

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.*



## COMPUTIME GROUP LIMITED

金寶通集團有限公司\*

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 320)**

### ANNOUNCEMENT OF FINAL RESULTS FOR THE YEAR ENDED 31 MARCH 2011

The board of directors (the “Board”) of Computime Group Limited (the “Company”) is pleased to announce the consolidated results of the Company and its subsidiaries (collectively the “Group”) for the year ended 31 March 2011 (the “Year”) together with the comparative figures for the year ended 31 March 2010, as follows:

#### CONSOLIDATED INCOME STATEMENT

*Year ended 31 March 2011*

	<i>Notes</i>	<b>2011</b> <b>HK\$'000</b>	2010 HK\$'000
<b>REVENUE</b>	3, 4	<b>2,664,579</b>	2,191,984
Cost of sales		<u>(2,370,721)</u>	<u>(1,919,231)</u>
Gross profit		<b>293,858</b>	272,753
Other income and gain	4	<b>12,764</b>	12,327
Selling and distribution costs		<b>(79,484)</b>	(70,575)
Administrative expenses		<b>(173,886)</b>	(164,062)
Other operating income/(expenses), net		<b>5,133</b>	(3,697)
Finance costs	5	<b>(4,205)</b>	(3,284)
Share of losses of associates		<b>(2,292)</b>	(1,256)
Share of loss of a jointly-controlled entity		<u>–</u>	<u>(240)</u>
<b>PROFIT BEFORE TAX</b>	6	<b>51,888</b>	41,966
Income tax expense	7	<u><b>4,674</b></u>	<u>(7,124)</u>
<b>PROFIT FOR THE YEAR</b>		<u><b>56,562</b></u>	<u>34,842</u>

**CONSOLIDATED INCOME STATEMENT** *(Continued)*  
*Year ended 31 March 2011*

	<i>Notes</i>	<b>2011</b> <b>HK\$'000</b>	2010 <i>HK\$'000</i>
<b>ATTRIBUTABLE TO:</b>			
Owners of the Company		<b>56,572</b>	34,854
Non-controlling interests		<b>(10)</b>	(12)
		<u><b>56,562</b></u>	<u>34,842</u>
<b>EARNINGS PER SHARE ATTRIBUTABLE TO OWNERS OF THE COMPANY</b>			
	9		
Basic		<u><b>6.8 HK cents</b></u>	<u>4.2 HK cents</u>
Diluted		<u><b>6.8 HK cents</b></u>	<u>4.2 HK cents</u>

Details of the dividends proposed for the year are disclosed in note 8 in this announcement.

## CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

Year ended 31 March 2011

	2011 <i>HK\$'000</i>	2010 <i>HK\$'000</i>
<b>PROFIT FOR THE YEAR</b>	<b><u>56,562</u></b>	<b><u>34,842</u></b>
<b>OTHER COMPREHENSIVE INCOME</b>		
Exchange differences on translation of foreign operations	<u>9,562</u>	<u>2,590</u>
<b>TOTAL COMPREHENSIVE INCOME FOR THE YEAR</b>	<b><u>66,124</u></b>	<b><u>37,432</u></b>
Attributable to:		
Owners of the Company	<b>66,134</b>	37,444
Non-controlling interests	<b><u>(10)</u></b>	<b><u>(12)</u></b>
	<b><u>66,124</u></b>	<b><u>37,432</u></b>

## CONSOLIDATED STATEMENT OF FINANCIAL POSITION

As at 31 March 2011

		31 March 2011 <i>HK\$'000</i>	31 March 2010 <i>HK\$'000</i> (Restated)	1 April 2009 <i>HK\$'000</i> (Restated)
	<i>Notes</i>			
<b>NON-CURRENT ASSETS</b>				
Property, plant and equipment		129,058	144,105	167,757
Goodwill		36,420	36,420	38,164
Club debenture		705	705	705
Intangible assets		44,102	46,614	45,302
Interests in associates		2,311	6,154	9,610
Interest in a jointly-controlled entity		–	–	3,143
Deferred tax assets		–	500	700
		<hr/>	<hr/>	<hr/>
Total non-current assets		212,596	234,498	265,381
<b>CURRENT ASSETS</b>				
Inventories		517,263	468,528	412,608
Trade receivables	<i>10</i>	519,748	382,566	355,978
Prepayments, deposits and other receivables		33,652	41,212	40,259
Tax recoverable		1,282	904	1,307
Cash and cash equivalents		623,341	614,407	569,292
		<hr/>	<hr/>	<hr/>
Total current assets		1,695,286	1,507,617	1,379,444
<b>CURRENT LIABILITIES</b>				
Trade and bills payables	<i>11</i>	464,450	448,190	328,157
Other payables and accrued liabilities		160,016	135,081	99,775
Interest-bearing bank and other borrowings		255,760	177,783	260,571
Amounts due to associates		62	1,555	2,073
Amount due to a jointly-controlled entity		–	–	1,639
Amounts due to non-controlling shareholders		160	160	160
Tax payable		4,003	8,657	9,429
		<hr/>	<hr/>	<hr/>
Total current liabilities		884,451	771,426	701,804
<b>NET CURRENT ASSETS</b>				
		<hr/>	<hr/>	<hr/>
		810,835	736,191	677,640
<b>TOTAL ASSETS LESS CURRENT LIABILITIES</b>				
		<hr/>	<hr/>	<hr/>
		1,023,431	970,689	943,021

