算該等現金流量之現值。有關詳情載於財務報告附註16。

存貨之可變現淨值

存貨之可變現淨值為在日常業務過程中之估計售價，減估計銷售費用。該等估計乃根據現行市況及類似性質產品之過往銷售經驗作出，可因本集團經營所在地區經濟環境改變及客戶品味轉變及競爭對手因應市場狀況所作出之行動而出現大變動。管理層於各結算日重新評估該等估計。於二零零九年四月三十日，存貨之賬面值為2,440,000美元（二零零八年：13,030,000美元）。

應收貿易賬款

本集團管理層按照應收款項之可收回程度釐定應收貿易賬款減值撥備。此評核乃根據其客戶及其他債務人過往之信貸記錄以及當時市況而定，並需作出判斷及估計。倘應收貿易賬款之可收回程度的預期與原先估計有別，則該差額將對該估計出現變化之期間之應收貿易賬款之賬面值及減值撥備構成影響。管理層於各結算日會評核撥備。於二零零九年四月三十日，應收貿易賬款之賬面值為18,239,000美元（二零零八年：21,428,000美元）。有關詳情載於財務報告附註22。

所得稅及遞延稅項

本集團須繳納多個司法權區之所得稅。於釐定稅項撥備款項及支付有關稅項之時間時需作出重要判斷。在日常業務過程中有多項交易及計算方式，均會導致不能明確釐定最終稅項。倘該等事宜之最終稅務結果與最初記錄金額不同，有關差異將會影響有關釐定期間之所得稅及遞延稅項撥備。於二零零九年四月三十日，遞延稅項之賬面值為86,000美元（二零零八年：1,221,000美元）。

3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES (Continued)

Estimation uncertainty (Continued)

Deferred tax assets are recognised for unused tax losses carried forward to the extent that it is probable (i.e., more likely than not) that future taxable profits will be available against which the unused tax losses can be utilised, based on all available evidence. Recognition primarily involves judgement regarding the future performance of the particular legal entity or tax group in which the deferred tax asset has been recognised. A variety of other factors are also evaluated in considering whether there is convincing evidence that it is probable that some portion or all of the deferred tax assets will ultimately be realised, such as the existence of taxable temporary differences, tax planning strategies and the periods in which estimated tax losses can be utilised. The carrying amount of deferred tax assets and related financial models and budgets are reviewed at each balance sheet date and to the extent that there is insufficient convincing evidence that sufficient taxable profits will be available within the utilisation periods to allow utilisation of the tax losses carried forward, the asset balance will be reduced and charged to the income statement.

Impairment of an available-for-sale financial asset

The Group classifies certain asset as available-for-sale and recognises movements of its fair value in equity. When the fair value declines, management makes assumptions about the decline in value to determine whether there is an impairment that should be recognised in the income statement. At 30 April 2009, no impairment losses have been recognised for the Group's available-for-sale asset (2008: Nil). The carrying amount of the available-for-sale asset was approximately US\$84,000 (2008: US\$84,000). More details are given in Note 17 to the financial statements.

Warranty provision

Warranty provision is based on the estimated cost of product warranties when revenue is recognised. Factors that affect the Group's warranty liability include the number of sold units currently under warranty, historical and anticipated rebates of warranty claims on those units, and cost per claim to satisfy the warranty obligation. The estimation basis is reviewed on an ongoing basis and revised where appropriate. The carrying amount of warranty provision as at the balance sheet date was approximately US\$1,154,000 (2008: US\$9,365,000).

3. 主要會計判斷及估計 (續)

估計之不確定性 (續)

遞延稅項資產被確認為未被動用之稅項虧損之結轉，惟只限於（基於所有證據）有可能（即較不出現更可能）出現之未來應課稅溢利用以抵扣未被動用之稅項虧損。確認主要涉及有關確認遞延稅項資產特定法律實體或稅務組織未來表現之判斷。其他不同因素亦在評估之列，以考慮是否有具說服力之證據，證明部分或所有遞延稅項資產有可能最終被確認，例如應課稅暫時差額、稅務計劃策略及估計稅務虧損可被動用之期間。遞延稅項資產及相關財務模型之賬面值及預算於每個結算日予以檢討，惟只限於沒有足夠具說服力之證據，證明動用期間內有足夠應課稅溢利，讓結轉稅項虧損得以被動用，資產結餘將會減少並在收益表中扣減。

可供出售金融資產之減值

本集團將若干資產分類為可供出售，並於權益確認其公平值變動。倘公平值減少，管理層就價值減少作出假設，以釐定是否須於收益表確認減值。於二零零九年四月三十日，概無就本集團可供出售資產確認減值虧損（二零零八年：無）。可供出售資產之賬面值約為84,000美元（二零零八年：84,000美元）。有關詳情載於財務報告附註17。

保用撥備

保用撥備乃根據確認收入時預計的產品質保費用計算。影響本集團質保責任的各種因素包括已銷售且仍處於保修期內之產品數量、對該等產品的歷史及預期質保索償以及為履行質保責任而針對每一項索償所支付的費用。預計的基準乃持續及於任何適當的時候進行修訂。於結算日，保用撥備之賬面值約為1,154,000美元（二零零八年：9,365,000美元）。

4. SEGMENT INFORMATION

Segment information is presented by way of two segment formats: (i) on a primary segment reporting basis, by business segment; and (ii) on a secondary segment reporting basis, by geographical segment.

The Group's operating businesses are structured and managed separately according to the nature of their operations and the products and services they provide. Each of the Group's business segments represents a strategic business unit that offers products and services which are subject to risks and returns that are different from those of the other business segments. Summary details of the business segments are as follows:

- (a) sales of merchandise including garments, labels and consumer electronic products; and
- (b) provision of services including procurement service and value-added services relating to the procurement agency business.

In determining the Group's geographical segments, revenues are attributed to the segments based on the location of the customers, and assets are attributed to the segments based on the location of the assets. Intersegment sales and transfers are transacted with reference to the selling prices used for sales made to third parties at the then prevailing market prices.

4. 分類資料

分類資料以下列兩種分類形式呈報：(i)按業務分類為主要呈報方式；及(ii)按地區分類為次要呈報方式。

本集團之經營業務乃按其業務性質及所提供產品及服務之種類獨立組織及管理。本集團每個業務分類指所提供產品及服務承受之風險與享有之回報與其他業務分類不同之策略業務單位。業務分類之詳情摘要如下：

- (a) 商品銷售（包括成衣、標籤及消費電子產品）；及
- (b) 提供服務（包括採購服務以及與採購代理業務有關的增值服務）。

於釐定本集團按地區劃分之分類時，業務所得收益乃按客戶所在地區劃分，資產則按資產所在地區劃分。各分類間之銷售及轉讓乃參照向第三方所作銷售之售價按當時市價進行。

4. SEGMENT INFORMATION (Continued)

(a) Business segments

The following tables present revenue, profit/(loss) and certain asset, liability and expenditure information for the Group's business segments for the years ended 30 April 2009 and 2008.

Year ended 30 April 2009	截至二零零九年 四月三十日止年度	Sales of merchandise 商品銷售 US\$'000 千美元	Provision of services 提供服務 US\$'000 千美元	Total 合計 US\$'000 千美元
Segment revenue:	分類收益：			
Revenue from external customers	來自外界客戶之收益	175,204	20,558	195,762
Segment results	分類業績	3,184	1,842	5,026
Impairment loss on goodwill	商譽減值虧損	-	(3,000)	(3,000)
Impairment loss on patents and trademarks	專利及商標減值虧損	(10,137)	-	(10,137)
Restructuring costs	重組費用			(1,719)
Interest income	利息收入			149
Finance costs	財務費用			(52)
Share of loss of a jointly-controlled entity	應佔一家共同控制實體 之虧損			(4)
Gain on disposal of a subsidiary	出售一家附屬公司之收益			102
Corporate and other unallocated expenses	企業及其他未分配開支			(550)
Loss before tax	除稅前虧損			(10,185)
Tax	稅項			(2,069)
Loss for the year	年度虧損			(12,254)
Assets and liabilities	資產及負債			
Segment assets	分類資產	55,377	21,902	77,279
Investment in a jointly-controlled entity	於一家共同控制實體之 投資			19
Deferred tax assets	遞延稅項資產			86
Corporate and other unallocated assets	企業及其他未分配資產			2,320
Total assets	資產總值			79,704
Segment liabilities	分類負債	27,684	10,850	38,534
Tax payable	應付稅項			2,143
Corporate and other unallocated assets	企業及其他未分配資產			25
Total liabilities	負債總額			40,702
Other segment information:	其他分類資料：			
Depreciation	折舊	868	592	1,460
Amortisation of intangible assets	無形資產攤銷	127	1,005	1,132
Capital expenditures	資本開支	63	212	275
Impairment of trade receivables	應收貿易賬款減值	545	419	964
Product warranty provision	產品保用撥備	3,903	-	3,903

4. 分類資料 (續)

(a) 業務分類

下表載列截至二零零九年及二零零八年四月三十日止年度本集團按業務分類之收益、溢利／(虧損)及若干資產、負債及開支資料。

4. SEGMENT INFORMATION (Continued)

(a) Business segments (Continued)

4. 分類資料 (續)

(a) 業務分類 (續)

Year ended 30 April 2008	截至二零零八年 四月三十日止年度	Sales of merchandise 商品銷售	Provision of services 提供服務	Total 合計
		US\$'000 千美元	US\$'000 千美元	US\$'000 千美元
Segment revenue:	分類收益：			
Revenue from external customers	來自外界客戶之收益	272,006	17,701	289,707
Segment results	分類業績	(5,069)	(1,851)	(6,920)
Impairment loss on goodwill	商譽減值虧損	-	(3,000)	(3,000)
Impairment loss on patents and trademarks	專利及商標減值虧損	(10,254)	-	(10,254)
Interest income	利息收入			598
Finance costs	財務費用			(418)
Share of loss of a jointly-controlled entity	應佔一家共同控制實體 之虧損			(45)
Corporate and other unallocated expenses	企業及其他未分配開支			(743)
Loss before tax	除稅前虧損			(20,782)
Tax	稅項			365
Loss for the year	年度虧損			(20,417)
Assets and liabilities	資產及負債			
Segment assets	分類資產	81,901	18,144	100,045
Investment in a jointly-controlled entity	於一家共同控制實體之 投資			23
Deferred tax assets	遞延稅項資產			1,221
Corporate and other unallocated assets	企業及其他未分配資產			2,340
Total assets	資產總值			103,629
Segment liabilities	分類負債	40,074	7,943	48,017
Tax payable	應付稅項			1,786
Corporate and other unallocated assets	企業及其他未分配資產			1,308
Total liabilities	負債總額			51,111
Other segment information:	其他分類資料：			
Depreciation	折舊	1,014	701	1,715
Amortisation of intangible assets	無形資產攤銷	154	1,004	1,158
Capital expenditures	資本開支	240	750	990
Impairment of trade receivables	應收貿易賬款減值	145	498	643
Product warranty provision	產品保用撥備	23,600	-	23,600

4. SEGMENT INFORMATION (Continued)

(b) Geographical segments

The following tables present revenue and certain asset and expenditure information for the Group's geographical segments for the years ended 30 April 2009 and 2008.

		Revenue 收益		Total assets 資產總值		Capital expenditures 資本開支	
		2009 二零零九年 US\$'000 千美元	2008 二零零八年 US\$'000 千美元	2009 二零零九年 US\$'000 千美元	2008 二零零八年 US\$'000 千美元	2009 二零零九年 US\$'000 千美元	2008 二零零八年 US\$'000 千美元
Europe	歐洲	98,954	187,904	13,302	39,409	2	69
Australia	澳洲	37,140	39,240	-	-	-	-
Africa	非洲	22,001	21,597	7	10	-	-
North America	北美洲	16,232	17,491	-	-	-	-
Hong Kong	香港	2,753	5,369	63,661	61,427	164	839
Others	其他	18,682	18,106	2,734	2,783	109	82
		195,762	289,707	79,704	103,629	275	990

5. REVENUE AND OTHER INCOME

Revenue, which is also the Group's turnover, represents the net invoiced value of goods sold, after allowances for returns and trade discounts; commission income and the value of services rendered.

An analysis of revenue and other income is as follows:

		2009 二零零九年 US\$'000 千美元	2008 二零零八年 US\$'000 千美元
Revenue	收益		
Sales of merchandise	商品銷售	175,204	272,006
Commission income	佣金收入	20,285	17,243
Rendering of services	提供服務	273	458
		195,762	289,707
Other income	其他收入		
Bank interest income	銀行利息收入	149	598
Reimbursement income from customers	來自客戶的償付收入	67	324
Handling fee income	手續費收入	714	999
Inspecting and laboratory test income	檢驗及實驗室測試收入	404	346
Others	其他	661	925
		1,995	3,192

4. 分類資料 (續)

(b) 地域分類

下表載列截至二零零九年及二零零八年四月三十日止年度本集團按地域分類之收益及若干資產及開支資料。

5. 收益及其他收入

本集團之收益亦為本集團營業額，乃指售出貨品減退貨及貿易折扣後之發票淨值；佣金收入及提供服務的價值。

收益及其他收入之分析如下：

6. LOSS BEFORE TAX

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

	Note	2009 二零零九年 US\$'000 千美元	2008 二零零八年 US\$'000 千美元
	附註		
Cost of inventories sold		149,289	222,522
Cost of services provided		10,534	37,587
- including product warranty expenses	28	3,903	23,600
Depreciation	15	1,460	1,715
Amortisation of intangible assets	16	1,132	1,158
Minimum lease payments under operating leases:			
Plant and machinery		172	71
Office premises and staff quarters		1,729	1,675
		1,901	1,746
Auditors' remuneration		426	515
Employee benefit expense (including directors' remuneration - Note 9):			
Salaries, bonuses and allowances		18,353	21,571
Staff welfare and benefits		2,229	1,980
Equity-settled share option expense		171	236
Pension scheme contributions [^]			
- defined contribution schemes		324	512
- defined benefit plan		174	34
		21,251	24,333
Foreign exchange differences, net		522	(545)
Impairment of trade receivables	22	964	643
Loss on disposal of items of property, plant and equipment		49	2
Gain on disposal of a subsidiary	35	(102)	-

[^] At 30 April 2009, the Group had no forfeited contributions available to reduce its contributions to the pension schemes in future years (2008: Nil).

6. 除稅前虧損

本集團之除稅前虧損乃經扣除／(計入) 以下各項：

7. IMPAIRMENT LOSSES ON PATENTS AND TRADEMARKS AND GOODWILL

During the year under review, the Group recognised an impairment charge of US\$10,137,000 (2008: US\$10,254,000) in connection with patents and trademarks of Dowry Peacock Group Limited ("Dowry Peacock"), a 60% owned subsidiary of the Company, and an impairment charge of US\$3,000,000 (2008: US\$3,000,000) on goodwill of ISO International (Holdings) Limited, a 100% owned subsidiary of the Company. The charges are made based on the results of impairment tests for the patents and trademarks and goodwill using their value in use in accordance with IAS 36.

