

# Report of the Directors

The directors have pleasure to present their report and the audited financial statements of the Group for the year ended 31st March 2007.

## PRINCIPAL ACTIVITY

The principal activity of the Group is the design, manufacture and distribution of consumer electronics products.

## GROUP RESULTS AND DIVIDENDS

The results of the Group for the year ended 31st March 2007 are set out in the consolidated income statement on page 30.

An interim dividend of US9.0 cents (2006: US6.0 cents) and a special dividend of US30.0 cents (2006: Nil) per ordinary share were paid to shareholders on 3rd January 2007. The directors have recommended the payment of a final dividend of US41.0 cents (2006: US26.0 cents) per ordinary share payable on 6th August 2007 to shareholders in respect of the year ended 31st March 2007 whose names appear on the register of members of the Company as at the close of business on 3rd August 2007 subject to the approval of the shareholders of the Company at the forthcoming annual general meeting.

The final dividend will be paid in United States dollars save that those shareholders with a registered address in Hong Kong will receive the equivalent amount in Hong Kong dollars and those registered in the United Kingdom will receive the equivalent amount in Sterling both calculated at the rates of exchange as quoted to the Company by The Hongkong and Shanghai Banking Corporation Limited at its mid rate of exchange prevailing on 25th July 2007.

## COMMENTARY ON PERFORMANCE

A commentary on the performance of the Group is included in the review of operations set out on pages 8 to 13.

## GROUP FINANCIAL SUMMARY

A summary of the results and of the assets and liabilities of the Group for the last five financial years is set out on page 53.

## TANGIBLE ASSETS

Details of the movements in tangible assets are shown in note 7 to the financial statements.

## SHARE CAPITAL, SHARE OPTIONS AND WARRANTS

Details of the movements in share capital, share options and warrants of the Company during the year are set out in note 16 to the financial statements.

## RESERVES

Movements in the reserves of the Group and the Company during the year are set out in note 17 to the financial statements.

## DONATIONS

During the year, the Group made charitable and other donations in aggregate of US\$162,000.

## DIRECTORS

The directors who held office during the year and up to 20th June 2007 were:

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Allan WONG Chi Yun	(Chairman and Group Chief Executive Officer)
Albert LEE Wai Kuen	(Deputy Chairman) – Resigned with effect from 1st April 2007
Edwin YING Lin Kwan	Appointed on 11th April 2007
PANG King Fai	Appointed on 11th April 2007
Raymond CH'EN Kuo Fung	(Independent Non-executive Director)
William FUNG Kwok Lun	(Independent Non-executive Director)
Michael TIEN Puk Sun	(Independent Non-executive Director)
Patrick WANG Shui Chung	(Independent Non-executive Director)

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Mr. Raymond CH'EN Kuo Fung and Mr. William FUNG Kwok Lun shall retire from the Board in accordance with Bye-law 112 of the Bye-laws of the Company while Mr. Edwin YING Lin Kwan and Mr. PANG King Fai shall also retire from the Board as the new directors appointed by the Board in accordance with Bye-law 94 of the Bye-laws of the Company, all of the above directors being eligible, shall offer themselves for re-election as directors of the Company at the forthcoming annual general meeting.

Brief biographical details of directors and senior management are set out on pages 20 to 23.

## DIRECTORS' SERVICE CONTRACTS

None of the directors has a service contract with any company in the Group which is not determinable by the Group within one year without payment of compensation, other than statutory compensation.

The director's service contract entered into between the Company and Mr. Allan WONG Chi Yun in 1999 has no expiry date, but can be terminated by the giving of 2 months' prior notice, and is exempt from the shareholders' approval requirement under Rule 13.68 of the Listing Rules.

## DIRECTORS' INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES

As at 31st March 2007, the interests and short positions of the directors and chief executive of the Company in the shares, underlying shares and debentures of the Company as

recorded in the register maintained by the Company pursuant to Section 352 of the Securities and Futures Ordinance (the "SFO") and according to the record of notification made pursuant to Rule 3 of the Disclosure Rules and Transparency Rules ("DTR") of the Financial Services Authority ("FSA") were as follows:

### (1) Interests in the Company

Name of director	Number of shares			Equity derivatives (share options)	Total	Approximate percentage of shareholding
	Personal interest	Family interest	Other interest			
Allan WONG Chi Yun	15,654,393	3,968,683	74,101,153 (Note 1)	2,000,000	95,724,229	40.0%
Albert LEE Wai Kuen	2,549,332	–	–	1,500,000	4,049,332	1.7%
Raymond CH'EN Kuo Fung	–	–	–	–	–	–
William FUNG Kwok Lun	1,041,630	–	–	–	1,041,630	0.4%
Michael TIEN Puk Sun	–	–	423,000 (Note 2)	–	423,000	0.2%
Patrick WANG Shui Chung	–	–	–	–	–	–

Note 1: The shares were held as to 1,416,325 directly by Honorex Limited ("Honorex"), as to 65,496,225 directly by Conquer Rex Limited ("Conquer Rex") and as to 7,188,603 directly by Twin Success Pacific Limited ("Twin Success"). Conquer Rex was a wholly-owned subsidiary of Honorex. Each of Conquer Rex, Honorex and Twin Success was a wholly-owned subsidiary of Trustcorp Limited as the trustee of The Wong Chung Man 1984 Trust, a discretionary trust of which Mr. Allan WONG Chi Yun ("Mr. WONG"), a director of the Company, was the founder. Trustcorp Limited was therefore deemed to have an aggregate indirect interest in 74,101,153 shares. Honorex was also deemed to have an indirect interest in the 65,496,225 shares.

Note 2: The shares were registered in the name of Romsley International Limited which is a wholly-owned subsidiary of J.P. Morgan Trust Company (Bahamas) Limited as trustee of The Joy Plus Trust. The Joy Plus Trust is a discretionary trust in which Mr. Michael TIEN Puk Sun is the founder.

Note 3: As at the date of this report, there are 200 ordinary shares of the Company held by Mr. Edwin YING Lin Kwan, who has been appointed as director of the Company on 11th April 2007, as personal interests.

Note 4: As at the date of this report, Mr. PANG King Fai, who has been appointed as director of the Company on 11th April 2007, has interests in equity derivative of 150,000 and 50,000 share options granted to him on 28th April 2004 and 8th April 2005 respectively under the 2001 Share Option Scheme at the exercise price of HK\$15.00 and HK\$11.41 respectively.

Note 5: All the interests stated above represent long position.

### (2) Share Options of the Company

Name of director	Date of grant	Exercise price	Exercisable period (Note)	Number of share options held	
				as at 1st April 2006	as at 31st March 2007
Allan WONG Chi Yun	12th August 2005	HK\$19.3	26th August 2008 to 25th August 2010	2,000,000	2,000,000
Albert LEE Wai Kuen	19th November 2004	HK\$11.03	22nd November 2007 to 21st November 2009	1,500,000	1,500,000

Note: As one of the conditions of grant, the grantee concerned agreed with the Company that the options granted shall not be exercisable within the period of 36 months from the date on which such options were accepted and shall not be exercisable after 60 months from the date on which such options were accepted.

## DIRECTORS' INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES (continued)

### (2) Share Options of the Company (continued)

Save as disclosed above, as at 31st March 2007, none of the directors and chief executive of the Company has any interest or short position in shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which were required to be recorded in the register kept by the Company pursuant to Part XV of the SFO or pursuant to the Model Codes for Securities Transactions by Directors of Listed Issuers contained in the Listing Rules or which were required to be notified the issuer pursuant to Rule 3 of DTR of the FSA.

## DIRECTORS' INTERESTS IN CONTRACTS

Save for the lease described under the paragraph headed "Continuing Connected Transaction", no contracts of significance in relation to the Group's business to which the Company or its subsidiaries was a party and in which a director of the Company had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year.

## SUBSTANTIAL SHAREHOLDINGS

As at 31st March 2007, according to the register maintained by the Company under Section 336 of the SFO and the record of notification made pursuant to Rule 5 of DTR of the FSA and in so far as is known to the Company, the parties, (other than the directors and chief executive of the Company), who held 3% or more equity interest in the issued share capital of the Company, together with the amount of each of such parties' interests were as follows:

Name of shareholder	Capacity	Number of shares held	Approximate percentage of shareholding
Trustcorp Limited	Interest of controlled corporation <i>(Notes 1 &amp; 3)</i>	74,101,153	31.0%
Newcorp Limited	Interest of Controlled Corporation <i>(Notes 1 &amp; 3)</i>	74,101,153	31.0%
Newcorp Holdings Limited	Interest of Controlled Corporation <i>(Notes 1 &amp; 3)</i>	74,101,153	31.0%
David Henry Christopher HILL	Interest of Controlled Corporation <i>(Notes 1 &amp; 3)</i>	74,101,153	31.0%
David William ROBERTS	Interest of Controlled Corporation <i>(Notes 1 &amp; 3)</i>	74,101,153	31.0%
Rebecca Ann HILL	Interest of Spouse <i>(Notes 1 &amp; 3)</i>	74,101,153	31.0%
Honorex Limited	Beneficial owner <i>(Notes 1 &amp; 3)</i>	1,416,325	28.0%
	Interest of controlled corporation <i>(Notes 1 &amp; 3)</i>	65,496,225	
Conquer Rex Limited	Beneficial owner <i>(Notes 1 &amp; 3)</i>	65,496,225	27.4%
Value Partners Limited	Investment manager <i>(Notes 2 &amp; 3)</i>	19,530,000	8.2%
CHEAH Cheng Hye	Interest of controlled corporation <i>(Notes 2 &amp; 3)</i>	19,530,000	8.2%
Twin Success Pacific Limited	Beneficial owner <i>(Notes 1 &amp; 3)</i>	7,188,603	3.0%

Note 1: The shares were held as to 1,416,325 directly by Honorex Limited ("Honorex"), as to 65,496,225 directly by Conquer Rex Limited ("Conquer Rex") and as to 7,188,603 directly by Twin Success Pacific Limited ("Twin Success"). Conquer Rex was a wholly-owned subsidiary of Honorex. Each of Conquer Rex, Honorex and Twin Success was a wholly-owned subsidiary of Trustcorp Limited as the trustee of The Wong Chung Man 1984 Trust, a discretionary trust of which Mr. Allan WONG Chi Yun ("Mr. WONG"), a director of the Company, was the founder. Trustcorp Limited was therefore deemed to have an aggregate indirect interest in 74,101,153 shares. Honorex was also deemed to have an indirect interest in the 65,496,225 shares. Mr. WONG's founder interests in the 74,101,153 shares of the Company has also been disclosed under the section headed "directors' interests and short positions in shares, underlying shares and debentures" above. Trustcorp Limited was wholly owned by Newcorp Limited which was in turn wholly owned by Newcorp Holdings Limited. Each of Mr. David Henry Christopher HILL and Mr. David William ROBERTS was deemed to be interested in such shares through its 35% interest in Newcorp Holdings Limited. Ms. Rebecca Ann HILL, being the spouse of Mr. David Henry Christopher HILL, was deemed to be interested in such shares by virtue of SFO.

Note 2: Mr. CHEAH Cheng Hye is deemed to be interested in such shares through his 35.65% interest in Value Partners Limited.

Note 3: All the interests stated above represent long position.

## **SUBSTANTIAL SHAREHOLDINGS** (continued)

Save as disclosed above, the Company has not been notified by any person (other than the directors or chief executive of the Company) who had interests or short positions in shares, underlying shares and debentures of the Company as at 31st March 2007 which were required to be disclosed to the Company under Part XV of the SFO, or which were recorded in the register required to be kept by Company under Section 336 of the SFO or which were required to be notified pursuant to Rule 5 of DTR of the FSA.

## **PUBLIC FLOAT**

Based on the information publicly available, the Company has maintained at least 25% of the total issued share capital of the Company to be held by the public at all times during the year ended 31st March 2007 and up to the date of this report.

