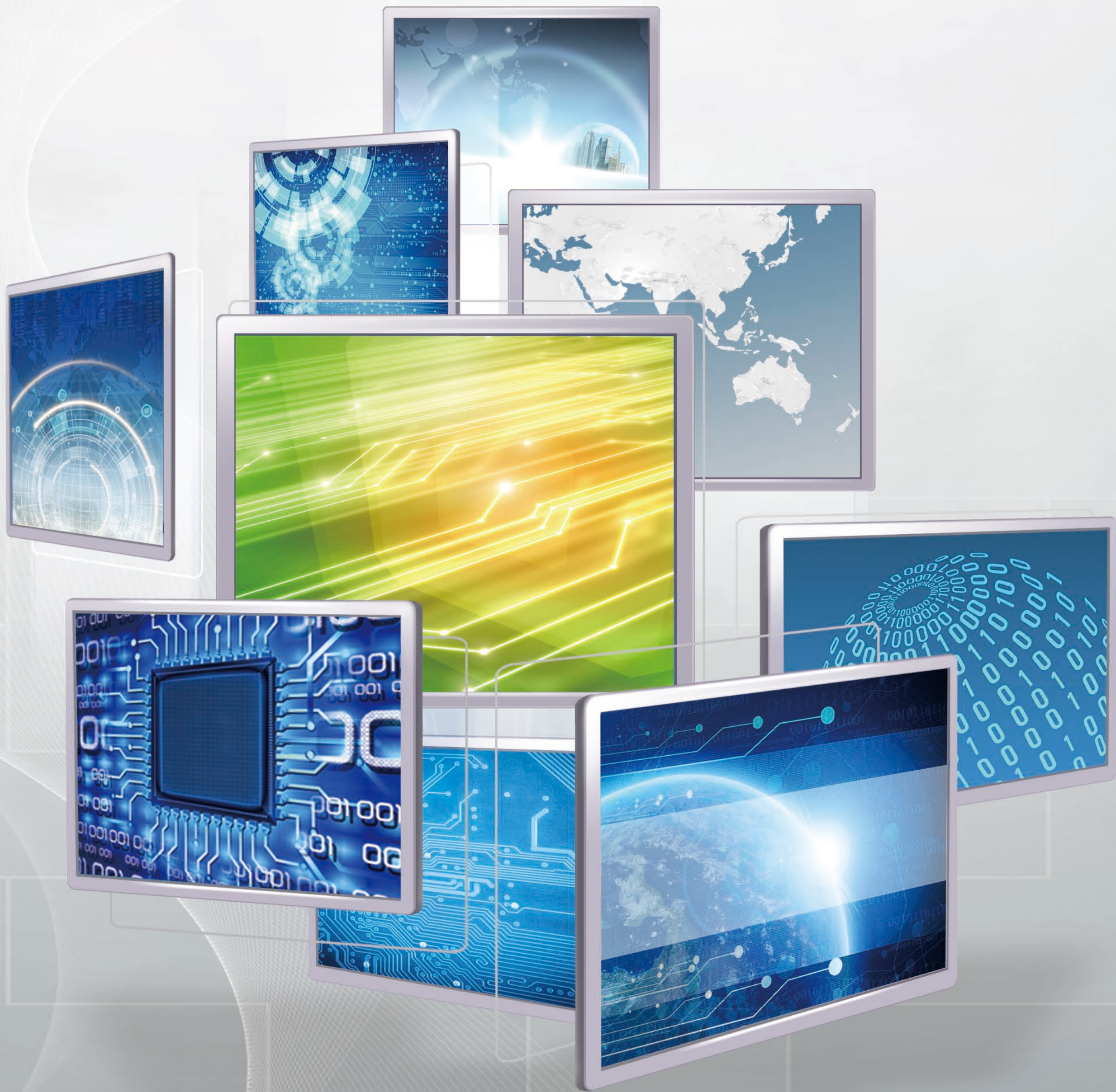
ICube Technology Holdings Limited

(Incorporated in Bermuda with limited liability)

Stock Code:139

Annual Report **2012/2013**



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Corporate Information

EXECUTIVE DIRECTORS

Wong Howard *(Chairman & Chief Executive Officer)*
Wong Yat Fai

INDEPENDENT NON-EXECUTIVE DIRECTORS

Tung Tat Chiu, Michael
Li Chi Ming
Wan Ngar Yin, David

AUDIT COMMITTEE

Tung Tat Chiu, Michael *(Chairman)*
Li Chi Ming
Wan Ngar Yin, David

REMUNERATION COMMITTEE

Li Chi Ming *(Chairman)*
Tung Tat Chiu, Michael
Wan Ngar Yin, David

NOMINATION COMMITTEE

Wong Howard *(Chairman)*
Wong Yat Fai
Tung Tat Chiu, Michael
Li Chi Ming
Wan Ngar Yin, David

COMPANY SECRETARY

Szeto Pui Tong, Patrick

AUDITORS

Ernst & Young

PRINCIPAL BANKERS

The Hongkong and Shanghai Banking Corporation Limited
Hang Seng Bank Limited

REGISTERED OFFICE

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS

Room 1603-05
Harcourt House
39 Gloucester Road
Wanchai, Hong Kong

PRINCIPAL SHARE REGISTRAR

Butterfield Fulcrum Group (Bermuda) Limited
26 Burnaby Street
Hamilton HM 11
Bermuda

HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

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

COMPANY'S WEBSITE

www.icubetech.com.hk

STOCK CODE

139

Chairman's Statement and Management Discussion and Analysis

BUSINESS REVIEW

ICube Technology Holdings Limited (the "Company" or "ICube", together with its subsidiaries collectively as the "Group") for the year ended 31 March 2013 (the "Year") recorded revenue of HK$15.0 million, compared to negative revenue of HK$10.2 million last year. The net loss for the Year was HK$17.8 million, compared to the loss of HK$167.5 million last year. Loss per share attributable to ordinary equity holders of the parent for the Year was HK0.91 cent (2012: HK27.47 cents (Restated)). The Group's net loss for the Year was primarily attributable to unrealized loss on the listed securities of HK$16.2 million in the treasury investments segment.

According to the China Semiconductor Industry Association (CISA) 2011 report, Mainland China's semiconductor consumption market grew by 14.6% in 2011 to reach US$151.2 billion, representing 47.0% of the global semiconductor consumption. Much of the growth was the result of Mainland China's dominant position in the production of smartphones and media tablets. Since 2001, Mainland China semiconductor consumption has grown at approximately 24.4% compounded annual growth rate (CAGR) while the total worldwide consumption has grown at a 7.9% CAGR. Mainland China semiconductor consumption continued to outpace all other regions.

As a result of two driving factors, the continuing transfer of worldwide electronic equipment production to Mainland China and the above-average semiconductor content of that equipment, the growth in Mainland China's semiconductor continues to outpace the rest of the world. In 2011, Mainland China's electronic equipment production has also continued to grow, increased by 10.7% and its share increased to 33.2%, whilst the world production increased by only 6.0% during the same year. The market trend of mobile internet and open-sourced development have continued to have a great impact in guiding the future direction of the market.

The Group has continued to place strong research and development efforts on its System-on-chip (SoC) technology. The core architecture in development is a Multi-Threaded Virtual Pipeline (MVP) on a scalable and programmable stream processor core, which is new core architecture for high computation performance based on multi-processing and parallel computing. ICube's MVP is an independently developed "China Core" featuring the versatility of a unified processor, combining the capabilities of a central processing unit (CPU) and graphics processing unit (GPU) in one solution for Mainland China's vast consumer electronics market. The Group's development of this new processing architecture has revolutionized mobile computing by unrolling its Harmony Unified Processor Technology, which contains an independent Instruction-Set-Architecture with optimized compiler, the MVP parallel computing core and dynamic load balancing with Agile Switching of simultaneously-multi-threading (SMT) threads.

Chairman's Statement and Management Discussion and Analysis

During the Year, the Group intensified its efforts on the escalation and modifications of MVP based SoC products and speed up the introduction of its Unified Processor Unit (UPU) technology into a wide range of end application in the market. In addition to utilizing its UPU technology to provide strategic partners and customers with technical development services, the Group started to kick off the cooperation with manufactures in the development of educational pads and tablets. As a testament to our continued efforts in research and development of MVP based SoC products, the Group continued receiving funding from the reputable government organization to launch its UPU technology on its self-developed SoC.

Crippled by debt crisis in Europe and slow economic recovery in the United States, the Group continued to operate its electronic products trading business in a difficult market environment. Amid the adverse economic conditions and poor customer sentiments in end markets in Europe and United States, the sales demand for electronics products in export market remained very sluggish. Due to the keen price competition, the local sales orders for the electronic accessories was also slow down. During the Year, the sales revenue from the electronic products segment decreased by HK$7.2 million or 31.1% to HK$15.9 million. The operating loss for this segment for the Year increased by HK$0.9 million or 24.8% to HK$4.4 million.

The Group continued to utilise its available funds in treasury investments. During the Year, the European debt crisis remained a major risk factor posing a volatile fluctuation of local stock market. With the implementation of quantitative easing monetary policies and fiscal measures taken by US Federal Reserve and European Central Bank, the local stock market rallied and became stable for the Year. The treasury investments segment recorded a realised gain on equity investments and available-for-sale investments of HK$5.6 million, an unrealised loss on equity investments of HK$16.2 million and a realized loss on disposal of note receivables of HK$5.4 million for the Year.

PROSPECTS

In 2012, Mainland China claimed over 75% of the worldwide production of mobile phones, at 1.21 billion sets, an increase of 9.2% over 2011. It is expected that Mainland China's mobile phone output will reach 1.28 billion sets in 2013, an increase of 5.8% over 2012. Worldwide smartphone shipments were 787 million sets in 2012 and will increase to 950 million sets in 2013. The global market for tablet computers surged 78.4% year over year, with 128 million of devices shipped in 2012. Worldwide tablet market is expected to reach 190 million units in 2013 and increase to 352.3 million units in 2017. Recognizing this trend, the Group looks forward to contributing to and growing with the market opportunities that are supported by Mainland

China's vast semiconductor consumption market with products based on the Harmony Unified Processor Technology.

Looking ahead, the lingering European debt crisis and the slow pace of economic growth in the United States remain the key factor dragging on the global economic recovery. The global economies will remain weak and the broad macroeconomic challenge persists. The Group will continue to be on the alert and to pursue a prudent investment strategy in developing its existing and new businesses.

FINANCIAL REVIEW

The Group for the Year recorded revenue of HK$15.0 million, comparing to negative revenue of HK$10.2 million last year. The Group's revenue principally comprised the sales of electronic products of HK$15.9 million and the realized gain on disposal of listed securities investment of HK$4.0 million from treasury investments. During the Year, the revenue from electronic products decreased by HK$7.2 million or 31.1% to HK$15.9 million.

The loss for the Year was HK$17.8 million, compared to the loss of HK$167.5 million last year. As at 31 March 2013, the Group's consolidated deficiency in assets was HK$3.3 million compared to the net asset value of HK$6.2 million last year. This was mainly due to the accumulated loss attributable to shareholders over the years. The total comprehensive loss for the Year was HK$16.3 million compared to the total comprehensive loss of HK$170.3 million last year.

Research costs for the Year came to HK$13.5 million, compared to HK$7.2 million last year. The research costs were utilized primarily in the development of the Group's MVP based product, IC1. Administrative expenses amounted to HK$38.2 million, representing an increase of HK$4.5 million or 13.4% compared with last year.

LIQUIDITY AND FINANCIAL RESOURCES

During the Year, the Group generally financed its operation with internally generated cash flow, cash reserve and banking facilities. The Group's cash and bank balances as at 31 March 2013 were HK$30.7 million (31 March 2012: HK$50.0 million).

As at 31 March 2013, the Group had no bank overdrafts, short and long term interest-bearing bank borrowings (31 March 2012: Nil).

Chairman's Statement and Management Discussion and Analysis

As at 31 March 2013, the Group's current ratio was 9.9 times (31 March 2012: 6.2 times) based on current assets of HK$132.3 million (31 March 2012: HK$180.2 million) and current liabilities of HK$13.4 million (31 March 2012: HK$29.1 million).

As at 31 March 2013, the Group did not have any significant commitment (31 March 2012: Nil). The Group also had no other contingent liabilities or material commitments.

CAPITAL STRUCTURE

A capital reorganisation scheme was approved by the Company's shareholders by passing a special resolution on 25 March 2013, details of which are disclosed in note 27 to this annual report.

As at 31 March 2013, the Group's gearing ratio, being bonds and convertible bonds payable to net worth and bonds and convertible bonds payable was 102.5% (31 March 2012: 96.7%).

The Group's bank deposits and borrowings are mainly denominated in Hong Kong dollars. Most of the Group's sales and purchases are made in United States dollars and Hong Kong dollars. Therefore, the exchange risks the Group is exposed to are minimal.

On 8 February 2013, the Company and the bondholders entered into a deed of variations (the "Deed of Variations") pursuant to which the Company and the bondholders agree to vary certain terms and conditions of three-year zero coupon convertible bonds by (i) extending the maturity date of the convertible bonds, (ii) making certain portion of the convertible bonds interest bearing, (iii) imposing restriction on the conversion rights attached to the convertible bonds, (iv) lowering the conversion price of the convertible bonds and (v) giving the Company a right to require mandatory conversion upon maturity of the convertible bonds. The details of the above transaction were disclosed in the Company's announcement dated 8 February 2013 and circular dated 1 March 2013.

SIGNIFICANT INVESTMENTS

As at 31 March 2013, the Group maintained a portfolio of equity investments (including available-for-sale equity investments and equity investments at fair value through profit or loss) with total carrying amount of HK$104.6 million. The related dividend income for the Year was HK$0.5 million.

Chairman's Statement and Management Discussion and Analysis

DETAILS OF CHARGES ON ASSETS

As at 31 March 2013, the Company had no charges on assets (31 March 2012: Nil).

MATERIAL ACQUISITIONS AND DISPOSALS

During the Year, the Company had no material acquisition and disposal of subsidiaries and associate.

EMPLOYMENT, TRAINING AND DEVELOPMENT

As at 31 March 2013, the Group had a total of 96 employees, of which 29 were based in Hong Kong and 67 based in Mainland China. The Group is committed to staff training and development and structured training programmes for all employees.

Remuneration packages are maintained at a competitive level and reviewed on a periodic basis. Bonuses and share options are awarded to certain employees according to individual performance and industry practice.

On behalf of the Board
Wong Howard
Chairman of the Board

Hong Kong, 21 June 2013

Directors and Senior Management Profile

EXECUTIVE DIRECTORS

Wong Howard, aged 57, is an executive director, the Chairman of the Board, the Chief Executive Officer and the Chairman of both the Executive Committee and Nomination Committee of the Company. He is also a director of certain subsidiaries of the Company. Besides, Mr. Wong is a director and shareholder of Allied Way International Limited, the substantial shareholder of the Company. Mr. Wong joined the Group in February 2000. He has over 20 years of senior management experience in overall strategy, business development and retail chain shops establishment. Mr. Wong had been a Managing Director of a listed company in Hong Kong for two years before joining the Group.

Wong Yat Fai, aged 53, is an executive director and a member of both the Executive Committee and Nomination Committee of the Company. He is also a director of certain subsidiaries of the Company. Mr. Wong joined the Group in February 2000. He holds a professional diploma in banking from The Hong Kong Polytechnic University. Prior to joining the Group, Mr. Wong had over 13 years of working experience in an international banking group. He is a non-executive director of C C Land Holdings Limited and Y. T. Realty Group Limited, both being listed on the Main Board of the Stock Exchange.

Mr. Wong resigned as a non-executive director of The Cross-Harbour (Holdings) Limited and Yugang International Limited, both being listed on the Main Board of the Stock Exchange, on 31 December 2012.

Directors and Senior Management Profile

INDEPENDENT NON-EXECUTIVE DIRECTORS

Li Chi Ming, aged 55, is an independent non-executive director, the Chairman of the Remuneration Committee and a member of both the Audit Committee and Nomination Committee of the Company. He joined the Group in February 2000. Mr. Li holds an Honorary Bachelor of Laws (LLB) and Postgraduate Certifi cate in Laws (PCLL) from The University of Hong Kong, and Master of Laws (LLM) from City University of Hong Kong. He has been a Partner of Messrs Poon, Yeung & Li, Solicitors over 19 years.

Tung Tat Chiu, Michael, aged 51, is an independent non-executive director, the Chairman of the Audit Committee and a member of both the Remuneration Committee and Nomination Committee of the Company. He joined the Group in September 2000. Mr. Tung holds a Bachelor of Arts degree in law and accounting from The University of Manchester, U.K.. Mr. Tung is a practicing solicitor in Hong Kong and a China-Appointed Attesting Officer. He is the company secretary of various listed companies in Hong Kong.

Wan Ngar Yin, David, aged 52, is an independent non-executive director and a member of the Audit Committee, Remuneration Committee and Nomination Committee of the Company. He joined the Group in September 2004. Mr. Wan holds a bachelor degree in social sciences from The University of Hong Kong and a master degree in business administration from the University of Sydney in Australia. Mr. Wan is a member of the Hong Kong Securities Institute, a member of the CPA Australia, an associate member of Hong Kong Institute of Certified Public Accountants, an associate member of The Taxation Institute of Hong Kong and a fellow member of the Association of Chartered Certified Accountants.

Directors and Senior Management Profile

SENIOR MANAGEMENT

Szeto Pui Tong, Patrick, aged 53, joined the Group in March 2000, is the Financial Controller and the Company Secretary of the Group. Before joining the Group, Mr. Szeto has over 13 years of experience in finance and accounting field. Mr. Szeto holds a master degree of business in accounting from Monash University in Australia and is an associate member of the Hong Kong Institute of Certified Public Accountants, the Hong Kong Institute of Company Secretaries, the Chartered Institute of Management Accountants and the Institute of Chartered Secretaries and Administrators.

Simon Moy, aged 55, is the Chief Technical Officer of the Group. He joined the Group in March 2009. Mr. Moy has over 20 years of semiconductor experience including his previous position as Principal Engineer at NVIDIA. He holds over 40 US patents, including 3 that led to the first GPU, first programmable CPU and first general-purpose (compute) GPU (GGPU) respectively.

Fred Chow, aged 58, is the Chief Scientist of the Group. He joined the Group in July 2009. Dr. Chow has over 30 years of experience working on compilers and related software. With an international reputation in production optimising compilers, he has held other previous positions including Chief Scientist at SGI (Silicon Graphics Inc.) and Principal Engineer at MIPS. Dr. Chow holds 8 US patents and has written over 20 professional publications.

Report of the Directors

The directors present their report and the audited financial statements of the Company and the Group for the year ended 31 March 2013.

PRINCIPAL ACTIVITIES

The principal activity of the Company is investment holding. The principal activities of the subsidiaries during the year consisted of the trading and distribution of electronic products and other merchandise, securities investment and trading, and the research and development of integrated circuit technology.

RESULTS AND DIVIDENDS

The Group's loss for the year ended 31 March 2013 and the state of affairs of the Company and the Group at that date are set out in the financial statements on pages 38 to 128.

The directors do not recommend the payment of any dividend in respect of the year.

SUMMARY FINANCIAL INFORMATION

A summary of the results and assets and liabilities of the Group for the last five financial years, as extracted from the published audited financial statements, is set out below. This summary does not form part of the audited financial statements.

SUMMARY FINANCIAL INFORMATION (continued)

RESULTS

	Year ended 31 March				
	2013	2012	2011	2010	2009
	HK$'000	HK$'000	HK$'000	HK$'000	HK$'000
Revenue	**15,030**	(10,151)	26,210	39,695	27,952
Loss before tax	**(17,723)**	(167,486)	(53,796)	(57,966)	(280,729)
Tax	**(79)**	–	–	–	22
Loss for the year attributable to ordinary equity holders of the parent	**(6,199)**	(156,601)	(46,416)	(57,966)	(280,707)
Non-controlling interests	**(11,603)**	(10,885)	(7,380)	–	–
	(17,802)	(167,486)	(53,796)	(57,966)	(280,707)

Assets and liabilities

	As at 31 March				
	2013	2012	2011	2010	2009
	HK$'000	HK$'000	HK$'000	HK$'000	HK$'000
Total assets	**146,519**	197,603	320,111	366,502	394,237
Total liabilities	**149,850**	191,357	199,244	197,828	179,701
Net assets/(liabilities)	**(3,331)**	6,246	120,867	168,674	214,536

Report of the Directors

PROPERTY, PLANT AND EQUIPMENT

Details of movements in the property, plant and equipment of the Company and the Group during the year are set out in note 13 to the financial statements.