7. 專利及商標及商譽減值虧損

於回顧年內，本集團就本公司擁有60%權益之附屬公司Dowry Peacock Group Limited (「Dowry Peacock」) 之專利及商標確認減值支出10,137,000美元(二零零八年：10,254,000美元)，並就本公司全資附屬公司ISO International (Holdings) Limited之商譽確認減值支出3,000,000美元(二零零八年：3,000,000美元)。該等支出乃根據國際會計準則第36號利用使用中之價值所進行之專利及商標及商譽之減值測試結果而作出。

8. FINANCE COSTS

8. 財務費用

		Group 本集團	
		2009 二零零九年 US\$'000 千美元	2008 二零零八年 US\$'000 千美元
Interest on bank loans, overdrafts and other loans wholly repayable within five years	須於五年內全數償還之銀行貸款、透支及其他貸款之利息	52	418

9. DIRECTORS' REMUNERATION

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

9. 董事薪酬

本年度根據上市規則及香港公司條例第161條須予披露之董事薪酬如下：

		Group 本集團	
		2009 二零零九年 US\$'000 千美元	2008 二零零八年 US\$'000 千美元
Fees	袍金	166	161
Other emoluments:	其他酬金：		
Salaries, allowances and benefits in kind	薪金、津貼及實物利益	1,321	1,086
Performance related bonus	表現掛鉤花紅	67	75
Employee share option benefits	僱員購股權福利	84	91
Pension scheme contributions	退休金計劃供款	51	78
		1,523	1,330
		1,689	1,491

9. DIRECTORS' REMUNERATION (Continued)

During the year, certain directors were granted share options in respect of their services to the Group, under the share option scheme of the Company, further details of which are set out in Note 33 to the financial statements. The fair value of such options which has been recognised in the income statement over the vesting period, was determined as at the date of grant and the amount included in the financial statements for the current year is included in the above directors' remuneration disclosures.

The emoluments of each director are set out below:

9. 董事薪酬 (續)

年內，若干董事已就彼等向本集團所提供之服務獲授本公司購股權計劃項下之購股權，進一步詳情載於財務報告附註33。該等購股權之公平價值乃於授出日期釐訂，並已於歸屬期內在收益表內確認，而計入本年度財務報告之金額亦已包括於上文之董事薪酬披露內。

每名董事之酬金載列如下：

Year ended 30 April 2009	截至二零零九年四月三十日止年度	Salaries, allowances and benefits in kind		Performance related bonus	Employee share option benefits	Pension scheme contributions	Total remuneration
		Fees	薪金、津貼及實物利益	表現掛鈎花紅	僱員購股權福利	退休金計劃供款	總薪酬
		US\$'000 千美元	US\$'000 千美元	US\$'000 千美元	US\$'000 千美元	US\$'000 千美元	US\$'000 千美元
Executive directors:	執行董事：						
WANG Lu Yen	王祿聞	-	354	-	-	10	364
Michel BOURLON (i)	Michel BOURLON (i)	-	195	67	12	15	289
KHOO Kim Cheng	邱錦宗	-	100	-	22	5	127
Peter Loris SOLOMON (ii)	Peter Loris SOLOMON (ii)	-	672	-	42	21	735
Non-executive directors:	非執行董事：						
WONG Wai Ming	黃偉明	33	-	-	4	-	37
Mark HSU	徐牧均	33	-	-	-	-	33
Independent non-executive directors:	獨立非執行董事：						
WANG Arthur Minshiang	王敏祥	33	-	-	2	-	35
TSE Hau Yin, Aloysius	謝孝衍	33	-	-	2	-	35
Jakob Jacobus Koert TULLENERS (iii)	Jakob Jacobus Koert TULLENERS (iii)	33	-	-	-	-	33
KWOK Tai Ki (viii)	郭泰祺(viii)	1	-	-	-	-	1
		166	1,321	67	84	51	1,689

9. DIRECTORS' REMUNERATION (Continued)

9. 董事薪酬 (續)

Year ended 30 April 2008	截至二零零八年四月三十日止年度	Fees	Salaries, allowances and benefits in kind	Performance related bonus	Employee share option benefits	Pension scheme contributions	Total remuneration
		袍金	薪金、津貼及實物利益	掛鈎花紅	僱員購股權福利	退休金計劃供款	總薪酬
		US\$'000 千美元	US\$'000 千美元	US\$'000 千美元	US\$'000 千美元	US\$'000 千美元	US\$'000 千美元
Executive directors:	執行董事：						
WANG Lu Yen	王祿聞	-	349	-	-	10	359
Peter Loris SOLOMON (ii)	Peter Loris SOLOMON (ii)	-	631	75	52	63	821
KHOO Kim Cheng	邱錦宗	-	100	-	28	5	133
FU Jin Ming, Patrick (iv)	傅俊明 (iv)	-	-	-	-	-	-
Non-executive directors:	非執行董事：						
WONG Wai Ming	黃偉明	28	6	-	5	-	39
Gregory Scott LEONG (v)	李仕榮 (v)	17	-	-	-	-	17
Mark HSU (vi)	徐牧均 (vi)	11	-	-	-	-	11
Independent non-executive directors:	獨立非執行董事：						
WANG Arthur Minshiang	王敏祥	33	-	-	3	-	36
TSE Hau Yin, Aloysius	謝孝衍	33	-	-	3	-	36
WOON Yi Teng, Eden (vii)	翁以登 (vii)	11	-	-	-	-	11
KWOK Tai Ki (viii)	郭泰祺 (viii)	28	-	-	-	-	28
		161	1,086	75	91	78	1,491

Notes:

- (i) Mr. Michel BOURLON was appointed an executive director with effect from 12 January 2009.
- (ii) Mr. Peter Loris SOLOMON resigned with effect from 1 August 2008.
- (iii) Mr. Jakob Jacobus Koert TULLENERS was appointed an independent non-executive director with effect from 5 May 2008.
- (iv) Mr. FU Jin Ming, Patrick retired with effect from 5 July 2007.
- (v) Mr. Gregory Scott LEONG was appointed a non-executive director with effect from 5 July 2007 and then resigned with effect from 4 January 2008.
- (vi) Mr. Mark HSU was appointed a non-executive director with effect from 4 January 2008.
- (vii) Dr. WOON Yi Teng, Eden resigned with effect from 31 August 2007.
- (viii) Mr. KWOK Tai Ki was appointed an independent non-executive director with effect from 5 July 2007 and then resigned with effect from 5 May 2008.

附註：

- (i) Michel BOURLON先生獲委任為執行董事，由二零零九年一月十二日起生效。
- (ii) Peter Loris SOLOMON先生已辭任，由二零零八年八月一日起生效。
- (iii) Jakob Jacobus Koert TULLENERS先生獲委任為獨立非執行董事，由二零零八年五月五日起生效。
- (iv) 傅俊明先生已退休，由二零零七年七月五日起生效。
- (v) 李仕榮先生獲委任為非執行董事，由二零零七年七月五日起生效，隨後其辭任由二零零八年一月四日起生效。
- (vi) 徐牧均先生獲委任為非執行董事，由二零零八年一月四日起生效。
- (vii) 翁以登博士已辭任，由二零零七年八月三十一日起生效。
- (viii) 郭泰祺先生獲委任為獨立非執行董事，由二零零七年七月五日起生效，隨後其辭任由二零零八年五月五日起生效。

There was no arrangement under which a director waived or agreed to waive any remuneration during the year (2008: Nil).

年內概無董事放棄或同意放棄任何酬金的安排 (二零零八年：無)。

During the year ended 30 April 2009, an emolument of US\$67,000 was paid to Mr. Michel BOURLON and as at 30 April 2009, an emolument of US\$133,000 was receivable by Mr. Bourlon as inducement to join the Group (2008: Nil).

於截至二零零九年四月三十日止年度，已向 Michel BOURLON先生支付67,000美元酬金，及於二零零九年四月三十日Bourlon先生應收取酬金133,000美元作為其加盟本集團之獎勵 (二零零八年：無)。

9. DIRECTORS' REMUNERATION (Continued)

Pursuant to an offer letter dated 4 November 2008 from RGS Holdings Limited ("RGS"), a controlling shareholder of the Company, to Mr. Michel BOURLON, in consideration of Mr. Bourlon entering into an employment agreement with the Company for his employment as the chief executive officer and executive director of the Company, RGS had agreed to grant options to Mr. Bourlon to purchase from RGS up to 6,500,000 ordinary shares of the Company subject to and upon the terms and conditions stated therein. As at 30 April 2009, Mr. Bourlon had exercised his options to acquire 2,166,666 shares of the Company from RGS, while options to acquire 4,333,334 shares of the Company from RGS remained outstanding.

Save as disclosed above, during the year ended 30 April 2009, no emolument was paid to or receivable by any of the directors as an inducement to join or upon joining the Group or as compensation for loss of office (2008: Nil)

10. FIVE HIGHEST PAID EMPLOYEES

The five highest paid employees during the year included three (2008: two) directors, details of whose remuneration are set out in Note 9 above. Details of the remuneration of the remaining two (2008: three) non-director, highest paid employees for the year are as follows:

		Group 本集團	
		2009 二零零九年 US\$'000 千美元	2008 二零零八年 US\$'000 千美元
Salaries, allowances and benefits in kind	薪金、津貼及實物利益	664	782
Performance related bonus	表現掛鈎獎金	-	126
Employee share option benefits	僱員購股權利益	18	32
Pension scheme contributions	退休計劃供款	17	19
		699	959

The number of non-director, highest paid employees whose remuneration fell within the following bands presented in Hong Kong dollars ("HK\$") is as follows:

		Number of employees 僱員人數	
		2009 二零零九年	2008 二零零八年
HK\$1,500,001 to HK\$2,000,000 (equivalent to US\$192,802 to US\$257,069)	1,500,001港元至2,000,000港元 (相等於192,802美元至257,069美元)	-	1
HK\$2,000,001 to HK\$3,000,000 (equivalent to US\$257,070 to US\$385,604)	2,000,001港元至3,000,000港元 (相等於257,070美元至385,604美元)	1	1
HK\$3,000,001 to HK\$3,500,000 (equivalent to US\$385,605 to US\$449,871)	3,000,001港元至3,500,000港元 (相等於385,605美元至449,871美元)	1	1
		2	3

Saved as disclosed in Note 9 above, during the year ended 30 April 2009, no emolument was paid to or receivable by any of the five highest paid employees as an inducement to join or upon joining the Group or as compensation for loss of office (2008: Nil).

9. 董事薪酬 (續)

根據本公司控股股東RGS Holdings Limited ("RGS")致Michel BOURLON先生之日期為二零零八年十一月四日之要約函件，作為Bourlon先生就獲聘為本公司行政總裁兼執行董事而與本公司訂立之僱傭協議之代價，RGS已同意授予Bourlon先生購股權以自RGS收購最多6,500,000股本公司普通股，惟須遵守該函件所載條款及條件。於二零零九年四月三十日，Bourlon先生已行使其購股權自RGS收購2,166,666股本公司股份，而尚有可從RGS收購4,333,334股本公司股份之購股權未行使。

除上文所披露者外，於截至二零零九年四月三十日止年度，並無向任何董事支付或應付酬金作為其加盟或於加盟本集團時之獎勵或作為離職補償（二零零八年：無）。

10. 五位最高薪酬僱員

年內五位最高薪酬僱員包括三位（二零零八年：兩位）董事，其酬金詳情載於上文附註9。年內，其餘兩位（二零零八年：三位）最高薪酬的非董事僱員的薪酬詳情如下：

酬金（以港元呈列）屬以下範圍的最高薪酬的非董事僱員人數如下：

除上文附註9所披露者外，於截至二零零九年四月三十日止年度，概無向任何五位最高薪酬僱員支付或應付任何酬金作為加盟或於加盟本集團時之獎勵或作為離職補償（二零零八年：無）。

11. TAX

Hong Kong profits tax has been provided at the rate of 16.5% (2008: 17.5%) on the estimated assessable profits arising in Hong Kong during the year. The lower Hong Kong profits tax rate is effective from the year of assessment 2008/2009, and so is applicable to the assessable profits arising in Hong Kong for the whole year ended 30 April 2009. Taxes on profits assessable elsewhere have been calculated at the rates of tax prevailing in the countries in which the Group operates, based on existing legislation, interpretations and practices in respect thereof.

11. 稅項

香港利得稅按年內在香港產生的估計應課稅溢利以16.5%（二零零八年：17.5%）的稅率計提撥備。較低香港利得稅率自二零零八／二零零九評稅年度生效，故適用於截至二零零九年四月三十日止整個年度在香港產生之應課稅溢利。其他地區的應課稅溢利稅項則根據本集團營運所在國家的現行法例、詮釋及慣例，按當地現行稅率計算。

		2009 二零零九年 US\$'000 千美元	2008 二零零八年 US\$'000 千美元
Current – Hong Kong	即期 – 香港		
Charge for the year	本年度開支	1,008	816
Current – Elsewhere	即期 – 其他地區	72	110
Underprovision in prior years	過往年度撥備不足	38	65
Deferred (Note 20)	遞延稅項（附註20）	951	(1,356)
Total tax charge/(credit) for the year	本年度稅項開支／（抵免）總額	2,069	(365)

A reconciliation of the tax position applicable to loss before tax using the statutory rates for the jurisdictions in which the Company and the majority of its subsidiaries are domiciled to the tax position at the effective tax rate is as follows:

適用於按本公司及其大多數附屬公司所在司法權區的法定稅率計算的除稅前虧損的稅務狀況與按實際稅率計算的稅務狀況的對賬如下：

		2009 二零零九年 US\$'000 千美元	2008 二零零八年 US\$'000 千美元
Loss before tax	除稅前虧損	(10,185)	(20,782)
Tax at the statutory tax rate of 16.5% (2008: 17.5%)	按16.5%的法定稅率計算的稅項 （二零零八年：17.5%）	(1,681)	(3,637)
Effect on opening deferred tax of decrease in rates	稅率調低對期初遞延稅項的影響	68	-
Adjustments in respect of current tax of previous periods	過往期間即期稅項的調整	38	65
Effect of different rates for companies operating in other jurisdictions	於其他司法權區經營業務的公司 適用不同稅率的影響	(77)	(867)
Income not subject to tax	毋須課稅收入	(2,933)	(1,557)
Expenses not deductible for tax	不可扣稅開支	4,539	3,459
Tax losses utilised from previous periods	動用過往期間的稅項虧損	(33)	(171)
Tax losses not recognised	未確認的稅項虧損	1,937	2,343
Others	其他	211	-
Tax charge/(credit)	稅項開支／（抵免）	2,069	(365)

12. LOSS ATTRIBUTABLE TO EQUITY HOLDERS OF THE COMPANY

The consolidated loss attributable to equity holders of the Company for the year ended 30 April 2009 includes a profit of approximately US\$8,663,000 (2008: loss of approximately US\$362,000) which has been dealt with in the financial statements of the Company (Note 34(b)).

13. LOSS PER SHARE

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

Diluted loss per share amounts for the years ended 30 April 2009 and 2008 have not been disclosed, as the share options outstanding during these years had an anti-dilutive effect on the basic loss per share for these years.

The calculation of the basic loss per share is based on:

		2009 二零零九年	2008 二零零八年
Earning/(Loss)	盈利/(虧損)		
Loss attributable to ordinary equity holders of the Company, used in the basic loss per share calculation (US\$'000)	本公司普通股權益持有人應佔虧損，用於計算每股基本虧損 (千美元)	(8,350)	(12,789)
Weighted average number of ordinary shares	普通股加權平均數		
Weighted average number of ordinary shares in issue during the year used in the basic loss per share calculation ('000)	年內已發行普通股加權平均數，用於計算每股基本虧損 (千股)	674,995	671,925

14. DIVIDENDS

		2009 二零零九年 US\$'000 千美元	2008 二零零八年 US\$'000 千美元
Interim, paid (2008: Nil)	已付中期股息 (二零零八年：無)	-	-
Final, proposed, of 2.2 HK cents (2008: Nil) per ordinary share	擬派末期股息每股普通股2.2港仙 (二零零八年：無)	1,891	-
		1,891	-

At a meeting held on 31 July 2009, the Company's directors proposed a final dividend of 2.2 HK cents per ordinary share in respect of the year ended 30 April 2009. This proposed dividend is not reflected as a dividend payable in these financial statements, but will be reflected as an appropriation of retained earnings for the year ending 30 April 2010.