**CONSOLIDATED STATEMENT OF FINANCIAL POSITION** *(Continued)**As at 31 March 2011*

	<b>31 March 2011 HK\$'000</b>	31 March 2010 HK\$'000 (Restated)	1 April 2009 HK\$'000 (Restated)
<b>TOTAL ASSETS LESS CURRENT LIABILITIES</b>	<b>1,023,431</b>	970,689	943,021
<b>NON-CURRENT LIABILITIES</b>			
Interest-bearing bank and other borrowings	–	–	74
Deferred tax liabilities	<b>7,000</b>	7,629	9,129
Total non-current liabilities	<b>7,000</b>	7,629	9,203
Net assets	<b>1,016,431</b>	963,060	933,818
<b>EQUITY</b>			
<b>Equity attributable to owners of the Company</b>			
Issued capital	<b>83,000</b>	83,000	83,000
Reserves	<b>932,587</b>	879,206	849,952
	<b>1,015,587</b>	962,206	932,952
Non-controlling interests	<b>844</b>	854	866
Total equity	<b>1,016,431</b>	963,060	933,818

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

### 1. CORPORATE INFORMATION

The Company was incorporated as an exempted company with limited liability in the Cayman Islands on 23 June 2006 under the Companies Law, Chapter 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands.

The registered office of the Company is located at Cricket Square, Hutchins Drive, PO Box 2681, Grand Cayman KY1-1111, Cayman Islands and the principal place of business is located at 17/F, Great Eagle Centre, 23 Harbour Road, Wanchai, Hong Kong.

During the year, the Group is principally engaged in research and development, design, manufacture and trading of electronic control products.

### 2. BASIS OF PREPARATION

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

#### **Basis of consolidation**

The consolidated financial statements include the financial statements of the Company and its subsidiaries for the year ended 31 March 2011. The financial statements of the subsidiaries are prepared for the same reporting period as the Company, using consistent accounting policies. The results of subsidiaries are consolidated from the date of acquisition, being the date on which the Group obtains control, and continue to be consolidated until the date that such control ceases. All intra-group balances, transactions, unrealised gains and losses resulting from intra-group transactions and dividends are eliminated on consolidation in full.

#### *Basis of consolidation from 1 April 2010*

Losses within a subsidiary are attributed to the non-controlling interest even if that results in a deficit balance.

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

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

### *Basis of consolidation prior to 1 April 2010*

All of the above-mentioned requirements for consolidation from 1 April 2010 have been applied on a prospective basis. The following differences, however, are carried forward in certain instances from the previous basis of consideration:

- Losses incurred by the Group were attributed to the non-controlling interest (formerly known as minority interest) until the balance was reduced to nil. Any further excess losses were attributable to the Company, unless the non-controlling interest had a binding obligation to cover these. Losses prior to 1 April 2010 were not reallocated between non-controlling interest and the Company's shareholders.
- Upon loss of control, the Group accounted for the investment retained at its proportionate share of net asset value at the date control was lost. The carrying amount of such investment at 1 April 2010 has not been restated.

### **Changes in accounting policies and disclosures**

The Group has adopted the following new and revised HKFRSs for the first time for the current year's financial statements. Except for in certain cases, giving rise to new and revised accounting policies and additional disclosures, the adoption of these new and revised HKFRSs has had no significant effect on these financial statements.

