建福集團控股有限公司
KENFORD GROUP HOLDINGS LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock Code : 00464)

2011 ANNUAL REPORT

Contents

Corporate Information

DIRECTORS

Executive Directors
Lam Wai Ming *(Chairman)*
Tam Chi Sang *(Managing Director)*

Independent Non-Executive Directors
Chiu Fan Wa
Li Chi Chung
Li Tat Wah

COMPANY SECRETARY

Tse Wun Ying

REGISTERED OFFICE

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

PRINCIPAL PLACE OF BUSINESS IN HONG KONG

Rooms 1106-8, Riley House
88 Lei Muk Road, Kwai Chung
New Territories, Hong Kong

Telephone:	(852) 2422 8198
Facsimile:	(852) 2420 3199
Email:	inform@kenford.com.hk

WEBSITE

www.kenford.com.hk

STOCK CODE

00464

AUDITOR

BDO Limited
25th Floor, Wing On Centre
111 Connaught Road Central
Hong Kong

LEGAL ADVISER

Sit, Fung, Kwong & Shum
18th Floor, Gloucester Tower
The Landmark
11 Pedder Street
Central, Hong Kong

PRINCIPAL SHARE REGISTRAR

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

BRANCH SHARE REGISTRAR

Computershare Hong Kong Investor Services Limited
46th Floor, Hopewell Centre
183 Queen's Road East
Wanchai, Hong Kong

PRINCIPAL BANKERS

The Hongkong and Shanghai Banking Corporation Limited
Hang Seng Bank Limited
Dah Sing Bank Limited

Chairman's Statement

Record Net Profit at HK$65.7 million, increased by 22.6%

Gross Profit Margin maintained at 20.6%

Basic and Diluted Earnings Per Share increased to HK15.151 cents and HK15.071 cents respectively

Cash and Bank Balance increased to HK$144.8 million

Revenue growth in Emerging Markets at 13.1%

Proposed final dividend of HK2.8 cents and special final dividend of HK1.2 cents, together with interim dividend of HK2.1 cents, amounting to an annual total dividend of HK6.1 cents per share

On behalf of the Board of Directors (the "**Board**"), I am pleased to present the audited consolidated financial results of Kenford Group Holdings Limited (the "**Company**") and its subsidiaries (together, the "**Group**") for the year ended 31 March 2011.

Though there is still a long way to go in recovering from the global financial tsunami, the Group achieved steady progress during the financial year of 2010/2011 (the "**Financial Year**"). In the first half of the Financial Year, the turnover and net profit of the Group increased by 11.2% and 49.5% respectively against the corresponding period in last year. Continuing the growth of the first half year, the Group achieved sales for the entire year in the amount of HK$655,541,000, a rise of 7.9% and a record full year profit of HK$65,656,000, a 22.6% increase, when compared with the last financial year. Gross profit margin was approximately 22% and 20.6% respectively in the first half year and the entire financial year, and the gross profit increased by 25.9% and 6.6% respectively against the corresponding periods in last year.

Raw material and commodity prices continue to rise and frequently hit historical highs recently and the Renminbi steadily appreciated during the financial year which put pressure on its profit margins. However the management has implemented a series of cost control measures which maintained profit margins at a reasonable level. These include the "Lean Programme" to increase production efficiency and the "Cleaner Production Programme" to emphasise cost rationalisation.

During the financial year under review, the Group has hastened the pace of its expansion in emerging markets such as Asia and Africa in addition to Australia. The revenue from Asia, Africa and Australia increased by 12.5%, 43.3% and 0.1% respectively against the last financial year. In Europe, revenue increased by 19.4% owing to steadily economic recovery. Due to the weakening US Dollar, the US economy was still unstable, and sales in this market remained lacklustre declining by 31%.

Our loyal and dedicated workforce is a key asset. The Group has organised a range of activities for our staff during the financial year including a staff forum, a sports day, an annual dinner in both Hong Kong and the PRC, an essay competition, and a talent show competition. These events helped build up the team spirit of our staff. In addition, we also participated in the Hong Kong Electronics Fair Spring Edition in April and Autumn Edition in October 2010 as well as in recent years for which we received positive feedback from our customers and the public. To further promote our products and increase our business opportunities, we also took part in the Exhibition of Cosmoprof Asia during November 2010.

Chairman's Statement

Looking ahead, the Group will continue to focus on strengthening its research and development capabilities, leading to the development of innovative products with strong value-added features that can help improve our margins. The strategic focus of the Group in developing ODM, OEM and OBM lifestyle products superior to traditional electrical appliances will remain unchanged. Guided by the motto of "Better Ideas, Better Design, Better Quality", the Group will keep enriching its product portfolio and adding variety.

Moreover, the management has taken relevant measures to address different risk exposure of the Group. Through re-engineering of our manufacturing processes and supply chain processes, we have been able to save costs and active efforts have been made to manage cash flow and maintain liquidity during the year. We have continued to explore more business opportunities in other new product categories and other niche markets. We have also modified our businesses and strategic plans to align with changing market dynamics. Our endeavors have continued to allow us to create greater value for our shareholders.

On behalf of the Board, I would like to express my sincere gratitude to our shareholders for their confidence in the Group, our customers worldwide for their trust and support in our products and services over the years and our employees for their dedication, as well as our bankers and business associates for their continuing support.

By Order of the Board

Lam Wai Ming
Chairman

Hong Kong, 21 June 2011

Management Discussion and Analysis

INDUSTRY REVIEW

Although the global economy experienced a gradual upturn in 2010, the overall economic outlook has remained uncertain. Key here is the fear of Portugal, Ireland, Greece and Spain in Europe being hit by a second wave of the financial tsunami. The political turmoil in the Middle East and North Africa and the fallout from the Japanese earthquake and nuclear crisis may also pose risks to global economic growth. Inflationary pressures are further increasing uncertainty of the recovery.

The financial year of 2010/2011 has been full of challenges. The minimum wages of Dongguan, in Guangdong Province have been increased twice from RMB770 to RMB920 in May 2010 and then further rising to RMB1,100 in March 2011. Raw materials and commodities such as copper, lead, alloys, plastics and paper are the major components of our hair care products. The prices of these raw materials and commodities have continued to hit their historical highs frequently during the financial year. The Renminbi appreciated by 4% to 5% during the year under review. The economy of the PRC is expected to be strong in coming years with its GDP predicted to grow at 9.5% in 2011. The increasing raw material and labour costs have, in turn, increased our production costs. Together with the appreciation of the Renminbi, production cost remained high throughout the year. However, China has played an important role as the driving force for global economic growth. China has stood out with its rapid recovery while the US and Europe have only shown moderate signs of recovery.

Following the economic development, consumption for electrical hair care products rebounded steadily. Consumers in the European market especially prefer the “Do-It-Yourself” (“DIY”) approach including styling and caring for their hair at home but the recovery of the American market is still slow. Those markets continue to be the most important destinations for related exports from the PRC. In addition, emerging markets, in particular China, have focused their macro-economic policies on driving increased consumption. Therefore, the sales for electrical hair care products in the PRC have registered significant growth.

Restriction of the Use of Certain Hazardous Substances in Electrical and Electronic Equipment Regulations (“RoHS Regulations”) was initially introduced by the European Union on 1 July 2006. The Registration, Evaluation, Authorisation and Restriction of Chemicals (“REACH Regulations”) regulation commenced registration on 1 June 2008 and took effect on 1 June 2009. The Group has promptly responded to the new regulations. A further advance to the ISO9001 Quality Management Systems accreditation obtained in 2001 was completed with the upgraded version in January 2010. The Group has also applied for ISO14001 – Environmental Management Systems certification which was completed in December 2009. The regulations for the products are becoming more stringent and have prompted importers of hair care products and manufacturers to be more prudent in production and sales. The Group has undertaken efforts to comply with these regulations as part of our strong commitment to upgrading our quality systems and fulfilling corporate social responsibility. Moreover, as one of the leaders in the manufacturing of hair care products in the PRC, the Group had installed equipment and technology in aid of quality control to ensure compliance with international standards and environmental regulations which, in return, has won the trust of its clients and created a green business environment.

BUSINESS REVIEW

The Group designs, manufactures and sells electrical hair care products, electrical health care products and other small household electrical appliances. During the year under review, it has achieved satisfactory business performance. For the year ended 31 March 2011, the turnover and net profit of the Group were HK$655,541,000 and HK$65,656,000 respectively, an increase of 7.9% and 22.6% compared to HK$607,579,000 and HK$53,547,000 in the last financial year.

Management Discussion and Analysis

The Group is now marketing our products in about 43 countries. Hair care products including hairdryers, hair straighteners, air brushes, curling irons, drop tongs, split tongs and hair crimpers accounted for 96.9% of our total turnover. The remaining 3.1% of the total turnover was from health/personal products and kitchen appliances, including electric massagers, footbaths, facial saunas, hot sterilisers, wax heaters, coffee makers, juicers and motors. The two streams of products are sold by the Group through importers and brand owners to beauty supply retailers and wholesalers, chain stores, mass merchandisers, warehouse clubs, catalogue and grocery stores. As most of our customers are famous global brands, demand for our products is steady. Currently, our five major customers accounted for approximately 75% of our total turnover. Moreover, we have participated in the Hong Kong Electronics Fair Spring Edition in April and Autumn Edition in October 2010 organised by the Hong Kong Trade Development Council and also the Exhibition of Cosmoprof Asia in November 2010 to further promote our products.

As a product manufacturer in China, the business of the Company has been challenging for the year. The inflation in the PRC has caused an increase in production costs especially the sharp rise in the price of raw materials and labour cost. To cope with inflationary pressures, the Group has put further emphasis on cost rationalisation programs. We joined the Cleaner Production Programme sponsored by Hong Kong Productivity Council in August 2010 and expect to reduce costs by a certain percentage and achieve our target of environmental protection support. The Lean Programme is another arrangement for accomplishing a cost-saving objective and increasing production efficiency. We have engaged a professional consultant and Lean Manager to direct our efforts within the Lean Programme. We have adopted the principle of "Spend Less, Be More Award" to reduce the seven wastage areas during the production and operation of the factories. A Production Line Model has been set up for testing and practice in October 2010 in order to achieve the pre-set production target. We expect that the production costs will decrease after executing the Lean Programme for approximately ten months. Also, the program meets the conditions for the changes in the sales pattern of customers in shortening the lead-time for delivery.

Labour shortages remained as a serious issue in China which have resulted in substantial increases in labour costs and have inevitably exerted a heavy burden on the manufacturing process. Fortunately, the Group did not encounter the problem of workforce recruitment for the year of 2010. To avoid the sustained labour shortage problems in Dongguan from which most manufacturers suffered, the Group is striving to increase efficiency and maximise productivity through assessing the feasibility of adding more automation facilities. Moreover, the Group plans to periodically hold forums for staff to exchange their ideas with management. In March 2011, the Group successfully hosted a Sports Day with the staff from different departments joining together to participate in sports competitions. Through organising different outside activities for the staff and management, the Group aimed at strengthening staff cohesion and enhancing the staff's sense of belonging to the Group, with the ultimate goal of staff retention.

With the PRC government encourage investors to change their processing factory operation into wholly foreign owned enterprises ("WFOE") through incentive schemes, we are now in the process of changing our processing factory operation in Dongguan to a WFOE. We expect the change to be completed in 2011.

DIVIDEND

The Board recommends the payment of a final dividend of HK2.8 cents per share and a special final dividend of HK1.2 cents per share (2010: a final dividend of HK2.5 cents per share and a special final dividend of HK1.0 cent per share) for the year ended 31 March 2011. This amounts to approximately HK$17.3 million (2010: HK$15.2 million), payable to the shareholders of the Company whose names appear on the register of members of the Company on Friday, 12 August 2011. Together with the interim dividend of HK2.1 cents per share, paid on Monday, 3 January 2011 (2010: HK1.5 cents per share) amounting to approximately HK$9.1 million (2010: HK$6.5 million), the total dividends for the year ended 31 March 2011 will be HK6.1 cents per share (2010: HK5.0 cents per share) amounting to approximately HK$26.4 million (2010: HK$21.7 million). Subject to the approval of shareholders with regard to the proposed payment of the final dividend and special final dividend at the forthcoming annual general meeting, the dividend warrants will be dispatched to shareholders on or about Monday, 22 August 2011.

Management Discussion and Analysis

PROSPECTS

The Group is optimistic about its future operations and performance in the financial year of 2011/12. In order to cope with the uncertain difficulties and unexpected change of the economy, the Group intends to continuously review its business strategy and operations and will focus on high quality products with competitive prices.

The year of 2011/12 is expected to be a challenging year for manufacturers in China, but the Group will be well prepared in facing both challenges and opportunities. In order to prevail in this uncertain business environment and exploit available opportunities, the Group will periodically review and evaluate its control policies in both production and financial management. Even though unexpected and prolonged inflationary pressures are expected to affect the Group's overall profitability, the Group will continue its effort to strengthen its core business, improve production efficiency and productivity by developing automated processes and simplify operational procedures without sacrificing quality.

The continuous development of our lifestyle products for ODM, OEM and OBM modes of production is a key objective of the Group. The Group is also enhancing its "one-stop" production model, embracing product design and development, manufacturing, quality assurance, and international standards compliance, export and to provide other supporting services in the management of its supply chain. To further increase annual turnover, much more effort is to be directed in widening the customer base and developing research and design of innovative electrical hair care products. During the year under review, the Group has introduced more than 20 brand new hair care products.

As a leading hair care product manufacturer in the market with a strong financial position, outstanding operational strategies and high calibre management team, the Group is confident that we will drive our performance by improving our profit margin and providing stable business returns.

FINANCIAL REVIEW

For the year ended 31 March 2011, the Group recorded a turnover of HK$655,541,000 (2010: HK$607,579,000), an increase of 7.9% over the last financial year. Turnover attributable to the sales of electrical hair care products accounted for approximately HK$635,531,000, representing about 96.9% of the turnover of the Group. The increase in the turnover of the Group was attributable to the revival of demand in mature markets such as Europe and Asia. Turnover from Europe, Asia and North and South America was HK$345,707,000, HK$194,004,000 and HK$78,148,000, up by 19.4%, 12.5%, and down by 31.0% respectively.

The gross profit margin of the Group was approximately 20.6% for the year versus 20.9% for the last financial year and net profit margin was 10.0% against 8.8% for the last financial year. The slight decrease in gross profit margin was the result of the increase of material prices and labour costs during the year under review. We expect that the gross profit margin will be narrower in 2011/12 owing to further increase in material prices and labour costs. The Group will try to increase labour productivity to solve the potential problem presented by increasing production costs.

The percentage of distribution costs and administrative expenses to turnover were about 1.8% and 9.2% respectively against 1.5% and 10.3 % in the last financial year.

Management Discussion and Analysis

LIQUIDITY AND FINANCIAL RESOURCES AND CAPITAL STRUCTURE

As at 31 March 2011, the Group had approximately HK$144,756,000 cash and cash equivalents balances (2010: HK$142,896,000). The Group's net current assets were approximately HK$184,829,000 (2010 (restated): HK$140,037,000). The net debt to equity ratio (the interest bearing borrowings less cash over total equity) as at 31 March 2011 was net cash while that as at 31 March 2010 was also net cash. The current ratio of the Group as at 31 March 2011 was maintained at 1.9 (2010 (restated): 1.7). The Group is in a healthy liquidity position and has sufficient financial resources to meet the requirements of its ordinary operations and capital expenditure. As at 31 March 2011, the Group had aggregate banking facilities of HK$214,549,000 (2010: HK$198,265,000), of which HK$92,442,000 (2010: HK$90,533,000) was used. The interest rate varies from HIBOR/LIBOR plus 0.4% to 1.5% or 1% below the best lending rate. The Group has continued to enjoy strong support from major bankers and to maintain a reasonable amount of banking facilities during the year under review.

The market capitalisation of the Company as at 31 March 2011 was approximately HK$333,669,000.

CHARGES ON ASSETS

The Group had no charges on assets as at 31 March 2011 (2010: Nil), except for the assets charged on trust receipt loans and obligations under finance leases.

FOREIGN EXCHANGE EXPOSURE

The Group's sales are mainly denominated in US dollars while purchases are principally denominated in HK dollars, US dollars and Euro dollars. Certain costs of the Group are denominated in Renminbi. Since the HK dollar has been pegged to the US dollar, the Group's exposure to the currency exchange risk of the US dollar has been minimal. Most of the Group's liquid funds have been placed in principal guaranteed short-term dual currencies deposits in various banks during the year under review.

The management takes a prudent approach in minimising risks from exposure to Renminbi fluctuation by maintaining 100% capital protection short-term deposits with banks at a reasonable yield.

STAFF AND REMUNERATION POLICIES

As at 31 March 2011, the Group had approximately 57 employees (2010: 58) in Hong Kong. It operates a defined contribution pension scheme. The number of full-time and seasonal workers employed by its factories in China has been maintained at approximately 2,355 (2010: 3,305) during the year under review.

People are our most important asset and are indispensable to our success in the competitive marketplace. We thus offer a comprehensive remuneration package and provide various fringe benefits, including training, medical and insurance coverage, as well as retirement benefits. During the year under review, the Group has organised internal training courses at least once a month for staff at all levels and has provided external training courses to some senior executives. Topics of these courses included ethics, languages and technical and management skills. The Group has also organised hundreds of on-the-job training programmes at its production plants in the PRC and headquarter in Hong Kong.

The Group has in place a share option scheme for the purpose of providing incentives and rewards to eligible participants who have contributed to the success of its operations.

CONTINGENT LIABILITIES

The contingent liabilities are disclosed in Note 35 in the Section headed "Notes to the Financial Statements".

Report of the Directors

The board of directors (the "**Board**") of Kenford Group Holdings Limited (the "**Company**") herein present the annual report and the audited financial statements (the "**Financial Statements**") of the Company and its subsidiaries (collectively, the "**Group**") for the year ended 31 March 2011.

PRINCIPAL ACTIVITIES AND ANALYSIS OF OPERATIONS

The principal activity of the Company is investment holding. The principal activities and other particulars of the subsidiaries are set out in Note 19 to the Financial Statements.

An analysis of the Group's performance for the year by products and geographical location is set out in Note 5 to the Financial Statements.

PURCHASE, SALE OR REDEMPTION OF LISTED SHARES OF THE COMPANY

Neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the listed shares of HK$0.001 each in the share capital of the Company during the year ended 31 March 2011.

RESULTS AND APPROPRIATIONS

The results of the Group for the year ended 31 March 2011 are set out in the Consolidated Statement of Comprehensive Income on page 35.

The Board recommends the payment of a final dividend of HK2.8 cents per share and a special final dividend of HK1.2 cents per share (2010: a final dividend of HK2.5 cents per share and a special final dividend of HK1.0 cent per share) for the year ended 31 March 2011, amounting to approximately HK$17.3 million (2010: HK$15.2 million), payable to the shareholders of the Company whose names appear on the register of members of the Company on Friday, 12 August 2011. Together with the interim dividend of HK2.1 cents per share, paid on Monday, 3 January 2011 (2010: HK1.5 cents per share) amounting to approximately HK$9.1 million (2010: HK$6.5 million), the total dividends for the year ended 31 March 2011 will be HK6.1 cents per share (2010: HK5.0 cents per share) amounting to approximately HK$26.4 million (2010: HK$21.7 million). Subject to the approval of shareholders with regard to the proposed payment of the final dividend and special final dividend at the forthcoming annual general meeting, the dividend warrants will be dispatched to shareholders on or about Monday, 22 August 2011.

CLOSURE OF REGISTER OF MEMBERS

For the purpose of determining the entitlement of the members to attend and vote at the annual general meeting, the register of members of the Company will be closed from Thursday, 28 July 2011 to Thursday, 4 August 2011, both days inclusive, during which period no transfer of shares of the Company will be registered. Members whose names appear on the register of members of the Company at the close of business on 27 July 2011 will be entitled to attend and vote at the annual general meeting. In order to ascertain the entitlement to the final and special final dividend to be approved at the annual general meeting, the register of members of the Company will be closed from Wednesday, 10 August 2011 to Friday, 12 August 2011, both days inclusive, during which period no transfer of shares will be registered. All transfers of shares accompanied by the relevant share certificates and the appropriate transfer forms must be lodged with the Company's share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, Rooms 1712-16, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, for registration not later than 4:30 p.m. on Wednesday, 27 July 2011 in respect of the entitlement to attend and vote at the annual general meeting and not later than 4:30 p.m. on Tuesday, 9 August 2011 in respect of the entitlement to the final and special final dividend. The record date for the final dividend and special final dividend will be on Friday, 12 August 2011. The last day in Hong Kong of dealings in the Shares with entitlement to final dividend and special final dividend will be on Friday, 5 August 2011. Shares will be traded ex-dividend as from Monday, 8 August 2011. It is expected that the final dividend and special final dividend will be paid on Monday, 22 August 2011.

PROPERTY, PLANT AND EQUIPMENT

Details of the movements in property, plant and equipment of the Group during the year are set out in Note 16 to the Financial Statements.