## **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.

## **SECURITIES PURCHASE ARRANGEMENTS**

At the annual general meeting held on 11th August 2006, shareholders renewed the approval of a general mandate authorizing the directors to effect repurchases of the Company's own shares up to a limit of 10% of the shares in issue as at that date.

## **PURCHASE, SALE OR REDEMPTION OF LISTED SHARES**

The Company has not redeemed any of its shares during the year. Neither the Company nor any of its subsidiaries has purchased or sold any of the Company's shares during the year.

## **MAJOR CUSTOMERS AND SUPPLIERS**

For the year ended 31st March 2007, the aggregate amount of purchases attributable to the Group's five largest suppliers represented less than 30% of the Group's total value of purchases. The Group's largest customer accounted for approximately 18.2% of the Group revenue and the Group's five largest customers in aggregate accounted for approximately 39.5% of the Group revenue during the year. None of the directors, their associates or any shareholder (who, to the knowledge of the directors, owns more than 5% of the Company's share capital) had an interest in the customers and the suppliers noted above.

## **PRE-EMPTIVE RIGHTS**

There is no provision for pre-emptive rights under the Bye-laws of the Company and there are no statutory restrictions against such rights under the laws of Bermuda in which the Company is incorporated.

## **SHARE OPTION SCHEME**

The Company operates share option scheme for the purposes of providing incentives and rewards to eligible participants who contribute to the success of the Group's operations. Eligible participants of these share option schemes include executive directors and employees of the Company and its subsidiaries. On 10th August 2001, the Company adopted a share option scheme (the "2001 Scheme") under which the directors may, at their discretion, at any time during the 10 years from the date of adoption of the 2001 Scheme, invite employees of the Company and any subsidiaries of the Group, including executive directors (but excluding non-executive directors) to take up shares of the Company in accordance with the terms of the 2001 Scheme.

Details of the 2001 Scheme are set out in note 16 to the financial statements.

## CONTINUING CONNECTED TRANSACTION

On 6th April 2005, the Company as tenant renewed a lease (the "Lease") with Aldenham Company Limited ("Aldenham") as landlord for the lease of the premises situated at Bowen Road, Hong Kong for 2 years commencing 1st April 2005 and expiring on 31st March 2007 at a monthly rental of HK\$250,000 for the purpose of providing housing to Mr. Allan WONG Chi Yun ("Mr. WONG"), a director, chief executive and a substantial shareholder of the Company. Aldenham is a wholly indirect subsidiary of a trust in which the family members of Mr. WONG are beneficiaries. Aldenham is therefore a connected person of the Company as ascribed by the Listing Rules and the Lease constituted a continuing connected transaction under Rule 14A.34 of the Listing Rules.

The independent non-executive directors of the Company have reviewed the continuing connected transaction and confirmed that the transaction has been (i) entered into in the ordinary and usual course of business of the Group; (ii) either on normal commercial terms or terms no less favourable to the Group than terms available to or from independent third parties; and (iii) in accordance with the lease agreement governing them on terms that are fair and reasonable and in the interests of the shareholders of the Company as a whole.

The auditors of the Company have also confirmed that for the year ended 31st March 2007, the continuing connected transaction (i) has received the approval of the Board; and (ii) has been entered into in accordance with the relevant agreement governing the transaction, and (iii) has not exceeded the cap disclosed in the related announcement.

The Company announced that on 11th April 2007 the Lease has been renewed for another two years commencing on 1st April 2007 and which constituted a continuing connected transaction of the Company under the Listing Rules with the same principal terms of the Lease as described above.

## ANNUAL GENERAL MEETING

The following special business will be proposed at the annual general meeting to be held on 3rd August 2007:

1. the grant to the directors of the Company of a general mandate to repurchase shares representing up to 10% of the issued share capital of the Company as at the date of the annual general meeting;
2. the grant to the directors of the Company of a general mandate to allot, issue and otherwise deal with shares representing up to 10% of the issued share capital of the Company as at the date of the annual general meeting; and
3. the grant to the directors of a general authority to allot, issue and otherwise deal with shares of the aggregate amount of the shares repurchased under the repurchase mandate.

The Directors believe that an authority given to the Directors to allot and issue shares and to repurchase shares would give the Company additional flexibility that would be beneficial. As for the repurchase mandate, the Directors would only make a repurchase in circumstances where they consider it to be in the best interests of the Company and in circumstances where they consider that the shares can be repurchased on favourable terms.

## AUDITORS

The financial statements have been audited by KPMG, who retire and, being eligible, offer themselves for re-appointment at the forthcoming annual general meeting of the Company. A resolution for the re-appointment of KPMG as auditors of the Company will be proposed at the forthcoming annual general meeting of the Company.

By Order of the Board

**Allan WONG Chi Yun**

*Chairman*

Hong Kong, 20th June 2007

# Independent Auditor's Report



## To the Shareholders of VTech Holdings Limited

*(Incorporated in Bermuda with limited liability)*

We have audited the consolidated financial statements of VTech Holdings Limited ("the Company") set out on pages 30 to 52 which comprise the consolidated and company balance sheets as at 31st March 2007, and the consolidated income statement, the consolidated statement of changes in shareholders' funds and the consolidated cash flow statement for the year then ended, and a summary of significant accounting policies and other explanatory notes.

### **DIRECTORS' RESPONSIBILITY FOR THE FINANCIAL STATEMENTS**

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

### **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 Section 90 of the Bermuda Companies Act 1981, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

We conducted our audit in accordance with International Standards on Auditing as promulgated by the International Federation of Accountants. Those standards require that

we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance as to whether the financial statements are free from material misstatement.

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

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

### **OPINION**

In our opinion, the consolidated financial statements give a true and fair view of the financial position of the Company and of the Group as of 31st March 2007 and of the Group's profit and cash flows for the year then ended in accordance with International Financial Reporting Standards promulgated by the International Accounting Standards Board and the disclosure requirements of the Hong Kong Companies Ordinance and the Bermuda Companies Act 1981.

### **KPMG**

*Certified Public Accountants*

8th Floor, Prince's Building

10 Chater Road

Central, Hong Kong

20th June 2007

# Consolidated Financial Statements

## CONSOLIDATED INCOME STATEMENT

For the year ended 31st March 2007

	Note	2007 US\$ million	2006 US\$ million
<b>Revenue</b>	1	<b>1,463.8</b>	1,204.6
<b>Cost of sales</b>		<b>(923.8)</b>	(757.9)
<b>Gross profit</b>		<b>540.0</b>	446.7
Selling and distribution costs		(238.6)	(209.2)
Administrative and other operating expenses		(62.2)	(61.0)
Research and development expenses		(45.2)	(40.3)
<b>Operating profit</b>	1&2	<b>194.0</b>	136.2
Net finance income		7.5	3.9
Share of results of associates		–	–
<b>Profit before taxation</b>		<b>201.5</b>	140.1
Taxation	4	(18.6)	(11.3)
<b>Profit attributable to shareholders</b>	17	<b>182.9</b>	128.8
Interim dividend	5	21.5	14.3
Special dividend	5	71.7	–
Final dividend	5	98.0	62.1
<b>Earnings per share (US cents)</b>	6		
– Basic		76.6	54.9
– Diluted		75.1	54.3

## CONSOLIDATED STATEMENT OF CHANGES IN SHAREHOLDERS' FUNDS

For the year ended 31st March 2007

	Note	2007 US\$ million	2006 US\$ million
Shareholders' funds at 1st April		306.2	203.3
Exercise of share options	16&17	0.4	13.2
Exercise of warrants	16&17	–	3.3
Realisation of hedging reserve	17	4.1	(2.7)
Fair value (losses)/gains on hedging during the year	17	(4.7)	3.3
Capital reserve on employee share option scheme	17	1.2	1.6
Exchange translation differences	17	8.5	(2.3)
Net gains and (losses) not recognised in the income statement		9.5	16.4
Profit attributable to shareholders	17	182.9	128.8
Dividends approved and paid during the year	17	(155.3)	(42.3)
<b>Shareholders' funds at 31st March</b>		<b>343.3</b>	306.2

## CONSOLIDATED BALANCE SHEET

As at 31st March 2007

	Note	2007 US\$ million	2006 US\$ million
<b>Non-current assets</b>			
Tangible assets	7	78.4	64.6
Leasehold land payments	8	3.7	3.7
Deferred tax assets	9	5.5	5.1
Investments	10	0.2	0.2
		87.8	73.6
<b>Current assets</b>			
Stocks	11	124.1	133.8
Debtors and prepayments	12	203.4	183.6
Taxation recoverable		1.6	1.8
Cash and cash equivalents		246.5	242.4
		575.6	561.6
<b>Current liabilities</b>			
Creditors and accruals	13	(256.5)	(267.7)
Provisions	14	(47.9)	(49.3)
Taxation payable		(11.5)	(7.9)
		(315.9)	(324.9)
<b>Net current assets</b>		<b>259.7</b>	236.7
<b>Total assets less current liabilities</b>		<b>347.5</b>	310.3
<b>Non-current liabilities</b>			
Deferred tax liabilities	9	(4.2)	(4.1)
<b>Net assets</b>		<b>343.3</b>	306.2
<b>Capital and reserves</b>			
Share capital	16	11.9	11.9
Reserves	17	331.4	294.3
<b>Shareholders' funds</b>		<b>343.3</b>	306.2

Approved and authorised for issue by the Board of Directors on 20th June 2007.

Allan WONG Chi Yun  
Director

Edwin YING Lin Kwan  
Director

The notes on pages 31 to 52 form part of these financial statements.

# Notes to the Financial Statements

## CONSOLIDATED CASH FLOW STATEMENT

For the year ended 31st March 2007

	Note	2007 US\$ million	2006 US\$ million
<b>Operating activities</b>			
Operating profit		194.0	136.2
Depreciation charges	2	24.2	19.0
Amortisation of leasehold land payments	2	0.1	0.1
Loss on disposal of tangible assets	2	1.3	0.6
Decrease/(increase) in stocks		9.7	(9.6)
Increase in debtors and prepayments		(19.8)	(7.9)
(Decrease)/increase in creditors and accruals		(11.2)	36.4
(Decrease)/increase in provisions		(1.4)	8.1
<b>Cash generated from operations</b>		<b>196.9</b>	<b>182.9</b>
Interest received		7.5	3.9
Taxes paid		(15.1)	(10.6)
<b>Net cash generated from operating activities</b>		<b>189.3</b>	<b>176.2</b>
<b>Investing activities</b>			
Proceeds from disposal of tangible assets		0.2	0.2
Purchase of tangible assets	7	(37.2)	(31.5)
Purchase of leasehold land payments	8	–	(0.6)
<b>Net cash used in investing activities</b>		<b>(37.0)</b>	<b>(31.9)</b>
<b>Financing activities</b>			
Net repayment of borrowings		–	(0.2)
Proceeds from issued shares upon exercise of share options		0.4	13.2
Proceeds from issued shares upon exercise of warrants		–	3.3
Dividends paid	5	(155.3)	(42.3)
<b>Net cash used in financing activities</b>		<b>(154.9)</b>	<b>(26.0)</b>
Effect of exchange rate changes		6.7	0.2
<b>Increase in cash and cash equivalents</b>		<b>4.1</b>	<b>118.5</b>
Cash and cash equivalents at beginning of the year		242.4	123.9
<b>Cash and cash equivalents at end of the year</b>		<b>246.5</b>	<b>242.4</b>
<b>Analysis of the balance of cash and cash equivalents</b>			
Cash at bank and deposits		246.5	242.4

The notes on pages 31 to 52 form part of these financial statements.

## PRINCIPAL ACCOUNTING POLICIES

### A Principal Activities and Organisation

The Group's principal activities and separable segments are set out in note 1 to the financial statements.

The Company was incorporated in Bermuda. In view of the international nature of the Group's operations, the financial statements are presented in United States dollar.

### B Statement of Compliance

The accompanying financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") promulgated by the International Accounting Standards Board. IFRS includes International Accounting Standards ("IAS") and related Interpretations. These financial statements also comply with the disclosure requirements of the Hong Kong Companies Ordinance and the applicable disclosure provisions of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and the Bermuda Companies Act 1981.

