

UNIVERSAL SECURITY INSTRUMENTS INC
Form 10-K/A
February 17, 2009

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-K/A
(Amendment No. 1)

Annual report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 for the fiscal year ended March 31, 2008 or
 Transition report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 for the transition period from _____ to _____.

Commission file number: 001-31747

UNIVERSAL SECURITY INSTRUMENTS, INC.
(Exact name of registrant as specified in its charter)

MARYLAND
(State or other jurisdiction
of incorporation or organization)

52-0898545
(I.R.S. Employer
Identification No.)

7-A Gwynns Mill Court Owings Mills, Maryland
(Address of principal executive offices)

21117
(Zip Code)

Registrant's telephone number, including area code (410) 363-3000

Securities registered pursuant to Section 12(b) of the Act:

Title of Each Class	Name of Each Exchange on Which Registered
<input checked="" type="checkbox"/> Common Stock, \$0.01 par value	American Stock Exchange

Securities registered pursuant to Section 12(g) of the Act:

None
Title of Class

Indicate by check mark if the registrant is a well-known seasoned issuer (as defined in Rule 405 of the Act). Yes No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Act. Yes No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or other information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark if the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See definition of “large accelerated filer,” “accelerated filer” and “smaller reporting company” in Rule 12b-2 of the Exchange Act.

Large Accelerated Filer Accelerated Filer Non-Accelerated Filer Smaller Reporting Company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). Yes No

The aggregate market value of Common Stock, \$.01 par value, held by non-affiliates of the registrant based on the closing sales price of the Common Stock on the American Stock Exchange Stock on September 30, 2007, was \$37,202,394.

The number of shares of common stock outstanding as of June 27, 2008 was 2,487,867.

documents incorporated by reference

To the extent specified, Part III of this Form 10-K incorporates information by reference to the Registrant’s definitive proxy statement for its 2008 Annual Meeting of Shareholders (to be filed).

EXPLANATORY NOTE

The purpose of this amendment to the Annual Report on Form 10-K for the fiscal year ended March 31, 2008 of Universal Security Instruments, Inc. (the “Company”) filed on July 8, 2008 (the “Original Filing”) is to:

- (i) Revise Item 1 (Business) and Item 7 (Management’s Discussion and Analysis of Financial Condition and Results of Operation), to clarify that in accordance with Statement of Financial Accounting Standards No. 94, the financial statements of the Company’s Canadian subsidiary, International Conduits, Ltd. (Icon), are not consolidated with the financial statements of the Company, but that the financial position and results of operations of Icon are included in the Company’s consolidated balance sheets as assets and liabilities held in receivership and in the Company’s consolidated statements of operations as the results of discontinued operations.
- (ii) Revise Item 8 (Financial Statements and Supplementary Data) and Item 15(a)1. (Exhibits and Financial Statement Schedules) to reflect the changes referred to in (i) above.
- (iii) Revise Item 9A (Controls and Procedures) to clarify that internal control procedures relating to Icon were not evaluated as a part of management’s review of internal controls over financial reporting as of March 31, 2008.
- (iv) Revise Item 15(c) (Financial Statements Required by Regulation S-X) to include the Consolidated Income Statement for the fiscal year ending March 31, 2006, and the Report of independent registered public accounting firm with respect to Eyston Company Limited (the Hong Kong Joint Venture) as required by Regulation S-X.

Except as described above, no other amendments are being made to the Company’s Annual Report on Form 10-K, filed on July 8, 2008. This Form 10-K/A does not reflect events occurring after the July 8, 2008 filing of our Annual Report on Form 10-K or modify or update the disclosures contained in the Annual Report in any way other than required to include such conformed information as described above.

PART I

ITEM 1. BUSINESS

General

Universal Security Instruments, Inc. (“we” or “the Company”) designs and markets a variety of popularly-priced safety products consisting primarily of smoke alarms, carbon monoxide alarms and related products. Most of our products require minimal installation and are designed for easy installation by the consumer without professional assistance, and are sold through retail stores. We also market products to the electrical distribution trade through our wholly-owned subsidiary, USI Electric, Inc. (“USI Electric”). The electrical distribution trade includes electrical and lighting distributors as well as manufactured housing companies. Products sold by USI Electric usually require professional installation.

In 1989 we formed a limited liability company under the laws of Hong Kong, as a joint venture with a Hong Kong-based partner to manufacture various products in the Peoples Republic of China (the “Hong Kong Joint Venture”). We currently own a 50% interest in the Hong Kong Joint Venture and are a significant customer of the Hong Kong Joint Venture (68.9% and 46.4% of its sales during fiscal 2008 and 2007 respectively), with the balance of its sales made to unrelated customers worldwide.

We import all of our products from various foreign suppliers. For the fiscal year ended March 31, 2008, approximately 80.0% of our purchases were imported from the Hong Kong Joint Venture.

Our sales for the year ended March 31, 2008 were \$33,871,362 compared to \$32,934,388 for the year ended March 31, 2007, an increase of approximately 2.8%. We reported income from continuing operations of \$2,824,749 in fiscal 2008 compared to income from continuing operations of \$6,093,366 in fiscal 2007, a decrease of 53.6%.

The Company was incorporated in Maryland in 1969. Our principal executive office is located at 7-A Gwynns Mill Court, Owings Mills, Maryland 21117, and our telephone number is 410-363-3000. Information about us may be obtained from our website www.universalsecurity.com. Copies of our Annual Report on Form 10-K, quarterly reports on Form 10-Q, and current reports on Form 8-K, are available free of charge on our website as soon as they are filed with the Securities and Exchange Commission (SEC) through a link to the SEC’s EDGAR reporting system. Simply select the “Investor Relations” menu item, then click on the “SEC Filings” link. The SEC’s EDGAR reporting system can also be accessed directly at www.sec.gov.

Safety Products

We market a line of residential smoke alarms under the trade names “USI Electric” and “UNIVERSAL” both of which are manufactured by the Hong Kong Joint Venture.

Our line of smoke alarms consists of battery, electrical and electrical with battery backup alarms. Our products contain different types of batteries with different battery lives, and some with alarm silencers. The smoke alarms marketed to the electrical distribution trade also include hearing impaired and heat alarms with a variety of additional features. We also market outdoor floodlights under the name “Lite Aide(TM),” carbon monoxide alarms, door chimes and ground fault circuit interrupter (GFCI) units.

Our wholly-owned subsidiary, USI Electric, Inc., focuses its sales and marketing efforts to maximize safety product sales, especially smoke alarms and carbon monoxide alarms manufactured by our Hong Kong Joint Venture and marketed to the electrical distribution and retail trade.

Import Matters

We import all of our products. As an importer, we are subject to numerous tariffs which vary depending on types of products and country of origin, changes in economic and political conditions in the country of manufacture, potential trade restrictions and currency fluctuations. We have attempted to protect ourselves from fluctuations in currency exchange rates to the extent possible by negotiating commitments in U.S. dollars.

Our inventory purchases are also subject to delays in delivery due to problems with shipping and docking facilities, as well as other problems associated with purchasing products abroad. Substantially all of our safety products, including products we purchase from our Hong Kong Joint Venture, are imported from the People's Republic of China.

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Sales and Marketing; Customers

We sell our products to various customers, and our total sales market can be divided generally into two categories; sales by the Company, and sales by our USI Electric subsidiary.

The Company markets our products to retailers, including wholesale distributors, chain, discount, television retailers and home center stores, catalog and mail order companies and to other distributors (“retailers”). Our products have historically been retailed to “do-it-yourself” consumers by these retailers. We do not currently market any significant portion of our products directly to end users.

The Company’s retail sales are made directly by our employees and by approximately 17 independent sales organizations who are compensated by commissions. Our agreements with these sales organizations are generally cancelable by either party upon 30 days notice. We do not believe that the loss of any one of these organizations would have a material adverse effect upon our business. Sales made directly by us are effected by our officers and full-time employees, seven of whom are also engaged in sales, management and training. Sales outside the United States are made by our officers and through exporters, and amounted to less than 0.3% of total sales in the fiscal years ended March 31, 2008 and 2007.

During fiscal 2007, we began selling home safety products to The Home Depot, Inc., a major national home improvement retailer, and total sales to Home Depot for fiscal 2008 and 2007 represented approximately 40.2% and 11% of our revenues, respectively.

Our USI Electric subsidiary markets our products to the electrical distribution trade (primarily electrical and lighting distributors and manufactured housing companies). USI Electric has established a national distribution system with 12 regional stocking warehouses throughout the United States which generally enables customers to receive their orders the next day without paying for overnight freight charges. USI Electric engages sales personnel from the electrical distribution trade and has engaged 27 independent sales organizations which represent approximately 230 sales representatives, some of which have warehouses where USI Electric products are maintained by our sales representatives for sale.

We also market our products through our own sales catalogs and brochures, which are mailed directly to trade customers, and our website. Our customers, in turn, may advertise our products in their own catalogs and brochures and in their ads in newspapers and other media. We also exhibit and sell our products at various trade shows, including the annual National Hardware Show.

Our backlog of orders believed to be firm as of March 31, 2008 was approximately \$1,863,901. Our backlog as of March 31, 2007 was approximately \$2,219,435. This decrease in backlog is primarily due to a reduction in the backlog of orders we had for ground fault circuit interrupters and lower overall sales of our safety products.

Hong Kong Joint Venture

We have a 50% interest in the Hong Kong Joint Venture which has manufacturing facilities in the People’s Republic of China, for the manufacturing of certain of our electronic and electrical products.