SHARE CAPITAL AND SHARE OPTIONS

Details of the movements in the issued share capital and share options of the Company during the year are set out in Notes 28 and 29 to the Financial Statements respectively.

RESERVES

As at 31 March 2011, the distributable reserves of the Company available for distribution as dividends amounted to HK$262,301,000 (2010: HK$223,078,000), comprising retained profits of HK$206,805,000 (2010: HK$167,582,000) and share premium of HK$55,496,000 (2010: HK$55,496,000).

Details of the movements in the reserves of the Group during the year are set out on page 38.

DIRECTORS

The directors of the Company (the "**Directors**") who held office during the year and up to the date of this report are:

Executive Directors:
Mr. Lam Wai Ming *(Chairman)*
Mr. Tam Chi Sang *(Managing Director)*

Independent Non-Executive Directors:
Mr. Chiu Fan Wa
Mr. Li Chi Chung
Mr. Li Tat Wah

In accordance with Article 87 of the Company's articles of association, Mr. Lam Wai Ming and Mr. Chiu Fan Wa will retire by rotation at the forthcoming annual general meeting of the Company and, being eligible, offer themselves for re-election.

DIRECTORS' AND SENIOR MANAGEMENT'S PROFILES

Biographical details of the existing Directors and the senior management of the Group are set out on pages 21 to 22 of this annual report.

DIRECTORS' SERVICE CONTRACTS

Each of Mr. Chui Fan Wa, Mr. Li Chi Chung and Mr. Li Tat Wah, the Independent Non-Executive Directors, has entered into a letter of appointment with the Company commencing on the 16 June 2011 to 15 June 2012 for a term of one year.

Save as disclosed above, none of the Directors proposed for re-election at the forthcoming annual general meeting had entered into any service contracts with the Company, which were not determinable by the Company within one year without compensation (other than statutory compensation).

DIRECTORS' INTEREST AND CONTROLLING SHAREHOLDERS' INTEREST IN CONTRACTS OF SIGNIFICANCE

Save as disclosed in Note 38 to the Financial Statements, none of the Directors or controlling shareholders of the Company had a material interest, either directly or indirectly, in any contract of significance to the business of the Group to which the Company, its holding companies, or any of its subsidiaries was a party during the year.

MANAGEMENT CONTRACTS

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

DIRECTORS' AND CHIEF EXECUTIVE'S INTEREST AND SHORT POSITIONS IN THE SHARES OF THE COMPANY

As at 31 March 2011, the interests and short positions of the Directors and chief executive of the Company in the shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance ("**SFO**")), as recorded in the register maintained by the Company under Section 352 of the SFO; or as notified to the Company and The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**") pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers (the "**Model Code**") in the Rules Governing the Listing of Securities on the Stock Exchange (the "**Listing Rules**") were as follows:

Long position in the shares of the Company

Name of Director	Nature of interest	Total number of Shares	Approximate percentage of issued Shares
Mr. Lam Wai Ming	Corporate interest	244,800,000 *(Note 1)*	56.49%
Mr. Tam Chi Sang	Corporate interest	244,800,000 *(Note 2)*	56.49%

Notes:

(1) Mr. Lam Wai Ming was taken to be interested in an aggregate of 244,800,000 Shares held by Achieve Best Limited ("**Achieve Best**") and Beaute Inc ("**Beaute**") respectively, of which:

(a) 40,800,000 Shares were held by Achieve Best which was wholly-owned by Mr. Lam Wai Ming and he was the sole director of Achieve Best. Mr. Lam Wai Ming was therefore taken to be interested in the 40,800,000 Shares that Achieve Best was interested; and

(b) 204,000,000 Shares were held by Beaute which was owned as to 50% by Apex Prima Limited ("**Apex Prima**") and 50% by Potentasia Holdings Inc ("**Potentasia**"). Apex Prima was wholly-owned by Mr. Lam Wai Ming and Potentasia was wholly-owned by Mr. Tam Chi Sang. Mr. Lam Wai Ming was also a director of Beaute and the sole director of Apex Prima. Mr. Lam Wai Ming was therefore taken to be interested in the 204,000,000 Shares that Beaute was interested;

(2) Mr. Tam Chi Sang was taken to be interested in an aggregate of 244,800,000 Shares held by Realchamp International Inc ("**Realchamp**") and Beaute respectively, of which:

(a) 40,800,000 Shares were held by Realchamp which was wholly-owned by Mr. Tam Chi Sang and he was the sole director of Realchamp. Mr. Tam Chi Sang was therefore taken to be interested in the 40,800,000 Shares that Realchamp was interested; and

(b) 204,000,000 Shares were held by Beaute which was owned as to 50% by Apex Prima and 50% by Potentasia. Apex Prima was wholly-owned by Mr. Lam Wai Ming and Potentasia was wholly-owned by Mr. Tam Chi Sang. Mr. Tam Chi Sang was also a director of Beaute and the sole director of Potentasia. Mr. Tam Chi Sang was therefore taken to be interested in the 204,000,000 Shares that Beaute was interested.

DIRECTORS' AND CHIEF EXECUTIVE'S INTEREST AND SHORT POSITIONS IN THE SHARES OF THE COMPANY (Continued)

Long position in the underlying shares of the Company

Details are set out in the section headed "SHARE OPTION SCHEME" below.

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

As at 31 March 2011, the interests and short positions of the persons, other than Directors and chief executive of the Company, in the shares and underlying shares of the Company as recorded in the register required to be kept under section 336 of the SFO were as follows:

Long position in the shares of the Company

Name of substantial shareholders	Number of Shares held	Approximate percentage of issued Shares
Beaute	204,000,000	47.08%
Apex Prima *(Note 1)*	204,000,000	47.08%
Potentasia *(Note 2)*	204,000,000	47.08%
Achieve Best	40,800,000	9.42%
Realchamp	40,800,000	9.42%

Notes:

1. Apex Prima was taken to be interested in an aggregate of 204,000,000 Shares held by Beaute which was owned as to 50% by Mr. Lam Wai Ming and 50% by Mr. Tam Chi Sang through their respective interests in Apex Prima and Potentasia.

2. Potentasia was taken to be interested in an aggregate of 204,000,000 Shares held by Beaute which was owned as to 50% by Mr. Lam Wai Ming and 50% by Mr. Tam Chi Sang through their respective interests in Apex Prima and Potentasia.

Save as disclosed above, as at 31 March 2011, no person (other than Directors and chief executive of the Company) had an interest or short position in the shares and underlying shares of the Company which were recorded in the register required to be kept under section 336 of the SFO.

SHARE OPTION SCHEME

On 27 May 2005, the Company adopted a share option scheme ("**Share Option Scheme**").

The following is the summary of the principal terms of the Share Option Scheme:

(a) Purpose

The purpose of the Share Option Scheme is to enable the Group and any entity in which any member of the Group as enlarged by the acquisition of the Kario Company Limited and its subsidiary ("**Kario Group**"), or, in respect of any period before the completion of such acquisition, deemed to have been so enlarged as if the Company were the holding company of the Kario Group (the "**Enlarged Group**") holds an equity interest (the "**Invested Entities**") to recruit and retain high calibre Eligible Persons (as defined in paragraph (b) below) and attract human resources that are valuable to the Enlarged Group or Invested Entities, to recognise the significant contributions of the Eligible Persons to the growth of the Enlarged Group or Invested Entities by rewarding them with opportunities to obtain ownership interest in the Company and to further motivate and give incentives to these Eligible Persons to continue to contribute to the long term success and prosperity of the Enlarged Group or Invested Entities.

(b) Who may join

Any person belonging to any of the following classes who, in the sole discretion of the Board, have contributed or will contribute to the growth and development of the Enlarged Group or any Invested Entity are defined as Eligible Persons:

(i) any employee (whether full time or part time), senior executive or officer, manager, director (including executive, non-executive and independent non-executive director) or consultant of any members of the Enlarged Group or any Invested Entity;

(ii) any consultant, adviser or agent engaged by any member of the Enlarged Group or any Invested Entity, who, under the terms of relevant engagement with the Enlarged Group or the relevant Invested Entity, is eligible to participate in a share option scheme of the Company;

SHARE OPTION SCHEME (Continued)

(b) Who may join (Continued)

(iii) any vendor, supplier of goods or services or customer of or to any member of the Enlarged Group or Invested Entity who, under the terms of relevant agreement with the Enlarged Group or the relevant Invested Entity, is eligible to participate in a share option scheme of the Company; and

(iv) any discretionary trust whose discretionary objects include the persons as described in (i), (ii) and/or (iii) above.

The Board may invite any Eligible Person as the Board may in its absolute discretion select, having regard to each person's qualifications, skills, background, experience, service records and/or contribution or potential value to the relevant member(s) of the Enlarged Group or Invested Entity, to take up a right granted to subscribe for Shares pursuant to the Share Option Scheme at a price calculated in accordance with paragraph (c) below and "**Options**" shall be construed accordingly (the "**Options**").

(c) Subscription price and acceptance period

The subscription price for the Shares under the Share Option Scheme shall be a price determined by the Board at its absolute discretion and notified to an Eligible Person but shall not be less than the highest of:

(i) the closing price of the Shares as stated in the Stock Exchange's daily quotations sheet on the date on which the offer of a grant of Option pursuant to the Share Option Scheme (the "**Offer**") is made to an Eligible Person pursuant to the Share Option Scheme (the "**Offer Date**");

(ii) the average closing price of the Shares as stated in the Stock Exchange's daily quotations sheets for the five (5) business days immediately preceding the Offer Date; and

(iii) the nominal value of a Share.

The Eligible Person must accept any such Offer notified to him or her within fourteen (14) days from the Offer Date, failing which it shall be deemed to have been rejected. Upon acceptance of the Offer, any Eligible Person who accepts an Offer in accordance with the terms of the Share Option Scheme (the "**Grantee**") shall pay HK$1.00 to the Company as consideration for the grant.

SHARE OPTION SCHEME (Continued)

(d) Maximum number of Shares subject to the Share Option Scheme

(i) Subject to the provisions of paragraph (d)(ii) below,

(1) the total number of Shares which may be issued upon exercise of all options to be granted under the Share Option Scheme and any other share option scheme(s) of the Company must not in aggregate exceed ten (10)% ("**Scheme Mandate Limit**") of the nominal amount of all issued Shares as at 16 June 2005 (the "**Listing Date**") (such ten (10)% shall represent 40,000,000 Shares) unless the Company obtains a fresh approval from the holders of the Shares (the "**Shareholders**") pursuant to paragraphs (d) (i)(2) and/or (3) below;

(2) the Company may seek approval of the Shareholders in general meeting to refresh the Scheme Mandate Limit from time to time such that the total number of Shares which may be issued upon exercise of all options to be granted under the Share Option Scheme and any other share option scheme(s) of the Company shall not exceed ten (10)% of the Shares in issue as at the date of such Shareholders' approval. The Company must send a circular containing the information required under Rule 17.02(2)(d) and the disclaimer required under Rule 17.02(4) of the Listing Rules to the Shareholders; and

(3) the Company may seek separate Shareholders' approval in general meeting to grant Options over and above the Scheme Mandate Limit provided that the Options in excess of the Scheme Mandate Limit are granted only to the Eligible Persons specified by the Company before such approval is sought and for whom specific approval is then obtained. The Company must issue a circular containing the information, required under Note 1 to Rule 17.03(3) of the Listing Rules to the Shareholders.

(ii) The maximum number of Shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the Share Option Scheme and any other share option scheme(s) of the Company shall not in aggregate exceed thirty (30)% of the Shares in issue from time to time required under Note 2 of Rule 17.03(3) of the Listing Rules. Further, no option may be granted under the Share Option Scheme and any other option scheme(s) of the Company if such limit is exceeded.

SHARE OPTION SCHEME (Continued)

(e) Maximum entitlement of each Grantee

(i) Unless the approval of Shareholders contemplated under paragraph (e)(ii) below is obtained, the total number of Shares issued and to be issued upon exercise of the options granted to each Eligible Person under the Share Option Scheme and any other share option scheme(s) of the Company (including exercised, cancelled and outstanding options) in any 12-month period must not exceed one (1)% of the Shares in issue.

(ii) Where the Board proposes to grant an option to an Eligible Person under the Share Option Scheme and/or any other share option scheme(s) of the Company and such further grant would result in such Eligible Person becoming entitled to subscribe for such number of Shares, when aggregated with the total number of Shares (a) already issued under all the options previously granted to him or her which have been exercised; (b) issuable under all the options previously granted to him or her which are for the time being subsisting and unexercised; and (c) which were subject to options previously granted to him or her but for the time being having been cancelled in the past 12-month period up to and including the date of such further grant, exceeding one (1)% of the Shares in issue for the time being, such further grant shall be separately approved by the Shareholders in general meeting (with such Eligible Person and his or her associates abstaining from voting). The relevant requirements under the Note to Rule 17.03(4) of the Listing Rules must be complied with.

(iii) Each grant of option to an Eligible Person who is a director, chief executive or substantial shareholder of the Company, or any of their respective associates, under the Share Option Scheme must be approved by the independent non-executive director(s) of the Company (excluding the independent non-executive director who is the grantee of the option).

(iv) Where the Board proposes to grant any option to an Eligible Person who is a substantial shareholder or an independent non-executive director of the Company, or any of their respective associates, and such option, if exercised in full, would result in the total number of Shares issued and to be issued upon exercise of all options already granted and to be granted to such Eligible Person (including exercised, cancelled and outstanding options) in the past 12-month period up to and including the date of grant (a) representing in aggregate more than 0.1% of the total number of Shares in issue and (b) having an aggregate value (on the assumption that all such options had been exercised and all Shares allotted), based on the closing price of the Shares as stated in the Stock Exchange's daily quotations sheet on the date of each grant or, if that date is not a business day, the business day immediately before that date, in excess of HK$5,000,000, such further grant of options must be approved by the Shareholders.

(f) Term of the Share Option Scheme

The Share Option Scheme will remain in force for a period of ten (10) years commencing from 27 May 2005 (being the date of approval of the Share Option Scheme by the Shareholders), after which no further Options shall be granted but the Options which are granted during the life of the Share Option Scheme may continue to be exercisable in accordance with their terms of issue and the provisions of the Share Option Scheme shall in all other respects remain in full force and effect in respect thereof.

SHARE OPTION SCHEME (Continued)

(g) Grant of Share Option

Particulars of the Share Option Scheme are set out in Note 29 to the Financial Statements.

	Exercise Period	Exercise price per share (HK$)	Number of Share options outstanding at 31 March 2011	% of total Issued shares
Director				
Lam Wai Ming	2011.02.22 - 2015.05.26	0.5	395,000	0.1%
Tam Chi Sang	2011.02.22 - 2015.05.26	0.5	395,000	0.1%
			790,000	0.2%
Senior Management	2011.02.22 - 2015.05.26 *(Note 1 (i))*	0.5	12,000,000	2.77%
	2012.02.22 - 2015.05.26 *(Note 1 (ii))*	0.5		
	2013.02.22 - 2015.05.26 *(Note 1 (iii))*	0.6		
Total			12,790,000	2.97%

There were no outstanding options granted under the Share Option Scheme as at 1 April 2009. The closing price of the shares of the Company on the date of grant of the above options that is, 22 February 2010, was HK$0.47 per share. No options granted under the Share Option Scheme were exercised, cancelled or lapsed during the year.

Notes:

1. These options are exercisable from 22 February 2011 to 26 May 2015 (both days inclusive) subject to the following exercisable periods:

   (i) the first 40% will be exercisable from 22 February 2011 at an exercise price of HK$0.5 per share;

   (ii) the next 30% will be exercisable from 22 February 2012 at an exercise price of HK$0.5 per share; and

   (iii) the remaining 30% will be exercisable from 22 February 2013 at an exercise price of HK$0.6 per share.

As at the date of this report, Options entitling the holders to subscribe for an aggregate of 27,210,000 Shares (representing approximately 6.28% of Shares in issue as at the date of this report) are available for issue under the Share Option Scheme.

ARRANGEMENTS TO PURCHASE SHARES OR DEBENTURES

Save as disclosed above, at no time during the year were there any rights to acquire benefits by means of the acquisition of securities of the Company granted to any Director or their respective spouse or children under 18 years of age, or were there any such rights exercised by them; or was the Company, its holding 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.

SUFFICIENCY OF PUBLIC FLOAT

Based on information that is publicly available to the Company and within the knowledge of its Directors, as at the latest practicable date prior to the printing of this report, the Company has maintained sufficient public float of the Company's issued shares as required under the Listing Rules.

INDEPENDENCY OF INDEPENDENT NON-EXECUTIVE DIRECTORS

The Company has received from each of its Independent Non-Executive Directors an annual confirmation of his independence. The Company considers that all of its Independent Non-Executive Directors are independent.

FIVE YEARS FINANCIAL SUMMARY

A summary of the results and the assets and liabilities of the Group for the last five financial years is set out on pages 85 and 86.

RELATED PARTY TRANSACTIONS

Details of the information in relation to the related party transactions of the Group during the year is set out in Note 38 to the Financial Statements.

PRE-EMPTIVE RIGHTS

There are no provisions for pre-emptive rights under the Company's articles of association or the laws of the Cayman Islands which would oblige the Company to offer new Shares on a pro rata basis to its existing Shareholders.

TAXATION OF HOLDERS OF SHARES

(a) Hong Kong

Dealings in Shares registered on the Company's Hong Kong branch register of members will be subject to Hong Kong stamp duty. The duty is charged at the current rate of 0.2% of the consideration or, if higher, the fair value of the Shares being sold or transferred (the buyer and seller each paying half of such stamp duty). In addition, a fixed duty of HK$5 is currently payable on any instrument of transfer of shares. Profits from dealings in the Shares arising in or derived from Hong Kong may also be subject to Hong Kong profits tax.

(b) Cayman Islands

Under present Cayman Islands law, transfer or other dispositions of Shares are exempted from Cayman Islands stamp duty.

(c) Professional tax advice recommended

Intending holders of Shares are recommended to consult their professional advisers if they are in doubt as to the taxation implications of subscribing for, purchasing, holding or disposing of or dealing in Shares.

MAJOR CUSTOMERS AND SUPPLIERS

In the year under review, sales to the Group's five largest customers accounted for approximately 75% of the total sales for the year and sales to the largest customer included therein amounted to approximately 34%.

Purchases from the Group's five largest suppliers accounted for approximately 24% of the total purchases for the year and purchases from the largest supplier included therein amounted to approximately 7%.

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

COMPLIANCE WITH THE CODE OF CORPORATE GOVERNANCE

In the opinion of the Board, the Company has complied with the applicable code provisions of the Code on Corporate Governance Practices (the "**CG Code**") as set out in Appendix 14 of the Listing Rules throughout the financial year ended 31 March 2011, except for the deviation from the CG Code Provision A.1.1 and A.2.1. The Company has published its corporate governance report, details of which are set out on pages 23 to 31 of this annual report.

AUDITOR

The first financial statements of the Company for the year ended 31 March 2005 was audited by BDO McCabe Lo & Company, the first auditor of the Company. On 1 August 2005, the practice of BDO McCabe Lo & Company was reorganised as BDO McCabe Lo Limited. On 12 May 2009, the merger of BDO McCabe Lo Limited and Shu Lun Pan Horwath Hong Kong CPA Limited took place and the practice was reorganised as BDO Limited. The financial statements of the Company for the years ended 31 March 2006, 2007, 2008, 2009, 2010 and 2011 have been audited by BDO Limited who retire and being eligible, offer themselves for re-appointment at the forthcoming annual general meeting of the Company.

Save as disclosed above, there have been no other changes of the auditor of the Company in the past six years.

A resolution for the re-appointment of BDO Limited as auditor of the Company is to be proposed at the forthcoming Annual General Meeting.

CHARITABLE DONATIONS

During the year, the Group made charitable donations amounting to HK$7,915 (2010: HK$3,875).

On behalf of the Board
KENFORD GROUP HOLDINGS LIMITED

Lam Wai Ming
Chairman
Hong Kong, 21 June 2011

Directors' and Senior Management's Profile

DIRECTORS

Executive Directors

Mr. Lam Wai Ming, aged 52, joined the Group in January 1989. Mr. Lam is currently the Executive Director and the Chairman of the Company and a member of the Remuneration Committee, being the board committee of the Company. Mr. Lam is principally responsible for the leadership and effective running of the Board, and ensuring that all key and appropriate issues were discussed by the Board in a timely and constructive manner. Mr. Lam is also responsible for the overall management, corporate strategies, planning and development as well as supervising sales and marketing functions of the Group. Mr. Lam has over 22 years of experience in trading and manufacturing of electrical appliances. Mr. Lam is also the Communication & Publication Deputy Director of Hong Kong Electrical Appliances Manufacturers Association. Mr. Lam is the brother of Mr. Lam Wai Hung, the Administration Manager of the subsidiaries of the Company in the PRC and the brother-in-law of Mr. Poon Kam Ming, the Senior Marketing Manager of the Group.