The accounting policies described in note (C) to (Y) have been consistently applied by the Group.

### C Basis of Preparation of the Financial Statements

These financial statements are prepared on the historical cost basis as modified by the revaluation of certain properties.

The preparation of the financial statements in conformity with IFRS requires management to make judgements, estimates and assumptions that affect the application of policies and reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis of making the judgements about carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period or in the period of the revision and future periods if the revision affects both current and future periods.

Judgements and accounting estimates made by management in the application of IFRS that have a significant effect on the financial statements are described in note 25.

## **PRINCIPAL ACCOUNTING POLICIES** (continued)

### **D Basis of Consolidation**

The consolidated financial statements include the financial statements of the Company and its subsidiaries together with the Group's share of the results and retained post acquisition reserves of its associates under the equity method of accounting drawn up for the year ended 31st March. All significant inter-company balances and transactions and any unrealised gains arising from inter-company transactions are eliminated on consolidation.

Subsidiaries are those entities controlled by the Company. Control exists when the Company has the power, directly or indirectly, to govern the financial and operating policies of an entity so as to obtain benefits from its activities. The financial statements of subsidiaries are included in the consolidated financial statements from the date that control effectively commences until the date that control effectively ceases, and the share attributable to minority interests is deducted from or added to profit after taxation. Investments in subsidiaries are stated at cost less impairment losses (see note (K)) in the Company's balance sheet.

Associates are those entities, not being subsidiaries, in which the Group exercises significant influence, but not control, over the financial and operating policies. The consolidated financial statements include the Group's share of the total recognised gains and losses of associates under the equity method, from the date that significant influence commences until the date that significant influence ceases. When the Group's share of losses exceeds the carrying amount of the associate, the carrying amount is reduced to nil and recognition of further losses is discontinued except to the extent that the Group has incurred obligations in respect of that associate. Investments in associates are stated at cost less impairment losses (see note (K)) in the Company's balance sheet.

### **E Revenue Recognition**

Revenue from the sale of goods is recognised in the income statement when the significant risks and rewards of ownership have been transferred to the buyer. Revenue is stated net of sales taxes and discounts, after eliminating sales within the Group.

Revenue from the provision of services is recognised when the services are rendered.

Interest income is recognised on a time-apportioned basis that takes into account the effective yield on the asset. Dividend income is recognised when the Group's right to receive payment is established.

### **F Research and Development**

Research and development costs comprise all costs that are directly attributable to research and development activities or that can be allocated on a reasonable basis to such activities.

Expenditure on research activities is recognised as an expense in the period in which it is incurred.

Expenditure on development activities is capitalised only if the product or process is clearly defined, technically and commercially feasible, the attributable expenditure is separately identifiable and the Group has sufficient resources and the intention to complete development. The expenditure capitalised includes the cost of materials, direct labour and an appropriate proportion of overheads which are directly attributable to development activities. Capitalised development costs are stated at cost less accumulated amortisation and impairment losses (see note (K)). Development expenditure that does not meet the above criteria is recognised as an expense in the period in which it is incurred.

Amortisation is calculated to write off capitalised development costs on a straight-line basis over their estimated useful lives, commencing from the date when the products are put into commercial production.

### **G Foreign Currencies**

Transactions denominated in foreign currencies are translated into United States dollars at the foreign exchange rates ruling at the transaction dates. Monetary assets and liabilities denominated in foreign currencies are translated into United States dollars at the rates of exchange ruling at the balance sheet date. Income statements of foreign entities are translated into the Group's reporting currency at average exchange rates for the year and balance sheets are translated at the exchange rates ruling at the balance sheet date.

Net exchange differences arising from the translation of the financial statements of subsidiaries and associates expressed in foreign currencies are taken directly to exchange reserve. All other exchange differences are dealt with in the income statement.

### **H Intangible Assets**

Intangible assets that are acquired by the Group are carried at cost less any accumulated amortisation and any impairment losses (see note (K)). Amortisation commences from the date when the developed product is available for use.

## PRINCIPAL ACCOUNTING POLICIES (continued)

### *I Tangible Assets and Depreciation*

Land and buildings are stated at cost or valuation performed by professional valuers every three years less amounts provided for depreciation except in the case of freehold land which is not depreciated. In the intervening years the directors review the carrying value and adjustment is made where there has been a material change. The valuations are on an open market value basis and are incorporated in the financial statements. Increases in valuation are credited to the revaluation reserve; decreases are first set off against increases on earlier valuations in respect of the same assets and thereafter are charged to the consolidated income statement. Upon the disposal of a revalued property, the relevant portion of the realised revaluation reserve in respect of previous revaluations is transferred from revaluation reserve to revenue reserve.

All other tangible assets are stated at cost less accumulated depreciation and impairment losses (see note (K)).

Gains or losses arising from the retirement or disposal of tangible assets are determined as the difference between the estimated net disposal proceeds and the carrying amount of the assets and are recognised in the income statement on the date of retirement or disposal.

Depreciation is calculated to write off the cost or revalued amount of assets on a straight-line basis over their estimated useful lives which are as follows:

Long-term leasehold buildings	Lease term
Freehold buildings, short-term leasehold buildings and leasehold improvements	10 to 30 years or lease term, if shorter
Machinery and equipment	3 to 5 years
Computers, motor vehicles, furniture and fixtures	3 to 7 years
Moulds	1 year

### *J Leases*

Leases of property, plant and equipment in terms of which that the Group assumes substantially all the risks and rewards of ownership are classified as finance leases. Property, plant and equipment acquired by way of finance lease is stated at an amount equal to the lower of its fair value and the present value of the minimum lease payments at inception of the lease less accumulated depreciation and impairment losses

(see note (K)). Finance charges are charged to the income statement in proportion of the capital balances outstanding.

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

Leasehold land payments are up-front payments to acquire long-term leasehold interests in land. These payments are stated at cost and are amortised on a straight-line basis over the respective period of the leases.

When an operating lease is terminated before the lease period has expired, any payment required to be made to the lessor by way of penalty is recognised as an expense in the period in which the termination takes place.

### *K Impairment of Assets*

The carrying amounts of the Group's assets including property, plant and equipment and other non-current assets, including goodwill and other intangible assets, are reviewed at each balance sheet date to determine whether there is any indication of impairment. If any such indication exists, the asset's recoverable amount is estimated. An impairment loss is recognised whenever the carrying amount of an asset exceeds its recoverable amount. Impairment losses are recognised in the income statement.

The recoverable amount is the greater of the asset's net selling price and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discounted rate that reflects current market assessments of the time value of money and the risks specific to the asset.

An impairment loss is reversed if there has been a favourable change in the estimates used to determine the recoverable amount. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss had been recognised.

## **PRINCIPAL ACCOUNTING POLICIES** (continued)

### **L Construction in Progress**

Construction in progress represents buildings under construction and is stated at cost less impairment losses (see note (K)). Cost comprises the construction costs of buildings.

Construction in progress is transferred to leasehold buildings when the assets are completed and put into operational use and depreciation will be provided at the appropriate rates in accordance with the depreciation policies specified in note (I).

No depreciation is provided in respect of construction in progress.

### **M Other Investments**

Other investments held by the Group are stated at fair value, with any resultant gain or loss being recognised in the income statement. On disposal of an investment, the difference between the net disposal proceeds and the carrying amount is recognised to the income statement as they arise.

### **N Stocks**

Stocks are stated at the lower of cost and net realisable value. Cost is calculated on the weighted average or the first-in-first-out basis, and comprises materials, direct labour and an appropriate share of production overheads. Net realisable value is the estimated selling price in the ordinary course of business, less estimates of costs of completion and selling expenses.

### **O Trade and Other Debtors**

Trade and other debtors are initially recognised at fair value and thereafter stated at amortised cost less allowances for doubtful debts, except where the debtors are interest-free or the effect of discounting would be immaterial. In such cases, the debtors are stated at cost less allowances for doubtful debts. An allowance is made for doubtful debts based upon the evaluation of the recoverability of these outstanding amounts at the balance sheet date. Bad debts are written off in the income statement during the year in which they are identified.

### **P Cash and Cash Equivalents**

For the purpose of the cash flow statement, cash and cash equivalents comprise cash on hand, demand deposits with banks and other financial institutions, short-term highly liquid investments that are readily convertible into known amounts of cash and which are subject to an insignificant risk of changes in value and which have a maturity of three months or less at acquisition. Bank overdrafts that are repayable

on demand and form an integral part of the Group's cash management are also included as a component of cash and cash equivalents.

For the purpose of the balance sheet, cash and cash equivalents are cash on hand, deposits with banks and other financial institutions, which are not restricted in its use. Bank overdrafts are included in borrowings in current liabilities.

### **Q Trade and Other Creditors**

Trade and other creditors are initially recognised at fair value and thereafter stated at amortised cost unless the effect of discounting would be immaterial, in which case they are stated at cost.

### **R Provisions and Contingent Liabilities**

A provision is recognised in the balance sheet when the Group has a legal or constructive obligation as a result of past events, and it is probable that an outflow of economic benefits will be required to settle the obligation, and a reliable estimate of the amount of the obligation can be made.

The Group recognises the estimated liability on expected return claims with respect to products sold. This provision is calculated based on past experience of the level of repairs and returns.

The Group provides for expenses related to closure of business locations and reorganisations of the Group's operations which are subject to detailed formal plans that are under implementation or have been communicated to those affected by the plans.

The Group recognises the expected costs of accumulating compensated absences when employees render a service that increases their entitlement to future compensated absences, measured as the additional amount that the Group expects to pay as a result of the unused entitlement that has accumulated at the balance sheet date.

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, whose existence 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.

## PRINCIPAL ACCOUNTING POLICIES (continued)

### **S** *Income Tax*

Income tax comprises current and deferred tax. Current tax is calculated on taxable income by applying the applicable tax rates. Deferred tax is provided using the balance sheet liability method in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purpose. Deferred tax is calculated on the basis of the enacted tax rates that are expected to apply in the period when the asset is being realised or the liability is settled.

A deferred tax asset is recognised only to the extent that it is probable that future taxable profits will be available against which the asset can be utilised.

Provision for withholding tax which could arise on the remittance of earnings retained overseas is only made where there is a current intention to remit such earnings.

### **T** *Employee Benefits*

The Group operates a number of defined contribution retirement schemes throughout the world, including Hong Kong, and a defined benefit retirement scheme in Hong Kong. The assets of all schemes are held separately from those of the Company and its subsidiaries.

#### **(i)** *Defined contribution plans*

Contributions to the defined contribution schemes are at various funding rates that are in accordance with the local practice and regulations. Contributions relating to the defined contribution schemes are charged to the income statement as incurred.

#### **(ii)** *Defined benefit plans*

For long-term employee benefits, pension costs arising under the defined benefit scheme are assessed using the projected unit credit method. Under this method, the cost of providing pensions is charged to the income statement so as to spread the regular cost over the service lives of employees in accordance with the advice of qualified actuaries who carry out a full valuation of the plan every year. Plan assets are measured at fair value. Pension obligations are measured as the present value of the estimated future cash flows of benefits derived from employee past service, with reference to market yields on high quality corporate bonds which have terms to maturity approximating the terms of the related liability. All actuarial gains and losses are spread forward over the average remaining service lives of employees. The net assets or liabilities resulting from the valuation of the plan are recognised in the Group's balance sheet.

#### **(iii)** *Equity and equity related compensation benefits*

The fair value of share options granted to employees is recognised as an employee cost with a corresponding increase in a capital reserve within equity. The fair value is measured at grant date using the Black-Scholes option pricing model, taking into account the terms and conditions upon which the options were granted. Where the employees have to meet vesting conditions before becoming unconditionally entitled to the share options, the total estimated fair value of the share option is spread over the vesting period, taking into account the probability that the options will vest.