12. 本公司權益持有人應佔虧損

截至二零零九年四月三十日止年度內，本公司權益持有人應佔綜合虧損包括本公司財務報告內的溢利約8,663,000美元 (二零零八年：虧損約362,000美元) (附註34(b))。

13. 每股虧損

年內每股基本虧損乃根據本年度本公司普通股權益持有人應佔虧損及年內已發行普通股加權平均數計算。

本公司並無披露截至二零零九年及二零零八年四月三十日止年度的每股攤薄虧損數額，此乃由於在該等年度尚未行使的購股權對該等年度的每股基本虧損具有反攤薄影響。

每股基本虧損的計算乃根據：

14. 股息

在二零零九年七月三十一日舉行的會議上，本公司董事建議截至二零零九年四月三十日止年度之末期股息為每股普通股2.2港仙。此項擬派股息並未於該等財務報告中反映為應付股息，但將會反映為截至二零一零年四月三十日止年度保留利潤的分派。

15. PROPERTY, PLANT AND EQUIPMENT

15. 物業、廠房及設備

		Leasehold improvements 租賃物業裝修 US\$'000 千美元	Furniture and fixtures 傢俬及裝置 US\$'000 千美元	Yacht and motor vehicles 遊艇及汽車 US\$'000 千美元	Total 合計 US\$'000 千美元
30 April 2009		二零零九年四月三十日			
At 1 May 2008:	於二零零八年五月一日：				
Cost	成本	2,763	5,486	669	8,918
Accumulated depreciation	累計折舊	(1,662)	(4,156)	(342)	(6,160)
Net carrying amount	賬面淨值	1,101	1,330	327	2,758
At 1 May 2008, net of accumulated depreciation	於二零零八年五月一日， 扣除累計折舊	1,101	1,330	327	2,758
Additions	添置	107	104	64	275
Disposals	出售	(53)	(11)	(27)	(91)
Depreciation provided during the year	本年度撥備折舊	(848)	(541)	(71)	(1,460)
Exchange realignment	匯兌調整	(21)	(93)	(4)	(118)
At 30 April 2009, net of accumulated depreciation	於二零零九年四月三十日， 扣除累計折舊	286	789	289	1,364
30 April 2009:		於二零零九年四月三十日：			
Cost	成本	2,574	5,040	664	8,278
Accumulated depreciation	累計折舊	(2,288)	(4,251)	(375)	(6,914)
Net carrying amount	賬面淨值	286	789	289	1,364
30 April 2008		二零零八年四月三十日			
At 1 May 2007:	於二零零七年五月一日：				
Cost	成本	2,470	5,003	718	8,191
Accumulated depreciation	累計折舊	(846)	(3,544)	(300)	(4,690)
Net carrying amount	賬面淨值	1,624	1,459	418	3,501
At 1 May 2007, net of accumulated depreciation	於二零零七年五月一日， 扣除累計折舊	1,624	1,459	418	3,501
Additions	添置	386	576	28	990
Disposals	出售	-	(37)	(7)	(44)
Depreciation provided during the year	本年度撥備折舊	(901)	(699)	(115)	(1,715)
Exchange realignment	匯兌調整	(8)	31	3	26
At 30 April 2008, net of accumulated depreciation	於二零零八年四月三十日， 扣除累計折舊	1,101	1,330	327	2,758
At 30 April 2008:		於二零零八年四月三十日：			
Cost	成本	2,763	5,486	669	8,918
Accumulated depreciation	累計折舊	(1,662)	(4,156)	(342)	(6,160)
Net carrying amount	賬面淨值	1,101	1,330	327	2,758

16. INTANGIBLE ASSETS

16. 無形資產

		Goodwill 商譽 US\$'000 千美元	Deferred expenditure 遞延開支 US\$'000 千美元	Patents and trademarks 專利及商標 US\$'000 千美元	License rights 特許權 US\$'000 千美元	Total 合計 US\$'000 千美元
30 April 2009	二零零九年四月三十日					
Cost at 1 May 2008, net of accumulated amortisation and impairment	於二零零八年五月一日之成本，扣除累計攤銷及減值	29,333	1,089	12,549	252	43,223
Amortisation provided during the year	本年度撥備攤銷	-	(1,005)	-	(127)	(1,132)
Impairment during the year	年內減值	(3,000)	-	(10,137)	-	(13,137)
Exchange realignment	匯兌調整	-	-	(2,412)	(53)	(2,465)
At 30 April 2009	於二零零九年四月三十日	26,333	84	-	72	26,489
At 30 April 2009:	於二零零九年四月三十日：					
Cost	成本	34,827	3,014	71,920	354	110,115
Accumulated amortisation and impairment	累計攤銷及減值	(8,494)	(2,930)	(71,920)	(282)	(83,626)
Net carrying amount	賬面淨值	26,333	84	-	72	26,489
30 April 2008	二零零八年四月三十日					
Cost at 1 May 2007, net of accumulated amortisation and impairment	於二零零七年五月一日之成本，扣除累計攤銷及減值	32,266	2,093	22,828	407	57,594
Amortisation provided during the year	本年度撥備攤銷	-	(1,004)	-	(154)	(1,158)
Impairment during the year	年內減值	(3,000)	-	(10,254)	-	(13,254)
Exchange realignment	匯兌調整	67	-	(25)	(1)	41
At 30 April 2008	於二零零八年四月三十日	29,333	1,089	12,549	252	43,223
At 30 April 2008:	於二零零八年四月三十日：					
Cost	成本	34,827	3,014	74,332	406	112,579
Accumulated amortisation and impairment	累計攤銷及減值	(5,494)	(1,925)	(61,783)	(154)	(69,356)
Net carrying amount	賬面淨值	29,333	1,089	12,549	252	43,223

Impairment testing of intangible assets

Intangible assets have been allocated to the following cash-generating units, which are reportable segments, for impairment testing:

- Sales of merchandise cash-generating unit; and
- Provision of services cash-generating unit.

The recoverable amount of cash-generating unit has been determined based on a value in use calculation using cash flow projections based on financial budgets covering a one-year period approved by senior management. The discount rate applied to the cash flow projections is 10% (2008: 10%).

無形資產減值測試

無形資產已分配至下列賺取現金單位（均屬可申報業務分部）作減值測試：

- 商品銷售賺取之現金單位；及
- 提供服務賺取之現金單位。

賺取現金單位的可收回金額乃根據其使用中價值釐定。使用中價值則以管理層批准的某一年度財務預算為基準作出的現金流量預測計算。現金流量預測採用的折現率為10%（二零零八年：10%）。

16. INTANGIBLE ASSETS (Continued)

Impairment testing of intangible assets (Continued)

The carrying amount of intangible assets allocated to each of the cash-generating units is as follows:

	Sales of merchandise 商品銷售		Provision of services 提供服務		Total 合計	
	2009 二零零九年 US\$'000 千美元	2008 二零零八年 US\$'000 千美元	2009 二零零九年 US\$'000 千美元	2008 二零零八年 US\$'000 千美元	2009 二零零九年 US\$'000 千美元	2008 二零零八年 US\$'000 千美元
Goodwill	26,333	26,333	-	3,000	26,333	29,333
Deferred expenditure	-	-	84	1,089	84	1,089
Patents and trademarks - United Kingdom	-	12,549	-	-	-	12,549
Licence rights - United Kingdom	72	252	-	-	72	252

16. 無形資產 (續)

無形資產減值測試 (續)

分配至各賺取現金單位的無形資產的賬面值如下：

17. AVAILABLE-FOR-SALE FINANCIAL ASSET

17. 可供出售金融資產

		Group 本集團	
		2009 二零零九年 US\$'000 千美元	2008 二零零八年 US\$'000 千美元
Club membership, at fair value	會所會籍 (按公平值)	84	84

The fair value of the club membership is determined with reference to the price quoted by the relevant club.

會所會籍的公平值乃經參考有關會所的報價後釐定。

18. INVESTMENTS IN SUBSIDIARIES

18. 於附屬公司之投資

		Company 本公司	
		2009 二零零九年 US\$'000 千美元	2008 二零零八年 US\$'000 千美元
Unlisted shares, at cost	未上市股份 (按成本)	9,987	9,987
Due from subsidiaries	應收附屬公司款項	45,799	36,945
		55,786	46,932

The amounts due from subsidiaries are unsecured, interest-free and are repayable on demand or within one year. The carrying amounts of these amounts due from subsidiaries approximate to their fair values.

應收附屬公司款項為無抵押、免息及須按要求或於一年內償還。該等應收附屬公司款項的賬面值與其公平值相若。

Particulars of the principal subsidiaries are as follows:

主要附屬公司詳情如下：

Name 名稱	Place of incorporation/registration and operations 註冊成立／註冊及經營地點	Nominal value of issued ordinary share/registered capital 已發行普通股股本／註冊股本面值	Percentage of equity attributable to the Company 本公司應佔股權百分比		Principal activities 主要業務
			Direct 直接	Indirect 間接	
Benchmark Profits Limited	British Virgin Islands 英屬維爾京群島	US\$1 1美元	100	-	Investment holding 投資控股
CU Packaging & Design (BVI) Limited	British Virgin Islands 英屬維爾京群島	US\$1 1美元	100	-	Investment holding 投資控股
CU Packaging & Design Limited# 環美商標有限公司*	Hong Kong 香港	HK\$2 2港元	-	100	Trading of merchandise and procurement agent 商品貿易及採購代理
Dowry Peacock Group Limited	United Kingdom 英國	GBP300 300英鎊	-	60	Investment holding 投資控股
eServices (BVI) Limited	British Virgin Islands 英屬維爾京群島	US\$1 1美元	100	-	Dormant 暫無業務
eServices Limited	Hong Kong 香港	HK\$100,000 100,000港元	-	100	Dormant 暫無業務

18. INVESTMENTS IN SUBSIDIARIES (Continued)

18. 於附屬公司之投資 (續)

Name 名稱	Place of incorporation/registration and operations 註冊成立/ 註冊及經營地點	Nominal value of issued ordinary share/ registered capital 已發行普通股股本/ 註冊股本面值	Percentage of equity attributable to the Company 本公司應佔股權百分比		Principal activities 主要業務
			Direct 直接	Indirect 間接	
Ever Eagle Limited	British Virgin Islands 英屬維爾京群島	US\$1 1美元	100	-	Investment holding 投資控股
Golden Rules Enterprises Limited 高律有限公司	Hong Kong 香港	HK\$1 1港元	100	-	Investment holding 投資控股
IGCS Group Limited	British Virgin Islands 英屬維爾京群島	US\$1 1美元	100	-	Investment holding 投資控股
IGCS International Limited	British Virgin Islands 英屬維爾京群島	US\$1 1美元	-	100	Provision of social compliance services 提供社會責任經營守則監查服務
IGCS Limited	Hong Kong 香港	HK\$2 2港元	-	100	Provision of social compliance services 提供社會責任經營守則監查服務
Inspire World Limited 置穎有限公司	Hong Kong 香港	HK\$1 1港元	-	100	Dormant 暫無業務
International Laboratory Services Limited 國際檢定服務有限公司	Hong Kong 香港	HK\$1 1港元	-	100	Provision of laboratory services 提供檢定服務
ISO International (BVI) Limited	British Virgin Islands 英屬維爾京群島	US\$1 1美元	-	100	Investment holding 投資控股

18. INVESTMENTS IN SUBSIDIARIES (Continued)

18. 於附屬公司之投資 (續)

Name 名稱	Place of incorporation/registration and operations 註冊成立/ 註冊及經營地點	Nominal value of issued ordinary share/ registered capital 已發行普通股股本/ 註冊股本面值	Percentage of equity attributable to the Company 本公司應佔股權百分比		Principal activities 主要業務
			Direct 直接	Indirect 間接	
ISO International (Holdings) Limited	Hong Kong 香港	HK\$100 100港元	-	100	Provision of technical support and management services, and trading of home lifestyle consumer electronic products 提供技術支援及管理服務、 及家居消費電子產品貿易
Linmark Agency (BVI) Limited	British Virgin Islands 英屬維爾京群島	US\$50,000 50,000美元	-	100	Investment holding and procurement agent 投資控股及採購代理
Linmark Agency (Hong Kong) Limited	Hong Kong 香港	HK\$10,000 10,000港元	-	100	Procurement agent 採購代理
Linmark Agency (Mauritius) Ltd [*]	Republic of Mauritius 毛里裘斯共和國	US\$2 2美元	-	100	Procurement agent 採購代理
Linmark Development (BVI) Limited	British Virgin Islands 英屬維爾京群島	US\$1 1美元	-	100	Procurement agent 採購代理
Linmark Electronics Limited ^{**}	United Kingdom 英國	GBP12,500 12,500英鎊	-	60	Design and procurement of entertainment and consumer electronic products 娛樂及消費電子產品之設計及 採購
Linmark (HK) Limited 林麥(香港)有限公司	Hong Kong 香港	HK\$2 2港元	-	100	Investment holding and procurement agent 投資控股及採購代理

18. INVESTMENTS IN SUBSIDIARIES (Continued)

18. 於附屬公司之投資 (續)

Name 名稱	Place of incorporation/registration and operations 註冊成立/ 註冊及經營地點	Nominal value of issued ordinary share/ registered capital 已發行普通股股本/ 註冊股本面值	Percentage of equity attributable to the Company 本公司應佔股權百分比		Principal activities 主要業務
			Direct 直接	Indirect 間接	
Linmark International (Bangladesh) Ltd.*	Bangladesh 孟加拉	Taka20,000 20,000塔卡	-	100	Procurement agent 採購代理
Linmark International (Hong Kong) Limited 林麥國際(香港)有限公司	Hong Kong 香港	HK\$200,000 200,000港元	-	100	Investment holding, procurement agent and trading of merchandise 投資控股、採購代理及商品 貿易
Linmark Merchandise Consultancy (Shenzhen) Limited** 林麥商品信息諮詢(深圳)有限公司**	People's Republic of China 中國	RMB1,500,000 人民幣1,500,000元	-	100	Provision of marketing consultancy and product development services 提供市場推廣諮詢及產品開發 服務
Linmark (UK) Limited	United Kingdom 英國	GBP100 100英鎊	-	100	Provision of market trend consultancy services 提供市場潮流情報諮詢服務
Linmark Westman Investments Limited	British Virgin Islands 英屬維爾京群島	US\$11 11美元	100	-	Investment holding 投資控股
Market Asia Limited 迦領有限公司	Hong Kong 香港	HK\$1 1港元	-	100	Dormant 暫無業務
Merchandise Creative, Inc.	British Virgin Islands 英屬維爾京群島	US\$1 1美元	-	100	Dormant 暫無業務
Merchandise Creative Limited	Hong Kong 香港	HK\$10,000 10,000港元	-	100	Procurement agent 採購代理

18. INVESTMENTS IN SUBSIDIARIES (Continued)

18. 於附屬公司之投資 (續)

Name 名稱	Place of incorporation/registration and operations 註冊成立／註冊及經營地點	Nominal value of issued ordinary share/registered capital 已發行普通股股本／註冊股本面值	Percentage of equity attributable to the Company 本公司應佔股權百分比		Principal activities 主要業務
			Direct 直接	Indirect 間接	
Pacific Technologies Limited	United Kingdom 英國	GBP45,000 45,000英鎊	-	60	Dormant 暫無業務
Power Path Limited 騰黃有限公司	Hong Kong 香港	HK\$1 1港元	-	100	Dormant 暫無業務
Tamarind Agency Limited	British Virgin Islands 英屬維爾京群島	US\$1 1美元	-	100	Dormant 暫無業務
Tamarind International Holdings Limited	British Virgin Islands 英屬維爾京群島	US\$1 1美元	100	-	Investment holding 投資控股
Tamarind International Limited	Hong Kong 香港	HK\$1 1港元	-	100	Investment holding and trading of merchandise 投資控股及商品貿易
Tamarind Marketing Services (Macao Commercial Offshore) Limited* 天馬仕市場服務(澳門離岸商業服務)有限公司*	Macao 澳門	MOP\$100,000 100,000葡幣	-	100	Trading of merchandise 商品貿易
Tamarind Trading (Shanghai) Limited** 天馬仕貿易(上海)有限公司**	People's Republic of China 中國	RMB5,500,000 人民幣5,500,000元	-	100	Procurement agent and trading of merchandise 採購代理及商品貿易
Trend Xpress (Bangladesh) Ltd.*	Bangladesh 孟加拉	Taka20,000 20,000塔卡	-	100	Provision of market trend consultancy services 提供市場潮流情報諮詢服務
Trend Xpress, Inc.	British Virgin Islands 英屬維爾京群島	US\$1 1美元	100	-	Investment holding and provision of market trend consultancy services 投資控股及提供市場潮流情報諮詢服務

18. INVESTMENTS IN SUBSIDIARIES (Continued)

18. 於附屬公司之投資 (續)

Name 名稱	Place of incorporation/registration and operations 註冊成立/ 註冊及經營地點	Nominal value of issued ordinary share/registered capital 已發行普通股股本/ 註冊股本面值	Percentage of equity attributable to the Company 本公司應佔股權百分比		Principal activities 主要業務
			Direct 直接	Indirect 間接	
Trend Xpress Limited 時尚快訊有限公司	Hong Kong 香港	HK\$2 2港元	-	100	Investment holding, provision of market trend consultancy services and trading of merchandise 投資控股、提供市場潮流情報諮詢服務及商品貿易
Trend Xpress (S) Pte. Limited ⁺	Singapore 新加坡	S\$2 2新加坡元	-	100	Provision of market trend consultancy services 提供市場潮流情報諮詢服務
Westman Linmark (Thailand) Ltd.	Thailand 泰國	Ordinary shares Baht5,880,000 and preference shares Baht6,120,000 普通股5,880,000泰銖及 優先股6,120,000泰銖	-	100	Procurement agent 採購代理
Westman (Singapore) Private Limited	Singapore 新加坡	S\$200,000 200,000新加坡元	-	100	Procurement agent 採購代理
Westown Limited 緯中有限公司	Hong Kong 香港	HK\$100,000 100,000港元	-	100	Procurement agent 採購代理

* Not audited by Ernst & Young Hong Kong or other member firm of the Ernst & Young global network.