HKFRS 1 (Revised)	<i>First-time Adoption of Hong Kong Financial Reporting Standards</i>
HKFRS 1 Amendments	<i>Amendments to HKFRS 1 First-time Adoption of Hong Kong Financial Reporting Standards – Additional Exemptions for First-time Adopters</i>
HKFRS 2 Amendments	<i>Amendments to HKFRS 2 Share-based Payment – Group Cash-settled Share-based Payment Transactions</i>
HKFRS 3 (Revised)	<i>Business Combinations</i>
HKAS 27 (Revised)	<i>Consolidated and Separate Financial Statements</i>
HKAS 32 Amendment	<i>Amendment to HKAS 32 Financial Instruments: Presentation – Classification of Rights Issues</i>
HKAS 39 Amendment	<i>Amendment to HKAS 39 Financial Instruments: Recognition and Measurement – Eligible Hedged Items</i>
HK(IFRIC)-Int 17	<i>Distributions of Non-cash Assets to Owners</i>
HKFRS 5 Amendments included in <i>Improvements to HKFRSs issued in October 2008</i>	<i>Amendments to HKFRS 5 Non-current Assets Held for Sale and Discontinued Operations – Plan to sell the controlling interest in a subsidiary</i>
<i>Improvements to HKFRSs 2009</i>	<i>Amendments to a number of HKFRSs issued in May 2009</i>
HK Interpretation 4 Amendment	<i>Amendment to HK Interpretation 4 Leases – Determination of the Length of Lease Term in respect of Hong Kong Land Leases</i>
HK Interpretation 5	<i>Presentation of Financial Statements – Classification by the Borrower of a Term Loan that Contains a Repayment on Demand Clause</i>

Other than as further explained below regarding the impact of HK Interpretation 5, the adoption of the new and revised HKFRSs has had no significant financial effect on these financial statements.

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

The interpretation requires a loan that contains a clause that gives the lender the unconditional right to call the loan at any time shall be classified in total by the borrower as current in the statement of financial position. This is irrespective of whether a default event has occurred and notwithstanding any other terms and maturity stated in the loan agreement. Prior to the adoption of this interpretation, certain of the Group's bank loans were classified in the statement of financial position as noncurrent liability based on the maturity dates of repayment. Upon the adoption of the interpretation, these bank loans have been reclassified as a current liability. The interpretation has been applied by the Group retrospectively and comparative amounts have been reclassified. In addition, as a result of this change and as required by HKAS 1 *Presentation of Financial Statements*, these financial statements also include a consolidated statement of financial position as at 1 April 2009.

The above change has had no effect on the consolidated income statement. The effect on the consolidated statement of financial position is summarised as follows:

	<b>31 March 2011</b>	31 March 2010	1 April 2009
	<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>
<b>CURRENT LIABILITIES</b>			
Increase in interest-bearing bank and other borrowings	<b>9,336</b>	18,672	28,008
<b>NON-CURRENT LIABILITIES</b>			
Decrease in interest-bearing bank and other borrowings	<b>(9,336)</b>	(18,672)	(28,008)

There was no impact on the net assets of the Group.

### **3. OPERATING SEGMENT INFORMATION**

For management purposes, the Group is organised into business units based on their products and services and has three reportable operating segments as follows:

- (a) the building and home controls segment engages in the research and development, design, manufacture, trading and distribution of building and home control products;
- (b) the appliance controls segment engages in the research and development, design, manufacture, trading and distribution of appliance control products; and
- (c) the commercial and industrial controls segment engages in the research and development, design, manufacture, trading and distribution of commercial and industrial control products.

Management monitors the results of its operating segments separately for the purpose of making decisions about resources allocation and performance assessment. Segment performance is evaluated based on reportable segment profit, which is a measure of adjusted profit before tax. The adjusted profit before tax is measured consistently with the Group's profit before tax except that other income and gain, finance costs, share of losses of associates, share of loss of a jointly-controlled entity as well as corporate and unallocated expenses are excluded from such measurement.

Segment assets exclude property, plant and equipment, club debenture, cash and cash equivalents, deferred tax assets and corporate and other unallocated assets as these assets are managed on a group basis.

Segment liabilities exclude interest-bearing bank and other borrowings, deferred tax liabilities and corporate and other unallocated liabilities as these liabilities are managed on a group basis.