Mr. Tam Chi Sang, aged 51, joined the Group in July 1991. Mr. Tam is currently the Executive Director and Managing Director of the Company and a member of the Remuneration Committee, being the board committee of the Company. Mr. Tam is responsible for supervision and management of the purchasing, production, quality control, engineering and design functions of the Group. Mr. Tam has over 22 years of experience in the trading and manufacturing of electrical appliances.

Independent Non-Executive Directors

Mr. Chiu Fan Wa, aged 46, has been the Independent Non-Executive Director of the Company since March 2005. Mr. Chiu is also currently serving as the Chairman of the Audit Committee and the Nomination Committee and a member of the Remuneration Committee, being the board committees of the Company. Mr. Chiu is a founder and the managing director of Chiu, Choy & Chung C.P.A. Limited, a local audit firm and a partner of F. S. Li & Co, a local audit firm. He graduated from City University of Hong Kong and obtained a Bachelor of Arts (Honours) Degree with major in accountancy in 1992 and was awarded a Master of Professional Accounting from The Hong Kong Polytechnic University in 2002. Mr. Chiu is a Certified Public Accountant (Practising) in Hong Kong, a fellow of the Hong Kong Institute of Certified Public Accountants, a fellow of the Association of Chartered Certified Accountants, a member of The Society of Chinese Accountants & Auditors, an associate member of the Institute of the Chartered Accountants in England and Wales, an associate of The Hong Kong Institute of Chartered Secretaries, an associate of The Institute of Chartered Secretaries and Administrators, United Kingdom and a fellow member of the Taxation Institute of Hong Kong and registered as a Certified Tax Adviser in 2010. Mr. Chiu is an independent non-executive director of Yunnan Enterprises Holdings Limited (Stock Code: 00455) which is a company listed on the main board (the "**Main Board**") of The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**").

Mr. Li Chi Chung, aged 42, has been the Independent Non-Executive Director of the Company since March 2005. Mr. Li is also currently serving as a member of the Audit Committee, the Remuneration Committee and the Nomination Committee, being the board committees of the Company. Mr. Li is currently a solicitor practising in Hong Kong. Mr. Li obtained a Bachelor Degree in Laws from The University of Sheffield in England in 1990. Mr. Li was admitted as a solicitor of the High Court of Hong Kong in 1993 and his practice has been focused on commercial related matters. Mr. Li is a non-executive director of Richfield Group Holdings Limited (Stock Code: 08136), a company listed on the Growth Enterprise Market ("**GEM**") of the Stock Exchange. Mr. Li is an independent non-executive director of Eagle Nice (International) Holdings Limited (Stock Code: 02368) a company listed on the Main Board. Mr. Li is also an independent non-executive director of PINE Technology Holdings Limited (Stock Code: 08013) which is a company listed on GEM. Mr. Li is the company secretary of Sunshine Capital Investments Group Limited (Stock Code: 00721) and Sino Gas Group Limited (Stock Code: 00260) which are companies listed on Main Board, and China Nonferrous Metals Company Limited (formerly known as Sungreen International Holdings Limited (Stock Code: 08306)) which is a company listed on GEM.

Directors' and Senior Management's Profile

DIRECTORS (Continued)

Independent Non-Executive Directors (Continued)

Mr. Li Tat Wah, aged 41, has been the Independent Non-Executive Director of the Company since March 2005. Mr. Li is also currently serving as the Chairman of the Remuneration Committee, a member of the Audit Committee and the Nomination Committee, being the board committees of the Company. Mr. Li has extensive experience in information technology. Mr. Li holds a Master Degree of Business Administration from University of Surrey (U.K.). Mr. Li is currently the project manager of a group company of a multinational communication equipment company listed on both stock exchange in Europe and the United States.

Senior Management

Ms. Tse Wun Ying, aged 50, joined the Group in May 2008. Ms. Tse is the Company Secretary and the Financial Controller of the Group. Ms. Tse graduated from the Hong Kong Polytechnic University in Accountancy in 1984. Ms. Tse obtained a Master Degree in China Accountancy from Guangzhou Jinan University in January 2004. Ms. Tse is an associate member of the Hong Kong Institute of Certified Public Accountants, a fellow of Association of the Chartered Certified Accountants, an associate member of the Institute of the Chartered Accountants in England and Wales and a member of the Taxation Institute of Hong Kong and registered as a Certified Tax Advisor in 2010. Ms. Tse has over 25 years of experience in financial management in various commercial and industrials sectors. Prior to joining the Group, Ms. Tse was previously a chief financial officer, financial controller, qualified accountant and company secretary of several companies listed on the Main Board.

Mr. Kwong Pak Chuen, Patrick, aged 50, joined the Group in June 1999 and is the Senior Engineering Manager of the Group. Mr. Kwong is the Head of Engineering, Design and Research and Development Departments. Mr. Kwong graduated from The University of Warwick with a Master Degree of Science in Engineering Business Management. Mr. Kwong has over 25 years of experience in project engineering, product development and research and development for small household electrical appliances, such as hair care products, kitchen ware products, other hand held drilling machines and hand toys.

Mr. Yeung Kin Wing, Ramo, aged 41, joined the Group in June 1998 and is the Operation Manager of the Group. Mr. Yeung is responsible for the overall production management and quality control functions of the factories in PRC. Mr. Yeung has obtained a Bachelor Degree of Business Administration from Lincoln University and a National Diploma in Engineering from Business and Technical Education Council. Mr. Yeung has over 20 years of experience in quality management in manufacturing industry.

Mr. Lam Wai Hung, aged 41, joined the Group in February 1993 and is the Administration Manager of the subsidiaries of the Company in the PRC. Mr. Lam is responsible for the administration, human resources, training, import duty, information and technology functions of the factories in the PRC. Mr. Lam has over 18 years of experience in factory administration and regulatory compliances in the PRC. Mr. Lam is the brother of Mr. Lam Wai Ming, the Executive Director and the Chairman of the Company.

Mr. Poon Kam Ming, Percy, aged 55, joined the Group in 1997 and is the Senior Marketing Manager of the Group. Mr. Poon is responsible for sales and marketing functions of the Group in Europe, North and South America, Australia, Africa and Asia (except the PRC). Mr. Poon was awarded Master Degree of Science and a Bachelor Degree of Science in Civil Engineering from University of Saskatchewan. Mr. Poon has over 14 years of experience in sales and marketing of electrical appliances. Prior to joining the Group, Mr. Poon served an international construction company and earned several years of managerial experience. Mr. Poon is the brother-in-law of Mr. Lam Wai Ming, the Executive Director and the Chairman of the Company.

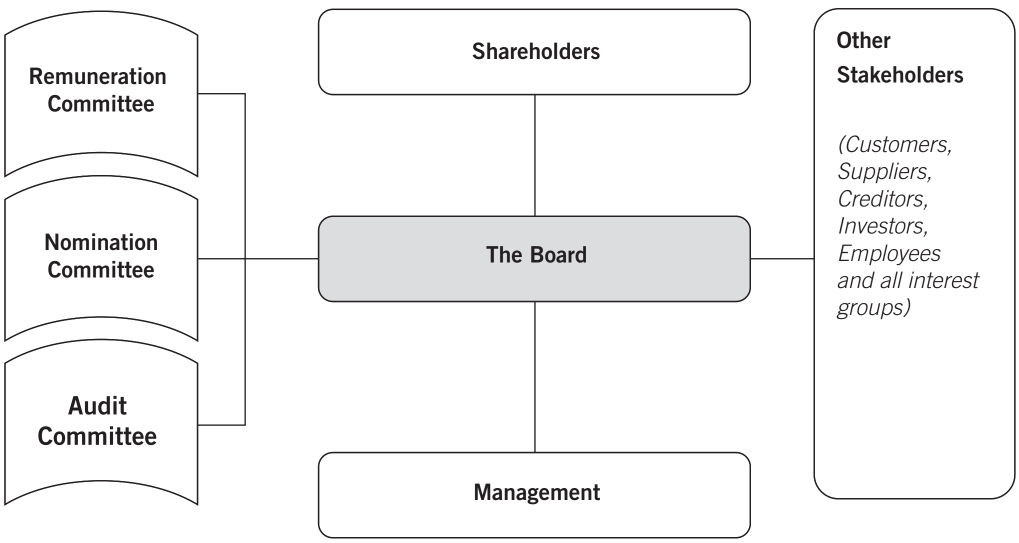
Mr. Ng Tin Lun, Alain, aged 50, joined the Group in 1990 and is the Logistic Manager of the Group. Mr. Ng is the Head of Inventory, Production Materials Control (PMC) and Shipping Departments of the Group. Mr. Ng has obtained a Bachelor Degree of Arts in Chinese Literature and History from Asia International Open University (Macau) and a Master Degree of Business Administration from Tarlac State University. For professional qualification, Mr. Ng is a Senior Logistician which is granted by the Educational Specialist Committee Of China Science and Technology Institute Centre and a member of Chinese Career Manager Coalition. Mr. Ng has served the Group over 21 years in various departments. Mr. Ng has extensive experience in logistic management.

Corporate Governance Report

CORPORATE GOVERNANCE PRACTICES

In the opinion of the board of directors (the "**Board**") of Kenford Group Holdings Limited (the "**Company**"), the Company has complied with the applicable code provisions of the Code on Corporate Governance Practices (the "**CG Code**") as set out in Appendix 14 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Listing Rules**") throughout the financial year ended 31 March 2011, except for the deviation from the CG Code Provision A.1.1 and A.2.1. This corporate governance report contains the detailed explanations on the Company's practices in compliance with the applicable CG Code provisions and the considered reasons for such deviations.

To enhance accountability, transparency, independence, responsibility and fairness to the shareholders and stakeholders, the Company is dedicated to develop an appropriate framework of corporate governance for the Company and its subsidiaries (collectively, the "**Group**"), the chart of which is shown below. The Group will keep on reviewing and improving our corporate governance practices and procedures from time to time to ensure the commitment to the corporate governance standard and strive for the enhancement of shareholder value.



DIRECTORS' SECURITIES TRANSACTIONS

The Company has adopted procedures governing directors' securities transactions in compliance with the Model Code for Securities Transactions by Directors of Listed Issuers (the "**Model Code**") as set out in Appendix 10 of the Listing Rules. Upon enquiry by the Company, all the directors of the Company (the "**Directors**") have confirmed that they fully complied with the required standards as set out in the Model Code throughout the financial year ended 31 March 2011.

BOARD OF DIRECTORS

Board functions

The Board oversees the strategic development and determines objectives, strategy, policy and business plan of the Company. It monitors and controls the operation and financial performance, reviews the corporate governance standard of the Company and sets appropriate policies pursuant to the Company's objectives.

BOARD OF DIRECTORS (Continued)

Board compositions

The Board of Directors of the Company comprised five Directors, of which two were Executive Directors, namely, Mr. Lam Wai Ming (Chairman) and Mr. Tam Chi Sang (Managing Director); and three were Independent Non-Executive Directors, namely, Mr. Chiu Fan Wa, Mr. Li Chi Chung and Mr. Li Tat Wah. The biographical details of the existing Directors of the Company and the relationships among them as at the date of this report are set out in the "Directors' and Senior Management's Profile" section on pages 21 to 22 of this annual report. Save as disclosed in this annual report, none of our Directors has any business, financial, or family interests with each other and the Company.

The Board maintains two Executive Directors and three Independent Non-Executive Directors from 16 June 2008. The Board believes it is a balanced composition as each of the Directors has his own skills, expertise, professional qualifications and appropriate experiences to effectively oversee the business of the Group. It can effectively exercise independent judgement for the business activities of the Group to safeguard the interests of the shareholders and to improve standard in corporate governance to fulfill the demands of the shareholders and stakeholders of the Group.

During the financial year ended 31 March 2011, the Board complied at all times with the requirements of the Listing Rules relating to the appointment of at least three Independent Non-Executive Directors. One of the Independent Non-Executive Directors is a professional accountant, which is in compliance with the requirement of the Listing Rules. Each of our Independent Non-Executive Directors has presented an annual confirmation of independence to the Company in accordance with the requirement of the Listing Rules. The Company considered all of the Independent Non-Executive Directors to be independent.

The Company has arranged insurance cover of "Directors' and Officers' Liabilities Insurance" for Directors, officers and senior management of the Group. The insurance coverage is reviewed annually.

Board delegation

The Board delegates the authorities to the board committees and the senior management of the Company to provide professional advice and monitor the daily operation of the Group on issues which require discussion, expertise knowledge and experience to make the decision. The three committees of the Board, namely, Remuneration Committee, Nomination Committee and Audit Committee are responsible for making recommendation on the specified matters in line with the terms of reference adopted by the Board set out separately. The senior management is responsible for supervision on the daily operation of the Group by functions. Besides, in order to improve the effectiveness of the management of the Group, a management services company has been established under the Group. To overview the corporate structure of the Group, please refer to page 32 of this annual report. The said management services company has invited all the Executive Directors of the Company and most of the senior management of the Group to form the board of directors to provide quality management services to the Group.

BOARD OF DIRECTORS (Continued)

Board, Board committees and general meetings

The total number of the meetings and the individual attendance of each Director in person at each of the meetings during the financial year ended 31 March 2011 were as follows:

	Number of meeting attended				
Name of Directors	Board Meetings (Note)	Remuneration Committee meetings	Nomination Committee meetings	Audit Committee meetings	Shareholders' General Meeting
Executive Directors					
Mr. Lam Wai Ming	8/8	3/3	N/A	N/A	1/1
Mr. Tam Chi Sang	8/8	3/3	N/A	N/A	1/1
Independent Non-Executive Directors					
Mr. Chiu Fan Wa	3/8	3/3	2/2	2/2	1/1
Mr. Li Chi Chung	3/8	3/3	2/2	2/2	1/1
Mr. Li Tat Wah	3/8	3/3	2/2	2/2	1/1

Note: There were eight (8) Board Meetings held during the financial year ended 31 March 2011 which included three (3) meetings with formal notice and agenda.

Code Provision A.1.1 stipulates that the Board should meet regularly and Board Meetings should be held at least four times a year at approximately quarterly intervals. There were totally 8 Board Meetings held during the financial year ended 31 March 2011, out of which there were only 3 regular meetings with formal notice and agenda. The Board believes that the fairness and effectiveness for the decision making on the business needs are adequately ensured. In view of good corporate governance practices, the Board will use its endeavors to meet regularly and hold at least four regular Board Meetings in the forthcoming years.

The notices were given at least 14 days in advance for each of the regular Board Meetings to all the Directors so that they could have an opportunity to attend the same in person during the year. On ad hoc basis, the Executive Directors met together upon reasonable notices or by agreement of the Executive Directors to waive the notice of the meetings to discuss the matters as required by business needs. In respect of regular Board Meetings, and so far as practicable, an agenda and accompanying board papers were sent in full to all Directors in a timely manner at least 3 days before the intended dates of Board Meetings. The company secretary of the Company attended all regular Board Meetings to advise on corporate governance and statutory compliance when necessary. In addition, the Company has maintained a procedure for Directors to seek independent professional advice in appropriate circumstances. Minutes of Board Meetings and meetings of Board committees are kept by a duly appointed secretary of the meetings and such minutes would be open for inspection at any reasonable time on reasonable notice by any Director. Minutes of Board Meetings and meetings of Board committees had recorded in sufficient details the matters considered by the Board and decisions reached, including any concerns raised by Directors or the representatives of the relevant parties or dissenting views expressed. Draft and final versions of minutes of Board Meetings had been sent to all Directors and the representatives of the relevant parties involved in the meetings through electronic means for their comments and records respectively, in both cases within a reasonable time after the meetings held.

CHAIRMAN AND CHIEF EXECUTIVE OFFICER

Code Provision A.2.1 stipulates that the roles of chairman and chief executive officer should be separated and should not be performed by the same individual. Mr. Lam Wai Ming holds the position of Chairman currently and is deemed to be the Chief Executive Officer. The Board believes that vesting the roles of Chairman and Chief Executive Officer in the same person provides the Group with strong and consistent leadership in the development and execution of long-term business strategies and development plans. The Board believes that the balance of power and authority is adequately ensured.

INDEPENDENT NON-EXECUTIVE DIRECTORS

The Company renewed a letter of appointment with each of the Independent Non-executive Directors commencing on 16 June 2011 for a term of one year.

REMUNERATION COMMITTEE

Remuneration Committee functions

The remuneration committee of the Company (the "**Remuneration Committee**") was established to formulate remuneration policy for the Board's approval. It has adopted the terms of reference which are in line with the Code Provisions set out in the CG Code under Appendix 14 of the Listing Rules.

The terms of reference of the Remuneration Committee were amended in July 2008 to the effect that the Remuneration Committee shall include two Executive Directors appointed by the Board in addition to the three Independent Non-executive Directors from time to time. The majority of the members of the Remuneration Committee must be Independent Non-executive Directors of the Company.

The principal functions of the Remuneration Committee include reviewing and determining specific remuneration packages for each Executive Director and senior management by reference to corporate goals and objectives as well as the share option scheme of the Company.

Remuneration Committee composition

The Remuneration Committee comprises three Independent Non-Executive Directors namely, Mr. Chiu Fan Wa, Mr. Li Chi Chung and Mr. Li Tat Wah and two Executive Directors namely, Mr. Lam Wai Ming and Mr. Tam Chi Sang. Mr. Li Tat Wah was appointed as the chairman of the Remuneration Committee.

Remuneration Committee meetings

During the financial year ended 31 March 2011, the Remuneration Committee had met three times to discuss the following matters:

– to review the overall remuneration policy and remuneration packages of the Group;

– to review the basic salary of the Executive Directors and senior management of the Group for the financial year ended 31 March 2010;

– to review the performance bonus of the Executive Directors of the Company for the financial year ended 31 March 2010;

REMUNERATION COMMITTEE (Continued)

Remuneration Committee meetings (Continued)

– to note the fact that no compensation had been paid to the Executive Directors and senior management of the Group in relation to their resignation, if any, during the financial year ended 31 March 2010;

– to propose the remuneration packages of the Executive Directors and senior management of the Group for the financial year ended 31 March 2011 prior to recommending them to the Board for determination; and

– to review the Executive Directors' Services Agreement renewal.

The details of the number of the Remuneration Committee meetings held during the financial year ended 31 March 2011 and the relevant record of individual attendance of the members of the Remuneration Committee, on a named basis, are shown in the table under the heading "Board, Board committees and general meetings" on page 25 of this corporate governance report.

The Directors are remunerated with reference to their respective duties and responsibilities with the Company, the Company's performance and current market situation. Details of emoluments of the Directors from the Group for the year are as disclosed in Note 15 to the Financial Statements.

NOMINATION COMMITTEE

Nomination Committee functions

The nomination committee of the Company (the "**Nomination Committee**") was established to formulate nomination policy for consideration of the Board and to implement the nomination policy laid down by the Board. It has adopted the terms of reference which are in line with the CG Code under Appendix 14 of the Listing Rules.

As a result of the establishment and the adoption of the written terms of reference of the Nomination Committee, it has been developed a formal, consistent and transparent procedure for the appointment of new Directors to the Board. There would be plans in place for orderly succession for appointments to the Board. All Directors would be subject to re-election at regular intervals.

A proposal for the appointment of a new Director will be considered and reviewed by the Nomination Committee. The Nomination Committee will consider the skills and expertise of the candidates as well as personal ethics, integrity and the willingness to commit time to the affairs of the Group. All candidates must be able to meet the standards set out in the Listing Rules. A candidate who is to be appointed as an Independent Non-Executive Directors should also meet the independence criteria set out in Rule 3.13 of the Listing Rules.

Nomination Committee composition

The Nomination Committee comprises three Independent Non-Executive Directors namely, Mr. Chiu Fan Wa, Mr. Li Chi Chung and Mr. Li Tat Wah. Mr. Chiu Fan Wa was appointed as the chairman of the Nomination Committee.

NOMINATION COMMITTEE (Continued)

Nomination Committee meetings

During the financial year ended 31 March 2011, the Nomination Committee had met two times to discuss the following matters:

– to consider the structure, size, and composition of the Board for the financial year ended 31 March 2010;

– to consider no new Board member be nominated and introduced to the Board; and

– to consider the re-election of the Directors of the Company at the annual general meeting of the Company to be held on 5 August 2010.

The details of the number of the Nomination Committee meetings held during the financial year ended 31 March 2011 and the relevant record of individual attendance of the members of the Nomination Committee, on a named basis, are shown in the table under the heading "Board, Board committees and general meetings" on page 25 of this corporate governance report.

AUDITOR'S REMUNERATION

During the financial year ended 31 March 2011, the Company engaged BDO Limited as the external auditor of the Company to perform audit and non-audit services. The audit fee was approximately HK$637,000 and other non-audit service fee was approximately HK$30,600 for the year ended 31 March 2011.