* 上述附屬公司並非由香港安永會計師事務所或任何其他安永會計師事務所全球網絡成員所審核。

CU Packaging & Design Limited was disposed of during the year ended 30 April 2009.

環美商標有限公司已於截至二零零九年四月三十日止年度內出售。

^ Linmark Agency (Mauritius) Ltd was dissolved during the year ended 30 April 2009.

^ Linmark Agency (Mauritius) Ltd已於截至二零零九年四月三十日止年度內解散。

** Linmark Electronics Limited was put into administration in the United Kingdom since 28 July 2009. See Note 43 to the financial statements for details.

** Linmark Electronics Limited已於二零零九年七月二十八日進行英國管理人接管程序。詳情載於財務報告附註43。

** Linmark Merchandise Consultancy (Shenzhen) Limited and Tamarind Trading (Shanghai) Limited are registered as wholly-foreign-owned enterprises under the law of the People's Republic of China.

** 林麥商品信息諮詢(深圳)有限公司及天馬仕貿易(上海)有限公司乃根據中國法律註冊為外商獨資企業。

+ Trend Xpress (S) Pte. Limited is in the process of striking-off.

+ Trend Xpress (S) Pte. Limited目前正在進行注銷。

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

上表載列之本公司附屬公司乃董事認為對本年度業績有重要影響或構成本集團資產淨值主要部份之附屬公司。董事認為，載列其他附屬公司之詳情，會令篇幅過於冗長。

19. INVESTMENT IN A JOINTLY-CONTROLLED ENTITY 19. 於一家共同控制實體之投資

		2009 二零零九年 US\$'000 千美元	2008 二零零八年 US\$'000 千美元
Unlisted investments, at cost	未上市投資 (按成本)	-	-
Share of net assets	應佔淨資產	19	23
		19	23

Particulars of the jointly-controlled entity are as follows:

共同控制實體之詳情如下：

Name 名稱	Particulars of issued shares held 持有已發行股份之 詳情	Place of incorporation/ registration 註冊成立/ 註冊地點	Percentage of 應佔百分比			Principal activities 主要業務
			Ownership interest 所有權	Voting power 投票權	Profit sharing 溢利分享	
CSC Consultancy Co., Ltd. 北京坤格諮詢有限公司	Registered capital of RMB1,500,000 註冊資本人民幣 1,500,000元	People's Republic of China 中國	50	50	50	Provision of business information, management consulting and social compliance services 提供業務資訊、管理諮詢及 社會責任經營守則監查服務

The investment in a jointly-controlled entity is indirectly held by the Company.

於一家共同控制實體之投資乃由本公司間接持有。

19. INVESTMENT IN A JOINTLY-CONTROLLED ENTITY (Continued)

The following table illustrates the summarised financial information of the Group's jointly-controlled entity:

		2009 二零零九年 US\$'000 千美元	2008 二零零八年 US\$'000 千美元
Share of the jointly-controlled entity's assets and liabilities:			
Current assets	流動資產	21	23
Non-current assets	非流動資產	2	4
Current liabilities	流動負債	(4)	(4)
Net assets	淨資產	19	23
Share of the jointly-controlled entity's results:			
Operating expenses	經營開支	(4)	(45)
Loss after tax	除稅後虧損	(4)	(45)

19. 於一家共同控制實體之投資 (續)

下表闡述本集團共同控制實體之財務資料概要：

20. DEFERRED TAX

The movements in the Group's deferred tax liabilities/(assets) during the year are as follows:

Deferred tax assets

		Accelerated/ (decelerated) tax depreciation allowances 加速/ (減速) 稅項折 舊撥備 2009 二零零九年 US\$'000 千美元	Accelerated/ (decelerated) tax depreciation allowances 加速/ (減速) 稅項折 舊撥備 2008 二零零八年 US\$'000 千美元	Tax losses 稅項虧損 2009 二零零九年 US\$'000 千美元	Tax losses 稅項虧損 2008 二零零八年 US\$'000 千美元	Total 合計 2009 二零零九年 US\$'000 千美元	Total 合計 2008 二零零八年 US\$'000 千美元
At beginning of year	於年初	(27)	(10)	(1,196)	-	(1,223)	(10)
Deferred tax charged/(credited) to the income statement during the year (Note 11)	年內於收益表中扣除/(計入)之遞延稅項(附註11)	(65)	(17)	1,016	(1,215)	951	(1,232)
Exchange differences	匯兌差額	4	-	180	19	184	19
Gross deferred tax assets at end of year	於年終之遞延稅項資產總額	(88)	(27)	-	(1,196)	(88)	(1,223)

20. 遞延稅項

年內本集團遞延稅項負債/(資產)之變動如下：

遞延稅項資產

20. DEFERRED TAX (Continued)
Deferred tax liabilities

20. 遞延稅項 (續)
遞延稅項負債

		Accelerated/ (decelerated) tax depreciation allowances 加速/(減速) 稅項折舊撥備 2009 二零零九年 US\$'000 千美元	Accelerated/ (decelerated) tax depreciation allowances 加速/(減速) 稅項折舊撥備 2008 二零零八年 US\$'000 千美元	Total 合計 2009 二零零九年 US\$'000 千美元	Total 合計 2008 二零零八年 US\$'000 千美元
At beginning of year	於年初	2	126	2	126
Deferred tax credited to the income statement during the year (Note 11)	年內於收益表中計入之遞延稅項 (附註11)	-	(124)	-	(124)
Gross deferred tax liabilities at end of year	於年終之遞延稅項負債總額	2	2	2	2

For the purpose of the balance sheet presentation, certain deferred tax assets and liabilities have been offset. The following is an analysis of the deferred tax balances of the Group for financial reporting purposes:

為方便資產負債表呈列，若干遞延稅項資產及負債已予對銷。以下乃就財務申報目的作出之遞延稅項結餘分析：

		2009 二零零九年 US\$'000 千美元	2008 二零零八年 US\$'000 千美元
Deferred tax assets	遞延稅項資產	(88)	(1,223)
Deferred tax liabilities	遞延稅項負債	2	2
Net deferred tax assets recognised in the consolidated balance sheet	於綜合資產負債表確認之遞延稅項資產淨值	(86)	(1,221)

21. INVENTORIES

21. 存貨

		2009 二零零九年 US\$'000 千美元	2008 二零零八年 US\$'000 千美元
Finished goods	製成品	2,440	13,030

22. TRADE RECEIVABLES

An aged analysis of the trade receivables as at the balance sheet date, based on the invoice date is as follows:

		2009 二零零九年 US\$'000 千美元	2008 二零零八年 US\$'000 千美元
Within 30 days	30天以內	6,256	12,338
31 to 60 days	31 – 60天	3,607	3,333
61 to 90 days	61 – 90天	1,624	3,831
91 to 365 days	91 – 365天	7,146	2,036
Over 1 year	超過1年	5,903	6,125
		24,536	27,663
Impairment	減值	(6,297)	(6,235)
		18,239	21,428

The Group's trading terms with its customers are mainly on credit, except for new customers, where payment in advance is normally required. The credit period is generally 60 to 90 days. Each customer has a maximum credit limit. The Group seeks to maintain strict control over its outstanding receivables and to minimise credit risk. Overdue balances are reviewed regularly by senior management. In view of the aforementioned and the fact that the Group's trade receivables relate to a large number of diversified customers, there is no significant concentration of credit risk. Trade receivables are non-interest-bearing. The carrying amounts of trade receivables approximate to their fair values.

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

		2009 二零零九年 US\$'000 千美元	2008 二零零八年 US\$'000 千美元
At beginning of year	於年初	6,235	6,610
Impairment losses recognised (Note 6)	已確認減值虧損(附註6)	964	643
Amount written off as uncollectible	撇銷為不可收回之款項	(700)	(1,021)
Exchange differences	匯兌差額	(202)	3
At end of year	於年終	6,297	6,235

22. 應收貿易賬款

以發票日期計算，於結算日之應收貿易賬款之賬齡分析如下：

本集團與客戶之貿易條款主要以信貸方式進行，惟新客戶一般會被要求預付款項。信貸期一般為60至90天。每個客戶均有最高信貸限額。本集團務求對尚未收回之應收款項維持嚴格控制以盡量減低信貸風險。高級管理層定期檢討逾期未收之餘額。鑑於上文所述及本集團應收貿易賬款涉及大量不同客戶，故並無重大信貸集中風險。應收貿易賬款乃不計利息。應收貿易賬款之賬面值與其公平值相若。

應收貿易賬款之減值撥備變動如下：

22. TRADE RECEIVABLES (Continued)

The above provisions are for individually impaired trade receivables which relate to customers that were in financial difficulties and only a portion of the receivables is expected to be recovered. The Group does not hold any collateral or other credit enhancements over these balances.

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

		2009 二零零九年 US\$'000 千美元	2008 二零零八年 US\$'000 千美元
Neither past due nor impaired	並無逾期或減值	8,837	15,206
Less than 3 months past due	逾期少於三個月	3,012	5,423
3 to 6 months past due	逾期三至六個月	3,585	341
Over 6 months past due	逾期超過六個月	2,805	458
		18,239	21,428

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

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

22. 應收貿易賬款 (續)

上述撥備乃就個別減值應收貿易賬款作出，該等應收貿易賬款乃與遭遇財務困難之客戶有關及預期僅可收回部份應收款項。本集團對該等結餘並未持有任何抵押品或實施其他加強信貸措施。

未視為已減值之應收貿易賬款之賬齡分析如下：

並無逾期或減值之應收款項涉及大量不同客戶，該等客戶並無近期違約記錄。

已逾期但並未減值之應收款項與一批於本集團有良好往績記錄之獨立客戶有關。根據過往經驗，本公司董事認為毋須就有關結餘作出減值撥備，因為信貸質素並無重大變動，以及認為該等結餘可全數收回。本集團對該等結餘並未持有任何抵押品，或實施其他加強信貸措施。

23. PREPAYMENTS, DEPOSITS AND OTHER RECEIVABLES

		Group 本集團		Company 本公司	
		2009 二零零九年 US\$'000 千美元	2008 二零零八年 US\$'000 千美元	2009 二零零九年 US\$'000 千美元	2008 二零零八年 US\$'000 千美元
Prepayments	預付款項	748	2,016	-	-
Rental deposits	租金按金	646	583	-	-
Other receivables	其他應收款項	5,915	2,506	1	72
		7,309	5,105	1	72

23. PREPAYMENTS, DEPOSITS AND OTHER RECEIVABLES (Continued)

None of the above assets is either past due or impaired. The financial assets included in the above balances relate to receivables for which there was no recent history of default.

24. DUE FROM A RELATED COMPANY

Particulars of an amount due from a related company, disclosed pursuant to Section 161B of the Hong Kong Companies Ordinance, are as follows:

Name 名稱	30 April 2009 二零零九年 四月三十日 US\$'000 千美元	Maximum amount outstanding during the year 年內未償還 金額上限 US\$'000 千美元	30 April 2008 二零零八年 四月三十日 US\$'000 千美元
	DGC GmbH	-	47

The above related company was controlled by Mr. Raymond Anthony NUGENT, a director of a subsidiary of the Company, up to 16 March 2009. Thereafter, Mr. Raymond Anthony NUGENT ceased to have interest in DGC GmbH.

The balance with the related company was unsecured, interest-free and repayable on demand.

23. 預付款項、按金及其他應收款項 (續)

以上資產並無逾期或減值。計入上述結餘之財務資產均與無近期違約記錄之應收款項有關。

24. 應收一家關連公司款項

須根據香港公司條例第161B條予以披露之應收關連公司款項詳情如下：

上述關連公司由本公司附屬公司一名董事 Raymond Anthony NUGENT先生控制直至二零零九年三月十六日。此後，Raymond Anthony NUGENT先生不再於DGC GmbH中擁有權益。

應收關連公司款項餘額為無抵押、免息及按要求償還。

25. CASH AND CASH EQUIVALENTS

		Group 本集團		Company 本公司	
		2009 二零零九年 US\$'000 千美元	2008 二零零八年 US\$'000 千美元	2009 二零零九年 US\$'000 千美元	2008 二零零八年 US\$'000 千美元
Cash and bank balances	現金及銀行結存	23,674	13,479	2,319	145
Time deposits	定期存款	-	3,273	-	2,122
Cash and cash equivalents	現金及現金等值項目	23,674	16,752	2,319	2,267

At the balance sheet date, the cash and bank balances of the Group denominated in Renminbi ("RMB") amounted to approximately US\$363,000 (2008: US\$452,000). RMB is not freely convertible into other currencies. However, under the People's Republic of China's Foreign Exchange Control Regulations and Administration of Settlement, Sale and Payment of Foreign Exchange Regulations, the Group is permitted to exchange RMB for other currencies through banks authorised to conduct foreign exchange business.

25. 現金及現金等值項目

於結算日，本集團以人民幣（「人民幣」）列值之現金及銀行結存約為363,000美元（二零零八年：452,000美元）。人民幣不可自由轉換為其他貨幣。然而根據中國之外匯管理條例及結匯、售匯及付匯管理規定，本集團可透過獲授權進行外幣兌換業務之銀行將人民幣兌換為其他貨幣。

25. CASH AND CASH EQUIVALENTS (Continued)

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

26. TRADE PAYABLES

An aged analysis of the trade payables as at the balance sheet date, based on the invoice date, is as follows:

		2009 二零零九年 US\$'000 千美元	2008 二零零八年 US\$'000 千美元
Within 30 days	30天內	4,322	19,293
31 to 60 days	31 – 60天	2,303	2,169
61 to 90 days	61 – 90天	1,290	1,329
91 to 365 days	91 – 365天	10,598	468
Over 1 year	超過1年	3,769	1,284
		22,282	24,543

The trade payables are non-interest-bearing and are normally settled on 60-day terms. The carrying amounts of trade payables approximate to their fair values.