	Building and home controls		Appliance controls		Commercial and industrial controls		Total	
	2011 HK\$'000	2010 HK\$'000	2011 HK\$'000	2010 HK\$'000	2011 HK\$'000	2010 HK\$'000	2011 HK\$'000	2010 HK\$'000
<b>Segment revenue:</b>								
Sales to external customers	<u>1,004,492</u>	<u>977,590</u>	<u>1,226,471</u>	<u>935,064</u>	<u>433,616</u>	<u>279,330</u>	<u>2,664,579</u>	<u>2,191,984</u>
<b>Segment results</b>	<u>11,333</u>	<u>20,953</u>	<u>25,252</u>	<u>31,170</u>	<u>48,482</u>	<u>32,813</u>	<u>85,067</u>	<u>84,936</u>
Bank interest income							2,857	1,186
Other income and gain (excluding bank interest income)							9,907	11,141
Corporate and other unallocated expenses							(39,446)	(50,517)
Finance costs							(4,205)	(3,284)
Share of losses of associates	(2,292)	(1,256)	-	-	-	-	(2,292)	(1,256)
Share of loss of a jointly-controlled entity	-	(240)	-	-	-	-	-	(240)
Profit before tax							51,888	41,966
Income tax expense							4,674	(7,124)
Profit for the year							<u>56,562</u>	<u>34,842</u>
<b>Assets and liabilities</b>								
Segment assets	340,881	350,930	496,304	413,103	131,679	58,493	968,864	822,526
Interests in associates	2,311	6,154	-	-	-	-	2,311	6,154
Corporate and other unallocated assets							936,707	913,435
Total assets							<u>1,907,882</u>	<u>1,742,115</u>
Segment liabilities	22,290	20,349	19,107	22,209	2,907	689	44,304	43,247
Corporate and other unallocated liabilities							847,147	735,808
Total liabilities							<u>891,451</u>	<u>779,055</u>
<b>Other segment information:</b>								
Capital expenditure*							59,918	52,405
Depreciation							35,648	39,905
Loss on disposal of items of property, plant and equipment							257	838
Amortisation of deferred expenditure	34,169	25,253	6,984	6,094	2,420	3,138	43,573	34,485
Impairment of trade receivables	5,098	1,132	-	-	-	-	5,098	1,132
Impairment of an interest in an associate	1,551	2,070	-	-	-	-	1,551	2,070
Impairment of goodwill	-	1,744	-	-	-	-	-	1,744
Write-down of inventories to net realisable value	4,918	6,447	8,153	2,964	1,907	907	14,978	10,318

\* Capital expenditure consists of additions to property, plant and equipment and intangible assets.

## Geographical information

### (a) Revenue from external customers

	2011 <i>HK\$'000</i>	2010 <i>HK\$'000</i>
The America	1,213,581	1,030,651
Europe	1,132,192	889,327
Asia	301,270	257,905
Other regions	17,536	14,101
	<u>2,664,579</u>	<u>2,191,984</u>

The revenue information above is based on the location of the customers.

### (b) Non-current assets

	2011 <i>HK\$'000</i>	2010 <i>HK\$'000</i>
The America	4,188	7,429
Europe	2,102	2,295
Asia	205,601	223,569
	<u>211,891</u>	<u>233,293</u>

The non-current asset information above is based on the location of assets and excludes club debenture and deferred tax assets.

## 4. REVENUE AND OTHER INCOME AND GAIN

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

An analysis of other income and gain of the Group is as follows:

	2011 <i>HK\$'000</i>	2010 <i>HK\$'000</i>
Bank interest income	2,857	1,186
Engineering fee income	7,475	6,907
Handling and testing fee income	850	1,182
Sale of materials	808	848
Sundry income	774	2,204
	<u>12,764</u>	<u>12,327</u>

## 5. FINANCE COSTS

An analysis of finance costs is as follows:

	2011 <i>HK\$'000</i>	2010 <i>HK\$'000</i>
Interest on:		
Bank loans and overdrafts wholly repayable within five years	4,202	3,221
Finance leases	3	63
	<u>4,205</u>	<u>3,284</u>

## 6. PROFIT BEFORE TAX

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

	2011 <i>HK\$'000</i>	2010 <i>HK\$'000</i>
Depreciation	35,648	39,905
Research and development costs:		
Amortisation of deferred expenditure <sup>^</sup>	43,573	34,485
Current year expenditure	27,351	16,032
	<u>70,924</u>	<u>50,517</u>
Loss on disposal of items of property, plant and equipment <sup>#</sup>	257	838
Foreign exchange differences, net <sup>#</sup>	(12,026)	(2,034)
Impairment of an interest in an associate <sup>#</sup>	1,551	2,070
Impairment of goodwill <sup>#</sup>	–	1,744
	<u>–</u>	<u>–</u>

<sup>^</sup> The amortisation of deferred expenditure for the year is included in “Administrative expenses” on the face of the consolidated income statement.

