

CITIC 21CN
中信 21世紀
CITIC 21CN COMPANY LIMITED

(Incorporated in Bermuda with limited liability)
Stock Code: 241

ANNUAL REPORT 2011



CONTENTS

| | |
|------------------------------------------------|----|
| Corporate Information | 2 |
| Chairman's Statement | 3 |
| Management Discussion and Analysis | 4 |
| Directors' Report | 11 |
| The Biographical Information of Directors | 19 |
| Corporate Governance Report | 21 |
| Independent Auditor's Report | 25 |
| Consolidated Statement of Comprehensive Income | 26 |
| Consolidated Statement of Financial Position | 27 |
| Consolidated Statement of Changes in Equity | 28 |
| Consolidated Statement of Cash Flows | 29 |
| Notes to the Consolidated Financial Statements | 30 |
| Financial Summary | 74 |

CORPORATE INFORMATION

BOARD OF DIRECTORS

Executive Directors

Mr. WANG Jun (*Chairman*)

Ms. CHEN Xiao Ying (*Executive Vice Chairman*)

Mr. LUO Ning (*Vice Chairman*)

Mr. SUN Yalei

Mr. ZHANG Lianyang

Ms. XIA Guilan

Independent Non-Executive Directors

Dr. HUI Ho Ming, Herbert, JP

Mr. ZHANG Jian Ming

Dr. LONG Junsheng

COMPANY SECRETARY

Mr. AU Kin Fai, HKICPA

QUALIFIED ACCOUNTANT

Mr. YUEN Wai Ho, FCCA, FCPA

AUTHORISED REPRESENTATIVES

Ms. CHEN Xiao Ying

Mr. AU Kin Fai, HKICPA

REGISTERED OFFICE

Canon's Court
22 Victoria Street
Hamilton HM 12
Bermuda

PRINCIPAL PLACE OF BUSINESS

Units 614-616, Level 6
Core D, Cyberport 3
100 Cyberport Road
Hong Kong

STOCK CODE

241

LEGAL ADVISORS

Hong Kong

K&L Gates Solicitors

Yung, Yu, Yuen & Co.

Bermuda

Appleby

AUDITORS

Deloitte Touche Tohmatsu

Certified Public Accountants

Hong Kong

PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

Appleby Management (Bermuda) Ltd.

Argyle House, 41A Cedar Avenue

Hamilton HM 12

Bermuda

HONG KONG BRANCH REGISTRAR AND TRANSFER OFFICE

Tricor Secretaries Limited

26th Floor

Tesbury Centre

28 Queen's Road East

Wanchai

Hong Kong

PRINCIPAL BANKERS

CITIC Bank International Limited

The Hongkong and Shanghai Banking

Corporation Limited

CHAIRMAN'S STATEMENT

In 2010, CITIC 21CN Company Limited and its subsidiaries (collectively referred to as the "Group") followed the established development direction, the whole management and staff of the Group worked dedicatedly and achieved long-step advancement in all aspects.

Following the growing concern over the safety of medical products on the national level, the promotion of the Group's business of Product Identification, Authentication, Tracking System ("PIATS") has been well-recognized and supported by the relevant governmental departments. Honglian 95, a jointly controlled entity of the Group, has remained consolidated its position in the mobile and telecommunication value-added services industry and call centre service sectors. In the same time, it is also intended to combine the PIATS for transformation of services and expansion of new business. By virtue of the national service network, it is providing a user-friendly service platform for the consumers and enterprises as well as building a strong support to the PIATS. The business of Dongfang Customs under the Group's investment still provided us with good return.

The business development of PIATS, Honglian 95 and Dongfang Customs were all in line with the target of establishing an integrated information service platform with leading position. We will step up our effort in studying and understanding the needs of the society in various aspects, further enhancing the quality of our management and services and attaining the greatest economic and social efficiency, in order to make contribution to the information technology of the society.

The entire staff of the Group will strive to generate sustainable returns for our shareholders with our long-term vision, advanced technology and highly efficient business operations. I would like to take this opportunity to express my deepest gratitude to our shareholders, business partners, investment institutions, the government authorities and our staff for their unwavering support.

Wang Jun
Chairman

MANAGEMENT DISCUSSION AND ANALYSIS

FINANCIAL REVIEW

The key financial figures of the Group for the year ended 31st March 2011 and the comparative figures for the year ended 31st March 2010 are summarized as follows:

| | 2011 HK\$'000 | 2010 HK\$'000 | Change % |
|-----------------------------------------------------------|------------------|------------------|-------------|
| Turnover | 372,132 | 287,560 | 29.4 |
| Gross profit | 37,765 | 37,820 | (0.1) |
| Gross profit percentage | 10.1% | 13.2% | (23.5) |
| Other gains and losses | 3,250 | 14,253 | (77.2) |
| Administrative expenses | 72,265 | 85,986 | (16.0) |
| Impairment losses recognised in respect of PIATS business | 9,280 | – | N/A |
| Share of profit of an associate | 16,249 | 11,600 | 40.1 |
| Net loss attributable to owners | 26,350 | 51,516 | (48.9) |
| Loss per share | HK cents | HK cents | |
| Basic and diluted | 0.71 | 1.39 | (48.9) |

MANAGEMENT DISCUSSION AND ANALYSIS

FINANCIAL REVIEW *(Continued)*

Results

– Turnover

Turnover of the Group for the year increased by 29.4% from HK\$287,560,000 to HK\$372,132,000. The increase was mainly due to the following reasons:

- (a) 北京鴻聯九五信息產業有限公司 (Beijing Honglian 95 Information Industries Company Limited) (“HL95”), a 49%-owned jointly controlled entity of the Group, is engaged in telecommunications/information value-added services (“VAS”). The Group’s share of the turnover of HL95 for the year ended 31st March 2011 increased by 30.7% to HK\$365,319,000 from HK\$279,447,000 for the year ended 31st March 2010. The Group’s share of the turnover of HL95 comprised HK\$136,795,000 (2010: HK\$116,573,000) from short messaging services (“SMS”), HK\$13,003,000 (2010: HK\$25,550,000) from fixed-line interactive voice response system (“IVRS”), HK\$10,885,000 (2010: HK\$59,586,000) from mobile IVRS, HK\$18,168,000 (2010: HK\$15,793,000) from Internet-protocol (“IP”) phone, HK\$184,904,000 (2010: HK\$51,320,000) from call centres, and HK\$1,564,000 (2010: HK\$10,625,000) from other value-added services. The increase in turnover was mainly due to the increase in SMS revenue, IP Phone revenue and call centre revenue, despite the decrease in revenues from both the fixed-line IVRS and mobile IVRS businesses. SMS revenue and IP Phone revenue exhibited a healthy growth of 17.3% and 15.0% respectively during the year. Call centre revenue increased by times was mainly due to the continuous expansion of call centre capacity from Beijing, Shenzhen and Foshan to other parts of China. HL95’s call centre customer base has been extended to various industries of bank, telecom, insurance and utility. Call centre industry is fast growing in China and HL95 has successfully become one of the largest reputable operators in the industry. Fixed-line IVRS revenue decreased by 49.1% or HK\$12,547,000 due to aggressive marketing tactics and keen competition from HL95’s main fixed-line IVRS competitors, China Telecom and China Unicom. The fixed-line IVRS business was also affected by the change in consumer habits to use less fixed line as main communication tool at home. Decrease in mobile IVRS revenue by 81.7% or HK\$48,701,000 was due to the regulatory measures imposed by the relevant authorities to restrict on the interactive programmes on the media during the year. Decrease in other value-added service revenue was mainly due to the decrease in revenue generated from the sales of calling cards for telecom operators.
- (b) 中國國檢信息技術有限公司 (China Credit Information Technology Company Limited (“CCIT”)) (a 50%-owned jointly controlled entity of the Group) and 中信21世紀(中國)科技有限公司 (CITIC 21CN(China) Technology Company Limited (“CITIC 21CN Technology”)) (a wholly-owned subsidiary of the Group), are engaged in PIATS business. The Group’s share of the revenue of PIATS business for the year ended 31st March 2011 decreased by 51.7% to HK\$3,880,000 from HK\$8,035,000 for the year ended 31st March 2010. The decrease in revenue was due to the consolidation of PIATS existing business and the reduction of the annual service subscription fee income during the year.
- (c) 廣東天圖科技有限公司 (Guangdong Grand Cycle Technology Company Limited) (“Grand Cycle”), a wholly-owned subsidiary of the Group, is engaged in software development and system integration services and its turnover for the year ended 31st March 2011 was HK\$2,933,000 as compared with the turnover of HK\$78,000 for the year ended 31st March 2010. The operations of Grand Cycle have been scaling down and the increase in turnover for the current year represented the stepped-up collection efforts on those revenue from the outstanding system integration service contracts to the telecom industry.

MANAGEMENT DISCUSSION AND ANALYSIS

FINANCIAL REVIEW *(Continued)*

Results *(Continued)*

– **Gross profit percentage**

During the current year, the Group's overall gross profit percentage was reduced to 10.1% when compared with 13.2% last corresponding year, mainly because of the decrease in gross profit percentage of HL95 business and there was an increased gross loss in PIATS business.

HL95's gross profit percentage decreased principally because both the revenue of fixed-line IVRS and mobile IVRS businesses, which were of higher average margin, were reduced substantially during the year.

In the current year, CCIT and CITIC 21CN Technology continued to build the infrastructure for PIATS. With the reduction of the annual service subscription fee income, the gross loss of PIATS business was increased when compared with last corresponding year as most of its direct operating costs such as depreciation were fixed in nature.

– **Other gains and losses**

Other gains and losses during the current year decreased by HK\$11,003,000 or 77.2% when compared with last corresponding year. Such decrease was mainly attributable to the increase in loss arising from the change in fair value of loans receivable resulting from extension of maturity and upon initial recognition of HK\$4,241,000 (2010: HK\$807,000), and the reduction of gain on change in fair value of investments held for trading in current year amounting to HK\$4,191,000 (2010: HK\$12,794,000). The investment market during the current year was relatively steady, unlike the strong rebound occurred in the last corresponding year after the financial crisis in 2008.

– **Administrative expenses**

Administrative expenses for the year ended 31st March 2011 was HK\$72,265,000 when compared to HK\$85,986,000 in previous year. Such reduction was the net result from the implementation of more stringent cost control measures on the whole group level during the year, as partially offset by the increase in staff costs due to the rapid expansion of HL95's call centre business during the second half of the year.

– **Share of profit of an associate**

Share of profit of an associate represented the share of profit of a 30%-owned associate, 東方口岸科技有限公司 (Dongfang Customs Technology Company Limited) ("Dongfang Customs"), which was engaged in electronic customs processing and other electronic government services. The share of profit of Dongfang Customs was HK\$16,249,000 for the year ended 31st March 2011, representing an increase of 40.1% when compared with HK\$11,600,000 for the year ended 31st March 2010. Dongfang Customs has been upgrading its existing system by introducing more new and enhanced features to attract users using their services.

– **Net loss attributable to shareholders**

Net loss attributable to shareholders for the year ended 31st March 2011 was HK\$26,350,000, representing a decrease of 48.9% over HK\$51,516,000 in previous year, mainly the net result of various factors due to the absence of interest expense provision of HK\$26,815,000 made in the previous year under the arbitration ruling in Oracle case, the increase in share of profit of an associate and the reduction in administrative expenses during the current year, as partly offset by the decrease in other gains and losses and the impairment losses of HK\$9,280,000 recognised in respect of PIATS business during the current year.

– **Loss per share**

Basic and diluted loss per share was HK0.71 cents for the year ended 31st March 2011, representing a decrease of 48.9% over HK1.39 cents for the previous year.

MANAGEMENT DISCUSSION AND ANALYSIS

FINANCIAL RESOURCES, LIQUIDITY AND FOREIGN EXCHANGE EXPOSURES

The financial positions of the Group as at 31st March 2011 and the corresponding comparative figures as at 31st March 2010 are summarized as follows:

| | 31st March 2011 HK\$'000 | 31st March 2010 HK\$'000 |
|------------------------------------------------------------------------------------------------------|-----------------------------------------|--------------------------------|
| Current assets | 298,468 | 296,899 |
| Including | | |
| – bank balances and cash (mainly denominated in Hong Kong dollar, United States dollar and Renminbi) | 160,335 | 188,834 |
| – debtors | 71,916 | 53,921 |
| Current liabilities | 161,337 | 146,608 |
| Including | | |
| – short-term bank loans | 23,324 | 11,074 |
| Current ratio (current asset/current liabilities) | 1.85 | 2.03 |
| Quick ratio (bank balances and cash & debtors/current liabilities) | 1.44 | 1.66 |
| Shareholders' equity | 402,406 | 420,442 |
| Gearing ratio (bank loans/shareholders' equity) | 5.80% | 2.63% |

Bank balances and cash decreased from HK\$188,834,000 as at 31st March 2010 to HK\$160,335,000 as at 31st March 2011. The decrease in bank balances and cash was the net result of various factors principally due to increase in investments held for trading, increase in loan to CCIT and increase in trade debtors in HL95's normal business activity. These were partly financed by increase in short-term bank loans during the year ended 31st March 2011.

As at 31st March 2011, trade debtors aged over 12 months were HK\$7,442,000 (31st March 2010: HK\$8,295,000), which were mainly related to system integration and software development business.

Bank loans on the consolidated statement of financial positions as at 31st March 2011 and 31st March 2010 were the Group's share of HL95's bank loans, which were short-term in nature, denominated in Renminbi and repayable within one year, and carried interest at prevailing market rates.

As at 31st March 2011, the Group reported relatively steady current and quick ratios. The current ratio was 1.85 (31st March 2010: 2.03) and the quick ratio was 1.44 (31st March 2010: 1.66).

Shareholders' equity decreased from HK\$420,442,000 as at 31st March 2010 to HK\$402,406,000 as at 31st March 2011, mainly because of the net loss of the Group incurred during the year ended 31st March 2011.

The Group's gearing ratio increased from 2.63% as at 31st March 2010 to 5.80% as at 31st March 2011, because of the increase in short-term bank loans and the reduction in shareholder's equity resulting from the net loss of the Group incurred during the year ended 31st March 2011.

MANAGEMENT DISCUSSION AND ANALYSIS

FINANCIAL RESOURCES, LIQUIDITY AND FOREIGN EXCHANGE EXPOSURES *(Continued)*

The Group's operations and transactions are principally located in the PRC. Other than the bank balances and cash most of which are placed in fixed deposits and liquid investments denominated in US dollar or Hong Kong dollar, other assets and liabilities are mainly denominated in either Hong Kong dollar or Renminbi. The Directors believe that there will not be material fluctuation in the exchange rate of US dollar against Hong Kong dollar, the reporting currency, in the foreseeable future, and the gradual and slight increase in the exchange rate of Renminbi against Hong Kong dollar would result in exchange gain for the Group as the net assets of the Group's operating subsidiaries and jointly controlled entities in the PRC are denominated in Renminbi. Therefore, the operations of the Group are not subject to significant exchange rate risk.

BUSINESS REVIEW

The Group is an integrated information and content service provider, emphasizing on innovation as well as seeking ways to apply the latest information technology to provide unique information service to the PRC governmental departments, manufacturers, the pharmaceutical industry and consumers. The Group's major clients are sizable and prestigious PRC manufacturers. Our information service will also expedite the development of small to medium sized manufacturers. As a result, the Group has received strong support from the PRC government.

- **PIATS Business**

CCIT and CITIC 21CN Technology, a jointly-controlled entity and a subsidiary of the Group respectively, are principally engaged in the provision of product tracking, recall and enforcement information services to relevant authorities in the PRC through the operation of PIATS; the provision of product tracking and logistics information services to manufacturers; and the provision of services to consumers for verifying product information and origins. With the innovative concept since its launch, the application of PIATS has been broadly extended countrywide to various products such as drugs, food and beverage, agricultural resources and household appliances, through which staging achievement has been reached, enterprise product brand name and orderly market have been effectively maintained, and helping the market set up a product credit system that has been recognized by consumers, government and enterprises.

As to the area of electronic monitoring of drugs, based on an early-phase practice and work foundation of the electronic monitoring of high-risk drugs, all basic drug (tender-winning portion) categories under the Basic Medicine Catalogue, as uniformly procured by all the provinces (regions and cities), have recently been included under electronic monitoring according to the state's requirements. During the period, the Company undertook technical service support for the electronic monitoring of basic drugs, countrywide manufacturers' and distributors' corporate training and corporate implementation guidance work etc., and these had accomplished the expected results.

During the last year, the company also made plentiful attempts on the electronic monitoring of other products, such as agricultural resources and food, and gained certain achievements and experience. However, the company is unable to carry out full promotion in these areas as the relevant supplemental work rules have not been further issued.

Future prospect

The advancement of electronic monitoring in the drugs under the Basic Medicine Catalogue implies that, the government will make electronic monitoring an important tool for the management of high-risk commodities. Recently, the relevant authorities have expressly stated that it shall be continued to expand the coverage scope of electronic monitoring of drugs. In the near future, compound drugs containing hemp shall be included in the electronic monitoring. Pinpointing the various issues of dairy products under food category, the relevant authorities in the PRC is attempting to establish an information tracking system through the application of similar informationalized measures. The Company will leverage on the successful and accumulated experience on PIATS and promote to further its cooperation with the relevant authorities in the PRC, so as to strive for the expansion of the scope and coverage of the application of PIATS. The management has confidence that PIATS can combat counterfeit and poor-quality commodities, improve commodity safety, and protect the interests of consumers and enterprises. Given that there are no other companies that can provide service similar to PIATS at the moment, the directors believe that is great potential for PIATS.

MANAGEMENT DISCUSSION AND ANALYSIS

BUSINESS REVIEW *(Continued)*

- **HL95**

HL95 is a nationwide telecommunications/information value-added services ("VAS") company in the PRC and is licensed by the Ministry of Industries and Information on the provision of SMS, IVRS and other telecom services in the PRC. HL95 provides IVRS services through both fixed telephone line network and mobile phone network, and SMS services through the mobile phone network (both in collaboration with the telecom operators) which covers the whole country. HL95 offers governmental, commercial and entertainment information through its SMS and IVRS services. HL95 also provides other telecommunication/information VAS such as IP phone service and customer care call centres services.

Future prospect

The rapid development of 3G and mobile internet will continuously create immense business opportunities for HL95. With many years of good long-term relationship with telecom operators and content providers, HL95 will work closely with them so as to provide the latest 3G contents. The traditional mobile IVRS and fixed-line IVRS services will continue to be under challenge, with regulatory measures from time to time imposed by the telecom operators or the relevant authorities, and with fierce competition arisen from inherent competitive advantages possessed by telecom operators. In the coming years, HL95 will focus its resources on the expansion of call centre business, for which HL95 has accumulated successful experience and has earned good reputation in the PRC. In late 2009, HL95 received several industry awards for its good achievement in call centre management and outsourcing contact. The management considers that the call centre revenue will continue to grow rapidly. HL95 is an important platform for the Group since it enables the Group to promote the information services of PIATS. For example, CCIT and CITIC 21CN Technology, in providing the PIATS service, uses HL95's platform to enable consumers anywhere in the PRC to enquire product information by HL95's IVRS and SMS systems and call centres. In the same time, HL95 is also intended to achieve to combine the PIATS business for transformation of services and expansion of new business. The Directors believe that HL95 has good potential in the call centre industry and at the same time can provide valuable support to PIATS.