25. 現金及現金等值項目 (續)

銀行存款按每日銀行存款利率計算之浮動利率計息。短期定期存款之存款期由一日至三個月不等，視乎本集團之即時現金需要而定，按各短期定期存款之利率賺取利息。銀行結存及定期存款乃存放於無近期違約記錄之信譽良好銀行。現金及現金等值項目及定期存款之賬面值與其公平值相若。

26. 應付貿易賬款

按發票日期計算，於結算日之應付貿易賬款之賬齡分析如下：

該等應付貿易賬款乃不計息，並一般按60天期限清償。應付貿易賬款之賬面值與其公平值相若。

27. ACCRUALS AND OTHER PAYABLES

		Group 本集團		Company 本公司	
		2009 二零零九年 US\$'000 千美元	2008 二零零八年 US\$'000 千美元	2009 二零零九年 US\$'000 千美元	2008 二零零八年 US\$'000 千美元
Accrued bonuses	累計花紅	244	1,666	-	-
Accrued expenses	累計開支	2,968	3,282	25	24
Licence fee payable	應付特許權費用	80	424	-	-
Other payables	其他應付款項	8,748	5,393	-	-
		12,040	10,765	25	24

Other payables are non-interest-bearing and have an average term of two months. The carrying amounts of other payables and accruals approximate to their fair values.

27. 應計費用及其他應付款項

其他應付款項乃不計息，平均期限為兩個月。其他應付款項及應計費用之賬面值與其公平值相若。

28. WARRANTY PROVISION

		2009 二零零九年 US\$'000 千美元	2008 二零零八年 US\$'000 千美元
At beginning of year	於年初	9,365	2,953
Additional provision (Note 6)	額外撥備 (附註6)	3,903	23,600
Amounts utilised during the year	年內動用金額	(10,441)	(17,068)
Exchange realignment	匯兌調整	(1,673)	(120)
At end of year	於年終	1,154	9,365

The Group offers warranties on certain of its consumer electronic products, for periods of 12 months from the date of purchase by end customers or 15 months from the date of manufacture. The amount of the provision for the warranties is estimated based on historical warranty claim experiences and recent trends. The estimation basis is reviewed on an ongoing basis and revised where appropriate.

28. 保用撥備

本集團就銷售予客戶之若干電子產品提供保用，保用期為由最終消費者購買日期起計12個月或出廠日期起計15個月。保用撥備之金額乃根據過往保用索償經驗以及近期趨勢作估計。估計之基準會按持續基準予以檢討及於適當時作出修訂。

29. INTEREST-BEARING BANK BORROWINGS

		2009 二零零九年			2008 二零零八年		
		Effective interest rate (%) 實際利率(%)	Maturity 到期日	US\$'000 千美元	Effective interest rate (%) 實際利率(%)	Maturity 到期日	US\$'000 千美元
Current – within one year or on demand	即期 – 須於一年內或按要求償還						
Trust receipt bank loans – unsecured	信託收據銀行貸款 – 無抵押	N/A 不適用	N/A 不適用	-	7	2009 二零零九年	1,284

Notes:

- (a) In the prior year, certain of the Group's banking facilities were secured by the pledge of a fixed and floating debenture over the assets of a 60%-owned subsidiary of the Company amounting to US\$26,270,000.
- (b) In the prior year, all borrowings were denominated in Sterling.

The carrying amounts of the Group's borrowings approximated to their fair values in the prior year.

29. 計息銀行借貸

附註：

- (a) 去年本集團若干銀行融資乃以抵押本公司一家佔60%權益之附屬公司為數26,270,000美元資產之固定及浮動債券作擔保。
- (b) 去年，所有借貸均以英鎊列值。

去年，本集團借貸之賬面值與其公平值相若。

30. BALANCE OF CONSIDERATION PAYABLE FOR ACQUISITIONS OF SUBSIDIARIES

As at 30 April 2009 and 2008, the balance of consideration payable of approximately US\$1,149,000 represented the estimated amounts payable for the acquisition of Dowry Peacock.

The carrying amounts of the balance of consideration payable for acquisitions of subsidiaries approximate their fair values.

Certain portions of the consideration for the acquisition of Dowry Peacock are subject to adjustments based on a pre-determined formula contingent on achievement of specified target profits during specified periods after the acquisitions. The Company's directors and the Group's management have estimated the amounts payable as at 30 April 2009 based on the results of Dowry Peacock stated in its audited financial statements for the years ended 30 April 2006, 2007 and 2008.

31. POST-EMPLOYMENT BENEFITS

		2009 二零零九年 US\$'000 千美元	2008 二零零八年 US\$'000 千美元
	Note 附註		
Defined benefit plan	定額福利計劃	782	896
Other long term post-employment benefits	其他長期僱員退休福利	410	293
		1,192	1,189

Notes:

(a) Defined benefit plan

The Group operates an unfunded defined benefit plan for all its qualifying employees in Taiwan. Under the plan, the employees are entitled to retirement benefits at 3% of final salary on attainment of a retirement age of 55.

According to the laws and regulations in Taiwan, the Group is obliged to pay its employees in Taiwan, upon retirement, disability or death, post-employment benefits based on the number of years of services and final average salary. The Group carried out an actuarial valuation as at 30 April 2009 of its obligation for post-employment benefits payable to its employees in Taiwan.

The most recent actuarial valuations of the present value of the defined benefit obligations were carried out at 30 April 2009 and 2008 by Hsu Mao-Chin Actuary, using the projected unit credit actuarial valuation method.

30. 收購附屬公司之應付代價餘額

於二零零九年及二零零八年四月三十日，應付代價餘額約為1,149,000美元，為收購Dowry Peacock所應付之估計金額。

收購附屬公司之應付代價餘額之賬面值與其公平值相若。

收購Dowry Peacock之若干部份代價，會視乎於收購後指定期間內是否達到指定溢利目標而按預定公式作出調整。本公司董事及本集團管理層已基於Dowry Peacock截至二零零六年、二零零七年及二零零八年四月三十日止年度之經審核財務報告所述業績，而估計於二零零九年四月三十日應付之金額。

31. 僱員退休福利

附註：

(a) 定額福利計劃

本集團為其所有合資格台灣僱員設立定額福利計劃。根據該計劃，僱員屆55歲退休年齡時有權享受最終薪金3%之退休福利。

根據台灣法律及法規，本集團須向其台灣僱員支付在退休、殘疾或身故所享有之福利，並按其台灣僱員服務年期及最終平均薪金支付退休福利。本集團於二零零九年四月三十日為台灣僱員退休福利責任進行一次之精算估值。

界定福利承擔現值之最近期精算估值，乃於二零零九年及二零零八年四月三十日由Hsu Mao-Chin Actuary按預測單位信貸精算估值法進行。

31. POST-EMPLOYMENT BENEFITS (Continued)

Notes: (Continued)

(a) **Defined benefit plan** (Continued)

The principal actuarial assumptions used as at the balance sheet date were as follows:

		2009 二零零九年 %	2008 二零零八年 %
		百分比	百分比
Discount rate	折現率	2.25	2.75
Expected rate of return on plan assets	計劃資產之預期回報率	2.25	2.75
Expected rate of return on reimbursement right	償付權之預期回報率	N/A 不適用	N/A 不適用
Expected rate of salary increases	預期薪金增長率	1.00	2.00
Future pension increases	未來退休金增長率	N/A 不適用	N/A 不適用

The overall expected rate of return on plan assets is determined based on the market expectations prevailing as at the balance sheet date, applicable to the period over which the obligations are to be settled.

計劃資產之整體預期回報率乃根據於結算日當時適用於履行責任期間之市場預期狀況而釐定。

The total expenses recognised in the consolidated income statement in respect of the plan are as follows:

於綜合收益表確認之計劃開支總額如下：

		2009 二零零九年 US\$'000 千美元	2008 二零零八年 US\$'000 千美元
Current service cost	現有服務成本	41	52
Interest cost	利息成本	22	26
Expected return on plan assets	計劃資產之預期回報	(2)	(2)
Actuarial gains	精算收益	(5)	(1)
Net benefit expenses	福利開支淨額	56	75

The Group expects to contribute US\$23,000 to its defined benefit plan in 2010.

本集團預期於二零一零年之界定福利計劃供款為23,000美元。

31. 僱員退休福利 (續)

附註：(續)

(a) **定額福利計劃** (續)

於結算日採用之主要精算假設如下：

	2009 二零零九年 %	2008 二零零八年 %
	百分比	百分比
Discount rate	2.25	2.75
Expected rate of return on plan assets	2.25	2.75
Expected rate of return on reimbursement right	N/A 不適用	N/A 不適用
Expected rate of salary increases	1.00	2.00
Future pension increases	N/A 不適用	N/A 不適用

計劃資產之整體預期回報率乃根據於結算日當時適用於履行責任期間之市場預期狀況而釐定。

於綜合收益表確認之計劃開支總額如下：

	2009 二零零九年 US\$'000 千美元	2008 二零零八年 US\$'000 千美元
Current service cost	41	52
Interest cost	22	26
Expected return on plan assets	(2)	(2)
Actuarial gains	(5)	(1)
Net benefit expenses	56	75

本集團預期於二零一零年之界定福利計劃供款為23,000美元。

31. POST-EMPLOYMENT BENEFITS (Continued)

Notes: (Continued)

(a) **Defined benefit plan** (Continued)

The movements in the present value of the defined benefit obligations are as follows:

		2009 二零零九年 US\$'000 千美元	2008 二零零八年 US\$'000 千美元
At beginning of year	於年初	852	929
Current service cost	現有服務成本	41	52
Interest cost	利息成本	22	26
Actuarial gains on obligation	責任之精算收益	(32)	(12)
Benefits paid	已付福利	(49)	(220)
Exchange difference	匯兌差額	(91)	77
At end of year	於年終	743	852

The movements in the fair value of plan assets are as follows:

		2009 二零零九年 US\$'000 千美元	2008 二零零八年 US\$'000 千美元
At beginning of year	於年初	96	61
Expected return	預期回報	(2)	(2)
Actuarial gains on obligation	責任之精算收益	5	4
Contributions by the Group	本集團供款	75	246
Benefits paid	已付福利	(49)	(220)
Exchange difference	匯兌差額	(13)	7
At end of year	於年終	112	96

A reconciliation of the fair value of the plan assets and the present value of the defined benefit obligations to the net value of liabilities/(assets) recognised in the consolidated balance sheet is as follows:

		2009 二零零九年 US\$'000 千美元	2008 二零零八年 US\$'000 千美元
Fair value of plan assets	計劃資產之公平值	(112)	(96)
Present value of defined benefit obligations	界定福利責任之現值	743	852
Unrecognised net actuarial gains	未確認精算收益淨額	631	756
Net liabilities arising from defined benefit obligations	界定福利責任產生之負債淨額	151	140
		782	896

31. 僱員退休福利 (續)

附註：(續)

(a) **定額福利計劃** (續)

界定福利責任之現值變動如下：

		2009 二零零九年 US\$'000 千美元	2008 二零零八年 US\$'000 千美元
At beginning of year	於年初	852	929
Current service cost	現有服務成本	41	52
Interest cost	利息成本	22	26
Actuarial gains on obligation	責任之精算收益	(32)	(12)
Benefits paid	已付福利	(49)	(220)
Exchange difference	匯兌差額	(91)	77
At end of year	於年終	743	852

計劃資產之公平值變動如下：

		2009 二零零九年 US\$'000 千美元	2008 二零零八年 US\$'000 千美元
At beginning of year	於年初	96	61
Expected return	預期回報	(2)	(2)
Actuarial gains on obligation	責任之精算收益	5	4
Contributions by the Group	本集團供款	75	246
Benefits paid	已付福利	(49)	(220)
Exchange difference	匯兌差額	(13)	7
At end of year	於年終	112	96

計劃資產公平值及界定福利責任現值與於綜合資產負債表確認之負債/(資產)淨額之對賬如下：

		2009 二零零九年 US\$'000 千美元	2008 二零零八年 US\$'000 千美元
Fair value of plan assets	計劃資產之公平值	(112)	(96)
Present value of defined benefit obligations	界定福利責任之現值	743	852
Unrecognised net actuarial gains	未確認精算收益淨額	631	756
Net liabilities arising from defined benefit obligations	界定福利責任產生之負債淨額	151	140
		782	896

31. POST-EMPLOYMENT BENEFITS (Continued)

Notes: (Continued)

(a) Defined benefit plan (Continued)

The defined benefit contributions in Taiwan are made to a fund administered by the government of Taiwan. The major categories of plan assets as a percentage of the fair value of the total plan assets of the centrally administered fund are as follows:

		2009 二零零九年 %	2008 二零零八年 %
		百分比	百分比
Equity instruments	股本工具	11	9
Debt instruments	債務工具	12	11
Deposits	存款	41	43
Others	其他	36	37

A five year summary of the present value of the defined benefit obligations, the fair value of the plan assets, the deficit in the plan and the experience adjustment arising on plan liabilities is as follows:

		2009 二零零九年 US\$'000 千美元	2008 二零零八年 US\$'000 千美元	2007 二零零七年 US\$'000 千美元	2006 二零零六年 US\$'000 千美元	2005 二零零五年 US\$'000 千美元
Present value of defined benefit obligations	界定福利責任現值	743	852	873	1,081	1,088
Fair value of plan assets	計劃資產公平值	(112)	(96)	(58)	(32)	-
Unrecognised actuarial gains	未確認精算收益	151	140	112	81	19
Deficit in the plan	計劃虧絀	782	896	927	1,130	1,107
Experience adjustment on plan liabilities	計劃負債之經驗調整	-	-	-	-	64

(b) Other long term post-employment benefits

Balance represents provision for long service payment as required by certain jurisdictions. Termination benefits are payable when employment is terminated before the normal retirement date or whenever an employee accepts voluntary redundancy in exchange for these benefits.

31. 僱員退休福利 (續)

附註：(續)

(a) 定額福利計劃 (續)

於台灣之界定福利供款乃向一家由政府管理之基金作出。計劃資產主要類別佔該中央管理基金之計劃資產總額公平值之百分比如下：

界定福利責任現值、計劃資產公平值、計劃虧絀及計劃負債之經驗調整之五年概要如下：

(b) 其他長期僱員退休福利

結餘乃指若干司法權區所要求之對長期服務金之撥備。終止福利於僱員屆正常退休日期前，或僱員接納自願離職來換取該等福利而終止僱用時須予支付。

32. SHARE CAPITAL Shares

		2009 二零零九年 US\$'000 千美元	2008 二零零八年 US\$'000 千美元
Authorised:	法定：		
2,000,000,000 ordinary shares of US\$0.02 each	2,000,000,000股每股面值0.02美元之普通股	40,000	40,000
Issued and fully paid:	已發行及繳足：		
674,994,644 (2008: 674,994,644) ordinary shares of US\$0.02 each	674,994,644 (二零零八年：674,994,644) 股每股面值0.02美元之普通股	13,500	13,500

A summary of the transactions during the year with reference to the above movements in the Company's issued ordinary share capital is as follows:

經參考上述變動，本公司已發行普通股本於年內之交易概要如下：

		Number of shares in issue 發行股份數目 '000 千股	Issued capital 已發行股本 US\$'000 千美元	Share premium account 股份溢價賬 US\$'000 千美元	Total 合計 US\$'000 千美元
At 1 May 2007	於二零零七年五月一日	670,920	13,418	20,564	33,982
Issue of shares to settle consideration payable for acquisitions of subsidiaries [#]	發行股份以支付收購附屬公司應付的代價 [#]	4,075	82	1,068	1,150
At 30 April 2008, 1 May 2008 and 30 April 2009	於二零零八年四月三十日、二零零八年五月一日及二零零九年四月三十日	674,995	13,500	21,632	35,132

[#] On 27 February 2008, 4,074,635 ordinary shares of US\$0.02 each of the Company were issued at a price of approximately HK\$2.284 (equivalent to US\$0.29) per share as part of the consideration for the acquisition of subsidiaries.