AUDIT COMMITTEE

Audit Committee functions

The audit committee of the Company (the "**Audit Committee**") was established on 29 April 2005 with written terms of reference updated on 17 July 2009 in compliance with the Listing Rules. The primary duties of the Audit Committee are, inter alia, to review and supervise the financial reporting process and internal control system of the Group, to review the financial statements focusing particularly on (i) any changes in accounting policies and practices of the Group; (ii) the compliance with accounting standards and (iii) the compliance with the legal requirements, as well as to review the Company's annual reports and interim reports.

Audit Committee composition

The Audit Committee comprises three Independent Non-Executive Directors namely Mr. Chiu Fan Wa, Mr. Li Chi Chung and Mr. Li Tat Wah. Mr. Chiu Fan Wa, who is a qualified accountant with appropriate professional qualification and experience in financial matters, was appointed as the chairman of the Audit Committee. None of the Audit Committee members are members of the former or existing auditor of the Company.

AUDIT COMMITTEE (Continued)

Audit Committee meetings

During the financial year ended 31 March 2011, the Audit Committee had met two times to discuss the following matters:

– to review the final results of the Group for the year ended 31 March 2010 prior to recommending them to the Board for approval;

– to review the interim results for the six months ended 30 September 2010 of the Group prior to recommending them to the Board for approval;

– to review the selection and re-appointment of the external auditor of the Company for the financial year ended 31 March 2010 prior to recommending them to the Board for approval and the Board had agreed with the Audit Committee's view on this matter;

– to discuss with our external auditor any significant or unusual items reflected in interim and annual reports;

– to discuss with the management the system of internal control and ensure that management has discharged its duty to have an effective internal control system; and

– to review the internal audit function and report of the Group.

The details of the number of the Audit Committee meetings held during the financial year ended 31 March 2011 and the relevant record of individual attendance of the members of the Audit Committee, on a named basis, are shown in the table under the heading "Board, Board committees and general meetings" on page 25 of this corporate governance report.

As at the date of this corporate governance report, the Audit Committee has reviewed with management the accounting principles and practices adopted by the Group and has discussed auditing, internal control and financial reporting matters including the review of audited consolidated financial statements of the Group for the financial year ended 31 March 2011 in conjunction with the Group's external auditor.

As at the date of this corporate governance report, the Board agrees to the proposal of re-appointment of the external auditor of the Company, BDO Limited, for the financial year ending 31 March 2012.

INVESTOR RELATIONS AND SHAREHOLDERS' RIGHT

The Company uses a number of formal communications channels to communicate with shareholders and investors for the performance of the Company. These include: (i) the publication of interim and annual reports and/or dispatching circular, notices and other announcements and notifications; (ii) conducting annual general meeting or extraordinary general meeting (if any) which provides a forum for Shareholders of the Company to raise comments and exchange views with the Board; and (iii) updating the websites with the corporate information, achievements and new development of the Group. The public float capitalisation as at 31 March 2011 has been shown on page 32 of this annual report.

To strengthen the investors' relationship, the Company provides different ways for investors to access the soft and hard copies of the Company's information. The printed copies of this annual report in both English and Chinese languages will be dispatched to the Shareholders of the Company in late June 2011. Shareholders can obtain corporate communications free of charge by notice in writing to the Company Secretary of the Company. This annual report in both English and Chinese language is also available on the following websites:

(a) www.hkex.com.hk;

(b) www.kenford.com.hk.

During the financial year ended 31 March 2011, no extraordinary general meeting was held. At the annual general meeting of the Company held at The Ballroom Four, 18th Floor, The Mira Hong Kong, 118-130 Nathan Road, Tsim Sha Tsui, Kowloon, Hong Kong on 5 August 2010 at 10:30 a.m., the following ordinary resolutions had been passed: (i) the receipt and adoption of the audited consolidated accounts and the reports of the Directors and auditor for the year ended 31 March 2010; (ii) the declaration of final dividend and special final dividend; (iii) the re-election of Directors and the authorisation to the board of Directors to fix the Directors' remuneration; (iv) the re-appointment of the auditor of the Company and the authorisation of the board of Directors to fix the auditor's remuneration; and (v) the grant of the general mandates to the Directors to exercise the powers of the Company to issue Shares and to repurchase Shares respectively. The Company will ensure that shareholders are familiar with the detailed procedures for conducting a poll and will ensure compliance with the requirements on the poll voting procedures contained in the Listing Rules and the constitutional documents of the Company.

The details of the number of the general meeting of the Company held during the financial year ended 31 March 2011 and the relevant record of individual attendance of the Directors, on a named basis, are shown in the table under the heading "Board, Board committees and general meetings" on page 25 of this corporate governance report.

The forthcoming annual general meeting of the Company will be held on Thursday, 4 August 2011. The notice of the annual general meeting of the Company will be published and be dispatched to the Shareholders of the Company in due course.

INTERNAL CONTROL AND RISK MANAGEMENT

The Company believes that improvement in its internal control system will enhance its operational management efficiency and effectiveness. The Company has set up an internal audit department in February 2008. The Audit Committee has met with the internal auditor and discussed with the Board about the internal control report. The Board also through the Audit Committee conducted a review of the effectiveness of the system of internal control of the Group which cover all material controls, including financial, operational and compliance control and risk management functions. The Company has engaged two qualified accountants with appropriate working experiences in the Finance & Accounting Department of the Group. The Board was also satisfied with the adequacy of resources of the Company, qualifications and experiences of staff of the Company's accounting and financial reporting function and their training programs and budget.

The Group's internal control for strategic risks includes assessing the threats and opportunities that influence the Company's development. The Company's business environment is affected by economic and political conditions globally.

The Group's internal control for financial risks includes ensuring the maintenance of proper accounting records for the provision of reliable financial information for internal use as well as for publication, ensuring compliance with relevant legislation and regulations, and implementing credit risk management. The Directors are responsible for overseeing the preparation of accounts for the financial year to ensure such accounts give a true and fair view of the state of affairs of the Group. The Company's accounts are prepared in accordance with all relevant statutory requirements and applicable accounting standards. As at the date of this corporate governance report, the Directors are not aware of any material uncertainties relating to events or conditions that may cast significant doubt upon the Company's ability to continue as a going concern required to be disclosed.

The Group's internal control for operational risks includes: (i) maintaining and ensuring compliance with ISO9001 under the family of ISO9000, a series of international standards on quality management and quality assurance developed by the International Organisation for Standardisation, for the quality control of the Group's production; (ii) maintaining and implementing a sound network system to avoid computer viruses or other system malfunctions; and (iii) maintaining a team of staff for products development. Besides, the Group has been maintaining product liability insurance for most types of the Group's products against possible claims relating to personal injury or property damage arising from the use of the products manufactured by the Group.

The Group's internal control for compliance risks includes maintaining a team of professionals with accounting, financial management, financial risk control (including credit assessment), and corporate governance expertise (including regulatory compliance) to monitor the ongoing activities of the Group to avoid the breach of financial regulations, Listing Rules, companies ordinance requirements and other regulations and laws. The Group would seek for advice from external advisers on accounting, financial and legal issues if necessary.

MANAGEMENT FUNCTIONS

The Board has delegated aspects of its management and administration functions to the management. The management should report back and obtain prior approval from the Board before making decisions or entering into any agreements or arrangements to discharge its functions. The Directors clearly understand the Group's delegation arrangements in place. The key terms and conditions relative to the Directors' appointments have been set out in their service agreements and/or letters of appointments.

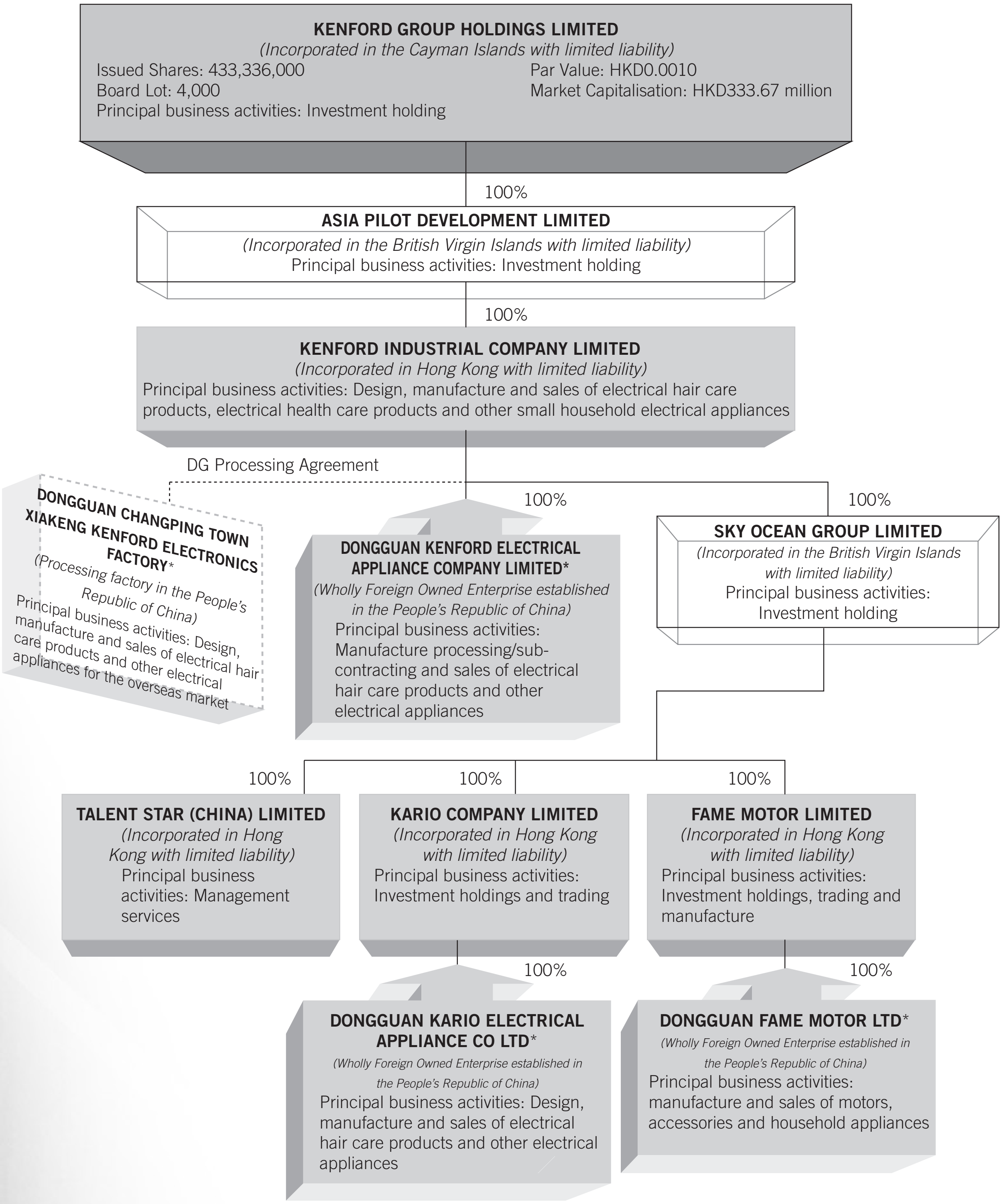
LOOKING FORWARD

The Company renewed the service agreements of the Executive Directors for a fixed term from 13 March 2011 to 12 March 2014 and the letters of appointment of the Independent Non-Executive Directors for a term of one year to 15 June 2012. The Group will keep on reviewing and improving its corporate governance standards from time to time and the Board will take necessary actions to ensure the compliance with the provisions of the CG Code introduced by the Stock Exchange.

Corporate Structure

CORPORATE STRUCTURE OF THE GROUP

The following chart provides the overview of the corporate structure of Kenford Group Holdings Limited and its subsidiaries (the "**Group**") as at 31 March 2011.



* The English names are translated from their Chinese names. If there is any inconsistency, the Chinese names shall prevail.

Independent Auditor's Report

Tel : +852 2541 5041
Fax: +852 2815 2239
www.bdo.com.hk

電話：+852 2541 5041
傳真：+852 2815 2239
www.bdo.com.hk

25th Floor Wing On Centre
111 Connaught Road Central
Hong Kong

香港干諾道中111號
永安中心25樓

TO THE SHAREHOLDERS OF KENFORD GROUP HOLDINGS LIMITED
(incorporated in the Cayman Islands with limited liability)

We have audited the consolidated financial statements of Kenford Group Holdings Limited (the "Company") and its subsidiaries (collectively referred to as the "Group") set out on pages 35 to 84, which comprise the consolidated and company statements of financial position as at 31 March 2011, and the consolidated statement of comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and a summary of significant accounting policies and other explanatory information.

DIRECTORS' RESPONSIBILITY FOR THE CONSOLIDATED FINANCIAL STATEMENTS

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

AUDITOR'S RESPONSIBILITY

Our responsibility is to express an opinion on these consolidated financial statements based on our audit. This report is made solely to you, as a body, in accordance with the terms of our engagement, 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.

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

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

Independent Auditor's Report

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 2011 and of the Group's profit and cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards and have been properly prepared in accordance with the disclosure requirements of the Hong Kong Companies Ordinance.

BDO Limited
Certified Public Accountants

Chow Tak Sing, Peter
Practising Certificate Number P04659

Hong Kong, 21 June 2011

Consolidated Statement of Comprehensive Income

For the year ended 31 March 2011

	Notes	2011 HK$'000	2010 HK$'000
Turnover	6	**655,541**	607,579
Cost of sales		**(520,334)**	(480,715)
Gross profit		**135,207**	126,864
Other income, gains and losses	7	**15,326**	9,400
Distribution costs		**(11,537)**	(8,894)
Administrative expenses		**(60,305)**	(62,335)
Finance costs	10	**(1,280)**	(1,414)
Profit before income tax expense	8	**77,411**	63,621
Income tax expense	11	**(11,755)**	(10,074)
Profit for the year, attributable to owners of the Company		**65,656**	53,547
Other comprehensive income			
Translation differences on translating foreign operations		**4,904**	888
Gain on revaluation of properties		**8,598**	10,602
Deferred tax arising from change in valuation of properties		**(1,081)**	(2,581)
Other comprehensive income for the year, net of tax		**12,421**	8,909
Total comprehensive income for the year, attributable to owners of the Company		**78,077**	62,456
Earnings per share (HK cent)			
– Basic	14	**15.151**	12.357
– Diluted	14	**15.071**	12.357

Consolidated Statement of Financial Position

As at 31 March 2011

	Notes	At 31 March 2011 HK$'000	2010 HK$'000 (Restated)	At 1 April 2009 HK$'000 (Restated)
Assets				
Non-current assets				
Property, plant and equipment	16	**158,678**	148,636	138,892
Payments for leasehold land held for own use under operating leases	17	**3,944**	3,933	3,996
Goodwill	18	**1,403**	1,403	1,403
Total non-current assets		**164,025**	153,972	144,291
Current assets				
Inventories	20	**92,817**	67,679	62,043
Trade and bills receivables	21	**143,505**	124,214	105,086
Deposits, prepayments and other receivables		**10,782**	10,455	9,512
Equity securities held for trading	22	**8,426**	–	–
Cash and cash equivalents	23	**144,756**	142,896	116,263
Total current assets		**400,286**	345,244	292,904
Total assets		**564,311**	499,216	437,195
Liabilities				
Current liabilities				
Trade payables	24	**83,928**	80,633	59,426
Accruals and other payables		**29,513**	28,018	25,547
Borrowings	25	**91,325**	88,508	95,477
Bank advances for discounted bills		**–**	–	2,802
Obligations under finance leases – due within one year	26	**499**	908	2,656
Current tax liabilities		**10,192**	7,140	5,890
Total current liabilities		**215,457**	205,207	191,798
Non-current liabilities				
Obligations under finance leases – due after one year	26	**618**	1,117	2,025
Deferred tax liabilities	27	**13,166**	11,633	9,265
Total non-current liabilities		**13,784**	12,750	11,290
Total liabilities		**229,241**	217,957	203,088
Net current assets		**184,829**	140,037	101,106
Total assets less current liabilities		**348,854**	294,009	245,397
NET ASSETS		**335,070**	281,259	234,107
Capital and reserves attributable to owners of the Company				
Share capital	28	**433**	433	433
Share premium		**55,496**	55,496	55,496
Merger reserve		**942**	942	942
Properties revaluation reserve		**43,553**	36,036	28,015
Exchange fluctuation reserve		**9,346**	4,442	3,554
Share-based compensation reserve	29	**1,162**	1,162	–
Proposed dividends	13	**17,333**	15,166	9,966
Retained profits		**206,805**	167,582	135,701
TOTAL EQUITY		**335,070**	281,259	234,107

On behalf of the Board

Lam Wai Ming
Director

Tam Chi Sang
Director

Statement of Financial Position

As at 31 March 2011

	Notes	2011 HK$'000	2010 HK$'000
Assets			
Non-current assets			
Investments in subsidiaries	19	**58**	58
Current assets			
Deposits, prepayments and other receivables		**131**	127
Amounts due from subsidiaries	19	**75,056**	74,838
Cash and cash equivalents	23	**2,267**	466
Total current assets		**77,454**	75,431
Total assets		**77,512**	75,489
Liabilities			
Current liabilities			
Accruals and other payables		**348**	375
Net current assets		**77,106**	75,056
Total assets less current liabilities		**77,164**	75,114
NET ASSETS		**77,164**	75,114
Capital and reserves			
Share capital	28	**433**	433
Reserves	30	**76,731**	74,681
TOTAL EQUITY		**77,164**	75,114

On behalf of the Board

Lam Wai Ming
Director

Tam Chi Sang
Director

Consolidated Statement of Changes in Equity

For the year ended 31 March 2011

	Share capital HK$'000	Share premium HK$'000	Merger reserve HK$'000	Properties revaluation reserve HK$'000	Exchange fluctuation reserve HK$'000	Share-based compensation reserve HK$'000	Proposed dividends HK$'000	Retained profits HK$'000	Total HK$'000
At 1 April 2010	433	55,496	942	36,036	4,442	1,162	15,166	167,582	281,259
Profit for the year	–	–	–	–	–	–	–	65,656	65,656
Other comprehensive income:									
Translation differences on translating foreign operations	–	–	–	–	4,904	–	–	–	4,904
Gain on revaluation of properties	–	–	–	8,598	–	–	–	–	8,598
Deferred tax arising from change in valuation of properties	–	–	–	(1,081)	–	–	–	–	(1,081)
Total comprehensive income for the year	–	–	–	7,517	4,904	–	–	65,656	78,077
2010 final dividend paid	–	–	–	–	–	–	(10,833)	–	(10,833)
2010 special dividend paid	–	–	–	–	–	–	(4,333)	–	(4,333)
Interim dividend paid	–	–	–	–	–	–	–	(9,100)	(9,100)
Proposed final dividend	–	–	–	–	–	–	12,133	(12,133)	–
Proposed special dividend	–	–	–	–	–	–	5,200	(5,200)	–
At 31 March 2011	433	55,496	942	43,553	9,346	1,162	17,333	206,805	335,070

	Share capital HK$'000	Share premium HK$'000	Merger reserve HK$'000	Properties revaluation reserve HK$'000	Exchange fluctuation reserve HK$'000	Share-based compensation reserve HK$'000	Proposed dividends HK$'000	Retained profits HK$'000	Total HK$'000
At 1 April 2009	433	55,496	942	28,015	3,554	–	9,966	135,701	234,107
Profit for the year	–	–	–	–	–	–	–	53,547	53,547
Other comprehensive income:									
Translation differences on translating foreign operations	–	–	–	–	888	–	–	–	888
Gain on revaluation of properties	–	–	–	10,602	–	–	–	–	10,602
Deferred tax arising from change in valuation of properties	–	–	–	(2,581)	–	–	–	–	(2,581)
Total comprehensive income for the year	–	–	–	8,021	888	–	–	53,547	62,456
Recognition of equity-settled share-based payments	–	–	–	–	–	1,162	–	–	1,162
2009 final dividend paid	–	–	–	–	–	–	(5,633)	–	(5,633)
2009 special dividend paid	–	–	–	–	–	–	(4,333)	–	(4,333)
Interim dividend paid	–	–	–	–	–	–	–	(6,500)	(6,500)
Proposed final dividend	–	–	–	–	–	–	10,833	(10,833)	–
Proposed special dividend	–	–	–	–	–	–	4,333	(4,333)	–
At 31 March 2010	433	55,496	942	36,036	4,442	1,162	15,166	167,582	281,259

Consolidated Statement of Cash Flows

For the year ended 31 March 2011

	Note	2011 HK$'000	2010 HK$'000
Cash flows from operating activities			
Profit before income tax expense		**77,411**	63,621
Adjustments for:			
Depreciation of property, plant and equipment		**14,974**	16,083
Amortisation of payments for leasehold land held for own use under operating leases		**93**	92
Loss on disposal of property, plant and equipment		**154**	77
Impairment loss on property, plant and equipment		**1,026**	–
Interest income		**(171)**	(86)
(Reversal of)/write-down of inventories		**(976)**	976
Reversal of impairment of trade receivables		**(367)**	(571)
Interest expenses		**1,280**	1,414
Share-based payment expense		**–**	1,162
Operating profit before working capital changes		**93,424**	82,768
Increase in inventories		**(24,162)**	(6,612)
Increase in trade and bills receivables		**(18,924)**	(18,557)
Increase in deposits, prepayments and other receivables		**(327)**	(943)
Increase in equity securities held for trading		**(8,426)**	–
Increase in trade payables		**3,295**	21,207
Increase in accruals and other payables		**1,495**	2,471
Cash generated from operations		**46,375**	80,334
Income tax refunded		**8**	11
Income tax paid		**(8,875)**	(9,166)
Net cash from operating activities		**37,508**	71,179
Cash flows from investing activities			
Payments to acquire property, plant and equipment		**(14,433)**	(14,629)
Proceeds from disposal of property, plant and equipment		**10**	20
Interest received		**171**	86
Net cash used in investing activities		**(14,252)**	(14,523)
Cash flows from financing activities			
Increase/(decrease) in trust receipt loans		**13,277**	(12,670)
Bank borrowings raised		**–**	12,000
Repayment of bank borrowings		**(10,460)**	(6,299)
Interest paid		**(1,280)**	(1,414)
Decrease in bank advances for discounted bills		**–**	(2,802)
Repayment of principal portion of obligations under finance leases		**(908)**	(2,656)
Dividends paid		**(24,266)**	(16,466)
Net cash used in financing activities		**(23,637)**	(30,307)
Net (decrease)/increase in cash and cash equivalents		**(381)**	26,349
Cash and cash equivalents at beginning of year		**142,896**	116,263
Effect of foreign exchange rate changes		**2,241**	284
Cash and cash equivalents at end of year	23	**144,756**	142,896

1. GENERAL INFORMATION

Kenford Group Holdings Limited (the "Company") was incorporated in the Cayman Islands on 10 November 2004 as an exempted company with limited liability under the Companies Law of the Cayman Islands. Its shares have been listed on The Stock Exchange of Hong Kong Limited (the "Stock Exchange") since 16 June 2005. The registered office of the Company is located at Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman KY1-1111, Cayman Islands. Its principal place of business in Hong Kong is at Rooms 1106-8, Riley House, 88 Lei Muk Road, Kwai Chung, New Territories, Hong Kong.