During the vesting period, the number of share options that is expected to vest is reviewed. Any adjustment to the cumulative fair value recognised in prior years is charged/credited to the consolidated income statement for the year of the review, unless the original employee expenses qualify for recognition as an asset, with a corresponding adjustment to the capital reserve. On vesting date, the amount recognised as an expense is adjusted to reflect the actual number of share options that vest (with a corresponding adjustment to the capital reserve) except where forfeiture is only due to not achieving vesting conditions that relate to the market price of the Company's shares. The equity amount is recognised in the capital reserve until either the option is exercised (when it is transferred to the share premium account) or the option expires (when it is released directly to revenue reserves).

### **U** *Financial Instruments*

The Group's activities expose it to financial risks of changes in foreign currency exchange rates and interest rates. The Group uses foreign exchange forward contracts and interest rate swap contracts to hedge certain exposures.

The use of financial derivatives is governed by the Group's policies approved by the Board of Directors, which provide written principles on the use of financial derivatives.

Derivative financial instruments are initially recognised in the balance sheet at cost and subsequently are remeasured at their fair value. The method of recognising the resulting gain or loss is dependent on the nature of the item being hedged. On the date a derivative contract is entered into, the Group designates certain derivatives as either a hedge of the fair value of a recognised asset or liability (fair value hedge), a hedge of a forecasted transaction or of a firm commitment (cash flow hedge), or a hedge of a net investment in a foreign entity.

## **PRINCIPAL ACCOUNTING POLICIES** (continued)

### **U Financial Instruments** (continued)

Changes in the fair value of derivatives that are designated and qualify as fair value hedges and that are highly effective, are recorded in the consolidated income statement, along with any changes in the fair value of the hedged asset or liability that is attributable to the hedged risk.

Changes in the fair value of derivatives that are designated and qualify as cash flow hedges and that are highly effective, are recognised in the hedging reserve. Where the forecasted transaction or firm commitment results in the recognition of an asset or of a liability, the gains and losses previously deferred in hedging reserve are transferred from hedging reserve and included in the initial measurement of the cost of the asset or liability. Otherwise, amounts deferred in hedging reserve are transferred to the consolidated income statement and classified as revenue or expense in the same periods during which the hedged firm commitment or forecasted transaction affects the consolidated income statement.

If certain derivative transactions, while providing effective economic hedges under the Group's policies, do not qualify for hedge accounting under the specific rules in IAS 39, "Financial Instruments: Recognition and Measurement", changes in the fair value of these derivative instruments are recognised immediately in the consolidated income statement.

When a hedging instrument expires or is sold, or when a hedge no longer meets the criteria for hedge accounting under IAS 39, any cumulative gain or loss existing in the hedging reserve at that time remains in the hedging reserve and is recognised, when the committed or forecasted transaction ultimately is recognised in the consolidated income statement. However, if a committed or forecasted transaction is no longer expected to occur, the cumulative gain or loss that was reported in the hedging reserve is immediately transferred to the consolidated income statement.

The Group documents at the inception of the transaction the relationship between hedging instruments and hedged items, as well as risk management objective and strategy for undertaking various hedge transactions.

### **V Borrowings**

Borrowings are recognised as the proceeds are received, net of transaction costs incurred.

### **W Dividends**

Dividends proposed or declared after the balance sheet date are not recognised as a liability at the balance sheet date.

### **X Segment Reporting**

A segment is a distinguishable component of the Group that is engaged either in providing products or services (business segment), or in providing products or services within a particular economic environment (geographical segment), which is subject to risks and rewards that are different from those of other segments.

### **Y Related Parties**

For the purposes of these financial statements, a party is considered to be related to the Group if:

- (i) the party has the ability, directly or indirectly through one or more intermediates, to control the Group or exercise significant influence over the Group in making financial and operating policy decisions, or has joint control over the Group;
- (ii) the Group and the party are subject to common control;
- (iii) the party is an associate of the Group or a joint venture in which the Group is a venturer;
- (iv) the party is a member of key management personnel of the Group or the Group's parent or a close family member of such an individual or is an entity under the control, joint control or significant influence of such individuals;
- (v) the party is a close family member of a party referred to in (i) or is an entity under the control, joint control or significant influence of such individuals; or
- (vi) the party is a post-employment benefit plan which is for the benefit of employees of the Group or of any entity that is a related party of the Group.

Close family members of an individual are those family members who may be expected to influence, or be influenced by, that individual in their dealings with the entity.

## 1 SEGMENT INFORMATION

Revenue represents turnover of the Group derived from the amounts received and receivable for sale of goods and rendering of services to third parties.

The principal activity of the Group is the design, manufacture and distribution of consumer electronic products. The telecommunication and electronic products business is the principal business segment of the Group.

### Primary reporting format – business segments

Year ended 31st March 2007

	Telecommunication and electronic products US\$ million	Other activities US\$ million	Total US\$ million
<b>i Segment revenue</b>	<b>1,463.8</b>	<b>–</b>	<b>1,463.8</b>
<b>Segment result</b>	<b>193.8</b>	<b>–</b>	<b>193.8</b>
Unallocated corporate income			0.2
<b>Operating profit</b>			<b>194.0</b>
Net finance income			7.5
<b>Profit before taxation</b>			<b>201.5</b>
Taxation			(18.6)
<b>Profit attributable to shareholders</b>			<b>182.9</b>
<b>ii Segment assets</b>	<b>461.5</b>	<b>0.2</b>	<b>461.7</b>
Associates	–	0.1	0.1
Unallocated assets			201.6
<b>Total assets</b>			<b>663.4</b>
<b>Segment liabilities</b>	<b>296.9</b>	<b>0.3</b>	<b>297.2</b>
Unallocated liabilities			22.9
<b>Total liabilities</b>			<b>320.1</b>
<b>iii Capital expenditure, depreciation, amortisation and other non-cash expenses</b>			
Capital expenditure	36.9	0.3	37.2
Depreciation	23.8	0.4	24.2
Amortisation of leasehold land payments	0.1	–	0.1
Other non-cash expenses	22.6	1.2	23.8

The Group evaluates the performance and allocates resources to its operating segments. There are no sales or transactions between the business segments. Corporate administrative costs and assets are not allocated to the operating segments.

Segment assets consist primarily of tangible assets, stocks, receivables and operating cash. Segment liabilities comprise operating liabilities and exclude items such as taxation. Capital expenditure comprises additions to moulds, machinery and equipment, and other assets.

### Primary reporting format – business segments

Year ended 31st March 2006

	Telecommunication and electronic products US\$ million	Other activities US\$ million	Total US\$ million
<b>i Segment revenue</b>	<b>1,203.7</b>	<b>0.9</b>	<b>1,204.6</b>
<b>Segment result</b>	<b>138.2</b>	<b>0.2</b>	<b>138.4</b>
Unallocated corporate expenses			(2.2)
<b>Operating profit</b>			<b>136.2</b>
Net finance income			3.9
<b>Profit before taxation</b>			<b>140.1</b>
Taxation			(11.3)
<b>Profit attributable to shareholders</b>			<b>128.8</b>
<b>ii Segment assets</b>	<b>439.2</b>	<b>0.8</b>	<b>440.0</b>
Associates	–	0.1	0.1
Unallocated assets			195.1
<b>Total assets</b>			<b>635.2</b>
<b>Segment liabilities</b>	<b>309.0</b>	<b>0.9</b>	<b>309.9</b>
Unallocated liabilities			19.1
<b>Total liabilities</b>			<b>329.0</b>
<b>iii Capital expenditure, depreciation, amortisation and other non-cash expenses</b>			
Capital expenditure	32.0	0.1	32.1
Depreciation	18.5	0.5	19.0
Amortisation of leasehold land payments	0.1	–	0.1
Other non-cash expenses	12.3	1.6	13.9

### Secondary reporting format – geographical segments

Although the Group's business segments are managed on a worldwide basis, they principally operate in the following geographical areas:

North America – the operations are principally the sale and distribution of telecommunication and electronic products.

Europe – the operations are principally the sale and distribution of telecommunication and electronic products.

Asia Pacific – the Group is headquartered in the Hong Kong Special Administrative Region and the Group's principal manufacturing operations are located in mainland China.

**1 SEGMENT INFORMATION** (continued)*Secondary reporting format – geographical segments* (continued)

Year ended 31st March 2007

	North America US\$ million	Europe US\$ million	Asia Pacific US\$ million	Others US\$ million	Total US\$ million
i Revenue	880.9	499.8	51.4	31.7	1,463.8
Operating profit	105.3	75.5	6.1	7.1	194.0
ii Total assets	134.0	81.5	446.6	1.3	663.4
Total liabilities	66.5	35.1	215.8	2.7	320.1
iii Capital expenditure	1.3	0.7	35.2	–	37.2
Depreciation	1.6	0.8	21.8	–	24.2
Amortisation of leasehold land payments	–	–	0.1	–	0.1
Other non-cash expenses	7.8	3.6	12.4	–	23.8

Year ended 31st March 2006

	North America US\$ million	Europe US\$ million	Asia Pacific US\$ million	Others US\$ million	Total US\$ million
i Revenue	671.6	457.8	53.1	22.1	1,204.6
Operating profit	60.2	65.4	5.4	5.2	136.2
ii Total assets	112.8	71.1	449.8	1.5	635.2
Total liabilities	61.2	35.6	229.6	2.6	329.0
iii Capital expenditure	0.6	0.6	30.9	–	32.1
Depreciation	2.7	0.7	15.6	–	19.0
Amortisation of leasehold land payments	–	–	0.1	–	0.1
Other non-cash expenses	3.1	1.4	9.4	–	13.9

**2 OPERATING PROFIT**

The operating profit is arrived at after charging/(crediting) the following:

	Note	2007 US\$ million	2006 US\$ million		Note	2007 US\$ million	2006 US\$ million
Staff related costs				Auditors' remuneration			
– salaries and wages		135.0	111.4	– audit services		0.6	0.6
– pension costs: defined contribution schemes	15	2.1	2.0	– tax services		0.5	0.5
– pension costs: defined benefit scheme	15	1.1	1.2	– other services		0.2	0.1
– severance payments		1.5	0.4	Operating leases			
– equity-settled share-based payment expenses		1.2	1.6	– land and buildings		11.6	10.8
Depreciation charges	7			– others		2.6	2.1
– owned assets		24.2	18.9	Provision for stock obsolescence		14.4	9.3
– leased assets		–	0.1	Provision for doubtful debts		8.2	3.0
Amortisation of leasehold land payments	8	0.1	0.1	Royalties		30.4	26.1
Loss on disposal of tangible assets		1.3	0.6	Exchange (gain)/loss		(7.2)	5.3
				Forward contracts: fair value losses/(gains) on cash flow hedges transferred from hedging reserve	17	4.1	(2.7)

### 3 DIRECTORS' AND SENIOR EXECUTIVES' EMOLUMENTS

#### Directors' emoluments

	Fees US\$ million	Salaries, allowances and benefits in kind US\$ million	Bonuses US\$ million	Contributions to retirement benefit schemes US\$ million	Share-based payments US\$ million	2007 Total US\$ million
<b>Executive directors (Note 3)</b>						
Allan WONG Chi Yun	–	0.8	2.4	0.1	0.5	3.8
Albert LEE Wai Kuen	–	0.7	6.8	0.1	0.2	7.8
<b>Independent non-executive directors (Note 4)</b>						
Raymond CH'IEN Kuo Fung	–	–	–	–	–	–
William FUNG Kwok Lun	–	–	–	–	–	–
Michael TIEN Puk Sun	–	–	–	–	–	–
Patrick WANG Shui Chung	–	–	–	–	–	–
	–	1.5	9.2	0.2	0.7	11.6

	Fees US\$ million	Salaries, allowances and benefits in kind US\$ million	Bonuses US\$ million	Contributions to retirement benefit schemes US\$ million	Share-based payments US\$ million	2006 Total US\$ million
<b>Executive directors (Note 3)</b>						
Allan WONG Chi Yun (Note 1)	–	0.8	2.1	0.1	0.3	3.3
Albert LEE Wai Kuen (Note 2)	–	0.6	5.8	0.1	0.2	6.7
<b>Independent non-executive directors (Note 4)</b>						
Raymond CH'IEN Kuo Fung	–	–	–	–	–	–
William FUNG Kwok Lun	–	–	–	–	–	–
Michael TIEN Puk Sun	–	–	–	–	–	–
Patrick WANG Shui Chung	–	–	–	–	–	–
	–	1.4	7.9	0.2	0.5	10.0

Note 1: In addition to the emoluments as shown above, 2,000,000 share options were exercised during the year ended 31st March 2006. The exercise price was HK\$10.2 per share and the weighted average closing price of the shares of the Company at the dates on which the options were exercised was HK\$13.45 per share.