<sup>#</sup> Included in “Other operating income/(expenses), net” on the face of the consolidated income statement.

At 31 March 2011, the Group had no forfeited contribution available to reduce its contributions to the pension schemes in future years (2010: Nil).

## 7. INCOME TAX EXPENSE

Hong Kong profits tax has been provided at the rate of 16.5% (2010: 16.5%) on the estimated assessable profits arising in Hong Kong during the year. Taxes on profits assessable elsewhere have been calculated at the rates of tax prevailing in the jurisdictions in which the Group operates.

Under the Corporate Income Tax Law (the “New CIT Tax Law”) of the People’s Republic of China (the “PRC”), which became effective from 1 January 2008, enterprises are subject to corporate income tax (“CIT”) at a rate of 25%. Under the New CIT Tax Law, for those enterprises benefiting from lower preferential tax rates, such preferential rates will be gradually phased out by increasing them to 25% over five years.

	<b>2011</b> <i>HK\$'000</i>	2010 <i>HK\$'000</i>
Current – Hong Kong		
Charge for the year	<b>4,982</b>	5,717
Overprovision in prior years	<b>(13,241)</b>	(592)
Current – Mainland China and other regions	<b>3,714</b>	3,299
Deferred	<b>(129)</b>	(1,300)
	<u><b>(4,674)</b></u>	<u>7,124</u>

## 8. DIVIDENDS

### Dividends paid during the year

	<b>2011</b> <i>HK\$'000</i>	2010 <i>HK\$'000</i>
Final in respect of the financial year ended 31 March 2010 – HK\$0.018 per ordinary share (2010: final dividend of HK\$0.01 per ordinary share, in respect of the financial year ended 31 March 2009)	<b>14,940</b>	8,300

### Proposed final dividends

	<b>2011</b> <i>HK\$'000</i>	2010 <i>HK\$'000</i>
Final – HK\$0.031 (2010: HK\$0.018) per ordinary share	<b>25,730</b>	14,940

The proposed final dividend for the year is subject to the approval of the Company's shareholders at the forthcoming annual general meeting.

## 9. EARNINGS PER SHARE ATTRIBUTABLE TO OWNERS OF THE COMPANY

The calculation of basic earnings per share is based on the profit for the year attributable to owners of the Company of HK\$56,572,000 (2010: HK\$34,854,000) and 830,000,000 ordinary shares in issue (2010: 830,000,000 ordinary shares) during the year.

No adjustment has been made to the basic earnings per share amounts presented for the years ended 31 March 2011 and 2010 in respect of a dilution as the exercise price of the share options of the Company outstanding during the two years was higher than the average market price of the Company's ordinary shares and, accordingly, such share options held have no dilutive effect on the basic earnings per ordinary share.

## 10. TRADE RECEIVABLES

	<b>2011</b> <i>HK\$'000</i>	2010 <i>HK\$'000</i>
Trade receivables	<b>532,084</b>	389,804
Impairment	<b>(12,336)</b>	(7,238)
	<u><b>519,748</b></u>	<u>382,566</u>

The Group's trading terms with its customers are mainly on credit. The credit period granted to customers generally ranges from one to three months. The Group maintains strict credit control over its customers and outstanding receivables to minimise credit risk. Overdue balances are reviewed regularly by senior management. In view of the aforementioned and the fact that the Group's trade receivables relate to a large number of diversified customers, there is no significant concentration of credit risk. Trade receivables are non-interest-bearing.

An aged analysis of the trade receivables as at end of the reporting period, based on the payment due date and net of provisions, is as follows:

	<b>2011</b> <i>HK\$'000</i>	2010 <i>HK\$'000</i>
Within 1 month	<b>489,806</b>	353,712
1 to 2 months	<b>20,418</b>	23,302
2 to 3 months	<b>4,775</b>	2,283
Over 3 months	<b>4,749</b>	3,269
	<b>519,748</b>	382,566

#### 11. TRADE AND BILLS PAYABLES

An aged analysis of trade and bills payables as at the end of the reporting period, based on the payment due date, is as follows:

	<b>2011</b> <i>HK\$'000</i>	2010 <i>HK\$'000</i>
Within 1 month	<b>432,430</b>	431,131
1 to 2 months	<b>14,823</b>	6,823
2 to 3 months	<b>2,433</b>	1,964
Over 3 months	<b>14,764</b>	8,272
	<b>464,450</b>	448,190

The trade payables are non-interest bearing and generally have payment terms ranging from one to three months.