- **Dongfang Customs**

Dongfang Customs, a joint venture with the PRC Customs Department and China Telecom, is engaged in electronic customs processing and other electronic government services. Dongfang Customs provides customs filing and declaration, identity authentication, online payments, electronic customs tax and foreign exchange filings, billing and other customs related services. Dongfang Customs' users principally included manufacturers and import/export corporations for customs declaration and clearance services, and banks for foreign exchange monitoring and online payments to be processed electronically under the same network platform.

Future prospect

The PRC government has been encouraging manufacturers and import/export corporations to perform the customs declaration processing electronically as it not only speeds up the customs declaration procedures but also helps minimise the handling costs involved in the declaration. Given that China is the manufacturing base for the world and the network platform of Dongfang Customs has been upgrading with more new and enhanced features to attract its established user base, such as technical support and database management services. The management considers that the business of Dongfang Customs under the Group's investment will provide us with good return.

- **Grand Cycle**

Grand Cycle is engaged in system integration and software development.

Future prospect

Grand Cycle will focus on the system integration and software development support for the rapid and continuing expansion of the businesses of HL95 and PIATS.

MANAGEMENT DISCUSSION AND ANALYSIS

EMPLOYEES AND REMUNERATION POLICIES

The numbers of full-time employees of the Group as at 31st March 2011 are detailed as follows:

| Location | Telecommunications/ information value-added services | PIATS business | System integration and software development | Corporate | Associate |
|-------------|---------------------------------------------------------------|-------------------|------------------------------------------------------|-----------|-----------|
| - Hong Kong | - | - | - | 11 | - |
| - The PRC | 5,989 | 45 | 4 | - | 270 |
| Total | 5,989 | 45 | 4 | 11 | 270 |

Total staff costs of the Group for the year ended 31st March 2011 were HK182,432,000. All the staff employed in Hong Kong participated in the Mandatory Provident Fund Scheme.

The Group's policy is to maintain a competitive pay structure and employees are rewarded on a performance related basis.

The Group has also set up share option schemes pursuant to which employees of the Group may be granted options to subscribe for the Company's shares at their discretion. The subscription price, exercise period and the number of options to be granted are determined in accordance with the prescribed terms of the schemes. During the year ended 31st March 2011, no share options were granted to employees of the Group.

DIRECTORS' REPORT

The Directors submit their report together with the audited consolidated financial statements of the Company and its subsidiaries (collectively the "Group") for the year ended 31st March 2011.

PRINCIPAL ACTIVITIES

The Company is an investment holding company. The Group is an integrated information and content service provider. The principal activities of the Group comprise telecommunication and information value-added services, the provision of Product Identification, Authentication and Tracking System ("PIATS"), system integration and software development.

An analysis of the Group's performance for the year by operating segments is set out in note 8 to the consolidated financial statements.

RESULTS

The results of the Group for the year are set out in the consolidated statement of comprehensive income on page 26 of this annual report.

RESERVES

Movements in the reserves of the Group during the year are set out in the consolidated statement of changes in equity on page 28 of this annual report.

PROPERTY, PLANT AND EQUIPMENT

Details of the movements in property, plant and equipment of the Group are set out in note 16 to the consolidated financial statements.

SHARE CAPITAL

Details of the share capital of the Company are set out in note 29 to the consolidated financial statements.

No pre-emptive rights exist under the Company's Bye-laws or the laws in Bermuda which would oblige the Company to offer new shares on a pro-rata basis to existing shareholders.

FIVE-YEAR FINANCIAL SUMMARY

A summary of the results and of the assets and liabilities of the Group for the last five financial years is set out on page 74 of this annual report.

PURCHASE, SALE AND REDEMPTION OF THE LISTED SECURITIES

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

DIRECTORS' REPORT

DIRECTORS

The Directors during the year and up to the date of this report were:

Executive Directors

Mr. Wang Jun (*Chairman*)

Ms. Chen Xiao Ying (*Executive Vice Chairman*)

Mr. Luo Ning (*Vice Chairman*)

Mr. Sun Yalei

Mr. Zhang Liyang

Ms. Xia Guilan

Independent Non-Executive Directors

Dr. Hui Ho Ming, Herbert, JP

Mr. Zhang Jian Ming

Dr. Long Junsheng

In accordance with Clauses 99 and 102 of the Bye-laws of the Company, Ms. Chen Xiao Ying, Mr. Sun Yalei and Dr. Hui Ho Ming, Herbert, JP will retire by rotation at the forthcoming annual general meeting and, being eligible, offer themselves for re-election.

No Director being proposed for re-election at the forthcoming annual general meeting has a service contract with the Company or its subsidiaries which is not determinable by the Group within one year without payment of compensation, other than statutory compensation.

The Company has complied with the requirements of the Rules (the "Listing Rules") Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Stock Exchange") to have three Independent Non-Executive Directors. The Company has received, from each of the Independent Non-Executive Directors, an annual confirmation of his independence pursuant to Rule 3.13 of the Listing Rules on the Stock Exchange. The Company considers all of the Independent Non-Executive Directors are independent.

BIOGRAPHICAL DETAILS OF DIRECTORS

Brief biographical details of Directors are set out on pages 19 to 20 of this annual report.

CONVERTIBLE SECURITIES, OPTIONS OR SIMILAR RIGHTS

Other than the share options as set out in note 31 to the consolidated financial statements, the Company had no outstanding convertible securities, options or other similar rights as at 31st March 2011. Particulars of the movements of the share options or similar rights during the year are set out in the aforesaid note.

DIRECTORS' REPORT

SHARE OPTION

At the annual general meeting of the Company held on 30th August 2002, the shareholders of the Company approved the adoption of a share option scheme (the "Scheme") under which the Directors of the Company may at their discretion, invite Executive Directors and key employees of the Company or its subsidiaries and other eligible persons as defined in the Scheme to subscribe for shares in the Company subject to terms and conditions stipulated therein. On the same date, the share option scheme approved by the shareholders on 28th May 1998 was terminated such that no further options shall be offered but the options granted shall continue to be valid and exercisable in accordance with their terms of issue and in all other respects its provisions shall remain in full force and effect.

Details of the movement of the share options granted under the Scheme during the year are set out below:

| | Date of grant | Exercise price HK\$ | Exercise period | Number of options | | |
|--------------------|---------------|------------------------|-------------------------|-------------------------|---------------------------------|--------------------------|
| | | | | At 1st April 2010 | Forfeited during the year | At 31st March 2011 |
| Directors | | | | | | |
| Mr. Wang Jun | 23.3.2005 | 3.175 | 23.3.2006 to 23.3.2015 | 10,000,000 | – | 10,000,000 |
| | 23.3.2005 | 3.175 | 23.3.2007 to 23.3.2015 | 10,000,000 | – | 10,000,000 |
| | 23.3.2005 | 3.175 | 23.3.2008 to 23.3.2015 | 10,000,000 | – | 10,000,000 |
| Ms. Chen Xiao Ying | 24.6.2003 | 0.322 | 10.9.2004 to 23.6.2013 | 30,000,000 | – | 30,000,000 |
| | 24.6.2003 | 0.322 | 10.3.2005 to 23.6.2013 | 30,000,000 | – | 30,000,000 |
| | 24.6.2003 | 0.322 | 10.9.2005 to 23.6.2013 | 30,000,000 | – | 30,000,000 |
| Mr. Luo Ning | 24.6.2003 | 0.322 | 24.6.2004 to 23.6.2013 | 3,333,333 | – | 3,333,333 |
| | 24.6.2003 | 0.322 | 24.12.2004 to 23.6.2013 | 3,333,333 | – | 3,333,333 |
| | 24.6.2003 | 0.322 | 24.6.2005 to 23.6.2013 | 3,333,334 | – | 3,333,334 |
| Mr. Sun Yalei | 24.6.2003 | 0.322 | 24.6.2004 to 23.6.2013 | 3,333,333 | – | 3,333,333 |
| | 24.6.2003 | 0.322 | 24.12.2004 to 23.6.2013 | 3,333,333 | – | 3,333,333 |
| | 24.6.2003 | 0.322 | 24.6.2005 to 23.6.2013 | 3,333,334 | – | 3,333,334 |
| Mr. Zhang Liyang | 24.6.2003 | 0.322 | 24.6.2004 to 23.6.2013 | 5,000,000 | – | 5,000,000 |
| | 24.6.2003 | 0.322 | 24.12.2004 to 23.6.2013 | 5,000,000 | – | 5,000,000 |
| | 24.6.2003 | 0.322 | 24.6.2005 to 23.6.2013 | 5,000,000 | – | 5,000,000 |
| | | | | 155,000,000 | – | 155,000,000 |
| Employees | | | | | | |
| | 2.3.2005 | 2.525 | 2.9.2005 to 1.3.2015 | 366,666 | – | 366,666 |
| | 2.3.2005 | 2.525 | 2.9.2006 to 1.3.2015 | 366,667 | – | 366,667 |
| | 2.3.2005 | 2.525 | 2.3.2008 to 1.3.2015 | 366,667 | – | 366,667 |
| | 23.3.2005 | 3.175 | 23.3.2006 to 22.3.2015 | 200,000 | – | 200,000 |
| | 23.3.2005 | 3.175 | 23.3.2007 to 22.3.2015 | 200,000 | – | 200,000 |
| | 23.3.2005 | 3.175 | 23.3.2008 to 22.3.2015 | 200,000 | – | 200,000 |
| | 23.3.2005 | 3.175 | 23.3.2009 to 22.3.2015 | 200,000 | – | 200,000 |
| | 23.3.2005 | 3.175 | 23.3.2010 to 22.3.2015 | 200,000 | – | 200,000 |
| | 4.6.2007 | 2.500 | 4.6.2008 to 3.6.2017 | 6,300,000 | (5,400,000) | 900,000 |
| | 4.6.2007 | 2.500 | 4.6.2009 to 3.6.2017 | 4,200,000 | (3,600,000) | 600,000 |
| | 4.6.2007 | 2.500 | Note (a) | 5,250,000 | (4,500,000) | 750,000 |
| | 4.6.2007 | 2.500 | Note (b) | 5,250,000 | (4,500,000) | 750,000 |
| | | | | 23,100,000 | (18,000,000) | 5,100,000 |
| | | | | 178,100,000 | (18,000,000) | 160,100,000 |

DIRECTORS' REPORT

SHARE OPTION *(Continued)*

Notes:

- (a) These options are exercisable upon a trigger event of the Company's share price quoted on the Stock Exchange equal to HK\$8 or above from date of grant until 3.6.2017.
- (b) These options are exercisable upon a trigger event of the Company's share price quoted on the Stock Exchange equal to HK\$12 or above from date of grant until 3.6.2017.

The share options granted are recognised in the consolidated financial statements in accordance with the accounting policies of the Group as set out in note 3 to the consolidated financial statements.

Except for the share option scheme, at no time during the year was the Company or its subsidiaries a party to any arrangements to enable the Directors or chief executives of the Company nor their spouses or children under the age of 18 to acquire benefits by means of the acquisition of shares in or debentures of the Company or any other body corporate.

DISTRIBUTABLE RESERVES OF THE COMPANY

The Company did not have any reserves available for distribution at the end of the reporting period.

DIRECTORS' INTERESTS IN CONTRACTS

No contracts of significance in relation to the Company's business to which the Company, any of its subsidiaries or its holding companies were a party and in which a Director of the Company had a material interest, whether directly or indirectly, existed at the end of the year or at any time during the year.

DIRECTORS' INTERESTS OR SHORT POSITIONS IN EQUITY SECURITIES

As at 31st March 2011, the Directors and their associates have the following interests or short positions in shares, underlying shares and debentures of the Company or any associated corporations (within the meaning of Securities and Futures Ordinance ("SFO")) which had to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO or which were recorded in the register of the Company required to be kept under section 352 of the SFO, which were required to be notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Companies ("Model Code") in the Listing Rules:

| | Number of shares/underlying shares held | | |
|--------------------|-----------------------------------------|--------------------------------------------------------|------------------------|
| | Shares (Corporate interest) | Share options (Personal interest) ⁽²⁾ | Aggregate interests |
| Mr. Wang Jun | – | 30,000,000 | 30,000,000 |
| Ms. Chen Xiao Ying | 784,937,030 ⁽¹⁾ | 90,000,000 | 874,937,030 |
| Mr. Luo Ning | – | 10,000,000 | 10,000,000 |
| Mr. Sun Yalei | – | 10,000,000 | 10,000,000 |
| Mr. Zhang Lianyang | – | 15,000,000 | 15,000,000 |
| | 784,937,030 | 155,000,000 | 939,937,030 |

(1) Pollon Internet Corporation, a company wholly-owned by Ms. Chen Xiao Ying, owns 99.5% interest in 21CN Corporation. Uni-Tech International Group Limited, a wholly owned subsidiary of 21CN Corporation, holds 784,937,030 shares in the Company. Accordingly, Ms. Chen Xiao Ying is interested in the shares held by Uni-Tech International Group Limited.

(2) Particulars of interests of the Directors in the share options of the Company are set out in the section headed "Share Option" above.

DIRECTORS' REPORT

DIRECTORS' INTERESTS OR SHORT POSITIONS IN EQUITY SECURITIES *(Continued)*

Save as disclosed above, none of Directors nor any chief executive of the Company has any interest or short positions in the shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which were recorded in the register maintained under section 352 of the SFO.

SUBSTANTIAL SHAREHOLDERS' INTERESTS OR SHORT POSITIONS IN EQUITY SECURITIES

As at 31st March 2011, the following parties (other than a Director or chief executive of the Company) had interests or short positions in the shares of underlying shares of the Company would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or which were recorded in the register of the Company required to be kept under section 336 of the SFO:

| Name | Nature of interest | Number of shares held | Total interest | Approximate percentage of the issued share capital |
|--------------------------------------------------------|------------------------------------|-----------------------|----------------|----------------------------------------------------|
| Uni-Tech International Group Limited <i>(note (a))</i> | Beneficial owner | 784,937,030 | 784,937,030 | 21.11% |
| 21CN Corporation <i>(note (a))</i> | Interest of controlled corporation | 784,937,030 | 784,937,030 | 21.11% |
| Pollon Internet Corporation <i>(note (a))</i> | Interest of controlled corporation | 784,937,030 | 784,937,030 | 21.11% |
| CITIC Group ("CITIC") <i>(note (b))</i> | Interest of controlled corporation | 807,998,000 | 807,998,000 | 21.73% |

(a) Uni-Tech International Group Limited is wholly-owned by 21CN Corporation. 21CN Corporation is owned as to 99.5% by Pollon Internet Corporation, which is wholly-owned by Ms. Chen Xiao Ying, Executive Vice Chairman of the Company.

(b) Road Shine Developments Limited, Goldreward.com Ltd and Perfect Deed Co. Ltd. holds 600,000,000 shares, 163,818,000 shares and 44,180,000 shares, respectively, all of which are controlled by CITIC Group.

Save as disclosed above, there are no other interests or short positions in the shares or underlying shares of the Company as recorded in the register maintained under section 336 of SFO.

DIRECTORS' REPORT

CONNECTED TRANSACTIONS

中信21世紀(中國)科技有限公司 (CITIC 21CN (China) Technology Co. Ltd*) ("CITIC 21CN Technology") as the lender and 中國國檢信息技術有限公司 (China Credit Information Technology Co. Ltd*) ("CCIT") as the borrower entered into a loan agreement (the "Loan Agreement") on 21st July 2009 in relation to a non-interest bearing and unsecured loan of RMB20,000,000 (the "Loan") with particulars as follows:

- (a) the Loan is provided to CCIT as the general working capital of CCIT;
- (b) the term of the Loan is for 3 years commenced from 1st April 2009 and repayable on 31st March 2012;
- (c) the Loan is non-interest bearing and unsecured;
- (d) the Loan shall only be used as the general working capital of CCIT. If CCIT uses the Loan for any purposes other than as its general working capital, CITIC 21CN Technology has the right to request CCIT to repay the Loan immediately and CCIT has to pay a penalty which amounts to 30% of the Loan to CITIC 21CN Technology.

The Loan was further renewed for a term of 2 years to 15th April 2014 under the Renewal Loan Agreement (the "CITIC 21CN Technology Renewal Loan Agreement") between CITIC 21CN Technology and CCIT dated 23rd November 2010 (the "Renewal Loan").

CITIC 21CN Technology as the lender and CCIT as the borrower also entered into a second loan agreement (the "Second Loan Agreement") on 23rd November 2010 in relation to a non-interest bearing and unsecured loan of RMB30,000,000 (the "Second Loan") with particulars as follows:

- (a) the Second Loan is provided to CCIT as the general working capital of CCIT;
- (b) the term of the Second Loan is commenced from the respective dates of drawdown and repayable on 15th April 2014;
- (c) the Second Loan is non-interest bearing and unsecured;
- (d) the Second Loan shall only be used as the general working capital of CCIT. If CCIT uses the Second Loan for any purposes other than as its general working capital, CITIC 21CN Technology has the right to request CCIT to repay the Second Loan immediately and CCIT has to pay a penalty which amounts to 30% of the Second Loan to CITIC 21CN Technology.

As at 31st March 2011, CCIT has drawn RMB20,000,000 and RMB8,000,000 from the Loan and Second Loan respectively.

CCIT is owned as to 50%, 30% and 20% by the Company, CITIC Group and 中國電信集團公司 (China Telecommunications Corporation*) respectively, and CITIC Group is a substantial shareholder of the Company, holding 21.73% of the shareholdings of the Company. CCIT is a non wholly-owned subsidiary and a connected person of the Company under the Listing Rules. The Company obtained the approval of the independent shareholders in respect of the grant of the Loan, the Loan Agreement, the CITIC 21CN Technology Renewal Loan, the CITIC 21CN Technology Renewal Loan Agreement, the Second Loan, the Second Loan Agreement and all the transactions contemplated thereunder in accordance with the Bye-Laws and the Listing Rules during special general meetings of the Company held on 31st August 2009 and 29th December 2010 respectively ("SGM").

* for identification purpose only

DIRECTORS' REPORT

CONNECTED TRANSACTIONS *(Continued)*

CITIC 21CN Telecom Company Limited ("CITIC 21CN Telecom"), which is a wholly owned subsidiary of the Company provided a loan in the sum of US\$6,900,000 ("CITIC 21CN Telecom Loan") to CCIT under the loan agreement and supplemental agreement dated 3rd March 2006. CITIC 21CN Telecom Loan was renewed for a term of 3 years under the renewal loan agreement (the "Renewal Loan Agreement") between CITIC 21CN Telecom and CCIT dated 22th May 2008 (the "Renewal Loan"). CITIC 21CN Telecom Loan was further renewed for a term of approximately 3.1 years to 15th April 2014 under the second renewal loan agreement (the "Second Renewal Loan Agreement") between CITIC 21CN Telecom and CCIT dated 23rd November 2010 (the "Second Renewal Loan").