[#] 於二零零八年二月二十七日，本公司以每股約2.284港元（相等於0.29美元）之價格發行4,074,635股每股面值0.02美元之普通股，作為收購附屬公司之部份代價。

Share options

Details of the Company's share option scheme ("Share Option Scheme") are included in Note 33 to the financial statements.

購股權

本公司之購股權計劃（「購股權計劃」）詳情載於財務報告附註33。

33. SHARE OPTION SCHEME

The Share Option Scheme was adopted pursuant to a resolution of the then sole shareholder passed on 22 April 2002 for the primary purpose of providing incentives or rewards to eligible persons for their contribution or potential contribution to the Group. The Share Option Scheme will remain in force for a period of 10 years up to 2012. Under the Share Option Scheme, the Company's board of directors or a committee thereof may grant options to eligible persons to subscribe for shares in the Company at a price per share of at least the higher of (i) the closing price of a share as stated in the daily quotation sheets issued by the Stock Exchange on the date of the offer of the relevant option; and (ii) the average closing price of the shares as stated in the daily quotation sheets issued by the Stock Exchange for the five business days immediately preceding the date of offer, provided that the exercise price shall in no event be less than the nominal amount of one share. A consideration of HK\$1 is payable on acceptance of the grant of options. The maximum number of shares which may be issued upon the exercise of all outstanding options granted under the Share Option Scheme and any other scheme to be adopted by the Company from time to time must not in aggregate exceed 30% of the share capital of the Company in issue from time to time. The Company has no legal or constructive obligation to repurchase or settle the share options in cash.

The movements in share options under the Share Option Scheme during the year were as follows:

33. 購股權計劃

購股權計劃乃於二零零二年四月二十二日根據當時唯一股東通過之決議案而採納，主要目的是獎勵或酬謝合資格人士對本集團曾經或將會作出之貢獻。購股權計劃將一直有效，至二零一二年止，為期十年。根據購股權計劃，本公司董事會或董事委員會可將購股權授予合資格人士以認購本公司股份，每股認購價至少為(i) 聯交所發佈之每日收市價表所列本公司一股股份於有關購股權批授日期當日之收市價；及(ii) 聯交所發佈之每日收市價表所列本公司於緊接批授日期前五個營業日之股份平均收市價（以較高者為準），惟行使價無論如何不得低於一股股份之面值。合資格人士於接納購股權時須支付代價1港元。根據購股權計劃及本公司將予採納之任何其他計劃已授出但尚未行使之購股權行使時可發行之股份總數，不得超過本公司不時已發行股本之30%。本公司並無法律或推定責任以現金購回或償付購股權。

以下為年內購股權計劃項下之購股權變動：

		2009 二零零九年		2008 二零零八年	
		Weighted average exercise price 加權平均行使價 HK\$ per share 港元每股	Number of options 購股權數目 '000 千份	Weighted average exercise price 加權平均行使價 HK\$ per share 港元每股	Number of options 購股權數目 '000 千份
At beginning of year	於年初	0.830	37,381	2.386	32,222
Granted during the year	於年內已授出	0.164	20,000	0.830	40,580
Lapsed during the year	於年內已失效	0.830	(3,073)	2.021	(12,662)
Cancelled during the year	於年內已註銷	-	-	2.369	(22,759)
At end of year	於年終	0.585	54,308	0.830	37,381

33. SHARE OPTION SCHEME (Continued)

Share options outstanding at the end of the year have the following exercise periods and exercise prices:

2009

Number of options 購股權數目 '000 千份	Exercise price* per share 每股行使價* HK\$ 港元	Exercise period 行使期
34,308	0.830	24 August 2008 to 23 August 2013 二零零八年八月二十四日至 二零一三年八月二十三日
20,000	0.164	12 January 2010 to 11 January 2015 二零一零年一月十二日至 二零一五年一月十一日
54,308		

2008

Number of options 購股權數目 '000 千份	Exercise price* per share 每股行使價* HK\$ 港元	Exercise period 行使期
37,381	0.830	24 August 2008 to 23 August 2013 二零零八年八月二十四日至 二零一三年八月二十三日

* The exercise price of the share options is subject to adjustment in case of rights or bonus issues, or other similar changes in the Company's share capital.

The fair value of the share options granted during the year was approximately US\$171,000 (HK\$0.0668 each) (2008: US\$236,000, HK\$0.0453 each).

33. 購股權計劃 (續)

以下為於年終時尚未行使購股權之行使期及行使價：

二零零九年

Number of options 購股權數目 '000 千份	Exercise price* per share 每股行使價* HK\$ 港元	Exercise period 行使期
34,308	0.830	24 August 2008 to 23 August 2013 二零零八年八月二十四日至 二零一三年八月二十三日
20,000	0.164	12 January 2010 to 11 January 2015 二零一零年一月十二日至 二零一五年一月十一日
54,308		

二零零八年

Number of options 購股權數目 '000 千份	Exercise price* per share 每股行使價* HK\$ 港元	Exercise period 行使期
37,381	0.830	24 August 2008 to 23 August 2013 二零零八年八月二十四日至 二零一三年八月二十三日

* 倘本公司股本中有供股或發行紅股或其他類似變動，購股權之行使價可作相應調整。

年內授出購股權之公平值約為171,000美元（每股0.0668港元）（二零零八年：236,000美元，每股0.0453港元）。

33. SHARE OPTION SCHEME (Continued)

The fair value of equity-settled share options granted was estimated as at the date of grant, using the Black-Scholes valuation model, taking into account the terms and conditions upon which the options were granted. The following table lists the inputs to the model used:

Date of grant		24 August 2007 二零零七年 八月二十四日	4 November 2008 二零零八年 十一月四日
Share price at date of grant (HK\$ per share)	於授出日之股價 (每股港元)	0.83	0.14
Weighted average share price (HK\$ per share)	加權平均股價 (每股港元)	0.83	0.164
Expected volatility (%)	預期波幅 (%)	37.97	82.16
Risk-free interest rate (%)	無風險利率 (%)	4.16	1.74
Expected life of options (year)	購股權之預計期限 (年)	3.5 to 4.5	3.7 to 5.7
Dividend yield (%)	股息率 (%)	4.32	4.32

The expected life of the options is based on the historical data over the past three years and is not necessarily indicative of the exercise patterns that may occur. The expected volatility reflects the assumption that the historical volatility is indicative of future trends, which may also not necessarily be the actual outcome.

No other feature of the options granted was incorporated into the measurement of fair value.

At the balance sheet date, the Company had 54,307,500 share options outstanding under the Share Option Scheme. The exercise in full of the remaining share options would, under the present capital structure of the Company, result in the issue of 54,307,500 additional ordinary shares of the Company and additional share capital of approximately US\$1,086,000 and share premium of approximately US\$2,985,000 (before issue expenses).

At the date of approval of these financial statements, the Company had 54,307,500 share options outstanding under the Share Option Scheme, which represented approximately 8% of the Company's shares in issue as at that date.

33. 購股權計劃 (續)

已授出股本結算購股權之公平值使用柏力克－舒爾斯估值模式乃於授出日期作估計，並計及該等購股權授出之條款。下表列示使用該模式時的輸入項目：

購股權之預計期限乃根據過去三年之歷史數據計算，未必代表可能產生之行使模式。預期波幅反映如下假設，即過往波幅僅為未來趨勢之指標，未必代表實際結果。

已授出購股權之其他特色概無納入公平值之計算中。

於結算日，本公司有根據購股權計劃授出而尚未行使之購股權共54,307,500份。倘餘下之購股權獲悉數行使，則根據本公司現行之資本架構，將會導致本公司須額外發行54,307,500股普通股，而股本及股份溢價亦分別增加約1,086,000美元及約2,985,000美元（未扣除發行費用）。

於批准本財務報告日期，本公司有根據購股權計劃授出而尚未行使之購股權54,307,500份，佔本公司於該日已發行股份之約8%。

34. RESERVES

(a) Group

The amounts of the Group's reserves and the movements therein for the current and prior years are presented in the consolidated statement of changes in equity on page 56 of the financial statements.

(b) Company

		Share premium 股份溢價賬 US\$'000 千美元	Share option reserve 購股權儲備 US\$'000 千美元	Capital redemption reserve 資本贖回儲備 US\$'000 千美元	Contributed surplus 實繳盈餘 US\$'000 千美元	Retained earnings 保留盈利 US\$'000 千美元	Total 合計 US\$'000 千美元
Balance at 1 May 2007	於二零零七年五月一日結存	20,564	647	48	9,946	5,754	36,959
Loss for the year	年度虧損	-	-	-	-	(362)	(362)
Equity-settled share option arrangements	以股權支付之購股權安排	-	236	-	-	-	236
Share options lapsed/cancelled during the year	年內失效/註銷之購股權	-	(301)	-	-	301	-
Premium arising on issue of shares upon acquisitions of subsidiaries (Note 32)	因收購附屬公司發行股份產生之溢價(附註32)	1,068	-	-	-	-	1,068
Dividend paid	已付股息	-	-	-	-	(2,154)	(2,154)
Balance at 30 April 2008	於二零零八年四月三十日結存	21,632	582	48	9,946	3,539	35,747
Balance at 1 May 2008	於二零零八年五月一日結存	21,632	582	48	9,946	3,539	35,747
Profit for the year	年度溢利	-	-	-	-	8,663	8,663
Equity-settled share option arrangements	以股權支付之購股權安排	-	171	-	-	-	171
Share options lapsed during the year	年內失效之購股權	-	(413)	-	-	413	-
Balance at 30 April 2009	於二零零九年四月三十日結存	21,632	340	48	9,946	12,615	44,581
Representing: 2009 final dividend proposed	即：擬派二零零九年末期股息	-	-	-	-	1,891	-
Others	其他	-	-	-	-	10,724	-
		-	-	-	-	12,615	-

The Company's contributed surplus represents the excess of the fair value of the shares of the subsidiaries acquired pursuant to the reorganisation, over the nominal value of the Company's shares issued in exchange therefor. Under the Companies Act 1981 of Bermuda, the contributed surplus account of the Company is distributable to equity holders. However, the Company cannot declare or pay a dividend or make a distribution out of contributed surplus if (i) it is, or would after the payment be unable to pay its liabilities as they become due; or (ii) the realisable value of its assets would thereby be less than the aggregate of its liabilities and its issued share capital and share premium accounts.

34. 儲備

(a) 本集團

本集團於本年度及過往年度之儲備金額及其變動呈列於財務報告第56頁之綜合權益變動表。

(b) 本公司

		Share premium 股份溢價賬 US\$'000 千美元	Share option reserve 購股權儲備 US\$'000 千美元	Capital redemption reserve 資本贖回儲備 US\$'000 千美元	Contributed surplus 實繳盈餘 US\$'000 千美元	Retained earnings 保留盈利 US\$'000 千美元	Total 合計 US\$'000 千美元
Balance at 1 May 2007	於二零零七年五月一日結存	20,564	647	48	9,946	5,754	36,959
Loss for the year	年度虧損	-	-	-	-	(362)	(362)
Equity-settled share option arrangements	以股權支付之購股權安排	-	236	-	-	-	236
Share options lapsed/cancelled during the year	年內失效/註銷之購股權	-	(301)	-	-	301	-
Premium arising on issue of shares upon acquisitions of subsidiaries (Note 32)	因收購附屬公司發行股份產生之溢價(附註32)	1,068	-	-	-	-	1,068
Dividend paid	已付股息	-	-	-	-	(2,154)	(2,154)
Balance at 30 April 2008	於二零零八年四月三十日結存	21,632	582	48	9,946	3,539	35,747
Balance at 1 May 2008	於二零零八年五月一日結存	21,632	582	48	9,946	3,539	35,747
Profit for the year	年度溢利	-	-	-	-	8,663	8,663
Equity-settled share option arrangements	以股權支付之購股權安排	-	171	-	-	-	171
Share options lapsed during the year	年內失效之購股權	-	(413)	-	-	413	-
Balance at 30 April 2009	於二零零九年四月三十日結存	21,632	340	48	9,946	12,615	44,581
Representing: 2009 final dividend proposed	即：擬派二零零九年末期股息	-	-	-	-	1,891	-
Others	其他	-	-	-	-	10,724	-
		-	-	-	-	12,615	-

本公司之實繳盈餘指根據重組所收購之附屬公司股份之公平值超逾本公司以交換股份方式而發行之股份面值之差額。根據百慕達一九八一年公司法，本公司之實繳盈餘賬目可供分派予權益持有人。然而，本公司在下列情況不得宣派或派付股息或從實繳盈餘中作出分派：(i)派付後無法支付到期之負債；或(ii)其資產之可變現價值少於其負債及已發行股本以及股份溢價賬之總額。

35. DISPOSAL OF A SUBSIDIARY

35. 出售一家附屬公司

		Note 附註	2009 二零零九年 US\$'000 千美元
Net assets disposed of:	已出售之資產淨值：		
Trade receivables	應收貿易賬款		18
Tax recoverable	可收回稅項		25
Trade payables	應付貿易賬款		(39)
Accruals and other payables	應計費用及其他應付款項		(3)
			1
Gain on disposal of a subsidiary	出售一家附屬公司之收益	6	102
			103
Satisfied by:	以下列方式支付：		
Cash	現金		103

An analysis of the net inflow of cash and cash equivalents in respect of the disposal of a subsidiary is as follows:

與出售一家附屬公司有關之現金及現金等值項目之流入淨額分析如下：

			2009 二零零九年 US\$'000 千美元
Cash consideration and net inflow of cash and cash equivalents in respect of the disposal of a subsidiary	現金代價及與出售一家附屬公司有關之現金及現金等值項目之流入淨額		103

36. NOTE TO THE CONSOLIDATED CASH FLOW STATEMENT

Major non-cash transaction

The principal non-cash transaction was the disposal of assets and liabilities in respect of the subsidiary, CU Packaging & Design Limited, which was being disposed of during the year. The disposal of a 100% equity interest in CU Packaging & Design Limited did not result in any further cash flows to the Group other than a net inflow of cash and cash equivalents of approximately US\$103,000.

36. 綜合現金流量表附註

主要非現金交易

主要非現金交易為出售於年內已出售之附屬公司環美商標有限公司有關之資產及負債。除現金及現金等值項目之流入淨額約103,000美元外，出售環美商標有限公司所有權益並無導致本集團產生任何進一步現金流量。

37. CONTINGENT LIABILITIES

At the balance sheet date, contingent liabilities not provided for in the financial statements were as follows:

		Group 本集團		Company 本公司	
		2009 二零零九年 US\$'000 千美元	2008 二零零八年 US\$'000 千美元	2009 二零零九年 US\$'000 千美元	2008 二零零八年 US\$'000 千美元
Guarantees given to banks in connection with facilities granted to: Subsidiaries	就授予以下各方之融資而向銀行作出之擔保： 附屬公司	-	-	32,853	62,898

As at 30 April 2009, the banking facilities granted to the subsidiaries subject to guarantees given to the banks by the Company were utilised to the extent of approximately US\$5,484,000 (2008: US\$17,652,000).

37. 或然負債

於結算日，於財務報告內尚未撥備之或然負債如下：

於二零零九年四月三十日，根據本公司向銀行作出之擔保而授予附屬公司之銀行融資已被動用約5,484,000美元（二零零八年：17,652,000美元）。

38. OPERATING LEASE ARRANGEMENTS

The Group leases certain of its office premises, staff quarters, furniture and equipment under operating lease arrangements. The leases have varying terms, escalation clauses and renewal rights.