The Company is an investment holding company. The principal activities of its subsidiaries are design, manufacture and sale of electrical hair care products, electrical health care products and other small household electrical appliances.

2. ADOPTION OF HONG KONG FINANCIAL REPORTING STANDARDS ("HKFRSs")

(a) Adoption of new/revised HKFRSs – effective 1 April 2010

HKFRSs (Amendments)	Improvements to HKFRSs
Amendments to HKAS 32	Classification of Rights Issues
Amendments to HKAS 39	Eligible Hedged Items
Amendments to HKFRS 2	Share-based Payment – Group Cash-settled Share-based Payment Transactions
HKAS 27 (Revised)	Consolidated and Separate Financial Statements
HKFRS 3 (Revised)	Business Combinations
HK(IFRIC) – Interpretation 17	Distributions of Non-cash Assets to Owners
HK Interpretation 5	Presentation of Financial Statements – Classification by the Borrower of a Term Loan that Contains a Repayment on Demand Clause

Except as explained below, the adoption of these new/revised standards and interpretations has no significant impact on the Group's financial statements.

HKFRS 3 (Revised) – Business Combinations and HKAS 27 (Revised) – Consolidated and Separate Financial Statements

The revised accounting policies are described in Note 4 to the financial statements, which are effective prospectively for business combinations effected in financial periods beginning on or after 1 July 2009. Changes in HKFRS 3 include the valuation of non-controlling interest, the accounting for transaction costs, the initial recognition and subsequent measurement of a contingent consideration and business combinations achieved in stages. These changes impact the amount of goodwill and the results in the period that an acquisition occurs and future results. The adoption of revised HKFRS 3 has had no impact to the financial statements as there has been no business combination transaction during the year.

2. ADOPTION OF HONG KONG FINANCIAL REPORTING STANDARDS ("HKFRSs") (Continued)

(a) Adoption of new/revised HKFRSs – effective 1 April 2010 (Continued)

HKFRS 3 (Revised) – Business Combinations and HKAS 27 (Revised) – Consolidated and Separate Financial Statements (Continued)

The revised HKAS 27 requires that a change in the ownership interest of a subsidiary (without loss of control) is accounted for as a transaction with owners in their capacity as owners, accordingly, such transactions are recognised within equity. When control is lost and any remaining interest in the entity is re-measured to fair value, and a gain or loss is recognised in profit or loss. The adoption of revised HKAS 27 has had no impact on the current year.

HKAS 17 (Amendments) – Leases

As part of Improvements to HKFRSs issued in 2009, HKAS 17 has been amended in relation to the classification of leasehold land. Before the amendment to HKAS 17, the Group was required to classify leasehold land as operating leases and to present leasehold land as prepaid lease payments in the statement of financial position. The amendment to HKAS 17 has removed such a requirement and requires that the classification of leasehold land should be based on the general principles set out in HKAS 17, that is, whether or not substantially all the risks and rewards incidental to ownership of a leased asset have been transferred to the lessee. The Group has concluded that the classification of such lease as operating leases continues to be appropriate and therefore the application of the amendments to HKAS 17 has had no impact on the consolidated financial statements.

HK Interpretation 5 – Presentation of Financial Statements – Classification by the Borrower of a Term Loan that Contains a Repayment on Demand Clause

The Interpretation is a clarification of an existing standard, HKAS 1 – Presentation of Financial Statements. It sets out the conclusion reached by the Hong Kong Institute of Certified Public Accountants ("HKICPA") that a term loan which contains a clause which gives the lender the unconditional right to demand repayment at any time shall be classified as a current liability in accordance with paragraph 69(d) of HKAS 1 irrespective of the probability that the lender will invoke the clause without cause.

In order to comply with the requirements of HK Interpretation 5, the Group has changed its accounting policy on the classification of term loans that contain a repayment on demand clause. Under the new policy, term loans with clauses which give the lender the unconditional right to call the loan at any time are classified as current liabilities in the statement of financial position. Previously such term loans were classified in accordance with the agreed repayment schedule unless the Group had breached any of the loan covenants set out in the agreement as of the reporting date or otherwise had reason to believe that the lender would invoke its rights under the immediate repayment clause within the foreseeable future.

2. ADOPTION OF HONG KONG FINANCIAL REPORTING STANDARDS ("HKFRSs") (Continued)

(a) Adoption of new/revised HKFRSs – effective 1 April 2010 (Continued)

HK Interpretation 5 – Presentation of Financial Statements – Classification by the Borrower of a Term Loan that Contains a Repayment on Demand Clause (Continued)

The new accounting policy has been applied retrospectively by re-presenting the opening balances at 1 April 2009, with consequential reclassification adjustments to comparatives for the year ended 31 March 2010. The reclassification has had no effect on reported profit or loss, total comprehensive income or equity for any period presented.

Effect of adoption of HK Interpretation 5 on the consolidated statement of financial position:

	At 31 March		At 1 April
	2011	2010	2009
	HK$'000	HK$'000	HK$'000
Increase/(decrease) in			
Current liabilities			
Borrowings – due within one year	**21,703**	29,255	25,811
Non-current liabilities			
Borrowings – due after one year	**(21,703)**	(29,255)	(25,811)

(b) New/revised HKFRSs that have been issued but are not yet effective

The following new/revised HKFRSs, potentially relevant to the Group's financial statements, have been issued, but are not yet effective and have not been early adopted by the Group.

HKFRSs (Amendments)	Improvements to HKFRSs 2010 [1&2]
HK(IFRIC) – Interpretation 19	Extinguishing Financial Liabilities with Equity Instruments[1]
HKAS 24 (Revised)	Related Party Disclosures[2]
Amendments to HKFRS 7	Disclosures – Transfers of Financial Assets[3]
HKFRS 9	Financial Instruments[4]

1 Effective for annual periods beginning on or after 1 July 2010
2 Effective for annual periods beginning on or after 1 January 2011
3 Effective for annual periods beginning on or after 1 July 2011
4 Effective for annual periods beginning on or after 1 January 2013

HKAS 24 (Revised) clarifies and simplifies the definition of related parties. It also provides for a partial exemption of related party disclosure to government-related entities for transactions with the same government or entities that are controlled, jointly controlled or significantly influenced by the same government.

The amendments to HKFRS 7 improve the derecognition disclosure requirements for transfer transactions of financial assets and allow users of financial statements to better understand the possible effects of any risks that may remain with the entity on transferred assets. The amendments also require additional disclosures if a disproportionate amount of transfer transactions are undertaken around the end of a reporting period.

2. ADOPTION OF HONG KONG FINANCIAL REPORTING STANDARDS ("HKFRSs") (Continued)

(b) New/revised HKFRSs that have been issued but are not yet effective (Continued)

Under HKFRS 9, financial assets are classified into financial assets measured at fair value or at amortised cost depending on the entity's business model for managing the financial assets and the contractual cash flow characteristics of the financial assets. Fair value gains or losses will be recognised in profit or loss except for those non-trade equity investments, which the entity will have a choice to recognise the gains and losses in other comprehensive income. HKFRS 9 carries forward the recognition and measurement requirements for financial liabilities from HKAS 39, except for financial liabilities that are designated at fair value through profit or loss, where the amount of change in fair value attributable to change in credit risk of that liability is recognised in other comprehensive income unless that would create or enlarge an accounting mismatch. In addition, HKFRS 9 retains the requirements in HKAS 39 for derecognition of financial assets and financial liabilities.

The Group is in the process of making an assessment of the potential impact of these new/revised HKFRSs and the directors so far concluded that the application of these new/revised HKFRSs will have no material impact on the Group's financial statements.

3. BASIS OF PREPARATION

(a) Statement of compliance

The consolidated financial statements have been prepared in accordance with all applicable HKFRSs, Hong Kong Accounting Standards ("HKASs") and Interpretations (hereinafter collectively referred to as the "HKFRSs") issued by the HKICPA and the disclosure requirements of the Hong Kong Companies Ordinance. In addition, the consolidated financial statements include applicable disclosures required by the Rules Governing the Listing of Securities (the "Listing Rules") on the Stock Exchange.

(b) Basis of measurement

The consolidated financial statements have been prepared under the historical cost basis except for leasehold land and buildings in Hong Kong, buildings in the People's Republic of China (the "PRC") and certain financial instruments, which are measured at revalued amounts or fair values as appropriate and explained in the accounting policies set out below.

(c) Use of estimates and judgments

The preparation of these consolidated financial statements in conformity with HKFRSs requires the use of certain critical accounting estimates. It also requires management to exercise its judgment in the process of applying the Group's accounting policies. The areas involving a higher degree of judgment or complexity or areas where assumptions and estimates are significant to the consolidated financial statements are disclosed in Note 33.

(d) Functional and presentation currency

The financial statements are presented in Hong Kong dollars ("HK$"), which is the same as the functional currency of the Company.

4. SIGNIFICANT ACCOUNTING POLICIES

(a) Business combination and basis of consolidation

The consolidated financial statements comprise the financial statements of the Company and its subsidiaries. Inter-company transactions and balances between group companies together with unrealised profits are eliminated in full in preparing the consolidated financial statements. Unrealised losses are also eliminated unless the transaction provides evidence of impairment on the asset transferred, in which case the loss is recognised in profit or loss.

The results of subsidiaries acquired or disposed of during a financial year are included in the consolidated statement of comprehensive income from the effective dates of acquisition or up to the effective dates of disposal, as appropriate. Where necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies into line with those used by other members of the Group.

Business combination from 1 January 2010

Acquisition of subsidiaries or businesses is accounted for using the acquisition method. The cost of an acquisition is measured at the aggregate of the acquisition-date fair value of assets transferred, liabilities incurred and equity interests issued by the Group, as the acquirer. The identifiable assets acquired and liabilities assumed are principally measured at acquisition-date fair value. The Group's previously held equity interest in the acquiree is re-measured at acquisition-date fair value and the resulting gains or losses are recognised in profit or loss. The Group may elect, on a transaction-by-transaction basis, to measure the non-controlling interest either at fair value or at the proportionate share of the acquiree's identifiable net assets. Acquisition-related costs incurred are expensed.

Any contingent consideration to be transferred by the acquirer is recognised at acquisition-date fair value. Subsequent adjustments to consideration are recognised against goodwill only to the extent that they arise from new information obtained within the measurement period (a maximum of 12 months from the acquisition date) about the fair value at the acquisition date. All other subsequent adjustments to contingent consideration classified as an asset or a liability are recognised in profit or loss.

Changes in the Group's interests in subsidiaries that do not result in a loss of control are accounted for as equity transactions. The carrying amounts of the Group's interest and the non-controlling interest are adjusted to reflect the changes in their relative interests in the subsidiaries. Any difference between the amount by which the non-controlling interest is adjusted and the fair value of the consideration paid or received is recognised directly in equity and attributed to owners of the Company.

When the Group loses control of a subsidiary, the profit or loss on disposal is calculated as the difference between (i) the aggregate of the fair value of the consideration received and the fair value of any retained interest and (ii) the previous carrying amount of the assets (including goodwill), and liabilities of the subsidiary and any non-controlling interest. Amounts previously recognised in other comprehensive income in relation to the subsidiary are accounted for in the same manner as would be required if the relevant assets or liabilities were disposed of.

Subsequent to acquisition, the carrying amount of non-controlling interest is the amount of those interests at initial recognition plus the non-controlling interest's share of subsequent changes in equity. Total comprehensive income is attributed to non-controlling interests even if this results in the non-controlling interest having a deficit balance.

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(a) Business combination and basis of consolidation (Continued)

Business combination prior to 1 January 2010

On acquisition, the assets and liabilities of the relevant subsidiaries are measured at their fair values at the date of acquisition. The interest of minority shareholders is stated at the minority's proportion of the fair values of the assets and liabilities recognised.

Transaction costs, other than those associated with the issue of debt or equity securities, that the Group incurred in connected with business combinations were capitalised as part of the cost of the acquisition.

Where losses applicable to the minority exceed the minority's interest in the equity of a subsidiary, the excess, and any further losses applicable to the minority, are charged against the group's interest except to the extent that the minority has a binding obligation to, and is able to, make additional investment to cover the losses. If the subsidiary subsequently reports profits, the group's interest is allocated all such profits until the minority's share of losses previously absorbed by the Group has been recovered.

The Group applies a policy of treating transactions with minority interests as transactions with parties external to the Group. Disposals to minority interests result in gains and losses for the Group are recognised profit or loss. Purchases from minority interests result in goodwill, being the difference between any consideration paid and the relevant share acquired of the carrying amount of net assets of the subsidiary.

(b) Subsidiaries

A subsidiary is an entity over which the Company is able to exercise control. Control is achieved where the Company, directly or indirectly, has the power to govern the financial and operating policies of an entity so as to obtain benefits from its activities. In assessing control, potential voting rights that are presently exercisable are taken into account.

In the Company's statement of financial position, investments in subsidiaries are stated at cost less impairment loss, if any. The results of subsidiaries are accounted for by the Company on the basis of dividend received and receivable.

(c) Goodwill

Goodwill is initially recognised at cost being the excess of the aggregate of consideration transferred and the amount recognised for non-controlling interests over the fair value of identifiable assets, liabilities and contingent liabilities acquired.

Where the fair value of identifiable assets, liabilities and contingent liabilities exceed the fair value of consideration paid, the excess is recognised in profit or loss on the acquisition date, after re-assessment.

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(c) Goodwill (Continued)

Goodwill is measured at cost less impairment losses. For the purpose of impairment testing, goodwill arising from an acquisition is allocated to each of the relevant cash-generating units that are expected to benefit from the synergies of the acquisition. A cash-generating unit to which goodwill has been allocated is tested for impairment annually, and whenever there is an indication that the unit may be impaired.

For goodwill arising on an acquisition in a financial year, the cash-generating unit to which goodwill has been allocated is tested for impairment before the end of that financial year. When the recoverable amount of the cash-generating unit is less than the carrying amount of the unit, the impairment loss is allocated to reduce the carrying amount of any goodwill allocated to the unit first, and then to the other assets of the unit pro-rata on the basis of the carrying amount to each asset in the unit. Any impairment loss for goodwill is recognised in profit or loss and is not reversed in subsequent periods.

(d) Property, plant and equipment

The leasehold land and buildings of owner-occupied properties are stated at revalued amounts, being their fair values at the date of revaluation less any subsequent accumulated depreciation and any subsequent accumulated impairment losses. Revaluations are performed with sufficient regularity to ensure that the carrying amount does not differ materially from that which would be determined using fair values at the end of the reporting period. Increases in value arising on revaluation are recognised in other comprehensive income and accumulated in equity under the heading of properties revaluation reserve. Decreases in value arising on revaluation are first offset against increases on earlier valuations in respect of the same property and thereafter recognised in profit or loss. Any subsequent increases are recognised in profit or loss up to the amount previously charged and thereafter to the properties revaluation reserve.

Upon disposal, the relevant portion of the revaluation reserve realised in respect of previous valuations is released from the properties revaluation reserve to retained profits.

Other property, plant and equipment, other than construction in progress, are stated at cost less accumulated depreciation and accumulated impairment losses, if any.

The cost of property, plant and equipment includes its purchase price and the costs directly attributable to the acquisition of the items.

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

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(d) Property, plant and equipment (Continued)

Property, plant and equipment, other than construction in progress, are depreciated so as to write off their cost or valuation net of expected residual value over their estimated useful lives on a straight-line basis. The useful lives, residual value and depreciation method are reviewed, and adjusted if appropriate, at the end of each reporting period. The useful lives are as follows:

Leasehold land and buildings in Hong Kong	42 years
Buildings in the PRC	20 – 45 years
Leasehold improvements	The shorter of the lease terms or 5 years
Plant and machinery	10 years
Fixtures, furniture and equipment	5 years
Motor vehicles	5 years
Moulds	5 years

Construction in progress is stated at cost less impairment losses. Cost comprises direct costs of construction as well as borrowing costs capitalised during the periods of construction and installation. Capitalisation of these costs ceases and the construction in progress is transferred to the appropriate class of property, plant and equipment when substantially all the activities necessary to prepare the assets for their intended use are completed. No depreciation is provided for in respect of construction in progress until it is completed and ready for its intended use.

An asset is written down immediately to its recoverable amount if its carrying amount is higher than the asset's estimated recoverable amount.

Assets held under finance leases are depreciated over their expected useful lives on the same basis as owned assets, or where shorter, the term of the relevant lease.

The gain or loss on disposal of an item of property, plant and equipment is the difference between the net sale proceeds and its carrying amount, and is recognised in profit or loss on disposal.

(e) Payments for leasehold land held for own use under operating leases

Payments for leasehold land held for own use under operating leases represent up-front payments to acquire long-term interests in lessee-occupied properties. These payments are stated at cost and are amortised over the period of the lease on a straight-line basis as an expense.

(f) Foreign currencies

Transactions entered into by group entities in currencies other than the currency of the primary economic environment in which they operate (the "functional currency") are recorded at the rates ruling when the transactions occur. Foreign currency monetary assets and liabilities are translated at the rates ruling at the end of the reporting period. Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing on the date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(f) Foreign currencies (Continued)

Exchange differences arising on the settlement of monetary items, and on the translation of monetary items, are recognised in profit or loss in the period in which they arise. Exchange differences arising on the retranslation of non-monetary items carried at fair value are included in profit or loss for the period except for differences arising on the retranslation of non-monetary items in respect of which gains and losses are recognised in other comprehensive income, in which case, the exchange differences are also recognised in other comprehensive income.

On consolidation, income and expense items of foreign operations are translated into the presentation currency of the Group (i.e. HK$) at the average exchange rates for the year, unless exchange rates fluctuate significantly during the period, in which case, the rates approximating to those ruling when the transactions took place are used. All assets and liabilities of foreign operations are translated at the rate ruling at the end of the reporting period. Exchange differences arising on translating the opening net assets at opening rate and the results of foreign operations at actual rate are recognised in other comprehensive income and accumulated in equity as the exchange fluctuation reserve. Exchange differences recognised in profit or loss of group entities' separate financial statements on the translation of long-term monetary items forming part of the Group's net investment in the foreign operation concerned are reclassified to other comprehensive income and accumulated in equity as the exchange fluctuation reserve.

On disposal of a foreign operation, the cumulative exchange differences recognised in the exchange fluctuation reserve relating to that operation up to the date of disposal are reclassified to profit or loss as part of the profit or loss on disposal.

Goodwill and fair value adjustments on identifiable assets acquired arising on an acquisition of a foreign operation on or after 1 January 2005 are treated as assets and liabilities of that foreign operation and translated at the rate of exchange prevailing at the end of reporting period. Exchange differences arisen are recognised in the exchange fluctuation reserve.