As at 31st March 2011, the aggregate loan amount, including the CITIC 21CN Technology Renewal Loan, Second Loan and the Second Renewal Loan, is approximately RMB92,045,800.

In addition to the above, during the year, the Group entered into certain connected transactions, as defined in Chapter 14A of the Listing Rules of the Stock Exchange, which are also related party transactions, references to which are set out in note 36 to the consolidated financial statements.

Regarding all the connected transactions mentioned, the Independent Non-Executive Directors have received and confirmed that all such transactions have been entered into:

- (a) in the ordinary and usual course of business of the Company;
- (b) on normal commercial terms or on terms no less favourable to the Company than terms available to or from (as appropriate) independent third parties; and
- (c) in accordance with the relevant master agreements governing them on terms that are fair and reasonable and in the interests of the shareholders of the Company as a whole.

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.

RETIREMENT BENEFITS SCHEME

Details of the Group's retirement benefits schemes are set out in note 35 to the consolidated financial statements.

MAJOR CUSTOMERS AND SUPPLIERS

The aggregate purchase during the year attributable to the Group's five largest suppliers was 4% of the total purchases of the Group, of which 2% was made from the largest supplier. The aggregate turnover during the year attributable to the Group's five largest customers was 48% of the total turnover of the Group, of which 27% was made to the largest customer.

None of the Directors, their associates or any shareholders who to the knowledge of the Directors owns more than 5% of the share capital of the Company has an interest in the suppliers or customers disclosed above.

DIRECTORS' INTERESTS IN COMPETING BUSINESS

None of the Directors of the Company have any beneficial interest in other businesses which constitute a competing business to the Group.

DIRECTORS' REPORT

EMOLUMENT POLICY

The emolument policy regarding the employees of the Group is based on their merit, qualifications and competence.

The emoluments of the directors of the Company are decided having regard to the Company's operating results, individual performance and comparable market statistics.

The Company has adopted a share option scheme as an incentive to directors and eligible employees, details of the scheme is set out in note 31 to the consolidated financial statements.

ARBITRATION AND LITIGATION

Details of arbitration and litigation are set out in note 37 to the consolidated financial statements.

SUFFICIENCY OF PUBLIC FLOAT

The Company has maintained a sufficient public float of not less than 25% throughout the year.

CORPORATE GOVERNANCE

Please see the "Corporate Governance Report" set out on pages 21 to 24 of this annual report of the Company for details of its compliance with the Code on Corporate Governance Practices.

AUDIT COMMITTEE

The Group's annual report for the year ended 31st March 2011 has been reviewed by the Audit Committee. Information on the work of Audit Committee and its composition are set out in the Corporate Governance Report on pages 21 to 24 of this annual report.

AUDITOR

A resolution will be submitted to the forthcoming annual general meeting to re-appoint Messrs. Deloitte Touche Tohmatsu as auditor of the Company.

On behalf of the Board

Chen Xiao Ying
EXECUTIVE VICE CHAIRMAN

Hong Kong, 23rd June 2011

THE BIOGRAPHICAL INFORMATION OF DIRECTORS

EXECUTIVE DIRECTORS

Mr. Wang Jun, aged 70, was appointed as the Chairman of the Company in March 2005. Mr. Wang is responsible for determining overall high level corporate strategies for the Group. Mr. Wang graduated from Harbin Engineering Institute in the PRC. Mr. Wang is currently, the Chairman and Executive Director of Goldbond Group Holdings Limited and the Independent Non-Executive Director of China Communications Services Corporation Limited, the share of which are listed on the Main Board of the Stock Exchange.

Ms. CHEN Xiao Ying, aged 48, is the Executive Vice Chairman of the Company. Ms. Chen is responsible for setting overall corporate strategies and their implementation for the Group. She has been Chairman of the Pollon Group, a private investment group, since its inception in 1989 and which invests in power plants, telecommunications and property development in the PRC. Ms. Chen has been a Member of the Chinese National People's Political Consultative Committee since 1998 and a Permanent Honorary President of Friends of Hong Kong Association Limited since 1999. Ms. Chen has served as Director since May 2000.

Mr. LUO Ning, aged 52, is the Vice Chairman of the Company. He is currently a Director of CITIC Group, which is a substantial shareholder of the Company, and a Vice Chairman of CITIC Guoan Group and the Chairman of CITIC Networks Co., Ltd.. He is also a Director of CITIC Guoan Information Industry Company Limited, a public company listed on the Shenzhen Stock Exchange in the PRC. He is also an Executive Director of DVN (Holdings) Limited and a Non-Executive Director of Asia Satellite Telecommunications Holdings Limited and Sino-i Technology Limited, which are listed on the Main Board of the Stock Exchange. He also holds directorships in several other subsidiaries of CITIC Group. Mr. Luo has extensive experience in telecommunication business and holds a bachelor degree in Communication Speciality from The Wuhan People's Liberation Army Institute of Communication Command (武漢解放軍通信指揮學院). Mr. Luo has served as Director since September 2002.

Mr. SUN Yalei, aged 43, is an Assistant President of CITIC Group, Vice Chairman and President of CITIC Guoan Group. He is also serving as Vice Chairman of CITIC Guoan Information Industry Company Limited, a public company listed on the Shenzhen Stock Exchange in the PRC. Mr. Sun has extensive experience in financial and assets management. Mr. Sun graduated from the Renmin University of China. Mr. Sun has served as Director since September 2002.

Mr. ZHANG Lianyang, aged 66, has extensive experience in the property investment and development business, trading and information technology-related business in the PRC for over 20 years. Mr. Zhang has served as Director since September 2002.

Ms. XIA Guilan, aged 48, is currently the Vice Chairman of CITIC Guoan Group. She is also serving as Vice Chairman of CITIC Guoan Information Industry Company Limited, a public company listed on the Shenzhen Stock Exchange in the PRC. Ms. Xia has served as Director since August 2003.

THE BIOGRAPHICAL INFORMATION OF DIRECTORS

INDEPENDENT NON-EXECUTIVE DIRECTORS

Dr. HUI Ho Ming, Herbert, JP, aged 53, is currently an Executive Director of Hong Kong Resources Holdings Company Ltd, a company listed on the Main Board of the Stock Exchange, and an Executive Vice Chairman of Wanthorpe Private Equity Ltd. He has over 20 years experience in merchant banking, securities regulation as well as extensive commercial and corporate finance experience. Dr. Hui serves on the boards of a number of publicly listed companies as well as public bodies. He held the position as Deputy Chief Executive and Head of the Listing Division, the Hong Kong Stock Exchange Ltd from 1992 to 1997. He also serves as a Court Member of the Hong Kong University of Science and Technology and the Chairman of the Finance Committee of the APAS Research and Development Centre. He is a Past Chairman of the Hong Kong Institute of Directors. He is also an Independent Non Executive Director on the boards of the Company and Dynasty Fine Wines Group Limited, both of whom are listed on the main board of the Stock Exchange. He was appointed as a member of the Hong Kong Education and Manpower Bureau's Post-secondary Education Providers Vetting Committee and Selection Committee for the Allocation of Sites to Post-secondary Education Providers. He was appointed as a Justice of the Peace in 2004. Dr. Hui has served as Independent Non-Executive Director since November 2005.

Mr. ZHANG Jian Ming, aged 50, is currently the Executive Partner, Managing Director and Attorney-at-law of a law firm in Beijing. Mr. Zhang has served as Independent Non-Executive Director since August 2003.

Dr. LONG Junsheng, aged 54, is currently an Associate Professor in management science and information with Guanghua School of Management, Beijing University, Deputy Director of Strategies Research Institute, Beijing University, Life Professor in computer science at University of North Carolina, USA. He is also serving as Vice Chairman of China Logistics Association, Chairman of the board, Ningbo High-Tech Venture Company and President of Beijing Tongying Shengshi Investment Company. He possesses in-depth knowledge and working experience in the aspects of software, information analysis, corporate finance and financial management. Dr. Long, holds a doctorate degree in computer engineering from University of Illinois at Urbana-Champaign, USA, a master degree in management of renewable resource from University of Arizona, USA, and a bachelor degree in geography from Beijing University. Dr. Long has served as Independent Non-Executive Director since November 2009.

COMPANY SECRETARY

Mr. AU Kin Fai, aged 45, is a member of the Hong Kong Institute of Certified Public Accountants. He holds a Bachelor Degree in Commerce. Mr. Au worked for an international CPA firm and a public company listed on the Hong Kong Stock Exchange prior to his first joining of the Group in January 2007. Mr. Au was appointed as Company Secretary in September 2010.

CORPORATE GOVERNANCE REPORT

In the opinion of the Directors, throughout the year ended 31st March 2011, the Company has complied with the code provisions ("Code Provisions") set out in the Code on Corporate Governance Practices (the "CG Code") under Appendix 14 of the Rules (the "Listing Rules") Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Stock Exchange"), except for the following deviations:-

1. The Chairman of the Board of the Company is not subject to retirement by rotation pursuant to Clause 99 of the Company's Bye-Laws. Since the Chairman is responsible for the formulation and implementation of the Company's strategies, which is essential to the stability of the Company's business and thus the Board considers that the deviation is acceptable.
2. All the Independent Non-Executive Directors were not appointed for a specific term but were subject to retirement by rotation at the annual general meeting in accordance with the Company's Bye-Laws. As such, the Company considers that such provision is sufficient to meet the underlying objectives of the relevant provisions of the CG Code.
3. The Chairman of the board did not attend in the annual general meeting of the Company held on 31st August 2010. The meeting was conducted in a good and proper manner.

THE BOARD

Composition

The Board consists of six Executive Directors and three Independent Non-Executive Directors ("INED(s)"). The names and biographical details of each director are disclosed on pages 19 to 20 of this Annual Report.

Each INED has, pursuant to the guidelines set out in rule 3.13 of the Listing Rules, confirmed he is independent of the Company and the Company also considers that they are independent. Each INED is subject to the requirement that one-third of all the directors shall retire from office by rotation at each annual general meeting pursuant to the bye-laws of the Company. There is no relationship (including financial, business, family or other material or relevant relationship) between INEDs with members of the Board.

Function

The Board is responsible for managing and direction setting of the Group. For any major acquisition and disposal, major capital investment, dividend policy, appointment and retirement of directors, remuneration policy and other major operational and financial matters, Board approval is required.

The executive directors are responsible for day-to-day management of the Group's operations. These executive directors conduct regular meetings, at which operational issues and financial performance of the Group are evaluated.

The Company views that well-developed and timely reporting systems and internal controls are essential, and the Board plays a key role in the implementation and monitoring of internal financial controls.

CORPORATE GOVERNANCE REPORT

THE BOARD *(Continued)*

Function *(Continued)*

The Board held six regular Board meetings at approximately quarterly interval during the year ended 31st March 2011 and additional board meetings would be held when necessary. An agenda and accompanying board papers are sent in full to all directors in a timely manner. Adequate information related to the issues are also supplied for the board and its committee to make decisions which is for the best interests of the Group. The directors who cannot attend in person might through other electronic means of communications to participate. Individual attendance of each director at the Board meetings and the Audit Committee meetings during the year ended 31st March 2011 are set out in the table below:

| Directors | Attendants/Number of Meetings | |
|----------------------------------------------|-------------------------------|-----------------|
| | Board | Audit Committee |
| <i>Executive Directors</i> | | |
| Mr. Wang Jun (Chairman) | 5/6 | – |
| Ms. Chen Xiao Ying (Executive Vice Chairman) | 6/6 | – |
| Mr. Luo Ning (Vice Chairman) | 5/6 | – |
| Mr. Sun Yalei | 4/6 | – |
| Mr. Zhang Lianyang | 5/6 | – |
| Ms. Xia Guilan | 4/6 | – |
| <i>Independent Non-Executive Directors</i> | | |
| Dr. Hui Ho Ming, Herbert, JP | 6/6 | 2/2 |
| Mr. Zhang Jian Ming | 6/6 | 2/2 |
| Dr. Long Junsheng | 6/6 | 2/2 |

Board Committees

The Board established two committees, namely, the Remuneration Committee and the Audit Committee, to oversee corresponding aspects of the Company's affairs.

Remuneration Committee

The Board has established a Remuneration Committee which comprises three Independent Non-Executive Directors, namely Dr. Hui Ho Ming, Herbert, JP, Mr. Zhang Jian Ming and Dr. Long Junsheng. It is chaired by Dr. Long Junsheng. The terms of reference of the Remuneration Committee have been reviewed with reference to the CG Code.

CORPORATE GOVERNANCE REPORT

THE BOARD *(Continued)*

Remuneration Committee *(Continued)*

The Remuneration Committee's responsibilities are to review and consider Company's policy for remuneration of directors and senior management, to exercise powers of the Board to determine and review the remuneration packages of executive directors and senior management, including salaries, bonuses, benefits in kind, pension rights, compensation payments and the terms on which they participate in any share option and to recommend to the Board remuneration of Non-Executive Directors and to assess the performance of Executive Directors.

The Remuneration Committee held one meeting for the year ended 31st March 2011.

Audit Committee

The Audit Committee comprises three Independent Non-Executive Directors, namely Dr. Hui Ho Ming, Herbert, JP, Mr. Zhang Jian Ming and Dr. Long Junsheng. Dr. Hui Ho Ming, Herbert, JP is the Chairman of the Committee. The main duties of the Audit Committee include:

- (a) to consider the appointment of the external auditor and any questions in relation to its resignation or dismissal;
- (b) to discuss with the external auditor the nature and scope of the audit;
- (c) to review the half-year and annual financial statements before submission to the Board;
- (d) to discuss problems and reservations arising from the interim and final audits, and any matters the auditors may wish to discuss;
- (e) to review the external auditors' management letter and management's response;
- (f) to review the Company's statement on internal control systems prior to endorsement by the Board;
- (g) to review the internal audit function, and ensure coordination with external auditors, and ensure the internal audit function has adequate resources and appropriate standing within the company; and
- (h) to consider the major findings of internal investigations and management's response.

The Audit Committee held two meetings for the financial year ended 31st March 2011.

Other Information

The Board has not established a nomination committee. According to the Bye-Laws of the Company, the Board has the power from time to time and at any time to appoint any person as a director either to fill a casual vacancy or as an addition to the Board. In assessing nomination of new directors, the Board has taken into consideration of the nominee's qualification, ability and potential contributions to the Company.

Model Code for Directors' Securities Transactions

The Company has adopted the required standards of dealings regarding securities transactions by Directors as set out in the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") of Appendix 10 of the Listing Rules. All the Directors have confirmed that they complied with the required standards as set out in the Model Code throughout the year.

CORPORATE GOVERNANCE REPORT

AUDITORS' REMUNERATION

The remuneration paid to Deloitte Touche Tohmatsu for audit and non-audit services for the year ended 31st March 2011 amounted to HK\$1,720,000 and HK\$40,000 respectively.

INTERNAL CONTROL

The Board and the management of the Group maintain a sound and effective system of internal control of the Group so as to ensure the effectiveness and efficiency of operations of the Group in achieving the established corporate objectives, safeguarding assets of the Group, rendering reliable financial reporting and complying with the applicable laws and regulations.

The Board is also responsible for making appropriate assertions on the adequacy of internal controls over financial reporting and the effectiveness of disclosure controls and procedures. Through the audit committee of the Board, the Board reviews the effectiveness of these systems.

SHAREHOLDER COMMUNICATION

The objective of shareholder communication is to provide our shareholders with detailed information about the Company so that they can exercise their rights as shareholders in an informed manner.

The Company uses a range of communication tools to ensure its shareholders are kept well informed of key business imperatives. These include annual general meeting, annual report, various notices, announcements and circulars. Procedure for voting by poll has been included in all circulars accompanying notice convening general meetings and has been read out by the chairman at general meetings.

With the implementation of the amendments to the Listing Rules with effect from 1st January 2009, all resolutions proposed at all general meetings of the Company will be voted by poll. The voting results will be posted on the websites of the Stock Exchange and the Company.

DIRECTORS' RESPONSIBILITY IN PREPARING THE FINANCIAL STATEMENTS

The Directors acknowledge their responsibility for preparing the Company's financial statements of the Group (the "Financial Statements") which give a true and fair view and are in accordance with generally accepted accounting standards published by the Hong Kong Institute of Certified Public Accountants. The Directors endeavour to ensure a balanced, clear and understandable assessments of the Group's performance, position and prospects in financial reporting. Accordingly, appropriate accounting policies are selected and applied consistently; judgments and estimates made are prudent and reasonable.

The statement of the Company's auditors about their reporting responsibilities on the Financial Statements is set out in the Independent Auditor's Report on page 25.

INDEPENDENT AUDITOR'S REPORT



TO THE SHAREHOLDERS OF CITIC 21CN COMPANY LIMITED

(incorporated in Bermuda with limited liability)

We have audited the consolidated financial statements of CITIC 21CN Company Limited (the "Company") and its subsidiaries (collectively referred to as the "Group") set out on pages 26 to 73, which comprise the consolidated statement of financial position as at 31st March 2011, and the consolidated statement of comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and a summary of significant accounting policies and other explanatory information.

DIRECTORS' RESPONSIBILITY FOR THE CONSOLIDATED FINANCIAL STATEMENTS

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

AUDITOR'S RESPONSIBILITY

Our responsibility is to express an opinion on these consolidated financial statements based on our audit and to report our opinion solely to you, as a body, in accordance with Section 90 of the Bermuda Companies Act, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report. We conducted our audit in accordance with Hong Kong Standards on Auditing issued by the Hong Kong Institute of Certified Public Accountants. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance as to whether the consolidated financial statements are free from material misstatement.

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

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

OPINION

In our opinion, the consolidated financial statements give a true and fair view of the state of affairs of the Group as at 31st March 2011 and of the Group's loss and cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards and have been properly prepared in accordance with the disclosure requirements of the Hong Kong Companies Ordinance.