At 30 April 2009, the Group had total future minimum lease payments under non-cancellable operating leases falling due as follows:

		Office premises and staff quarters 辦公室單位及員工宿舍		Furniture and equipment 傢俬及設備	
		2009 二零零九年 US\$'000 千美元	2008 二零零八年 US\$'000 千美元	2009 二零零九年 US\$'000 千美元	2008 二零零八年 US\$'000 千美元
Within one year	一年內	1,506	987	140	165
In the second to fifth years, inclusive	第二至第五年（包括首尾兩年）	2,047	696	218	355
After five years	五年以上	32	117	-	-
		3,585	1,800	358	520

At the balance sheet date, the Company had no operating lease arrangements.

38. 經營租賃安排

本集團根據經營租賃安排而租賃若干辦公室單位、員工宿舍、傢俬及設備。該等租賃之租期、調整租金之條款及續約權利各有不同。

於二零零九年四月三十日，本集團根據不可撤銷經營租賃於下列到期日支付之未來最低租金款項如下：

於結算日，本公司並無擁有任何經營租賃安排。

39. COMMITMENTS

In addition to the operating lease commitments detailed in Note 38 above, the Group had the following capital commitments for the acquisition of property, plant and equipment at the balance sheet date:

		2009 二零零九年 US\$'000 千美元	2008 二零零八年 US\$'000 千美元
Contracted, but not provided for	已訂約但未撥備	-	27
Authorised, but not contracted for	已核准但未訂約	98	7

At the balance sheet date, the Company did not have any capital commitments.

39. 承擔

除上文附註38所述之經營租賃承擔外，以下為本集團於結算日對購置物業、廠房及設備之資本承擔：

於結算日，本公司並無擁有任何資本承擔。

40. RELATED PARTY TRANSACTIONS

(a) In addition to the transactions detailed elsewhere in these financial statements, the Group had the following material transactions with related parties during the year:

Name of related parties 有關連人士名稱	Nature of transactions 交易性質	Note 附註	2009 二零零九年 US\$'000 千美元	2008 二零零八年 US\$'000 千美元
Sky Fame Group Limited 明禮集團有限公司	Rental expense 租金開支	(i)	128	128
Ken Ball Limited 簡球有限公司	Rental expense 租金開支	(ii)	208	135
Raymond Anthony NUGENT	Rental expense 租金開支	(iii)	39	47
DGC GmbH	Royalty income 專利權收入	(iv)	62	95
DGC GmbH	Inspection income 檢查收入	(iv)	54	37
Vigor International (H.K.) Limited 上威國際(香港)有限公司	Commission income 佣金收入	(v)	43	-

40. 有關連人士交易

(a) 除本財務報告其他部份所述之交易外，本集團年內與有關連人士進行以下重大交易：

40. RELATED PARTY TRANSACTIONS (Continued)

(a) (Continued)

Notes:

- (i) Sky Fame Group Limited is 100% owned by Mr. WANG Lu Yen, a director of the Company, and his spouse. The rental expense is determined based on the market rate and floor area.
- (ii) Ken Ball Limited is 100% owned by Mr. Peter Loris SOLOMON, a former director of the Company. Rental expense is determined based on the market rate and floor area.
- (iii) Mr. Raymond Anthony NUGENT is a director and a holder of 30% interest of Dowry Peacock, a 60% owned subsidiary of the Company.
- (iv) DGC GmbH was 64% owned by Mr. Raymond Anthony NUGENT, a director of Dowry Peacock which is a 60% owned subsidiary of the Company, up to 16 March 2009. Thereafter, Mr. Nugent ceased to have interest in DGC GmbH. The royalty income is received in accordance with the terms of agreement made between the parties. The inspection income is determined based on the rate agreed by both parties.
- (v) Vigor International (H.K.) Limited is 100% owned by Roly International Holdings Ltd., which is a controlling shareholder of the Company. The commission income is received based on the terms of agreement made between the parties.

(b) Outstanding balances with related parties:

Details of the Group's balances with its jointly-controlled entity and related company as at the balance sheet date are disclosed in Notes 19 and 24 to the financial statements.

(c) Compensation of key management personnel of the Group:

		2009 二零零九年 US\$'000 千美元	2008 二零零八年 US\$'000 千美元
Short term employee benefits	短期僱員福利	1,388	1,155
Post-employment benefits	退休福利 – 定額供款計劃		
– defined contribution plans		51	78
Share-based payments	以股份為基礎付款	76	80
Total compensation paid to key management personnel	支付予主要管理人員之薪酬總額	1,515	1,313

Further details of directors' emoluments are included in Note 9 to the financial statements.

40. 有關連人士交易 (續)

(a) (續)

附註:

- (i) 明禮集團有限公司為由王祿閣先生(本公司董事)及其妻子全資擁有之公司。租金開支乃參考市值租金及樓面面積釐定。
- (ii) 簡球有限公司為一間由本公司前董事Peter Loris SOLOMON先生全資擁有之公司。租金開支乃參考市值租金及樓面面積釐定。
- (iii) Raymond Anthony NUGENT先生為Dowry Peacock(本公司擁有60%權益之附屬公司)之董事及擁有其30%權益的持有人。
- (iv) DGC GmbH由Raymond Anthony NUGENT先生(本公司佔60%權益之附屬公司Dowry Peacock之董事)持有64%權益直至二零零九年三月十六日。此後, Nugent先生不再於DGC GmbH中擁有權益。專利權收入根據訂約方訂立之協議條款收取。檢查收入根據雙方協定之收費率釐定。
- (v) 上威國際(香港)有限公司為本公司控股股東全威國際控股有限公司全資擁有之公司。佣金收入根據雙方訂立之協議條款收取。

(b) 與有關連人士之尚未償還結餘:

本集團於結算日與其共同控制實體及有關連人士之貿易結餘詳情於財務報告附註19及24中披露。

(c) 本集團主要管理人員之薪酬:

董事薪酬之詳情載於財務報告附註9。

41. FINANCIAL INSTRUMENTS BY CATEGORY

The carrying amounts of each of the categories of financial instruments as at the balance sheet date are as follows:

Group

Financial assets

	Note	Loans and receivables 貸款及應收款項		Available-for-sale financial asset 可供出售金融資產		Total 合計	
		2009 二零零九年 US\$'000 千美元	2008 二零零八年 US\$'000 千美元	2009 二零零九年 US\$'000 千美元	2008 二零零八年 US\$'000 千美元	2009 二零零九年 US\$'000 千美元	2008 二零零八年 US\$'000 千美元
Available-for-sale financial asset 可供出售金融資產	17	-	-	84	84	84	84
Trade receivables 應收貿易賬款	22	18,239	21,428	-	-	18,239	21,428
Financial assets included in prepayments, deposits and other receivables 計入預付款項、按金及其他應收款項之金融資產	23	6,561	3,089	-	-	6,561	3,089
Due from a related company 應收一家關連公司之款項	24	-	5	-	-	-	5
Cash and cash equivalents 現金及現金等值項目	25	23,674	16,752	-	-	23,674	16,752
		48,474	41,274	84	84	48,558	41,358

Financial liabilities

本集團

金融資產

各類別金融工具於結算日之賬面值如下：

金融負債

	Note	Financial liabilities at amortised cost 按攤銷成本列賬之金融負債	
		2009 二零零九年 US\$'000 千美元	2008 二零零八年 US\$'000 千美元
Trade payables 應付貿易賬款	26	22,282	24,543
Financial liabilities included in accruals and other payables 計入應計費用及其他應付款項之金融負債	27	8,828	5,817
Interest-bearing bank borrowings 計息銀行借款	29	-	1,284
Dividend payable to a minority shareholder of a subsidiary 應付一家附屬公司少數股東之股息		742	1,030
		31,852	32,674

41. FINANCIAL INSTRUMENTS BY CATEGORY 41. 金融工具類別 (續)

(Continued)

Company

Financial assets

本公司

金融資產

		Loans and receivables 貸款及應收款項	
		2009 二零零九年 US\$'000 千美元	2008 二零零八年 US\$'000 千美元
		Note 附註	
Financial assets included in prepayments, deposits and other receivables	計入預付款項、按金及 其他應收款項之金融資產	23	1
Cash and cash equivalents	現金及現金等值項目	25	2,319
			2,320
			2,339

As at the balance sheet date, the Company did not have any financial liability.

於結算日，本公司並無任何金融負債。

42. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The Group's principal financial instruments comprise interest-bearing bank borrowings, and cash and short term deposits. The main purpose of these financial instruments is to raise finance for the Group's operations. The Group has various other financial assets and liabilities such as trade receivables and trade payables, which arise directly from its operations.

It is, and has been, throughout the year under review, the Group's policy that no trading in financial instruments shall be undertaken.

The main risks arising from the Group's financial instruments are interest rate risk, foreign currency risk, credit risk and liquidity risk. The board of directors reviews and agrees policies for managing each of these risks and they are summarised below.

Interest rate risk

The Group's exposure to the risk of changes in market interest rates relates primarily to the Group's short term interest-bearing bank deposits and borrowings with a floating interest rate.

The Group has not entered into any interest rate swaps to hedge its exposure to interest rate risks.

The following table demonstrates the sensitivity to a reasonably possible change in interest rates, with all other variables held constant, of the Group's loss before tax (through the impact on floating rate borrowings) and interest-bearing bank deposits and the Group's equity.

		Increase/ (decrease) in basis points 基點增加/ (減少)	Increase/ (decrease) in loss before tax 除稅前虧損 增加/(減少) US\$'000 千美元	Increase/ (decrease) in equity* 權益增加/ (減少)* US\$'000 千美元
2009	二零零九年			
Hong Kong dollar	港元	50	(119)	119
Hong Kong dollar	港元	(50)	119	(119)
2008	二零零八年			
Hong Kong dollar	港元	50	(79)	79
Hong Kong dollar	港元	(50)	79	(79)

* Excluding retained earnings

42. 財務風險管理目標及政策

本集團的主要金融工具包括計息銀行借貸以及現金及短期存款。該等金融工具的主要目的乃為本集團的業務籌集資金。本集團亦有各種其他金融資產及負債，如直接由本集團營運產生的應收貿易賬款及應付貿易賬款等。

本集團的政策為於回顧年度整段期間均不進行任何金融工具交易。

本集團的金融工具所產生的主要風險為利率風險、外幣風險、信貸風險及流動資金風險。董事會檢討及議定管理各項該等風險的政策，茲概述如下。

利率風險

本集團承受的市場利率變動風險主要與本集團的浮動利率短期計息銀行存款及借貸有關。

本集團並無訂立任何利率掉期合約以對沖利率風險。

下表說明在所有其他變量保持不變的情況下，本集團的除稅前虧損（透過對浮息借貸的影響）、計息銀行存款及本集團的權益對利率合理可能變動的敏感性。

* 不包括保留盈利

42. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

Foreign currency risk

The Company's functional currency is the United States dollar and the functional currencies of the majority of the subsidiaries are the United States dollar, Hong Kong dollar or Sterling. The Group's transactions, trade receivables and trade payables are mainly denominated in these three currencies.

As the exchange rate of the United States dollar and Hong Kong dollar is pegged, management considers the foreign exchange risk in this respect is not significant. The Group has certain investments in foreign operations, whose net assets are exposed to foreign currency translation risk. However, as the net foreign exchange exposure of the foreign operations is not significant, the Group does not actively hedge this foreign exchange exposure.

The Group periodically reviews monetary assets and liabilities held in currencies other than the United States dollar and Hong Kong dollar to ensure that net exposure is kept at an acceptable level, and will consider hedging significant foreign currency exposure should the need arise.

Credit risk

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

The credit risk of the Group's other financial assets, which comprise cash and cash equivalents, available-for-sale financial assets, trade receivables, deposits and other receivables, and due from a related party, arises from default of the counterparty, with a maximum exposure equal to the carrying amounts of these instruments.

Since the Group trades only with recognised and creditworthy third parties, there is no requirement for collateral. Concentrations of credit risk are managed by customer/counterparty, by geographical region and by industry sector. At the balance sheet date, the Group has certain concentration of credit risk on the Group's trade receivables, as the amounts due from the five largest debtors amounted to approximately US\$6,061,000 (2008: US\$11,077,000), representing 33.2% (2008: 51.7%) of the Group's trade receivables. In order to minimise the credit risk, management continuously monitors the level of exposure to ensure that follow-up actions are taken promptly to reduce the risk exposure or to recover overdue balances. The Group will also continuously exploit new opportunities and forge relationships with new customers with the aim of broadening its clientele.

Further quantitative data in respect of the Group's exposure to credit risk arising from trade receivables are disclosed in Note 22 to the financial statements.

42. 財務風險管理目標及政策 (續)

外幣風險

本公司的功能貨幣為美元，大部份附屬公司的功能貨幣為美元、港元或英鎊。本集團的交易、應收貿易賬款及應付貿易賬款主要以上述三種貨幣列值。

由於美元與港元匯率掛鈎，故此管理層認為外匯風險並不重大。本集團於海外業務擁有若干投資，而該等淨資產需承擔外幣換算風險。然而，由於海外業務之淨外匯風險承擔並不重大，故本集團目前並無積極對沖此外匯風險。

本集團會定期檢討美元及港元以外貨幣持有的貨幣資產及負債，確保承擔的淨風險維持於可接受水平，並在有需要時考慮對沖重大的外幣風險。

信貸風險

本集團只會與經認可及信譽良好的第三方交易。本集團政策規定所有擬用信貸期交易的客戶須進行信用審核程序。此外，本集團會持續監察應收款項結餘，因此本集團承受的壞賬風險並不重大。

本集團其他金融資產（包括現金及現金等值項目、可供出售金融資產、應收貿易賬款、存款及其他應收款項及應收關連人士款項）之信貸風險，乃來自對方不能歸還之款項，而最大風險等同該等工具之賬面值。

由於本集團只會與經認可及信譽良好的第三方交易，所以無須提供抵押品。信貸風險的集中度是按客戶／對方、地區及行業來管理。於結算日，本集團於應收貿易賬款有若干集中承擔的信貸風險，應收五大客戶款項約為6,061,000美元（二零零八年：11,077,000美元），佔本集團應收貿易賬款的33.2%（二零零八年：51.7%）。為了減低信貸風險，管理層持續監察風險水平，以確保即時採取跟進行動，減低風險承擔，或追回逾期結欠。本集團亦將繼續物色新商機，並與新客戶建立關係，以拓寬客戶基礎。

有關本集團因應收貿易賬款產生的信貸風險的進一步量化資料於財務報告附註22披露。

42. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

Liquidity risk

The Group's objective is to maintain a balance between continuity of funding and flexibility through the use of banking facilities.

The maturity profile of the Group's financial liabilities as at the balance sheet date, based on the contractual undiscounted payments, was as follows:

		Within one year 一年內			
		Group 本集團		Company 本公司	
		2009 二零零九年 US\$'000 千美元	2008 二零零八年 US\$'000 千美元	2009 二零零九年 US\$'000 千美元	2008 二零零八年 US\$'000 千美元
Trade payables	應付貿易賬款	22,282	24,543	-	-
Financial liabilities included in accruals and other payables	計入應計費用及其他應付款項之金融負債	8,828	5,817	-	-
Interest-bearing bank borrowings	計息銀行借貸	-	1,284	-	-
Dividend payable to a minority shareholder of a subsidiary	應付一家附屬公司少數股東權益的股息	742	1,030	-	-
		31,852	32,674	-	-

Capital management

The primary objective of the Group's capital management is to safeguard the Group's ability to continue as a going concern and to maintain healthy capital ratios in order to support its business and maximise shareholders' value.