SHARE CAPITAL

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

PRE-EMPTIVE RIGHTS

There are no provisions for pre-emptive rights under the Company's bye-laws or the Companies Act 1981 of Bermuda which would oblige the Company to offer new shares on a pro rata basis to existing shareholders.

PURCHASE, REDEMPTION OR SALE OF LISTED SECURITIES OF THE COMPANY

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

RESERVES

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

DISTRIBUTABLE RESERVES

At 31 March 2013, the Company had no reserves available for distribution. The Company's share premium account and capital reserve, with an aggregate balance of HK$745,785,000, may be distributed in the form of fully paid bonus shares.

Report of the Directors

MAJOR CUSTOMERS AND SUPPLIERS

In the year under review, sales of electronic products to the Group's five largest customers accounted for 98% of the sales from the electronic products segment for the year and sales to the largest customer included therein amounted to 68%. Purchases of electronic products from the Group's five largest suppliers accounted for 100% of the total purchases from the electronic products segment for the year and the largest supplier included therein amounted to 76%.

None of the directors of the Company or any of their associates or any shareholders (which, to the best knowledge of the directors, own more than 5% of the Company's issued share capital) had any beneficial interest in the Group's five largest customers and suppliers.

DIRECTORS

The directors of the Company during the year were:

Executive directors:
Mr. Wong Howard
Mr. Wong Yat Fai

Independent non-executive directors:
Mr. Tung Tat Chiu, Michael
Mr. Li Chi Ming
Mr. Wan Ngar Yin, David

In accordance with Clause 98 of the bye-laws of the Company, Mr. Wong Yat Fai and Mr. Tung Tat Chiu, Michael, the existing directors of the Company, will retire from office by rotation at the forthcoming annual general meeting and, being eligible, will offer themselves for re-election at the said meeting.

The Company has received annual confirmations of independence from Mr. Tung Tat Chiu, Michael, Mr. Li Chi Ming and Mr. Wan Ngar Yin, David and as at the date of this report still considers them to be independent pursuant to Rule 3.13 of the Rules (the "Listing Rules") Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (the "Stock Exchange").

Report of the Directors

DIRECTORS' AND SENIOR MANAGEMENT'S BIOGRAPHIES

Biographical details of the directors of the Company and the senior management of the Group are set out on pages 8 to 10 of the annual report.

DIRECTORS' SERVICE CONTRACTS

Each of Mr. Wong Howard and Mr. Wong Yat Fai has a service contract with the Company for a term of two years commencing on 1 February 2013 and 1 April 2013 respectively.

All the independent non-executive directors of the Company have been appointed for a fixed term of one year commencing on 27 September 2012.

All directors are subject to retirement by rotation and re-election at the annual general meeting in accordance with the bye-laws of the Company.

Apart from the foregoing, no director proposed for re-election at the forthcoming annual general meeting has a service contract with the Company which is not determinable by the Company within one year without payment, other than statutory compensation.

DIRECTORS' REMUNERATION

The directors' fees are subject to shareholders' approval at general meetings. Other emoluments are determined by the Company's board of directors with reference to directors' duties, responsibilities and performance and the results of the Group.

DIRECTORS' INTERESTS IN CONTRACTS

Save as disclosed above, no director had a material interest, either directly or indirectly, in any contract of significance to the business of the Group to which the Company or any of its subsidiaries was a party during the year.

Report of the Directors

SHARE OPTION SCHEME

The Company currently operates a share option scheme (the “Scheme”) adopted on 27 August 2003 for the purpose of providing incentives and rewards to eligible participants (including but not limited to the directors and employees of the Group) who contribute to the success of the Group’s operations. Details of the Scheme are set out in note 30 to the financial statements.

A summary of the movements of the share options granted under the Scheme during the year ended 31 March 2013 is set out as follows:–

Name or category of participant	Number of share options outstanding at 1 April 2012	Number of share options granted during the year[3]	Number of share options lapsed/forfeited during the year	Number of share options exercised/cancelled during the year	Adjustment for capital reorganisation[4]	Number of share options outstanding at 31 March 2013	Date of grant of share options	Exercise period of share options[1]	Exercise price of share options (HK$ per share)
Director									
Mr. Wong Howard	9,400,000	–	(9,400,000)	–	–	–	18/8/2009	1/1/2010-30/6/2012	0.1362
	9,400,000	–	(9,400,000)	–	–	–	18/8/2009	1/7/2010-30/6/2012	0.1362
	9,400,000	–	(9,400,000)	–	–	–	18/8/2009	1/1/2011-30/6/2012	0.1362
	7,000,000	–	–	–	(5,600,000)	1,400,000	18/7/2011	1/1/2012-31/12/2016	0.620[2]
	7,000,000	–	–	–	(5,600,000)	1,400,000	18/7/2011	1/1/2013-31/12/2016	0.620[2]
	7,000,000	–	–	–	(5,600,000)	1,400,000	18/7/2011	1/1/2014-31/12/2016	0.620[2]
	7,000,000	–	–	–	(5,600,000)	1,400,000	18/7/2011	1/1/2015-31/12/2016	0.620[2]
	–	7,000,000	–	–	(5,600,000)	1,400,000	8/1/2013	1/7/2013-31/12/2017	0.325[2]
	–	7,000,000	–	–	(5,600,000)	1,400,000	8/1/2013	1/7/2014-31/12/2017	0.325[2]
	–	7,000,000	–	–	(5,600,000)	1,400,000	8/1/2013	1/7/2015-31/12/2017	0.325[2]
	–	7,000,000	–	–	(5,600,000)	1,400,000	8/1/2013	1/7/2016-31/12/2017	0.325[2]
	56,200,000	28,000,000	(28,200,000)	–	(44,800,000)	11,200,000			
Mr. Wong Yat Fai	9,400,000	–	(9,400,000)	–	–	–	18/8/2009	1/1/2010-30/6/2012	0.1362
	9,400,000	–	(9,400,000)	–	–	–	18/8/2009	1/7/2010-30/6/2012	0.1362
	9,400,000	–	(9,400,000)	–	–	–	18/8/2009	1/1/2011-30/6/2012	0.1362
	2,500,000	–	–	–	(2,000,000)	500,000	18/7/2011	1/1/2012-31/12/2016	0.620[2]
	2,500,000	–	–	–	(2,000,000)	500,000	18/7/2011	1/1/2013-31/12/2016	0.620[2]
	2,500,000	–	–	–	(2,000,000)	500,000	18/7/2011	1/1/2014-31/12/2016	0.620[2]
	2,500,000	–	–	–	(2,000,000)	500,000	18/7/2011	1/1/2015-31/12/2016	0.620[2]
	–	4,500,000	–	–	(3,600,000)	900,000	8/1/2013	1/7/2013-31/12/2017	0.325[2]
	–	4,500,000	–	–	(3,600,000)	900,000	8/1/2013	1/7/2014-31/12/2017	0.325[2]
	–	4,500,000	–	–	(3,600,000)	900,000	8/1/2013	1/7/2015-31/12/2017	0.325[2]
	–	4,500,000	–	–	(3,600,000)	900,000	8/1/2013	1/7/2016-31/12/2017	0.325[2]
	38,200,000	18,000,000	(28,200,000)	–	(22,400,000)	5,600,000			

SHARE OPTION SCHEME (continued)

Name or category of participant	Number of share options outstanding at 1 April 2012	Number of share options granted during the year[3]	Number of share options lapsed/ forfeited during the year	Number of share options exercised/ cancelled during the year	Adjustment for capital reorganisation[4]	Number of share options outstanding at 31 March 2013	Date of grant of share options	Exercise period of share options[1]	Exercise price of share options (HK$ per share)
Other employees									
In aggregate	32,640,000	–	(32,640,000)	–	–	–	18/8/2009	1/1/2010-30/6/2012	0.1362
	32,470,000	–	(32,470,000)	–	–	–	18/8/2009	1/7/2010-30/6/2012	0.1362
	32,520,000	–	(32,520,000)	–	–	–	18/8/2009	1/1/2011-30/6/2012	0.1362
	31,450,000	–	(1,760,000)	–	(23,752,000)	5,938,000	18/7/2011	1/1/2012-31/12/2016	0.620[2]
	31,450,000	–	(1,760,000)	–	(23,752,000)	5,938,000	18/7/2011	1/1/2013-31/12/2016	0.620[2]
	31,380,000	–	(1,780,000)	–	(23,680,000)	5,920,000	18/7/2011	1/1/2014-31/12/2016	0.620[2]
	31,340,000	–	(1,760,000)	–	(23,664,000)	5,916,000	18/7/2011	1/1/2015-31/12/2016	0.620[2]
	1,500,000	–	–	–	(1,200,000)	300,000	8/9/2011	1/1/2012-31/12/2016	0.620[2]
	1,500,000	–	–	–	(1,200,000)	300,000	8/9/2011	1/1/2013-31/12/2016	0.620[2]
	1,500,000	–	–	–	(1,200,000)	300,000	8/9/2011	1/1/2014-31/12/2016	0.620[2]
	1,500,000	–	–	–	(1,200,000)	300,000	8/9/2011	1/1/2015-31/12/2016	0.620[2]
	–	57,620,000	(1,500,000)	–	(44,896,000)	11,224,000	8/1/2013	1/7/2013-31/12/2017	0.325[2]
	–	57,620,000	(1,500,000)	–	(44,896,000)	11,224,000	8/1/2013	1/7/2014-31/12/2017	0.325[2]
	–	57,620,000	(1,500,000)	–	(44,896,000)	11,224,000	8/1/2013	1/7/2015-31/12/2017	0.325[2]
	–	57,600,000	(1,500,000)	–	(44,880,000)	11,220,000	8/1/2013	1/7/2016-31/12/2017	0.325[2]
	229,250,000	230,460,000	(110,690,000)	–	(279,216,000)	69,804,000			
Total	323,650,000	276,460,000	(167,090,000)	–	(346,416,000)	86,604,000			

Notes:

(1) The vesting period of the share options is from the date of grant until the commencement of the exercise period.

(2) 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. Following the capital reorganisation passed in the Company's special general meeting held on 25 March 2013, the exercise price of the share options granted on 18 July 2011 and 8 September 2011 was adjusted from HK$0.124 per share to HK$0.62 per share while the exercise price of the share options granted on 8 January 2013 was adjusted from HK$0.065 per share to HK$0.325 per share.

(3) The closing price of the Company's shares immediately before the date of grant on 8 January 2013 was HK$0.300.

(4) Following the capital reorganisation passed in the Company's special general meeting held on 25 March 2013, the number of share options granted was adjusted accordingly.

Report of the Directors

DIRECTORS' INTERESTS IN SHARES AND UNDERLYING SHARES OF THE COMPANY

As at 31 March 2013, the interests of the directors of the Company in the shares and underlying shares of the Company (within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO")), as recorded in the register required to be kept by the Company pursuant to Section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") were as follows:–

(1) Long position in ordinary shares of the Company

Name of director	Capacity	Number of ordinary shares interested	Percentage* of the Company's issued share capital
Mr. Wong Howard	Interest held by a controlled corporation	136,000,000 *(Note)*	20.06%
	Beneficial owner	4,259,800	0.63%
		140,259,800	20.69%
Mr. Wong Yat Fai	Beneficial owner	4,259,800	0.63%

Note: These shares were held by Allied Way International Limited ("Allied Way"). Allied Way is a company incorporated in Hong Kong, the entire issued capital of which is owned as to 50% by Mr. Wong Howard and 50% by his spouse, Ms. Cheung Mei Yee, Rebacca ("Ms. Rebacca Cheung"). Mr. Wong Howard and his spouse were deemed to be interested in these 136,000,000 shares of the Company held by Allied Way under Part XV of the SFO.

* The percentage represents the number of ordinary shares interested divided by the number of the Company's issued shares as at 31 March 2013.

DIRECTORS' INTERESTS IN SHARES AND UNDERLYING SHARES OF THE COMPANY (continued)

(2) Long position in underlying shares of the Company – physically settled unlisted equity derivatives

Name of director	Capacity	Number of underlying shares in respect of the share options granted	Percentage* of the underlying shares over the Company's issued share capital
Mr. Wong Howard	Beneficial owner	11,200,000	1.65%
Mr. Wong Yat Fai	Beneficial owner	5,600,000	0.82%

Details of the above share options granted by the Company are set out under the heading "Share Option Scheme" above and note 30 to the financial statements.

* The percentage represents the number of underlying shares interested divided by the number of the Company's issued shares as at 31 March 2013.

In addition to the above, as at 31 March 2013, certain directors of the Company held shares in certain subsidiaries of the Company in a non-beneficial capacity, solely for the purpose of complying with the previous requirement of a minimum of two shareholders.

Save as disclosed above, as at 31 March 2013, none of the directors or chief executive of the Company had any interests or short positions in the shares, underlying shares or debentures of the Company or any associated corporations (within the meaning of Part XV of the SFO) which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which he/she was deemed or taken to have under such provisions of the SFO) or which were required to be entered into the register kept by the Company pursuant to Section 352 of the SFO or which were required to be notified to the Company and the Stock Exchange pursuant to the Model Code.

DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURES

Save as disclosed under the headings "Directors' interests in shares and underlying shares of the Company" and "Share Option Scheme" above and in the share option scheme disclosures in note 30 to the financial statements, at no time during the year were rights to acquire benefits by means of the acquisition of shares in or debentures of the Company granted to any of the directors or their respective spouses or minor children, or were any such rights exercised by them; or was the Company, or any of its subsidiaries or fellow subsidiaries a party to any arrangement to enable the directors to acquire such rights in any other body corporate.

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

At 31 March 2013, the following parties had interests of 5% or more in the shares and underlying shares of the Company as recorded in the register required to be kept by the Company pursuant to Section 336 of the SFO, or as the Company is aware:

(1) Long position in ordinary shares of the Company

Name of substantial shareholder	Capacity	Note	Number of ordinary shares interested	Percentage* of the Company's issued share capital
Allied Way	Beneficial owner	(1)	136,000,000	20.06%
Ms. Rebacca Cheung	Interest held by a controlled corporation	(1)	136,000,000	20.06%
	Interest of spouse	(2)	4,259,800	0.63%
			140,259,800	20.69%

Notes:

(1) These shares were held by Allied Way. Allied Way is a company incorporated in Hong Kong, the entire issued capital of which is owned as to 50% by Mr. Wong Howard and 50% by his spouse, Ms. Rebacca Cheung. Mr. Wong Howard and his spouse were deemed to be interested in these 136,000,000 shares of the Company held by Allied Way under Part XV of the SFO.

The interest of Allied Way is also disclosed as the interest of Mr. Wong Howard in the above section headed "Directors' interests in shares and underlying shares of the Company".

(2) Ms. Rebacca Cheung was deemed to be interested in 4,259,800 shares of the Company through the interest of her spouse, Mr. Wong Howard, pursuant to Part XV of the SFO.

* The percentage represents the number of ordinary shares interested divided by the number of the Company's issued shares as at 31 March 2013.

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

(2) Long position in underlying shares of the Company – physically settled unlisted equity derivatives

Name of substantial shareholder	Capacity	Number of underlying shares in respect of the share options granted	Percentage* of the underlying shares over the Company's issued share capital
Ms. Rebacca Cheung	Interest of spouse	11,200,000 *(Note)*	1.65%

Note: Ms. Rebacca Cheung was deemed to be interested in 11,200,000 share options of the Company through the interest of her spouse, Mr. Wong Howard, pursuant to Part XV of the SFO. Details of the above share options granted by the Company are set out under the heading "Share Option Scheme" above and note 30 to the financial statements.

* The percentage represents the number of underlying shares interested divided by the number of the Company's issued shares as at 31 March 2013.

Save as disclosed above, as at 31 March 2013, no person, other than the directors of the Company, whose interests are set out in the section headed "Directors' interests in shares and underlying shares of the Company" above, had an interest or a short position in the shares or underlying shares of the Company as recorded in the register required to be kept by the Company under Section 336 of the SFO.

SUFFICIENCY OF PUBLIC FLOAT

Based on information that is publicly available to the Company and within the knowledge of the directors as at the latest practicable date prior to the issue of this report, the Company has maintained a sufficient public float.

DIRECTORS' INTERESTS IN A COMPETING BUSINESS

During the year and up to the date of this report, no director is considered to have interests in a business which competes or is likely to compete, either directly or indirectly, with the businesses of the Group, as defined in the Listing Rules.

Report of the Directors

CORPORATE GOVERNANCE

Details of the corporate governance practices of the Company are set out in the section headed "Corporate Governance Report" in this annual report.

AUDITORS

Ernst & Young retire and a resolution for their re-appointment as auditors of the Company will be proposed at the forthcoming annual general meeting of the Company.

On behalf of the Board

Wong Howard
Chairman

Hong Kong
21 June 2013

Corporate Governance Report

CORPORATE GOVERNANCE PRACTICES

The Board recognises the importance of good corporate governance to the Company's healthy growth and has devoted considerable efforts to identifying and formulating corporate governance practices appropriate to the Company's needs.

Throughout the year under review, the Company has complied with the code provisions set out in the Corporate Governance Code (the "CG Code") in Appendix 14 of the Listing Rules, save for the code provision A.2.1 which requires that the roles of chairman and chief executive should be separate and should not be performed by the same individual. Key corporate governance principles and practices of the Company as well as the details of the foregoing deviation are summarised below.

THE BOARD

Responsibilities and Delegation

Direction and control of Company business are vested in the Board. The Board establishes policies, strategies and plans for the development of Company business, and provides leadership in the creation of value for shareholders. All directors have carried out their duties in good faith, in compliance with applicable laws and regulations and in the interests of the Company and its shareholders at all times.

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

Corporate Governance Report

All directors have timely access to all relevant information as well as the advice and services of the Company Secretary and senior management of the Company, with a view to ensuring that Board procedures and all applicable laws and regulations are followed. Each director is normally able to seek independent professional advice in appropriate circumstances at the Company's expense, upon making request to the Board.

The day-to-day management, administration and operation of the Company are led by the Executive Committee and senior management of the Company. The Board has delegated a schedule of responsibilities to these officers for the implementation of Board decisions. The Board reviews the delegated functions and work tasks regularly. Prior to entering any significant transactions, the aforesaid officers have to obtain Board approval.

Board Composition

The following chart illustrates the current structure and membership of the Board and the Board Committees:

Board of Directors

Executive Directors

Mr. Wong Howard, *Chairman of the Board and Chief Executive Officer*
Mr. Wong Yat Fai

Independent Non-executive Directors

Mr. Tung Tat Chiu, Michael
Mr. Li Chi Ming
Mr. Wan Ngar Yin, David

Executive Committee

Mr. Wong Howard, *Chairman*
Mr. Wong Yat Fai

Audit Committee

Mr. Tung Tat Chiu, Michael, *Chairman*
Mr. Li Chi Ming
Mr. Wan Ngar Yin, David

Remuneration Committee

Mr. Li Chi Ming, *Chairman*
Mr. Tung Tat Chiu, Michael
Mr. Wan Ngar Yin, David

Nomination Committee

Mr. Wong Howard, *Chairman*
Mr. Wong Yat Fai
Mr. Tung Tat Chiu, Michael
Mr. Li Chi Ming
Mr. Wan Ngar Yin, David

The biographical details of the directors and the relationships among the members of the Board are disclosed under "Directors and Senior Management Profile" in this annual report. None of the members of the Board is related to one another.

During the year ended 31 March 2013, the Board at all times met the requirements of the Listing Rules relating to the appointment of at least 3 independent non-executive directors (representing at least one-third of the Board) with at least one independent non-executive director possessing appropriate professional qualifications or accounting or related financial management expertise.

The composition of the Board reflects the necessary balance of skills and experience appropriate for the requirements of the business of the Group and for the exercise of independent judgement.