Deloitte Touche Tohmatsu

Certified Public Accountants

Hong Kong

23rd June 2011

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

For the year ended 31st March 2011

| | NOTES | 2011 HK\$'000 | 2010 HK\$'000 |
|----------------------------------------------------------------------------------|-------|------------------|------------------|
| Turnover | 7 | 372,132 | 287,560 |
| Cost of sales and services | | (334,367) | (249,740) |
| Gross profit | | 37,765 | 37,820 |
| Other gains and losses | 9 | 3,250 | 14,253 |
| Administrative expenses | | (72,265) | (85,986) |
| Impairment losses recognised in respect of PIATS business (defined in note 1) | 18 | (9,280) | – |
| Share of profit of an associate | 19 | 16,249 | 11,600 |
| Interest expenses | 10 | (653) | (27,765) |
| Loss before taxation | | (24,934) | (50,078) |
| Taxation | 11 | (1,416) | (1,439) |
| Loss for the year | 12 | (26,350) | (51,517) |
| Other comprehensive income (expense): | | | |
| Exchange differences arising on translation | | 7,894 | (181) |
| Share of exchange difference of an associate | 19 | 420 | – |
| Other comprehensive income (expense) for the year (net of tax) | | 8,314 | (181) |
| Total comprehensive expense for the year | | (18,036) | (51,698) |
| Loss for the year attributable to: | | | |
| Owners of the Company | | (26,350) | (51,516) |
| Non-controlling interests | | – | (1) |
| | | (26,350) | (51,517) |
| Total comprehensive expense attributable to: | | | |
| Owners of the Company | | (18,036) | (51,697) |
| Non-controlling interests | | – | (1) |
| | | (18,036) | (51,698) |
| | | HK cents | HK cents |
| Loss per share | | | |
| – Basic and diluted | 15 | (0.71) | (1.39) |

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

At 31st March 2011

| | NOTES | 2011 HK\$'000 | 2010 HK\$'000 |
|----------------------------------------------|-------|------------------|------------------|
| Non-current assets | | | |
| Property, plant and equipment | 16 | 76,611 | 93,193 |
| Intangible assets | 17 | 50,639 | 57,484 |
| Interest in an associate | 19 | 92,005 | 75,336 |
| Loans receivable | 20 | 39,137 | 36,893 |
| Available-for-sale investments | 21 | 8,925 | 8,475 |
| | | 267,317 | 271,381 |
| Current assets | | | |
| Amounts due from customers for contract work | 22 | 4,088 | 3,978 |
| Debtors and prepayments | 23 | 83,820 | 66,554 |
| Investments held for trading | 24 | 50,225 | 37,533 |
| Bank balances and cash | 25 | 160,335 | 188,834 |
| | | 298,468 | 296,899 |
| Current liabilities | | | |
| Creditors and accruals | 26 | 137,489 | 135,100 |
| Taxation payable | | 524 | 434 |
| Short-term bank loans | 27 | 23,324 | 11,074 |
| | | 161,337 | 146,608 |
| Net current assets | | 137,131 | 150,291 |
| Total assets less current liabilities | | 404,448 | 421,672 |
| Non-current liability | | | |
| Deferred taxation | 28 | 2,032 | 1,220 |
| | | 402,416 | 420,452 |
| Capital and reserves | | | |
| Share capital | 29 | 37,179 | 37,179 |
| Reserves | 30 | 365,227 | 383,263 |
| | | 402,406 | 420,442 |
| Non-controlling interests | | 10 | 10 |
| Total equity | | 402,416 | 420,452 |

The financial statements on pages 26 to 73 were approved and authorised for issue by the Board of Directors on 23rd June 2011 and are signed on its behalf by:

Chen Xiao Ying
DIRECTOR

Zhang Liyang
DIRECTOR

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the year ended 31st March 2011

| | Attributable to owners of the Company | | | | | | | | | | |
|----------------------------------------------------|---------------------------------------|---------------|-----------------------|-----------------------|---------------------|-----------------------|-----------------------|--------------------|----------|---------------------------|----------|
| | Share capital | Share premium | Capital reserve | Contributed surplus | Translation reserve | Share options reserve | General reserve | Accumulated losses | Total | Non-controlling interests | Total |
| | HK\$'000 | HK\$'000 | HK\$'000 (Note 30) | HK\$'000 (Note 30) | HK\$'000 | HK\$'000 | HK\$'000 (Note 30) | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 |
| At 1st April 2009 | 37,179 | 769,675 | 19,215 | 78,108 | 60,807 | 23,412 | 11,851 | (528,199) | 472,048 | 11 | 472,059 |
| Exchange differences arising on translation | - | - | - | - | (181) | - | - | - | (181) | - | (181) |
| Loss for the year | - | - | - | - | - | - | - | (51,516) | (51,516) | (1) | (51,517) |
| Total comprehensive expenses for the year | - | - | - | - | (181) | - | - | (51,516) | (51,697) | (1) | (51,698) |
| Recognition of equity-settled share based payments | - | - | - | - | - | 91 | - | - | 91 | - | 91 |
| Lapse of share options | - | - | - | - | - | (225) | - | 225 | - | - | - |
| At 31st March 2010 | 37,179 | 769,675 | 19,215 | 78,108 | 60,626 | 23,278 | 11,851 | (579,490) | 420,442 | 10 | 420,452 |
| Exchange differences arising on translation | - | - | - | - | 7,894 | - | - | - | 7,894 | - | 7,894 |
| Share of exchange difference of an associate | - | - | - | - | 420 | - | - | - | 420 | - | 420 |
| Loss for the year | - | - | - | - | - | - | - | (26,350) | (26,350) | - | (26,350) |
| Total comprehensive income (expenses) for the year | - | - | - | - | 8,314 | - | - | (26,350) | (18,036) | - | (18,036) |
| Lapse of share options | - | - | - | - | - | (2,097) | - | 2,097 | - | - | - |
| At 31st March 2011 | 37,179 | 769,675 | 19,215 | 78,108 | 68,940 | 21,181 | 11,851 | (603,743) | 402,406 | 10 | 402,416 |

CONSOLIDATED STATEMENT OF CASH FLOWS

For the year ended 31st March 2011

| | 2011 HK\$'000 | 2010 HK\$'000 |
|-----------------------------------------------------------------------------------|------------------|------------------|
| Operating activities | | |
| Loss before taxation | (24,934) | (50,078) |
| Adjustments for: | | |
| Interest income | (906) | (962) |
| Imputed interest income on loans receivable | (1,007) | (899) |
| Dividends from equity securities | (438) | (422) |
| Interest expenses | 653 | 27,765 |
| Share of profit of an associate | (16,249) | (11,600) |
| Depreciation | 23,348 | 24,954 |
| Amortisation of intangible assets | 4,188 | 4,079 |
| (Reversal of) allowance for doubtful debts | (502) | 822 |
| Change in fair value of loan receivable | 4,241 | 807 |
| Impairment loss recognised in respect of property, plant and equipment | 3,821 | – |
| Impairment loss recognised in respect of intangible assets | 5,459 | – |
| Loss on disposal of property, plant and equipment | 278 | 958 |
| Recovery of amounts due from customers for contract work previously written off | (1,913) | – |
| Share option expense | – | 91 |
| Operating cash flows before movements in working capital | (3,961) | (4,485) |
| Decrease in amounts due from customers for contract work | 2,014 | – |
| Increase in debtors and prepayments | (13,230) | (7,175) |
| Increase in investments held for trading | (12,545) | (25,617) |
| (Decrease) increase in creditors and accruals | (4,784) | 3,753 |
| Cash used in operations | (32,506) | (33,524) |
| Interest received | 906 | 962 |
| Dividends received from equity securities | 438 | 422 |
| Taxation paid | (514) | (1,322) |
| Net cash used in operating activities | (31,676) | (33,462) |
| Investing activities | | |
| Purchase of property, plant and equipment | (7,752) | (6,697) |
| Loan advanced | (4,760) | (11,300) |
| Proceeds from disposal of property, plant and equipment | 1,176 | 318 |
| Dividend received from an associate | – | 57,630 |
| Net cash (used in) from investing activities | (11,336) | 39,951 |
| Financing activities | | |
| New short-term bank loans raised | 23,324 | 19,380 |
| Repayment of short-term bank loans | (11,662) | (33,223) |
| Interest paid | (653) | (950) |
| Net cash from (used in) financing activities | 11,009 | (14,793) |
| Decrease in cash and cash equivalents | (32,003) | (8,304) |
| Cash and cash equivalents at beginning of the year | 188,834 | 196,421 |
| Effect of foreign exchange rate changes | 3,504 | 717 |
| Cash and cash equivalents at end of the year, representing bank balances and cash | 160,335 | 188,834 |

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31st March 2011

1. GENERAL

CITIC 21CN Company Limited (the "Company") is incorporated in Bermuda as an exempted company with limited liability and its shares are listed on The Stock Exchange of Hong Kong Limited (the "Stock Exchange"). The address of its registered office is at Canon's Court, 22 Victoria Street, Hamilton HM12, Bermuda. The address of the principal place of business of the Company are disclosed in the "Corporate Information" section of the annual report.

The consolidated financial statements are presented in Hong Kong dollars while the functional currency of the Company is Renminbi. The reason for selecting Hong Kong dollars as its presentation currency is because the Company is a public company in Hong Kong with the shares listed on the Stock Exchange.

The Company is an investment holding company. The Group is an integrated information and content service provider. The principal activities of the Group comprise telecommunication and information value-added services, the provision of Product Identification, Authentication and Tracking System ("PIATS"), system integration and software development.

2. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS ("HKFRSs")

In the current year, the Group has applied the following new and revised Hong Kong Accounting Standards ("HKAS"s), HKFRS, amendments and interpretations ("INT"s) (hereinafter collectively referred to as "new and revised HKFRSs") issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA").

| | |
|------------------------------|---------------------------------------------------------------------------------------------------------------------------------|
| HKFRS 2 (Amendments) | Group cash-settled share-based payment transactions |
| HKFRS 3 (as revised in 2008) | Business combinations |
| HKAS 27 (as revised in 2008) | Consolidated and separate financial statements |
| HKAS 32 (Amendments) | Classification of rights issues |
| HKAS 39 (Amendments) | Eligible hedged items |
| HKFRSs (Amendments) | Improvements to HKFRSs issued in 2009 |
| HKFRSs (Amendments) | Amendments to HKFRS 5 as part of Improvements to HKFRSs issued in 2008 |
| HK(IFRIC*) – INT 17 | Distributions of non-cash assets to owners |
| HK – INT 5 | Presentation of financial statements – Classification by the borrower of a term loan that contains a repayment on demand clause |

* IFRIC represents the IFRS Interpretations Committee (formerly known as the International Financial Reporting Interpretations Committee).

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31st March 2011

2. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (Continued)

The application of the new and revised HKFRSs in the current year has had no material effect on the amounts reported in these consolidated financial statements and/or disclosures set out in these consolidated financial statements.

Amendments to HKAS 17 Leases

As part of “Improvements to HKFRSs” issued in 2009, HKAS 17 “Leases” has been amended in relation to the classification of leasehold land. Before the amendments to HKAS 17, the Group was required to classify leasehold land as operating leases and to present leasehold land as prepaid lease payments in the consolidated statement of financial position. The amendments to HKAS 17 have removed such a requirement. The amendments require that the classification of leasehold land should be based on the general principles set out in HKAS 17, that is, whether or not substantially all the risks and rewards incidental to ownership of a leased asset have been transferred to the lessee.

In accordance with the transitional provisions set out in the amendments to HKAS 17, the Group reassessed the classification of unexpired leasehold land as at 1st April 2010 based on information that existed at the inception of the leases. The application of the amendments to HKAS 17 has had no material impact on the results and the financial position of the Group.

The Group has not early applied the following new and revised Standards and Interpretations that have been issued but are not yet effective:

| | |
|---------------------------------|--------------------------------------------------------------------------|
| HKFRSs (Amendments) | Improvements to HKFRSs issued in 2010 ¹ |
| HKFRS 7 (Amendments) | Disclosures – Transfers of financial assets ³ |
| HKFRS 9 | Financial instruments ⁴ |
| HKAS 12 (Amendments) | Deferred tax: Recovery of underlying assets ⁵ |
| HKAS 24 (as revised in 2009) | Related party disclosures ⁶ |
| HK(IFRIC) – INT 14 (Amendments) | Prepayments of a minimum funding requirement ⁶ |
| HK(IFRIC) – INT 19 | Extinguishing financial liabilities with equity instruments ² |

¹ Effective for annual periods beginning on or after 1st July 2010 or 1st January 2011, as appropriate.

² Effective for annual periods beginning on or after 1st July 2010.

³ Effective for annual periods beginning on or after 1st July 2011.

⁴ Effective for annual periods beginning on or after 1st January 2013.

⁵ Effective for annual periods beginning on or after 1st January 2012.

⁶ Effective for annual periods beginning on or after 1st January 2011.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31st March 2011

2. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS ("HKFRSs") (Continued)

HKFRS 9 Financial Instruments (as issued in November 2009) introduces new requirements for the classification and measurement of financial assets. HKFRS 9 Financial Instruments (as revised in November 2010) adds requirements for financial liabilities and for derecognition.

- Under HKFRS 9, all recognised financial assets that are within the scope of HKAS 39 Financial Instruments: Recognition and Measurement are subsequently measured at either amortised cost or fair value. Specifically, debt investments that are held within a business model whose objective is to collect the contractual cash flows, and that have contractual cash flows that are solely payments of principal and interest on the principal outstanding are generally measured at amortised cost at the end of subsequent accounting periods. All other debt investments and equity investments are measured at their fair values at the end of subsequent accounting periods.
- In relation to financial liabilities, the significant change relates to financial liabilities that are designated as at fair value through profit or loss. Specifically, under HKFRS 9, for financial liabilities that are designated as at fair value through profit or loss, the amount of change in the fair value of the financial liability that is attributable to changes in the credit risk of that liability is presented in other comprehensive income, unless the presentation of the effects of changes in the liability's credit risk in other comprehensive income would create or enlarge an accounting mismatch in profit or loss. Changes in fair value attributable to a financial liability's credit risk are not subsequently reclassified to profit or loss. Previously, under HKAS 39, the entire amount of the change in the fair value of the financial liability designated as at fair value through profit or loss was presented in profit or loss.

HKFRS 9 is effective for annual periods beginning on or after 1st January 2013, with earlier application permitted.

The directors anticipate that HKFRS 9 that will be adopted in the Group's consolidated financial statements for financial year ending 31st March 2014 and that the application of the new Standard may have an impact on amounts reported in respect of the Groups' financial assets.

The directors of the Company anticipate that the application of the other new and revised HKFRSs will have no material impact on the results and the financial position of the Group.

3. SIGNIFICANT ACCOUNTING POLICIES

The consolidated financial statements have been prepared in accordance with HKFRSs issued by the HKICPA. In addition, the consolidated financial statements include applicable disclosures required by the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and by the Hong Kong Companies Ordinance.

The consolidated financial statements have been prepared on the historical cost basis, except for certain interest free loan receivable which is adjusted to its fair value on initial recognition and certain financial instruments, which are measured at fair values, as explained in the accounting policies set out below:

Basis of consolidation

The consolidated financial statements incorporate the financial statements of the Company and entities controlled by the Company (its subsidiaries). Control is achieved where the Company has the power to govern the financial and operating policies of an entity so as to obtain benefits from its activities.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31st March 2011

3. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

Basis of consolidation *(Continued)*

The results of subsidiaries acquired or disposed of during the year are included in the consolidated statement of comprehensive income from the effective date of acquisition or up to the effective date of disposal, as appropriate.

Where necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies into line with those used by other members of the Group.

All intra-group transactions, balances, income and expenses are eliminated in full on consolidation.

Non-controlling interests in subsidiaries are presented separately from the Group's equity therein.

Allocation of total comprehensive income to non-controlling interests

Total comprehensive income and expense of a subsidiary is attributed to the owners of the Company and to the non-controlling interests even if this results in the non-controlling interests having a deficit balance. Prior to 1st April 2010, losses applicable to the non-controlling interests in excess of the non-controlling interests in the subsidiary's equity were allocated against the interests of the Group except to the extent that the non-controlling interests had a binding obligation and were able to make an additional investment to cover the losses.

Interest in an associate

An associate is an entity over which the investor has significant influence and that is neither a subsidiary nor an interest in a joint venture. Significant influence is the power to participate in the financial and operating policy decisions of the investee but is not control or joint control over those policies.

The results and assets and liabilities of associates are incorporated in these consolidated financial statements using the equity method of accounting except when the investment is classified as held for sale. Under the equity method, investments in associates are carried in the consolidated statement of financial position at cost as adjusted for post-acquisition changes in the Group's share of the net assets of the associates, less any identified impairment loss. When the Group's share of losses of an associate equals or exceeds its interest in that associate (which includes any long-term interests that, in substance, form part of the Group's net investment in the associate), the Group discontinues recognising its share of further losses. Additional losses are recognised only to the extent that the Group has incurred legal or constructive obligations or made payments on behalf of that associate.

Any excess of the cost of acquisition over the Group's share of the net fair value of the identifiable assets, liabilities and contingent liabilities of the associate recognised at the date of acquisition is recognised as goodwill, which is included within the carrying amount of the investment.

Any excess of the Group's share of the net fair value of the identifiable assets, liabilities and contingent liabilities over the cost of acquisition, after reassessment, is recognised immediately in profit or loss.

Where a group entity transacts with an associate of the Group, profits and losses resulting from the transactions with the associates are recognised in the Group's consolidated financial statements only to the extent of interest in the associate that are related to the Group.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31st March 2011

3. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

Joint ventures

Jointly controlled entities

Joint venture arrangements that involve the establishment of a separate entity in which venturers have joint control over the economic activity of the entity are referred to as jointly controlled entities.

The Group recognises its interests in jointly controlled entities using proportionate consolidation. The Group's share of each of the assets, liabilities, income and expenses of the jointly controlled entities are combined with the Group's similar line items, line by line, in the consolidated financial statements.

When a group entity transacts with a jointly controlled entity of the Group, profits and losses resulting from the transactions with the jointly controlled entity are recognised in the Group's consolidated financial statements only to the extent of interests in the jointly controlled entity that are not related to the Group.

Revenue recognition

Revenue is measured at the fair value of the consideration received or receivable and represents amounts receivable for services provided in the normal course of business, net of sales related taxes.

Revenue from telecommunications/information value-added services and product identification authentication, tracking system business is recognised when the services are provided.

Service income from system integration and software development contracts (see policy below) is recognised on the percentage of completion method by reference to the value of work carried out during the year.

Interest income from a financial asset is recognised when it is probable that the economic benefits will flow to the Group and the amount of revenue can be measured reliably. Interest income from a financial asset is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts the estimated future cash receipts through the expected life of the financial assets to that asset's net carrying amount on initial recognition.

Dividend income from investments is recognised when the shareholders' rights to receive payment have been established.

System integration and software development contracts

When the outcome of a contract for system integration and software development can be estimated reliably, contract revenue and costs are recognised by reference to the stage of completion of the contract activity at the end of the reporting period, as measured by the proportion that contract costs incurred for work performed to date bear to the estimated total contract costs for each contract.

When the outcome of a contract cannot be estimated reliably, contract revenue is recognised to the extent of contract costs incurred that it is probable will be recoverable. Contract costs are recognised as expenses in the period in which they are incurred.

Where it is probable that total contract costs will exceed total contract revenue, the expected loss is recognised as an expense immediately.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31st March 2011

3. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

Property, plant and equipment

Property, plant and equipment other than construction in progress are stated at cost less subsequent accumulated depreciation and accumulated impairment losses.

Depreciation is recognised so as to write off the cost of items of property, plant and equipment less their residual values over their estimated useful lives, using the straight line method. The estimated useful lives, residual values and depreciation method are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis.

Properties in the course of construction for production, supply or administrative purposes are carried at cost, less any recognised impairment loss. Costs include professional fees and, for qualifying assets, borrowing costs capitalised in accordance with the Group's accounting policy. Such properties are classified to the appropriate categories of property, plant and equipment when completed and ready for intended use. Depreciation of these assets, on the same basis as other property assets, commences when the assets are ready for their intended use.

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in profit or loss.