## **FINAL DIVIDEND**

The Board has resolved to recommend to the shareholders of the Company (the “Shareholders”) at the forthcoming annual general meeting of the Company to be held on Monday, 5 September 2011 (the “2011 AGM”) a final dividend of 3.1 HK cents per share for the Year (the “Proposed Final Dividend”) to be paid on or about Thursday, 13 October 2011 to those Shareholders whose names appear on the register of members of the Company on Wednesday, 14 September 2011.

## **CLOSURE OF REGISTER OF MEMBERS**

### **(a) Entitlement to attend and vote at the 2011 AGM**

The 2011 AGM is scheduled to be held on Monday, 5 September 2011. For determining the entitlement to attend and vote at the 2011 AGM, the register of members of the Company will be closed from Thursday, 1 September 2011 to Monday, 5 September 2011, both days inclusive, during which period no transfer of shares of the Company will be registered. In order to be eligible to attend and vote at the 2011 AGM, unregistered holders of shares of the Company should ensure that all share transfer documents accompanied by the relevant share certificates must be lodged with the Company’s branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, for registration not later than 4:30 p.m. on Wednesday, 31 August 2011.

### **(b) Entitlement to the Proposed Final Dividend**

The Proposed Final Dividend is subject to the approval of the Shareholders at the 2011 AGM. For determining the entitlement to the Proposed Final Dividend, the register of members of the Company will also be closed from Friday, 9 September 2011 to Wednesday, 14 September 2011, both days inclusive, during which period no transfer of shares of the Company will be registered. In order to qualify for entitlement to the Proposed Final Dividend, unregistered holders of shares of the Company should ensure that all share transfer documents accompanied by the relevant share certificates must be lodged with the Company’s branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, for registration not later than 4:30 p.m. on Thursday, 8 September 2011.

## **ANNUAL GENERAL MEETING**

It is proposed that the 2011 AGM will be held on Monday, 5 September 2011. Notice of the 2011 AGM will be sent to the Shareholders in due course.

## MANAGEMENT DISCUSSION AND ANALYSIS

### Summary of Results

The Group's turnover for the Year amounted to HK\$2,664,579,000, increasing by approximately 21.6% over last year. The consolidated net profit attributable to owners of the Company was HK\$56,572,000 for the Year compared to HK\$34,854,000 for the year ended 31 March 2010. Basic earnings per share for the Year amounted to 6.8 HK cents, compared to 4.2 HK cents in the prior year.

### Financial Highlights

#### *Turnover*

Turnover of the Group amounted to HK\$2,664,579,000 for the Year, representing an increase of 21.6% over last year. The Group experienced sales gains across all of its business segments during the Year, mainly brought about by the global economic recovery with increased customer's demand.

#### *Profitability and Margin*

Consolidated net profit attributable to owners of the Company increased from HK\$34,854,000 to HK\$56,572,000 for the Year, representing an increase of 62.3%. The increase was mainly driven by the increased turnover and the Group's continuation of stringent cost controls and improvements in operational efficiency. Nevertheless, the operating environment during the Year continued to present challenges for manufacturers. Raw material prices continued to rise and delivery lead times were extended owing to supply shortages caused in part by fast paced recovery of market demand. Production costs and overhead costs continued to increase due to inflation and increases in labour costs in Mainland China together with appreciation of the Renminbi ("RMB"). As a result, gross profit margin decreased from 12.4% last year to 11.0% for the Year. Total operating expenses increased to HK\$252,442,000 from HK\$241,618,000 in last year, and this was generally brought about by the increased turnover and increase in the amortization of deferred expenditures resulting from new product launches. The Group recorded a net income tax credit of HK\$4,674,000 during the Year, primarily arising from an adjustment of HK\$13,241,000 in previous years' income taxes.

### Business Review

#### *Building and Home Controls Business*

Sales in the Building and Home Controls business amounted to HK\$1,004,492,000 during the Year, representing approximately 37.7% of the Group's turnover. Sales in this business segment increased by 2.8% from last year, which was mainly driven by the recovery of the US market and successful launch of new products during the Year. Nevertheless, segment results decreased with a reduction in business margin to 1.1% for the Year. The decrease was mainly due to increased raw material prices and labour costs together with appreciation of the RMB.