The Company has received written annual confirmation from each independent non-executive director of his independence pursuant to the requirements of the Listing Rules. The Company considers all independent non-executive directors to be independent in accordance with the independence guidelines set out in the Listing Rules.

Chairman and Chief Executive

Code provision A.2.1 of the CG Code stipulates that the roles of Chairman and Chief Executive should be separate and should not be performed by the same individual.

Mr. Wong Howard is the Chairman of the Board and the Chief Executive Officer of the Company. The Board believes that vesting the roles of both Chairman and Chief Executive Officer in the same person provides the Company with strong and consistent leadership and allows for effective and efficient planning and implementation of business decisions and strategies.

The Board also considers that the current structure of vesting the roles of Chairman and Chief Executive Officer in the same person will not impair the balance of power and authority between the Board and the management of the Company.

Appointment and Re-election of Directors

All directors of the Company are appointed for a specific term. Each executive director is engaged on a service contract for a term of 2 years. Each independent non-executive director is appointed for a term of 1 year.

According to the provisions of the Company's bye-laws, Mr. Wong Yat Fai and Mr. Tung Tat Chiu, Michael shall retire by rotation and are eligible to offer themselves for re-election at the forthcoming 2013 annual general meeting. The Board recommended the re-appointment of both retiring directors standing for re-election at the 2013 annual general meeting. The Company's circular, sent together with this annual report, contains detailed information of Mr. Wong Yat Fai and Mr. Tung Tat Chiu, Michael pursuant to the requirements of the Listing Rules.

Corporate Governance Report

The Company has adopted "Directors Nomination Procedures" as written guidelines in providing formal, considered and transparent procedures to the Board for evaluating and selecting candidates for directorships. 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.

Training and Continuing Development of Directors

Directors keep abreast of responsibilities as a director of the Company and of the conduct, business activities and development of the Company.

All directors of the Company receive an induction on his appointment to ensure adequate understanding of the business and operations of the Group and full awareness of director's responsibilities and obligations under the Listing Rules and relevant statutory requirements. Such induction is normally supplemented with visits to the Group's key plant sites and/or meetings with the senior management of the Company.

The existing directors are continually updated with legal and regulatory developments, and the business and market changes to facilitate the discharge of their responsibilities. Continuing briefings and professional development for directors are arranged whenever necessary. In addition, reading materials on new or changes to salient laws and regulations applicable to the Group are provided to directors from time to time for their studying and reference.

During the year ended 31 March 2013, the Company (i) has organized briefings conducted by the Company Secretary for all its directors, namely, Mr. Wong Howard, Mr. Wong Yat Fai, Mr. Tung Tat Chiu, Michael, Mr. Li Chi Ming and Mr. Wan Ngar Yin, David, on corporate governance and update on the Listing Rules amendments and (ii) has provided reading materials on regulatory update to all the directors for their reference and studying. Besides, Mr. Wong Yat Fai, Mr. Tung Tat Chiu, Michael, Mr. Li Chi Ming and Mr. Wan Ngar Yin, David attended other seminars and training sessions arranged by other professional firms/institutions.

Model Code for Securities Transactions

The Company has adopted its own code of conduct regarding directors' dealings in the Company's securities (the "Own Code") on terms no less exacting than the Model Code. Specific enquiry has been made of all the Company's directors and the directors have confirmed that they have complied with the required standards set out in the Model Code and the Own Code throughout the period from 1 April 2012 to the date of this report.

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

Directors' Attendance Records

The attendance records of each director at the Board and Board Committee meetings and the general meetings of the Company held during the year ended 31 March 2013 is set out below:

	Attendance/Number of Meetings					
Name of Director	Board	Audit Committee	Remuneration Committee	Nomination Committee	Annual General Meeting	Special General Meeting
Mr. Wong Howard	5/5	N/A	N/A	1/1	1/1	1/1
Mr. Wong Yat Fai	5/5	N/A	N/A	1/1	1/1	1/1
Mr. Tung Tat Chiu, Michael	5/5	2/2	1/1	1/1	1/1	1/1
Mr. Li Chi Ming	5/5	2/2	1/1	1/1	1/1	1/1
Mr. Wan Ngar Yin, David	5/5	2/2	1/1	1/1	1/1	1/1

In addition, the Chairman held a meeting with the independent non-executive directors without the presence of executive directors during the year under review.

BOARD COMMITTEES AND CORPORATE GOVERNANCE FUNCTIONS

The Board has established 4 Board committees, namely, the Executive Committee, the Audit Committee, the Remuneration Committee and the Nomination Committee, for overseeing particular aspects of the Company's affairs. All Board committees have been established with defined written terms of reference which are available on the Stock Exchange's website (www.hkexnews.hk) and on the Company's website (except for the written terms of reference of the Executive Committee which is available to shareholders upon request). All the Board committees should report to the Board on their decisions or recommendations made.

Executive Committee

The Executive Committee comprises all the executive directors of the Company with the Chairman of the Board, Mr. Wong Howard, acting as the Chairman of this Committee. The Executive Committee operates as a general management committee under the direct authority of the Board to increase the efficiency for the business decision. It monitors the execution of the Company's strategic plans and operations of all business units of the Group and discusses and makes decisions on matters relating to the management and day-to-day operations of the Group.

Audit Committee

The Audit Committee comprises of 3 members, namely, Mr. Tung Tat Chiu, Michael, Mr. Li Chi Ming and Mr. Wan Ngar Yin, David, all of whom are independent non-executive directors. Mr. Tung Tat Chiu, Michael is the Chairman of the Audit Committee whilst Mr. Wan Ngar Yin, David possesses the appropriate accounting and financial management expertise as required under Rule 3.10(2) of the Listing Rules. None of the members of the Audit Committee is a former partner of the Company's existing external auditors.

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

During the year ended 31 March 2013, the Audit Committee performed the following works:

– Review and discussion of the financial statements, results announcements and reports for the year ended 31 March 2012 and for the six months ended 30 September 2012, the financial reporting and compliance procedures;

– Discussion and recommendation of the re-appointment of external auditors; and

– Review of the internal control and risk management of the Group and the review of the arrangements for employees of the Company to raise concerns about possible improprieties.

The external auditors were invited to attend two of the meetings without the presence of executive directors to discuss with the Audit Committee issues arising from the audit and financial reporting matters. The Company's annual results for the year ended 31 March 2013 have also been reviewed by the Audit Committee. There is no disagreement between the Board and the Audit Committee regarding the re-appointment of external auditors.

Remuneration Committee

The Remuneration Committee comprises of 3 members, namely, Mr. Li Chi Ming (Chairman), Mr. Tung Tat Chiu, Michael and Mr. Wan Ngar Yin, David. All of them are independent non-executive directors of the Company.

The main duties of the Remuneration Committee include making recommendations to the Board on the Company's remuneration policy and structure and the remuneration packages of directors and members of senior management (i.e. the model described in the code provision B.1.2(c)(ii) of the CG Code is adopted). 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 Group as well as market practice and conditions.

During the year ended 31 March 2013, the Remuneration Committee has (i) generally reviewed and discussed the remuneration policy and structure and the current remuneration packages of the directors and senior management of the Group; and (ii) considered and discussed the grant of share options of the Company.

Pursuant to code provision B.1.5 of the CG Code, the annual remuneration of the members of senior management by band for the year ended 31 March 2013 is set out below:

	Number of individuals
Nil to HK$1,000,000	1
HK$1,000,001 to HK$1,500,000	2
	3

Details of the remuneration of each director of the Company for the year ended 31 March 2013 are set out in note 8 to the financial statements contained in this annual report.

Nomination Committee

The Nomination Committee comprises all the executive directors and independent non-executive directors of the Company, namely, Mr. Wong Howard (Chairman), Mr. Wong Yat Fai, Mr. Tung Tat Chiu, Michael, Mr. Li Chi Ming and Mr. Wan Ngar Yin, David.

The main duties of the Nomination Committee are to (i) review the structure, size and composition (including the skills, knowledge and experience) of the Board on a regular basis and recommend any changes to the Board; (ii) identify qualified and suitable individuals to become Board members and select and make recommendations to the Board on the selection of individuals nominated for directorships; (iii) assess the independence of independent non-executive directors of the Company, having regard to the requirements under the Listing Rules; and (iv) make recommendations to the Board on relevant matters relating to the appointment or re-appointment of directors and succession planning for directors in particular, the Chairman and the Chief Executive of the Company.

During the year ended 31 March 2013, the Nomination Committee performed the following works:

– Review the structure, size and composition of the Board to ensure that it has a balance of expertise, skills and experience appropriate to the requirements for the business of the Group;

– Make recommendations of the re-election of the retiring directors standing for re-election at the 2012 annual general meeting of the Company; and

– Assess the independence of independent non-executive directors of the Company.

Corporate Governance Functions

The Board is responsible for performing the functions set out in the code provision D.3.1 of the CG Code.

During the year ended 31 March 2013, the Board has reviewed the Company's corporate governance policies and practices, training and continuous professional development of directors and senior management, the Company's policies and practices on compliance with legal and regulatory requirements, the compliance of the Model Code and Employees Written Guidelines, and the Company's compliance with the CG Code and disclosure in this Corporate Governance Report.

DIRECTORS' RESPONSIBILITIES FOR FINANCIAL REPORTING IN RESPECT OF THE FINANCIAL STATEMENTS

The directors have acknowledged their responsibilities for preparing the financial statements of the Company for the year ended 31 March 2013.

The Board is responsible for presenting a balanced, clear and understandable assessment of annual and interim reports, price-sensitive announcements and other disclosures required under the Listing Rules and other statutory and regulatory requirements. The management has provided to the Board such explanation and information as are necessary to enable the Board to carry out an informed assessment of the Company's financial statements, which are put to the Board for approval.

As set out in the consolidated financial statements, the Group incurred a consolidated net loss of HK$17,802,000 during the year ended 31 March 2013 and, as of that date, the Group's total liabilities exceeded its total assets by HK$3,331,000. These conditions, along with other matters as set out in note 2.1 to the financial statements, indicate the existence of a material uncertainty which may cast significant doubt about the Group's ability to continue as a going concern.

In view of these circumstances, the directors of the Company have given consideration to the Group's liquidity and the Company's capital base.

On 8 February 2013, the Company and the bondholders of convertible bonds issued in 2010 with principal value of HK$200 million entered into the Deed of Variations. This resulted in the extension of the maturity date of the convertible bonds from 30 November 2013 to 30 November 2016 and an option exercisable by the Company to request the bondholders to fully convert a portion of the convertible bonds with a principal amount of HK$100 million into shares of the Company on the maturity date. The directors of the Company consider that the entering into the Deed of Variations has improved the Group's working capital position. This helped position the Company for other corporate exercise to enlarge its capital base in the foreseeable future. The Group is considering other capital fund raising exercise when the market conditions become favorable to the Company.

Meanwhile, the directors of the Company consider that the consolidated financial statements have been appropriately prepared on a going concern basis after taken into account the above and other factors as mentioned in note 2.1 to the financial statements. Should the Group be unable to continue as a going concern, adjustments would have to be made to write down the value of assets to their recoverable amounts and to provide for any further liabilities which might arise.

Corporate Governance Report

INTERNAL CONTROLS

The Board is responsible for maintaining an adequate internal control system to safeguard shareholders' investments and the Group's assets and for reviewing the effectiveness of such system on an annual basis. The senior management reviews and evaluates the control process, monitors any risk factors on a regular basis and reports to the Audit Committee on any findings and measures to address the variances and identified risks.

During the year under review, the Board, through the Audit Committee, has conducted a review of the effectiveness of the internal control system of the Group.

EXTERNAL AUDITORS AND AUDITORS' REMUNERATION

The statement of the external auditors of the Company about their reporting responsibilities for the Company's financial statements for the year ended 31 March 2013 is set out in the section headed "Independent Auditors' Report" in this annual report. During the year ended 31 March 2013, the remuneration paid/payable to the Company's external auditors, Ernst & Young, is set out below:

Nature of Services	**Remuneration (HK$)**
Audit services	1,350,000
Non-audit services (including tax compliance service fee of HK$143,000 and interim results advisory fee of HK$33,000)	176,000

COMPANY SECRETARY

During the year ended 31 March 2013, Mr. Szeto Pui Tong, Patrick, the Company Secretary, has taken no less than 15 hours of relevant professional trainings to update his skills and knowledge. Biographical details of Mr. Szeto are set out in the section headed "Directors and Senior Management Profile" in this annual report.

COMMUNICATIONS WITH SHAREHOLDERS AND INVESTORS

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

The Company maintains a website at www.icubetech.com.hk as a communication platform with shareholders and investors, where information and updates on the Group's business operations, developments and financial information are available for public access. Shareholders and investors may send written enquiries or requests to the Company as follows:-

Address:	Room 1603-05, Harcourt House, 39 Gloucester Road, Wanchai, Hong Kong (For the attention of the Department of Investor Relations)
Fax:	(852) 2865 4654
Email:	info@icubetech.com.hk

The general meetings of the Company provide an opportunity for communication between the Board and the shareholders. The Chairman of the Board as well as chairmen of the Audit Committee, Remuneration Committee and Nomination Committee and, in their absence, other members of the respective committees and, where applicable, the chairman of the independent Board committee, normally attend the annual general meeting and other relevant shareholder meetings to answer questions.

The Company continues to enhance communications and relationships with its investors. Designated senior management maintains regular dialogue with institutional investors and analysts to keep them posted of the Company's developments.

SHAREHOLDER RIGHTS

To safeguard shareholder interests and rights, a separate resolution is proposed for each substantially separate issue at shareholder meetings, including the election of individual directors. The Company's shareholders may convene a special general meeting or put forward proposals at shareholders' meetings as follows:

(1) Shareholder(s) holding not less than one-tenth of the paid-up capital of the Company at the date of deposit of the requisition may request the Board to convene a special general meeting pursuant to Clause 71 of the Company's bye-laws by sending a written requisition to the Board or the Company Secretary at the Company's head office in Hong Kong. The objects of the meeting must be stated in the written requisition.

(2) Shareholder(s) representing not less than one-twentieth of the total voting rights at the date of the requisition or not less than 100 shareholders may put forward a proposal at a shareholders' meeting, pursuant to the Companies Act 1981 of Bermuda by sending a written requisition to the Board or the Company Secretary at the Company's head office in Hong Kong. The proposal should be stated in the written requisition and such written requisition should be submitted as early as practicable to enable the Company to make necessary arrangement (in case of a requisition requiring notice of a resolution, not less than six weeks before the meeting; and in case of any other requisition, not less than one week before the meeting).

(3) If a shareholder wishes to propose a person other than a retiring director for election as a director of the Company at a general meeting, the shareholder (other than the person to be proposed) duly qualified to attend and vote at the general meeting shall send a written notice, duly signed by the shareholder, of his/her intention to propose such person for election and also a notice signed by the person to be proposed of his/her willingness to be elected. These notices should be lodged at the Company's head office in Hong Kong, or the office of the Company's branch share registrar. The period for lodgement of such notices shall commence on the day after the dispatch of the notice of such general meeting and end 7 days prior to the date of such general meeting.

For the avoidance of doubt, shareholders must deposit and send the original duly signed written requisition, notice or statement, or enquiry (as the case may be) to the above address and provide their full name, contact details and identification in order to give effect thereto. Shareholders' information may be disclosed as required by law.

During the year under review, the Company has not made any changes to its bye-laws. An up-to-date version of the Company's bye-laws is also available on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.icubetech.com.hk).

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

Independent Auditors' Report

To the shareholders of ICube Technology Holdings Limited
(Incorporated in Bermuda with limited liability)

We have audited the consolidated financial statements of ICube Technology Holdings Limited (the "Company") and its subsidiaries (together, the "Group") set out on pages 38 to 128, which comprise the consolidated and company statements of financial position as at 31 March 2013, and the consolidated income statement, the consolidated statement of comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and a summary of significant accounting policies and other explanatory information.

DIRECTORS' RESPONSIBILITY FOR THE CONSOLIDATED FINANCIAL STATEMENTS

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

AUDITORS' RESPONSIBILITY

Our responsibility is to express an opinion on these consolidated 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 Hong Kong Standards on Auditing issued by the Hong Kong Institute of Certified Public Accountants. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

Independent Auditors' Report

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

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

OPINION

In our opinion, the consolidated financial statements give a true and fair view of the state of affairs of the Company and of the Group as at 31 March 2013, and of the Group's loss and cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards and have been properly prepared in accordance with the disclosure requirements of the Hong Kong Companies Ordinance.

EMPHASIS OF MATTER

Without qualifying our opinion, we draw attention to note 2.1 to the consolidated financial statements which indicates that the Group incurred a consolidated net loss of HK$17,802,000 during the year ended 31 March 2013 and, as of that date, the Group's total liabilities exceeded its total assets by HK$3,331,000. These conditions, along with other matters as set out in note 2.1, indicate the existence of a material uncertainty which may cast significant doubt about the Group's ability to continue as a going concern.

Ernst & Young
Certified Public Accountants

22/F CITIC Tower
1 Tim Mei Avenue
Central, Hong Kong

21 June 2013

Consolidated Income Statement

For the year ended 31 March 2013

	Notes	2013 HK$'000	2012 HK$'000
Revenue			
Electronic products		**15,906**	23,097
Treasury investments		**(876)**	(33,248)
	5	**15,030**	(10,151)
Cost of electronic products sold		**(16,044)**	(23,108)
Brokerage and commission expenses		**(151)**	(113)
		(16,195)	(23,221)
		(1,165)	(33,372)
Other income and gains	5	**1,795**	880
Selling and distribution expenses		**(366)**	(451)
Administrative expenses		**(38,188)**	(33,681)
Research costs		**(13,541)**	(7,206)
Other operating expenses		**(1,910)**	(1,269)
Gain on disposal of an available-for-sale equity investment		**1,631**	–
Fair value gains/(losses), net:			
Equity investments at fair value through profit or loss		**(16,186)**	(98,327)
Conversion option derivatives		**–**	(390)
Derivative component of convertible bonds	25	**22,276**	25,810
Gain arising from modification of convertible bonds	25	**49,693**	–
Finance costs	6	**(21,762)**	(19,480)
LOSS BEFORE TAX	7	**(17,723)**	(167,486)
Income tax expense	10	**(79)**	–
LOSS FOR THE YEAR		**(17,802)**	(167,486)

Consolidated Income Statement

For the year ended 31 March 2013

	Notes	2013 HK$'000	2012 HK$'000
Attributable to:			
Owners of the parent	11	**(6,199)**	(156,601)
Non-controlling interests		**(11,603)**	(10,885)
		(17,802)	(167,486)
LOSS PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE PARENT			(Restated)
Basic and diluted	12	**HK(0.91) cent**	HK(27.47) cents

Consolidated Statement of Comprehensive Income

For the year ended 31 March 2013

	2013 HK$'000	2012 HK$'000
LOSS FOR THE YEAR	**(17,802)**	(167,486)
OTHER COMPREHENSIVE INCOME/(LOSS)		
Available-for-sale equity investments:		
Changes in fair value	**3,249**	(3,508)
Release upon disposal of an available-for-sale equity investment	**(1,631)**	–
Income tax effect	**(267)**	579
	1,351	(2,929)
Exchange differences on translation of foreign operations	**149**	124
OTHER COMPREHENSIVE INCOME/(LOSS) FOR THE YEAR, NET OF TAX	**1,500**	(2,805)
TOTAL COMPREHENSIVE LOSS FOR THE YEAR	**(16,302)**	(170,291)
Attributable to:		
Owners of the parent	**(4,783)**	(159,532)
Non-controlling interests	**(11,519)**	(10,759)
	(16,302)	(170,291)

Consolidated Statement of Financial Position

31 March 2013

	Notes	2013 HK$'000	2012 HK$'000
NON-CURRENT ASSETS			
Property, plant and equipment	13	**1,604**	2,053
Prepaid land lease payment	14	**–**	–
Available-for-sale equity investments	16	**12,599**	15,304
Total non-current assets		**14,203**	17,357
CURRENT ASSETS			
Note receivables	17	**–**	15,383
Equity investments at fair value through profit or loss	18	**92,045**	106,874
Inventories	19	**478**	1,174
Trade receivables	20	**737**	3,350
Prepayments, deposits and other receivables	21	**1,823**	3,476
Derivative component of convertible bonds	25	**4,533**	–
Restricted bank balances	22	**1,953**	–
Cash and bank balances	22	**30,747**	49,989
Total current assets		**132,316**	180,246
CURRENT LIABILITIES			
Trade payables	23	**72**	368
Tax payable		**12**	12
Other payables and accruals		**13,205**	8,859
Finance lease payables	24	**85**	140
Derivative component of convertible bonds	25	**–**	19,730
Total current liabilities		**13,374**	29,109
NET CURRENT ASSETS		**118,942**	151,137
TOTAL ASSETS LESS CURRENT LIABILITIES		**133,145**	168,494