Intangible assets

Intangible assets acquired separately and with finite useful lives are carried at costs less accumulated amortisation and any accumulated impairment losses. Amortisation for intangible assets with finite useful lives is provided on a straight line basis over their estimated useful lives.

Gains or losses arising from derecognition of an intangible asset are measured at the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in profit or loss when the asset is derecognised.

Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale are added to the cost of those assets until such time as the assets are substantially ready for their intended use or sale. Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation.

All other borrowing costs are recognised in profit or loss in the period in which they are incurred.

Impairment losses on tangible and intangible asset

At the end of the reporting period, the Group reviews the carrying amounts of its tangible and intangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If the recoverable amount of an asset is estimated to be less than its carrying amount, the carrying amount of the asset is reduced to its recoverable amount. An impairment loss is recognised as an expense immediately.

Where an impairment loss subsequently reverses, the carrying amount of the asset is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset in prior years. A reversal of an impairment loss is recognised as income immediately.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31st March 2011

3. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

Taxation

Income tax expense represents the sum of the tax currently payable and deferred tax.

The tax currently payable is based on taxable profit for the year. Taxable profit differs from profit as reported in the consolidated statement of comprehensive income because it excludes items of income or expense that are taxable or deductible in other years and it further excludes items that are never taxable or deductible. The Group's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the consolidated financial statements and the corresponding tax base used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary difference to the extent that it is probable that taxable profits will be available against which deductible temporary differences can be utilised. Such assets and liabilities are not recognised if the temporary difference arises from goodwill or from the initial recognition (other than in a business combination) of other assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

Deferred tax liabilities are recognised for taxable temporary differences associated with investments in subsidiaries and associates, and interests in joint ventures, except where the Group is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future. Deferred tax assets arising from deductible temporary differences associated with such investments and interests are only recognised to the extent that it is probable that there will be sufficient taxable profits against which to utilise the benefits of the temporary differences and they are expected to reverse in the foreseeable future.

The carrying amount of deferred tax assets is reviewed at the end of the reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset is realised, based on tax rate and tax laws that have been enacted or substantively enacted by the end of the reporting period.

The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Group expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities. Deferred tax is recognised in profit or loss, except when it relates to items that are recognised in other comprehensive income or directly in equity, in which case the deferred tax is also recognised in other comprehensive income or directly in equity respectively.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31st March 2011

3. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

Leasing

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

The Group as lessee

Operating lease payments are recognised as an expense on a straight-line basis over the lease term, except where another systematic basis is more representative of the time pattern in which economic benefits from the leased asset are consumed. Contingent rentals arising under operating leases are recognised as an expense in the period in which they are incurred.

In the event that lease incentives are received to enter into operating leases, such incentives are recognised as a liability. The aggregate benefit of incentives is recognised as a reduction of rental expense on a straight-line basis, except where another systematic basis is more representative of the time pattern in which economic benefits from the leased asset are consumed.

Leasehold land and building

When a lease includes both land and building elements, the Group assesses the classification of each element as a finance or an operating lease separately based on the assessment as to whether substantially all the risks and rewards incidental to ownership of each element have been transferred to the Group. Specifically, the minimum lease payments (including any lump-sum upfront payments) are reallocated between the land and the building elements in proportion to the relative fair values of the leasehold interests in the land element and building element of the lease at the inception of the lease.

To the extent the allocation of the lease payments can be made reliably, interest in leasehold land that is accounted for as an operating lease is presented as "prepaid lease payments" in the consolidated statement of financial position and is amortised over the lease term on a straight-line basis. When the lease payments cannot be allocated reliably between the land and building elements, the entire lease is generally classified as a finance lease and accounted for as property, plant and equipment, unless it is clear that both elements are operating leases, in which case the entire lease is classified as an operating lease.

Financial instruments

Financial assets and financial liabilities are recognised in the consolidated statement of financial position when a group entity becomes a party to the contractual provisions of the instrument.

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets or financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in profit or loss.

Financial assets

The Group's financial assets are classified into one of the three categories, including financial assets at fair value through profit or loss ("FVTPL"), loans and receivables and available-for-sale financial assets. All regular way purchases or sales of financial assets are recognised and derecognised on a trade date basis. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the marketplace.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31st March 2011

3. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

Financial instruments *(Continued)*

Financial assets *(Continued)*

Effective interest method

The effective interest method is a method of calculating the amortised cost of a financial asset and of allocating interest income over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial asset, or, where appropriate, a shorter period to the net carrying amount on initial recognition.

Interest income is recognised on an effective interest basis for debt instruments.

Financial assets at FVTPL

Financial assets at FVTPL are financial assets held for trading.

A financial asset is classified as held for trading if:

- it has been acquired principally for the purpose of selling in the near future; or
- it is a part of an identified portfolio of financial instruments that the Group manages together and has a recent actual pattern of short-term profit-taking; or
- it is a derivative that is not designated and effective as a hedging instrument.

Financial assets at FVTPL are measured at fair value, with changes in fair value arising from remeasurement recognised directly in profit or loss in the period in which they arise. The net gain or loss recognised in profit or loss excludes any dividend or interest earned on the financial assets.

Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. Subsequent to initial recognition, loans and receivables (including debtors and other receivables, loans receivable and bank balances and cash) are carried at amortised cost using the effective interest method, less any identified impairment losses.

Available-for-sale financial assets

Available-for-sale financial assets are non-derivatives that are either designated or not classified as financial assets at FVTPL, loans and receivables or held-to-maturity investments.

For available-for-sale equity investments that do not have a quoted market price in an active market and whose fair value cannot be reliably measured and derivatives that are linked to and must be settled by delivery of such unquoted equity instruments, they are measured at cost less any identified impairment losses at the end of each reporting period.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31st March 2011

3. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

Financial instruments *(Continued)*

Impairment of financial assets

Financial assets, other than those at FVTPL, are assessed for indicators of impairment at the end of the reporting period. Financial assets are impaired where there is objective evidence that, as a result of one or more events that occurred after the initial recognition of the financial asset, the estimated future cash flows of the financial assets have been affected.

For other financial assets, the objective evidence of impairment could include:

- significant financial difficulty of the issuer or counterparty; or
- breach of contract, such as default or delinquency in interest or principal payments; or
- it becoming probable that the borrower will enter bankruptcy or financial re-organisation; or
- the disappearance of an active market for that financial asset because of financial difficulties.

For financial assets carried at amortised cost, an impairment loss is recognised in profit or loss when there is objective evidence that the asset is impaired, and is measured as the difference between the asset's carrying amount and the present value of the estimated future cash flows discounted at the original effective interest rate.

For financial assets carried at cost, the amount of the impairment loss is measured as the difference between the asset's carrying amount and the present value of the estimated future cash flows discounted at the current market rate of return for a similar financial asset. Such impairment loss will not be reversed in subsequent periods.

The carrying amount of the financial asset is reduced by the impairment loss directly for all financial assets with the exception of trade and other receivables, where the carrying amount is reduced through the use of an allowance account. Changes in the carrying amount of the allowance account are recognised in profit or loss. When a trade and other receivable is considered uncollectible, it is written off against the allowance account. Subsequent recoveries of amounts previously written off are credited to profit or loss.

For financial assets carried at amortised cost, if, in a subsequent period, the amount of impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment losses was recognised, the previously recognised impairment loss is reversed through profit or loss to the extent that the carrying amount of the asset at the date the impairment is reversed does not exceed what the amortised cost would have been had the impairment not been recognised.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31st March 2011

3. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

Financial instruments *(Continued)*

Financial liabilities and equity

Financial liabilities and equity instruments issued by a group entity are classified according to the substance of the contractual arrangements entered into and the definitions of a financial liability and an equity instrument.

An equity instrument is any contract that evidences a residual interest in the assets of the Group after deducting all of its liabilities.

Effective interest method

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

Interest expense is recognised on an effective interest basis.

Financial liabilities

Financial liabilities including bank loans and creditors and other payables are subsequently measured at amortised cost, using the effective interest method.

Equity instruments

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

Derecognition

Financial assets are derecognised when the rights to receive cash flows from the assets expire or, the financial assets are transferred and the Group has transferred substantially all the risks and rewards of ownership of the financial assets.

On derecognition of a financial asset in its entirety, the difference between the asset's carrying amount and the sum of the consideration received and receivable and the cumulative gain or loss that had been recognised in other comprehensive income and accumulated in equity is recognised in profit or loss.

Financial liabilities are derecognised when the obligation specified in the relevant contract is discharged, cancelled or expires. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable is recognised in profit or loss.

Foreign currencies

In preparing the financial statements of each individual group entity, transactions in currencies other than the functional currency of that entity (foreign currencies) are recorded in the respective functional currency (i.e. the currency of the primary economic environment in which the entity operates) at the rates of exchanges prevailing on the dates of the transactions. At the end of the reporting period, monetary items denominated in foreign currencies are retranslated at the rates prevailing at that date. Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing on the date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31st March 2011

3. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

Foreign currencies *(Continued)*

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

For the purposes of presenting the consolidated financial statements, the assets and liabilities of the Group's foreign operations are translated into the presentation currency of the Group (i.e. Hong Kong dollars) at the rate of exchange prevailing at the end of the reporting period, and their income and expenses are translated at the average exchange rates for the year, unless exchange rates fluctuate significantly during the period, in which case, the exchange rates prevailing at the dates of transactions are used. Exchange differences arising, if any, are recognised in other comprehensive income and accumulated in exchange reserve. Such translation differences are reclassified from equity to profit or loss in the period which the foreign operation is disposed of.

Share-based payment transactions

Equity-settled share-based payment transactions

Share options granted to employees of the Company

The fair value of services received determined by reference to the fair value of share options granted at the grant date is expensed on a straight line basis over the vesting period, with a corresponding increase in equity (share options reserve).

At the end of the reporting period, the Group revises its estimates of the number of options that are expected to ultimately vest, irrespective of market conditions. The impact of the revision of the estimates during the vesting period, if any, is recognised in profit or loss, with corresponding adjustment to share options reserve.

At the time when the share options are exercised, the amount previously recognised in share option reserve will be transferred to share premium. When the share options are forfeited after the vesting date or are still not exercised at the expiry date, the amount previously recognised in share option reserve will be transferred to accumulated losses.

Retirement benefit cost

Payments to the state-managed retirement benefit schemes or the Mandatory Provident Fund Scheme are charged as an expense when employees have rendered service entitling them to the contributions.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31st March 2011

4. KEY SOURCES OF ESTIMATION UNCERTAINTY

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

Estimated impairment of property, plant and equipment and intangible assets

Property, plant and equipment and intangible assets are stated at cost less subsequent accumulated depreciation/ amortisation and accumulated impairment losses. Property, plant and equipment and intangible assets are evaluated for possible impairment on a specific asset basis or in groups of similar assets, as applicable. This process requires management's estimation of the future cash flows generated by each asset or group of assets. If the recoverable amounts are less than the carrying amounts of the property, plant and equipment and intangible assets, the relevant asset's carrying amount is written down to the recoverable amount. If the management's expectation is different, it will impact on the carrying value and write downs of property, plant and equipment and intangible assets in the periods in which such estimate is changed. At 31st March 2011, the carrying amount of property, plant and equipment and intangible assets are HK\$76,611,000 (2010: HK\$93,193,000) and HK\$50,639,000 (2010: HK\$57,484,000) respectively (net of accumulated impairment losses of HK\$13,709,000 (2010: HK\$9,888,000) and HK\$16,307,000 (2010: HK\$10,848,000) respectively).

Estimated impairment of trade receivables

When there is objective evidence of impairment loss, the Group takes into consideration the estimation of future cash flows. The amount of the impairment loss is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows (excluding future credit losses that have not been incurred) discounted at the financial asset's original effective interest rate (i.e. the effective interest rate computed at initial recognition). Where the actual future cash flows are less than expected, a material impairment loss may arise. As at 31st March 2011, the carrying amount of trade receivables is HK\$69,771,000 (2010: HK\$51,885,000) (net of allowance for doubtful debts of HK\$25,825,000 (2010: HK\$25,000,000)).

Income taxes

As at 31st March 2011, no deferred tax asset was recognised in the consolidated statement of financial position in relation to the estimated unused tax losses of HK\$224,573,000 (2010: HK\$215,513,000) due to the unpredictability of future profit streams. The realisability of the deferred tax asset mainly depends on whether sufficient future profits or taxable temporary differences will be available in the future. In cases where the actual future profits generated are more than expected, a material recognition of deferred tax asset may arise, which would be recognised in profit or loss for the period in which such a recognition takes place.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31st March 2011

5. FINANCIAL INSTRUMENTS

Categories of financial instruments

| | 2011 HK\$'000 | 2010 HK\$'000 |
|-------------------------------------------------------------|------------------|------------------|
| Financial assets | | |
| Investments held for trading | 50,225 | 37,533 |
| Loans and receivables (including cash and cash equivalents) | 271,388 | 279,648 |
| Available-for-sale financial assets | 8,925 | 8,475 |
| | 330,538 | 325,656 |
| Financial liabilities | | |
| Amortised cost | 137,534 | 122,979 |

Financial risk management objectives and policies

The Group's major financial instruments include debtors and other receivables, available-for-sale investments, investments held for trading, loans receivable, bank balances and cash, creditors and other payables and short-term bank loans. Details of the financial instruments are disclosed in respective notes. The risks associated with these financial instruments include market risk (currency risk, interest rate risk and other price risk), credit risk and liquidity risk. The policies on how to mitigate these risks are set out below. The management manages and monitors these exposures to ensure appropriate measures are implemented on a timely and effective manner.

Market risk

Currency risk

The carrying amounts of the Group's foreign currency denominated assets (including loans receivable, investments held for trading and bank balances and cash) at the reporting date are as follows:

| | Assets | |
|-------------------------------|--------------------------------|--------------------------------|
| | 2011 HK\$'000 equivalent | 2010 HK\$'000 equivalent |
| United States Dollars ("USD") | 95,842 | 97,371 |

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31st March 2011

5. FINANCIAL INSTRUMENTS (Continued)

Financial risk management objectives and policies (Continued)

Market risk (Continued)

Currency risk (Continued)

Sensitivity analysis

The Group is mainly exposed to the foreign exchange risk of USD.

The following table details the Group's sensitivity to a 5% increase and decrease in RMB against USD and then translated into presentation currency at closing rate. 5% is the sensitivity rate used when reporting foreign currency risk internally to key management personnel and represents management's assessment of the reasonably possible change in foreign exchange rates. The sensitivity analysis includes only outstanding foreign currency denominated monetary items adjusts their translation at the year end for a 5% change in foreign currency rates. A positive number below indicates a decrease in loss where USD strengthen 5% against RMB. For a 5% weakening of USD against the RMB, there would be an equal and opposite impact on the loss, and the balances below would be negative.

| | 2011 HK\$'000 | 2010 HK\$'000 |
|-----|------------------|------------------|
| USD | 4,792 | 4,869 |

Interest rate risk

The Group's fair value interest rate risk relates primarily to fixed-rate bank borrowing (see Note 27 for details of these borrowings). However, the management considered the risk of fixed-rate bank borrowing is insignificant.

The Group's cash flow interest rate risk relates primarily to variable-rate bank balances. (See Note 25 for details of these bank balances).

The Group currently does not have hedging policy in respect of the interest rate risks. However, management monitors the related interest rate risk exposure closely and will consider hedging significant interest rate risk exposure should the need arise.

Sensitivity analysis

No sensitivity analyses have been prepared since the management of the Group considers that the Group's interest rate risk at the end of the reporting date is insignificant.

Other price risk

The Group is exposed to equity price risk through its investments in equity securities listed in Hong Kong and the United States at the end of the reporting period. The management manages these exposure by maintaining a portfolio of investments with different risks. Details of the investment are set out in note 24. Management has closely monitor the price risk and will consider hedging the risk exposure should the need arise.

Sensitivity analysis

The sensitivity analysis below has been determined based on the exposure to equity price risks at the end of the reporting date.

If the prices of the respective listed equity instruments had been 20% higher/lower, loss for the year ended 31st March 2011 decrease/increase by HK\$10,045,000 (2010: decrease/increase by HK\$7,507,000) as a result of the changes in fair value of investments held for trading.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31st March 2011

5. FINANCIAL INSTRUMENTS *(Continued)*

Financial risk management objectives and policies *(Continued)*

Credit risk

The Group's maximum exposure to credit risk which will cause a financial loss to the Group due to failure to perform an obligation by the counterparties is arising from the carrying amount of the respective recognised financial assets as stated in the consolidated statement of financial position.

In order to minimise the credit risk in relation to loans receivable and debtors, the management of the Group reviews the recoverable amount of each individual debt at the end of the reporting period to ensure that adequate impairment losses are made for irrecoverable amounts. In this regard, the directors of the Company consider that the Group's credit risk is significantly reduced.

The Group has concentration of credit risk of the Group's loans receivable from a jointly controlled entity. In order to minimise the credit risk, the management continuously monitors the level of exposure to ensure that follow-up actions and/or corrective actions are taken promptly to lower exposure or to recover overdue balance.

The Group has no significant concentration of credit risk on debtors with exposure spread over a number of counterparties and customers.

The credit risk in relation to bank balances and cash is limited because the majority of the counterparties are financial institutions and banks with high credit-ratings assigned by international credit-rating agencies and state-owned banks with good reputation in the People's Republic of China (the "PRC").

Liquidity risk

In the management of the liquidity risk, the Group monitors and maintains a level of cash and cash equivalents deemed adequate by the management to finance the Group's operations and mitigate the effects of fluctuations in cash flows. The management monitors the utilisation of bank borrowings and ensures compliance with loan covenants.

The following table details the Group's remaining contractual maturity for its non-derivative financial liabilities. The table has been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Group can be required to pay. The maturity dates for non-derivative financial liabilities are based on the agreed repayment dates.

The table includes both interest and principal cash flows. To the extent that interest flows are floating rate, the undiscounted amount is derived from interest rate curve at the end of the reporting period.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31st March 2011

5. FINANCIAL INSTRUMENTS (Continued)

Financial risk management objectives and policies (Continued)

Liquidity risk (Continued)

Liquidity tables

| | Weighted average effective interest rate % | Less than 1 month or repayable on demand HK\$'000 | 1 – 3 months HK\$'000 | 3 months to 1 year HK\$'000 | Total undiscounted cash flows HK\$'000 | Carrying amount at 31.3.2011 HK\$'000 |
|---------------------------------------------|--------------------------------------------------------|---------------------------------------------------------------|-----------------------------|-----------------------------------|-------------------------------------------------|------------------------------------------------|
| 2011 | | | | | | |
| Non-derivative financial liabilities | | | | | | |
| Creditors and other payables | – | 114,210 | – | – | 114,210 | 114,210 |
| Bank loans – fixed rate | 6.12% | 11,779 | 130 | 12,246 | 24,155 | 23,324 |
| | | 125,989 | 130 | 12,246 | 138,365 | 137,534 |

| | Weighted average effective interest rate % | Less than 1 month or repayable on demand HK\$'000 | 1 – 3 months HK\$'000 | 3 months to 1 year HK\$'000 | Total undiscounted cash flows HK\$'000 | Carrying amount at 31.3.2010 HK\$'000 |
|---------------------------------------------|--------------------------------------------------------|---------------------------------------------------------------|-----------------------------|-----------------------------------|-------------------------------------------------|------------------------------------------------|
| 2010 | | | | | | |
| Non-derivative financial liabilities | | | | | | |
| Creditors and other payables | – | 111,905 | – | – | 111,905 | 111,905 |
| Bank loans – fixed rate | 5.84% | 53 | 108 | 11,109 | 11,270 | 11,074 |
| | | 111,958 | 108 | 11,109 | 123,175 | 122,979 |

Fair value

The fair value of financial assets and financial liabilities are determined as follows:

- the fair value of financial assets and financial liabilities with standard terms and conditions and traded on active liquid markets are determined with reference to quoted market bid prices and ask prices respectively; and
- the fair value of other financial assets and financial liabilities are determined in accordance with generally accepted pricing models based on discounted cash flow analysis.