Note 2: In addition to the emoluments as shown above, 1,750,000 share options were exercised during the year ended 31st March 2006. The exercise price was HK\$10.2 per share and the weighted average closing price of the shares of the Company at the dates on which the options were exercised was HK\$13.58 per share.

Note 3: The director's fee paid to each of executive directors was US\$20,000 (2006: US\$15,000 each).

Note 4: The emolument paid to each of independent non-executive directors was US\$20,000 (2006: US\$15,000 each), being wholly in the form of directors' fees.

### 3 DIRECTORS' AND SENIOR EXECUTIVES' EMOLUMENTS (continued)

#### Senior executives' emoluments

The directors' emoluments set out above exclude 3 senior executives (2006: 3) whose emoluments were among the five highest earning employees of the Group. Details of the emoluments in aggregate for these executives are set out below:

	2007 US\$ million	2006 US\$ million
Salaries, allowances and benefits in kind	0.9	0.9
Bonuses	1.0	0.5
Contribution to retirement benefit schemes	0.1	0.1
Share-based payments	–	–
	<b>2.0</b>	<b>1.5</b>

The emoluments fell within the following bands:

	2007 Individuals	2006 Individuals
US\$		
257,001 – 321,000	–	1
321,001 – 385,000	–	1
449,001 – 513,000	1	–
577,001 – 641,000	1	–
768,001 – 832,000	–	1
897,001 – 961,000	1	–
	<b>3</b>	<b>3</b>

During the years ended 31st March 2006 and 31st March 2007, there were no amounts paid to directors and senior executives above for compensation for loss of office and inducement for joining the Group.

### 4 TAXATION

	Note	2007 US\$ million	2006 US\$ million
Current tax			
– Hong Kong		14.9	10.5
– Overseas		3.9	1.4
Under-provision in respect of prior years			
– Overseas		0.1	0.5
Deferred tax			
– Origination and reversal of temporary differences	9	(0.3)	(1.1)
		<b>18.6</b>	<b>11.3</b>

Tax on profits has been calculated at the rates of taxation prevailing in the countries in which the Group operates.

The consolidated effective income tax rate for the year ended 31st March 2007 was 9.2% (2006: 8.1%). The effective income tax rate is reconciled to the statutory domestic income tax rate as follow:

	2007 %	2006 %
Statutory domestic income tax rate	17.5	17.5
Difference in overseas income tax rates	0.7	0.2
Non-temporary differences	(7.0)	(7.7)
Tax losses not recognised	1.2	1.4
Underprovision in prior years	–	0.4
Others	(3.2)	(3.7)
Effective income tax rate	<b>9.2</b>	<b>8.1</b>

### 5 DIVIDENDS

	Note	2007 US\$ million	2006 US\$ million
Interim dividend of US9.0 cents (2006: US6.0 cents) per share declared and paid	17	21.5	14.3
Special dividend of US30.0 cents (2006: Nil) per share declared and paid	17	71.7	–
		<b>93.2</b>	<b>14.3</b>
Final dividend of US41.0 cents (2006: US26.0 cents) per share proposed after the balance sheet date	17	98.0	62.1

The final dividend proposed after the balance sheet date has not been recognised as a liability at the balance sheet date.

### 6 EARNINGS PER SHARE

The calculations of basic and diluted earnings per share are based on the Group's profit attributable to shareholders of US\$182.9 million (2006: US\$128.8 million).

The basic earnings per share is based on the weighted average of 239.0 million (2006: 234.4 million) ordinary shares in issue during the year. The diluted earnings per share is based on 243.6 million (2006: 236.9 million) ordinary shares which is the weighted average number of ordinary shares in issue during the year after adjusting for the number of dilutive potential ordinary shares under the employee share option scheme.

	2007 million	2006 million
Weighted average number of ordinary shares at 31st March	239.0	234.4
Effect of deemed issue of shares under the Company's share option scheme for nil consideration	4.6	2.5
Weighted average number of ordinary shares (diluted) at 31st March	<b>243.6</b>	<b>236.9</b>

## 7 TANGIBLE ASSETS

	Note	Land and buildings US\$ million	Moulds, machinery and equipment US\$ million	Computers, motor vehicles, furniture and fixtures and leasehold improvements US\$ million	Construction in progress US\$ million	Total US\$ million
<b>Cost or valuation</b>						
At 1st April 2005		38.4	183.8	69.0	2.4	293.6
Additions		–	21.4	8.8	1.3	31.5
Disposals		–	(5.0)	(3.9)	–	(8.9)
Transfer between categories		1.0	–	–	(1.0)	–
Transfer to leasehold land payments	8	–	–	–	(1.4)	(1.4)
Revaluation		1.0	–	–	–	1.0
Effect of changes in exchange rate		(0.5)	0.2	0.2	–	(0.1)
At 31st March 2006 and 1st April 2006		39.9	200.4	74.1	1.3	315.7
Additions		–	23.2	10.8	3.2	37.2
Disposals		–	(4.2)	(4.0)	–	(8.2)
Transfer between categories		1.7	–	–	(1.7)	–
Effect of changes in exchange rate		1.7	0.9	1.5	–	4.1
<b>At 31st March 2007</b>		<b>43.3</b>	<b>220.3</b>	<b>82.4</b>	<b>2.8</b>	<b>348.8</b>
<b>Accumulated depreciation</b>						
At 1st April 2005		19.1	166.3	55.6	–	241.0
Charge for the year		1.0	11.3	6.7	–	19.0
Disposals		–	(4.6)	(3.5)	–	(8.1)
Revaluation		(1.0)	–	–	–	(1.0)
Effect of changes in exchange rate		–	0.1	0.1	–	0.2
At 31st March 2006 and 1st April 2006		19.1	173.1	58.9	–	251.1
Charge for the year		1.2	14.9	8.1	–	24.2
Disposals		–	(3.2)	(3.5)	–	(6.7)
Effect of changes in exchange rate		0.1	0.6	1.1	–	1.8
<b>At 31st March 2007</b>		<b>20.4</b>	<b>185.4</b>	<b>64.6</b>	<b>–</b>	<b>270.4</b>
<b>Net book value at 31st March 2007</b>		<b>22.9</b>	<b>34.9</b>	<b>17.8</b>	<b>2.8</b>	<b>78.4</b>
Net book value at 31st March 2006		20.8	27.3	15.2	1.3	64.6
Cost or valuation of tangible assets is analysed as follows:						
At cost		28.6	220.3	82.4	2.8	334.1
At professional valuation-2006 (Note (a))		14.7	–	–	–	14.7
		43.3	220.3	82.4	2.8	348.8

Note (a): Property revaluation – The amount included valuation of land and buildings denominated in Hong Kong dollars or Euros which were revalued by independent valuers as at 31st March 2006 on an open market value basis.

**7 TANGIBLE ASSETS** (continued)

Land and buildings comprise:

	Freehold land and buildings and long-term leasehold buildings US\$ million	Short-term leasehold buildings US\$ million	Total US\$ million
<b>Cost or valuation</b>			
At 1st April 2005	13.4	25.0	38.4
Transfer between categories	–	1.0	1.0
Revaluation	1.0	–	1.0
Effect of changes in exchange rate	(0.8)	0.3	(0.5)
At 31st March 2006 and 1st April 2006	13.6	26.3	39.9
Transfer between categories	–	1.7	1.7
Effect of changes in exchange rate	1.1	0.6	1.7
<b>At 31st March 2007</b>	<b>14.7</b>	<b>28.6</b>	<b>43.3</b>
<b>Accumulated depreciation</b>			
At 1st April 2005	1.6	17.5	19.1
Charge for the year	0.3	0.7	1.0
Revaluation	(1.0)	–	(1.0)
At 31st March 2006 and 1st April 2006	0.9	18.2	19.1
Charge for the year	0.4	0.8	1.2
Effect of changes in exchange rate	–	0.1	0.1
<b>At 31st March 2007</b>	<b>1.3</b>	<b>19.1</b>	<b>20.4</b>
<b>Net book value at 31st March 2007</b>	<b>13.4</b>	<b>9.5</b>	<b>22.9</b>
Net book value at 31st March 2006	12.7	8.1	20.8
Cost or valuation of tangible assets is analysed as follows:			
At cost	–	28.6	28.6
At professional valuation-2006 (Note (a))	14.7	–	14.7
	14.7	28.6	43.3
Net book value of land and buildings comprises:			
<b>Hong Kong</b>			
Long-term leasehold buildings (not less than 50 years)	1.1	–	1.1
<b>Overseas</b>			
Freehold land and buildings	12.3	–	12.3
Short-term leasehold buildings	–	9.5	9.5
	12.3	9.5	21.8
Net book value of revalued land and buildings had the assets been carried at cost less accumulated depreciation	5.7	–	5.7

## 8 LEASEHOLD LAND PAYMENTS

	Note	2007 US\$ million	2006 US\$ million
Net book value at 1st April		3.7	1.8
Additions		–	0.6
Transfer from tangible assets	7	–	1.4
Amortisation	2	(0.1)	(0.1)
Effect of changes in exchange rate		0.1	–
Net book value at 31st March		3.7	3.7
Leasehold land payments in respect of:			
Owner-occupied properties		3.7	3.7

## 9 DEFERRED TAX

The deferred tax assets and liabilities and the deferred tax account movements for the years ended 31st March 2006 and 31st March 2007 are attributable to the following items:

	1st April 2005 US\$ million	Credited to income statement US\$ million	Charged to reserve US\$ million	31st March 2006 and 1st April 2006 US\$ million	Credited /(charged) to income statement US\$ million	31st March 2007 US\$ million
<b>Deferred tax assets</b>						
Provisions	0.4	–	–	0.4	(0.4)	–
Tax losses carried forward	2.1	0.5	–	2.6	(0.1)	2.5
Other deductible temporary differences	1.7	0.5	–	2.2	0.8	3.0
	4.2	1.0	–	5.2	0.3	5.5
<b>Deferred tax liabilities</b>						
Accelerated tax depreciation	(2.3)	0.1	–	(2.2)	0.2	(2.0)
Revaluation of properties	–	–	(2.0)	(2.0)	–	(2.0)
Others	–	–	–	–	(0.2)	(0.2)
	(2.3)	0.1	(2.0)	(4.2)	–	(4.2)
Net deferred tax assets	1.9	1.1	(2.0)	1.0	0.3	1.3

Deferred tax assets and liabilities are offset when they relate to income taxes levied by the same taxation authority on the same taxable entity. The following amounts are shown in the consolidated balance sheet:

	2007 US\$ million	2006 US\$ million
Deferred tax assets	5.5	5.1
Deferred tax liabilities	(4.2)	(4.1)
	1.3	1.0

Deferred tax assets are recognised for tax losses carried forward to the extent that realisation of the related tax benefit through future taxable profits is probable. Deferred tax assets of US\$33.8 million (2006: US\$42.9 million) arising from unused tax losses of US\$117.1 million (2006: US\$131.2 million) have not been recognised at the end of the year.

**10 INVESTMENTS**

	2007 US\$ million	2006 US\$ million
(i) <b>Associates</b>		
Share of net tangible assets	0.1	0.1
(ii) <b>Other investments</b>		
Unlisted investments, at cost	0.1	0.1
	<b>0.2</b>	<b>0.2</b>

**11 STOCKS**

	2007 US\$ million	2006 US\$ million
Telecommunication and electronic products		
Raw materials	34.2	35.7
Work in progress	15.1	13.7
Finished goods	74.8	84.4
	<b>124.1</b>	<b>133.8</b>

Stocks carried at net realisable value at 31st March 2007 amounted to US\$26.7 million (2006: US\$35.0 million).