Consolidated Statement of Financial Position

31 March 2013

	Notes	2013 HK$'000	2012 HK$'000
NON-CURRENT LIABILITIES			
Finance lease payables	24	**–**	85
Convertible bonds	25	**65,379**	161,848
Bonds	25	**70,515**	–
Deferred tax liabilities	26	**582**	315
Total non-current liabilities		**136,476**	162,248
Net assets/(liabilities)		**(3,331)**	6,246
EQUITY/(DEFICIENCY IN ASSETS)			
Equity attributable to owners of the parent			
Issued capital	27	**6,779**	33,896
Reserves	28(a)	**16,641**	(10,560)
		23,420	23,336
Non-controlling interests		**(26,751)**	(17,090)
Total equity/(deficiency in assets)		**(3,331)**	6,246

Wong Howard
Director

Wong Yat Fai
Director

Consolidated Statement of Changes in Equity

Year ended 31 March 2013

		Attributable to owners of the parent											
	Notes	Issued capital HK$'000	Share premium account HK$'000	Contributed surplus HK$'000	Capital reserve HK$'000	Share option reserve HK$'000	Equity component of convertible bonds HK$'000	Available-for-sale equity investment revaluation reserve HK$'000	Exchange fluctuation reserve HK$'000	Accumulated losses HK$'000	Total HK$'000	Non-controlling interests HK$'000	Total equity HK$'000
At 1 April 2011		28,247	701,055	551,174	556	25,970	47,257	4,526	(588)	(1,230,093)	128,104	(7,237)	120,867
Loss for the year		-	-	-	-	-	-	-	-	(156,601)	(156,601)	(10,885)	(167,486)
Other comprehensive income/(loss) for the year:													
Changes in fair value of available-for-sale equity investments, net of tax		-	-	-	-	-	-	(2,929)	-	-	(2,929)	-	(2,929)
Exchange differences on translation of foreign operations		-	-	-	-	-	-	-	(2)	-	(2)	126	124
Total comprehensive loss for the year		-	-	-	-	-	-	(2,929)	(2)	(156,601)	(159,532)	(10,759)	(170,291)
Issue of shares	27	5,649	45,194	-	-	-	-	-	-	-	50,843	-	50,843
Share issue expenses	27	-	(1,020)	-	-	-	-	-	-	-	(1,020)	-	(1,020)
Equity-settled share option arrangements, net	30	-	-	-	-	4,941	-	-	-	-	4,941	-	4,941
Capital contribution from non-controlling interests of a subsidiary		-	-	-	-	-	-	-	-	-	-	906	906
At 31 March 2012		33,896	745,229*	551,174*	556*	30,911*	47,257*	1,597*	(590)*	(1,386,694)*	23,336	(17,090)	6,246
At 1 April 2012		**33,896**	**745,229**	**551,174**	**556**	**30,911**	**47,257**	**1,597**	**(590)**	**(1,386,694)**	**23,336**	**(17,090)**	**6,246**
Loss for the year		-	-	-	-	-	-	-	-	**(6,199)**	**(6,199)**	**(11,603)**	**(17,802)**
Other comprehensive income/(loss) for the year:													
Changes in fair value of available-for-sale equity investments, net of tax		-	-	-	-	-	-	**2,713**	-	-	**2,713**	-	**2,713**
Release upon disposal of available-for-sale equity investments, net of tax		-	-	-	-	-	-	**(1,362)**	-	-	**(1,362)**	-	**(1,362)**
Exchange differences on translation of foreign operations		-	-	-	-	-	-	-	**65**	-	**65**	**84**	**149**
Total comprehensive income/(loss) for the year		-	-	-	-	-	-	**1,351**	**65**	**(6,199)**	**(4,783)**	**(11,519)**	**(16,302)**
Shares consolidation	27	**(27,117)**	-	**27,117**	-	-	-	-	-	-	-	-	-
Equity-settled share option arrangements, net	30	-	-	-	-	**4,867**	-	-	-	-	**4,867**	-	**4,867**
Capital contribution from non-controlling interests of a subsidiary		-	-	-	-	-	-	-	-	-	-	**1,858**	**1,858**
At 31 March 2013		**6,779**	**745,229***	**578,291***	**556***	**35,778***	**47,257***	**2,948***	**(525)***	**(1,392,893)***	**23,420**	**(26,751)**	**(3,331)**

* These reserve accounts comprise the consolidated reserves of HK$16,641,000 (2012: negative consolidated reserves of HK$10,560,000) in the consolidated statement of financial position.

Consolidated Statement of Cash Flows

Year ended 31 March 2013

	Notes	2013 HK$'000	2012 HK$'000
CASH FLOWS FROM OPERATING ACTIVITIES			
Loss before tax		**(17,723)**	(167,486)
Adjustments for:			
Bank interest income	5	**(11)**	(13)
Finance costs	6	**21,762**	19,480
Depreciation	7	**634**	472
Impairment of items of property, plant and equipment	7	**–**	17
Impairment of other receivables	7	**1,858**	906
Write-off of items of property, plant and equipment	7	**2**	–
Write-down of inventories to net realisable value	7	**556**	60
Loss on disposal of items of property, plant and equipment	7	**–**	45
Gain on disposal of an available-for-sale equity investment		**(1,631)**	–
Losses on disposal of note receivables	5	**5,383**	–
Fair value losses/(gains), net:			
Equity investments at fair value through profit or loss		**16,186**	98,327
Conversion option derivatives		**–**	390
Derivative component of convertible bonds		**(22,276)**	(25,810)
Gain arising from modification of convertible bonds		**(49,693)**	–
Equity-settled share option arrangements	30	**4,867**	4,941
		(40,086)	(68,671)
Decrease in convertible notes-loan portion		**–**	55,165
Decrease/(increase) in note receivables		**10,000**	(183)
Increase in equity investments at fair value through profit or loss		**(1,357)**	(45,444)
Decrease in inventories		**149**	54
Decrease/(increase) in trade receivables		**2,613**	(1,140)
Decrease/(increase) in prepayments, deposits and other receivables		**(197)**	10,553
Increase in restricted bank balances		**(1,953)**	–
Decrease in trade payables		**(298)**	(937)
Increase in other payables and accruals		**4,267**	316
Exchange realignment		**189**	(38)
Cash used in operations		**(26,673)**	(50,325)
Interest paid		**–**	(207)
Interest element of finance lease rental payments		**(10)**	(20)
Overseas taxes paid		**(79)**	–
Net cash flows used in operating activities		**(26,762)**	(50,552)

Consolidated Statement of Cash Flows

Year ended 31 March 2013

	Notes	2013 HK$'000	2012 HK$'000
CASH FLOWS FROM INVESTING ACTIVITIES			
Purchases of items of property, plant and equipment	13	**(178)**	(929)
Proceeds from disposal of items of property, plant and equipment		**3**	–
Proceeds from disposal of available-for-sale equity investments		**5,954**	–
Interest received		**11**	13
Net cash flows from/(used in) investing activities		**5,790**	(916)
CASH FLOWS FROM FINANCING ACTIVITIES			
Proceeds from issue of shares	27(i)	**–**	49,823
Capital element of finance lease rental payments		**(140)**	(130)
Capital contribution from the non-controlling interests		**1,858**	906
Net cash flows from financing activities		**1,718**	50,599
NET DECREASE IN CASH AND CASH EQUIVALENTS		**(19,254)**	(869)
Cash and cash equivalents at beginning of year		**49,989**	50,707
Effect of foreign exchange rate changes, net		**12**	151
CASH AND CASH EQUIVALENTS AT END OF YEAR		**30,747**	49,989
ANALYSIS OF BALANCES OF CASH AND CASH EQUIVALENTS			
Cash and bank balances	22	**30,747**	49,989

Statement of Financial Position

31 March 2013

	Notes	2013 HK$'000	2012 HK$'000
NON-CURRENT ASSETS			
Property, plant and equipment	13	**–**	–
Investments in subsidiaries	15	**1,387**	4,381
Total non-current assets		**1,387**	4,381
CURRENT ASSETS			
Due from subsidiaries	15	**131,738**	155,693
Prepayments, deposits and other receivables		**57**	137
Derivative component of convertible bonds	25	**4,533**	–
Cash and bank balances	22	**2,184**	34,949
Total current assets		**138,512**	190,779
CURRENT LIABILITIES			
Accruals		**1,892**	1,270
Due to subsidiaries	15	**7,498**	7,498
Derivative component of convertible bonds	25	**–**	19,730
Total current liabilities		**9,390**	28,498
NET CURRENT ASSETS		**129,122**	162,281
TOTAL ASSETS LESS CURRENT LIABILITIES		**130,509**	166,662
NON-CURRENT LIABILITIES			
Convertible bonds	25	**65,379**	161,848
Bonds	25	**70,515**	–
Total non-current liabilities		**135,894**	161,848
Net assets/(liabilities)		**(5,385)**	4,814
EQUITY/(DEFICIENCY IN ASSETS)			
Issued capital	27	**6,779**	33,896
Reserves	28(b)	**(12,164)**	(29,082)
Total equity/(deficiency in assets)		**(5,385)**	4,814

Wong Howard *Director*	**Wong Yat Fai** *Director*

1. CORPORATE INFORMATION

ICube Technology Holdings Limited (the "Company") is a limited liability company incorporated in Bermuda. The principal place of business of the Company is located at Rooms 1603-5, 16/F., Harcourt House, 39 Gloucester Road, Wanchai, Hong Kong.

The principal activity of the Company is investment holding. The principal activities of the subsidiaries during the year consisted of the trading and distribution of electronic products and other merchandise, securities investment and trading, and research and development of integrated circuit technology.

2.1 BASIS OF PRESENTATION

The Group recorded a consolidated net loss of HK$17,802,000 (2012: HK$167,486,000) for the year ended 31 March 2013. The Group also recorded net current assets of HK$118,942,000 (2012: HK$151,137,000) and deficiency in assets of HK$3,331,000 as at 31 March 2013 (2012: net assets of HK$6,246,000). The deterioration in the net liability position is due to the Group's accumulated losses over the years.

In view of these circumstances, the directors of the Company have given consideration to the Group's liquidity and the Company's capital base.

On 8 February 2013, the Company and the bondholders of convertible bonds issued in 2010 with principal value of HK$200 million entered into a deed of variations (the "Deed of Variations"). This resulted in the extension of the maturity date of the convertible bonds from 30 November 2013 to 30 November 2016 and an option exercisable by the Company to request the bondholders to fully convert a portion of the convertible bonds with a principal amount of HK$100 million into shares of the Company on the maturity date. Prior to the maturity date, the bondholders may convert up to HK$100 million of the bond principal amount into shares of the Company at HK$0.33 per share. Further details on the terms of the convertible bonds are disclosed in the note 25 to these financial statements.

The directors of the Company consider that the entering into the Deed of Variations has improved the Group's working capital position. This helped position the Company for other corporate exercise to enlarge its capital base in the foreseeable future. The Group is considering other capital fund raising exercise when the market conditions become favorable to the Company.

2.1 BASIS OF PRESENTATION (continued)

The Group has been endeavoring to intensify its efforts of the research and development of integrated circuit technology. The directors of the Company believe that when the technology is introduced to the market, it will improve the operating results and cash flows of the Group, and enhance the financial position of the Group.

The Group has cash and bank balances (including restricted bank balances) and equity investments at fair value through profit or loss of HK$32,700,000 and HK$92,045,000, respectively, as at 31 March 2013, and has no current bank and other borrowing or current indebtedness. As at 31 March 2013, the Group was in compliance with all the terms and financial covenants of the convertible bonds.

The directors of the Company consider that the consolidated financial statements have been appropriately prepared on a going concern basis after taken into account the above factors.

Should the Group be unable to continue as a going concern, adjustments would have to be made to write down the value of assets to their recoverable amounts and to provide for any further liabilities which might arise. The effect of these adjustments has not been reflected in the consolidated financial statements.

2.2 BASIS OF PREPARATION

These financial statements have been prepared in accordance with Hong Kong Financial Reporting Standards ("HKFRSs") (which include all Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards ("HKASs") and Interpretations) issued by the Hong Kong Institute of Certified Public Accountants, accounting principles generally accepted in Hong Kong and the disclosure requirements of the Hong Kong Companies Ordinance. They have been prepared under the historical cost convention, except for equity investments and derivative financial instruments, which have been measured at fair value. These financial statements are presented in Hong Kong dollars ("HK$") and all values are rounded to the nearest thousand except when otherwise indicated.

2.2 BASIS OF PREPARATION (continued)

Basis of consolidation

The consolidated financial statements include the financial statements of the Company and its subsidiaries (collectively referred to as the "Group") for the year ended 31 March 2013. The financial statements of the subsidiaries are prepared for the same reporting period as the Company, using consistent accounting policies. 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 intra-group balances, transactions, unrealised gains and losses resulting from intra-group transactions and dividends are eliminated on consolidation in full.

Total comprehensive income within a subsidiary is attributed to the non-controlling interest even if it results in a deficit balance.

A change in the ownership interest of a subsidiary, without a loss of control, is accounted for as an equity transaction.

If the Group loses control over a subsidiary, it derecognises (i) the assets (including goodwill) and liabilities of the subsidiary, (ii) the carrying amount of any non-controlling interest and (iii) the cumulative translation differences recorded in equity; and recognises (i) the fair value of the consideration received, (ii) the fair value of any investment retained and (iii) any resulting surplus or deficit in profit or loss. The Group's share of components previously recognised in other comprehensive income is reclassified to profit or loss or retained profits, as appropriate.

2.3 CHANGES IN ACCOUNTING POLICY AND DISCLOSURES

The Group has adopted the following new and revised HKFRSs for the first time for the current year's financial statements.

HKFRS 1 Amendments	Amendments to HKFRS 1 *First-time Adoption of Hong Kong Financial Reporting Standards – Severe Hyperinflation and Removal of Fixed Dates for First-time Adopters*
HKFRS 7 Amendments	Amendments to HKFRS 7 *Financial Instruments: Disclosures – Transfer of Financial Assets*
HKAS 12 Amendments	Amendments to HKAS 12 *Income Taxes – Deferred Tax: Recovery of Underlying Assets*

The adoption of the revised HKFRSs has had no significant financial effect on these financial statements.

2.4 ISSUED BUT NOT YET EFFECTIVE HONG KONG FINANCIAL REPORTING STANDARDS

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

HKFRS 1 Amendments	Amendments to HKFRS 1 *First-time Adoption of Hong Kong Financial Reporting Standards – Government Loans*[2]
HKFRS 7 Amendments	Amendments to HKFRS 7 *Financial Instruments: Disclosures – Offsetting Financial Assets and Financial Liabilities*[2]
HKFRS 9	*Financial Instruments*[4]
HKFRS 10	*Consolidated Financial Statements*[2]
HKFRS 11	*Joint Arrangements*[2]
HKFRS 12	*Disclosure of Interests in Other Entities*[2]
HKFRS 10, HKFRS 11 and HKFRS 12 Amendments	Amendments to HKFRS 10, HKFRS 11 and HKFRS 12 – *Transition Guidance*[2]

2.4 ISSUED BUT NOT YET EFFECTIVE HONG KONG FINANCIAL REPORTING STANDARDS (continued)

HKFRS 10, HKFRS 12 and HKAS 27 (2011) Amendments	Amendments to HKFRS 10, HKFRS 12 and HKAS 27 (2011) – *Investment Entities*[3]
HKFRS 13	*Fair Value Measurement*[2]
HKAS 1 Amendments	Amendments to HKAS 1 *Presentation of Financial Statements – Presentation of Items of Other Comprehensive Income*[1]
HKAS 19 (2011)	*Employee Benefits*[2]
HKAS 27 (2011)	*Separate Financial Statements*[2]
HKAS 28 (2011)	*Investments in Associates and Joint Ventures*[2]
HKAS 32 Amendments	Amendments to HKAS 32 *Financial Instruments: Presentation – Offsetting Financial Assets and Financial Liabilities*[3]
HK(IFRIC)-Int 20	*Stripping Costs in the Production Phase of a Surface Mine*[2]
Annual Improvements 2009-2011 Cycle	Amendments to a number of HKFRSs issued in June 2012[2]

1 Effective for annual periods beginning on or after 1 July 2012
2 Effective for annual periods beginning on or after 1 January 2013
3 Effective for annual periods beginning on or after 1 January 2014
4 Effective for annual periods beginning on or after 1 January 2015

Further information about those HKFRSs that are expected to be applicable to the Group is as follows:

The HKFRS 7 Amendments require an entity to disclose information about rights to set-off and related arrangements (e.g., collateral agreements). The disclosures would provide users with information that is useful in evaluating the effect of netting arrangements on an entity's financial position. The new disclosures are required for all recognised financial instruments that are set off in accordance with HKAS 32 *Financial Instruments: Presentation*. The disclosures also apply to recognised financial instruments that are subject to an enforceable master netting arrangement or similar agreement, irrespective of whether they are set off in accordance with HKAS 32. The Group expects to adopt the amendments from 1 April 2013.

2.4 ISSUED BUT NOT YET EFFECTIVE HONG KONG FINANCIAL REPORTING STANDARDS (continued)

HKFRS 9 issued in November 2009 is the first part of phase 1 of a comprehensive project to entirely replace HKAS 39 *Financial Instruments: Recognition and Measurement*. This phase focuses on the classification and measurement of financial assets. Instead of classifying financial assets into four categories, an entity shall classify financial assets as subsequently measured at either amortised cost or fair value, on the basis of both the entity's business model for managing the financial assets and the contractual cash flow characteristics of the financial assets. This aims to improve and simplify the approach for the classification and measurement of financial assets compared with the requirements of HKAS 39.

In November 2010, the HKICPA issued additions to HKFRS 9 to address financial liabilities (the "Additions") and incorporated in HKFRS 9 the current derecognition principles of financial instruments of HKAS 39. Most of the Additions were carried forward unchanged from HKAS 39, while changes were made to the measurement of financial liabilities designated at fair value through profit or loss using the fair value option ("FVO"). For these FVO liabilities, the amount of change in the fair value of a liability that is attributable to changes in credit risk must be presented in other comprehensive income ("OCI"). The remainder of the change in fair value is presented in profit or loss, unless presentation of the fair value change in respect of the liability's credit risk in OCI would create or enlarge an accounting mismatch in profit or loss. However, loan commitments and financial guarantee contracts which have been designated under the FVO are scoped out of the Additions.

HKAS 39 is aimed to be replaced by HKFRS 9 in its entirety. Before this entire replacement, the guidance in HKAS 39 on hedge accounting and impairment of financial assets continues to apply. The Group expects to adopt HKFRS 9 from 1 April 2015. The Group will quantify the effect in conjunction with other phases, when the final standard including all phases is issued.

2.4 ISSUED BUT NOT YET EFFECTIVE HONG KONG FINANCIAL REPORTING STANDARDS (continued)

HKFRS 10 establishes a single control model that applies to all entities including special purpose entities or structured entities. It includes a new definition of control which is used to determine which entities are consolidated. The changes introduced by HKFRS 10 require management of the Group to exercise significant judgement to determine which entities are controlled, compared with the requirements in HKAS 27 and HK(SIC)-Int 12 *Consolidation – Special Purpose Entities*. HKFRS 10 replaces the portion of HKAS 27 *Consolidated and Separate Financial Statements* that addresses the accounting for consolidated financial statements. It also addresses the issues raised in HK(SIC)-Int 12. Based on the preliminary analyses performed, HKFRS 10 is not expected to have any impact on the currently held investments of the Group.