The directors consider that the carrying amounts of financial assets and financial liabilities recorded at amortised cost in the consolidated financial statements approximate to their fair values.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31st March 2011

5. FINANCIAL INSTRUMENTS *(Continued)*

Fair value measurements recognised in the consolidated statement of financial position

The following table provides an analysis of financial instruments that are measured subsequent to initial recognition at fair value, grouped into Levels 1 to 3 based on the degree to which the fair value is observable.

- Level 1 fair value measurements are those derived from quoted prices (unadjusted) in active market for identical assets or liabilities.
- Level 2 fair value measurements are those derived from inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).
- Level 3 fair value measurements are those derived from valuation techniques that include inputs for the asset or liability that are not based on observable market data (unobservable inputs).

| | 31st March 2011 | | | Total HK\$'000 |
|------------------------------------------------------------------------------------------|---------------------|---------------------|---------------------|-------------------|
| | Level 1 HK\$'000 | Level 2 HK\$'000 | Level 3 HK\$'000 | |
| Financial assets at FVTPL: Investments held for trading – Listed equity securities | 50,225 | – | – | 50,225 |

| | 31st March 2010 | | | Total HK\$'000 |
|------------------------------------------------------------------------------------------|---------------------|---------------------|---------------------|-------------------|
| | Level 1 HK\$'000 | Level 2 HK\$'000 | Level 3 HK\$'000 | |
| Financial assets at FVTPL: Investments held for trading – Listed equity securities | 37,533 | – | – | 37,533 |

There were no transfers between Level 1 and 2 in the current and prior years.

6. CAPITAL RISK MANAGEMENT

The Group manages its capital to ensure that entities in the Group will be able to continue as a going concern while maximising the return to stakeholders through the optimisation of the debt and equity balance. The Group's overall strategy remains unchanged from prior year.

The capital structure of the Group consists of equity attributable to owners of the Company, comprising issued share capital and reserves.

The directors of the Company review the capital structure on a regular basis. As part of this review, the directors consider the cost of capital and the risks associates with each class of capital. Based on recommendations of the directors, the Group will balance its overall capital structure through the payment of dividends, new issues of share as well as raising bank loans or other borrowings.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31st March 2011

7. TURNOVER

| | 2011 HK\$'000 | 2010 HK\$'000 |
|-----------------------------------------------------|------------------|------------------|
| An analysis of the Group's turnover is as follows: | | |
| Telecommunications/information value-added services | 365,319 | 279,447 |
| PIATS business | 3,880 | 8,035 |
| System integration and software development | 2,933 | 78 |
| | 372,132 | 287,560 |

8. SEGMENT INFORMATION

Information reported to the Board of Directors of the Company, being the Executive Vice-Chairman, the Group's chief operating decision maker, for the purposes of resource allocation and assessment of segment performance focusing on services provided.

The Group is an integrated information and content service provider. For management purposes, the Group is organised into three operating divisions namely telecommunications/information value-added services, the provision of PIATS, and system integration and software development. These divisions are the basis on which the Group reports its segment information.

Principal activities are as follows:

- | | |
|-----------------------------------------------------|--------------------------------------------------------------------|
| Telecommunications/information value-added services | – Provision of telecommunications/information value-added services |
| PIATS business | – Operation of an exclusive platform for PIATS |
| System integration and software development | – Provision of system integration and software development |

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31st March 2011

8. SEGMENT INFORMATION *(Continued)*

Segment revenues and results

The following is an analysis of the Group's revenue and results by reportable segments:

| | Segment revenue | | Segment profit (loss) | |
|----------------------------------------------------|------------------|------------------|-----------------------|------------------|
| | 2011 HK\$'000 | 2010 HK\$'000 | 2011 HK\$'000 | 2010 HK\$'000 |
| Telecommunication/information value-added services | 365,319 | 279,447 | 4,793 | 7,747 |
| PIATS business | 3,880 | 8,035 | (28,875) | (28,965) |
| System integration and software development | 2,933 | 78 | 2,633 | (2,386) |
| Total | 372,132 | 287,560 | (21,449) | (23,604) |
| Other gains and losses | | | 3,250 | 14,253 |
| Share of profit of an associate | | | 16,249 | 11,600 |
| Interest expenses | | | (653) | (27,765) |
| Unallocated expenses | | | (22,331) | (24,562) |
| Loss before taxation | | | (24,934) | (50,078) |

Segment revenue reported above represents revenue generated from external customers. There were no inter-segment sales in the both years.

The accounting policies of the reportable segments are the same as the Group's accounting policies described in note 3. Segment profit (loss) represents the profit (loss) earned by or loss from each segment without allocation of central administrative costs, share of profit of an associate, other gains and losses and interest expenses. This is the measure reported to the Executive Vice-Chairman, the Group's chief operating decision maker, for the purposes of resources allocation and performance assessment.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31st March 2011

8. SEGMENT INFORMATION *(Continued)*

Segment assets and liabilities

The following is an analysis of the Group's assets and liabilities by reportable segments.

| | 2011 HK\$'000 | 2010 HK\$'000 |
|-----------------------------------------------------|------------------|------------------|
| Segment assets | | |
| Telecommunications/information value-added services | 114,208 | 98,687 |
| PIATS business | 85,766 | 105,824 |
| System integration and software development | 10,761 | 10,816 |
| Total segment assets | 210,735 | 215,327 |
| Interest in an associate | 92,005 | 75,336 |
| Loans receivable | 39,137 | 36,893 |
| Investments held for trading | 50,225 | 37,533 |
| Available-for-sale investments | 8,925 | 8,475 |
| Bank balances and cash | 160,335 | 188,834 |
| Unallocated assets | 4,423 | 5,882 |
| Consolidated assets | 565,785 | 568,280 |
| Segment liabilities | | |
| Telecommunications/information value-added services | 31,262 | 34,115 |
| PIATS business | 88,287 | 82,260 |
| System integration and software development | 6,725 | 6,390 |
| Total segment liabilities | 126,274 | 122,765 |
| Short-term bank loans | 23,324 | 11,074 |
| Unallocated liabilities | 13,771 | 13,989 |
| Consolidated liabilities | 163,369 | 147,828 |

For the purposes of monitoring segment performances and allocating resources between segments:

- All assets are allocated to operating segments other than investments held for trading, available-for-sale investments, loans receivable, bank balances and cash and interest in an associate and assets used jointly by operating segments.
- All liabilities are allocated to reportable segments other than short-term bank loans, taxation payable and deferred tax liabilities and liabilities for which operating segments are jointly liable.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31st March 2011

8. SEGMENT INFORMATION *(Continued)*

Other segment information

2011

Amounts included in the measure of segment profit or loss or segment assets:

| | Telecom- munications/ information value-added services HK\$'000 | PIATS business HK\$'000 | System integration and software development HK\$'000 | Segment total HK\$'000 | Others HK\$'000 | Total HK\$'000 |
|---------------------------------------------------------------------------------|--------------------------------------------------------------------------------|-------------------------------|------------------------------------------------------------------|------------------------------|--------------------|-------------------|
| Additions to non-current assets <i>(note)</i> | 6,703 | 1,049 | – | 7,752 | – | 7,752 |
| Depreciation | 9,298 | 12,699 | 51 | 22,048 | 1,300 | 23,348 |
| Amortisation of intangible assets | – | 4,188 | – | 4,188 | – | 4,188 |
| Impairment loss recognised in respect of property, plant and equipment | – | 3,821 | – | 3,821 | – | 3,821 |
| Impairment loss recognised in respect of intangible assets | – | 5,459 | – | 5,459 | – | 5,459 |
| Reversal of allowance for doubtful debts | – | (45) | (457) | (502) | – | (502) |
| Recovery of amounts due from customers for contract work previously written off | – | – | (1,913) | (1,913) | – | (1,913) |
| Loss on disposal of property, plant and equipment | 278 | – | – | 278 | – | 278 |

Note: Non-current assets represent property, plant and equipment and intangible assets.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31st March 2011

8. SEGMENT INFORMATION *(Continued)*

Other segment information *(Continued)*

2010

Amounts included in the measure of segment profit or loss or segment assets:

| | Telecom- munications/ information value-added services HK\$'000 | PIATS business HK\$'000 | System integration and software development HK\$'000 | Segment total HK\$'000 | Others HK\$'000 | Total HK\$'000 |
|---------------------------------------------------------|--------------------------------------------------------------------------------|-------------------------------|------------------------------------------------------------------|------------------------------|--------------------|-------------------|
| Additions to non-current assets <i>(note)</i> | 4,649 | 2,031 | – | 6,680 | 17 | 6,697 |
| Depreciation | 10,779 | 12,112 | 70 | 22,961 | 1,993 | 24,954 |
| Amortisation of intangible assets | – | 4,079 | – | 4,079 | – | 4,079 |
| (Reversal of) allowance for doubtful debts | (447) | (272) | 1,541 | 822 | – | 822 |
| Loss on disposal of property, plant and equipment | 958 | – | – | 958 | – | 958 |

Note: Non-current assets represent property, plant and equipment and intangible assets.

Geographical information

Substantially all of the Group's revenue and non-current assets were derived from and located in PRC and, therefore, no geographical analysis is presented.

Information about major customers

Revenues from customers contributing over 10% of the total sales of the Group of the corresponding years are as follows:

| | 2011 HK\$'000 | 2010 HK\$'000 |
|-------------------------|------------------|------------------|
| Customer A ¹ | 99,214 | 71,832 |
| Customer B ¹ | 42,325 | 35,186 |
| Customer C ¹ | 36,041 | 30,961 |

¹ Revenues from telecommunication/information value-added services.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31st March 2011

9. OTHER GAINS AND LOSSES

| | 2011 HK\$'000 | 2010 HK\$'000 |
|--------------------------------------------------------------------------------------------------------------------------|------------------|------------------|
| Included in other gains and losses are the following items: | | |
| Interest income from bank deposits | 906 | 962 |
| Imputed interest income on loans receivable | 1,007 | 899 |
| Dividends from equity securities | 438 | 422 |
| Change in fair value of investments held for trading | 4,191 | 12,794 |
| Change in value of loans receivable resulting from extension of maturity and upon initial recognition (<i>note 20</i>) | (4,241) | (807) |
| Net exchange gain (loss) | 949 | (17) |
| | 3,250 | 14,253 |

10. INTEREST EXPENSES

| | 2011 HK\$'000 | 2010 HK\$'000 |
|-----------------------------------------------------------|------------------|------------------|
| Interest on bank loans wholly repayable within five years | 653 | 950 |
| Other interest expense (<i>note</i>) | – | 26,815 |
| | 653 | 27,765 |

Note: Amount represented other interest expense as disclosed in note 37.

11. TAXATION

| | 2011 HK\$'000 | 2010 HK\$'000 |
|-----------------------------------------------------------|------------------|------------------|
| Current tax: | | |
| – PRC Enterprise Income Tax – Jointly controlled entities | 568 | 859 |
| Underprovision in prior years: | | |
| – PRC Enterprise Income Tax – Jointly controlled entities | 36 | – |
| Deferred tax: | | |
| – Current year (<i>note 28</i>) | 812 | 580 |
| | 1,416 | 1,439 |

No provision for Hong Kong Profits Tax has been made for both years as the Group's income neither arises in, nor is derived from, Hong Kong.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31st March 2011

11. TAXATION (Continued)

Under the Law of the People's Republic of China on Enterprise Income Tax (the "EIT Law") and Implementation Regulation of the EIT Law, the tax rate of the PRC subsidiaries and jointly controlled entities are 25%.

Pursuant to the relevant laws and regulations in the PRC, one of the Group's jointly controlled entities and a subsidiary are entitled to exemption from PRC Enterprise Income Tax for the two years starting from the year ended 31st March 2006 and a 50% relief for the subsequent three years. They would continue to enjoy such tax benefits until the exemption and reduction period expire, but not beyond 2012. The jointly controlled entity and the subsidiary incurred tax loss in both years. Another jointly controlled entity of the Group operating in the PRC was awarded the Advanced-technology Enterprise Certificate and is eligible for tax concession rate of 15% for three years commenced from 14th December 2009.

The charge for the year can be reconciled to the loss before taxation per consolidated statement of comprehensive income as follows:

| | 2011 HK\$'000 | 2010 HK\$'000 |
|--------------------------------------------------------------------------------------------------------------------|------------------|------------------|
| Loss before taxation | (24,934) | (50,078) |
| Tax credit at the applicable tax rate of 25% (2010: 25%) | (6,234) | (12,519) |
| Tax effect of income that is not taxable for the tax purposes | (2,076) | (2,828) |
| Tax effect of share of profit of an associate | (4,062) | (2,900) |
| Tax effect of expenses that are not deductible for tax purposes | 9,440 | 12,338 |
| Tax effect of tax losses not recognised | 2,555 | 4,547 |
| Utilisation of tax losses previously not recognised | (290) | (4) |
| Effect of different tax rates of subsidiaries operating in Hong Kong, which incurred tax losses during the year | 1,480 | 3,128 |
| Underprovision of tax in prior years | 36 | – |
| Income tax at concessionary rate | (245) | (903) |
| Deferred taxation arising from withholding tax on undistributed profit of an associate | 812 | 580 |
| Taxation for the year | 1,416 | 1,439 |

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31st March 2011

12. LOSS FOR THE YEAR

| | 2011 HK\$'000 | 2010 HK\$'000 |
|-------------------------------------------------------------------------------------|------------------|------------------|
| Loss for the year has been arrived at after charging (crediting): | | |
| Directors' remuneration (<i>note 13</i>) | 2,860 | 3,862 |
| Other staff's retirement benefits scheme contributions | 6,387 | 2,424 |
| Other staff costs | 173,185 | 76,858 |
| Share option expense (<i>note 31</i>) | – | 91 |
| Total staff costs | 182,432 | 83,235 |
| Amortisation of intangible assets (included in cost of sales and services) | 4,188 | 4,079 |
| Auditor's remuneration | 2,267 | 2,213 |
| Cost of inventories recognised as an expense included in cost of sales and services | 2,025 | 241 |
| Depreciation | 23,348 | 24,954 |
| Loss on disposal of property, plant and equipment | 278 | 958 |
| Operating lease rentals in respect of buildings | 9,979 | 9,374 |
| Recovery of amounts due from customers for contract work previously written off | (1,913) | – |
| (Reversal of) allowance for doubtful debts (included in administrative expenses) | (502) | 822 |
| Share of tax of an associate (included in share of profit of an associate) | 2,567 | 1,856 |

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31st March 2011

13. DIRECTORS' EMOLUMENTS

The emoluments paid or payable to each of the 9 (2010: 10) directors were as follows:

| | Mr. Wang Jun | Ms. Chen Xiao Ying | Mr. Luo Ning | Mr. Sun Yalei | Mr. Zhang Lian Yang | Ms. Xia Guilan | Dr. Hui Ho Ming, Herbert, JP | Mr. Zhang Jian Ming | Dr. Long Junsheng | 2011 Total |
|------------------------------------------------|--------------|--------------------|--------------|---------------|---------------------|----------------|------------------------------|---------------------|-------------------|------------|
| | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 |
| Fees | 1,000 | - | - | - | - | - | 360 | - | 200 | 1,560 |
| Other emoluments | | | | | | | | | | |
| - salaries and other benefits | - | 1,288 | - | - | - | - | - | - | - | 1,288 |
| - contributions to retirement benefits schemes | - | 12 | - | - | - | - | - | - | - | 12 |
| Total emoluments | 1,000 | 1,300 | - | - | - | - | 360 | - | 200 | 2,860 |
| Share option expenses | - | - | - | - | - | - | - | - | - | - |

| | Mr. Wang Jun | Ms. Chen Xiao Ying | Mr. Luo Ning | Mr. Sun Yalei | Mr. Zhang Lian Yang | Ms. Xia Guilan | Dr. Hui Ho Ming, Herbert, JP | Mr. Zhang Jian Ming | Mr. Chen Wuzhao | Dr. Long Junsheng | 2010 Total |
|------------------------------------------------|--------------|--------------------|--------------|---------------|---------------------|----------------|------------------------------|---------------------|----------------------|----------------------|------------|
| | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 (note 1) | HK\$'000 (note 2) | HK\$'000 |
| Fees | 2,000 | - | - | - | - | - | 360 | - | 120 | 82 | 2,562 |
| Other emoluments | | | | | | | | | | | |
| - salaries and other benefits | - | 1,288 | - | - | - | - | - | - | - | - | 1,288 |
| - contributions to retirement benefits schemes | - | 12 | - | - | - | - | - | - | - | - | 12 |
| Total emoluments | 2,000 | 1,300 | - | - | - | - | 360 | - | 120 | 82 | 3,862 |
| Share option expenses | - | - | - | - | - | - | - | - | - | - | - |

Notes:

- (1) Resigned on 2nd November 2009
- (2) Appointed on 2nd November 2009

During both years, no emoluments were paid by the Group to the five highest paid individuals (including directors and employees) as an inducement to join or upon joining the Group or as compensation for loss of office. None of the directors has waived any emoluments during both years.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31st March 2011

14. EMPLOYEES' EMOLUMENTS

The aggregate emoluments of the five highest paid individuals included two (2010: two) directors of the Company, whose emoluments are included in note 13 above. The aggregate emoluments of the remaining three (2010: three) highest paid individuals are as follows:

| | 2011 HK\$'000 | 2010 HK\$'000 |
|------------------------------------------|------------------|------------------|
| Salaries and allowances | 3,117 | 3,542 |
| Share option expenses | – | 91 |
| Retirement benefits scheme contributions | 30 | 36 |
| | 3,147 | 3,669 |

The emoluments of the individuals fall within the following band:

| | Number of individuals | |
|--------------------------------|-----------------------|----------|
| | 2011 | 2010 |
| Nil to HK\$1,000,000 | 2 | 1 |
| HK\$1,000,001 to HK\$1,500,000 | 1 | 1 |
| HK\$1,500,001 to HK\$2,000,000 | – | 1 |
| | 3 | 3 |

15. LOSS PER SHARE

The calculation of the basic and diluted loss per share attributable to the owners of the Company for the year is based on the following data:

| | 2011 HK\$'000 | 2010 HK\$'000 |
|-----------------------------------------------------------|------------------|------------------|
| Loss for the purposes of basic and diluted loss per share | (26,350) | (51,516) |