**12 DEBTORS AND PREPAYMENTS**

Note	2007 US\$ million	2006 US\$ million
Trade debtors (Net of provision for doubtful debts of US\$12.5 million (2006: US\$5.4 million))	178.7	162.9
Other debtors and prepayments	22.6	18.9
Pension assets	2.1	1.8
	<b>203.4</b>	<b>183.6</b>

An ageing analysis of net trade debtors by transaction date is as follows:

	2007 US\$ million	2006 US\$ million
0-30 days	83.6	90.7
31-60 days	49.1	41.4
61-90 days	27.4	17.0
>90 days	18.6	13.8
Total	<b>178.7</b>	<b>162.9</b>

The majority of the Group's sales are on letter of credit and on open credit with varying terms of 30 to 90 days. Certain open credit sales are covered by credit insurance or bank guarantees.

**13 CREDITORS AND ACCRUALS**

	2007 US\$ million	2006 US\$ million
Trade creditors	101.9	116.8
Other creditors and accruals	154.6	150.9
	<b>256.5</b>	<b>267.7</b>

An ageing analysis of trade creditors by transaction date is as follows:

	2007 US\$ million	2006 US\$ million
0-30 days	51.6	52.4
31-60 days	26.2	33.2
61-90 days	15.1	18.5
>90 days	9.0	12.7
Total	<b>101.9</b>	<b>116.8</b>

**14 PROVISIONS**

At 31st March 2007, provisions of US\$47.9 million (2006: US\$49.3 million) include provisions for defective goods returns of US\$43.4 million (2006: US\$45.6 million).

	Defective goods returns US\$ million
At 1st April 2006	45.6
Effect of changes in exchange rate	0.3
Additional provisions	44.4
Unused amounts reversed	(3.1)
Charged to income statement	41.3
Utilised during the year	(43.8)
<b>At 31st March 2007</b>	<b>43.4</b>

The Group undertakes to repair or replace items that fail to perform satisfactorily in accordance with the terms of the sale. A provision is recognised for expected return claims, which included cost of repairing or replacing defective goods, loss of margin and cost of materials scrapped, based on past experience of the level of repairs and returns.

## 15 PENSION SCHEMES

The Group operated a defined benefit scheme and a defined contribution scheme in Hong Kong. The defined contribution scheme operated in Hong Kong complied with the requirements under the Mandatory Provident Fund ("MPF") Ordinance. For the defined contribution schemes operated for overseas employees and Hong Kong employees under the MPF Ordinance, the retirement benefit costs expensed in the income statement amounted to US\$1.8 million (2006: US\$1.8 million) and US\$0.3 million (2006: US\$0.2 million) respectively. For the defined benefit scheme ("the Scheme") operated for Hong Kong employees, contributions made by the Group during the year were calculated based on advice from Watson Wyatt Hong Kong Limited ("Watson Wyatt"), independent actuaries and consultants. The Scheme is valued annually. The latest actuarial valuation was completed by Watson Wyatt as at 31st March 2007 using the projected unit credit method.

For the defined benefit scheme, the amounts recognised in the balance sheet are as follows:

	Note	2007 US\$ million	2006 US\$ million
Fair value of Scheme assets		17.2	14.9
Present value of funded defined benefit obligations		(16.3)	(15.2)
Unrecognised actuarial losses		1.2	2.1
<b>Assets recognised in the balance sheet</b>	12	<b>2.1</b>	<b>1.8</b>
The amounts recognised in the income statement are as follows:			
Current service cost		1.4	1.3
Interest cost		0.7	0.6
Expected return on plan assets		(1.0)	(0.8)
Net actuarial losses recognised in the year		–	0.1
<b>Expenses recognised in the income statement</b>	2	<b>1.1</b>	<b>1.2</b>
The actual return on plan assets was as follows:			
Expected return on plan assets		1.0	0.8
Actuarial gains on plan assets		1.4	1.2
<b>Actual return on plan assets</b>		<b>2.4</b>	<b>2.0</b>

	2007 US\$ million	2006 US\$ million
<b>Movement in the assets recognised in the balance sheet:</b>		
At 1st April	1.8	1.7
Expenses recognised in the income statement	(1.1)	(1.2)
Contributions paid	1.4	1.3
At 31st March	<b>2.1</b>	<b>1.8</b>
<b>Movement in fair value of scheme assets:</b>		
At 1st April	14.9	11.9
Expected return on plan assets	1.0	0.8
Actual company contributions	1.4	1.3
Actual benefit paid	(1.5)	(0.3)
Actuarial gains on plan assets	1.4	1.2
At 31st March	<b>17.2</b>	<b>14.9</b>
<b>Movement in present value of funded defined benefit obligations:</b>		
At 1st April	15.2	13.4
Interest cost	0.7	0.6
Current service cost with interest to the end of the year net of employee contributions	1.4	1.3
Actual benefit paid	(1.5)	(0.3)
Actuarial gains on obligations	0.5	0.2
At 31st March	<b>16.3</b>	<b>15.2</b>
<b>Historical information</b>		
Present value of the defined benefit obligations	16.3	15.2
Fair value of Scheme assets	(17.2)	(14.9)
(Surplus)/deficit in the plan	<b>(0.9)</b>	<b>0.3</b>
Experience losses on scheme liabilities	–	(0.3)
Experience losses on scheme assets	(1.4)	(1.2)
	2007	2006
Scheme assets consist of the following:		
Equities	75.9%	73.5%
Bonds	17.3%	16.4%
Cash and others	6.8%	10.1%
	<b>100.0%</b>	<b>100.0%</b>
The principal actuarial assumptions used for accounting purposes were:		
Discount rate	4.3%	4.5%
Expected return on plan assets	7.0%	7.0%
Future salary increases	5.0%	5.0%

**16 SHARE CAPITAL, SHARE OPTIONS AND WARRANTS***Share Capital*

	2007 US\$ million	2006 US\$ million
<i>Authorised</i>		
Ordinary shares: 400,000,000 (2006: 400,000,000) of US\$0.05 each	<b>20.0</b>	20.0

	2007 No. of shares	2007 US\$ million	2006 No. of shares	2006 US\$ million
<i>Issued and fully paid</i>				
Ordinary shares of US\$0.05 each:				
Balance as at 1st April	238,773,133	11.9	225,627,133	11.3
Issued shares upon exercise of share options	339,000	–	10,146,000	0.5
Issued shares upon exercise of warrants	–	–	3,000,000	0.1
Balance as at 31st March	<b>239,112,133</b>	<b>11.9</b>	<b>238,773,133</b>	<b>11.9</b>

Note: Subsequent to the balance sheet date and up to 20th June 2007, the issued and fully paid share capital of the Company was increased to 240,412,133 ordinary shares upon the exercise of 1,300,000 share options since April 2007.

*Share Options*

Pursuant to the share option scheme adopted on 10th August 2001 (the "2001 Scheme"), the directors are authorised, at any time during the 10 years from the date of approval of the 2001 Scheme, to grant options to certain employees of the Company or subsidiaries of the Group, including executive directors (but excluding non-executive directors) to subscribe for shares in the Company at prices to be determined by the directors in accordance with the terms of the 2001 Scheme.

Pursuant to Chapter 17 of the Listing Rules, the Company can issue options so that number of shares that may be issued upon exercise of all options to be granted under the schemes does not in aggregate exceed 10% of the relevant class of shares in issue from time to time. The Company may renew this limit at any time, subject to shareholders' approval and the issue of a circular. The Company may also seek separate

shareholders' approval for granting options beyond the 10% limit to eligible employees specifically identified by the Company, subject to shareholders' approval and the issue of a circular. The Company can issue options so that shares to be issued upon exercise of all outstanding options does not exceed 30% of the relevant class of shares in issue from time to time. The maximum entitlement for any one eligible employee is that the total number of shares issued and to be issued upon exercise of options granted and to be granted in any 12-month period up to the date of the last grant does not exceed 1% of the relevant class of shares in issue. The Company can grant further options in excess of this limit, subject to shareholders' approval (with that eligible employee and his associates abstaining from voting) and the issue of a circular. The offer of a grant of options may be accepted within 30 days from the date of offer, upon payment of a non-refundable sum of HK\$1.0 by the grantee. The 2001 Scheme has a life of 10 years and will expire on 9th August 2011.

## 16 SHARE CAPITAL, SHARE OPTIONS AND WARRANTS (continued)

### Share Options (continued)

As at 31st March 2007, the number of shares issuable under the options granted pursuant to the 2001 Scheme was 6,875,000, which represented approximately 2.9% of the then issued share capital of the Company. The movements in the number of share options under the 2001 Scheme during the year were as follows:

Date of grant (Note 1)	Exercise price	Exercisable period (Note 2)	Balance in issue at 1st April 2006	Number of share options exercised during the year	Balance in issue at 31st March 2007
26th February 2002 to 26th March 2002	HK\$10.2	26th February 2005 to 25th March 2007	254,000	(254,000) (Note 3)	–
10th July 2002 to 8th August 2002	HK\$8.71	10th July 2005 to 7th August 2007	85,000	(85,000) (Note 4)	–
20th April 2004 to 19th May 2004	HK\$15.0	20th April 2007 to 19th May 2009	1,965,000	–	1,965,000
19th November 2004	HK\$11.03	22nd November 2007 to 21st November 2009	1,500,000	–	1,500,000
23rd March 2005 to 22nd April 2005	HK\$11.41	23rd March 2008 to 22nd March 2010	1,410,000	–	1,410,000
12th August 2005	HK\$19.3	26th August 2008 to 25th August 2010	2,000,000	–	2,000,000
			<u>7,214,000</u>	<u>(339,000)</u>	<u>6,875,000</u>

Note 1: Due to the large number of employees participating in the 2001 Scheme, the relevant information can only be shown within a reasonable range in this Annual Report. For options granted to employees, the options were granted during the underlying periods for acceptance of such options by the employees concerned.

Note 2: As one of the conditions of grant, the employees concerned agreed with the Company that the options shall not be exercisable within the period of 36 months from the date on which such options were deemed to be granted and accepted and shall not be exercisable after 60 months from the date on which such options were deemed to be granted and accepted. However, options shall be automatically vested to the grantees when the grantees reach 60 years of age.

Note 3: An aggregate of 254,000 share options were exercised at the exercise price of HK\$10.2 during the financial year. The weighted average closing prices of the shares of the Company immediately before the dates on which the options were exercised and at the dates of exercise were HK\$42.79 per share and HK\$42.67 per share respectively.

Note 4: An aggregate of 85,000 share options were exercised at the exercise price of HK\$8.71 during the financial year. The weighted average closing prices of the shares of the Company immediately before the dates on which the options were exercised and at the dates of exercise were HK\$38.76 per share and HK\$39.08 per share respectively.

Note 5: No options were granted, lapsed or cancelled during the year.

Share option expenses charged to the consolidated income statement are determined with the Black-Scholes model based on the following assumptions:

	Date of grant			
	20th April 2004	19th November 2004	23rd March 2005	12th August 2005
Fair value of each share option as of the date of grant	HK\$5.1	HK\$2.6	HK\$3.1	HK\$5.4
Closing price at the date of grant	HK\$15.0	HK\$10.9	HK\$11.4	HK\$19.3
Exercise price	HK\$15.0	HK\$11.03	HK\$11.41	HK\$19.3
Expected volatility	50.7%	49.1%	47.5%	48.0%
Annual risk-free interest rate	3.5%	2.8%	4.0%	3.9%
Expected average life of options	3.5 years	3.5 years	3.5 years	3.5 years
Expected dividend yield	2.6%	7.1%	5.5%	5.1%

The volatility measured at the standard deviation of expected share price returns is based on statistical analysis of daily share prices over the one year immediately preceding the grant date.