(g) Financial instruments

(i) Financial assets

The Group classifies its financial assets at initial recognition, depending on the purpose for which the asset was acquired. Financial assets at fair value through profit or loss are initially measured at fair value and all other financial assets are initially measured at fair value plus transaction costs that are directly attributable to the acquisition of the financial assets. Regular way purchases or sales of financial assets are recognised and derecognised on a trade date basis. A regular way purchase or sale is a purchase or sale of a financial asset under a contract whose terms require delivery of the asset within the time frame established generally by regulation or convention in the marketplace concerned.

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(g) Financial instruments (Continued)

(i) Financial assets

Financial assets at fair value through profit or loss

These assets 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.

Subsequent to initial recognition, financial assets at fair value through profit or loss are measured at fair value, with changes in fair value recognised in profit or loss in the period in which they arise.

Loans and receivables

These assets are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They arise principally through the provision of goods and services to customers (trade and bills receivables), and also incorporate other types of contractual monetary asset. Subsequent to initial recognition, they are carried at amortised cost using the effective interest method, less any identified impairment losses.

(ii) Impairment loss on financial assets

The Group assesses, at the end of each reporting period, whether there is any objective evidence that the asset is impaired. Financial asset is impaired if there is objective evidence of impairment as a result of one or more events that has occurred after the initial recognition of the asset and that event has an impact on the estimated future cash flows of the financial asset that can be reliably estimated. Evidence of impairment may include:

- significant financial difficulty of the debtor;
- a breach of contract, such as a default or delinquency in interest or principal payments;
- granting concession to a debtor because of debtors' financial difficulty; and
- it becoming probable that the debtor will enter bankruptcy or other financial reorganisation.

An impairment loss is recognised in profit or loss when there is objective evidence that the asset is impaired, and is measured as the difference between the asset's carrying amount and the present value of the estimated future cash flows discounted at the original effective interest rate. The carrying amount of financial asset is reduced through the use of an allowance account. When any part of financial asset is determined as uncollectible, it is written off against the allowance account for the relevant financial asset.

Impairment losses are reversed in subsequent periods when an increase in the asset's recoverable amount can be related objectively to an event occurring after the impairment was recognised, subject to a restriction that the carrying amount of the asset at the date the impairment is reversed does not exceed what the amortised cost would have been had the impairment not been recognised.

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(g) Financial instruments (Continued)

(iii) Financial liabilities

The Group's financial liabilities include trade payables and other short-term monetary liabilities, bank and other borrowings. They are initially recognised at fair value, net of directly attributable transaction cost and subsequently measured at amortised cost, using the effective interest method. The related interest expense is recognised within "finance costs" in statement of comprehensive income.

Gains or losses are recognised in profit or loss when the liabilities are derecognised as well as through the amortisation process.

(iv) Effective interest method

The effective interest method is a method of calculating the amortised cost of a financial asset or financial liability and of allocating interest income or interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts or payments through the expected life of the financial asset or liability, or where appropriate, a shorter period.

(v) Equity instruments

Equity instruments issued by the Company are recorded at the proceeds received, net of direct issue costs.

(vi) Financial guarantee contracts

A financial guarantee contract is a contract that requires the issuer to make specified payments to reimburse the holder for a loss it incurs because a specified debtor fails to make payment when due in accordance with the original or modified terms of a debt instrument. A financial guarantee contract issued by the Group and not designated as at fair value through profit or loss is recognised initially at its fair value less transaction costs that are directly attributable to the issue of the financial guarantee contract. Subsequent to initial recognition, the Group measures the financial guarantee contract at the higher of: (i) the amount determined in accordance with HKAS 37 – Provisions, Contingent Liabilities and Contingent Assets; and (ii) the amount initially recognised less, when appropriate, cumulative amortisation recognised in accordance with HKAS 18 – Revenue.

(vii) Derecognition

The Group derecognises a financial asset where the contractual rights to the future cash flows in relation to the financial asset expire or where the financial asset has been transferred and the transfer meets the criteria for derecognition in accordance with HKAS 39.

Financial liabilities are derecognised when the obligation specified in the relevant contract is discharged, cancelled or expires.

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(h) Employee benefits

(i) Defined contribution retirement plan

Contributions to defined contribution retirement plans are recognised as an expense in profit or loss when the services are rendered by the employees.

(ii) Employment Ordinance long term service payment

Certain of the Group's Hong Kong based employees have completed the required number of years of service to the Group in order to be eligible for long service payments under the Hong Kong Employment Ordinance in the event of the termination of their employment. The Group is liable to make such payments in the event that such a termination of employment meets the circumstances specified in the Hong Kong Employment Ordinance.

(iii) Termination benefits

Termination benefits are recognised when, and only when, the Group demonstrably commits itself to terminate employment or to provide benefits as a result of voluntary redundancy by having a detailed formal plan which is without realistic possibility of withdrawal.

(iv) Other employee entitlements

Employee entitlements to annual leave are recognised when they accrue to the employees. A provision is made for the estimated liability for annual leave as a result of services rendered by employees up to the end of the reporting period. Employee entitlements to sick leave and maternity leave are not recognised until the time of leave.

(i) Share-based payments

Where share options are awarded to employees and others providing similar services, the fair value of the options at the date of grant is recognised in profit or loss over the vesting period with a corresponding increase in the share-based compensation reserve within equity. Non-market vesting conditions are taken into account by adjusting the number of equity instruments expected to vest at the end of each reporting period so that, ultimately, the cumulative amount recognised over the vesting period is based on the number of options that eventually vest. Market vesting conditions are factored into the fair value of the options granted. As long as all other vesting conditions are satisfied, a charge is made irrespective of whether the market vesting conditions are satisfied. The cumulative expense is not adjusted for failure to achieve a market vesting condition.

Where the terms and conditions of options are modified before they vest, the increase in the fair value of the options, measured immediately before and after the modification, is also recognised in profit or loss over the remaining vesting period.

Where equity instruments are granted to persons other than employees and others providing similar services, the fair value of goods or services received is recognised in profit or loss unless the goods or services qualify for recognition as assets. A corresponding increase in equity is recognised. For cash-settled share-based payments, a liability is recognised at the fair value of the goods or services received.

When the option is exercised, the amount recognised in the share-based compensation reserve is transferred to share premium account. When the option lapses, the amount recognised in the share-based compensation reserve is released directly to retained profits.

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(j) Leasing

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

The Group as lessor

Rental income from operating leases is recognised in profit or loss on a straight-line basis over the term of the relevant lease. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised as an expense on a straight-line basis over the lease term.

The Group as lessee

Assets held under finance leases are initially recognised as an asset at their fair value or, if lower, the present value of the minimum lease payments. The corresponding lease commitment is shown as a liability. Lease payments are analysed between capital and interest. The interest element is charged to profit or loss over the period of the lease and is calculated so that it represents a constant proportion of the lease liability. The capital element reduces the balance owed to the lessor.

The total rentals payable under the operating leases are charged to profit or loss on a straight-line basis over the lease term. Lease incentives received are recognised as an integrated part of the total rental expense, over the term of the lease.

The land and buildings elements of property leases are considered separately for the purposes of lease classification.

(k) Research and development cost

Expenditure on internally developed products is capitalised if it can be demonstrated that:

- it is technically feasible to develop the product for it to be sold;
- adequate resources are available to complete the development;
- there is an intention to complete and sell the product;
- the Group is able to sell the product;
- sale of product will generate future economic benefits; and
- expenditure on the project can be measured reliably.

Capitalised development costs are amortised over the periods the Group expects to benefit from selling the products developed. The amortisation expense is recognised in profit or loss and included in the cost of sales.

Development expenditure not satisfying the above criteria and expenditure on the research phase of internal products projects is recognised in profit or loss as incurred.

(l) Capitalisation of borrowing costs

Borrowing costs attributable directly to the acquisition, construction or production of qualifying assets which require a substantial period of time to be ready for their intended use or sale, are capitalised as part of the cost of those assets. Income earned on temporary investments of specific borrowings pending their expenditure on those assets is deducted from borrowing costs capitalised. All other borrowing costs are recognised in profit or loss in the period in which they are incurred.

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(m) Inventories

Inventories are initially recognised at cost, and subsequently at the lower of cost and net realisable value. Cost comprises all costs of purchase, costs of conversion and other costs incurred in bringing the inventories to their present location and condition. Cost is calculated using the first-in, first-out method. Net realisable value represents the estimated selling price in the ordinary course of business less the estimated costs of completion and the estimated costs necessary to make the sale.

(n) Revenue recognition

Revenue from sales of goods is recognised on transfer of risks and rewards of ownership, which is at the time of delivery and the title is passed to customer.

Recovery of mould costs is recognised when all conditions anticipated by both parties have been met and duly confirmed by customers.

Rental income under operating leases is recognised on a straight-line basis over the term of the relevant lease.

Interest income is accrued on a time basis on the principal outstanding at the applicable interest rate.

Compensation income is recognised when triggering events to receive payment occur and the amount of payment can be reliably measured.

(o) Income taxes

Income taxes for the year comprise current tax and deferred tax.

Current tax is based on the profit or loss from ordinary activities adjusted for items that are non-assessable or disallowable for income tax purposes and is calculated using tax rates that have been enacted or substantively enacted at the end of the reporting period.

Deferred tax arises from temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the corresponding amounts used for tax purposes. Except for goodwill and recognised assets and liabilities that affect neither accounting nor taxable profits, deferred tax liabilities are recognised for all temporary differences. Deferred tax assets are recognised to the extent that it is probable that taxable profits will be available against which deductible temporary differences can be utilised. Deferred tax is measured at the tax rates expected to apply in the period when the liability is settled or the asset is realised based on tax rates that have been enacted or substantively enacted at the end of the reporting period.

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

Income taxes are recognised in profit or loss except when they relate to items recognised in other comprehensive income in which case the taxes are also recognised in other comprehensive income.

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(p) Provisions and contingent liabilities

Provisions are recognised for liabilities of uncertain timing or amount when the Group has a legal or constructive obligation arising as a result of a past event, which will probably result in an outflow of economic benefits that can be reasonably estimated.

Where it is not probable that an outflow of economic benefits will be required, or the amount cannot be estimated reliably, the obligation is disclosed as a contingent liability, unless the probability of outflow of economic benefits is remote. Possible obligations, the existence of which will only be confirmed by the occurrence or non-occurrence of one or more future events, are also disclosed as contingent liabilities unless the probability of outflow of economic benefits is remote.

(q) Dividends

Interim dividends are recognised directly as a liability when they are proposed and declared by the directors. Final dividends proposed by the directors are classified as a separate allocation of retained profits within capital and reserves in the statement of financial position. Final dividends are recognised as a liability when they are approved by the shareholders.

(r) Impairment of other assets

At the end of each reporting period, the Group reviews the carrying amounts of the following assets to determine whether there is any indication that those assets have suffered an impairment loss or an impairment loss previously recognised no longer exists or may have decreased:

- property, plant and equipment;
- payments for leasehold land held for own use under operating leases; and
- investments in subsidiaries.

If the recoverable amount (i.e. the higher of the fair value less costs to sell and value in use) of an asset is estimated to be less than its carrying amount, the carrying amount of the asset is reduced to its recoverable amount. An impairment loss is recognised as an expense immediately, unless the relevant asset is carried at a revalued amount under another HKFRS, in which case the impairment loss is treated as a revaluation decrease under that HKFRS.

Where an impairment loss subsequently reverses, the carrying amount of the asset is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset in prior years. A reversal of an impairment loss is recognised as income immediately, unless the relevant asset is carried at a revalued amount under another HKFRS, in which case the reversal of impairment loss is treated as a revaluation increase under that HKFRS.

5. SEGMENT REPORTING

The Group determines its operating segment based on the reports reviewed by the chief operating decision-maker that are used to make strategic decisions.

The Group has one reportable segment, which is the design, manufacture and sale of electrical hair care products, electrical health care products and other small household electrical appliances.

(a) Information about products

The following is an analysis of the Group's revenue by products:

	2011 HK$'000	2010 HK$'000
Electrical hair care products	**635,531**	588,322
Electrical health care products and other small household electrical appliances	**20,010**	19,257
	655,541	607,579

(b) Geographical information

The Group's revenue is mainly derived from customers located in Europe, North and South America, Asia, Australia and Africa while the Group's business activities are conducted predominantly in Hong Kong and the PRC.

An analysis of the Group's revenue by geographical location of external customers is as follows:

	2011 HK$'000	2010 HK$'000
Europe	**345,707**	289,426
North and South America	**78,148**	113,241
Asia	**194,004**	172,501
Australia	**20,321**	20,300
Africa	**17,361**	12,111
	655,541	607,579

5. SEGMENT REPORTING (Continued)

(b) Geographical information (Continued)

The following is an analysis of the Group's non-current assets by their geographical location:

	2011	2010
	HK$'000	HK$'000
Hong Kong	**25,754**	20,790
PRC (excluding Hong Kong)	**138,271**	133,182
	164,025	153,972

(c) Information about major customers

The following is the Group's major external customers, who contributed 10% or more to the Group's revenue:

	2011	2010
	HK$'000	HK$'000
Customer A	**223,556**	213,076
Customer B	**142,056**	87,701
Customer C (Note)	**N/A**	82,193
Customer D (Note)	**N/A**	76,158

Note:

Customer contributed less than 10% of the Group's total revenue for the year.

6. TURNOVER

The Group is principally engaged in the design, manufacture and sale of electrical hair care products, electrical health care products and other small household electrical appliances. Turnover, which is also the Group's revenue, represents the net invoiced value of goods sold during the year.

7. OTHER INCOME, GAINS AND LOSSES

	2011	2010
	HK$'000	HK$'000
Recovery of mould costs	**7,499**	2,861
Interest income	**171**	86
Sample sales	**22**	79
Compensation received	**5,737**	2,860
Rental income	**130**	127
Net losses on equity securities held for trading	**(210)**	–
Sundry income	**1,977**	3,387
	15,326	9,400

8. PROFIT BEFORE INCOME TAX EXPENSE

Profit before income tax expense is stated after charging/(crediting):

	2011 **HK$'000**	2010 HK$'000
Auditor's remuneration	**659**	653
Cost of inventories recognised as an expense	**520,334**	480,715
Depreciation of property, plant and equipment	**14,974**	16,083
Amortisation of payments for leasehold land held for own use under operating leases	**93**	92
Exchange losses, net	**133**	106
Loss on disposal of property, plant and equipment	**154**	77
Reversal of impairment of trade receivables (Note 21)	**(367)**	(571)
Impairment loss on property, plant and equipment	**1,026**	–
Minimum lease payments under operating leases	**1,171**	1,207
Research and development costs (Note)	**4,854**	4,374
(Reversal of)/write-down of inventories	**(976)**	976

Note:

Research and development costs comprised mainly salaries paid to engineers who are responsible for the research and development functions. Such amounts were included in staff costs (Note 9).

9. STAFF COSTS

	2011 **HK$'000**	2010 HK$'000
Staff costs (including directors' emoluments (Note 15(a)) comprise:		
– salaries and welfare expenses	**131,254**	116,107
– retirement benefits scheme contributions	**4,318**	3,856
	135,572	119,963
Salaries and welfare expenses included the amount paid under PRC sub-processing agreements	**76,651**	66,489

10. FINANCE COSTS

	2011 **HK$'000**	2010 HK$'000
Interest on:		
– bank borrowings wholly repayable within five years	**498**	337
– bank borrowings not wholly repayable within five years	**55**	65
– trust receipt loans	**658**	905
– finance leases	**69**	107
	1,280	1,414

The analysis shows the finance costs of bank borrowings, including term loans which contain a repayment on demand clause, in accordance with the agreed scheduled repayments dates set out in the loan agreements. For the years ended 31 March 2011 and 2010, the interest on bank borrowings which contain a repayment on demand clause amounted to HK$1,211,000 and HK$1,307,000 respectively.

11. INCOME TAX EXPENSE

The amount of taxation in the consolidated statement of comprehensive income represents:

	2011 **HK$'000**	2010 HK$'000
Current tax – Hong Kong Profits Tax		
– tax for the year	**5,251**	3,598
– over provision in respect of prior years	**(164)**	(262)
Current tax – PRC Enterprise Income Tax ("EIT")		
– tax for the year	**6,642**	7,037
	11,729	10,373
Deferred tax (Note 27)		
– current year	**26**	(299)
Income tax expense	**11,755**	10,074

No provision for profits tax for group entities in the Cayman Islands or the British Virgin Islands has been made as these entities had no income assessable for profits tax in these jurisdictions for current and prior years.

Hong Kong Profits Tax is calculated at 16.5% (2010: 16.5%) of the estimated assessable profits for subsidiaries incorporated in Hong Kong.

Other subsidiaries, which were established and operate in the PRC, are subject to EIT at a standard rate of 25% (2010: 25%).

The income tax expense for the year can be reconciled to the profit before income tax expense per the consolidated statement of comprehensive income as follows:

	2011 **HK$'000**	2010 HK$'000
Profit before income tax expense	**77,411**	63,621
Tax calculated at the Hong Kong Profits Tax rate of 16.5% (2010: 16.5%)	**12,773**	10,497
Effect of different tax rates of subsidiaries operating in other jurisdictions	**1,816**	2,270
Tax effect of income not taxable in determining taxable profit (Note)	**(4,647)**	(3,322)
Tax effect of expense not deductible for tax purposes	**2,276**	891
Over provision of current tax in respect of prior years	**(164)**	(262)
Others	**(299)**	–
Income tax expense	**11,755**	10,074

Note:

This amount mainly represents the tax effect of the 50% of assessable profits of a subsidiary, Kenford Industrial Company Limited, which was exempted under Departmental Interpretation and Practice Notes No. 21 issued by the Inland Revenue Department of Hong Kong in respect of claiming 50% of all of its manufacturing profits as offshore in nature and non-taxable.

12. PROFIT ATTRIBUTABLE TO SHAREHOLDERS

Profit attributable to shareholders includes an amount of HK$26,316,000 (2010: HK$20,706,000) (Note 30) which has been dealt with in the financial statements of the Company.

13. DIVIDENDS

	2011 HK$'000	2010 HK$'000
Interim, paid HK$0.021 (2010: HK$0.015) per share	**9,100**	6,500
Final, proposed HK$0.028 (2010: HK$0.025) per share	**12,133**	10,833
Special, proposed HK$0.012 (2010: HK$0.010) per share	**5,200**	4,333
	26,433	21,666

The directors recommended a final dividend of HK$0.028 per share and a special final dividend of HK$0.012 per share, totalling HK$17,333,000 for the year ended 31 March 2011 (2010: a final dividend of HK$0.025 per share and a special final dividend of HK$0.010 per share, totalling HK$15,166,000). These proposed dividends are not recognised as a liability at the end of reporting period.

14. EARNINGS PER SHARE

The calculation of the basic and diluted earnings per share attributable to the ordinary equity holders of the Company is based on the following data:

	2011	2010
Profit for the year (HK$'000)	**65,656**	53,547
Number of shares		
Weighted average number of ordinary shares for the purposes of basic earnings per share (thousands)	**433,336**	433,336
Effect of dilutive potential ordinary shares (thousands):		
– options	**2,302**	–
Weighted average number of ordinary shares for the purposes of diluted earnings per share (thousands)	**435,638**	433,336
Basic earnings per share (HK cent)	**15.151**	12.357
Diluted earnings per share (HK cent) (Note)	**15.071**	12.357

Note:

The computation of diluted earnings per share for the year of 2010 does not assume the exercise of the share options outstanding during the year as the exercise price of the Company's options was higher than the average market price for shares from date of grant to year end. Accordingly, the diluted earnings per share is presented as the same as basic earnings per share in 2010.

15. EMOLUMENTS FOR DIRECTORS AND FIVE HIGHEST PAID INDIVIDUALS

(a) Directors' emoluments

The remuneration of directors for the year ended 31 March 2011 is set out below:

	Fees	Salaries, allowances and benefits in kind	Share-based payments (Note (a))	Discretionary bonuses	Employer's contribution to pension	Total
	HK$'000	HK$'000	HK$'000	HK$'000	HK$'000	HK$'000
Executive directors						
Mr. Lam Wai Ming	4,449	1,890	–	6,162	12	12,513
Mr. Tam Chi Sang	3,163	1,087	–	2,375	12	6,637
Independent non-Executive directors						
Mr. Chiu Fan Wa	96	–	–	–	–	96
Mr. Li Chi Chung	96	–	–	–	–	96
Mr. Li Tat Wah	96	–	–	–	–	96
	7,900	2,977	–	8,537	24	19,438

The remuneration of directors for the year ended 31 March 2010 is set out below:

	Fees	Salaries, allowances and benefits in kind	Share-based payments (Note (a))	Discretionary bonuses	Employer's contribution to pension	Total
	HK$'000	HK$'000	HK$'000	HK$'000	HK$'000	HK$'000
Executive directors						
Mr. Lam Wai Ming	4,299	2,215	36	4,925	12	11,487
Mr. Tam Chi Sang	3,003	1,360	36	1,750	12	6,161
Independent non-Executive directors						
Mr. Chiu Fan Wa	96	–	–	–	–	96
Mr. Li Chi Chung	96	–	–	–	–	96
Mr. Li Tat Wah	96	–	–	–	–	96
	7,590	3,575	72	6,675	24	17,936

Bonuses granted to directors are based on performance.