Number of ordinary shares

| | 2011 | 2010 |
|-------------------------------------------------------------------------------------------------|----------------------|---------------|
| Weighted average number of ordinary shares for the purposes of basic and diluted loss per share | 3,717,869,631 | 3,717,869,631 |

The calculation of diluted loss per share for the year ended 31st March 2011 and 31st March 2010 does not include the exercise of the share options outstanding as the exercise of the share options outstanding would result in a decrease in loss per share for both years.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31st March 2011

16. PROPERTY, PLANT AND EQUIPMENT

| | Leasehold land and buildings HK\$'000 | Leasehold improvements, furniture and equipment HK\$'000 | Computer and special computer equipment HK\$'000 | Motor vehicles HK\$'000 | Construction in progress HK\$'000 | Total HK\$'000 |
|------------------------------------|------------------------------------------|-------------------------------------------------------------|-----------------------------------------------------|----------------------------|--------------------------------------|-------------------|
| COST | | | | | | |
| At 1st April 2009 | 2,046 | 18,056 | 171,239 | 7,306 | 11,164 | 209,811 |
| Additions | – | 187 | 5,378 | – | 1,132 | 6,697 |
| Disposals | – | (57) | (7,270) | (401) | (228) | (7,956) |
| Transfers | – | 211 | 7,211 | – | (7,422) | – |
| At 31st March 2010 | 2,046 | 18,397 | 176,558 | 6,905 | 4,646 | 208,552 |
| Current realignment | 110 | 454 | 9,246 | 308 | 247 | 10,365 |
| Additions | – | 302 | 2,677 | – | 4,773 | 7,752 |
| Disposals | – | – | (4,397) | (166) | (745) | (5,308) |
| Transfers | – | – | 357 | – | (357) | – |
| At 31st March 2011 | 2,156 | 19,153 | 184,441 | 7,047 | 8,564 | 221,361 |
| DEPRECIATION AND IMPAIRMENT | | | | | | |
| At 1st April 2009 | 972 | 9,694 | 79,604 | 6,815 | – | 97,085 |
| Provided for the year | 105 | 2,803 | 21,698 | 348 | – | 24,954 |
| Eliminated on disposals | – | (55) | (6,244) | (381) | – | (6,680) |
| At 31st March 2010 | 1,077 | 12,442 | 95,058 | 6,782 | – | 115,359 |
| Currency realignment | 60 | 344 | 5,526 | 146 | – | 6,076 |
| Provided for the year | 66 | 2,220 | 20,913 | 149 | – | 23,348 |
| Impairment loss recognised | – | – | 3,821 | – | – | 3,821 |
| Eliminated on disposals | – | – | (3,766) | (88) | – | (3,854) |
| At 31st March 2011 | 1,203 | 15,006 | 121,552 | 6,989 | – | 144,750 |
| CARRYING VALUES | | | | | | |
| At 31st March 2011 | 953 | 4,147 | 62,889 | 58 | 8,564 | 76,611 |
| At 31st March 2010 | 969 | 5,955 | 81,500 | 123 | 4,646 | 93,193 |

The leasehold lands are located in PRC and held under medium term leases.

During the year, the Group carried out a review of the recoverable amount of its property, plant and equipment used in the Group's PIATS segment, having regard to the weaker and slower than expected development in the PIATS business. The review led to the recognition of an impairment loss of HK\$3,821,000 (2010: nil), that has been recognised in profit or loss. Particulars regarding impairment assessment are disclosed in note 18.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31st March 2011

16. PROPERTY, PLANT AND EQUIPMENT *(Continued)*

Items of property, plant and equipment are depreciated on a straight line basis less their residual values, over their estimated useful lives as follows:

| | |
|-----------------------------------------|-----------------------------------------------------------------------|
| Leasehold land and buildings | 50 years or over the unexpired period of leases, whichever is shorter |
| Leasehold improvements | 5 years or over the unexpired period of leases, whichever is shorter |
| Furniture and equipment | 5 to 20 years |
| Computer and special computer equipment | 2 to 10 years |
| Motor vehicles | 5 to 10 years |

17. INTANGIBLE ASSETS

| | License rights HK\$'000 |
|-----------------------------------------|----------------------------|
| COST | |
| At 1st April 2009 and 31st March 2010 | 81,589 |
| Currency realignment | 4,332 |
| At 31st March 2011 | 85,921 |
| AMORTISATION AND IMPAIRMENT | |
| At 1st April 2009 | 20,026 |
| Provided during the year | 4,079 |
| At 31st March 2010 | 24,105 |
| Currency realignment | 1,530 |
| Impairment loss recognised for the year | 5,459 |
| Provided during the year | 4,188 |
| At 31st March 2011 | 35,282 |
| CARRYING VALUES | |
| At 31st March 2011 | 50,639 |
| At 31st March 2010 | 57,484 |

The Group's license rights were acquired from third parties. Such licenses are amortised over an estimated useful life of 20 years on a straight line basis.

License rights represented the amounts paid for obtaining the unlimited deployment right of Oracle database management software and middleware for use in PIATS business.

As a result of the weaker and slower than expected development in the PIATS business as compared to prior year, impairment loss was identified for intangible assets based on their recoverable amounts. Accordingly, impairment loss of HK\$5,459,000 (2010: nil) has been recognised. Particulars regarding impairment assessment are disclosed in note 18.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31st March 2011

18. IMPAIRMENT LOSSES RECOGNISED IN RESPECT OF PIATS BUSINESS

| | 2011 HK\$'000 | 2010 HK\$'000 |
|------------------------------------------------------------------------|------------------|------------------|
| Impairment loss recognised in respect of property, plant and equipment | 3,821 | – |
| Impairment loss recognised in respect of intangible assets | 5,459 | – |
| | 9,280 | – |

As explained in notes 16 and 17, impairment losses were identified for property, plant and equipment and intangible assets which are used in the PIATS business.

The recoverable amount of PIATS business has been determined on the basis of value in use calculation. The key factors for the value in use calculation are discount rates, growth rates and expected changes to revenue and direct costs during the year. Management estimates discount rates using pre-tax rates that reflect current market assessments of the time value of money and the risks specific to the PIATS business. Changes in revenue and direct costs are based on past practices and expectations of future changes in the market.

During the year, the Group performed impairment review for the PIATS business based on cash flow forecasts derived from the most recent financial budgets for the next three years using a discount rate of 20.68% (2010: 22.35%), while the remaining forecast periods of seven years has been extrapolated with reference to annual growth rate in the relevant industry. Due to the weaker and slower than expected development in the PIATS business in the current year, the Group recognised impairment losses of HK\$3,821,000 (2010: nil) and HK\$5,459,000 (2010: nil) in the current year in relation to property, plant and equipment and intangible assets of PIATS business respectively.

19. INTEREST IN AN ASSOCIATE

| | 2011 HK\$'000 | 2010 HK\$'000 |
|--------------------------------------------------------------------------------------------|------------------|------------------|
| Cost of investment in unlisted shares | 28,026 | 28,026 |
| Contribution from a shareholder | 19,215 | 19,215 |
| Share of post-acquisition profits and other comprehensive income, net of dividend received | 40,649 | 24,400 |
| Currency realignment | 4,115 | 3,695 |
| | 92,005 | 75,336 |

| Name of the company | Place of registration and operation | Nominal value of registered capital | Attributable interest held by the Group | Principal activity |
|---------------------------------------------------------------------------------------|-------------------------------------|-------------------------------------|-----------------------------------------|-----------------------------------------------------------|
| Dongfang Customs Technology Company Limited ("Dongfang Customs") ([東方口岸科技有限公司]) | PRC | RMB71,428,571 | 30% (2010: 30%) | Operation of a platform for electronic customs processing |

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31st March 2011

19. INTEREST IN AN ASSOCIATE (Continued)

The summarised financial information in respect of the associate prepared in accordance with HKFRSs is set out below:

| | 2011 HK\$'000 | 2010 HK\$'000 |
|--------------------------------------------------------------------------|------------------|------------------|
| Total assets | 365,009 | 307,907 |
| Total liabilities | (58,326) | (56,787) |
| Net assets | 306,683 | 251,120 |
| Group's share of net assets of the associate | 92,005 | 75,336 |
| Turnover | 154,988 | 119,423 |
| Profit for the year | 54,163 | 38,667 |
| Other comprehensive income | 1,400 | – |
| Group's share of profit of an associate for the year | 16,249 | 11,600 |
| Group's share of other comprehensive income of an associate for the year | 420 | – |

20. LOANS RECEIVABLE

| | 2011 HK\$'000 | 2010 HK\$'000 |
|---------------------------------------------|------------------|------------------|
| Loans receivable comprises: | | |
| Non-current assets: | | |
| Loan to CCIT on 23rd November 2010 (note a) | 4,415 | – |
| Loan to CCIT on 21st July 2009 (note b) | 10,646 | 10,756 |
| Loan to CCIT on 3rd March 2006 (note c) | 24,076 | 26,137 |
| | 39,137 | 36,893 |

Notes:

- (a) On 23rd November 2010, CITIC 21CN (China) Technology Company Limited ("China Technology") (a wholly owned subsidiary of the Group), entered into a second loan agreement with China Credit Information Technology Company Limited ("CCIT") (a 50% owned jointly controlled entity of the Group) in which China Technology granted a loan facility of RMB30,000,000 (equivalent to HK\$35,700,000) to CCIT for the development of the PIATS business. The loan is a non-interest bearing and unsecured, with a term up to 15th April 2014.

As at 31st March 2011, CCIT has drawn RMB8,000,000 (equivalent to HK\$9,520,000) from the loan facility, and the carrying amount of the loan receivable from CCIT not eliminated on proportionate consolidation was HK\$4,415,000 with effective interest rate of 3.73% per annum.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31st March 2011

20. LOANS RECEIVABLE (Continued)

Notes: (Continued)

- (b) On 21st July 2009, China Technology entered into a loan agreement with CCIT in which China Technology granted a non-interest bearing and unsecured three-year loan of RMB 20,000,000 (equivalent to HK\$23,800,000) (2010: equivalent to HK\$22,600,000) to CCIT for the development of the PIATS business.

During the year ended 31st March 2011, the maturity date of the loan was extended to 15th April 2014 with terms and conditions remained unchanged.

As at 31st March 2011 and 2010, the carrying amount of the loan receivable from CCIT not eliminated on proportionate consolidation was HK\$10,646,000 (2010: HK\$10,756,000) with effective interest rate of 3.73% (2010: 2.5%) per annum.

- (c) On 3rd March 2006, CITIC 21CN Telecom Company Limited ("Telecom") (a wholly owned subsidiary of the Group), entered into a loan agreement with CCIT in which Telecom granted a non-interest bearing and unsecured two-year loan of US\$6,900,000 (equivalent to HK\$53,820,000) (2010: equivalent to HK\$53,475,000) to CCIT for the development of the PIATS business. During the year ended 31st March 2008 and 31st March 2011, the maturity dates of the loan were extended to 23rd March 2011 and 15th April 2014 respectively with terms and conditions remain unchanged.

As at 31st March 2011 and 2010, the carrying amount of the loan receivable from CCIT not eliminated on proportionate consolidation was HK\$24,076,000 (2010: HK\$26,137,000) with effective interest rate of 3.73% (2010: 2.5%) per annum.

In the opinion of the directors, the above loans are not expected to repay within twelve months after the reporting period. Accordingly, it is classified as non-current.

As at 31st March 2010, loan receivable amounting to HK\$26,137,000 (2011: nil) would otherwise be past due if the loan was not renegotiated. Accordingly, no impairment loss is required to recognise in the consolidated financial statements.

21. AVAILABLE-FOR-SALE INVESTMENTS

| | 2011 HK\$'000 | 2010 HK\$'000 |
|-------------------------|------------------|------------------|
| Unlisted club debenture | 8,925 | 8,475 |

The above available-for-sale investments are stated at cost less impairment at the end of the reporting period because the range of reasonable fair value estimates is so significant that the directors of the Company are of the opinion that their fair value cannot be measured reliably.

22. AMOUNTS DUE FROM CUSTOMERS FOR CONTRACT WORK

| | 2011 HK\$'000 | 2010 HK\$'000 |
|--------------------------------------------------------------|------------------|------------------|
| Cost incurred plus recognised profits less recognised losses | 32,469 | 28,995 |
| Less: Progress billings | (28,381) | (25,017) |
| | 4,088 | 3,978 |

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31st March 2011

23. DEBTORS AND PREPAYMENTS

| | 2011 HK\$'000 | 2010 HK\$'000 |
|------------------------------------|------------------|------------------|
| Trade receivables | 95,596 | 76,885 |
| Less: Allowance for doubtful debts | (25,825) | (25,000) |
| | 69,771 | 51,885 |
| Other receivables | 2,145 | 2,036 |
| Deposits and prepayments | 11,904 | 12,633 |
| | 83,820 | 66,554 |

The Group provides a credit period of 90 days to its trade customers. The following is an aged analysis of trade receivables net of allowance for doubtful debts presented based on invoice date at the end of the reporting period:

| | 2011 HK\$'000 | 2010 HK\$'000 |
|---------------|------------------|------------------|
| 0-90 days | 48,997 | 27,348 |
| 91-180 days | 11,944 | 14,280 |
| 181-360 days | 1,388 | 1,962 |
| Over 360 days | 7,442 | 8,295 |
| | 69,771 | 51,885 |

Before accepting any customer, the Group will internally assess the potential customer's credit quality and defines credit limits by customer.

Management closely monitors the credit quality of trade and other receivables and considers the trade and other receivables that are neither past due nor impaired to be of a good credit quality based on the good payment history of the related debtors from historical experience.

Included in the Group's trade receivable balance are debtors with aggregate carrying amount of HK\$20,774,000 (2010: HK\$24,537,000) which are past due at the reporting date for which the Group has not provided for impairment loss, as there has not been significant changes in credit quality and the amounts are still considered recoverable based on the relationship and repayment history from the debtors. The Group does not hold any collateral over these balances.

Aging of trade receivables which are past due but not impaired

| | 2011 HK\$'000 | 2010 HK\$'000 |
|---------------|------------------|------------------|
| 91-180 days | 11,944 | 14,280 |
| 181-360 days | 1,388 | 1,962 |
| Over 360 days | 7,442 | 8,295 |
| | 20,774 | 24,537 |

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31st March 2011

23. DEBTORS AND PREPAYMENTS *(Continued)* Movement in the allowance for doubtful debts

| | 2011 HK\$'000 | 2010 HK\$'000 |
|---------------------------------------------|------------------|------------------|
| Balance at beginning of the year | 25,000 | 24,178 |
| Currency realignment | 1,327 | – |
| Impairment losses recognised on receivables | – | 822 |
| Impairment losses reversed | (502) | – |
| Balance at end of the year | 25,825 | 25,000 |

The Group's allowance for doubtful debts are related to individually impaired trade receivables. The individually impaired receivables related to customers that were in financial difficulties and the directors consider the recoverability of these debts is remote.

24. INVESTMENTS HELD FOR TRADING

| | 2011 HK\$'000 | 2010 HK\$'000 |
|-----------------------------------------|------------------|------------------|
| Listed securities at fair value: | | |
| – equity securities listed in Hong Kong | 25,051 | 14,800 |
| – equity securities listed elsewhere | 25,174 | 22,733 |
| | 50,225 | 37,533 |

The fair value of the above investments held for trading was determined based on the quoted market bid price of the listed securities available on the relevant exchanges.

25. BANK BALANCES AND CASH

Bank balances comprise short-term bank deposits with an original maturity less than three months at interest rates ranged from 0.001% to 0.500% per annum (2010: 0.01% to 0.10% per annum) during the year.

Included in the bank balances are Renminbi short-term bank deposits of HK\$63,236,000 (2010: HK\$61,666,000) kept in banks registered in the PRC, and which are subjected to exchange control.

In addition, included in bank balances and cash are the following amounts denominated in currency other than the functional currency of the respective group entities to which they relate:

| | 2011 HK\$'000 equivalent | 2010 HK\$'000 equivalent |
|-----------------------|--------------------------------|--------------------------------|
| United States Dollars | 46,592 | 48,501 |

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31st March 2011

26. CREDITORS AND ACCRUALS

| | 2011 HK\$'000 | 2010 HK\$'000 |
|------------------------------------|------------------|------------------|
| Trade payables | 31,113 | 34,751 |
| Receipts in advance from customers | 9,499 | 4,818 |
| Other interest payable | 28,239 | 26,815 |
| Other payables and accruals | 68,638 | 68,716 |
| | 137,489 | 135,100 |

The following is an aged analysis of trade payables presented based on the invoice date at the end of the reporting period:

| | 2011 HK\$'000 | 2010 HK\$'000 |
|---------------|------------------|------------------|
| 0-90 days | 15,215 | 16,194 |
| 91-180 days | 69 | 790 |
| 181-360 days | 234 | 285 |
| Over 360 days | 15,595 | 17,482 |
| | 31,113 | 34,751 |

27. SHORT-TERM BANK LOANS

During the year ended 31st March 2011, Beijing Honglian 95 Information Industries Company Limited ("HL95"), a jointly controlled entity of the Group, obtained bank loans of RMB20,000,000 and RMB20,000,000 (equivalent to HK\$23,800,000 and HK\$23,800,000) (2010: RMB15,000,000 and RMB20,000,000 (equivalent to HK\$16,950,000 and HK\$22,600,000)) secured by corporate guarantee from another joint venture partner. The loans carry fixed interest rate at 5.56% and 6.67% (2010: 5.84%) per annum and due for payment in April 2011 and March 2012 (2010: July 2010) respectively. As at 31st March 2011, the Group share 49% of the amount of short-term bank loans of HL95 of HK\$23,324,000 (2010: HK\$11,074,000) stated in the consolidated statement of financial position.

28. DEFERRED TAXATION

The following deferred tax liability mainly arising from withholding tax applied on the profit of the PRC associate for the year ended 31st March 2011 and 2010 and movement thereon during the year:

| | HK\$'000 |
|-------------------------------------------|----------|
| At 1st April 2009 | 640 |
| Charged to profit or loss during the year | 580 |
| At 31st March 2010 | 1,220 |
| Charged to profit or loss during the year | 812 |
| At 31st March 2011 | 2,032 |

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31st March 2011

28. DEFERRED TAXATION *(Continued)*

At the end of the reporting period, the Group has unused tax losses of approximately HK\$224,573,000 (2010: HK\$215,513,000) available to set off against future assessable profits. No deferred tax asset has been recognised in respect of the unused tax losses due to the unpredictability of future profit stream. Included in tax losses are losses of HK\$40,283,000, HK\$79,656,000, HK\$12,410,000 and HK\$16,022,000 (2010: HK\$41,479,000, HK\$79,656,000 and HK\$18,210,000) that will expire from year 2012 to 2015 (2010: year 2012 to 2014) respectively. These tax losses have not been agreed with the local tax bureau in the PRC. Other losses can be carried forward indefinitely.