### Warrants

An aggregate of 3,000,000 warrants have been exercised during the financial year ended 31st March 2006 and no warrants were outstanding as at 31st March 2006 and 31st March 2007.

## 17 RESERVES

	Note	Group		Company	
		2007 US\$ million	2006 US\$ million	2007 US\$ million	2006 US\$ million
Share premium		90.7	90.3	90.7	90.3
Other properties revaluation reserve		6.1	6.1	–	–
Revenue reserve		230.5	202.9	164.3	127.0
Exchange reserve		1.3	(7.2)	(1.2)	(1.2)
Capital reserve		2.8	1.6	2.8	1.6
Hedging reserve		–	0.6	–	–
		<b>331.4</b>	<b>294.3</b>	<b>256.6</b>	<b>217.7</b>
An analysis of movements in reserves is set out below:					
<b>Share premium</b>					
Brought forward		90.3	74.4	90.3	74.4
Exercise of share options		0.4	12.7	0.4	12.7
Exercise of warrants		–	3.2	–	3.2
Carried forward		<b>90.7</b>	<b>90.3</b>	<b>90.7</b>	<b>90.3</b>
<b>Other properties revaluation reserve</b>					
Brought forward and carried forward		<b>6.1</b>	<b>6.1</b>	<b>–</b>	<b>–</b>
<b>Revenue reserve</b>					
Brought forward		202.9	116.4	127.0	90.4
Profit attributable to shareholders		182.9	128.8	192.6	78.9
Final dividend in respect of the previous year	5	(62.1)	(28.0)	(62.1)	(28.0)
Interim dividend in respect of the current year	5	(21.5)	(14.3)	(21.5)	(14.3)
Special dividend in respect of the current year	5	(71.7)	–	(71.7)	–
Carried forward		<b>230.5</b>	<b>202.9</b>	<b>164.3</b>	<b>127.0</b>
<b>Exchange reserve</b>					
Brought forward		(7.2)	(4.9)	(1.2)	(1.2)
Exchange translation differences		8.5	(2.3)	–	–
Carried forward		<b>1.3</b>	<b>(7.2)</b>	<b>(1.2)</b>	<b>(1.2)</b>
<b>Capital reserve</b>					
Brought forward		1.6	–	1.6	–
Equity settled share-based transactions		1.2	1.6	1.2	1.6
Carried forward		<b>2.8</b>	<b>1.6</b>	<b>2.8</b>	<b>1.6</b>
<b>Hedging reserve</b>					
Brought forward		0.6	–	–	–
Transfer to income statement	2	4.1	(2.7)	–	–
Fair value (losses)/gains on hedging during the year		(4.7)	3.3	–	–
Carried forward		<b>–</b>	<b>0.6</b>	<b>–</b>	<b>–</b>

The consolidated profit attributable to shareholders includes a profit of US\$192.6 million (2006: US\$78.9 million) which has been dealt with in the financial statements of the Company.

Reserves of the Company available for distribution to shareholders amounted to US\$164.3 million (2006: US\$127.0 million).

## 18 FINANCIAL INSTRUMENTS

The Group enters into foreign exchange contracts and interest rate swaps to hedge certain exposures on fluctuations of foreign currency exchange rates and interest rates respectively. The Group does not use derivative financial instruments for speculative purposes.

### Credit risk

Financial assets which potentially subject the Group to credit risk consist principally of cash, short-term deposits and trade debtors. The Group's cash equivalents and short-term deposits are placed with major financial institutions. Trade debtors are presented net of the allowance for doubtful debts. Credit risk with respect to trade debtors is limited due to the large number of customers comprising the Group's customer base and their dispersion across different industries and geographical areas. Accordingly, the Group has no significant concentration of credit risk. In addition, credit risks are mitigated by the use of insurance plans.

The Group manages these risks by monitoring credit ratings and limiting the aggregate risk to any individual counterparty.

### Foreign exchange risk

The Group enters into foreign exchange contracts in order to manage its exposure to fluctuations in foreign currency exchange rates on specific transactions. Foreign exchange contracts are matched with anticipated future cash flows in foreign currencies, primarily from sales.

### Interest rate risk

The Group's income and operating cash flows are affected by the change in market interest rates in relation to its interest-bearing loans. The Group uses interest rate swaps as cash flow hedges of future interest payments to convert certain borrowings from floating rates to fixed rates.

### Fair values

The fair value of interest rate swaps is calculated as the present value of the estimated future cash flows. The fair value of forward foreign exchange contracts is determined using forward exchange market rates at the balance sheet date.

### Derivative financial instruments

Forward foreign exchange contracts and interest rate swaps contracts were designated as cash flow hedges and remeasured to fair values. The negative fair value of derivative financial instruments at 31st March 2007 designated for cash flow hedges were US\$46,000 (2006 positive: US\$0.6 million).

### Forward foreign exchange contracts

The net fair value gains/(losses) at 31st March on open forward foreign exchange contracts which hedge anticipated future foreign currency sales and purchases will be transferred from the hedging reserve to the consolidated income statement when the forecasted sales and purchases occur, at various dates between 1 month to 6 months from the balance sheet date.

Details of the movements of fair value gains/(losses) arising from forward foreign exchange contracts entered by the Group are set out in note 17 on the financial statements.

The contracted amounts of the outstanding forward exchange contracts at 31st March 2007 was US\$6.5 million (2006: US\$24.3 million).

The Group does not anticipate any material adverse effect on its financial position resulting from its involvement in these financial instruments, nor does it anticipate non-performance by any of its counterparties.

### Interest rate swaps

At 31st March 2007, there were no outstanding interest rate swaps (2006: nil).

### Fair values

The fair value of trade debtors, bank balances, trade creditors and accruals and bank overdrafts approximate their carrying amounts due to the short-term maturities of these assets and liabilities. The fair value of term loans and obligations under finance leases is estimated using the expected future payments discounted at market interest rates.

The weighted average effective interest rate on short term bank deposits was 5.0% (2006: 4.3%) and these deposits had an average maturity of 1 day to 1 month.

## 19 COMMITMENTS

	2007 US\$ million	2006 US\$ million
(i) Capital commitments for property, plant and equipment		
Authorised but not contracted for	46.7	48.8
Contracted but not provided for	12.8	5.9
	<b>59.5</b>	<b>54.7</b>
(ii) Operating lease commitments		
The future aggregate minimum lease payments under non-cancellable operating leases are as follows:		
Land and buildings		
In one year or less	8.9	9.9
Between one and two years	5.9	6.5
Between two and five years	5.8	10.6
In more than five years	2.1	2.4
	<b>22.7</b>	<b>29.4</b>

**19 COMMITMENTS** (continued)

The Group has entered into agreements with an independent third party in the People's Republic of China ("PRC") to lease factory premises in Houjie, Dongguan comprising several factory buildings. There are a number of leases which expire in 2007, 2011, 2019 and 2022 respectively. The lease expiring in 2019 has a non-cancellable period of eight years which expires in 2007. At the end of this non-cancellable period, the lease can only be cancelled on six months' notice with a penalty equivalent to three months' rentals. The leases expire in 2022 can only be cancelled on six months' notice with penalties equivalent to three months' rentals. The leases expire in 2007 and 2011 are non-cancellable over the lease term. The operating lease commitments above include total commitments over the non-cancellable period of the lease terms.

In January 1996, the Group entered into an agreement with an independent third party in the PRC whereby the PRC party constructed in phases and leases to the Group a production facility in Liaobu, Dongguan. Under a fifty year lease agreement, the Group rented the first and second phases of the facility for non-cancellable periods of six and eight years after completion respectively. The first phase became fully operational in April 1998 and the completed production facility of the second phase became operational in October 2001. The operating lease commitments above include total commitments over the non-cancellable period of the lease terms.

Under a Brand License Agreement expiring 31st March 2010, a wholly-owned subsidiary of the Group is required to make royalty payments to AT&T Corp., calculated as a percentage of net sales of the relevant categories of products, subject to certain minimum aggregate royalty payments. The percentage of net sales payable varies over time and between products. There is no maximum royalty payment. The aggregate minimum royalty payments as at 31st March 2007 amounted to US\$38.3 million (2006: US\$55.1 million), whereas the annual minimum royalty payment varies throughout the agreement period between US\$12.6 million and US\$13.1 million. The subsidiary can renew the agreement for two additional five year terms provided certain performance requirements are achieved.

Pursuant to the terms of the Agreement, VTech has started the process of renegotiating certain terms of the Agreement subsequent to 31st March 2007.

During the financial year ended 31st March 2007, certain wholly-owned subsidiaries of the Group (the "licensees") entered into certain licensing agreements with various third party licensors for the granting of certain rights to use the relevant cartoon characters into the Group's electronic learning products. Under these licensing agreements, the licensees are required to make royalty payments to the licensors, calculated as a percentage of net sales of the relevant character licensed products, subject to certain minimum aggregate royalty payments. The percentage of royalty payable varies over time and between licensed characters. There is no maximum royalty payment. The aggregate minimum royalty payments as at 31st March 2007

amount to US\$2.6 million (2006: US\$3.9 million), of which US\$1.8 million, US\$0.7 million and US\$0.1 million are payable in the financial years ended 31st March 2008, 2009 and 2010 respectively.

**20 CONTINGENT LIABILITIES**

The directors have been advised that certain accusations of infringements of patents, trademarks and tradenames have been lodged against the Company and its subsidiaries. In the opinion of the legal counsel, it is too early to evaluate the likelihood of an unfavourable result. The directors are of the opinion that even if the accusations are found to be valid, there will be no material adverse effect on the financial position of the Group.

Various Group companies are involved in litigation arising in the ordinary course of their respective businesses. Having reviewed outstanding claims and taking into account legal advice received, the directors are of the opinion that even if the claims are found to be valid, there will be no material adverse effect on the financial position of the Group.

As at 31st March 2007, there were contingent liabilities in respect of guarantees given by the Company on behalf of subsidiaries relating to overdrafts, short term loans and credit facilities of up to US\$246.3 million (2006: US\$246.3 million). The Company has not recognised any deferred income for the guarantees given in respect of borrowings and other banking facilities for subsidiaries as their fair value cannot be reliably measured and their transaction price was US\$Nil.

As at the balance sheet date, the directors do not consider it is probable that a claim will be made against the Company under any of the guarantees.

**21 BALANCE SHEET OF THE COMPANY AS AT 31ST MARCH**

	Note	2007 US\$ million	2006 US\$ million
<b>Non-current assets</b>			
Subsidiaries		227.5	227.5
<b>Current assets</b>			
Amounts due from subsidiaries (i)		375.5	323.8
Cash and cash equivalents		0.1	0.1
		<b>375.6</b>	<b>323.9</b>
<b>Current liabilities</b>			
Amounts due to subsidiaries (i)		(333.0)	(320.2)
Creditors and accruals		(1.6)	(1.6)
		<b>(334.6)</b>	<b>(321.8)</b>
<b>Net assets</b>		<b>268.5</b>	<b>229.6</b>
<b>Capital and reserves</b>			
Share capital	16	11.9	11.9
Reserves	17	256.6	217.7
<b>Shareholders' funds</b>		<b>268.5</b>	<b>229.6</b>

(i) The amounts due from/(to) subsidiaries are unsecured, interest-free and have no fixed terms of repayment.