We believe that the Hong Kong Joint Venture arrangement will ensure a continuing source of supply for a majority of our safety products at competitive prices. During fiscal year 2008, 80.0% of our total inventory purchases were made from the Hong Kong Joint Venture. The products produced by the Hong Kong Joint Venture include smoke alarms and carbon monoxide alarms. Changes in economic and political conditions in China or any other adversity to the Hong Kong Joint Venture will unfavorably affect the value of our investment in the Hong Kong Joint Venture and

would have a material adverse effect on the Company's ability to purchase products for distribution.

Our purchases from the Hong Kong Joint Venture represented approximately 68.9% of the Hong Kong Joint Venture's total sales during fiscal 2008 and 46% of total sales during fiscal 2007, with the balance of the Hong Kong Joint Venture's sales being primarily made in Europe and Australia, to unrelated customers. The Hong Kong Joint Venture's sales to unrelated customers were \$9,378,242 in fiscal 2008 and \$22,065,702 in fiscal 2007. Please see Note D of the Financial Statements for a comparison of annual sales and earnings of the Hong Kong Joint Venture.

Discontinued Operations

In October 2006, we formed 2113824 Ontario, Inc., an Ontario corporation, as a wholly-owned subsidiary of the Company for the purpose of acquiring a two-thirds interest in two Canadian corporations, International Conduits, Ltd. (Icon) and Intube, Inc. (Intube). Icon and Intube are based in Toronto, Canada and manufacture and distribute electrical mechanical tubing (EMT) steel conduit. Icon also sells home safety products, primarily purchased from the Company, in the Canadian market. The primary purpose of the Icon and Intube acquisition was to expand our product offerings to include EMT steel conduit, and to provide this product and service to the commercial construction market. On April 2, 2007, Icon and Intube were merged under the laws of Ontario to form one corporation.

At the time of our investment in Icon, we projected that our established U.S. sales network would allow us to increase sales of EMT to U.S. customers. Despite our efforts, Icon suffered continuing losses, and we were not successful in increasing Icon's sales in the face of competition and a downturn in the housing market. On January 29, 2008, Icon received notice from CIT Financial, Ltd. (CIT Canada), Icon's principal and secured lender, that Icon was in default under the terms of the Credit Agreement dated June 22, 2007 between Icon and CIT Canada and demanding immediate payment of all of Icon's obligations to CIT Canada under the Credit Agreement. On February 11, 2008, the assets of Icon were placed under the direction of a court appointed receiver.

The assets held in receivership related to the discontinued Canadian operations were adjusted to net realizable value based on management's estimates. The process of completing the liquidation of Icon's assets is continuing and the Company believes the process will continue into the second quarter of our 2009 fiscal year. Accordingly, the actual impairment charges actually incurred could differ based on the actual results of the liquidation process.

The results of Icon for the fiscal year ended March 31, 2008 and for the six month period from the date of acquisition (October 1, 2006) to March 31, 2007 have been restated and are presented in our financial statements as the results of discontinued operations, and certain prior year amounts have been restated in order to conform with the current year's presentation.

Other Suppliers

Certain private label products not manufactured for us by the Hong Kong Joint Venture are manufactured by other foreign suppliers. We believe that our relationships with our suppliers are good. We believe that the loss of our ability to purchase products from the Hong Kong Joint Venture would have a material adverse effect on the Company. The loss of any of our other suppliers would have a short-term adverse effect on our operations, but replacement sources for these other suppliers could be developed.

Competition

In fiscal year 2008, sales of safety products accounted for substantially all of our total sales. In the sale of smoke alarms, we compete in all of our markets with First Alert and Walter Kidde Portable Equipment, Inc. In the sale of GFCI units, we compete in all our markets with Leviton Manufacturing Co., Inc., Pass & Seymour, Inc., Cooper Wiring Devices and Hubbell, Inc. All of these companies have greater financial resources and financial strength than we have. We believe that our safety products compete favorably in the market primarily on the basis of styling, features and pricing.

The safety industry in general involves changing technology. The success of our products may depend on our ability to improve and update our products in a timely manner and to adapt to new technological advances.

Employees

As of March 31, 2008, we had 19 employees, 14 of whom are engaged in administration and sales, and the balance of whom are engaged in product development, manufacturing and servicing. Our employees are not unionized, and we believe that our relations with our employees are satisfactory.

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PART II

ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

Forward-Looking Statements

When used in this discussion and elsewhere in this Annual Report on Form 10-K, the words or phrases "will likely result," "are expected to," "will continue," "is anticipated," "estimate," "project" or similar expressions are intended to identify "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995. We caution readers not to place undue reliance on any such forward-looking statements, which speak only as of the date made, and readers are advised that various factors, including the Risk Factors discussed elsewhere in this Annual Report and other risks, could affect our financial performance and could cause our actual results for future periods to differ materially from those anticipated or projected. We do not undertake and specifically disclaim any obligation to update any forward-looking statements to reflect occurrence of anticipated or unanticipated events or circumstances after the date of such statements.

General

We are in the business of marketing and distributing safety and security products which are primarily manufactured through our 50% owned Hong Kong Joint Venture. From October 2006 through January 2008, we also were engaged in the manufacture and distribution of EMT steel conduit through Icon, our majority-owned Canadian subsidiary. Our financial statements detail our sales and other operational results only, and report the financial results of the Hong Kong Joint Venture using the equity method. Accordingly, the following discussion and analysis of the fiscal years ended March 31, 2008, 2007 and 2006 relate to the operational results of the Company and its consolidated subsidiaries only and includes the Company's equity share of earnings in the Hong Kong Joint Venture. A discussion and analysis of the Hong Kong Joint Venture's operational results for these periods is presented below under the heading "Hong Kong Joint Venture."

Discontinued Canadian Operations

In October 2006, we formed 2113824 Ontario, Inc., an Ontario corporation, as a wholly-owned subsidiary of the Company for the purpose of acquiring a two-thirds interest in two Canadian corporations, International Conduits, Ltd. (Icon) and Intube, Inc. (Intube). Icon and Intube are based in Toronto, Canada and manufacture and distribute electrical mechanical tubing (EMT) steel conduit. Icon also sells home safety products, primarily purchased from the Company, in the Canadian market. The primary purpose of the Icon and Intube acquisition was to expand our product offerings to include EMT steel conduit, and to provide this product and service to the commercial construction market. On April 2, 2007, Icon and Intube were merged under the laws of Ontario to form one corporation.

In June 2007, Icon entered into a credit agreement with CIT Financial, Ltd. to provide a term loan and a line of credit facility. These loans are secured by all of the assets of Icon and by the corporate guarantees of the Company and our USI Electric subsidiary.

As a result of continuing losses at Icon, we undertook an evaluation of the goodwill from our acquisition of Icon to determine whether the value of the goodwill has been impaired in accordance with FAS No. 142, "Goodwill and Other Intangible Assets". Based on that evaluation, we determined that the value of the goodwill from our acquisition of Icon was impaired, and we recognized an impairment charge of US\$1,926,696 for the goodwill as of December 31, 2007. The impairment has been recorded in discontinued operations in the consolidated statements of operations.

At the time of our investment in Icon, we projected that our established U.S. sales network would allow us to increase sales of EMT to U.S. customers. Despite our efforts, Icon suffered continuing losses, and we were not successful in increasing Icon's sales in the face of competition and a weakening U.S. dollar. On January 29, 2008, Icon received notice from CIT Financial, Ltd. (CIT Canada), Icon's principal and secured lender, that Icon was in default under the terms of the Credit Agreement dated June 22, 2007 between Icon and CIT Canada and demanding immediate payment of all of Icon's obligations to CIT Canada under the Credit Agreement. On February 11, 2008, the assets of Icon were placed under the direction of a court appointed receiver, and the operations of Icon were suspended. Accordingly, the assets and liabilities of Icon are classified as assets held in receivership in our consolidated balance sheet. Our consolidated financial statements and the related note disclosures reflect the operations of Icon as discontinued operations for all periods presented.

As a result of Icon's receivership and the steps taken to liquidate Icon's assets, we have written down the non cash assets of Icon to their estimated net realizable value as of March 31, 2008. At March 31, 2008, the assets of Icon held by the receiver consist of cash of \$823,550, trade accounts receivable (net of allowance for doubtful accounts of \$249,962) of \$371,793, inventories (net of allowance for excess and obsolete inventory of \$500,000) of \$817,022, and prepaid expenses of \$6,811, amounting to total current assets of \$2,019,176. Property, plant and equipment with a book value of \$4,387,536 is shown net of an impairment charge of \$3,555,981 at a contractual sales value of \$831,555. The total value of assets net of applicable allowances and impairment reserves at March 31, 2008 is \$2,850,731.

At March 31, 2008, the liabilities of Icon held by the receiver include trade accounts payable to unsecured creditors of \$3,208,548, secured notes payable to CIT Financial, Ltd. of \$4,478,826 and other secured amounts payable of \$136,076. The total liabilities of Icon at March 31, 2008 are \$7,823,450.

As noted above, the assets held for sale related to the discontinued Canadian operations were adjusted to net realizable value based on management's estimates. The process of completing the liquidation of Icon's assets is continuing and the Company believes the process will continue into the second quarter of our 2009 fiscal year. Accordingly, the actual impairment charges actually incurred could differ based on the actual results of the liquidation process.

We anticipate that Icon's obligations will be settled in the Ontario receivership action during the Company's fiscal year ending March 31, 2009. As a result of the settlement of Icon's obligations, we expect that the Company will record a gain of between \$3,750,000 and \$4,250,000 due to the characterization of debt abatement caused by the difference between Icon's total obligations and the net proceeds of the liquidation of Icon's assets.

The results of Icon for the fiscal year ended March 31, 2008 and for the six month period from the date of acquisition (October 1, 2006) to March 31, 2007 have been restated and are presented in our financial statements as the results of discontinued operations, and certain prior year amounts have been restated in order to conform with the current year's presentation.