There were no arrangements under which a director waived or agreed to waive any remuneration for the year ended 31 March 2011 (2010: Nil).

Note:

(a) These represent the estimated value of share options granted to the directors under the Company's share option scheme. The value of these share options is measured according to the Group's accounting policies for share-based payment transactions as set out in Note 4(i).

The details of these benefits in kind including the principal terms and number of options granted are disclosed in Note 29.

15. EMOLUMENTS FOR DIRECTORS AND FIVE HIGHEST PAID INDIVIDUALS (Continued)

(b) Five highest paid individuals

The five highest paid individuals for the year ended 31 March 2011 included two (2010: two) directors whose emoluments are reflected in the analysis presented above. The emoluments payable to the remaining three (2010: three) individuals during the year are summarised as follows:

	2011	2010
	HK$'000	HK$'000
Salaries, allowances and other benefits	**3,663**	3,509
Discretionary bonuses	**570**	340
Share-based payments	**–**	619
Retirement benefits scheme contributions	**36**	36
	4,269	4,504

The emoluments fall within the following bands:

	Number of individuals	
	2011	2010
Emolument band		
Nil to HK$1,000,000	1	1
HK$1,000,001 – HK$1,500,000	–	–
HK$1,500,001 – HK$2,000,000	2	2

No emolument was paid by the Group to any of the directors or the five highest paid individuals as an inducement to join the Group or upon joining the Group or as compensation for loss of office for the year ended 31 March 2011 (2010: HK$Nil).

16. PROPERTY, PLANT AND EQUIPMENT

Group

	Leasehold land and buildings in Hong Kong (Notes (a) and (b)) HK$'000	Buildings in the PRC (Note (b)) HK$'000	Leasehold improvements HK$'000	Plant and machinery (Note (c)) HK$'000	Fixtures, furniture and equipment HK$'000	Motor vehicles (Note (c)) HK$'000	Moulds HK$'000	Construction in progress HK$'000	Total HK$'000
Cost or valuation									
At 1 April 2010	17,910	90,400	10,340	44,261	20,793	4,158	63,569	1,925	253,356
Additions	–	54	1,402	1,595	3,819	1,810	4,450	1,303	14,433
Disposals	–	–	–	(468)	(226)	–	–	–	(694)
Reclassification	–	–	–	–	–	–	70	(70)	–
Revaluation increase	5,210	836	–	–	–	–	–	–	6,046
Currency realignment	–	2,617	131	423	132	67	75	84	3,529
At 31 March 2011	23,120	93,907	11,873	45,811	24,518	6,035	68,164	3,242	276,670
Comprising:									
At cost	–	–	11,873	45,811	24,518	6,035	68,164	3,242	159,643
At valuation – 2011	23,120	93,907	–	–	–	–	–	–	117,027
	23,120	93,907	11,873	45,811	24,518	6,035	68,164	3,242	276,670
Depreciation and impairment									
At 1 April 2010	–	–	7,950	29,995	15,977	1,557	49,241	–	104,720
Depreciation charge for the year	426	2,098	1,081	2,703	1,777	1,051	5,838	–	14,974
Impairment loss for the year	–	–	–	–	–	–	–	1,026	1,026
Written back on disposals	–	–	–	(320)	(210)	–	–	–	(530)
Eliminated on revaluation	(426)	(2,126)	–	–	–	–	–	–	(2,552)
Currency realignment	–	28	92	104	73	29	28	–	354
At 31 March 2011	–	–	9,123	32,482	17,617	2,637	55,107	1,026	117,992
Net book value									
At 31 March 2011	23,120	93,907	2,750	13,329	6,901	3,398	13,057	2,216	158,678
Cost or valuation									
At 1 April 2009	19,200	79,856	9,297	43,489	18,911	3,704	55,996	2,022	232,475
Additions	–	220	1,011	734	2,476	633	6,453	3,102	14,629
Disposals	–	–	–	(68)	(623)	(188)	–	–	(879)
Reclassification	–	2,108	–	–	–	–	1,108	(3,216)	–
Revaluation (decrease)/increase	(1,290)	7,635	–	–	–	–	–	–	6,345
Currency realignment	–	581	32	106	29	9	12	17	786
At 31 March 2010	17,910	90,400	10,340	44,261	20,793	4,158	63,569	1,925	253,356
Comprising:									
At cost	–	–	10,340	44,261	20,793	4,158	63,569	1,925	145,046
At valuation – 2010	17,910	90,400	–	–	–	–	–	–	108,310
	17,910	90,400	10,340	44,261	20,793	4,158	63,569	1,925	253,356
Depreciation									
At 1 April 2009	457	1,478	6,870	26,294	14,656	1,028	42,800	–	93,583
Depreciation charge for the year	457	1,855	1,063	3,682	1,875	712	6,439	–	16,083
Written back on disposals	–	–	–	(26)	(568)	(188)	–	–	(782)
Eliminated on revaluation	(914)	(3,343)	–	–	–	–	–	–	(4,257)
Currency realignment	–	10	17	45	14	5	2	–	93
At 31 March 2010	–	–	7,950	29,995	15,977	1,557	49,241	–	104,720
Net book value									
At 31 March 2010	17,910	90,400	2,390	14,266	4,816	2,601	14,328	1,925	148,636

16. PROPERTY, PLANT AND EQUIPMENT (Continued)

Notes:

(a) The Group's interests in leasehold land and buildings are situated in Hong Kong and held under medium-term lease.

(b) At 31 March 2010, the leasehold land and buildings in Hong Kong and buildings in the PRC were revalued on a basis of market value in existing use by qualified valuers from an independent firm, LCH (Asia-Pacific) Surveyors Limited.

At 31 March 2011, the leasehold land and buildings in Hong Kong were revalued by directors on a basis of recent market transactions. For the buildings in the PRC, they were revalued on a basis of market value in existing use by qualified valuers from an independent firm, LCH (Asia-Pacific) Surveyors Limited.

Had the leasehold land and buildings in Hong Kong and buildings in the PRC been carried at cost less accumulated depreciation and accumulated impairment losses, their carrying value would have been HK$10,128,000 and HK$31,099,000 (2010: HK$10,409,000 and HK$31,972,000) respectively.

(c) The net book values of property, plant and equipment held by the Group under finance leases are summarised as follows:

	Plant and machinery HK$'000	**Motor vehicles** HK$'000	**Total** HK$'000
At 31 March 2011	–	1,203	1,203
At 31 March 2010	4,517	1,758	6,275

17. PAYMENTS FOR LEASEHOLD LAND HELD FOR OWN USE UNDER OPERATING LEASES

The Group's interests in leasehold land held for own use under operating leases comprise:

	2011 **HK$'000**	2010 HK$'000
Leasehold land situated in the PRC:		
– medium-term lease	**3,944**	3,933

18. GOODWILL

Group

	HK$'000
Carrying amount	
At 1 April 2009, 31 March 2010, 1 April 2010 and 31 March 2011	1,403

The amount represents goodwill arising on the acquisition of interests in Kario Company Limited ("Kario HK") and its subsidiaries (collectively referred to as the "Kario Group"), which was completed on 23 March 2005.

Goodwill has been allocated to one single cash generating unit, Kario Group. The recoverable amount has been determined based on a value in use calculation. The calculation applies cash flow projections based on financial budgets approved by management covering a 5-year period, and at a discount rate of 9.8% (2010: 9.8%) per annum. Cash flows for the first financial period is based on expected sales orders estimated by the management. Cash flows for the second to the fifth financial periods are extrapolated using the steady growth rates ranging from 5 to 7% (2010: 5 to 7%). Budgeted gross margin is determined based on the unit's past performance and management's expectations for the market development. Management believes that any reasonably possible change in any of these assumptions would not cause the aggregate carrying amount to exceed the aggregate recoverable amount.

19. INVESTMENTS IN SUBSIDIARIES

Company

	2011	2010
	HK$'000	HK$'000
Unlisted shares, at cost	**58**	58

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

19. INVESTMENTS IN SUBSIDIARIES (Continued)

Details of the subsidiaries as at 31 March 2011 are as follows:

Name of subsidiary	Form of business structure	Place of incorporation/ registration and operation	Issued and paid up shares/ registered capital	Percentage of ownership interest attributable to the Company		Principal activities
				Directly	Indirectly	
Asia Pilot Development Limited	Corporation	The British Virgin Islands ("BVI")	US$1	100%	–	Investment holding
Kenford Industrial Company Limited (Note (a))	Corporation	Hong Kong	HK$1,000,000	–	100%	Design, manufacture and sale of electrical hair care products, electrical health care products and other small household electrical appliances
Sky Ocean Group Limited	Corporation	BVI	US$1	–	100%	Investment holding
Kario Company Limited	Corporation	Hong Kong	HK$10,000	–	100%	Investment holding and trading
Dongguan Kario Electrical Appliance Company Limited ("DG Kario") (Note (b))	Corporation	The PRC	US$4,050,000	–	100%	Design, manufacture and sale of electrical hair care products and other electrical appliances
Talent Star (China) Limited	Corporation	Hong Kong	HK$1	–	100%	Managerial services for group companies
Fame Motor Limited	Corporation	Hong Kong	HK$1	–	100%	Investment holding and trading
Dongguan Fame Motor Limited ("DG Fame Motor") (Note (b))	Corporation	The PRC	US$1,210,000	–	100%	Design, manufacture and sale of motors
Dongguan Kenford Electrical Appliance Company Limited ("DG Kenford") (Note (b))	Corporation	The PRC	HK$10,000,000	–	100%	Not yet commence business

None of the subsidiaries had any debt securities subsisting at the end of year or at any time during the year.

Notes:

(a) Kenford Industrial Company Limited carries out its manufacturing activities through a processing factory in the PRC under a contract processing agreement, which will be expired on 9 July 2011, the management is in the process of transferring the existing operations into DG Kenford, a wholly foreign owned enterprise.

(b) These entities are registered as wholly foreign owned enterprises under the PRC law. The English translation of the company names is for reference only. The official names of these companies are in Chinese.

20. INVENTORIES

Group

	2011 HK$'000	2010 HK$'000
Raw materials	**62,030**	40,756
Work-in-progress	**8,574**	8,348
Finished goods	**22,213**	18,575
	92,817	67,679

21. TRADE AND BILLS RECEIVABLES

Group

In general, the credit terms granted by the Group ranged from 14 to 90 days.

	2011 HK$'000	2010 HK$'000
Trade receivables	**125,868**	110,608
Bills receivables	**17,637**	13,606
	143,505	124,214

The aging analysis of trade receivables, net of impairment, prepared based on delivery date is as follows:

	2011 HK$'000	2010 HK$'000
Aged:		
Within 60 days	**82,392**	79,109
61 – 120 days	**43,476**	31,444
121 – 365 days	**–**	55
	125,868	110,608

The maturity dates of bills receivables are generally between one to three months.

21. TRADE AND BILLS RECEIVABLES (Continued)

Trade receivables (net of impairment losses) with the following aging analysis using allowed credit term as of the end of the reporting period:

	2011 HK$'000	2010 HK$'000
Current (Note (a))	**100,813**	104,551
Less than 60 days past due	**24,480**	6,023
61 to 120 days past due	**575**	32
121 to 365 days past due	**–**	2
Amount past due but not impaired at the end of reporting period (Note (b))	**25,055**	6,057
	125,868	110,608

Notes:

(a) The balances that were neither past due nor impaired relate to customers for whom there was no recent history of default.

(b) The balances that were past due but not impaired relate to a number of customers that have a good track record with the Group. Based on the past experience, the management estimated that the carrying amounts could be fully recovered.

The below table reconciled the impairment loss of trade receivables for the year:

	2011 HK$'000	2010 HK$'000
At beginning of year	**718**	1,286
Reversal of impairment loss previously recognised	**(367)**	(571)
Exchange realignments	**1**	3
At end of year	**352**	718

22. EQUITY SECURITIES HELD FOR TRADING

Group

	2011 HK$'000	2010 HK$'000
Equity securities held for trading		
– Listed in Hong Kong	**8,426**	–

23. CASH AND CASH EQUIVALENTS

Cash and cash equivalents comprise:

	Group		Company	
	2011	2010	**2011**	2010
	HK$'000	HK$'000	**HK$'000**	HK$'000
Cash available on demand	**134,756**	135,017	**2,267**	466
Short-term fixed rate deposits	**10,000**	7,879	**–**	–
	144,756	142,896	**2,267**	466

24. TRADE PAYABLES

Group

In general, the credit terms granted by suppliers ranged from 30 to 120 days. The aging analysis of trade payables prepared based on delivery date is as follows:

	2011	2010
	HK$'000	HK$'000
Aged:		
Within 60 days	**76,938**	73,733
61 – 120 days	**5,461**	5,843
121 – 365 days	**1,167**	759
More than 365 days	**362**	298
	83,928	80,633

25. BORROWINGS

Group

	At 31 March		At 1 April
	2011	2010	2009
	HK$'000	HK$'000	HK$'000
		(Restated)	(Restated)
Trust receipt loans (secured)	**62,070**	48,793	61,463
Other bank loans	**29,255**	39,715	34,014
	91,325	88,508	95,477

At 31 March 2011, total borrowings were scheduled to repay as follows:

	At 31 March		At 1 April
	2011	2010	2009
	HK$'000	HK$'000	HK$'000
		(Restated)	(Restated)
Within one year	**69,622**	59,253	69,666
More than one year, but not exceeding two years	**7,648**	7,552	5,203
More than two years, but not exceeding five years	**14,055**	21,703	15,610
More than five years	**–**	–	4,998
	91,325	88,508	95,477
Current liabilities	**(91,325)**	(88,508)	(95,477)
	–	–	–

At 31 March 2011, the bank borrowings carry interest at rates ranging from 0.40% to 1.50% (2010: 0.40% to 1.88%) per annum above the one, two, three or six month(s) HIBOR (Hong Kong Interbank Offered Rate) or 1% below the Prime Rate.

The current liabilities include term loans of HK$21,703,000 (2010: HK$29,255,000) that are not scheduled to repay within one year. They are classified as current liabilities as the related loan agreements contain a clause that provides the lenders with an unconditional right to demand repayment at any time at its own discretion.

26. OBLIGATIONS UNDER FINANCE LEASES

The Group has finance leases for various items of machinery and equipment. These leases have rental periods approximate to the estimated useful economic lives of the assets and purchase options at a nominal amount.

Future minimum lease payments are due as follows:

	2011			2010		
	Minimum lease payments HK$'000	**Interest HK$'000**	**Present value HK$'000**	Minimum lease payments HK$'000	Interest HK$'000	Present value HK$'000
Not later than one year	**550**	**(51)**	**499**	976	(68)	908
Later than one year and not later than two years	**654**	**(36)**	**618**	550	(51)	499
Later than two years and not later than five years	**–**	**–**	**–**	654	(36)	618
	1,204	**(87)**	**1,117**	2,180	(155)	2,025

The present value of future lease payments are analysed as:

	2011 HK$'000	2010 HK$'000
Current liabilities	**499**	908
Non-current liabilities	**618**	1,117
	1,117	2,025

The Group's obligations under finance leases are secured by the lessor's charge over the leased assets (Note 16(c)).

27. DEFERRED TAX

Group

The movements of the Group's deferred tax assets/(liabilities) during the year are as follows:

	Note	Accelerated depreciation allowance HK$'000	Provisions HK$'000	Properties revaluation HK$'000	Total HK$'000
At 1 April 2010		(2,824)	1,470	(10,279)	(11,633)
Credited/(charged) to profit or loss	11	33	(59)	–	(26)
Charged to other comprehensive income		–	–	(1,081)	(1,081)
Exchange realignments		–	–	(426)	(426)
At 31 March 2011		(2,791)	1,411	(11,786)	(13,166)

	Note	Accelerated depreciation allowance HK$'000	Provisions HK$'000	Properties revaluation HK$'000	Total HK$'000
At 1 April 2009		(2,799)	1,192	(7,658)	(9,265)
(Charged)/credited to profit or loss	11	(25)	278	46	299
Charged to other comprehensive income		–	–	(2,581)	(2,581)
Exchange realignments		–	–	(86)	(86)
At 31 March 2010		(2,824)	1,470	(10,279)	(11,633)

Under the PRC law, withholding tax is imposed on dividends declared in respect of profits earned by subsidiaries in the PRC from 1 January 2008 onwards. Deferred tax liabilities have not been provided for in the consolidated financial statements in respect of the temporary differences attributable to the profits earned by subsidiaries in the PRC amounting to HK$40,610,000 (2010: HK$28,285,000) as the Group is able to control the timing of the reversal of the temporary differences and it is probable that the temporary differences will not reverse in the foreseeable future.

28. SHARE CAPITAL

Group and Company

	2011 Number '000	2011 HK$'000	2010 Number '000	2010 HK$'000
Authorised share capital				
Ordinary shares of HK$0.001 each				
At beginning period and end of period	**1,000,000**	**1,000**	1,000,000	1,000
Issued share capital				
Ordinary shares of HK$0.001 each				
At beginning period and end of period	**433,336**	**433**	433,336	433

Capital management policy

The Group's objectives when managing capital are to safeguard the group entities' ability to continue as a going concern, so that it can continue to provide returns for shareholders and benefits for other stakeholders.

The Group sets the amount of capital in proportion to risk. The Group manages the capital structure and makes adjustments to it in the light of changes in economic conditions and risk characteristics of the underlying assets. In order to maintain or adjust the capital structure, the Group may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares or sell assets to reduce debts. No changes were made to the objectives or policies during the year.

29. SHARE-BASED PAYMENTS

The Company operates an equity-settled share-based remuneration scheme for directors and other senior management.

Details and movements of the share options are as follows:

	2011 Weighted average exercise price HK$	2011 Number of share options	2010 Weighted average exercise price HK$	2010 Number of share options
Outstanding at beginning of year	**0.53**	**12,790,000**	–	–
Granted during the year	**–**	**–**	0.53	12,790,000
Outstanding at end of year	**0.53**	**12,790,000**	0.53	12,790,000

29. SHARE-BASED PAYMENTS (Continued)

The weighted average exercise price of options outstanding at the end of reporting period was HK$0.53 (2010: HK$0.53) and their weighted average remaining contractual life was 2.52 years (2010: 3.52 years).

In accordance with HKFRS 2, the fair value of share options granted to employees determined at the date of grant is expensed over the vesting period, with a corresponding adjustment to the share-based compensation reserve. An amount of share option expense of approximately HK$1,162,000 has been recognised with a corresponding adjustment recognised in the Group's share-based compensation reserve during the year ended 31 March 2010.

The above share options were granted on 22 February 2010. The fair value of the options determined at the date of grant using the Binomial option pricing model was approximately HK$0.09 per share option.

The following assumptions were used to calculate the fair values of share options:

Weighted average share price at grant date	HK$0.47
Exercise price	HK$0.50 – HK$0.60
Weighted average contractual life	3.52 years
Expected volatility	49.93% – 54.18%
Expected dividend yield	12.59%
Risk free interest rate	1.07% – 1.57%

The volatility assumption, measured at the standard deviation of expected share price returns, is based on a statistical analysis of daily share prices over 3.1 to 4.1 years.

The expected dividend yield is calculated based on the historical dividend payout records of the Company from 2006 to 2009.

For the purposes of calculating the fair value, no adjustment has been made in respect of expected forfeitures, due to lack of historical data.

The Binomial option pricing model requires the input of highly subjective assumptions, including the volatility of share price. The changes in subjective input assumptions can materially affect the fair value estimate.

No share options were granted, exercise or lapsed during the year ended 31 March 2011.

30. RESERVES

Company

	Share premium HK$'000	Share-based compensation reserve HK$'000	Proposed dividends HK$'000	Retained profits HK$'000	Total HK$'000
At 1 April 2010	55,496	1,162	15,166	2,857	74,681
Profit and total comprehensive income for the year	–	–	–	26,316	26,316
2010 final dividend paid	–	–	(10,833)	–	(10,833)
Interim dividend paid	–	–	–	(9,100)	(9,100)
Special dividend paid	–	–	(4,333)	–	(4,333)
Proposed final dividend	–	–	12,133	(12,133)	–
Proposed special final dividend	–	–	5,200	(5,200)	–
At 31 March 2011	55,496	1,162	17,333	2,740	76,731

	Share premium HK$'000	Share-based compensation reserve HK$'000	Proposed dividends HK$'000	Retained profits HK$'000	Total HK$'000
At 1 April 2009	55,496	–	9,966	3,817	69,279
Profit and total comprehensive income for the year	–	–	–	20,706	20,706
Recognition of equity-settled share-based payments	–	1,162	–	–	1,162
2009 final dividend paid	–	–	(5,633)	–	(5,633)
Interim dividend paid	–	–	–	(6,500)	(6,500)
Special dividend paid	–	–	(4,333)	–	(4,333)
Proposed final dividend	–	–	10,833	(10,833)	–
Proposed special final dividend	–	–	4,333	(4,333)	–
At 31 March 2010	55,496	1,162	15,166	2,857	74,681

31. FINANCIAL INSTRUMENTS – RISK MANAGEMENT

The Group is exposed through its operations to the following risks from its use of financial instruments:

- Market risks (Interest rate risk and foreign exchange risk)
- Liquidity risk
- Credit risk
- Equity price risk

Policies for managing these risks are set by the Board of Directors and implemented centrally by the management. The policy for each of the above risks is described in more detail below.