### *Appliance Controls Business*

Sales in the Appliance Controls business grew by 31.2% to HK\$1,226,471,000 during the Year, representing 46.0% of the Group's turnover. The increase was mainly due to continued improvement in the global economy as customers continued to restock certain product lines while spurring sales with the launch of other new products. Appliance Controls business results decreased during the Year to a segment margin of 2.1% with the decrease primarily due to increased raw material prices, labour costs and the appreciation of the RMB.

### *Commercial and Industrial Controls Business*

Commercial and Industrial Controls business segment sales of HK\$433,616,000 were recorded during the Year, representing an increase of approximately 55.2% compared to last year. The increase was mainly attributable to increased demand and the successful launch of certain new products with better margin. This resulted in a fairly stable segment margin of 11.2% despite the challenging operating environment.

### **Outlook**

Although the global economy continues to improve, market conditions are still uncertain and the operating environment for manufacturing sectors remains somewhat vulnerable. Raw material prices continue to increase due to increasing customer demand and inflation during economic recovery. Increases in labour wages and other operating costs in Mainland China together with appreciation of the RMB are expected to continue. Moreover, keen competition in the electronic manufacturing service industry will continue to constrain pricing and margin improvement. The Group will continue to mitigate those impacts through improvement in operational efficiency and productivity, focus on high margin orders and, where appropriate, product price adjustments to pass along the increased costs as much as competitive pressures allow. The Group is proceeding to realize its plan to expand into the growing market in Mainland China to drive its business growth in the coming year.

### **Liquidity, Financial Resources and Capital Structure**

The Group maintained a sound financial and liquidity position in the Year. As at 31 March 2011, the Group maintained a balance of cash and cash equivalents of HK\$623,341,000, the majority of which were denominated either in US dollars or Hong Kong dollars and HK\$218,970,000 were denominated in RMB. The Group's current ratio remained strong at 1.9 times.

As at 31 March 2011, total interest-bearing bank and other borrowings were HK\$255,760,000, comprised primarily of bank loans and overdrafts repayable within one year. The majority of these borrowings were denominated either in US dollars, Hong Kong dollars or European currencies and the interest rates applied were primarily subject to floating rate terms. Net cash balances decreased by HK\$69,043,000 mainly because additional fundings were applied to finance the growth in business. Other payables and accrued liabilities increased from HK\$135,081,000 at 31 March 2010 to HK\$160,016,000 as at 31 March 2011, mainly due to increase in deposits received from customers and accrued expenses which were mainly due to the increase in turnover.



At 31 March 2011, total equity attributable to owners of the Company amounted to HK\$1,015,587,000. The Group had a net cash balance of HK\$367,581,000, representing total cash and cash equivalents less total interest-bearing bank and other borrowings such that no gearing ratio applies.

### **Treasury Policies**

The majority of the Group's sales and purchases are denominated in US dollars and Hong Kong dollars with Euro zone currencies comprising a lesser extent. Due to the fact that the Hong Kong dollar is pegged to the US dollar, the Group's exposure to this foreign exchange risk is low. Certain production and operating overheads of the Group's production facilities in Mainland China are denominated in RMB. As at 31 March 2011, the Group did not have any outstanding financial instruments entered into for hedging purpose. Nevertheless, the Group will closely monitor its overall foreign exchange exposure and interest rate exposure and will adopt a proactive but prudent approach to minimize the relevant exposures where necessary.

### **Capital Expenditure and Commitments**

During the Year, the Group incurred total capital expenditures of approximately HK\$59,918,000 for the additions to property, plant and equipment as well as for deferred expenditure for the development of new products.

At 31 March 2011, the Group had contracted but not provided for capital commitments, mainly for the acquisition of property, plant and equipment, of HK\$148,000.

### **Contingent Liabilities**

A subsidiary of the Company is involved in a dispute with a third party, who is alleging that the subsidiary has infringed patent and is seeking for value in dispute of EURO750,000 (equivalent to approximately HK\$8,243,000). The decision of the relevant district court dated 22 December 2009 was favorable to our subsidiary and the third party has appealed the decision to the relevant higher regional court. Taking into consideration of the advice from the Group's lawyer, the directors consider that our subsidiary has valid defence against the claim and therefore no provision was made as at 31 March 2011.

### **Charges on Assets**

As at 31 March 2011, no bank deposits and other assets had been pledged to secure the Group's banking facilities.