Comparison of Results of Operations for the Years Ended March 31, 2008, 2007 and 2006

Sales. In fiscal year 2008, our net sales increased by \$936,974 (2.8%), from \$32,934,388 in fiscal 2007 to \$33,871,362 in fiscal 2008. Sales to the electrical distribution trade through our USI Electric subsidiary decreased to \$15,178,930, principally due to decreased volume from the U.S. residential construction trade (from approximately \$19,916,690 in 2007) and also due to our inability to import GFCI devices because the manufacturer has not yet received certifications for mandated changes to the devices. The Company increased its sales to retail and wholesale customers in the fiscal year ended March 31, 2008 to \$18,692,432 from \$13,017,698 at March 31, 2007, principally as a result of sales to a national home improvement retailer. This increase resulted from higher sales volume despite lower contractual pricing to the national home improvement retailer customer.

In fiscal year 2007, sales increased by \$4,040,287 (13.9%) from \$28,894,101 in fiscal 2006 to \$32,934,388 in fiscal 2007. Sales to the electrical distribution trade through our USI Electric subsidiary decreased to \$19,916,690, principally due to decreased volume from the U.S. residential construction trade (from approximately \$21,260,000 in 2006). The Company increased its sales to retail and wholesale customers in the fiscal year ended March 31, 2007 to \$13,017,698 from \$7,634,030 at March 31, 2006, principally as a result of sales to a national home improvement retailer. This increase resulted from higher sales volume despite lower contractual pricing to the national home improvement retailer customer.

Gross Profit. Gross profit margin is calculated as net sales less cost of goods sold expressed as a percentage of net sales. Our gross profit margin for the fiscal year ended March 31, 2008 was 23.2% compared to 31.6% and 32.7% in

fiscal 2007 and 2006, respectively. The decreases in 2008 and 2007 gross margins from the respective prior years are attributed to our increased sales to a national home improvement retailer and our lower gross profit margins on those sales, and due to significantly lower GFCI sales as previously indicated.

Expenses. Selling, general and administrative expenses for fiscal 2008 decreased by \$422,396 (6.5%), from \$6,546,609 in fiscal 2007 to \$6,124,213 in fiscal 2008. As a percentage of net sales, these expenses decreased to 18.1% for the fiscal year ended March 31, 2008 from 19.9% for the fiscal year ended March 31, 2007. The decrease in selling, general and administrative expense in dollars and as a percent of sales is principally attributable to lower salaries and wages, due to a reduction in management bonuses and a reduction in legal expenses.

Selling, general and administrative expenses for fiscal 2007 decreased by \$230,079 (3.4%) from \$6,776,688 in fiscal 2006 to \$6,546,609 in fiscal 2007. As a percentage of net sales, these expenses decreased to 19.9% for the fiscal year ended March 31, 2007 from 23.5% for the fiscal year ended March 31, 2006. The decrease in selling, general and administrative expense as a percent of sales is attributable to costs that do not increase proportionately with the higher sales volume and a reduction in legal expenses from the 2006 period. The reduction in legal expense was partially offset by an increase in commissions and freight charges; the account classification which was the most significant factor in this dollar increase, due to our higher 2007 sales volume. Commissions and freight charges, as a percentage of sales, while consistent with commission and freight charges of the prior year, vary directly with sales volume.

Interest Income and Expense. Interest expense for fiscal 2008 increased to \$46,349 from \$0 in fiscal 2007 primarily due to the timing of activity in our line of credit. Interest expense for fiscal 2007 decreased to \$0 from \$48,999 in fiscal 2006 primarily due to the timing of activity in our line of credit. The majority of the Company's cash balances are maintained on deposit with the Company's factor and earn interest at the factor's prime rate of interest minus 3%. During the fiscal year ended March 31, 2008, the Company earned interest of \$16,155 on these deposits and \$21,991 on these deposits for the year ended March 31, 2007. The company earned interest of \$21,991 for the year ended March 31, 2007 compared to net interest expense of \$39,331 in fiscal 2006.

Income Taxes. For the fiscal year ended March 31, 2008, we generated a net operating loss for federal and state income tax purposes of approximately \$3,320,000. The loss was generated principally as a result of the impairment of the Company's investment in and notes and accounts receivable due from the discontinued Canadian subsidiary. Furthermore, we generated foreign tax credits of \$132,439 for the fiscal year ended March 31, 2008. We will elect to carry our net operating loss forward to offset future taxable income. In addition, we have foreign tax credits of approximately \$388,744 available to offset future taxes.

During the fiscal year ended 2007, the Company offset the payment of taxes on \$3,265,940 of taxable income with the difference between the option price and the exercise price recognized as an employment expense for federal income tax purposes related to employee stock options. For book purposes, this benefit has been treated as an addition to paid-in capital. In addition, the Company offset a portion of its federal taxes of approximately \$731,395 with foreign tax credits available as a result of foreign taxes paid on the repatriated earnings of the Hong Kong Joint Venture. At March 31, 2007, we had a foreign tax credit carryforward of \$190,887 available to offset future taxes. After application of the deductions and credits identified above, we had a net tax liability for federal and state income tax purposes of approximately \$337,000 with respect to our 2007 fiscal year. The deductions and the income tax credits for foreign income taxes paid resulted in an effective income tax rate of approximately 19.28% for the fiscal year ended March 31, 2007.

Income from Continuing Operations. We reported income from continuing operations of \$2,824,749 for fiscal year 2008 compared to income from continuing operations of \$6,093,366 for fiscal year 2007, a \$3,268,617 (53.6%) decrease. This decrease in net income resulted from a reduction of \$1,860,115 in our equity in the earnings of the Hong Kong Joint Venture due to a lower sales volume as a result in the downturn in the housing industry, and a reduction in the earnings from continuing operations of \$1,408,502 due to sales of lower margin products, partially offset by lower selling, general and administrative expenses of \$422,396 as described above, and the income tax effects described above.

We reported income from continuing operations of \$6,093,366 for fiscal year 2007 compared to income from continuing operations of \$4,600,352 for fiscal year 2006, a \$1,493,014 (32.5%) increase. This increase in net income resulted from increased income of our Hong Kong Joint Venture, partially offset by higher selling, general and administrative expenses as described above, and the income tax effects described above.

Net Income. We reported a net loss of \$5,568,914 for fiscal 2008 compared to net income of \$5,533,258 for fiscal year 2007 and net income of \$4,600,352 for fiscal year 2006. In addition to the discussion above with respect to the decrease in income from continuing operations, the overall decrease in net income for 2008 is the result of losses generated by our Canadian operations due primarily to impairment charges on the assets held by the receiver. The increase in net income in fiscal 2007 over fiscal 2006 resulted from increased income of our Hong Kong Joint Venture, partially offset by higher selling, general and administrative expenses described above, the income tax effects described above and losses from our discontinued Canadian subsidiary.

Financial Condition, Liquidity and Capital Resources

Our cash needs are currently met by funds generated from operations and from our Factoring Agreement with CIT Group, which supplies both short-term borrowings and letters of credit to finance foreign inventory purchases. The maximum we may borrow under this Agreement is \$7,500,000. Based on specified percentages of our accounts receivable and inventory and letter of credit commitments, at March 31, 2008, our maximum borrowing availability under this Agreement is \$5,200,000. Any outstanding principal balance under this Agreement is payable upon demand. The interest rate on the Factoring Agreement, on the uncollected factored accounts receivable and any additional borrowings is equal to the prime rate of interest charged by the factor which, as of March 31, 2008, was 6.0%. Any borrowings are collateralized by all our accounts receivable and inventory. During the year ended March 31, 2008, working capital (computed as the excess of current assets over current liabilities) decreased by \$7,210,068, from \$14,678,615 on March 31, 2007, to \$7,468,547 on March 31, 2008. This decrease in working capital is due to the decrease in working capital of the discontinued operations of the Canadian subsidiary amounting to \$10,332,091, primarily relating to impairment charges recognized and the new debt related to the Canadian operations, offset by an increase in the working capital of the continuing operations of \$3,122,023.

On June 22, 2007, we entered into an Amended and Restated Factoring Agreement with CIT Group/Commercial Services, Inc. At the same time, our Icon Canadian subsidiary entered into a financing facility with CIT Financial Ltd., as described in our Report on Form 8-K filed with the Securities and Exchange Commission on June 26, 2007. CIT's loans to Icon are secured by all of the assets of Icon and by the corporate guarantees of the Company and our USI Electric subsidiary. At March 31, 2008, the liabilities of Icon include trade accounts payable to unsecured creditors of \$3,208,548, secured notes payable to CIT of \$4,478,826 and other secured amounts payable of \$136,076.

Our operating activities provided cash of \$2,349,563 for the year ended March 31, 2008. For the fiscal year ended March 31, 2007, operating activities used cash of \$3,372,328. The decreased use of cash by operating activities was primarily due to an increase in deferred tax assets and a reduction in accounts payable and accrued expenses, and to the decreased earnings of our Hong Kong Joint Venture. These uses were partially offset by decreases in accounts receivable and amounts due from factor and decreases in inventories.

Our investing activities used cash of \$543,962 during fiscal 2008 principally as a result of the change in net assets of the discontinued operations of the Canadian subsidiary and used cash of \$1,402,959 during fiscal 2007. During 2008, as in prior years, the Company offset a portion of its distributions from the Hong Kong Joint Venture with amounts due by the Company to the Hong Kong Joint Venture. The Company offset \$250,000 during fiscal 2008 and \$250,000 during fiscal 2007 of amounts due by it to the Hong Kong Joint Venture in lieu of cash distributions. The Company discloses these payments as a non-cash transaction in its statement of cash flows.