## 22 PRINCIPAL SUBSIDIARIES

Details of the Company's interest in those subsidiaries which materially affect the results or assets of the Group as at 31st March 2007 are set out below:

Name of subsidiary	Fully paid issued share capital	Percentage of interest held by the Group	Principal activity
<i>Incorporated and operating in Hong Kong:</i>			
VTech Communications Limited	Ordinary HK\$1,000	*100	Design, manufacture and sale of electronic equipment
	Deferred HK\$5,000,000		
VTech Electronics Limited	Ordinary HK\$ 5,000,000	*100	Design, manufacture and distribution of electronic products
VTech Telecommunications Limited	Ordinary HK\$1,000	*100	Design, manufacture and distribution of telecommunication products
	Deferred HK\$5,000,000		
Perseus Investments Limited	Ordinary HK\$1,000	100	Property holding
	Deferred HK\$1,000		
Valentia Investment Limited	Ordinary HK\$1,000	100	Property holding
	Deferred HK\$1,000		
<i>Incorporated and operating in Canada:</i>			
VTech Telecommunications Canada Limited	Class A C\$5,000	*100	Sale of telecommunication products
	Class B C\$195,000	*100	
<i>Incorporated and operating in France:</i>			
VTech Electronics Europe S.A.S.	EURO 2,067,310	*100	Sale of electronic products
<i>Incorporated and operating in Germany:</i>			
VTech Electronics Europe GmbH	EURO 2,600,000	*100	Sale of electronic products
<i>Incorporated and operating in the Netherlands:</i>			
VTech Electronics Europe B.V.	EURO 18,100	*100	Sale of electronic products
<i>Incorporated and operating in the People's Republic of China:</i>			
VTech (Qingyuan) Plastics & Electronics Limited	HK\$167,667,810	*100	Manufacturing of plastics products
<i>Incorporated and operating in Spain:</i>			
VTech Electronics Europe, S.L.	EURO 500,000	*100	Sale of electronic products
<i>Incorporated and operating in the United Kingdom:</i>			
VTech Electronics Europe plc	GBP 500,000	*100	Sale of electronic products
<i>Incorporated and operating in the United States:</i>			
VTech Electronics North America, L.L.C.	US\$22,212,997	*100	Sale of electronic products
VTech Communications, Inc.	US\$300,000	*100	Sale of telecommunication products

\* Indirectly held by subsidiary companies

### 23 MATERIAL RELATED PARTY TRANSACTIONS

During the year, the Group leased premises from Aldenham Company Limited ("Aldenham") for HK\$250,000 per month, to provide housing for a director in accordance with the terms of his service contract for a term of 2 years expiring on 31st March 2007. Aldenham is a wholly indirect subsidiary of a trust in which the family members of a director are beneficiaries. Aldenham is therefore a connected person of the Group as ascribed by the Listing Rules and the lease constitutes a continuing connected transaction under the Listing Rules, they have complied with the disclosure requirements in accordance with Chapter 14A of the Listing Rules. With effect from 1st April 2007, the Group renewed the afore-mentioned lease with Aldenham for HK\$250,000 per month for a term of 2 years expiring on 31st March 2009.

In the normal course of business and on normal commercial terms, the Group undertakes certain transactions with its associates. None of these transactions were material to the Group's results.

### 24 POSSIBLE IMPACT OF AMENDMENTS, NEW STANDARDS AND INTERPRETATIONS ISSUED BUT NOT YET EFFECTIVE FOR THE ANNUAL ACCOUNTING PERIOD ENDED 31ST MARCH 2007

Up to the date of issue of these financial statements the International Accounting Standard Board has issued a number of amendments, new standards and interpretations which are not yet effective for the year ended 31st March 2007 and which have not been adopted in these financial statements.

In addition, the following developments may result in new or amended disclosures in the financial statements:

	Effective for Accounting period beginning on or after
IFRS 7, Financial instruments: disclosures	1st January 2007
IFRS 8, Operating segments	1st January 2009
IFRIC 8, Scope of IFRS2	1st May 2006
IFRIC 9, Reassessment of embedded derivatives	1st June 2006
IFRIC 10, Interim Financial reporting and impairment	1st November 2006
IFRIC 11, IFRS 2 – Group and treasury shares transactions	1st March 2007
IFRIC 12, Service Concession Agreements	1st January 2008
Amendment to IAS 1, Presentation of financial statements: capital disclosure	1st January 2007

The Group is in the process of making an assessment of what the impact of these amendments, new standards and new interpretations is expected to be in the period of initial application. So far it has concluded that the adoption of them is unlikely to have a significant impact on the Group's results of operations and financial position.

### 25 ACCOUNTING ESTIMATES AND JUDGEMENTS

The presentation of financial statements in conformity with IFRSs requires management to make judgements, estimates and assumptions that affect the application of policies and reported amounts of assets, liabilities, income and expenses.

Notes 15, 16 and 18 contain information about the assumptions and their risk factors relating to pension scheme obligations, fair value of share options granted and financial instruments. Other key sources of estimation uncertainty are as follows:

The Group recognises provision for expected return claims, which included cost of repairing or replacing defective goods, loss of margin and cost of materials scrapped, based on past experience of the level of repairs and returns. The Group uses all available information in determining an amount that is a reasonable approximation of the costs including estimates based on reasonable historical information and supportable assumptions. Changes in these estimates could have a significant impact on the provision and could result in additional charges or reversal of provision in future years.

# VTech in the Last Five Years

	Consolidated statement of net assets as at 31st March				
	2003 US\$ million	2004 US\$ million	2005 US\$ million	2006 US\$ million	2007 US\$ million
<b>Non-current assets</b>					
Tangible assets	48.0	48.7	52.6	64.6	78.4
Leasehold land payments	2.7	1.8	1.8	3.7	3.7
Other non-current assets	4.1	3.9	2.8	5.3	5.7
	<u>54.8</u>	<u>54.4</u>	<u>57.2</u>	<u>73.6</u>	<u>87.8</u>
<b>Current assets</b>					
Stocks	84.0	96.1	124.2	133.8	124.1
Debtors and prepayments	139.9	153.9	175.7	183.6	203.4
Cash and cash equivalents	70.4	105.2	123.9	242.4	246.5
Other current assets	9.5	12.6	2.4	1.8	1.6
	<u>303.8</u>	<u>367.8</u>	<u>426.2</u>	<u>561.6</u>	<u>575.6</u>
<b>Current liabilities</b>	<u>(227.3)</u>	<u>(256.0)</u>	<u>(279.3)</u>	<u>(324.9)</u>	<u>(315.9)</u>
<b>Net current assets</b>	<u>76.5</u>	<u>111.8</u>	<u>146.9</u>	<u>236.7</u>	<u>259.7</u>
<b>Total assets less current liabilities</b>	<u>131.3</u>	<u>166.2</u>	<u>204.1</u>	<u>310.3</u>	<u>347.5</u>
<b>Non-current liabilities</b>					
Borrowings	(2.2)	(2.0)	(0.1)	–	–
Deferred tax liabilities	(0.8)	(1.6)	(0.7)	(4.1)	(4.2)
	<u>(3.0)</u>	<u>(3.6)</u>	<u>(0.8)</u>	<u>(4.1)</u>	<u>(4.2)</u>
<b>Minority interest</b>	<u>(0.8)</u>	<u>–</u>	<u>–</u>	<u>–</u>	<u>–</u>
<b>Net assets/shareholders' funds</b>	<u>127.5</u>	<u>162.6</u>	<u>203.3</u>	<u>306.2</u>	<u>343.3</u>

	Consolidated income statement for the year ended 31st March				
	2003 US\$ million	2004 US\$ million	2005 US\$ million	2006 US\$ million	2007 US\$ million
<b>Revenue</b>	<u>866.5</u>	<u>915.2</u>	<u>1,022.0</u>	<u>1,204.6</u>	<u>1,463.8</u>
<b>Profit before taxation</b>	<u>58.3</u>	<u>49.9</u>	<u>63.7</u>	<u>140.1</u>	<u>201.5</u>
Taxation	(17.4)	(3.6)	(6.8)	(11.3)	(18.6)
<b>Profit after taxation</b>	<u>40.9</u>	<u>46.3</u>	<u>56.9</u>	<u>128.8</u>	<u>182.9</u>
Minority interest	(0.1)	–	–	–	–
<b>Profit attributable to shareholders</b>	<u>40.8</u>	<u>46.3</u>	<u>56.9</u>	<u>128.8</u>	<u>182.9</u>
<b>Earnings per share (US cents)</b>	<u>18.1</u>	<u>20.5</u>	<u>25.2</u>	<u>54.9</u>	<u>76.6</u>

# Corporate Information

## BOARD OF DIRECTORS

### *Executive Directors*

Allan WONG Chi Yun  
(Chairman and Group Chief Executive Officer)

Edwin YING Lin Kwan

PANG King Fai

### *Independent Non-Executive Directors*

Raymond CH'IEN Kuo Fung

William FUNG Kwok Lun

Michael TIEN Puk Sun

Patrick WANG Shui Chung

## AUDIT COMMITTEE

Raymond CH'IEN Kuo Fung (Chairman)

William FUNG Kwok Lun

Michael TIEN Puk Sun

## NOMINATION COMMITTEE

William FUNG Kwok Lun (Chairman)

Patrick WANG Shui Chung

Raymond CH'IEN Kuo Fung

Michael TIEN Puk Sun

Allan WONG Chi Yun

## REMUNERATION COMMITTEE

Michael TIEN Puk Sun (Chairman)

Raymond CH'IEN Kuo Fung

William FUNG Kwok Lun

## COMPANY SECRETARY

CHANG Yu Wai

## QUALIFIED ACCOUNTANT

Shereen TONG Ka Hung

## REGISTERED OFFICE

Clarendon House  
Church Street  
Hamilton HM11  
Bermuda

## PRINCIPAL OFFICE

23rd Floor, Tai Ping Industrial Centre  
Block 1, 57 Ting Kok Road  
Tai Po  
New Territories  
Hong Kong

## PRINCIPAL BANKERS

The Hongkong and Shanghai Banking Corporation Limited  
Hang Seng Bank Limited  
Standard Chartered Bank

## AUDITORS

KPMG  
Certified Public Accountants  
Hong Kong

# Information for Shareholders

## LISTINGS

Shares of VTech Holdings Limited are listed on both The Stock Exchange of Hong Kong Limited and London Stock Exchange Plc. Ordinary shares are also available in the form of American Depository Receipts through the Bank of New York.

## STOCK CODES

The Stock Exchange of Hong Kong Limited	303
London Stock Exchange Plc	VTH
American Depository Receipts	VTKHY

## FINANCIAL CALENDAR

Closure of Register of Members	27th July 2007 – 3rd August 2007 (both dates inclusive)
2007 Annual General Meeting	3rd August 2007
Payment of Final Dividend	6th August 2007
2007/2008 Interim Results Announcement	November 2007

## SHARE REGISTRARS

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Principal	Butterfield Fund Services (Bermuda) Limited Rosebank Centre 11 Bermudiana Road Pembroke Bermuda Tel: (441) 299 3954 Fax: (441) 295 6759 Email: funds@bntb.bm
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Hong Kong Branch	Computershare Hong Kong Investor Services Limited 46th Floor, Hopewell Centre 183 Queen's Road East Hong Kong Tel: (852) 2862 8628 Fax: (852) 2865 0990 Email: hkinfo@computershare.com.hk
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UK Branch	Capita IRG Plc The Registry 34 Beckenham Road Beckenham Kent BR3 4TU United Kingdom Tel: (44) 20 8639 2157 Fax: (44) 20 8639 2342 Email: ssd@capitaregistrars.com
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The Bank of New York  
Investor Services  
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New York  
NY 10286-1258  
U.S.A.  
Tel: 1-888-269-2377 (US domestic toll free)  
(1) 212-815-3700 (International)  
Email: shareowner@bankofny.com

## SHARE INFORMATION

Board Lot	1,000 shares
Issued Shares as at 31st March 2007	239,112,133 shares

## DIVIDENDS

Dividends per share for the year ended 31st March 2007

– Interim dividend	US9.0 cents per ordinary share
– Special dividend	US30.0 cents per ordinary share
– Final dividend	US41.0 cents per ordinary share

## INVESTOR RELATIONS CONTACT

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# VTech Group of Companies

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A Chinese translation of the annual report may be obtained on request from Computershare Hong Kong Investor Services Limited, 46th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong. If there is a discrepancy between the Chinese translation and the English version of this report and accounts, the English version shall prevail.

本年報備有中文譯本，請向位於香港皇后大道東183號合和中心46樓香港中央證券登記有限公司索取。本報告書及賬目之中文譯本與英文本如有任何歧義，概以英文本為準。

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