HKFRS 11 replaces HKAS 31 *Interests in Joint Ventures* and HK(SIC)-Int 13 *Jointly Controlled Entities – Non-Monetary Contributions by Venturers*. It describes the accounting for joint arrangements with joint control. It addresses only two forms of joint arrangements, i.e. joint operations and joint ventures, and removes the option to account for joint ventures using proportionate consolidation.

HKFRS 12 includes the disclosure requirements for subsidiaries, joint arrangements, associates and structured entities previously included in HKAS 27 *Consolidated and Separate Financial Statements*. HKAS 31 *Interests in Joint Ventures* and HKAS 28 *Investments in Associates*. It also introduces a number of new disclosure requirements for these entities.

In July 2012, the HKICPA issued amendments to HKFRS 10, HKFRS 11 and HKFRS 12 which clarify the transition guidance in HKFRS 10 and provide further relief from full retrospective application of these standards, limiting the requirement to provide adjusted comparative information to only the preceding comparative period. The amendments clarify that retrospective adjustments are only required if the consolidation conclusion as to which entities are controlled by the Group is different between HKFRS 10 and HKAS 27 or HK(SIC)-Int 12 at the beginning of the annual period in which HKFRS 10 is applied for the first time. Furthermore, for disclosures related to unconsolidated structured entities, the amendments will remove the requirement to present comparative information for periods before HKFRS 12 is first applied.

2.4 ISSUED BUT NOT YET EFFECTIVE HONG KONG FINANCIAL REPORTING STANDARDS (continued)

The amendments to HKFRS 10 issued in December 2012 include a definition of an investment entity and provide an exception to the consolidation requirement for entities that meet the definition of an investment entity. Investment entities are required to account for subsidiaries at fair value through profit or loss in accordance with HKFRS 9 rather than consolidate them. Consequential amendments were made to HKFRS 12 and HKAS 27 (2011). The amendments to HKFRS 12 also set out the disclosure requirements for investment entities. The Group expects that these amendments will not have any impact on the Group as the Company is not an investment entity as defined in HKFRS 10.

Consequential amendments were made to HKAS 27 and HKAS 28 as a result of the issuance of HKFRS 10, HKFRS 11 and HKFRS 12. The Group expects to adopt HKFRS 10, HKFRS 11, HKFRS 12, HKAS 27 (2011), HKAS 28 (2011), and the subsequent amendments to these standards issued in July and December 2012 from 1 April 2013.

HKFRS 13 provides a precise definition of fair value and a single source of fair value measurement and disclosure requirements for use across HKFRSs. The standard does not change the circumstances in which the Group is required to use fair value, but provides guidance on how fair value should be applied where its use is already required or permitted under other HKFRSs. The Group expects to adopt HKFRS 13 prospectively from 1 April 2013.

The HKAS 1 Amendments change the grouping of items presented in OCI. Items that could be reclassified (or recycled) to profit or loss at a future point in time (for example, net gain on hedge of a net investment, exchange differences on translation of foreign operations, net movement on cash flow hedges and net loss or gain on available-for-sale financial assets) would be presented separately from items which will never be reclassified (for example, actuarial gains and losses on defined benefit plans and revaluation of land and buildings). The amendments will affect presentation only and have no impact on the financial position or performance. The Group expects to adopt the amendments from 1 April 2013.

2.4 ISSUED BUT NOT YET EFFECTIVE HONG KONG FINANCIAL REPORTING STANDARDS (continued)

HKAS 19 (2011) includes a number of amendments that range from fundamental changes to simple clarifications and re-wording. The revised standard introduces significant changes in the accounting for defined benefit pension plans including removing the choice to defer the recognition of actuarial gains and losses. Other changes include modifications to the timing of recognition for termination benefits, the classification of short-term employee benefits and disclosures of defined benefit plans. The Group expects to adopt HKAS 19 (2011) from 1 April 2013.

The HKAS 32 Amendments clarify the meaning of "currently has a legally enforceable right to setoff" for offsetting financial assets and financial liabilities. The amendments also clarify the application of the offsetting criteria in HKAS 32 to settlement systems (such as central clearing house systems) which apply gross settlement mechanisms that are not simultaneous. The amendments are not expected to have any impact on the financial position or performance of the Group upon adoption on 1 April 2014.

The *Annual Improvements to HKFRSs 2009-2011 Cycle* is issued in June 2012 sets out amendments to a number of HKFRSs. The Group expects to adopt the amendments from 1 April 2013. There are separate transitional provisions for each standard. While the adoption of some of the amendments may result in changes in accounting policies, none of these amendments are expected to have a significant financial impact on the Group. Those amendments that are expected to have a significant impact on the Group's policies are as follows:

(a) HKAS 1 *Presentation of Financial Statements*: Clarifies the difference between voluntary additional comparative information and the minimum required comparative information. Generally, the minimum required comparative period is the previous period. An entity must include comparative information in the related notes to the financial statements when it voluntarily provides comparative information beyond the previous period. The additional comparative information does not need to contain a complete set of financial statements.

In addition, the amendment clarifies that the opening statement of financial position as at the beginning of the preceding period must be presented when an entity changes its accounting policies; makes retrospective restatements or makes reclassifications, and that change has a material effect on the statement of financial position. However, the related notes to the opening statement of financial position as at the beginning of the preceding period are not required to be presented.

2.4 ISSUED BUT NOT YET EFFECTIVE HONG KONG FINANCIAL REPORTING STANDARDS (continued)

(b) HKAS 32 *Financial Instruments: Presentation*: Clarifies that income taxes arising from distributions to equity holders are accounted for in accordance with HKAS 12 *Income Taxes*. The amendment removes existing income tax requirements from HKAS 32 and requires entities to apply the requirements in HKAS 12 to any income tax arising from distributions to equity holders.

2.5 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.

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.

2.5 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Joint ventures (continued)

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 HKAS 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.

Business combinations and goodwill

Business combinations are accounted for using the acquisition method. The consideration transferred is measured at the acquisition date fair value which is the sum of the acquisition date fair values of assets transferred by the Group, liabilities assumed by the Group to the former owners of the acquiree and the equity interests issued by the Group in exchange for control of the acquiree. For each business combination, the Group elects whether to measure the non-controlling interests in the acquiree that are present ownership interests and entitle their holders to a proportionate share of net assets in the event of liquidation at fair value or at the proportionate share of the acquiree's identifiable net assets. All other components of non-controlling interests are measured at fair value. Acquisition-related costs are expensed as incurred.

When the Group acquires a business, it assesses the financial assets and liabilities assumed for appropriate classification and designation in accordance with the contractual terms, economic circumstances and pertinent conditions as at the acquisition date. This includes the separation of embedded derivatives in host contracts by the acquiree.

2.5 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Business combinations and goodwill (continued)

If the business combination is achieved in stages, the previously held equity interest is remeasured at its acquisition date fair value and any resulting gain or loss is recognised in profit or loss.

Any contingent consideration to be transferred by the acquirer is recognised at fair value at the acquisition date. Contingent consideration classified as an asset or liability that is a financial instrument and within the scope of HKAS 39 is measured at fair value with changes in fair value either recognised in profit or loss or as a change to other comprehensive income. If the contingent consideration is not within the scope of HKAS 39, it is measured in accordance with the appropriate HKFRS. Contingent consideration that is classified as equity is not remeasured and subsequent settlement is accounted for within equity.

Goodwill is initially measured at cost, being the excess of the aggregate of the consideration transferred, the amount recognised for non-controlling interests and any fair value of the Group's previously held equity interests in the acquiree over the identifiable net assets acquired and liabilities assumed. If the sum of this consideration and other items is lower than the fair value of the net assets acquired, the difference is, after reassessment, recognised in profit or loss as a gain on bargain purchase.

After initial recognition, goodwill is measured at cost less any accumulated impairment losses. Goodwill is tested 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 31 March. 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.

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.

2.5 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Business combinations and goodwill (continued)

Where goodwill has been allocated to a cash-generating unit (or 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 the disposal. Goodwill disposed in these circumstances is measured based on the relative value of the disposed operation and the portion of the cash-generating unit retained.

Impairment of non-financial assets

Where an indication of impairment exists, or when annual impairment testing for an asset is required (other than inventories and financial assets), 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 the end of each reporting period as to whether there is an indication that previously recognised impairment losses may no longer exist or may have decreased. If such an indication exists, the recoverable amount is estimated. A previously recognised impairment loss of an asset 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 an impairment loss is credited to the income statement in the period in which it arises.

2.5 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Related parties

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

(a) the party is a person or a close member of that person's family and that person

(i) has control or joint control over the Group;

(ii) has significant influence over the Group; or

(iii) is a member of the key management personnel of the Group or of a parent of the Group;

or

(b) the party is an entity where any of the following conditions applies:

(i) the entity and the Group are members of the same group;

(ii) one entity is an associate or joint venture of the other entity (or of a parent, subsidiary or fellow subsidiary of the other entity);

(iii) the entity and the Group are joint ventures of the same third party;

(iv) one entity is a joint venture of a third entity and the other entity is an associate of the third entity;

(v) the entity is a post-employment benefit plan for the benefit of employees of either the Group or an entity related to the Group;

(vi) the entity is controlled or jointly controlled by a person identified in (a); and

(vii) a person identified in (a)(i) has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity).

2.5 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 the recognition criteria are satisfied, the expenditure for a major inspection is capitalised in the carrying amount of the asset as a replacement. Where significant parts of property, plant and equipment are required to be replaced at intervals, the Group recognises such parts as individual assets with specific useful lives and depreciates them accordingly.

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 the following estimated useful life. The principal annual rates used for this purpose are as follows:

Buildings	50 years or over the lease terms, whichever is shorter
Leasehold improvements	Over the remaining lease terms or 3 years, whichever is shorter
Plant and machinery	7 to 10 years
Motor vehicles, furniture, fixtures and equipment	3 to 5 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 financial year end.

An item of property, plant and equipment including any significant part initially recognised 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.

2.5 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Leases

Leases that transfer substantially all the rewards and risks of ownership of assets to the Group, other than legal title, are accounted for as finance leases. At the inception of a finance lease, the cost of the leased asset is capitalised at the present value of the minimum lease payments and recorded together with the obligation, excluding the interest element, to reflect the purchase and financing. Assets held under capitalised finance leases are included in property, plant and equipment, and depreciated over the shorter of the lease terms and the estimated useful lives of the assets. The finance costs of such leases are charged to the income statement so as to provide a constant periodic rate of charge over the lease terms.

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.

Prepaid land lease payments under operating leases are initially stated at cost and subsequently recognised on the straight-line basis over the lease terms.

Investments and other financial assets

Initial recognition and measurement

Financial assets within the scope of HKAS 39 are classified as financial assets at fair value through profit or loss, loans and receivables, and available-for-sale financial investments, as appropriate. The Group determines the classification of its financial assets at initial recognition. When financial assets are recognised initially, they are measured at fair value plus transaction costs, except in the case of financial assets recorded at fair value through profit or loss.

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.

2.5 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Investments and other financial assets (continued)

Subsequent measurement

The subsequent measurement of financial assets depends on their classification as follows:

Financial assets at fair value through profit or loss

Financial assets at fair value through profit or loss include financial assets held for trading. Financial assets are classified as held for trading if they are acquired for the purpose of sale in the near term. Derivatives, including separated embedded derivatives, are also classified as held for trading unless they are designated as effective hedging instruments as defined by HKAS 39.

Financial assets at fair value through profit or loss are carried in the statement of financial position at fair value with positive net changes in fair value presented as other income and gains and negative net changes in fair value presented as finance costs in the income statement. These net fair value changes do not include any dividends earned on these financial assets, which are recognised in accordance with the policies set out for "Revenue recognition" below.

The Group evaluates its financial assets at fair value through profit or loss (held for trading) to assess whether the intent to sell them in the near term is still appropriate. When, in rare circumstances, the Group is unable to trade these financial assets due to inactive markets and management's intent to sell them in the foreseeable future significantly changes, the Group may elect to reclassify them. The reclassification from financial assets at fair value through profit or loss to loans and receivables, available-for-sale financial assets or held-to-maturity investments depends on the nature of the assets. This evaluation does not affect any financial assets designated at fair value through profit or loss using the fair value option at designation, as these instruments cannot be reclassified after initial recognition.

Derivatives embedded in host contracts are accounted for as separate derivatives and recorded at fair value if their economic characteristics and risks are not closely related to those of the host contracts and the host contracts are not held for trading or designated at fair value through profit or loss. These embedded derivatives are measured at fair value with changes in fair value recognised in the income statement. 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.

2.5 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Investments and other financial assets (continued)

Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. After initial measurement, such assets are subsequently measured at amortised cost using the effective interest rate method less any allowance for impairment. Amortised cost is calculated by taking into account any discount or premium on acquisition and includes fees or costs that are an integral part of the effective interest rate. The effective interest rate amortisation is included in other income and gains in the income statement. The loss arising from impairment is recognised in the income statement in finance costs for loans and in other operating expenses for receivables.

Available-for-sale financial investments

Available-for-sale financial investments are non-derivative financial assets in listed equity investments. Equity investments classified as available for sale are those which are neither classified as held for trading nor designated at fair value through profit or loss.

After initial recognition, available-for-sale financial investments are subsequently measured at fair value, with unrealised gains or losses recognised as other comprehensive income in the available-for-sale equity investment revaluation reserve until the investment is derecognised, at which time the cumulative gain or loss is recognised in the income statement in other income, or until the investment is determined to be impaired, when the cumulative gain or loss is reclassified from the available-for-sale equity investment revaluation reserve to the income statement in other operating expenses. Interest and dividends earned whilst holding the available-for-sale financial investments are reported as interest income and dividend income, respectively and are recognised in the income statement as “Revenue-Treasury investments” in accordance with the policies set out for “Revenue recognition” below.

2.5 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Investments and other financial assets (continued)

Fair value

The fair value of investments that are traded in active markets is determined by reference to quoted market bid prices, without any deduction for transaction costs at the close of business at the end of the reporting period. For investments where there is no active market, the fair value is determined using appropriate 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; a discounted cash flow analysis; and option pricing models.

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 when:

(a) the rights to receive cash flows from the asset have expired; or

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

When the Group has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if and to what extent it has retained the risk and rewards of ownership of the asset. When it 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. In that case, the Group also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Group has retained.

2.5 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Derecognition of financial assets (continued)

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.

Impairment of financial assets

The Group assesses at the end of each reporting period whether there is objective evidence that a financial asset or a group of financial assets is impaired. A financial asset or a group of financial assets is deemed to be impaired if, and only if, there is objective evidence of impairment as a result of one or more events that occurred after the initial recognition of the asset (an incurred "loss event") and that loss event has an impact on the estimated future cash flows of the financial asset or the group of financial assets that can be reliably estimated. Evidence of impairment may include indications that a debtor or a group of debtors is experiencing significant financial difficulty, default or delinquency in interest or principal payments, the probability that they will enter bankruptcy or other financial reorganisation and observable data indicating that there is a measurable decrease in the estimated future cash flows, such as changes in arrears or economic conditions that correlate with defaults.

Financial assets carried at amortised cost

For financial assets carried at amortised cost, the Group first assesses individually whether objective evidence of impairment exists for financial assets that are individually significant, or collectively for financial assets that are not individually significant. If the Group determines that no objective evidence of impairment exists for an individually assessed financial asset, whether significant or not, it includes the asset in a group of financial assets with similar credit risk characteristics and collectively assesses them for impairment. Assets that are individually assessed for impairment and for which an impairment loss is, or continues to be, recognised are not included in a collective assessment of impairment.

2.5 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Impairment of financial assets (continued)

Financial assets carried at amortised cost (continued)

If there is objective evidence that an impairment loss 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 yet been incurred). The present value of the estimated future cash flows is discounted at the financial asset's original effective interest rate (i.e., the effective interest rate computed at initial recognition). If a loan has a variable interest rate, the discount rate for measuring any impairment loss is the current effective interest rate.

The carrying amount of the asset is reduced through the use of an allowance account and the loss is recognised in the income statement. Interest income continues to be accrued on the reduced carrying amount and is accrued using the rate of interest used to discount the future cash flows for the purpose of measuring the impairment loss. 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 estimated impairment loss increases or decreases because of an event occurring after the impairment was recognised, the previously recognised impairment loss is increased or reduced by adjusting the allowance amount. If a write-off is later recovered, the recovery is credited to other operating expenses in the income statement.

Available-for-sale financial investments

For available-for-sale financial investments, the Group assesses at the end of each reporting period whether there is objective evidence that an investment is impaired on an individual basis.

If an available-for-sale 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 removed from other comprehensive income and recognised in the income statement.

2.5 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Impairment of financial assets (continued)

Available-for-sale financial investments (continued)

In the case of equity investments classified as available for sale, objective evidence would include a significant or prolonged decline in the fair value of an investment below its cost. The determination of what is "significant" or "prolonged" requires judgement. "Significant" is evaluated against the original cost of the investment and "prolonged" against the period in which the fair value has been below its original cost. Where there is evidence of impairment, the cumulative loss – measured as the difference between the acquisition cost and the current fair value, less any impairment loss on that investment previously recognised in the income statement – is removed from other comprehensive income and recognised in the income statement. Impairment losses on equity instruments classified as available for sale are not reversed through the income statement. Increases in their fair value after impairment are recognised directly in other comprehensive income.

Financial liabilities

Initial recognition and measurement

Financial liabilities within the scope of HKAS 39 are classified as financial liabilities at fair value through profit or loss, loans and borrowings, or as derivatives designated as hedging instruments in an effective hedge, as appropriate. The Group determines the classification of its financial liabilities at initial recognition.

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings, net of directly attributable transaction costs.

The Group's financial liabilities include trade payables, other payables, finance lease payables, convertible bonds and bonds.

Subsequent measurement

The subsequent measurement of financial liabilities depends on their classification as follows:

2.5 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Financial liabilities (continued)

Loans and borrowings

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost, using the effective interest rate method unless the effect of discounting would be immaterial, in which case they are stated at cost. Gains and losses are recognised in the income statement when the liabilities are derecognised as well as through the effective interest rate amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the effective interest rate. The effective interest rate amortisation is included in finance costs in the income statement.

Convertible bonds

The component of convertible bonds that exhibits characteristics of a liability is recognised as a liability in the statement of financial position, net of transaction costs. On issuance of convertible bonds, the fair value of the liability component is determined using a market rate for an equivalent non-convertible bond; and this amount is carried as a long term liability on the amortised cost basis until extinguished on conversion or redemption. The remainder of the proceeds is allocated to the conversion option that is recognised and included in shareholders' equity, net of transaction costs. The carrying amount of the conversion option is not remeasured in subsequent years. Transaction costs are apportioned between the liability and equity components of the convertible bonds based on the allocation of proceeds to the liability and equity components when the instruments are first recognised.

If the conversion option of convertible bonds exhibits characteristics of an embedded derivative, it is separated from its liability component. On initial recognition, the derivative component of the convertible bonds is measured at fair value and presented as part of derivative financial instruments. Any excess of proceeds over the amount initially recognised as the derivative component is recognised as the liability component. Transaction costs are apportioned between the liability and derivative components of the convertible bonds based on the allocation of proceeds to the liability and derivative components when the instruments are initially recognised. The portion of the transaction costs relating to the liability component is recognised initially as part of the liability. The portion relating to the derivative component is recognised immediately in the income statement.

2.5 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

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.

Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the statement of financial position if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, or to realise the assets and settle the liabilities simultaneously.

Inventories

Inventories are stated at the lower of cost and net realisable value. Cost is determined on the first-in, first-out basis and, in the case of work in progress and finished goods, comprises direct materials, direct labour and an appropriate proportion of overheads. Net realisable value is based on estimated selling prices less any estimated costs to be incurred to completion and disposal.

Cash and cash equivalents

For the purpose of the consolidated statement of cash flows, 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.

2.5 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Cash and cash equivalents (continued)

For the purpose of the statements of financial position, cash and cash equivalents comprise cash on hand and at banks, including term deposits, and assets similar in nature to cash, 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 end of the reporting period 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.

Income tax

Income tax comprises current and deferred tax. Income tax relating to items recognised outside profit or loss is recognised outside profit or loss, either in other comprehensive income or 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 tax authorities, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period, taking into consideration interpretations and practices prevailing in the countries in which the Group operates.