Financing activities in 2008 provided cash of \$1,976,693. Our net debt repayment was offset by cash provided from the issuance of common stock from the exercise of employee stock options of \$126,678 and the tax benefit of \$92,935 associated with the deduction of employment expense related thereto. Financing activities in 2007 provided cash of \$1,782,152 which was primarily from the exercise of employee stock options (and the related tax benefit) and borrowings from our factor.

Hong Kong Joint Venture

The financial statements of the Hong Kong Joint Venture are included in this Form 10-K beginning on page JV-1. The reader should refer to these financial statements for additional information. There are no material Hong Kong – US GAAP differences in the Hong Kong Joint Venture's accounting policies.

In fiscal year 2008, sales of the Hong Kong Joint Venture were \$30,144,148 compared to \$41,151,055 and \$24,811,790 in fiscal years 2007 and 2006, respectively. The decrease in sales for 2008 was primarily due to decreased sales to non-affiliated customers in Europe. The increase in sales for the 2007 period from the 2006 period was primarily due to increased sales to unrelated third parties and higher sales to the Company.

Net income was \$3,270,926 for fiscal year 2008 compared to net income of \$8,377,365 and \$4,160,935 in fiscal years 2007 and 2006, respectively. The decrease in the current fiscal year is primarily due to decreased sales volume to unrelated third parties.

Gross margins of the Hong Kong Joint Venture for fiscal 2008 decreased to 25.1% from 33.4% in the prior fiscal year. The primary reason for this decrease was due to variation in product mix. The primary reason for the change in product mix is attributed to the large volume of lower margin sales to the Company designed for the U.S. retail market. At March 31, 2007, the Hong Kong Joint Venture's gross margin decreased to 33.4% from 34.7% at March 31, 2006. The primary reason for this decrease was lower gross margins on sales to the Company for the U.S. retail market.

Selling, general and administrative expenses of the Hong Kong Joint Venture were \$4,408,855, \$4,789,424 and \$4,269,714 for fiscal years 2008, 2007 and 2006, respectively. As a percentage of sales, these expenses were 14.6%, 12% and 17% for fiscal years 2008, 2007 and 2006, respectively. The decrease in dollars of selling, general and administrative expenses for the year ended March 31, 2008 was due principally to a reduction in management bonuses and legal fees.

Interest expense net of interest income was \$26,932 for fiscal year 2008, compared to \$52,181 and \$34,130 in fiscal years 2007 and 2006, respectively. The increase in interest expense net of interest income for 2008 was due to a decrease in investments. The increase from 2006 to 2007 is due to variations in the amount of investments in bonds during that fiscal period.

Cash needs of the Hong Kong Joint Venture are currently met by funds generated from operations. During fiscal year 2008, working capital increased by \$1,501,104 from \$7,385,037 on March 31, 2007 to \$8,886,141 on March 31, 2008.

Contractual Obligations and Commitments

The following table presents, as of March 31, 2008, our significant fixed and determinable contractual obligations to third parties by payment date. Further discussion of the nature of each obligation is included in Note F to the consolidated financial statements.

	Total	Payment due by period			
		Less than 1 year	1-3 years	3-5 years	More than 5 years
Operating lease obligations	\$ 160,793	\$ 68,771	\$ 62,267	\$ 29,755	\$ -
Guaranteed obligations of discontinued operations to CIT	4,478,834	4,478,824	-	-	-

Critical Accounting Policies

Management's discussion and analysis of our consolidated financial statements and results of operations are based upon our Consolidated Financial Statement included as part of this document. The preparation of these consolidated financial statements requires management to make estimates and judgments that affect the reported amounts of assets, liabilities, revenues and expenses and related disclosures of contingent assets and liabilities. On an ongoing basis, we evaluate these estimates, including those related to bad debts, inventories, income taxes, impairment of long-lived assets, and contingencies and litigation. We base these estimates on historical experiences and on various other assumptions that are believed to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities that are not readily available from other sources. Actual results may differ from these estimates under different assumptions or conditions.

We believe that the following critical accounting policies affect management's more significant judgments and estimates used in the preparation of its consolidated financial statements. For a detailed discussion on the application on these and other accounting policies see Note A to the consolidated financial statements included in this Annual Report. Certain of our accounting policies require the application of significant judgment by management in selecting the appropriate assumptions for calculating financial estimates. By their nature, these judgments are subject to an inherent degree of uncertainty and actual results could differ from these estimates. These judgments are based on our historical experience, terms of existing contracts, current economic trends in the industry, information provided by our customers, and information available from outside sources, as appropriate. Our critical accounting policies include:

In accordance with Statement of Financial Accounting Standards No. 94, the financial statements of the Company's Canadian subsidiary, International Conduits, Ltd. (Icon), are not consolidated with the financial statements of the Company. As a result of the February 11, 2008 court appointed receivership of Icon's assets, we no longer controlled Icon as of that date. Accordingly, the accounts and operations of Icon in our consolidated financial statements are presented as assets and liabilities held in receivership and as the results of discontinued operations.

Our revenue recognition policies are in compliance with Staff Accounting Bulletin No. 104, "Revenue Recognition in Financial Statements" issued by the Securities and Exchange Commission. Revenue is recognized at the time product is shipped and title passes pursuant to the terms of the agreement with the customer, the amount due from the

customer is fixed and collectability of the related receivable is reasonably assured. We established allowances to cover anticipated doubtful accounts and sales returns based upon historical experience.

Inventories are valued at the lower of market or cost. Cost is determined on the first-in first-out method. We have recorded a reserve for obsolescence or unmarketable inventory equal to the difference between the cost of inventory and the estimated market value based upon assumptions about future demand and market conditions. Management reviews the reserve quarterly.

We currently have a foreign tax credit carryforward and deferred tax assets resulting from deductible temporary differences, which will reduce taxable income in future periods. We had previously provided a valuation allowance on the deferred tax assets associated with the future tax benefits such as foreign tax credits, foreign net operating losses, capital losses and net operating losses. A valuation allowance is required when it is more likely than not that all or a portion of a deferred tax asset will not be realized. Forming a conclusion that a valuation allowance is not needed is difficult when there is negative evidence such as cumulative losses and losses in recent years. Cumulative losses weigh heavily in the overall assessment.

We are subject to lawsuits and other claims, related to patents and other matters. Management is required to assess the likelihood of any adverse judgments or outcomes to these matters, as well as potential ranges of probable losses. A determination of the amount of reserves required, if any, for these contingencies is based on a careful analysis of each individual issue with the assistance of outside legal counsel. The required reserves may change in the future due to new developments in each matter or changes in approach such as a change in settlement strategy in dealing with these matters.

Impairment of Long-Lived Assets: The Company's policy is to review its long-lived assets for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable in accordance with Statement of Financial Accounting Standards ("SFAS") No. 144, "Accounting for Impairment or Disposal of Long-Lived Assets", ("SFAS No. 144"). The Company recognizes an impairment loss when the sum of the expected undiscounted future cash flows is less than the carrying amount of the asset. The measurement of the impairment losses to be recognized is based upon the difference between the fair value and the carrying amount of the assets. During fiscal 2008, the company recognized impairment losses on assets held for sale of approximately \$3,750,000, which is included in the loss from discontinued operations.

Income Taxes: In July 2006, the Financial Accounting Standards Board ("FASB") issued FASB Interpretation No. 48 ("FIN 48"), "Accounting for Uncertainty in Income Taxes — An Interpretation of FASB Statement No. 109", which clarifies the accounting for uncertainty in tax positions. FIN 48 requires that the Company recognize the impact of a tax position in the Company's financial statements if that position is more likely than not to be sustained on audit, based on the technical merits of the position. FIN 48 also provides guidance on derecognition, measurement, classification, interest and penalties, accounting in interim periods, disclosure, and transition. The provisions of FIN 48 are effective as of the beginning of the Company's 2007 fiscal year, with the cumulative effect of the change in accounting principle recorded as an adjustment to opening retained earnings. See Note F, Income Taxes.

Recently Issued Accounting Pronouncements

Business Combinations: In December 2007, FASB issued SFAS No. 141(R), "Business Combinations," ("SFAS No. 141(R)"), which replaces SFAS No. 141 and issued SFAS No. 160, "Noncontrolling Interests in Consolidated Financial Statements," ("SFAS No. 160"), an amendment of Accounting Research Bulletin No. 51. These two new standards will change the accounting for and the reporting for business combination transactions and noncontrolling (minority) interests in the consolidated financial statements, respectively. SFAS No. 141(R) will change how business acquisitions are accounted for and will impact financial statements both on the acquisition date and in subsequent periods. SFAS No. 160 will change the accounting and reporting for minority interests, which will be re-characterized as noncontrolling interests and classified as a component of equity. These two standards will be effective for the Company for financial statements issued for fiscal years beginning after December 31, 2008.

Fair Value Measurements: In September 2007, FASB issued Statement of Financial Accounting Standards No. 157, Fair Value Measurement (SFAS 157). This standard clarifies the principle that fair value should be based on the assumptions that market participants would use when pricing an asset or liability. Additionally, it establishes a fair value hierarchy that prioritizes the information used to develop those assumptions. SFAS 157 is effective for financial statements issued for fiscal years beginning after November 15, 2008. The Company has not yet determined the impact that the implementation of SFAS 157 will have on its results of operations or financial condition.

The Fair Value Option for Financial Assets and Financial Liabilities: In February 2008, FASB issued SFAS No. 159, The Fair Value Option for Financial Assets and Financial Liabilities, including an amendment of FASB Statements No. 115 (SFAS No. 159). SFAS No. 159 permits entities to choose, at specified election dates, to measure eligible items at fair value (the "fair value option"). A business entity shall report unrealized gains and losses on items for which the fair value option has been elected in earnings at each subsequent reporting period. This accounting

standard is effective as of the beginning of an entity's first fiscal year that begins after November 15, 2008. The effect, if any, of adopting SFAS No. 159 on the Company's financial position and results of operations has not been finalized.

ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

The financial statements and supplementary data required by this Item 8 are included in the Company's Consolidated Financial Statements and set forth in the pages indicated in Item 15(a) of this Annual Report.

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ITEM 9A. CONTROLS AND PROCEDURES

Evaluation of Disclosure Controls and Procedures

We maintain a system of disclosure controls and procedures that is designed to provide reasonable assurance that information, which is required to be disclosed by us in the reports that we file or submit under the Securities and Exchange Act of 1934, as amended (“Exchange Act”), is recorded, processed, summarized and reported within the time periods specified in the rules and forms of the Securities and Exchange Commission, and is accumulated and communicated to management in a timely manner. Our Chief Executive Officer and Chief Financial Officer have evaluated this system of disclosure controls and procedures as of the end of the period covered by this annual report, and have concluded that the system is effective.

Management’s Annual Report on Internal Control over Financial Reporting

Our management, including our Chief Executive Officer and Chief Financial Officer, is responsible for establishing and maintaining adequate internal control over financial reporting, as such term is defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act. Our internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of our financial statements for external reporting purposes in accordance with U.S. generally accepted accounting principles (GAAP). Internal control over financial reporting includes those policies and procedures that: (i) pertain to the maintenance of records that in reasonable detail accurately and fairly reflect the transactions and dispositions of the assets of the Company; (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with US GAAP, and that the Company’s receipts and expenditures are being made only in accordance with authorizations of management and directors of the Company; and (iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the Company’s assets that could have a material effect on the financial statements. Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with policies or procedures may deteriorate.

Management (with the participation of our Chief Executive Officer and Chief Financial Officer) conducted an evaluation of the effectiveness of our internal control over financial reporting based on the framework in Internal Control — Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission. Based on this evaluation, management concluded that the Company’s internal control over financial reporting was effective as of March 31, 2008.

Effective February 11, 2008, the assets, liabilities and operations of Icon were placed in receivership. Accordingly, internal control procedures relating to the unconsolidated Canadian subsidiary were not evaluated as a part of management’s review of internal control over financial reporting as of March 31, 2008.

Management is aware that there is a lack of segregation of duties at the Company due to the small number of employees dealing with general administrative and financial matters. However, at this time management has decided that considering the employees involved and the control procedures in place, the risks associated with such lack of segregation are insignificant and the potential benefits of adding employees to clearly segregate duties do not justify the expenses associated with such increases. Management will periodically review this situation.

This Annual Report does not include an attestation report of our registered public accounting firm regarding internal control over financial reporting. Management’s report was not subject to attestation by our registered public accounting firm pursuant to temporary rules of the Securities and Exchange Commission that permit us to provide

only management's report in this Annual Report.

Changes in Internal Control Over Financial Reporting

There have been no changes in our internal control over financial reporting during the fourth quarter of fiscal 2008 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

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PART IV

ITEM 15. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES

(a)1. Financial Statements.

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Report of Independent Registered Public Accounting Firm	F-1
Consolidated Balance Sheets as of March 31, 2008 and 2007	F-2
Consolidated Statements of Operations for the Years Ended March 31, 2008, 2007 and 2006	F-3
Consolidated Statements of Shareholders' Equity for the Years Ended March 31, 2008, 2007 and 2006	F-4
Consolidated Statements of Cash Flows for the Years Ended March 31, 2008, 2007 and 2006	F-5
Notes to Consolidated Financial Statements	F-6

(a)3. Exhibits required to be filed by Item 601 of Regulation S-K.

Exhibit No.

23.1	Consent of Grant Thornton LLP*
23.2	Consent of Grant Thornton LLP (Hong Kong)*
31.1	Rule 13a-14(a)/15d-14(a) Certification of Chief Executive Officer*
31.2	Rule 13a-14(a)/15d-14(a) Certification of Chief Financial Officer*
32.1	Section 1350 Certifications (incorporated by reference to Exhibit 21 to the Company's Annual Report on Form 10-K for the year ended March 31, 2007, File No. 1-31747)*

*Filed herewith

(c) Financial Statements Required by Regulation S-X.

Separate financial statements of the Hong Kong Joint Venture

Report of Independent Registered Public Accounting Firm	JV-1
Consolidated Income Statement	JV-2
Consolidated Balance Sheet	JV-3
Balance Sheet	JV-4
Consolidated Statement of Changes in Equity	JV-5
Consolidated Cash Flow Statement	JV-6
Notes to Financial Statements	JV-7

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

UNIVERSAL SECURITY INSTRUMENTS, INC.

February 13, 2009

By:

/s/ Harvey B. Grossblatt
Harvey B. Grossblatt
President

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REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Shareholders and Board of Directors of Universal Security Instruments, Inc.

We have audited the accompanying consolidated balance sheets of Universal Security Instruments, Inc. and subsidiaries (the Company) as of March 31, 2008 and 2007, and the related consolidated statements of operations, shareholders' equity, and cash flows for each of the three years in the period ended March 31, 2008. Our audits of the basic financial statements included the financial statement schedule listed in the index appearing under Item 15(a)(2). These financial statements and financial statement schedule are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements and financial statement schedule based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. The Company is not required to have, nor were we engaged to perform an audit of its internal control over financial reporting. Our audit included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control over financial reporting. Accordingly, we express no such opinion. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of Universal Security Instruments, Inc. and subsidiaries as of March 31, 2008 and 2007, and the results of their operations and their cash flows for each of the three years in the period ended March 31, 2008, in conformity with accounting principles generally accepted in the United States of America. Also, in our opinion, the related financial statement schedule, when considered in relation to the basic financial statements taken as a whole, presents fairly, in all material respects, the information set forth therein.

As discussed in Note A to the Notes to Consolidated Financial Statements, the Company adopted Financial Interpretation No. 48, "Accounting for Uncertainty in Income Taxes," effective April 1, 2007.

/s/ GRANT THORNTON LLP

Baltimore, Maryland
July 3, 2008

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UNIVERSAL SECURITY INSTRUMENTS, INC. AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS

	March 31	
	2008	2007
ASSETS		
CURRENT ASSETS		
Cash and cash equivalents	\$ 3,863,784	\$ -
Accounts receivable:		
Trade less allowance for doubtful accounts of \$15,000 at March 31, 2008 and 2007	146,022	1,226,917
Employees and recoverable taxes	282,083	22,073
Receivable from Hong Kong Joint Venture	115,656	65,801
	543,761	1,314,791
Amount due from factor	5,600,408	7,158,597
Inventories, net of allowance for obsolete inventory of \$40,000 at March 31, 2008 and 2007	5,357,488	8,705,316
Prepaid expenses	206,197	141,577
Assets held in receivership	2,850,731	8,881,921
TOTAL CURRENT ASSETS	18,422,369	26,202,202
DEFERRED TAX ASSET	1,914,136	756,424
INVESTMENT IN HONG KONG JOINT VENTURE	9,986,579	9,072,284
PROPERTY AND EQUIPMENT – NET	130,347	146,072
OTHER ASSETS	15,486	18,486
TOTAL ASSETS	\$ 30,468,917	\$ 36,195,468
LIABILITIES AND SHAREHOLDERS' EQUITY		
CURRENT LIABILITIES		
Note payable – factor	\$ -	\$ 2,254,966
Accounts payable	777,342	779,192
Accounts payable – Hong Kong Joint Venture	1,687,950	3,020,091
Accrued liabilities:		
Litigation reserve	401,592	703,193
Payroll and employee benefits	158,057	622,083
Commissions and other	105,431	621,513
Liabilities held in receivership	7,823,450	3,522,549
TOTAL CURRENT LIABILITIES	10,953,822	11,523,587
LONG-TERM OBLIGATIONS		
Long-term obligation - other	91,160	-
COMMITMENTS AND CONTINGENCIES	-	-

SHAREHOLDERS' EQUITY

Common stock, \$.01 par value per share; authorized 20,000,000 shares; issued and outstanding 2,487,867 and 2,475,612 shares at March 31, 2008 and March 31, 2007, respectively	24,879	24,756
Additional paid-in capital	13,453,378	13,214,025
Retained earnings	5,890,023	11,545,304
Other comprehensive income (loss)	55,655	(112,204)
TOTAL SHAREHOLDERS' EQUITY	19,423,935	24,671,881
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY	\$ 30,468,917	\$ 36,195,468

The accompanying notes are an integral part of these consolidated financial statements

UNIVERSAL SECURITY INSTRUMENTS, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF OPERATIONS

	Years Ended March 31		
	2008	2007	2006
Net sales	\$ 33,871,362	\$ 32,934,388	\$ 28,894,101
Cost of goods sold – acquired from Joint Venture	20,765,906	17,399,943	15,355,190
Cost of goods sold - other	5,235,400	5,105,129	4,081,759
GROSS PROFIT	7,870,056	10,429,316	9,457,152
Research and development expense	364,510	296,502	246,875
Selling, general and administrative expense	6,124,213	6,546,609	6,776,688
Operating income	1,381,333	3,586,205	2,433,589
Other income (expense):			
Interest expense	(46,349)	-	(48,999)
Interest income	16,155	21,991	9,668
	30,194	21,991	(39,331)
INCOME BEFORE EQUITY IN EARNINGS OF JOINT VENTURE	1,351,139	3,608,196	2,394,258
Equity in earnings of Hong Kong Joint Venture	1,985,845	3,845,960	2,109,594
Income from continuing operations before income taxes	3,336,984	7,454,156	4,503,852
Provision for income tax expense (benefit)	512,235	1,360,790	(96,500)
INCOME FROM CONTINUING OPERATIONS	2,824,749	6,093,366	4,600,352
Discontinued operations			
Loss from operations of the discontinued Canadian subsidiary (including impairment loss of \$9,013,990 in 2008)	(10,242,663)	(590,139)	-
Income tax benefit – discontinued operations	1,849,000	30,031	-
Loss from discontinued operations	(8,393,663)	(560,108)	-
NET (LOSS) INCOME	\$ (5,568,914)	\$ 5,533,258	\$ 4,600,352
Income (loss) per share:			
Basic – from continuing operations	\$ 1.14	\$ 2.54	\$ 2.06
Basic – from discontinued operations	\$ (3.38)	\$ (0.23)	\$ -
Basic – net (loss) income	\$ (2.24)	\$ 2.31	\$ 2.06
Diluted – from continuing operations	\$ 1.13	\$ 2.45	\$ 1.89
Diluted – from discontinued operations	\$ (3.35)	\$ (0.23)	\$ -
Diluted – net (loss) income	\$ (2.23)	\$ 2.23	\$ 1.89