29. SHARE CAPITAL

| | Number of ordinary shares | HK\$'000 |
|----------------------------------------------------------------------------------------------|------------------------------|----------|
| Authorised: | | |
| Ordinary shares of HK\$0.01 each – at 1st April 2009, 31st March 2010 and 31st March 2011 | 10,000,000,000 | 100,000 |
| Issued and fully paid: | | |
| Ordinary shares of HK\$0.01 each – at 1st April 2009, 31st March 2010 and 31st March 2011 | 3,717,869,631 | 37,179 |

30. RESERVES

Capital reserve represents the deemed capital contribution from a shareholder, CITIC Group, made on the acquisition of the associate, Dongfang Customs, from that shareholder during the year ended 31st March 2005.

Contributed surplus represents the difference between the nominal value of the Company's shares issued in exchange for the issued share capital of the subsidiaries and the net asset value of the subsidiaries acquired, and the surplus arising from the reduction of share capital. Under the Companies Act of Bermuda and the Bye-laws of the Company, the contributed surplus is distributable to shareholders.

General reserve represents the share of PRC statutory reserves from subsidiaries and jointly controlled entities. PRC statutory reserves are required to be maintained under the relevant PRC laws applicable to subsidiaries and the jointly control entities of the Group.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31st March 2011

31. SHARE OPTION

The Company operates share option schemes under which options are granted to individuals as incentive or rewards for their contribution or potential contribution to the Group. At the annual general meeting of the Company held on 30th August 2002, the shareholders of the Company approved and adopted a new share option scheme (the "Scheme") and termination of the existing scheme which was approved at a Special General Meeting of the Company on 28th May 1998. Under the Scheme, the Directors of the Company may at their discretion, grant options to executives and key employees in the service of any member of the Group and other persons who may make a contribution to the Group subject to terms and conditions stipulated therein. The exercise price for any particular option shall be such price as the Board of Directors of the Company may in its absolute discretion determine at the time of grant of the relevant option subject to the compliance with the requirements for share option schemes under the Listing Rules. The maximum number of shares in respect of which options may be granted under the Scheme may not exceed, in nominal amount, ten per cent of the issued share capital of the Company from time to time, excluding for this purpose shares issued upon the exercise of any options granted under the Scheme. All outstanding options granted under the previous scheme remain valid and exercisable in accordance with their terms of issue. Movements in the number of share options during the year are as follows:

| Date of grant | Exercisable period | Exercise price HK\$ | Outstanding at 1.4.2009 and 31.3.2010 | Forfeited during the year ended 31.3.2011 | Outstanding at 31.3.2011 |
|-------------------------------------------------------------|------------------------|------------------------|---------------------------------------------|-------------------------------------------------|-----------------------------|
| Directors of the Company, including ex-Director: | | | | | |
| 24.6.2003 | 10.9.2004 - 23.6.2013 | 0.3220 | 30,000,000 | – | 30,000,000 |
| 24.6.2003 | 10.3.2005 - 23.6.2013 | 0.3220 | 30,000,000 | – | 30,000,000 |
| 24.6.2003 | 10.9.2005 - 23.6.2013 | 0.3220 | 30,000,000 | – | 30,000,000 |
| 24.6.2003 | 24.6.2004 - 23.6.2013 | 0.3220 | 11,666,666 | – | 11,666,666 |
| 24.6.2003 | 24.12.2004 - 23.6.2013 | 0.3220 | 11,666,666 | – | 11,666,666 |
| 24.6.2003 | 24.6.2005 - 23.6.2013 | 0.3220 | 11,666,668 | – | 11,666,668 |
| 23.3.2005 | 23.3.2006 - 23.3.2015 | 3.1750 | 10,000,000 | – | 10,000,000 |
| 23.3.2005 | 23.3.2007 - 23.3.2015 | 3.1750 | 10,000,000 | – | 10,000,000 |
| 23.3.2005 | 23.3.2008 - 23.3.2015 | 3.1750 | 10,000,000 | – | 10,000,000 |
| | | | 155,000,000 | – | 155,000,000 |
| Exercisable at the end of the year | | | | | 155,000,000 |
| Weighted average exercise price | | | HK\$0.8742 | – | HK\$0.8742 |

- The vesting period ends on the date the exercisable period of the share options begins.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31st March 2011

31. SHARE OPTION (Continued)

| Date of grant | Exercisable period | Exercise price HK\$ | Outstanding at 1.4.2009 | Forfeited during the year ended 31.3.2010 | Outstanding at 31.3.2010 | Forfeited during the year ended 31.3.2011 | Outstanding at 31.3.2011 |
|------------------------------------|-----------------------|------------------------|-------------------------|-------------------------------------------|--------------------------|-------------------------------------------|--------------------------|
| Employees: | | | | | | | |
| 2.3.2005 | 2.9.2005 - 1.3.2015 | 2.5250 | 366,666 | – | 366,666 | – | 366,666 |
| 2.3.2005 | 2.9.2006 - 1.3.2015 | 2.5250 | 366,667 | – | 366,667 | – | 366,667 |
| 2.3.2005 | 2.3.2008 - 1.3.2015 | 2.5250 | 366,667 | – | 366,667 | – | 366,667 |
| 23.3.2005 | 23.3.2006 - 22.3.2015 | 3.1750 | 200,000 | – | 200,000 | – | 200,000 |
| 23.3.2005 | 23.3.2007 - 22.3.2015 | 3.1750 | 200,000 | – | 200,000 | – | 200,000 |
| 23.3.2005 | 23.3.2008 - 22.3.2015 | 3.1750 | 200,000 | – | 200,000 | – | 200,000 |
| 23.3.2005 | 23.3.2009 - 22.3.2015 | 3.1750 | 200,000 | – | 200,000 | – | 200,000 |
| 23.3.2005 | 23.3.2010 - 22.3.2015 | 3.1750 | 200,000 | – | 200,000 | – | 200,000 |
| 4.6.2007 | 4.6.2008 to 3.6.2017 | 2.500 | 6,900,000 | (600,000) | 6,300,000 | (5,400,000) | 900,000 |
| 4.6.2007 | 4.6.2009 to 3.6.2017 | 2.500 | 4,600,000 | (400,000) | 4,200,000 | (3,600,000) | 600,000 |
| 4.6.2007 | Note (a) | 2.500 | 5,750,000 | (500,000) | 5,250,000 | (4,500,000) | 750,000 |
| 4.6.2007 | Note (b) | 2.500 | 5,750,000 | (500,000) | 5,250,000 | (4,500,000) | 750,000 |
| | | | 25,100,000 | (2,000,000) | 23,100,000 | (18,000,000) | 5,100,000 |
| Total | | | 180,100,000 | (2,000,000) | 178,100,000 | (18,000,000) | 160,100,000 |
| Exercisable at the end of the year | | | | | | | 3,600,000 |
| Weighted average exercise price | | | HK\$2.5280 | HK\$0.2717 | HK\$2.3288 | HK\$2.5000 | HK\$2.6377 |

Notes:

- (a) These options are exercisable upon a trigger event of the Company's share price quoted on the Stock Exchange equal to HK\$8 or above until 3.6.2017.
- (b) These options are exercisable upon a trigger event of the Company's share price quoted on the Stock Exchange equal to HK\$12 or above until 3.6.2017.

No share options has been exercised during the year ended 31st March 2011 and 31st March 2010.

The Group recognised nil expense for the year ended 31st March 2011 (2010: HK\$91,000) in relation to share options granted by the Company.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31st March 2011

32. JOINT VENTURES

The Group has the following significant interests in joint ventures:

| Name of entity | Place of registration/ operations | Nominal value of registered capital | Effective percentage of interest held by the Group | Principal activities |
|---------------------------------|--------------------------------------|-------------------------------------------|----------------------------------------------------------------|----------------------------------------------------------------------------------------|
| HL 95 (「北京鴻聯九五信息產業 有限公司」) | PRC | RMB60,000,000 | 49% (2010: 49%) | Provision of telecommunications/ information value added services |
| CCIT (「中信國檢信息技術 有限公司」) | PRC | RMB60,000,000 | 50% (2010: 50%) | Provision of product identification, authentication, tracking system business |

The following amounts are included in the Group's consolidated financial statements as a result of the proportionate consolidation of the above joint ventures:

| | 2011 HK\$'000 | 2010 HK\$'000 |
|---------------------|------------------|------------------|
| Current assets | 93,138 | 76,090 |
| Non-current assets | 54,536 | 59,582 |
| Current liabilities | 71,865 | 58,922 |
| Income | 351,859 | 283,602 |
| Expenses | 375,654 | 287,491 |
| Taxation | 604 | 859 |

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31st March 2011

33. OPERATING LEASES

At the end of the reporting period, the Group had commitments for future minimum lease payments in respect of buildings under non-cancellable operating leases which fall due as follows:

| | 2011 HK\$'000 | 2010 HK\$'000 |
|----------------------------------------|------------------|------------------|
| Within one year | 10,706 | 6,120 |
| In the second to fifth years inclusive | 19,204 | 4,026 |
| | 29,910 | 10,146 |

Leases are negotiated for a term of one to five years.

34. CAPITAL COMMITMENTS

| | 2011 HK\$'000 | 2010 HK\$'000 |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------|------------------|
| Capital expenditure in respect of the acquisition of property, plant and equipment contracted for but not provided in the consolidated financial statements | 2,837 | 84 |

35. RETIREMENT BENEFITS SCHEMES

Defined contributed plans

The Group has enrolled all employees in Hong Kong into the mandatory provident fund scheme (the "MPF Scheme"), which is a master trust scheme established under trust arrangement and governed by laws in Hong Kong. Under the Mandatory Provident Fund Scheme Ordinance (Chapter 485 of the Laws of Hong Kong) (the "MPF Ordinance"), both the employer and employees are required to contribute 5% of the employees' relevant income as defined in the MPF Ordinance up to a maximum of HK\$1,000 per employee per month. The contributions are fully and immediately vested in the employees as accrued benefits once they are paid to the approved trustees of the MPF Scheme. There were no forfeited contributions under the MPF Scheme.

The Group (including its subsidiaries and jointly controlled entities) also participates in the employees' pension schemes of the respective municipal government in various places in the PRC where the Group operates. The Group makes monthly contributions calculated as a percentage of the monthly basic payroll costs and the respective municipal government undertakes to assume the retirement benefit obligations of all existing and future retirees of the Group. The Group has no other obligations for the payment of pension and other post-retirement benefits of employees other than the above contributions payments.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31st March 2011

36. RELATED PARTY TRANSACTIONS

(a) Transactions with other state-controlled entities in the PRC

The Group operates in an economic environment currently predominated by entities directly or indirectly owned or controlled by the PRC government ("state-controlled entities"). In addition, the Group itself is part of a larger group of companies under the CITIC Group which is controlled by the PRC government. Apart from the transactions with related parties disclosed above, the Group also conducts business with other state-controlled entities. The directors consider those state-controlled entities are independent third parties so far as the Group's business transactions with them are concerned.

In establishing its pricing strategies and approval process for transactions with other state-controlled entities, the Group does not differentiate whether the counter-party is a state-controlled entity or not.

Material transactions with other state-controlled entities are as follows:

| | 2011 HK\$'000 | 2010 HK\$'000 |
|-----------------------------------------------------------------------------------------|------------------|------------------|
| Telecommunications/information value-added services agency fee expenses (<i>note</i>) | 61,286 | 52,756 |

Note: The Group pays agency fee to China Mobile Communication Corporation and China United Telecommunications Corporation for providing telecommunications/information value-added services through their network and receiving service charges from customers through them.

In addition, the Group has entered into various transactions, including deposits placements, borrowings and other general banking facilities, with certain banks and financial institutions which are state-controlled entities in its ordinary course of business. In view of the nature of those banking transactions, the directors are of the opinion that separate disclosure would not be meaningful.

Except as disclosed above, the directors are of the opinion that transactions with other state-controlled entities are not significant to the Group's operations.

(b) Transactions with other shareholders of an associate and a jointly controlled entity

| | 2011 HK\$'000 | 2010 HK\$'000 |
|-----------------------------------------------------------------------------------------|------------------|------------------|
| Telecommunications/information value-added services agency fee expenses (<i>note</i>) | 3,706 | 7,282 |

Note: The Group pays agency fee to China Telecommunications Corporation ("China Telecom"), a joint venture partner of the Group, for providing telecommunications/information value-added services through the network of China Telecom and receiving service charges from customers through China Telecom. China Telecom holds 28% equity interest in Dongfang Customs directly and 20% equity interest in CCIT indirectly.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31st March 2011

37. ARBITRATION AND LITIGATION

On 29th October 2009, the Company received the Arbitration Notice issued by China International Economic and Trade Arbitration Commission ("CIETAC"). According to the Arbitration Notice, Oracle (China) Software Systems Co., Ltd (formerly known as Beijing Oracle Software Systems Co., Ltd.) ("Oracle Beijing"), an independent third party, submitted an application in relation to an arbitration (the "Arbitration") on the dispute arising from the Payment Agreement signed by Oracle Beijing, China Technology, the Company and Oracle Systems Hong Kong Limited, an independent third party, on 30th May 2006. The Payment Agreement provided, among others, the settlement arrangement of license fee and service fee in relation to the Oracle Licence and Services Agreement in an aggregate amount of approximately RMB116 million against which approximately US\$11 million (approximately RMB88 million) deposit has been paid by the Group. The reason for the dispute over the Payment Agreement was that the parties to the agreements could not reach a consensus on the execution of the agreements.

On 23rd June 2010, the Company received the Arbitral Award ("Arbitral Award") handed down by CIETAC. The Arbitral Award, inter alia, resulted in the interest expenses for the period starting from the date on which the payment was due up to 1st October 2009 at 0.02% daily rate of RMB23,730,000 (equivalent to HK\$28,239,000) (31st March 2010: HK\$26,815,000) and legal and related costs of RMB1,300,000 (equivalent to HK\$1,547,000) (31st March 2010: HK\$1,480,000) to be borne by the Company. Accordingly, full provision of the aforesaid amounts, net of deposits paid, has been made in the consolidated financial statements as at 31st March 2011.

On 19th October 2010, the Company made a written application ("Application") to set aside the Arbitral Award to the Beijing First Intermediate People's Court, which then notified to the Company by a written notice dated 21st October 2010 that it had decided to entertain the Application and the hearing was still in progress at the end of the reporting period.

On 27th October 2010, pursuant to the provision of Article 95 of the Basic Law on the arrangement concerning mutual enforcement of Arbitral Award between the PRC and the Hong Kong Special Administrative Region ("HKSAR"), the Company received a court order ("the Order") from the High Court of the HKSAR that leave be granted to Oracle Beijing to enforce the Arbitral Award and the Company and China Technology may within 14 days after service of the Order apply to set aside the Order and the Arbitral Award shall not be enforceable until after the expiration of such period, or if the Company and China Technology apply within the said period to set aside the Order, until after the application is finally disposed of. On 10th November 2010, the Company made an application to the High Court of the HKSAR by way of a Summons for the Order to be set aside and the hearing be adjourned to 12th April 2012 in Hong Kong. Thus, the Arbitral Award cannot be enforced against the Company and China Technology at the end of the reporting period.

On 24th January 2011, China Technology (the "plaintiff") made an appeal to the Beijing First Intermediate People's Court against Oracle Beijing (the "defendant") for termination of Oracle Licence and Services Agreement and Payment Agreement and compensation from Oracle Beijing. The legal proceedings of the claim was still in progress at the end of the reporting period.

As the above application and litigation are still at further fact finding stage, the result and timing cannot be reasonably estimated at this stage. In the opinion of the directors of the Company, adequate provision has been made in the consolidation financial statements.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31st March 2011

38. PARTICULARS OF PRINCIPAL SUBSIDIARIES

Details of the Company's principal subsidiaries, all of which, excluding those explained below, are limited liability companies, at 31st March 2011 and 2010 are as follows:

| Name of subsidiary | Place of incorporation/ operations | Nominal value of issued and fully paid ordinary share/ registered capital | Attributable proportion of nominal value of issued/ registered capital held by the Company | | Principal activities |
|--------------------------------------------------|------------------------------------|---------------------------------------------------------------------------|--------------------------------------------------------------------------------------------|----------------------|---------------------------------------------------------------------------------------------|
| | | | Directly | Indirectly | |
| CITIC 21CN Telecom Company Limited | Hong Kong | HK\$1,000,000 | – | 100% (2010: 100%) | System integration and software development |
| CITIC 21CN (China) Technology Company Limited | PRC | RMB50,000,000 | – | 100% (2010: 100%) | Provision of product identification, authentication and tracking system business |
| Guangdong Grand Cycle Technology Company Limited | PRC | HK\$21,000,000 | – | 100% (2010: 100%) | System integration and software development for a term of 50 years commencing December 2002 |

The above table lists the subsidiaries of the Group which, in the opinion of the directors, principally affected the results or net assets of the Group. To give details of other subsidiaries would, in the opinion of the directors, result in particulars of excessive length.

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

39. STATEMENT OF FINANCIAL POSITION OF THE COMPANY

| | 2011 HK\$'000 | 2010 HK\$'000 |
|----------------------|------------------|------------------|
| Total assets | 432,536 | 455,071 |
| Total liabilities | (42,438) | (43,504) |
| Net assets | 390,098 | 411,567 |
| Capital and reserves | | |
| Share capital | 37,179 | 37,179 |
| Reserves | 352,919 | 374,388 |
| Total equity | 390,098 | 411,567 |

FINANCIAL SUMMARY

| | Year ended 31st March | | | | |
|---------------------------|-----------------------|------------------|------------------|------------------|------------------|
| | 2011 HK\$'000 | 2010 HK\$'000 | 2009 HK\$'000 | 2008 HK\$'000 | 2007 HK\$'000 |
| RESULTS | | | | | |
| Turnover | 372,132 | 287,560 | 274,645 | 233,374 | 286,057 |
| Loss before taxation | (24,934) | (50,078) | (145,775) | (76,400) | (62,212) |
| Taxation | (1,416) | (1,439) | (2,232) | (133) | (2,353) |
| Loss for the year | (26,350) | (51,517) | (148,007) | (76,533) | (64,565) |
| Attributable to: | | | | | |
| Owners of the Company | (26,350) | (51,516) | (148,007) | (75,860) | (60,998) |
| Non-controlling interests | - | (1) | - | (673) | (3,567) |
| | (26,350) | (51,517) | (148,007) | (76,533) | (64,565) |

| | As at 31st March | | | | |
|-------------------------------------------------|------------------|------------------|------------------|------------------|------------------|
| | 2011 HK\$'000 | 2010 HK\$'000 | 2009 HK\$'000 | 2008 HK\$'000 | 2007 HK\$'000 |
| ASSETS AND LIABILITIES | | | | | |
| Total assets | 565,785 | 568,280 | 603,045 | 800,373 | 943,737 |
| Total liabilities | (163,369) | (147,828) | (130,986) | (192,856) | (624,830) |
| | 402,416 | 420,452 | 472,059 | 607,517 | 318,907 |
| Equity attributable to owners of the Company | 402,406 | 420,442 | 472,048 | 607,506 | 318,240 |
| Non-controlling interests | 10 | 10 | 11 | 11 | 667 |
| | 402,416 | 420,452 | 472,059 | 607,517 | 318,907 |