## **Employee Information**

As at 31 March 2011, the Group had a total of approximately 4,200 full-time employees. Total staff costs for the Year amounted to HK\$242,562,000. Salaries and wages are generally reviewed on an annual basis in accordance with individual qualifications and performance, the Group's results and market conditions. The Group provides year-end double pay, discretionary bonus, medical insurance, provident fund, educational subsidy and training to its employees. The Company has also adopted a share option scheme under which the Company can grant options to, inter alia, employees of the Group to subscribe for shares of the Company with a view to rewarding those who have contributed to the Group and encouraging employees to work towards enhancing the value of the Company and its shares for the benefit of the Company and its shareholders as a whole. Up to the date of this announcement, 9,716,000 share options remained outstanding under such share option scheme.

## **Use of Net Proceeds from the Company's Initial Public Offering**

The proceeds from the Company's issue of new shares (including shares issued on the exercise of over-allotment option) for listing on The Stock Exchange of Hong Kong Limited (the "Stock Exchange") in October 2006, after deduction of related expenses, amounted to approximately HK\$469,419,000. The Group intends to apply the net proceeds for the purposes as set out in the section headed "Future Plans and Use of Proceeds" in the prospectus of the Company dated 25 September 2006. As at 31 March 2011, approximately HK\$106,250,000 had been utilized for strategic business combination and acquisitions, approximately HK\$20,950,000 for the expansion of the distribution network, approximately HK\$44,176,000 for the repayment of bank borrowings and approximately HK\$44,176,000 for general corporate purposes, and the remaining balance of the net proceeds had been placed in certain financial institutions and licensed banks in Hong Kong as short-term deposits.

## **PURCHASE, SALE OR REDEMPTION OF THE COMPANY'S LISTED SECURITIES**

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

## **CORPORATE GOVERNANCE**

The Company is committed to maintaining a high standard of corporate governance practices with a view to enhancing the management efficiency of the Company as well as preserving the interests of the Shareholders as a whole. In the opinion of the Board, the Company has complied with the code provisions set out in the Code on Corporate Governance Practices (the "CG Code") contained in Appendix 14 to the Rules Governing the Listing of Securities on the Stock Exchange (the "Listing Rules") throughout the period from 1 April 2010 to the date of this announcement, except for the deviation from the code provision A.2.1 of the CG Code during the period from 1 April 2010 to 29 April 2010 as explained below.

The code provision A.2.1 of the CG Code stipulates that the roles of Chairman and Chief Executive Officer should be separate and should not be performed by the same individual. Mr. Auyang Ho, the Chairman of the Board, has taken up the office of Acting Chief Executive Officer of the Company upon the resignation of Mr. Auyang Pak Hong, Bernard, the then Chief Executive Officer of the Company, with effect from 1 November 2009. Subsequently on 30 April 2010, the Company appointed Dr. Owyang King as an executive director and the Chief Executive Officer of the Company and by then, the Company has duly complied with the said code provision A.2.1.

Further information on the Company's corporate governance practices will be set out in the Corporate Governance Report contained in the Company's annual report for the Year, which will be sent to the Shareholders in due course.

## **AUDIT COMMITTEE**

The Audit Committee of the Company, which comprises the three independent non-executive directors of the Company, namely, Mr. Luk Koon Hoo (Chairman of the Audit Committee), Mr. Patrick Thomas Siewert and Mr. Steven Julien Feniger, and two non-executive directors of the Company, namely, Mr. Kam Chi Chiu, Anthony and Mr. Arvind Amratlal Patel, has reviewed the audited financial statements of the Company for the Year and discussed with the management and the auditors of the Company on the accounting principles and practices adopted by the Group and internal control and financial reporting matters.

## **PUBLICATION OF FURTHER INFORMATION**

The annual report of the Company for the Year, containing the information required by the Listing Rules, will be despatched to the Shareholders as well as published on the websites of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company ([www.computime.com](http://www.computime.com)) in due course.

## **APPRECIATION**

On behalf of the Board, I would like to express my gratitude to our management and staff for their dedication and contribution to the Group throughout the Year.

By Order of the Board  
**Auyang Ho**  
*Chairman*

Hong Kong, 27 June 2011

As at the date of this announcement, the Board comprises the following directors:

*Executive directors*

Mr. Auyang Ho (*Chairman*)

Dr. Owyang King (*Chief Executive Officer*)

Ms. Choi Po Yee, Alice

*Non-executive directors*

Mr. Kam Chi Chiu, Anthony

Mr. Arvind Amratlal Patel

Mr. Wong Chun Kong

*Independent non-executive directors*

Mr. Luk Koon Hoo

Mr. Patrick Thomas Siewert

Mr. Steven Julien Feniger

\* *For identification purposes only*