Shares used in computing net income per share:

Basic	2,484,192	2,398,284	2,228,908
Diluted	2,502,017	2,484,606	2,432,705

The accompanying notes are an integral part of these consolidated financial statements

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UNIVERSAL SECURITY INSTRUMENTS, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF SHAREHOLDERS' EQUITY

	Common Stock		Additional Paid-In Capital	Retained Earnings	Other Comprehensive Income	Total
	Shares	Amount				
Balance at April 1, 2005	2,203,997	\$ 22,040	\$ 11,463,934	\$ 1,411,694	-	\$ 12,897,668
Issuance of common stock from the exercise of employee stock options	53,805	538	98,011	-	-	98,549
Stock issued in lieu of directors' fees	607	6	9,994	-	-	10,000
Net income	-	-	-	4,600,352	-	4,600,352
Balance at March 31, 2006	2,258,409	\$ 22,584	11,571,939	\$ 6,012,046	-	\$ 17,606,569
Issuance of common stock from the exercise of employee stock options	217,203	2,172	583,486	-	-	585,658
Stock based compensation			29,411			29,411
Comprehensive income:	-	-	-	-	-	-
Effect of currency translation	-	-	-	-	(112,204)	-
Net income	-	-	-	5,533,258	-	5,421,054
Tax benefit from exercise of stock options	-	-	1,029,189	-	-	1,029,189
Balance at March 31, 2007	2,475,612	\$ 24,756	\$ 13,214,025	\$ 11,545,304	\$ (112,204)	\$ 24,671,881
Recognition of uncertain tax provisions				(86,367)		(86,367)
Issuance of common stock from the exercise of employee stock options	12,255	123	126,555	-	-	126,678
Stock based compensation			19,863			19,863
Comprehensive income:	-	-	-	-	-	-

Effect of currency translation	-	-	-	167,859	-
Net loss	-	-	-	(5,568,914)	(5,401,055)
Tax benefit from exercise of stock options	-	-	92,935	-	92,935
Balance at March 31, 2008	2,487,867	\$ 24,879	\$ 13,453,378	\$ 5,890,023	\$ 55,655 \$ 19,423.935

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UNIVERSAL SECURITY INSTRUMENTS, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS

	Years Ended March 31,		
	2008	2007	2006
CASH FLOWS FROM OPERATING ACTIVITIES			
OPERATING ACTIVITIES			
Net (loss) income	\$ (5,568,914)	\$ 5,533,258	\$ 4,600,352
Adjustments to reconcile net income to net cash used in operating activities:			
Operations of discontinued subsidiary	7,904,780	(167,374)	-
Depreciation and amortization	46,503	39,449	28,338
Stock based compensation	19,863	29,411	
Stock issued to directors in lieu of fees	-	-	10,000
Increase in deferred taxes	(1,157,711)	(280,040)	(124,604)
Earnings of the Hong Kong Joint Venture	(1,985,845)	(3,845,960)	(2,109,594)
Changes in operating assets and liabilities:			
Decrease (increase) in accounts receivable and amounts due from factor	2,329,219	(3,084,166)	(958,878)
Decrease (increase) in inventories	3,347,828	(4,643,230)	772,400
(Increase) decrease in prepaid expenses	(64,620)	55,286	(51,469)
(Decrease) increase in accounts payable and accrued expenses	(2,524,540)	2,994,038	(400,248)
Decrease (increase) in other assets	3,000	(3,000)	-
NET CASH PROVIDED (USED IN) BY OPERATING ACTIVITIES	2,349,563	(3,372,328)	1,766,297
INVESTING ACTIVITIES:			
Cash distributions from Joint Venture	1,071,549	1,914,535	1,100,216
Purchase of equipment	(30,778)	(123,309)	(8,858)
Activities of discontinued subsidiary	(1,584,733)	(3,194,185)	-
NET CASH (USED IN) PROVIDED BY INVESTING ACTIVITIES	(543,962)	(1,402,959)	1,091,358
FINANCING ACTIVITIES:			
Activities of discontinued subsidiary	4,012,046	(2,087,661)	-
Borrowing from factor	-	2,254,966	-
Principal payment of notes payable	(2,254,966)	-	-
Proceeds from issuance of common stock from exercise of employee stock options	126,678	585,658	98,549
Tax benefit from exercise of stock options	92,935	1,029,189	-
NET CASH PROVIDED BY FINANCING ACTIVITIES	1,976,693	1,782,152	98,549
Effects of exchange rate on cash	81,490	(22,356)	-
INCREASE (DECREASE) IN CASH	3,863,784	(3,015,491)	2,956,204
Cash at beginning of period	-	3,015,491	59,287
CASH AT END OF PERIOD	\$ 3,863,784	\$ -	\$ 3,015,491

Supplemental information:

Interest paid	\$ 30,194	\$ 23,750	\$ 48,999
Income taxes paid	\$ 227,000	\$ 109,500	\$ 50,320

Non-cash investing transactions:

Issuance of 455 shares in 2007 and 950 shares in 2006 in lieu of directors' fees and accrued compensation	\$ -	\$ -	\$ 10,000
Offset of trade payables due the Hong Kong Joint Venture in lieu of cash distributions	\$ 250,000	\$ 250,000	\$ -

The accompanying notes are an integral part of these consolidated financial statements

UNIVERSAL SECURITY INSTRUMENTS, INC. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

NOTE A – NATURE OF BUSINESS AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Nature of Business: The Company's primary business is the sale of smoke alarms and other safety products to retailers, wholesale distributors and to the electrical distribution trade which includes electrical and lighting distributors as well as manufactured housing companies. The Company imports all of its safety and other products from foreign manufacturers. The Company, as an importer, is subject to numerous tariffs which vary depending on types of products and country of origin, changes in economic and political conditions in the country of manufacture, potential trade restrictions and currency fluctuations. During the third quarter of fiscal 2007, the Company acquired two Canadian subsidiaries, International Conduit, Inc. (Icon) and Intube, Inc. (Intube), whose primary business is the manufacture and sale of EMT steel conduit to the commercial construction market in Canada and in the United States. On February 11, 2008, the assets of Icon were placed under the direction of a court appointed receiver, the operations of Icon were suspended and the assets of Icon are classified as Assets held for sale in the consolidated balance sheet. Accordingly, the consolidated financial statements and the related note disclosures reflect the operations of Icon as discontinued operations for all periods presented.

Principles of Consolidation: The consolidated financial statements include the accounts of the Company and its wholly owned subsidiaries. In accordance with Statement of Financial Accounting Standards No. 94, the financial statements of the Company's Canadian subsidiary, International Conduits, Ltd. (Icon), are not consolidated with the financial statements of the Company. As a result of the February 11, 2008 court appointed receivership of Icon's assets, we no longer controlled Icon as of that date. Accordingly, the assets, liabilities and operations of Icon held in receivership are shown in the consolidated financial statements as assets and liabilities held in receivership and as the results from discontinued operations. All significant intercompany accounts and transactions have been eliminated in consolidation. We believe that our 50% ownership interest in the Hong Kong Joint Venture allows us to significantly influence the operations of the Hong Kong Joint Venture. As such, we account for our interest in the Hong Kong Joint Venture using the equity method of accounting. We have included our investment balance as a non-current asset and have included our share of the Hong Kong Joint Venture's income in our consolidated statement of operations. The investment and earnings are adjusted to eliminate intercompany profits.

Use of Estimates: In preparing financial statements in conformity with accounting principles generally accepted in the United States of America (US GAAP), management is required to make estimates and assumptions that affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Revenue Recognition: We recognize sales upon shipment of products, when title has passed to the buyer, net of applicable provisions for any discounts or allowances. We recognize revenue when the following criterion are met: evidence of an arrangement, fixed and determinable fee, delivery has taken place, and collectability is reasonably assured. Customers may not return, exchange or refuse acceptance of goods without our approval. We have established allowances to cover anticipated doubtful accounts based upon historical experience.

Warranties: We generally provide warranties, on the safety products, from one to ten years to the non-commercial end user on all products sold. The manufacturers of our safety products provide us with a one-year warranty on all products we purchase for resale. Claims for warranty replacement of products beyond the one-year warranty period covered by the manufacturers have not been historically material and we do not record estimated warranty expense or a contingent liability for warranty claims.

Stock-Based Compensation: As of March 31, 2008, under the terms of the Company's Non-Qualified Stock Option Plan, as amended, 1,170,369 shares of our common stock are reserved for the granting of stock options, of which 1,166,137 have been issued, leaving 4,232 available for issuance.

Adoption of SFAS No. 123R. In December 2004, the Financial Accounting Standards Board (FASB) issued SFAS No. 123 (revised 2004), Share-Based Payment, which requires compensation costs related to share-based payment transactions to be recognized in financial statements. SFAS No. 123R eliminates the intrinsic value method of accounting available under Accounting Principles Board (APB) Opinion No. 25, Accounting for Stock Issued to Employees, which generally resulted in no compensation expense being recorded in the financial statements related to the grant of stock options to employees if certain conditions were met.