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

2.5 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Income tax (continued)

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

- when the deferred tax liability arises from the initial recognition of goodwill or 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, when 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, the carryforward of unused tax credits and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, the carryforward of unused tax credits and unused tax losses can be utilised, except:

- when 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, 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.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period 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. Unrecognised deferred tax assets are reassessed at the end of each reporting period and are recognised to the extent that it has become probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be recovered.

2.5 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Income tax (continued)

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 by the end of the reporting period.

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 tax authority.

Government grants

Government grants are recognised at their fair value where there is reasonable assurance that the grant will be received and all attaching conditions will be complied with. When the grant relates to an expense item, it is recognised as income on a systematic basis over the periods that the costs, which it is intended to compensate, are expensed.

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 sale of goods, 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) the profit or loss on the trading of equity investments at fair value through profit or loss and note receivables on the transaction dates when the relevant contract notes are executed;

(c) interest income, on an accrual basis using the effective interest method by applying the rate that exactly discounts the estimated future cash receipts over the expected life of the financial instrument or a shorter period, when appropriate, to the net carrying amount of the financial asset; and

(d) dividend income, when the shareholders' right to receive payment has been established.

2.5 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Research costs

All research costs are charged to the income statement as incurred.

Expenditure incurred on projects to develop new products is capitalised and deferred only when the Group can demonstrate the technical feasibility of completing the intangible asset so that it will be available for use or sale, its intention to complete and its ability to use or sell the asset, how the asset will generate future economic benefits, the availability of resources to complete the project and the ability to measure reliably the expenditure during the development. Product development expenditure which does not meet these criteria is expensed when incurred.

Share-based payments

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 payments, whereby employees render services as consideration for equity instruments ("equity-settled transactions").

The cost of equity-settled transactions with employees for grants after 7 November 2002 is measured by reference to the fair value at the date at which they are granted. The fair value is determined by an external valuer using the binomial model, further details of which are set out in note 30 to the financial statements.

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. The cumulative expense recognised for equity-settled transactions at the end of each reporting period 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 equity-settled transactions where vesting is conditional upon a market or non-vesting condition, which are treated as vesting irrespective of whether or not the market or non-vesting condition is satisfied, provided that all other performance and/or service conditions are satisfied.

2.5 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Share-based payments (continued)

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, if the original terms of the award are met. In addition, an expense is recognised for any modification that increases the total fair value of the share-based payments, 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. This includes any award where non-vesting conditions within the control of either the Group or the employee are not met. 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.

Other employee benefits

Retirement benefit schemes

The Group operates a defined contribution Mandatory Provident Fund retirement benefit scheme (the "MPF Scheme") under the Mandatory Provident Fund Schemes Ordinance for all of its employees. 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, except for the Group's employer voluntary contributions, which are refunded to the Group when the employee leaves employment prior to the contributions vesting fully, in accordance with the rules of the MPF Scheme.

2.5 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Other employee benefits (continued)

Retirement benefit schemes (continued)

Pursuant to the relevant regulations of Mainland China, subsidiaries of the Company operating in Mainland China participate in a local municipal government retirement benefit scheme (the "Mainland Scheme") whereby the subsidiaries are required to contribute a percentage of the basic salaries of their employees to the Mainland Scheme to fund their retirement benefit obligations regarding all existing and future retired employees of the subsidiaries. The only obligation of the Group with respect to the Mainland Scheme is to pay the ongoing required contributions under the Mainland Scheme mentioned above. Contributions under the Mainland Scheme are charged to the income statement as incurred. There are no provisions under the Mainland Scheme whereby forfeited contributions may be used to reduce future contributions.

Foreign currencies

These financial statements are presented in Hong Kong 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 recorded by the entities in the Group are initially recorded using their respective functional currency rates prevailing at the dates of the transactions. Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency rates of exchange ruling at the end of the reporting period. Differences arising on settlement or translation of monetary items are recognised in 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 gain or loss arising on translation of a non-monetary item measured at fair value is treated in line with the recognition of the gain or loss on change in fair value of the item (i.e., translation difference on the item whose fair value gain or loss is recognised in other comprehensive income or profit or loss is also recognised in other comprehensive income or profit or loss, respectively).

2.5 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Foreign currencies (continued)

The functional currencies of certain overseas subsidiaries are currencies other than the Hong Kong dollar. As at the end of the reporting period, the assets and liabilities of these entities are translated into the presentation currency of the Company at the exchange rates prevailing at the end of the reporting period and their income statements are translated into Hong Kong dollars at the weighted average exchange rates for the year. The resulting exchange differences are recognised in other comprehensive income and accumulated in the exchange fluctuation reserve. On disposal of a foreign operation, the component of other comprehensive income relating to that particular foreign operation is recognised in the income statement.

For the purpose of the consolidated statement of cash flows, the cash flows of overseas subsidiaries are translated into Hong Kong dollars at the exchange rates ruling at the dates of the cash flows. Frequently recurring cash flows of overseas subsidiaries which arise throughout the year are translated into Hong Kong dollars at the weighted average exchange rates for the year.

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 their accompanying disclosures, and the disclosure of contingent liabilities as at the end of the reporting period. 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, which have the most significant effect on the amounts recognised in the financial statements:

3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES (continued)

Judgements (continued)

Income tax

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

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 the end of each reporting period 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 carried forward tax losses, the asset balance will be reduced and charged to the income statement.

Impairment of available-for-sale financial assets

The Group classifies certain assets as available-for-sale and recognises movements of their fair values in equity. An impairment allowance 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 by management who also evaluates other relevant factors, such as the share price volatility of the underlying equity investments. At 31 March 2013 and 2012, no impairment was recognised as a charge to the income statement for the Group’s available-for-sale equity investments. The carrying amount of the Group’s available-for-sale equity investments as at 31 March 2013 was HK$12,599,000 (2012: HK$15,304,000).

3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES (continued)

Estimation uncertainty

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

Convertible bonds

As described in note 25 to the financial statements, the convertible bonds of the Group are presented as the derivative component and the liability component of the convertible bonds in accordance with HKAS 39.

The fair values of liability and derivative components of convertible bonds are determined using valuation techniques. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of estimation is required in establishing fair values. The estimation includes considerations of inputs such as adjustment factors to risk free rate, stock price, credit risk, dividend yield and volatility. Changes in assumptions about these factors could affect the reported fair value of convertible bonds.

As at 31 March 2013, the fair value of the derivative asset and the carrying amount of the liability component of convertible bonds were HK$4,533,000 (2012: derivative liabilities of HK$19,730,000) and HK$65,379,000 (2012: HK$161,848,000), respectively.

Valuation of share options

As described in note 30 to the financial statements, the Company engaged an independent firm of professionally qualified valuers to assist in the valuation of the share options granted during the years ended 31 March 2013 and 2012. The fair value of options granted under the share option scheme was determined using the binomial option pricing model. The significant inputs into the model were share price at the grant date, risk-free interest rate, exercise price and expected volatility of the underlying shares. When the actual results of the inputs differ from management's estimate, it will have an impact on share option expenses and the related share option reserve of the Company. The fair value of the share options granted by the Company during the year ended 31 March 2013 was HK$8,847,000 (2012: HK$11,322,000). The share option expense of HK$4,867,000 (2012: HK$4,941,000) was recognised during the year ended 31 March 2013.

4. OPERATING SEGMENT INFORMATION

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 operating 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 of details of the operating segments are as follows:

(a) the electronic products segment trades electronic products;

(b) the treasury investments segment comprises securities investment and trading; and

(c) the corporate and others segment comprises corporate income and expenses items and research and development of integrated circuit technology.

Management monitors the results of the Group's operating segments separately for the purpose of making decisions about resources allocation and performance assessment. Segment performance is evaluated based on reportable segment profit/(loss), which is measured consistently with the Group's loss before tax except that interest income, finance costs, fair value gain on derivative component of convertible bonds, head office and corporate expenses are excluded from such measurement.

Segment assets exclude cash and bank balances and other unallocated head office and corporate assets as these assets are managed on a group basis.

Segment liabilities exclude convertible bonds, bonds, the derivative component of convertible bonds, deferred tax liabilities and other unallocated head office and corporate liabilities as these liabilities are managed on a group basis.

There are no intersegment sales and transfers between the segments.

4. OPERATING SEGMENT INFORMATION (continued)

The following tables present revenue, loss and certain asset, liability and capital expenditure information for the Group's business segments for the years ended 31 March 2013 and 2012.

Group

	Electronic products		Treasury investments		Corporate & others		Consolidated	
	2013	2012	**2013**	2012	**2013**	2012	**2013**	2012
	HK$'000	HK$'000	**HK$'000**	HK$'000	**HK$'000**	HK$'000	**HK$'000**	HK$'000
Segment revenue:								
Sales to external customers	**15,906**	23,097	**–**	–	**–**	–	**15,906**	23,097
Losses from treasury investments	**–**	–	**(876)**	(33,248)	**–**	–	**(876)**	(33,248)
Total	**15,906**	23,097	**(876)**	(33,248)	**–**	–	**15,030**	(10,151)
Segment results	**(4,377)**	(3,508)	**(15,729)**	(132,073)	**(47,734)**	(38,126)	**(67,840)**	(173,707)
Reconciliation								
Interest income and unallocated gains							**11**	13
Fair value gain on derivative component of convertible bonds							**22,276**	25,810
Gain arising from modification of convertible bonds							**49,693**	–
Unallocated expenses							**(101)**	(122)
Finance costs							**(21,762)**	(19,480)
Loss before tax							**(17,723)**	(167,486)
Income tax expense							**(79)**	–
Loss for the year							**(17,802)**	(167,486)
Assets and liabilities								
Segment assets	**1,861**	5,120	**104,713**	139,310	**3,697**	2,275	**110,271**	146,705
Reconciliation								
Unallocated assets							**36,248**	50,898
Total assets							**146,519**	197,603
Segment liabilities	**6,782**	6,890	**120**	120	**6,407**	2,391	**13,309**	9,401
Reconciliation								
Unallocated liabilities							**136,541**	181,956
Total liabilities							**149,850**	191,357

4. OPERATING SEGMENT INFORMATION (continued)

Group

	Electronic products		Treasury investments		Corporate & others		Consolidated	
	2013	2012	**2013**	2012	**2013**	2012	**2013**	2012
	HK$'000	HK$'000	**HK$'000**	HK$'000	**HK$'000**	HK$'000	**HK$'000**	HK$'000
Other segment information:								
Depreciation	**93**	77	**-**	–	**541**	395	**634**	472
Impairment of items of property, plant and equipment	**-**	17	**-**	–	**-**	–	**-**	17
Impairment of other receivables	**-**	–	**-**	–	**1,858**	906	**1,858**	906
Write-down of inventories to net realisable value	**556**	60	**-**	–	**-**	–	**556**	60
Write-off of items of property, plant and equipment	**-**	–	**-**	–	**2**	–	**2**	–
Loss on disposal of items of property, plant and equipment	**-**	–	**-**	–	**-**	45	**-**	45
Fair value losses on equity investments at fair value through profit or loss	**-**	–	**16,186**	98,327	**-**	–	**16,186**	98,327
Fair value loss on conversion option derivatives	**-**	–	**-**	390	**-**	–	**-**	390
Equity-settled share option arrangements	**11**	–	**-**	–	**4,856**	4,941	**4,867**	4,941
Capital expenditure	**90**	22	**-**	–	**88**	907	**178**	929

4. OPERATING SEGMENT INFORMATION (continued)

Geographical information

The following table represents revenue and certain asset and capital expenditure information for the Group's geographical information for the years ended 31 March 2013 and 2012.

	People's Republic of China (including Hong Kong)		Europe and South Africa		Consolidated	
	2013	2012	**2013**	2012	**2013**	2012
	HK$'000	HK$'000	**HK$'000**	HK$'000	**HK$'000**	HK$'000
Segment revenue:						
Electronic products	**13,981**	21,606	**1,925**	1,491	**15,906**	23,097
Treasury investments	**(876)**	(33,248)	**–**	–	**(876)**	(33,248)
	13,105	(11,642)	**1,925**	1,491	**15,030**	(10,151)
Non-current assets	**1,604**	2,053	**–**	–	**1,604**	2,053

The revenue information above is based on the locations of customers and the stock markets.

The non-current asset information above is based on the locations of the assets and excludes financial instruments.

Information about a major customer

Revenue of approximately HK$10,811,000 (2012: HK$14,830,000) was derived from sales by the electronic products segment to a single customer.

5. REVENUE, OTHER INCOME AND GAINS

Revenue, which is also the Group's turnover, represents the aggregate of the net invoiced value of goods sold, after allowances for returns and trade discounts, losses on disposal of equity investments at fair value through profit or loss and note receivables, dividend income arising from listed equity investments and interest income from note receivables and convertible notes during the year.

An analysis of revenue, other income and gains is as follows:

	Group	
	2013	2012
	HK$'000	HK$'000
Revenue		
Sales of goods	**15,906**	23,097
Gains/(losses) on disposal of equity investments at fair value through profit or loss	**4,015**	(44,077)
Losses on disposal of note receivables	**(5,383)**	–
Dividend income from listed equity investments	**492**	1,861
Interest income from note receivables and convertible notes	**–**	8,968
	15,030	(10,151)
Other income and gains		
Bank interest income	**11**	13
Government grants	**1,406**	126
Others	**378**	741
	1,795	880

6. FINANCE COSTS

An analysis of finance costs is as follows:

	Group	
	2013	2012
	HK$'000	HK$'000
Interest on bank overdrafts and other loans wholly repayable within five years	**–**	207
Interest on finance leases	**10**	20
Imputed interest on convertible bonds	**21,752**	19,253
	21,762	19,480

7. LOSS BEFORE TAX

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

	2013 HK$'000	2012 HK$'000
Cost of inventories sold	**16,044**	23,108
Depreciation (note 13)	**634**	472
Research costs*	**13,541**	7,206
Employee benefit expense (including directors' remuneration (note 8)):		
Wages and salaries	**25,604**	20,323
Equity-settled share option expenses	**4,867**	4,941
Retirement benefit scheme contributions**	**1,783**	1,441
	32,254	26,705
Minimum lease payments under operating leases:		
Land and buildings	**3,021**	2,846
Auditors' remuneration	**1,350**	1,200
Impairment of other receivables	**1,858**	906
Impairment of items of property, plant and equipment	**–**	17
Write-off of items of property, plant and equipment	**2**	–
Fair value gains of an available-for-sale equity investment (transfer from revaluation reserve upon disposal)	**(1,631)**	–
Loss on disposal of items of property, plant and equipment	**–**	45
Write-down of inventories to net realisable value#	**556**	60
Foreign exchange differences, net	**4**	(54)

* Research costs for the year ended 31 March 2013 included wages and salaries of HK$7,592,000 (2012: HK$4,458,000), which had been included in the employee benefit expenses disclosed above.

** At 31 March 2013, the Group had no forfeited contributions available to reduce its contributions to the retirement benefit schemes in future years (2012: Nil).

This item is included in "cost of electronic products sold" in the consolidated income statement.

8. DIRECTORS' REMUNERATION

Directors' remuneration for the year, disclosed pursuant to the Rules Governing the Listing of Securities (the "Listing Rules") on The Stock Exchange of Hong Kong Limited (the "Stock Exchange") and Section 161 of the Hong Kong Companies Ordinance, is as follows:

	Group	
	2013	2012
	HK$'000	HK$'000
Fees	**400**	400
Other emoluments of executive directors:		
Salaries, allowances and benefits in kind	**3,510**	3,510
Equity-settled share option expenses	**1,075**	1,121
Pension scheme contributions	**176**	176
	4,761	4,807
	5,161	5,207

During the years ended 31 March 2013 and 2012, 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 30 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 recognised in the income statement for the years ended 31 March 2013 and 2012 was included in the above directors' remuneration disclosures.

8. DIRECTORS' REMUNERATION (continued)

(a) Independent non-executive directors

The fees paid to independent non-executive directors during the year were as follows:

	2013 **HK$'000**	2012 HK$'000
Mr. Li Chi Ming	**150**	150
Mr. Tung Tat Chiu, Michael	**150**	150
Mr. Wan Ngar Yin, David	**100**	100
	400	400

There were no other emoluments payable to the independent non-executive directors during the year (2012: Nil).

(b) Executive directors

	Fees HK$'000	Salaries, allowances and benefits in kind HK$'000	Equity-settled share option expenses HK$'000	Pension scheme contributions HK$'000	Total remuneration HK$'000
2013					
Mr. Wong Howard (chief executive officer)	**–**	**1,950**	**760**	**98**	**2,808**
Mr. Wong Yat Fai	**–**	**1,560**	**315**	**78**	**1,953**
	–	**3,510**	**1,075**	**176**	**4,761**
2012					
Mr. Wong Howard (chief executive officer)	–	1,950	826	98	2,874
Mr. Wong Yat Fai	–	1,560	295	78	1,933
	–	3,510	1,121	176	4,807

There was no arrangement under which a director waived or agreed to waive any remuneration during the year (2012: Nil).

9. FIVE HIGHEST PAID EMPLOYEES

The five highest paid employees during the year included two (2012: two) directors, details of whose remuneration are set out in note 8 above. Details of the remuneration for the year of the remaining three (2012: three) highest paid employees who are not a director of the Company are as follows:

	Group	
	2013	2012
	HK$'000	HK$'000
Salaries, allowances and benefits in kind	**3,369**	2,846
Equity-settled share option expense	**1,105**	1,264
Pension scheme contributions	**116**	142
	4,590	4,252

During the years ended 31 March 2013 and 2012, share options were granted to three non-directors highest paid employees 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 30 to the financial statements. The fair value of such options, which has been recognised in the income statement over the vesting period, was determined at the date of grant and the amount recognised in the income statement for the years ended 31 March 2013 and 2012 was included in the above non-director highest paid employees' remuneration disclosures.

The number of non-director highest paid employees whose remuneration fell within the following bands is as follows:

	Number of employees	
	2013	2012
Nil to HK$1,000,000	**–**	1
HK$1,000,001 to HK$1,500,000	**2**	1
HK$1,500,001 to HK$2,000,000	**1**	1

10. INCOME TAX

	Group 2013 HK$'000	2012 HK$'000
Current – Hong Kong	**–**	–
Current – elsewhere		
Under provision in prior year	**79**	–
	79	–

No provision for Hong Kong profits tax has been made as the Group had no assessable profits arising in Hong Kong during the year (2012: Nil). Taxes on profits assessable in Mainland China have been calculated at the rates of tax prevailing in Mainland China in which the Group operates, based on existing legislation, interpretations and practices in respect thereof.

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

Group – 2013

	Hong Kong HK$'000	Mainland China HK$'000	Total HK$'000
Loss before tax	**(4,459)**	**(13,264)**	**(17,723)**
Tax at the applicable tax rates	**(736)**	**(3,316)**	**(4,052)**
Income not subject to tax	**(12,226)**	**–**	**(12,226)**
Expenses not deductible for tax	**6,562**	**–**	**6,562**
Adjustment in respect of current tax of previous year	**–**	**79**	**79**
Tax losses for the year not recognised	**6,400**	**3,316**	**9,716**
Tax	**–**	**79**	**79**

10. INCOME TAX (continued)

Group – 2012

	Hong Kong HK$'000	Mainland China HK$'000	Total HK$'000
Loss before tax	(157,900)	(9,586)	(167,486)
Tax at the applicable tax rates	(26,053)	(2,396)	(28,449)
Income not subject to tax	(4,565)	–	(4,565)
Expenses not deductible for tax	4,019	–	4,019
Tax losses for the year not recognised	26,646	2,396	29,042
Others	(47)	–	(47)
Tax	–	–	–

11. LOSS FOR THE YEAR ATTRIBUTABLE TO OWNERS OF THE PARENT

The consolidated loss attributable to owners of the parent for the year ended 31 March 2013 includes a profit of HK$41,937,000 (2012: a loss of HK$992,000) which has been dealt with in the financial statements of the Company (note 28(b)).

12. LOSS PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE PARENT

The calculation of the basic loss per share amounts is based on the loss for the year attributable to ordinary equity holders of the parent of HK$6,199,000 (2012: HK$156,601,000), and the weighted average number of 677,912,609 (2012: 570,176,500 (restated)) in issue during the year, as adjusted to reflect the share consolidation during the current year (note 27(ii)).