The Group manages its capital structure and makes adjustments to it, in light of changes in economic conditions. To maintain or adjust the capital structure, the Group may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. No changes were made in the objectives, policies or processes for managing capital during the years ended 30 April 2009 and 30 April 2008.

42. 財務風險管理目標及政策 (續)

流動資金風險

本集團的目標是要充份利用銀行信貸，在資金持續供應與靈活性之間維持平衡。

根據合約非折現付款分析的本集團於結算日的金融負債到期情況如下：

資本管理

本集團資本管理的主要目標為確保本集團能持續營運及維持穩健的資本比率，以支持其業務及盡量提高股東價值。

本集團根據經濟狀況變動管理其資本架構及對其進行調整。為維持或調整資本架構，本集團可能調整對股東派發之股息、向股東退還資本或發行新股。管理資本的目標、政策或程序於截至二零零九年四月三十日及二零零八年四月三十日止年度概無任何變動。

42. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

Capital management (Continued)

The Group monitors capital using a gearing ratio, which is total debt divided by total capital. Total debt includes interest-bearing bank borrowings. Capital includes total equity of the Company. The gearing ratios as at the balance sheet dates were as follows:

Group		2009 二零零九年 US\$'000 千美元	2008 二零零八年 US\$'000 千美元
Interest-bearing bank borrowings	計息銀行借貸	-	1,284
Total capital	資本總額	39,002	52,518
Gearing ratio	資產負債比率	-	0.02

43. EVENT AFTER THE BALANCE SHEET DATE

On 28 July 2009, Linmark Electronics Limited ("LEL"), a company incorporated in the United Kingdom ("UK") and a 60% subsidiary of the Company, filed a notice of appointment of administrators in the UK, pursuant to which joint administrators ("Administrators") of LEL ("Appointment") have been appointed pursuant to paragraph 22 of Schedule B1 to the Insolvency Act 1986 of the UK. The Appointment brings into effect a statutory moratorium which prevents any action by the creditors of LEL, so that the Administrators can effect the reorganisation of LEL and/or the orderly realisation of its assets for the benefit of creditors. Upon the Appointment, the legal control of business of LEL transfers from the directors of LEL to the Administrators. Since then, the Company has lost control over the financial and operating policies of LEL and therefore, the financial results of LEL will cease to be consolidated with those of the Group upon the Appointment.

For the year ended 30 April 2009, LEL contributed revenues of approximately US\$63,318,000 and net loss of approximately US\$14,205,000 to the Group. At the balance sheet date, the total assets and total liabilities of LEL included in the consolidated balance sheet of the Group amounted to approximately US\$13,269,000 and US\$16,169,000, respectively.

The Group's investment cost relating to LEL has been fully written off and, following the Appointment, the Group ceased to consolidate the financial results of LEL. As a result, it is expected that LEL will not have a further material adverse impact on the net operating results of the Group.

44. APPROVAL OF THE FINANCIAL STATEMENTS

The financial statements were approved and authorised for issue by the board of directors on 31 July 2009.

42. 財務風險管理目標及政策 (續)

資本管理 (續)

本集團利用資產負債比率監控資本，資產負債比率為債務總額除以資本總額。債務總額包括計息銀行借貸。資本包括本公司權益總額。於結算日的資產負債比率如下：

43. 結算日後事項

於二零零九年七月二十八日，於英國註冊成立及本公司持有60%權益之附屬公司Linmark Electronics Limited (「LEL」) 在英國作出委任管理人之通知存案，根據英國1986年清盤法附表B1第22段，已委任LEL之聯席管理人 (「管理人」) (「該項委任」)。該項委任使一項法定凍結期得以生效，禁止LEL之債權人作出任何法律行動，以便讓管理人重組LEL及／或有秩序地變賣其資產，藉以維護債權人之利益。於該項委任後，LEL業務之合法控制權由LEL之董事轉移至管理人。自此，本公司失去對LEL財政及經營政策之控制權，因此，LEL之財務業績於該項委任後將不會綜合至本集團之財務業績中。

於截至二零零九年四月三十日止年度，LEL為本集團帶來約63,318,000美元之收益及約14,205,000美元之淨虧損。於結算日，LEL包括在本集團的綜合資產負債表中之資產總值及負債總值分別為約13,269,000美元及16,169,000美元。

本集團就LEL之投資成本已全數撇銷及於該項委任後，本集團不會綜合LEL之財務業績。故此，預期LEL對本集團之經營業績淨額將不會進一步構成嚴重不利影響。

44. 批准財務報告

董事會已於二零零九年七月三十一日批准及授權發佈財務報告。

5-Year Financial Summary

五年財務概要

Results

業績

		For the year ended 30 April 截至四月三十日止年度				
		2005	2006	2007	2008	2009
		二零零五年	二零零六年	二零零七年	二零零八年	二零零九年
		US\$'000	US\$'000	US\$'000	US\$'000	US\$'000
		千美元	千美元	千美元	千美元	千美元
Revenue	收益	89,837	288,322	383,583	289,707	195,762
Cost of sales	銷售成本	(41,513)	(229,923)	(329,897)	(260,109)	(159,823)
Gross profit	毛利	48,324	58,399	53,686	29,598	35,939
Other income	其他收入	1,122	1,787	2,593	2,594	1,846
General and administrative expenses	一般及行政開支	(35,112)	(50,521)	(45,925)	(39,855)	(33,309)
Restructuring costs	重組費用	-	-	-	-	(1,719)
Impairment loss on goodwill	商譽減值虧損	-	-	(2,494)	(3,000)	(3,000)
Impairment loss on purchase consideration recoverable	可回收收購代價減值虧損	-	-	(5,699)	-	-
Impairment loss on patents and trademarks	專利及商標減值虧損	-	-	(51,529)	(10,254)	(10,137)
Write-back of purchase consideration payable	應付收購代價撥回	-	-	21,469	-	-
Excess of interest in fair value of acquired subsidiaries' net assets over cost	於購入附屬公司資產淨值公平價值的權益超逾成本之款額	-	3,397	-	-	-
Gain on disposal/dissolution of subsidiaries	出售/解散附屬公司之收益	13	-	-	-	102
Operating profit/(loss)	經營溢利/(虧損)	14,347	13,062	(27,899)	(20,917)	(10,278)
Interest income	利息收入	1,321	814	905	598	149
Finance costs	財務費用	(22)	(549)	(1,164)	(418)	(52)
Share of loss of a jointly-controlled entity	應佔一家共同控制實體之虧損	(12)	(49)	(53)	(45)	(4)
Profit/(loss) before income tax	除所得稅前溢利/(虧損)	15,634	13,278	(28,211)	(20,782)	(10,185)
Income tax (expense)/credit	所得稅(支出)/抵扣	(880)	(2,763)	(2,659)	365	(2,069)
Profit/(loss) for the year	年度溢利/(虧損)	14,754	10,515	(30,870)	(20,417)	(12,254)
Attributable to:	以下各方應佔:					
Equity holders of the Company	本公司權益持有人	14,754	10,444	(11,062)	(12,789)	(8,350)
Minority interest	少數股東權益	-	71	(19,808)	(7,628)	(3,904)
		14,754	10,515	(30,870)	(20,417)	(12,254)
Dividends	股息	6,216	4,829	3,679	-	1,891
Earnings per share (US cents)	每股盈利(美仙)					
Basic	基本	2.3	1.6	(1.7)	(1.9)	(1.2)
Diluted	攤薄	2.2	1.6	(1.7)	N/A 不適用	N/A 不適用

Assets and liabilities

資產及負債

		As at 30 April 於四月三十日				
		2005	2006	2007	2008	2009
		二零零五年	二零零六年	二零零七年	二零零八年	二零零九年
		US\$'000	US\$'000	US\$'000	US\$'000	US\$'000
		千美元	千美元	千美元	千美元	千美元
Non-current assets	非流動資產	48,832	116,855	61,246	47,309	28,042
Current assets	流動資產	51,395	92,610	78,677	56,320	51,662
Total assets	資產總值	100,227	209,465	139,923	103,629	79,704
Current liabilities	流動負債	(25,947)	(85,799)	(62,991)	(49,922)	(39,510)
Non-current liabilities	非流動負債	(8,961)	(18,889)	(2,627)	(1,189)	(1,192)
Total liabilities	負債總額	(34,908)	(104,688)	(65,618)	(51,111)	(40,702)
Net assets	資產淨值	65,319	104,777	74,305	52,518	39,002

Corporate Information

公司資料

Executive directors

WANG Lu Yen (*Chairman*)
Michel BOURLON (*Chief Executive Officer*)
KHOO Kim Cheng

Non-executive directors

WONG Wai Ming
Mark HSU

Independent non-executive directors

WANG Arthur Minshiang
TSE Hau Yin, Aloysius
Jakob Jacobus Koert TULLENERS

Audit committee

TSE Hau Yin, Aloysius (*Chairman of the Committee*)
WANG Arthur Minshiang
Jakob Jacobus Koert TULLENERS

Company secretary

CHEUNG Hoi Yin, Brenda

Registered office

Clarendon House, 2 Church Street,
Hamilton HM 11, Bermuda

Head office and principal place of business

1123, Hongkong International Trade & Exhibition Centre,
1 Trademart Drive, Kowloon Bay, Kowloon, Hong Kong

Principal share registrar and transfer office

The Bank of Bermuda Limited
The Bank of Bermuda Building,
6 Front Street,
Hamilton HM 11, Bermuda

Hong Kong branch share registrar and transfer office

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

Auditors

Ernst & Young
18/F, Two International Finance Centre,
8 Finance Street,
Central, Hong Kong

執行董事

王祿閣 (主席)
Michel BOURLON (行政總裁)
邱錦宗

非執行董事

黃偉明
徐牧均

獨立非執行董事

王敏祥
謝孝衍
Jakob Jacobus Koert TULLENERS

審核委員會

謝孝衍 (委員會主席)
王敏祥
Jakob Jacobus Koert TULLENERS

公司秘書

張海燕

註冊辦事處

Clarendon House, 2 Church Street,
Hamilton HM 11, Bermuda

總辦事處及主要營業地點

香港九龍九龍灣展貿徑一號
國際展貿中心1123室

股份過戶登記總處

The Bank of Bermuda Limited
The Bank of Bermuda Building,
6 Front Street,
Hamilton HM 11, Bermuda

股份過戶登記處香港分處

卓佳標準有限公司
香港灣仔皇后大道東28號
金鐘匯中心26樓

核數師

安永會計師事務所
香港中環
金融街8號
國際金融中心二期18樓

Corporate Information 公司資料

Principal bankers

The Hongkong and Shanghai Banking Corporation Limited
Level 10, HSBC Main Building,
1 Queen's Road Central, Hong Kong

Standard Chartered Bank (Hong Kong) Limited
13th Floor, Standard Chartered Bank Building,
4-4A Des Voeux Road Central, Hong Kong

Citibank, N.A.
48th Floor, Citibank Tower, Citibank Plaza,
3 Garden Road, Central, Hong Kong

主要往來銀行

香港上海滙豐銀行有限公司
香港皇后大道中1號
滙豐總行大廈10樓

渣打銀行(香港)有限公司
香港德輔道中4-4A號
渣打銀行大廈13樓

花旗銀行
香港中環花園道3號
花旗銀行廣場花旗銀行大廈48樓

Shareholder Information

股東資料

Listing : Listed on the Main Board of The Stock Exchange of Hong Kong Limited since 10 May 2002

Stock Code : 915

Board Lot : 2,000

Par Value : US\$0.02

Trading Currency : HK\$

上市 : 由二零零二年五月十日起於香港聯合交易所有限公司主板上市

股份代號 : 915

買賣單位 : 2,000

面值 : 0.02美元

交易貨幣 : 港元

Financial calendar 2009

Financial year ended 30 April 2009

Full year results announced 31 July 2009

Ex-dividend date for final dividend 7 September 2009

Register of members closed 9-11 September 2009

Annual general meeting 11 September 2009

Record date for final dividend 11 September 2009

Despatch of dividend warrants on or about 17 September 2009

Interim results to be announced mid of December 2009*

* subject to change

Final dividend

The Board recommends the payment of a final dividend of 2.2 HK cents per share in respect of the year ended 30 April 2009. Subject to shareholders' approval, the final dividend will be paid in cash to shareholders whose names appear on the register of members of the Company on Friday, 11 September 2009.

Dividend warrants will be despatched to shareholders on or about Thursday, 17 September 2009.

In order to determine the entitlements to the final dividend in respect of the year ended 30 April 2009, the register of members will be closed from Wednesday, 9 September 2009 to Friday, 11 September 2009, both days inclusive. In order to qualify for the proposed final dividend, all completed transfer forms accompanied by the relevant share certificates must be lodged with the Company's Hong Kong branch share registrar not later than 4.30 p.m. on Tuesday, 8 September 2009.

Shareholder services

For enquiries about share transfer and registration, please contact the Company's Hong Kong branch share registrar:

Tricor Standard Limited
26th Floor, Tesbury Centre, 28 Queen's Road East,
Wanchai, Hong Kong
Telephone: (852) 2980 1768
Facsimile: (852) 2528 3158

Holders of the Company's shares should notify the Hong Kong branch share registrar promptly of any change of addresses.

Investor relations

For enquiries relating to investor relations, please contact:

Linmark Group Limited
1123, Hongkong International Trade & Exhibition Centre,
1 Trademart Drive, Kowloon Bay, Kowloon, Hong Kong
Telephone: (852) 2753 7373
Facsimile: (852) 2721 6554
Email: ir@linmark.com

二零零九年財務行事曆

財政年度結算日 二零零九年四月三十日

全年業績公佈 二零零九年七月三十一日

末期股息除息日期 二零零九年九月七日

暫停辦理股份過戶登記手續 二零零九年九月九日至十一日

股東週年大會 二零零九年九月十一日

末期股息記錄日期 二零零九年九月十一日

寄發末期股息單 二零零九年九月十七日或前後

中期業績公佈 二零零九年十二月中旬*

* 可予更改

末期股息

董事會建議派付截至二零零九年四月三十日止年度之末期股息每股2.2港仙。待股東批准後，末期股息將以現金派付予於二零零九年九月十一日星期五名列本公司股東名冊內之股東。

股息單將於二零零九年九月十七日星期四或前後寄發予股東。

為釐定獲派截至二零零九年四月三十日止年度末期股息之權利，本公司將於二零零九年九月九日星期三至二零零九年九月十一日星期五（包括首尾兩天）暫停辦理股份過戶登記手續。為符合資格收取建議之末期股息，所有填妥之股份過戶表格連同有關股票，最遲須於二零零九年九月八日星期二下午四時三十分前，交回本公司之股份過戶登記處香港分處。

股東服務

任何有關股份過戶及登記之查詢，請聯絡本公司之股份過戶登記處香港分處：

卓佳標準有限公司
香港灣仔皇后大道東28號
金鐘匯中心26樓
電話：(852) 2980 1768
傳真：(852) 2528 3158

持有本公司股票之人士，若更改地址，請盡快通知本公司之股份過戶登記處香港分處。

投資者關係

任何有關投資者關係之查詢，請聯絡：

林麥集團有限公司
香港九龍九龍灣展貿徑一號
國際展貿中心1123室
電話：(852) 2753 7373
傳真：(852) 2721 6554
電郵：ir@linmark.com

Linmark Group Limited
林麥集團有限公司*

(Incorporated in Bermuda with limited liability)
(於百慕達註冊成立之有限公司)

1123, Hongkong International Trade & Exhibition Centre
1 Trademart Drive, Kowloon Bay, Kowloon, Hong Kong
香港九龍九龍灣展貿徑一號國際展貿中心 1123 室

Tel 電話 : (852) 2753 7373

Fax 傳真 : (852) 2721 6554

<http://www.linmark.com>

*For identification purpose only 僅供識別