Effective April 1, 2006, we adopted SFAS No. 123R using the modified prospective method. Under this method, compensation costs for all awards granted after the date of adoption and the unvested portion of previously granted awards will be measured at an estimated fair value and included in operating expenses or capitalized as appropriate over the vesting period during which an employee provides service in exchange for the award. Accordingly, prior period amounts presented have not been restated to reflect the adoption of SFAS No. 123R.

As a result of adopting SFAS No. 123R, net income for the fiscal year ended March 31, 2008 was reduced by \$19,863. No portion of employees' compensation, including stock compensation expense, was capitalized during the period.

During the fiscal year ended March 31, 2008, 12,255 shares of our common stock have been issued as a result of the exercise of the options granted under the plan. The tax benefit, for income tax purposes, of \$92,935 from the exercise of these stock options is presented as a cash flow from financing activities.

Fair Value Determination. Under SFAS No. 123R, we have elected to continue using the Black-Scholes option pricing model to determine fair value of our awards on date of grant. We will reconsider the use of the Black-Scholes model if additional information becomes available in the future that indicates another model would be more appropriate, or if grants issued in future periods have characteristics that cannot be reasonably estimated under this model.

Stock Option Activity. During the fiscal years ended March 31, 2008 and 2007, no stock options were granted.

Stock Compensation Expense. We have elected to continue straight-line amortization of stock-based compensation expense over the requisite service period. Prior to the adoption of SFAS No. 123R, we recognized the effect of forfeitures in our pro forma disclosures as they occurred. In accordance with the new standard, we have estimated forfeitures and are only recording expense on shares we expect to vest. For the fiscal year ended March 31, 2008, we recorded \$19,863 of stock-based compensation cost as general and administrative expense in our statement of operations. No forfeitures have been estimated.

As of March 31, 2008, there was \$7,736 of unrecognized compensation cost related to share-based compensation arrangements that we expect to vest. This cost will be fully amortized in the fiscal year ending March 31, 2009. The aggregate intrinsic value of currently exercisable options was zero at March 31, 2008.

In prior periods, as permitted under Statement of Financial Accounting Standards (SFAS) No. 123, Accounting for Stock-Based Compensation, we accounted for our stock-based compensation plan using the intrinsic value method under the recognition and measurement principles of APB Opinion No. 25. In accordance with the provisions of SFAS No. 148, Accounting for Stock-Based Compensation – Transition and Disclosure, the following table illustrates the effect on net income and earnings per share if we had applied the fair value recognition provisions of SFAS No. 123 to stock-based employee compensation for the fiscal year ended March 31, 2006.

	2006
Net income, as reported	\$ 4,600,352
Stock-based employee compensation costs, net of income tax, included in net income	10,000
Deduct: Total stock-based employee compensation expense determined under fair value, net of related tax effects	(138,846)

Pro forma net income	\$ 4,471,506
Earnings per share:	
Basic - as reported	\$ 2.06
Basic - pro forma	2.00
Diluted - as reported	1.89
Diluted - pro forma	1.84

Research and Development: Research and development costs are charged to operations as incurred.

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Discontinued Operations: We report discontinued operations in accordance with the guidance of SFAS No. 144, "Accounting for the Impairment or Disposal of Long-Lived Assets." Accordingly, we report businesses or asset groups as discontinued operations when we commit to a plan to divest the business or asset group and the sales of the business or asset group is deemed probable within the next 12 months.

Discontinued operations include our unconsolidated Canadian subsidiary, Icon, which was placed into receivership in the fourth quarter of 2008. The results of this business, including the loss on impairment, have been presented as discontinued operations for all periods presented.

The consolidated statements of income include the following in discontinued operations:

	Year ended March 31,	
	2008	2007
Net Sales	\$ 9,729,076	\$ 2,889,000
Loss before income taxes (including asset impairment loss of \$9,013,990)	(10,242,663)	(590,139)
Income tax benefit	1,849,000	30,031
Loss from discontinued operations	\$ (8,393,663)	\$ (560,198)

The major classes of assets and liabilities held in receivership reported as discontinued operations included in the accompanying consolidated balance sheets are shown below.

	Year ended March 31,	
	2008	2007
Assets		
Cash	\$ 823,550	\$ 240,545
Trade receivables, net	371,793	1,263,177
Inventories	817,022	2,613,418
Property, plant and equipment, net	831,555	2,883,988
Other assets	6,811	1,880,793
Assets of discontinued operations	\$ 2,850,731	\$ 8,881,921
Liabilities:		
Accounts payable, trade and other	3,344,624	3,522,549
Notes payable – bank	4,478,826	-
Liabilities of discontinued operations	\$ 7,823,450	\$ 3,522,549

The consolidated asset impairment loss included a write down of inventories, trade accounts receivable, and other assets to their net realizable value, in addition to the write down of property, plant and equipment and the write down of goodwill. Specifically, the impairment loss recorded on the books of Icon included the following:

Property plant and equipment	\$ 3,750,000
Goodwill	1,926,696
Inventory	1,572,249
Accounts receivable	441,831
Costs of disposal	1,323,214
Total	\$ 9,013,990

On January 29, 2008, Icon received notice dated January 29, 2008 from CIT Financial, Ltd. (CIT Canada), Icon's principal and secured lender, that Icon is in default under the terms of the Credit Agreement dated June 22, 2007

between Icon and CIT Canada and demanding immediate payment of all of Icon's obligations to CIT Canada under the Credit Agreement. Pursuant to the CIT Canada notice, the indebtedness owed by Icon to CIT Canada is CAD \$4,578,171 (US \$4,478,824). The Company and its wholly owned subsidiary USI Electric, Inc., as previously mentioned, have guaranteed the obligations of Icon under the terms of the aforementioned Credit Agreement.

On February 11, 2008, the assets of Icon were placed under the direction of a court appointed receiver and the continuing operations of Icon ceased. The assets of Icon are held in receivership and proceeds thereof will be used to satisfy outstanding liabilities. The process of completing the liquidation of Icon's assets is continuing and the Company believes the process will continue into the second quarter of our 2009 fiscal year. Accordingly, the actual impairment charges incurred could differ based on the actual results of the liquidation process.

Universal Security Instruments, Inc. had recorded an investment account, and unsecured loans and advances to the Canadian subsidiaries totaling \$5,449,667. The account was written off of Universal Security Instruments, Inc. with a corresponding gain recognized on the discontinued Canadian subsidiary and amounts were netted to zero within the loss from discontinued operations. As a result of writing off this investment account the Company recognized a tax benefit of approximately \$1,849,000, which was presented in the results of discontinued operations.

Business Segments: On February 11, 2008, the assets of Icon were placed under the direction of a court appointed receiver, the operations of Icon have ceased, and the assets of Icon are held in receivership. Accordingly, the results of Icon for the fiscal year ended March 31, 2008, and the results of Icon for the six month period from the date of acquisition to March 31, 2007, have been restated and presented as the results of discontinued operations for all periods presented. The remaining electrical and smoke alarm business is operated by management as one segment.

Accounts Receivable: In September, 2000, the Financial Accounting Standards Board issued Statement of Financial Accounting Standards No. 140, "Accounting for Transfers and Servicing of Financial Assets and Extinguishments of Liabilities" (SFAS No. 140), which is effective for transfers of financial assets occurring after March 31, 2001.

In fiscal year 2002, the Company achieved the sales criteria of SFAS No. 140, and, as such, amounts transferred under the Company's Factoring Agreement are treated as sales.

Beginning in fiscal year 2002, with the achievement of SFAS 140 sales criteria, the Company nets the factored accounts receivable with the corresponding advance from the Factor, showing the amount net in its consolidated balance sheet.

The Company sells trade receivables on a pre-approved non-recourse basis to the Factor under the Factoring Agreement on an ongoing basis. Factoring charges recognized on sales of receivables are included in selling, general and administrative expenses in the consolidated statements of income and amounted to \$223,214, \$240,342 and \$262,670 for the years ended March 31, 2008, 2007 and 2006, respectively. The Agreement for the sale of accounts receivable provides for continuation of the program on a revolving basis until terminated by one of the parties to the Agreement.

Shipping and Handling Fees and Costs: The Company includes shipping and handling fees billed to customers in net sales. Shipping and handling costs associated with inbound freight are included in cost of goods sold. Shipping and handling costs associated with outbound freight are included in selling, general and administrative expenses and totaled \$726,660, \$1,042,899 and \$966,981 in fiscal years 2008, 2007 and 2006, respectively.

Inventories: Inventories are stated at the lower of cost (first-in, first-out method) or market. Included as a component of finished goods inventory are additional non-material costs. These costs include overhead costs, freight, import duty and inspection fees of \$452,856 and \$843,930 at March 31, 2008 and 2007, respectively. Inventories are shown net of an allowance for inventory obsolescence of \$40,000 as of March 31, 2008 and March 31, 2007.

The Company reviews inventory quarterly to identify slow moving products and valuation allowances are adjusted when deemed necessary.

Property and Equipment: Property and equipment are recorded at cost, less accumulated depreciation and amortization. Depreciation and amortization are provided by using the straight-line method for financial reporting purposes and accelerated methods for income tax purposes. The estimated useful lives for financial reporting purposes are as follows:

Automotive and truck equipment	-	Shorter of term of lease or life of asset
Leasehold improvements	-	Shorter of term of lease or life of asset
Machinery and equipment	-	5 to 10 years
Furniture and fixtures	-	5 to 15 years
Computer equipment	-	5 years

Impairment of Long-Lived Assets: The Company's policy is to review its long-lived assets for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable in accordance with Statement of Financial Accounting Standards ("SFAS"), SFAS No. 144, "Accounting for Impairment or Disposal of Long-Lived Assets", ("SFAS No. 144"). The Company recognizes an impairment loss when the sum of the expected undiscounted future cash flows is less than the carrying amount of the asset. The measurement of the impairment losses to be recognized is based upon the difference between the fair value and the carrying amount of the assets. During fiscal 2008, the company recognized impairment losses on property and equipment included in assets of approximately \$3,750,000, which is included in the loss from discontinued operations.