No adjustment has been made to the basic loss per share amounts presented for the years ended 31 March 2013 and 2012 in respect of a dilution as the share options and the convertible bonds outstanding during the years had an anti-dilutive effect on the basic loss per share amount presented.

13. PROPERTY, PLANT AND EQUIPMENT

Group

	Buildings HK$'000	**Leasehold improve-ments** HK$'000	**Plant and machinery** HK$'000	**Motor vehicles, furniture, fixtures and equipment** HK$'000	**Total** HK$'000
Cost:					
At 1 April 2011	13,238	686	13,859	7,315	35,098
Additions	–	369	22	538	929
Disposals	–	(78)	–	–	(78)
Exchange realignment	–	4	–	46	50
At 31 March 2012 and 1 April 2012	13,238	981	13,881	7,899	35,999
Additions	–	32	20	126	178
Disposals	–	–	–	(7)	(7)
Write-off	–	–	–	(2)	(2)
Exchange realignment	–	5	231	18	254
At 31 March 2013	13,238	1,018	14,132	8,034	36,422
Accumulated depreciation and impairment:					
At 1 April 2011	13,238	639	13,829	5,753	33,459
Provided during the year	–	34	9	429	472
Disposals	–	(33)	–	–	(33)
Impairment	–	–	–	17	17
Exchange realignment	–	1	–	30	31
At 31 March 2012 and 1 April 2012	13,238	641	13,838	6,229	33,946
Provided during the year	–	125	12	497	634
Disposals	–	–	–	(4)	(4)
Exchange realignment	–	–	230	12	242
At 31 March 2013	13,238	766	14,080	6,734	34,818
Net carrying amount:					
At 31 March 2013	–	252	52	1,300	1,604
At 31 March 2012	–	340	43	1,670	2,053

13. PROPERTY, PLANT AND EQUIPMENT (continued)

Group (continued)

All the Group's buildings included above are stated at cost and are held under medium term leases outside Hong Kong.

The net carrying amounts of the Group's plant and equipment held under finance leases included in the total amounts of motor vehicles, furniture, fixtures and equipment at 31 March 2013 amounted to HK$231,000 (2012: HK$312,000).

Company

	Leasehold improvements HK$'000	Furniture, fixtures and equipment HK$'000	Total HK$'000
Cost:			
At 1 April 2011, 31 March 2012, 1 April 2012 and 31 March 2013	299	415	714
Accumulated depreciation:			
At 1 April 2011, 31 March 2012, 1 April 2012 and 31 March 2013	299	415	714
Net carrying amount:			
At 31 March 2013	–	–	–
At 31 March 2012	–	–	–

14. PREPAID LAND LEASE PAYMENT

	Group HK$'000
Cost:	
At 1 April 2011, 31 March 2012, 1 April 2012 and 31 March 2013	821
Accumulated amortisation:	
At 1 April 2011, 31 March 2012, 1 April 2012 and 31 March 2013	821
Net carrying amount:	
At 31 March 2013	–
At 31 March 2012	–

With respect to the use of certain land in Mainland China used by the Group for its electronic products business, the Group paid annual fee of HK$51,000 (2012: HK$57,000) for the year which had been charged to the income statement.

15. INVESTMENTS IN SUBSIDIARIES

	Company	
	2013 HK$'000	2012 HK$'000
Unlisted shares, at cost	**1**	1
Capital contribution in respect of employee share-based compensation	**17,851**	14,202
Less: Impairment#	**(16,465)**	(9,822)
	1,387	4,381
Due from subsidiaries	**1,171,379**	1,144,974
Less: Impairment#	**(1,039,641)**	(989,281)
	131,738	155,693
Due to subsidiaries	**7,498**	7,498

15. INVESTMENTS IN SUBSIDIARIES (continued)

Balances with subsidiaries are unsecured, interest-free and have no fixed terms of repayment. The carrying amounts of the balances with subsidiaries approximate their fair values.

Impairment losses were recognised during the years ended 31 March 2013 and 2012 due to sustained loss making conditions of these subsidiaries.

Movements in the impairment allowance of investment costs and amounts due from subsidiaries are as follows:

	Company	
	2013	2012
	HK$'000	HK$'000
At 1 April	**999,103**	890,742
Impairment loss recognised	**57,003**	108,361
At 31 March	**1,056,106**	999,103

Particulars of the principal subsidiaries during the year are as follows:

Name	Place of incorporation and operations	Nominal value of issued ordinary/ registered share capital	Percentage of equity/beneficial interests attributable to the Company Direct	Indirect	Principal activities
Hoshing Limited*	British Virgin Islands	US$1	100	–	Investment holding
Sino Electronics Limited*	British Virgin Islands/ Hong Kong	US$2	–	100	Investment holding
Chongqing Electronics Limited	Hong Kong	HK$2	–	100	Trading of electronic products
139 Enterprises Limited	Hong Kong	US$2	–	100	Provision of administrative services

15. INVESTMENTS IN SUBSIDIARIES (continued)

Name	Place of incorporation and operations	Nominal value of issued ordinary/ registered share capital	Percentage of equity/beneficial interests attributable to the Company Direct	Indirect	Principal activities
Chaifa Finance Limited	Hong Kong	HK$2	–	100	Provision of finance services
Main Purpose Investments Limited	British Virgin Islands/ Hong Kong	US$1	–	100	Investment in and trading of securities
ICube Corporation Limited	Hong Kong	HK$100	–	60	Research and development of integrated circuit technology
深圳中微電科技有限公司*	PRC/Mainland China	RMB25,000,000	–	51	Research and development of integrated circuit technology
Dongguan Chongqing Electrical Limited*	PRC/Mainland China	US$4,390,000	–	100	Manufacture of electronic products

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

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.

16. AVAILABLE-FOR-SALE EQUITY INVESTMENTS

	Group	
	2013	2012
	HK$'000	HK$'000
Listed equity investments, at fair value:		
Hong Kong	**620**	495
Elsewhere	**11,979**	14,809
	12,599	15,304

The above investments consist of investments in equity securities which were designated as available-for-sale financial assets and have no fixed maturity date or coupon rate. The fair values of listed equity investments are based on quoted market prices.

The market value of the Group's available-for-sale equity investments at the date of approval of these financial statements was approximately HK$13,975,000.

During the year, the gross gain in respect of the Group's available-for-sale equity investments recognised in other comprehensive income amounted to HK$3,249,000 (2012: HK$3,508,000) of which HK$1,631,000 (2012: Nil) was reclassified from other comprehensive income to the income statement for the year upon disposal of the available-for-sale equity investment.

At 31 March 2013 and 2012, the Group did not hold any available-for-sale equity investments with carrying amounts exceeding 10% of the total assets of the Group.

17. NOTE RECEIVABLES

	Group	
	2013	2012
	HK$'000	HK$'000
Note receivables	**–**	15,383

The balance as at 31 March 2012 represented notes with a face value of HK$15,200,000 issued by ABC Communication (Holdings) Limited (the "ABC Notes"), a company listed on the Stock Exchange and an independent party of the Group. The ABC Notes were due on 13 September 2012, bore interest at 4% per annum, payable on maturity and unsecured.

As at 31 March 2012, the ABC Notes were neither past due nor impaired. The directors of the Company were of the opinion that no impairment allowance was necessary in respect of the balance as there had not been a significant change in its credit quality, and the balance was considered fully recoverable. The Group did not hold any collateral or other credit enhancements over the ABC Notes.

The ABC Notes were disposed of during the year at a proceeds of HK$9,975,000 (net of expenses), resulting in a loss of HK$5,383,000.

18. EQUITY INVESTMENTS AT FAIR VALUE THROUGH PROFIT OR LOSS

	Group	
	2013	2012
	HK$'000	HK$'000
Listed equity investments in Hong Kong, at fair value	**92,045**	106,874

The above equity investments at 31 March 2013 and 2012 were classified as held for trading. The fair values of listed equity investments are based on quoted market prices.

The market value of the Group's equity investments at fair value through profit or loss at the date of approval of these financial statements was approximately HK$101,323,000.

At 31 March 2013 and 2012, the Group did not hold any equity investments at fair value through profit or loss with carrying amounts exceeding 10% of the total assets of the Group.

19. INVENTORIES

	Group	
	2013	2012
	HK$'000	HK$'000
Raw materials	**227**	107
Work in progress	**1**	450
Finished goods	**250**	617
	478	1,174

20. TRADE RECEIVABLES

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 one month, extending to up to two months for major customers. Each customer has a maximum credit limit. The Group seeks to maintain strict control over its outstanding receivables. Overdue balances are regularly reviewed by senior management. There is a significant concentration of credit risk as over 81% (2012: 98%) of the balances represented receivables from two major customers within the electronic products segment. Trade receivables are non-interest-bearing. The Group does not hold any collateral or other credit enhancement over its trade receivable balances. The carrying amounts of trade receivables approximate their fair values.

An aged analysis of the Group's trade receivables as at the end of the reporting period, based on the invoice date, is as follows:

	Group	
	2013	2012
	HK$'000	HK$'000
Within 1 month	**731**	3,350
Over 3 months	**6**	–
	737	3,350

20. TRADE RECEIVABLES (continued)

An aged analysis of the Group's trade receivables that are not considered to be impaired is as follows:

	Group	
	2013	2012
	HK$'000	HK$'000
Neither past due nor impaired	**731**	3,350
Over 3 months past due	**6**	–
	737	3,350

Receivables that were neither past due nor impaired relate to customers for which there was no recent history of default. The Group does not hold any collateral or other credit enhancements over these balances.

Receivables that were past due but not impaired relate to customers that have a good track record with the Group. Based on the past experience, the directors of the Company are of 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.

21. PREPAYMENTS, DEPOSITS AND OTHER RECEIVABLES

None of the prepayments and deposits is either past due or impaired.

Included in the provision for impairment of other receivables is a provision for an impaired other receivable of HK$2,764,000 (2012: HK$906,000) with a carrying amount of HK$2,764,000 (2012: HK$906,000). The Group does not hold any collateral or other credit enhancements over this balance.

The remaining balance of other receivables was neither past due nor impaired and relates to a large number of independent parties for whom there was no recent history of default.

22. RESTRICTED BANK BALANCES, AND CASH AND BANK BALANCES

	Group		Company	
	2013	2012	**2013**	2012
	HK$'000	HK$'000	**HK$'000**	HK$'000
Restricted bank balance	**1,953**	–	**–**	–
Cash and bank balances	**30,747**	49,989	**2,184**	34,949
	32,700	49,989	**2,184**	34,949

At the end of the reporting period, cash and bank balances of the Group denominated in Renminbi ("RMB") amounted to approximately HK$3,803,000 (2012: HK$979,000). The RMB are not freely convertible into other currencies, however, under Mainland 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.

At 31 March 2013, restricted bank balances represented government grant received by the Group in which use of the bank balances are restricted to specific purposes and subject to approval of relevant authority in PRC.

Cash at banks earns interest at floating rates based on daily bank deposit rates. The bank balances are deposited with creditworthy banks with no recent history of default. The carrying amounts of the restricted bank balances, and cash and bank balances approximate their fair values.

23. TRADE PAYABLES

An aged analysis of the Group's trade payables as at the end of the reporting period, based on the invoice date, is as follows:

	Group	
	2013	2012
	HK$'000	HK$'000
Within 1 to 2 months	**48**	248
Over 3 months	**24**	120
	72	368

Trade payables are non-interest-bearing and have a credit period of an average of two months. The carrying amounts of trade payables approximate their fair values.

24. FINANCE LEASE PAYABLES

The Group leases certain of its property, plant and equipment for its operations. These leases are classified as finance leases and have remaining lease terms of one year (2012: two years). At 31 March 2013, the total future minimum lease payments under finance leases and their present values were as follows:

Group

	Minimum lease payments 2013 HK$'000	Minimum lease payments 2012 HK$'000	Present value of minimum lease payments 2013 HK$'000	Present value of minimum lease payments 2012 HK$'000
Amounts payable:				
Within one year	**87**	150	**85**	140
In the second year	**–**	87	**–**	85
Total minimum finance lease payments	**87**	237	**85**	225
Future finance charges	**(2)**	(12)		
Total net finance lease payables	**85**	225		
Portion classified as current liabilities	**(85)**	(140)		
Non-current portion	**–**	85		

25. CONVERTIBLE BONDS, BONDS AND DERIVATIVES

	Group and Company	
	2013	2012
	HK$'000	HK$'000
2010 Convertible Bonds (as defined below)	**–**	161,848
2013 Convertible Bonds (as defined below)	**65,379**	–
2013 Bonds	**70,515**	–
	135,894	161,848
Derivative component of convertible bonds	**(4,533)**	19,730

On 1 December 2010, the Company issued a three-year zero-coupon convertible bonds with the face value of HK$200,000,000 to unrelated third parties (the "2010 Convertible Bonds"). The 2010 Convertible Bonds were convertible at the option of the bondholders (the "Bondholders") into ordinary shares of the Company at anytime following the date of issue of the 2010 Convertible Bonds up to the maturity date on 30 November 2013, at a price of HK$0.125 per share, subject to adjustments.

The Company could redeem, in whole or in part, the outstanding 2010 Convertible Bonds at a 100% of the principal amount by giving the Bondholders not less than seven business days' prior notice during the outstanding period. If redeemed in part, the redemption shall be made in amounts of not less than multiples of HK$500,000. On the maturity date, any 2010 Convertible Bonds not converted or redeemed during the tenure will be redeemed by the Company at 100% of the principal amount. The conversion option of the Bondholders are derivative components. There was no conversion or redemption of the 2010 Convertible Bonds during the year ended 31 March 2013 (2012: Nil).

25. CONVERTIBLE BONDS, BONDS AND DERIVATIVES (continued)

2013 Amendments

Upon the approval of an ordinary resolution of the Company held at the special general meeting on 25 March 2013, the Company and the Bondholders concluded the Deed of Variations on 26 March 2013 (the "Amendment Date") pursuant to which both parties agreed to vary certain terms and conditions of the 2010 Convertible Bonds (the "2013 Amendments"). The modifications included but not limited to:

(i) the maturity date of 30 November 2013 was extended to 30 November 2016;

(ii) the principal amount of the 2010 Convertible Bonds was divided into two portions:

- an interest-bearing portion with a principal value of HK$100 million which is interest-bearing at 2.5% p.a. payable on maturity (the "2013 Bonds"); and

- a non-interest-bearing portion with a principal amount of HK$100 million redeemable on maturity with conversion rights attached (the "2013 Convertible Bonds"). The convertible portion was convertible in the multiple of HK$250,000 at any time during the conversion period;

(iii) the conversion price for the 2013 Convertible Bonds was adjusted from HK$0.125 per share to HK$0.33 per share, subject to adjustments; and

(iv) a conversion option was granted to the Company to which the Company has the rights to request conversion of all the outstanding 2013 Convertible Bonds into ordinary shares of the Company on the maturity date.

Further details of the 2013 Amendments are set out in the Company's circular dated 1 March 2013.

25. CONVERTIBLE BONDS, BONDS AND DERIVATIVES (continued)

2013 Amendments (continued)

The 2013 Amendments constituted a significant modification and was accounted for as an extinguishment of the 2010 Convertible Bonds and an issue of the 2013 Bonds and the 2013 Convertible Bonds. As at the Amendment Date, the carrying values of liability component and derivative liability of the 2010 Convertible Bonds were HK$183,382,000 and HK$45,000, respectively. In light of the amendment of terms set out above, the Company reassessed at the Amendment Date the fair values of the 2013 Convertible Bonds, where the fair value of the liability component was determined at HK$65,276,000 and fair value of the derivative asset were determined at HK$1,942,000. The fair value of the 2013 Bonds as at the Amendment Date was determined at HK$70,400,000. The net effect of the 2013 Amendments is the recognition of a gain of HK$49,693,000 credited to the income statement. The conversion option of the Bondholders and conversion option of the Company on the maturity date are derivative components which are interdependent as only one of these options can be exercised at any one point of time. Therefore, they are not able to be accounted for separately and a single compound derivative financial instrument is recognised. The derivative assets of the 2013 Convertible Bonds of HK$4,533,000 as at 31 March 2013 (2012: derivative liability of HK$19,730,000) represented the fair values of the conversion options of the Company and the Bondholders at the end of the respective reporting period.

The fair value of the liability component of the 2013 Convertible Bonds as at 31 March 2013 was HK$65,139,000. The fair value of the liability component of the 2010 Convertible Bonds as at 31 March 2012 was HK$175,630,000. The fair value of the 2013 Convertible Bonds were estimated by valuation performed by Ascent Partners Valuation Services Limited as detailed in note 3 to the financial statements. The fair value of the liability component of the 2013 Bonds as at 31 March 2013 was HK$70,270,000 which was calculated by discounting the future cash flows at the prevailing market interest rate at the end of reporting period.

25. CONVERTIBLE BONDS, BONDS AND DERIVATIVES (continued)

2013 Amendments (continued)

An analysis of the movements of the liability component and the derivative component of convertible bonds and bonds during the years ended 31 March 2013 and 2012 is as follows:

	Convertible Bonds – Liability component HK$'000	Convertible Bonds – Derivative component HK$"000	Bonds – Liability component HK$'000	Total HK$'000
At 1 April 2011	142,595	45,540	–	188,135
Interest expenses	19,253	–	–	19,253
Fair value change	–	(25,810)	–	(25,810)
At 31 March 2012 and 1 April 2012	161,848	19,730	–	181,578
Interest expenses	21,637	–	115	21,752
Extinguishment of the 2010 Convertible Bonds	(183,382)	(45)	–	(183,427)
Issue of the 2013 Convertible Bonds	65,276	(1,942)	–	63,334
Issue of the 2013 Bonds	–	–	70,400	70,400
Fair value change	–	(22,276)	–	(22,276)
As 31 March 2013	65,379	(4,533)	70,515	131,361

26. DEFERRED TAX LIABILITIES

Deferred tax liabilities as at 31 March 2013 of HK$582,000 (2012: HK$315,000) were attributable to the fair value gains on available-for-sale equity investments.

The Group has tax losses arising in Hong Kong of HK$902,834,000 (2012: HK$864,045,000) and in Mainland China of HK$12,174,000 (2012: HK$11,342,000) that are available for offsetting against future taxable profits of the companies in which the losses arose. Deferred tax assets have not been recognised in respect of these losses as they have arisen in subsidiaries that have been loss-making for some time and it is not considered probable that taxable profits will be available against which the tax losses can be utilised.

27. SHARE CAPITAL

Shares

	2013 **HK$'000**	2012 HK$'000
Authorised:		
60,000,000,000 ordinary shares of HK$0.01 each	**600,000**	600,000
Issued and fully paid:		
677,912,609 (2012: 3,389,563,047) ordinary shares of HK$0.01 each	**6,779**	33,896

27. SHARE CAPITAL (continued)

Movements of the Company's issued share capital were as follows:

	Notes	Number of shares in issue	Issued share capital HK$'000	Share premium account HK$'000	Total HK$'000
At 1 April 2011		2,824,643,047	28,247	701,055	729,302
Issue of new shares	(i)	564,920,000	5,649	45,194	50,843
Share issue expenses	(i)	–	–	(1,020)	(1,020)
At 31 March 2012 and 1 April 2012		3,389,563,047	33,896	745,229	779,125
Capital reorganisation	(ii)	(2,711,650,438)	(27,117)	–	(27,117)
At 31 March 2013		677,912,609	6,779	745,229	752,008

27. SHARE CAPITAL (continued)

Notes:

(i) On 15 March 2012, 564,920,000 shares of HK$0.01 each were issued at a price of HK$0.09 per share and net proceeds of HK$49,823,000 were generated. The proceeds are to be used to fund the research and development of integrated circuit technology and as general working capital of the Group.

(ii) Pursuant to a special resolution passed on 25 March 2013, a capital reorganisation scheme became effective on 26 March 2013 which involved the following:

(a) every 5 shares in the issued ordinary share capital of the Company were consolidated into 1 consolidated share;

(b) the nominal value of every issued consolidated share was reduced by cancelling HK$0.04 of the capital paid up for each issued consolidated share so as to form (after the share consolidation) one reorganised share of HK$0.01 each; and

(c) the credit arising from the capital reorganisation was transferred to the contributed surplus of the Company.