(a) Market risks

(i) Interest rate risk

The Group currently does not have an interest rate hedging policy. However, the management monitors interest rate exposure and will consider hedging significant interest rate exposure should the need arise. The Group is exposed to interest rate risk as entities in the Group may borrow funds at both fixed interest rates and floating interest rates. The Group manages the risk by maintaining an appropriate mix between fixed and floating rate borrowings. Although the board of directors accepts that this policy neither protects the Group entirely from the risk of paying rates in excess of current market rates nor eliminates fully cash flow risk associated with interest payments, it considers that it achieves an appropriate balance of exposure to these risks. This policy is managed centrally.

The following table details interest rates analysis that the management of the Group evaluates their interest rate risk.

	2011		2010	
	Weighted average effective interest rate	**Carrying amount HK$'000**	Weighted average effective interest rate	Carrying amount HK$'000
Financial assets				
Floating rate deposit				
– cash at bank	**0.06%**	**133,278**	0.02%	133,447
Financial liabilities				
Floating rate borrowings				
– trust receipt loans	**1.69%**	**62,070**	1.61%	48,793
– other bank loans	**1.62%**	**29,255**	1.55%	39,715

31. FINANCIAL INSTRUMENTS – RISK MANAGEMENT (Continued)

(a) Market risks (Continued)

(i) Interest rate risk (Continued)

Sensitivity analysis

The following table indicates the approximate change in the profit after income tax expense in response to reasonably possible changes in an interest rate to which the Group has significant exposure at the end of reporting period. In determining the effect on profit after income tax expense on the next accounting period, the management assumes that the change in interest rate had occurred at the end of reporting period and all other variables remain constant. There is no change in the methods and assumptions used in 2010 and 2011.

	2011	2010
	Effect on profit after income tax expense	Effect on profit after income tax expense
	HK$'000	HK$'000
Interest rate		
– increase by 200 basis points	**1,140**	1,191
– decrease by 200 basis points	**(1,140)**	(1,191)

(ii) Foreign exchange risk

Foreign exchange risk arises when group entities enter into transactions denominated in a currency other than their functional currencies. The Group's monetary assets and transactions are mainly denominated in RMB, HKD, USD, JPY and EUR. The Group considers the exchange rate fluctuation between HKD and USD insignificant as HKD and USD are pegged. The exchange rates among HKD with RMB, JPY and EUR are not pegged, and there is fluctuation of exchange rates among these currencies. The management from time to time monitors foreign exchange exposure and will consider hedging significant foreign currency exposure should the need arise.

31. FINANCIAL INSTRUMENTS – RISK MANAGEMENT (Continued)

(a) Market risks (Continued)

(ii) Foreign exchange risk (Continued)

The carrying amounts of the Group's significant foreign currency denominated assets and monetary liabilities at the end of reporting period are as follows:

	2011		2010	
	Assets HK$'000	**Liabilities HK$'000**	Assets HK$'000	Liabilities HK$'000
USD	**132,059**	**13,575**	148,615	17,441
JPY	**10**	**939**	–	–
RMB	**3,890**	**16,729**	3,719	17,475
EUR	**960**	**30**	617	22
	136,919	**31,273**	152,951	34,938

Sensitivity analysis

The sensitivity analysis on foreign exchange risk includes monetary financial assets and liabilities that are denominated in a foreign currency, i.e. in a currency other than the functional currency in which they are measured. The following table indicates the approximate effect on the profit after income tax expense in the next accounting period in response to reasonably possible changes in an exchange rate to which the Group has significant exposure at the end of reporting period.

	2011 Effect on profit after income tax expense HK$'000	2010 Effect on profit after income tax expense HK$'000
RMB to HKD:		
– appreciates by 4% (2010: 4%)	**(429)**	(459)
– depreciates by 4% (2010: 4%)	**429**	459
EUR to HKD:		
– appreciates by 9% (2010: 9%)	**70**	45
– depreciates by 9% (2010: 9%)	**(70)**	(45)
JPY to HKD:		
– appreciates by 7%	**(54)**	–
– depreciates by 7%	**54**	–

31. FINANCIAL INSTRUMENTS – RISK MANAGEMENT (Continued)

(b) Liquidity risk

In the management of liquidity risk, the Group monitors and maintains a level of cash and cash equivalents deemed adequate by the management to finance the Group's operations and mitigate the effects of short-term fluctuation in cash flows. The management of the Group is responsible for maintaining a balance between continuity and flexibility of funding through the use of banking facilities in order to meet the Group's liquidity requirements.

The contractual maturities of financial liabilities are shown as below:

Group

At 31 March 2011	**Weighted average interest rate**	**On demand**	**Within 1 year**	**More than 1 year but less than 5 years**	**Total undiscounted cash flows**	**Carrying amount**
		HK$'000	**HK$'000**	**HK$'000**	**HK$'000**	**HK$'000**
Non-derivative financial liabilities						
Trade payables	**–**	**–**	**83,928**	**–**	**83,928**	**83,928**
Accruals and other payables	**–**	**–**	**15,560**	**–**	**15,560**	**15,560**
Trust receipt loans	**1.69%**	**62,070**	**–**	**–**	**62,070**	**62,070**
Other bank loans	**1.62%**	**29,255**	**–**	**–**	**29,255**	**29,255**
Obligations under finance leases	**2.48%**	**–**	**550**	**654**	**1,204**	**1,117**
		91,325	**100,038**	**654**	**192,017**	**191,930**

At 31 March 2010 (Restated)	Weighted average interest rate	On demand	Within 1 year	More than 1 year but less than 5 years	Total undiscounted cash flows	Carrying amount
		HK$'000	HK$'000	HK$'000	HK$'000	HK$'000
Non-derivative financial liabilities						
Trade payables	–	–	80,633	–	80,633	80,633
Accruals and other payables	–	–	13,420	–	13,420	13,420
Trust receipt loans	1.61%	48,793	–	–	48,793	48,793
Other bank loans	1.55%	39,715	–	–	39,715	39,715
Obligations under finance leases	2.25%	–	976	1,204	2,180	2,025
		88,508	95,029	1,204	184,741	184,586

31. FINANCIAL INSTRUMENTS – RISK MANAGEMENT (Continued)

(b) Liquidity risk (Continued)

Group (Continued)

Bank borrowings with a repayment on demand clause are included in the "on demand" time band in the above maturity analysis. At 31 March 2011, the aggregate principal amounts of these bank borrowings amounted to HK$91,325,000 (2010: HK$88,508,000) of which interest payments computed using contractual rates are not included. Taking into account the Group's financial position, the directors do not believe that it is probable that the bank will exercise its discretionary rights to demand immediate repayment.

For the purpose of managing liquidity risk, the management reviews the expected cash flow information of the Group's bank borrowings with a repayment on demand clause based on the scheduled repayment dates set out in the agreements as set out in the table below.

	Within 1 year	**More than 1 year but less than 5 years**	**Total undiscounted cash flows**	**Carrying amount**
	HK$'000	HK$'000	HK$'000	HK$'000
At 31 March 2011				
Bank borrowings with a repayment on demand clause	70,260	22,935	93,195	91,325
At 31 March 2010				
Bank borrowings with a repayment on demand clause	59,970	31,814	91,784	88,508

Company

At 31 March 2011	**On demand**	**Within 1 year**	**More than 1 year but less than 5 years**	**Total undiscounted cash flows**	**Carrying amount**
	HK$'000	HK$'000	HK$'000	HK$'000	HK$'000
Non-derivative financial liabilities					
Accruals and other payables	–	348	–	348	348
Financial guarantee contracts	92,442	–	–	92,442	–
	92,442	348	–	92,790	348

31. FINANCIAL INSTRUMENTS – RISK MANAGEMENT (Continued)

(b) Liquidity risk (Continued)

Company (Continued)

At 31 March 2010 (Restated)	On demand HK$'000	Within 1 year HK$'000	More than 1 year but less than 5 years HK$'000	Total undiscounted cash flows HK$'000	Carrying amount HK$'000
Non-derivative financial liabilities					
Accruals and other payables	–	375	–	375	375
Financial guarantee contracts	90,553	–	–	90,553	–
	90,553	375	–	90,928	375

(c) Credit risk

Credit risk refers to the risk that counterparty will default on its contractual obligations resulting in financial loss to the Group. The Group exposed to credit risk from loans and receivables. The Group has adopted a credit policy to monitor and mitigate credit risk arising from trade and bills receivables. Credit limit is regularly reviewed and approved by the Board. The Group assesses credit risk based on customer's past due record, trading history, financial condition or credit rating. During the year, the four major customers of the Group accounted for approximately 69% (2010: 76%) of total turnover of the Group. The Group strives to diversify its business base to ensure that there are no significant concentrations of credit risk.

Without taking account of any collateral held or other credit enhancements, the maximum exposure to credit risk on loans and receivables are the carrying amount of these assets and the maximum exposure to credit risk to the Group is HK$287,703,000 (2010: HK$266,552,000), including HK$143,278,000 (2010: HK$141,325,000), being the amount of deposits placed in creditworthy banks.

(d) Equity price risk

The Group is exposed to equity price changes arising from equity instruments classified as trading securities. All of these investments are listed.

The Group's listed investments are listed on the Stock Exchange. Decisions to buy and sell trading securities are based on daily monitoring of the performance of individual securities compared to that of the Index and other industry indicators, as well as the Group's liquidity needs.

31. FINANCIAL INSTRUMENTS – RISK MANAGEMENT (Continued)

(d) Equity price risk (Continued)

Sensitivity analysis

The sensitivity analysis on equity price risk includes the Group's financial instruments, which fair value or future cash flows will fluctuate because of changes in their corresponding or underlying asset's equity price. If the prices of the respective equity instruments had been 5% higher/lower, profit for the year would increase/decrease by HK$352,000 (2010: HK$Nil).

32. FINANCIAL INSTRUMENTS – CARRYING AMOUNT AND FAIR VALUE

The directors considered that the carrying amounts of financial assets and financial liabilities carried at amortised cost approximate to their fair values.

The Group's equity securities held for trading (Note 22), which have standard terms and conditions and traded on active liquid markets, were measured at fair value, which are determined with reference to quoted market prices (i.e. Level 1 fair value hierarchy as defined by HKFRS 7 – Financial Instruments: Disclosures).

33. CRITICAL ACCOUNTING JUDGMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY

The following are 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 and are also discussed below.

Depreciation, revaluation and impairment of property, plant and equipment

Property, plant and equipment are depreciated on a straight-line basis over the estimated useful lives of the assets, after taking into account their estimated residual values. The Group reviews the estimated useful lives of the assets regularly. The useful lives are based on the Group's historical experience with similar assets and taking into account anticipated technological changes. The depreciation expense for future periods is adjusted if there are significant changes from previous estimates.

The revalued amount of certain property, plant and equipment was based on valuation on these assets conducted by independent firms of professional valuer or directors, as the case may be, using valuation techniques which involve certain assumptions of market conditions. Favourable or unfavourable changes to these assumptions would result in changes in the carrying amounts of these assets.

The impairment loss for property, plant and equipment is recognised as the amount by which the carrying amount exceeds its recoverable amount in accordance with the accounting policy stated in Notes 4(d) and 4(r). The recoverable amounts have been determined based on fair value less costs to sell, which are based on the best available information obtained at the end of each reporting period, from the disposal of the asset in an arm's length transactions between independent and willing parties, after considering the cost of disposal.

33. CRITICAL ACCOUNTING JUDGMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY (Continued)

Impairment loss on trade receivables

The policy for impairment of trade receivables of the Group is based on the evaluation of collectability and aging analysis of the trade receivables and on management's judgment. A considerable amount of judgment is required in assessing the ultimate realisation of these trade receivables, including the current creditworthiness and the past collection history of each customer. If the financial conditions of customers of the Group were to deteriorate, resulting in an impairment of their ability to make payments, additional impairment may be required.

Net realisable value of inventories

Net realisable value of inventories represent the estimated selling price in the ordinary course of business, less estimated costs of completion and the estimated costs necessary to make the sale. The management estimates the net realisable value for such inventories based primarily on the latest invoice prices, current market conditions and the historical experience of manufacturing and selling products of a similar nature. The management of the Group reviews the assessment at the end of each reporting period.

34. RETIREMENT BENEFITS

The Group operates a defined contribution, Mandatory Provident Fund retirement benefits scheme (the "MPF Scheme") under the Mandatory Provident Fund Schemes Ordinance, for all of its employees in Hong Kong. The Group is required to contribute 5% of the monthly salaries (up to a maximum contribution of HK$1,000) for all Hong Kong based employees to the MPF Scheme.

The employees of DG Kario and DG Fame Motor, wholly owned subsidiaries of the Group, are required to participate in a defined contribution retirement benefit plan organised by the local municipal government in the PRC under which the subsidiaries and the employees are required to make monthly contributions to the plan calculated at 16% of the employees' average monthly salary in the preceding year.

The Group's contributions for the year amounted to approximately HK$4,318,000 (2010: HK$3,856,000).

Under the Hong Kong Employment Ordinance, the Group is obliged to make lump sum payments on cessation of employment in certain circumstances to employees who have completed at least five years of service with the Group. The amount payable is dependent on the employees' final salary and years of service, and is reduced by entitlements accrued under the Group's MPF Scheme that are attributable to contributions made by the Group. The Group does not set aside any assets to fund any remaining obligations.

35. CONTINGENT LIABILITIES

(a) A High Court action was commenced by WIK Far East Limited ("WIK") against a subsidiary of the Group on 27 April 2004 in respect of alleged infringements of a patent in respect of retractable brushes.

On 17 July 2010, the Group sent a letter to WIK to propose settlement and WIK replied with its intention to reach agreement on 8 September 2010. On 28 March 2011, the legal counsels of the Group and WIK filed a joint application by way of Consent Summons to the Court of First Instance of HKSAR to discontinue the litigation. As at 31 March 2011, the directors have confirmed that the Group and WIK agreed to wholly discontinue the claims against each other.

(b) As at 31 March 2011, the Company has issued guarantees to certain financial institutions in respect to banking facilities made available to its subsidiaries of HK$214,549,000 (2010: HK$198,265,000). Under the guarantees, the Company is liable to the amount due from the subsidiaries to these respective parties in event of any default and its liability shall at no time exceed the sum stated on the banking facilities letter.

As at 31 March 2011, the directors do not consider it probable that a claim will be made against the Company under any of the guarantees. The amount utilised at the end of reporting period under the guarantees above is approximately HK$92,442,000 (2010: HK$90,553,000).

In the opinion of the directors, no material liabilities will arise from the above corporate guarantee which arose in the ordinary course of the business and the fair value of the guarantee granted by the Company is insignificant.

36. CAPITAL COMMITMENTS

Group

	2011 **HK$'000**	2010 HK$'000
Commitments for acquisition of property, plant and equipment:		
– contracted for but not provided in the financial statements	**2,238**	2,755

37. LEASE ARRANGEMENTS

The Group has future minimum lease payments in respect of staff quarters and production properties under non-cancellable operating leases, which are due for payments as follows:

	2011 **HK$'000**	2010 HK$'000
Not later than one year	**958**	953
Later than one year and not later than five years	**757**	717
	1,715	1,670

38. RELATED PARTY TRANSACTIONS

(a) In addition to the transactions and balances set out in Notes 19, 29 and 35 above, the Group has the following material related party transactions during the year:

		Transaction amount	
Related party relationship	**Type of transaction**	**2011**	2010
		HK$'000	HK$'000
Family member of a director	Disposal of motor vehicle	**10**	–

(b) Compensation of key management personnel

The remuneration of directors and other members of key management during the year were as follows:

	2011	2010
	HK$'000	HK$'000
Key management personnel compensation:		
– basic salaries	**16,355**	15,638
– share-based payments	**–**	1,162
– discretionary bonuses	**9,430**	7,120
– contributions to defined contribution plan	**96**	84
	25,881	24,004

Key management personnel are those persons have authority and responsibility for planning, directing and controlling the activities of the Group, including directors and other senior management, totalling 8 individuals (2010: 8 individuals).

39. APPROVAL OF FINANCIAL STATEMENTS

The financial statements were approved and authorised for issue by the Board of Directors on 21 June 2011.

Five Years Financial Summary

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

	As at 31st March,				
	2011	2010	2009	2008	2007
	HK$'000	HK$'000	HK$'000	HK$'000	HK$'000
		(Restated)	(Restated)	(Restated)	(Restated)
Non-current assets					
Property, plant and equipment	**158,678**	148,636	138,892	130,077	96,167
Payments for leasehold land held for own use under operating leases	**3,944**	3,933	3,996	4,067	3,236
Goodwill	**1,403**	1,403	1,403	1,403	1,403
Total non-current assets	**164,025**	153,972	144,291	135,547	100,806
Current assets					
Inventories	**92,817**	67,679	62,043	72,414	55,853
Trade and bills receivables	**143,505**	124,214	105,086	86,299	94,719
Deposits, prepayments and other receivables	**10,782**	10,455	9,512	8,075	7,940
Tax recoverable	**–**	–	–	1,104	–
Equity securities held for trading	**8,426**	–	–	–	–
Cash and cash equivalents	**144,756**	142,896	116,263	126,680	116,841
Total current assets	**400,286**	345,244	292,904	294,572	275,353
Current liabilities					
Trade payables	**83,928**	80,633	59,426	70,068	55,430
Accruals and other payables	**29,513**	28,018	25,547	21,648	15,690
Borrowings	**91,325**	88,508	95,477	115,246	93,146
Bank advances for discounted bills	**–**	–	2,802	7,461	31,466
Obligations under finance leases – due within one year	**499**	908	2,656	2,544	1,973
Current tax liabilities	**10,192**	7,140	5,890	66	3,583
Total current liabilities	**215,457**	205,207	191,798	217,033	201,288
Net current assets	**184,829**	140,037	101,106	77,539	74,065
Total assets less current liabilities	**348,854**	294,009	245,397	213,086	174,871
Non-current liabilities					
Obligations under finance leases – due after one year	**618**	1,117	2,025	2,611	3,501
Deferred tax liabilities	**13,166**	11,633	9,265	9,627	6,434
Total non-current liabilities	**13,784**	12,750	11,290	12,238	9,935
NET ASSETS	**335,070**	281,259	234,107	200,848	164,936
Capital and reserves					
Share capital	**433**	433	433	433	400
Reserves	**334,637**	280,826	233,674	200,415	164,536
TOTAL EQUITY	**335,070**	281,259	234,107	200,848	164,936

Note:

Pursuant to the adoption of all applicable HKFRS in 2010, certain figures have been restated as explained Note 2(a) to the 2011 annual report.

Five Years Financial Summary

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

	Year ended 31st March,				
	2011	2010	2009	2008	2007
	HK$'000	HK$'000	HK$'000	HK$'000	HK$'000
Turnover	**655,541**	607,579	769,330	552,891	537,273
Cost of sales	**(520,334)**	(480,715)	(636,227)	(439,020)	(436,406)
Gross profit	**135,207**	126,864	133,103	113,871	100,867
Other income, gains and losses	**15,326**	9,400	8,069	8,238	8,086
Distribution costs	**(11,537)**	(8,894)	(9,544)	(8,172)	(7,162)
Administrative expenses	**(60,305)**	(62,335)	(69,762)	(48,601)	(43,368)
Finance costs	**(1,280)**	(1,414)	(4,432)	(6,737)	(7,915)
Loss on financial asset at fair value through profit or loss, net	**–**	–	–	(40,674)	–
Profit before income tax expense	**77,411**	63,621	57,434	17,925	50,508
Income tax expense	**(11,755)**	(10,074)	(6,478)	(235)	(4,193)
Profit for the year, attributable to owners of the Company	**65,656**	53,547	50,956	17,690	46,315
Other comprehensive income					
Translation differences on translating foreign operations	**4,904**	888	503	2,721	318
Gain on revaluation of properties	**8,598**	10,602	–	23,391	–
Effect of changes in tax rate	**–**	–	–	234	–
Deferred tax arising from change in valuation of properties	**(1,081)**	(2,581)	–	(4,721)	–
Other comprehensive income for the year, net of tax	**12,421**	8,909	503	21,625	318
Total comprehensive income for the year, attributable to owners of the Company	**78,077**	62,456	51,459	39,315	46,633
Basic earnings per share (HK cents)	**15.151**	12.357	11.759	4.343	11.579
Diluted earnings per share (HK cents)	**15.071**	12.357	11.759	4.343	11.558