The authorised share capital of the Company before and after the capital reorganisation remains unchanged at HK$600,000,000.

Share options

Details of the Company's share option scheme and the share options issued under the scheme are included in note 30 to the financial statements.

28. 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.

The contributed surplus of the Group arose as a result of the Group reorganisation upon listing of the Company's shares in 1994, and represented the difference between the nominal value of the shares of the former holding company of the Group prior to the Group reorganisation, over the nominal value of the Company's shares issued in exchange therefor.

In addition, pursuant to special and ordinary resolutions passed at the special general meeting held on 22 September 2000, the issued and fully paid share capital of the Company was reduced by HK$448,992,000 through a reduction in the nominal value of the share capital of the Company. The credit so arising was transferred to the contributed surplus.

On 28 July 2005, a capital reorganisation scheme was approved by the shareholders under a special resolution, pursuant to which, every 10 shares of HK$0.01 each in the issued share capital of the Company were consolidated into one consolidated share of HK$0.10 and every issued consolidated share was reduced in nominal amount by cancelling HK$0.09 of the capital paid up for each issued consolidated share so as to form (after the share consolidation) one reorganised share of HK$0.01. The credit so arising was transferred to the contributed surplus.

As detailed in note 27 (ii), during the year ended 31 March 2013, a credit of HK$27,117,000 arising from the capital reorganisation was transferred to the contributed surplus.

28. RESERVES (continued)

(b) Company

	Share premium account HK$'000	Contributed surplus HK$'000	Capital reserve HK$'000	Share option reserve HK$'000	Equity component of convertible bonds HK$'000	Accumulated losses HK$'000	Total HK$'000
At 1 April 2011	701,055	594,673	556	25,970	47,257	(1,338,355)	31,156
Loss and total comprehensive loss for the year	–	–	–	–	–	(109,353)	(109,353)
Issue of shares (note 27)	45,194	–	–	–	–	–	45,194
Share issue expenses (note 27)	(1,020)	–	–	–	–	–	(1,020)
Equity-settled share option arrangements (note 30)	–	–	–	4,941	–	–	4,941
At 31 March 2012 and 1 April 2012	745,229	594,673	556	30,911	47,257	(1,447,708)	(29,082)
Loss and total comprehensive loss for the year	–	–	–	–	–	(15,066)	(15,066)
Shares consolidation (note 27)	–	27,117	–	–	–	–	27,117
Equity-settled share option arrangements (note 30)	–	–	–	4,867	–	–	4,867
At 31 March 2013	745,229	621,790	556	35,778	47,257	(1,462,774)	(12,164)

Note:

The contributed surplus of the Company arose as a result of the Group reorganisation referred to in (a) above and represents the excess of the then combined net assets of the subsidiaries acquired over the nominal value of the Company's shares issued in exchange therefor.

In addition, the capital reorganisation described in (a) above also resulted in an aggregate credit balance of approximately HK$578,101,000 (2012: HK$550,984,000) being transferred to the Company's contributed surplus.

29. NOTES TO THE CONSOLIDATED STATEMENT OF CASH FLOWS

Major non-cash transaction

During the year ended 31 March 2012, the loan portion of convertible notes of HK$15,200,000 was transferred to notes receivables due to the change of terms of convertible notes.

30. SHARE OPTION SCHEME

The Company operates a share option scheme (the “Scheme”) for the purpose of providing incentives and rewards to eligible participants who contribute to the success of the Group’s operations. Eligible participants include the Company’s directors, including independent non-executive directors, other employees of the Group or any invested entity, suppliers of goods or services to the Group or any invested entity, customers of the Group or any invested entity, shareholders of the Group or any invested entity, holders of securities of the Group or any invested entity and persons or entities that provide research, development or other technological support to the Group or any invested entity. The Scheme became effective on 27 August 2003 and, unless otherwise cancelled or amended, will remain in force for 10 years from that date.

The maximum number of shares which may be issued upon exercise of all options granted and to be granted under the Scheme is an amount equivalent to 10% of the shares of the Company in issue as at the date of approval of the Scheme unless approval for refreshing the 10% limit from the Company’s shareholders has been obtained. The total number of shares of the Company available for issue under the Scheme is 1,200,860, which is adjusted the effect of share consolidation upon capital reorganisation, as at the date of the annual report. The maximum number of shares issued and to be issued upon exercise of the share options granted to each eligible participant in the Scheme (including exercised, cancelled and outstanding options) within any 12-month period is limited to 1% of the shares of the Company in issue. Any further grant of share options in excess of this limit is subject to shareholders’ approval in a general meeting.

30. SHARE OPTION SCHEME (continued)

Under the Scheme, share options granted to a director, chief executive or substantial shareholder of the Company, or to any of their associates are subject to approval in advance by the independent non-executive directors. In addition, any grant of share options to a substantial shareholder or an independent non-executive director of the Company, or to any of their associates, which would result in the shares issued and to be issued upon exercise of all options already granted and to be granted (including options exercised, cancelled and outstanding) to such person in the 12-month period up to and including the date of such grant in excess of 0.1% of the shares of the Company in issue and with an aggregate value (based on the closing price of the Company's shares at the date of grant) in excess of HK$5,000,000 is subject to shareholders' approval in advance in a general meeting.

The offer of a grant of share options under the Scheme may be accepted within 28 days from the date of offer, upon payment of a nominal consideration of HK$1 in total by the grantee. The exercise period of the share options granted is determined by the directors, save that such period shall not be more than 10 years from the date of adoption of the Scheme subject to the provisions for early termination set out in the Scheme. Unless otherwise determined by the directors at their sole discretion, there is no requirement of a minimum period for which an option must be held before it can be exercised.

The exercise price of share options granted under the Scheme is determined by the directors, but shall not be less than the highest of (i) the Stock Exchange closing price of the Company's shares on the date of offer of the share options; (ii) the average Stock Exchange closing price of the Company's shares for the five trading days immediately preceding the date of offer; and (iii) the nominal value of a share of the Company on the date of offer.

Share options do not confer rights on the holders to dividends or to vote at shareholders' meetings.

30. SHARE OPTION SCHEME (continued)

The following share options were outstanding during the year:

	2013 Weighted average exercise price per share HK$	2013 Number of options '000	2012 Weighted average exercise price per share HK$	2012 Number of options '000
At 1 April	**0.130**	**323,650**	0.136	154,030
Lapsed during the year[#]	**0.136**	**(155,800)**	–	–
Forfeited during the year*	**0.093**	**(11,290)**	–	–
Granted during the year	**0.065**	**276,460**	0.124	169,620
Adjustment arising from shares consolidation	**–**	**(346,416)**	–	–
At 31 March	**0.44**	**86,604**	0.130	323,650

[#] During the year ended 31 March 2013, 155,800,000 (2012: Nil) share options with a fair value of HK$26,056,000 (2012: Nil) lapsed upon cessation of employment of the participants and the expiry of the share options in accordance with the terms of the Scheme.

* During the year ended 31 March 2013, 11,290,000 (2012: Nil) share options with a fair value of HK$257,000 (2012: Nil) were forfeited upon cessation of employment of the participants in accordance with the terms of the Scheme.

30. SHARE OPTION SCHEME (continued)

The exercise prices and exercise periods of the share options that were outstanding as at the end of the reporting period are as follows:

2013

Number of options '000	**Exercise price per share* HK$**	**Exercise period**
8,138	**0.62**	**01/01/2012-31/12/2016**
8,138	**0.62**	**01/01/2013-31/12/2016**
8,120	**0.62**	**01/01/2014-31/12/2016**
8,116	**0.62**	**01/01/2015-31/12/2016**
13,524	**0.325**	**01/07/2013-31/12/2017**
13,524	**0.325**	**01/07/2014-31/12/2017**
13,524	**0.325**	**01/07/2015-31/12/2017**
13,520	**0.325**	**01/07/2016-31/12/2017**
86,604		

2012

Number of options '000	Exercise price per share* HK$	Exercise period
51,440	0.1362	01/01/2011-30/06/2012
51,270	0.1362	01/07/2011-30/06/2012
51,320	0.1362	01/01/2012-30/06/2012
42,450	0.124	01/01/2012-31/12/2016
42,450	0.124	01/01/2013-31/12/2016
42,380	0.124	01/01/2014-31/12/2016
42,340	0.124	01/01/2015-31/12/2016
323,650		

* The exercise price of the share options is subject to adjustment in the case of rights or bonus issues, or other similar changes in the Company's share capital.

30. SHARE OPTION SCHEME (continued)

The fair value of the equity-settled share options granted during the years ended 31 March 2013 and 2012 was estimated by Ascent Partners Transaction Services Limited, an independent firm of professionally qualified valuers, using the binomial option pricing model, taking into account the terms and conditions upon which the options were granted. The fair value of the equity-settled share options granted during the year ended 31 March 2013 was HK$8,847,000 (2012: HK$11,322,000). The Group recognised a share option expense of HK$4,867,000 during the year ended 31 March 2013 (2012: HK$4,941,000). The following table lists the inputs to the model used:

Share options granted	8 January 2013	8 September 2011	18 July 2011
Dividend yield (%)	N/A	N/A	N/A
Expected volatility (%)	85.165	95.336	96.71
Risk-free interest rate (%)	0.423	0.784	1.306
Share price at grant date (HK$ per share)	0.062	0.108	0.12

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 end of the reporting period, the Company had 86,604,000 (2012: 323,650,000) share options outstanding under the Scheme, which represented approximately 13% of the Company's shares in issue as at that date. The exercise in full of the share options would, under the present capital structure of the Company, result in the issue of 86,604,000 additional ordinary shares of the Company and additional share capital of HK$866,000 and share premium of HK$36,871,000 (before issue expenses).

31. OPERATING LEASE ARRANGEMENTS

As lessee

The Group leases certain of its properties under operating lease arrangements. Leases for properties are negotiated for terms ranging from one to two years.

At 31 March 2013, the Group had total future minimum lease payments under non-cancellable operating leases falling due as follows:

	Group	
	2013	2012
	HK$'000	HK$'000
Within one year	**3,404**	1,915
In the second to fifth years, inclusive	**2,141**	352
	5,545	2,267

At the end of the reporting period, the Company had no significant operating lease commitments (2012: Nil).

32. COMMITMENTS

At the end of the reporting period, neither the Group nor the Company had any significant commitment (2012: Nil).

33. RELATED PARTY TRANSACTIONS

The Group considers the directors of the Company to be the key management personnel, whose compensation has been disclosed in note 8 to the financial statements.

34. FINANCIAL INSTRUMENTS BY CATEGORY

The carrying amounts of each of the categories of financial instruments as at the end of the reporting period are as follows:

Group – 2013

Financial assets

	Financial assets at fair value through profit or loss – held for trading HK$'000	Loans and receivables HK$'000	Available-for-sale financial assets HK$'000	Total HK$'000
Available-for-sale equity investments	–	–	12,599	12,599
Equity investments at fair value through profit or loss	92,045	–	–	92,045
Trade receivables	–	737	–	737
Financial assets included in prepayments, deposits and other receivables	–	538	–	538
Derivatives component of convertible bonds	4,533	–	–	4,533
Restricted bank balances	–	1,953	–	1,953
Cash and bank balances	–	30,747	–	30,747
	96,578	33,975	12,599	143,152

34. FINANCIAL INSTRUMENTS BY CATEGORY (continued)

Group – 2013

Financial liabilities

	Financial liabilities at amortised cost HK$'000
Trade payables	72
Financial liabilities included in other payables and accruals	421
Finance lease payables	85
Convertible bonds	65,379
Bonds	70,515
	136,472

34. FINANCIAL INSTRUMENTS BY CATEGORY (continued)

Group – 2012

Financial assets

	Financial assets at fair value through profit or loss –held for trading HK$'000	Loans and receivables HK$'000	Available-for-sale financial assets HK$'000	Total HK$'000
Note receivables	–	15,383	–	15,383
Available-for-sale equity investments	–	–	15,304	15,304
Equity investments at fair value through profit or loss	106,874	–	–	106,874
Trade receivables	–	3,350	–	3,350
Financial assets included in prepayments, deposits and other receivables	–	2,124	–	2,124
Cash and bank balances	–	49,989	–	49,989
	106,874	70,846	15,304	193,024

34. FINANCIAL INSTRUMENTS BY CATEGORY (continued)

Group – 2012

Financial liabilities

	Financial liabilities at fair value through profit or loss HK$'000	Financial liabilities at amortised cost HK$'000	Total HK$'000
Trade payables	–	368	368
Financial liabilities included in other payables and accruals	–	257	257
Finance lease payables	–	225	225
Derivative components of convertible bonds	19,730	–	19,730
Convertible bonds	–	161,848	161,848
	19,730	162,698	182,428

Company

All the Company's financial assets as at 31 March 2013 and 2012, including amounts due from subsidiaries, deposits and other receivables, and cash and bank balances, are categorised as loans and receivables, except for derivative component of convertible bonds which has been categorised as a financial asset at fair value through profit and loss.

All the Company's financial liabilities as at 31 March 2013 and 2012, including amounts due to subsidiaries, convertible bonds and bonds, are categorised as financial liabilities at amortised cost, except for the derivative component of convertible bonds which has been categorised as a financial liability at fair value through profit or loss.

35. FAIR VALUE HIERARCHY

Fair value hierarchy

The Group uses the following hierarchy for determining and disclosing the fair values of financial instruments:

Level 1: fair values measured based on quoted prices (unadjusted) in active markets for identical assets or liabilities

Level 2: fair values measured based on valuation techniques for which all inputs which have a significant effect on the recorded fair value are observable, either directly or indirectly

Level 3: fair values measured based on valuation techniques for which any inputs which have a significant effect on the recorded fair value are not based on observable market data (unobservable inputs)

Assets measured at fair value as at 31 March 2013 and 2012:

Group

	Level 1 HK$'000	Level 2 HK$'000	Level 3 HK$'000	Total HK$'000
31 March 2013				
Available-for-sale equity investments	12,599	–	–	12,599
Equity investments at fair value through profit or loss	92,045	–	–	92,045
Derivative component of convertible bonds	–	4,533	–	4,533
	104,644	4,533	–	109,177

35. FAIR VALUE HIERARCHY (continued)

Group

	Level 1 HK$'000	Level 2 HK$'000	Level 3 HK$'000	Total HK$'000
31 March 2012				
Available-for-sale equity investments	15,304	–	–	15,304
Equity investments at fair value through profit or loss	106,874	–	–	106,874
	122,178	–	–	122,178

Company

31 March 2013				
Derivative component of convertible bonds	–	4,533	–	4,533

The company did not have any financial assets measured at fair value as at 31 March 2012.

Liabilities measured at fair value as at 31 March 2013 and 2012:

Group and Company

	Level 1 HK$'000	**Level 2** HK$'000	**Level 3** HK$'000	**Total** HK$'000
31 March 2012				
Derivative component of convertible bonds	–	19,730	–	19,730

During the year ended 31 March 2013, there were no transfers of fair value measurements between Level 1 and Level 2 and no transfer into or out of Level 3 (2012: Nil).

36. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The Group's principal financial instruments comprise equity investments, convertible bonds and bonds, cash and bank balances and restricted bank balances. 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. Details of the major financial instruments and the Group's accounting policies in relation to them are disclosed in note 2.4 to the financial statements.

The main risks arising from the Group's financial instruments are interest rate risk, credit risk, liquidity risk and equity price 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 does not have any significant exposure to the risk of changes in market interest rates, and therefore it does not use derivative financial instruments to hedge its debt obligations.

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 Group reviews the recoverable amount of each individual trade debtor at the end of each reporting period to ensure that adequate impairment losses are made for irrecoverable amounts.

The credit risk of the Group's other financial assets, which comprise cash and bank balances, restricted bank balances, available-for-sale equity investments and equity investments at fair value through profit or loss, 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.

36. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

Liquidity risk

The Group monitors its risk to a shortage of funds using a recurring liquidity planning tool. This tool considers the maturity of both its financial instruments and financial assets (e.g., trade receivables) and projected cash flows from operations.

The Group's objective is to maintain a balance between continuity of funding and flexibility through the use of the Group's available cash and its available banking facilities.

The maturity profile of the Group's financial liabilities as at the end of the reporting period, based on the contractual undiscounted payments, is as follows:

Group – 2013

	On demand HK$'000	Less than 3 months HK$'000	3 to less than 12 months HK$'000	1 to 5 years HK$'000	Total HK$'000
Trade payables	–	48	24	–	72
Other payables	–	421	–	–	421
Finance lease payables	–	37	50	–	87
Convertible bonds	–	–	–	100,000	100,000
Bonds	–	–	–	109,219	109,219
	–	506	74	209,219	209,799

Group – 2012

	On demand HK$'000	Less than 3 months HK$'000	3 to less than 12 months HK$'000	1 to 5 years HK$'000	Total HK$'000
Trade payables	–	248	120	–	368
Other payables	–	257	–	–	257
Finance lease payables	–	37	113	87	237
Convertible bonds	–	–	–	200,000	200,000
	–	542	233	200,087	200,862

36. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

Liquidity risk (continued)

Company – 2013

	On demand HK$'000	Less than 3 months HK$'000	3 to less than 12 months HK$'000	1 to 5 years HK$'000	Total HK$'000
Convertible bonds	–	–	–	100,000	100,000
Bonds	–	–	–	109,219	109,219
Due to subsidiaries	7,498	–	–	–	7,498
	7,498	–	–	209,219	216,717

Company – 2012

	On demand HK$'000	Less than 3 months HK$'000	3 to less than 12 months HK$'000	1 to 5 years HK$'000	Total HK$'000
Convertible bonds	–	–	–	200,000	200,000
Due to subsidiaries	7,498	–	–	–	7,498
	7,498	–	–	200,000	207,498

Equity price risk

Equity price risk is the risk that the fair values of equity securities decrease as a result of changes in the value of individual securities. The Group is exposed to equity price risk arising from individual equity investments classified as trading equity investments (note 18) and available-for-sale equity investments (note 16) as at 31 March 2013. The Group's listed investments are listed on the Hong Kong and Singapore stock exchanges and are valued at quoted market prices at the end of the reporting period.

The following table demonstrates the sensitivity to every 5% change in the fair values of the equity investments, with all other variables held constant and before any impact on tax, based on their carrying amounts at the end of the reporting period. For the purpose of this analysis, for the available-for-sale equity investments the impact is deemed to be on the available-for-sale equity investment revaluation reserve and no account is given for factors such as impairment which might impact on the income statement.

36. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

Equity price risk (continued)

	Carrying amount of equity investments HK$'000	Change in the Group's loss before tax HK$'000	Change in the Group's equity* HK$'000
2013			
Investments listed in:			
Hong Kong – Available-for-sale	**620**	**–**	**31**
– Held-for-trading	**92,045**	**4,602**	**–**
Singapore – Available-for-sale	**11,979**	**–**	**599**

	Carrying amount of equity investments HK$'000	Change in the Group's loss before tax HK$'000	Change in the Group's equity* HK$'000
2012			
Investments listed in:			
Hong Kong – Available-for-sale	495	–	25
– Held-for-trading	106,874	5,343	–
Singapore – Available-for-sale	14,809	–	740

* Excluding accumulated losses

36. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

Capital management

The primary objectives of the Group's capital management are 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 and the risk characteristics of the underlying assets. 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 31 March 2013 and 2012.

The Group monitors capital on the basis of the debt-to-equity ratio calculated as total debt divided by total equity. The debt-to-equity ratios as at the end of the reporting periods were as follows:

Group

	2013 **HK$'000**	2012 HK$'000
Trade payables	**72**	368
Finance lease payables	**85**	225
Other payables and accruals	**13,205**	8,859
Liability component of the convertible bonds	**63,379**	161,848
Liability component of the bonds	**70,515**	–
Total debt	**147,256**	171,300
Total equity/(deficiency in assets)	**(3,331)**	6,246
Debt-to-equity ratio	**(4,421%)**	2,743%

36. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

Capital management (continued)

As at 31 March 2013, the debt-to-equity ratio presented a negative balance which was mainly due to continued losses recorded by the Group. The management is fully aware of this and will monitor this situation very closely and take appropriate actions as and when necessary.

37. APPROVAL OF THE FINANCIAL STATEMENTS

The financial statements were approved and authorised for issue by the board of directors on 21 June 2013.