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Income Taxes: The Company recognizes a liability or asset for the deferred tax consequences of temporary differences between the tax basis of assets or liabilities and their reported amounts in the financial statements. These temporary differences will result in taxable or deductible amounts in future years when the reported amounts of the assets or liabilities are recovered or settled. The deferred tax assets are reviewed periodically for recoverability and valuation allowances are provided, as necessary.

In July 2006, the Financial Accounting Standards Board (“FASB”) issued FASB Interpretation No. 48 (“FIN 48”), “Accounting for Uncertainty in Income Taxes — An Interpretation of FASB Statement No. 109”, which clarifies the accounting for uncertainty in tax positions. FIN 48 requires that the Company recognize the impact of a tax position in the Company’s financial statements if that position is more likely than not to be sustained on audit, based on the technical merits of the position. FIN 48 also provides guidance on derecognition, measurement, classification, interest and penalties, accounting in interim periods, disclosure, and transition. The provisions of FIN 48 are effective as of the beginning of the Company’s 2007 fiscal year, with the cumulative effect of the change in accounting principle recorded as an adjustment to opening retained earnings. See Note F, Income Taxes.

Foreign currency: The Company translates the accounts of its subsidiaries denominated in foreign currencies at the applicable exchange rate in effect at the year end date for balance sheet purposes and at the average exchange rate for the period for statement of income purposes. The related translation adjustments in accumulated other comprehensive income in shareholder’s equity are reported in accumulated other comprehensive income in shareholders’ equity. Transaction gains and losses arising from transactions denominated in foreign currencies are included in the results of operations. The Company maintains cash in foreign banks of \$2,639 to support its operations in Hong Kong.

Net Income per Share: The Company reports basic and diluted earnings per share. Basic earnings per share is computed by dividing net income for the period by the weighted-average number of common shares outstanding during the period. Diluted earnings per share is computed by dividing net income for the period by the weighted number of common shares and common share equivalents outstanding (unless their effect is anti-dilutive) for the period. All common share equivalents are comprised of exercisable stock options.

	2008	March 31, 2007	2006
Weighted average number of common shares outstanding for basic EPS	2,484,192	2,398,284	2,228,908
Shares issued upon assumed exercise of outstanding stock options	17,825	86,322	203,797
Weighted average number of common and common equivalent shares outstanding for diluted EPS	2,502,017	2,484,606	2,432,705

Goodwill: Goodwill represents the excess of the purchase price above the fair value of the net assets acquired. Goodwill is evaluated for impairment annually or when events or circumstances occur indicating that goodwill might be impaired. In accordance with FAS No. 142, “Goodwill and Other Intangible Assets,” the evaluation is a two-step process that begins with an estimation of the fair value of the reporting units. The first step assesses potential impairment and the second step measures that impairment. The measurement of possible impairment is based on the comparison of the fair value of each reporting unit with the book value of its assets.

During the third quarter ended December 31, 2007, the Company conducted an evaluation of goodwill acquired with the acquisition of the Canadian subsidiary (Icon) in accordance with FAS No. 142 “Goodwill and Other Intangible Assets.” Based on the trend of lower than forecast sales of mechanical tubing products in the U.S. and Canadian

markets, and continuing operation and cash flow losses, the Company recorded an impairment loss of \$1,926,696, reducing goodwill recorded by our Canadian subsidiary to zero at December 31, 2007. The impairment loss was recorded in loss from discontinued operations on the consolidated statement of operations.

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NOTE B - PROPERTY AND EQUIPMENT

Property and equipment consist of the following:

	March 31,	
	2008	2007
Leasehold improvements	\$ 73,535	\$ 73,535
Machinery and equipment	163,106	163,106
Furniture and fixtures	244,994	214,216
Computer equipment	196,246	196,246
	677,881	647,103
Less accumulated depreciation and amortization	(547,534)	(501,031)
	\$ 130,347	\$ 146,072

NOTE C - INVESTMENT IN THE HONG KONG JOINT VENTURE

The Company holds a 50% interest in a Joint Venture with a Hong Kong Corporation, which has manufacturing facilities in the People's Republic of China, for the manufacturing of consumer electronic products. As of March 31, 2008, the Company has an investment balance of \$9,986,579 for its 50% interest in the Hong Kong Joint Venture. There are no material Hong Kong – US GAAP differences in the Hong Kong Joint Venture's accounting policies, and there are no material reconciling items generated by Hong Kong – US GAAP differences.

The following represents summarized financial information derived from the audited financial statements of the Hong Kong Joint Venture as of March 31, 2008 and 2007 and for the years ended March 31, 2008, 2007 and 2005.

	March 31,	
	2008	2007
Current assets	\$ 14,169,626	\$ 12,646,261
Property and other assets	10,334,906	11,720,713
Total	\$ 24,504,532	\$ 24,366,974
Current liabilities	\$ 5,215,755	\$ 5,261,224
Non-current liabilities	82,314	110,389
Equity	19,206,463	18,995,361
Total	\$ 24,504,532	\$ 24,366,974

	For the Year Ended March 31,		
	2008	2007	2006
Net sales	\$ 30,144,148	\$ 41,151,055	\$ 24,811,790
Gross profit	7,555,705	13,753,123	8,608,220
Net income	3,270,926	8,377,365	4,160,935

During the years ended March 31, 2008, 2007 and 2006, the Company purchased \$20,765,906, \$19,085,353 and \$12,321,401, respectively, of finished product from the Hong Kong Joint Venture, which represents 79.9%, 46% and

64%, respectively, of the Company's total finished product purchases for the years ended at March 31, 2008, 2007 and 2006. Amounts due the Hong Kong Joint Venture included in Accounts Payable totaled \$1,632,066 and \$3,020,091 at March 31, 2008 and 2007, respectively. Amounts due from the Hong Kong Joint Venture included in Accounts Receivable totaled \$177,623 and \$127,879 at March 31, 2008 and 2007, respectively.

The Company incurred interest costs charged by the Hong Kong Joint Venture of \$16,964, \$25,000 and \$37,389 during the years ended March 31, 2008, 2007 and 2006, respectively, related to its purchases.

The Company's investment in the Hong Kong Joint Venture as recorded on the Company's Consolidated Balance Sheets has been adjusted by the intercompany profit of the Hong Kong Joint Venture.

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NOTE D - AMOUNTS DUE FROM FACTOR

The Company sells certain of its trade receivables on a pre-approved, non-recourse basis to a Factor. Since these are sold on a non-recourse basis, the factored trade receivables and related repayment obligations are not separately recorded in the Company's consolidated balance sheets. The Agreement provides for financing of up to a maximum of \$7,500,000 with the amount available at any one time based on 85% of uncollected non-recourse receivables sold to the factor and 45% of qualifying inventory. Financing of \$5,200,000 is available at March 31, 2008. Any outstanding amounts due to the factor are payable upon demand and bear interest at the prime rate of interest charged by the factor, which is 6.0% at March 31, 2008. Any amount due to the factor is also secured by the Company's inventory. There were no borrowings outstanding under this agreement at March 31, 2008.

Under this Factoring Agreement, the Company sold receivables of approximately \$34,350,844 and \$30,316,914 during the years ended March 31, 2008 and 2007, respectively. Gains and losses recognized on the sale of factored receivables include the fair value of the limited recourse obligation. The uncollected balance of non-recourse receivables held by the factor amounted to \$5,600,408 and \$7,158,597 at March 31, 2008 and 2007. The amount of the uncollected balance of non-recourse receivables borrowed by the Company as of March 31, 2008 and 2007 is \$0 and \$2,254,966, respectively. Collected cash maintained on deposit with the factor earns interest at the factor's prime rate of interest less three percentage points (effective rate 3.0% and 5.25%) at March 31, 2008 and 2007, respectively.

NOTE E – CREDIT FACILITY

In June 2007, Icon entered into a Credit Agreement with CIT Financial, Ltd. (CIT Canada) to provide a term loan and a line of credit facility.

The term loan in the original principal amount of US\$3,000,000 is repayable in thirty-six (36) equal monthly principal installments of US\$83,333 plus interest at the Canadian prime rate (effective rate 5.25% at March 31, 2008). The balance outstanding at March 31, 2008 is US\$2,353,298 and is included within current liabilities of discontinued operations on the consolidated balance sheet.

The line of credit facility is in the maximum amount of US\$7,000,000, with borrowings based on specified percentages of accounts receivable and inventory of Icon. Amounts borrowed under the facility bear interest at the Canadian prime rate (effective rate 5.25% at March 31, 2008) and are payable with interest upon demand. The balance outstanding at March 31, 2008 is US \$2,105,457. The CIT Canada loans to Icon are secured by all of the assets of Icon and by corporate guarantees of the Company and our USI Electric subsidiary. As previously disclosed, the Company received a notice of default from CIT Canada on January 29, 2008 demanding immediate payment of all of Icon's obligations to CIT Canada under the Credit Agreement. Pursuant to the CIT Canada notice, the indebtedness owed by Icon to CIT Canada is CAD \$4,578,171 (US \$4,478,824) and is included in liabilities held in receivership in the Company's Consolidated Balance Sheets. The borrowings are anticipated to be repaid in fiscal 2009.

NOTE F - LEASES

During December 1999, the Company entered into an operating lease for its office and warehouse which expires in December 2008. This lease is subject to increasing rentals at 3% per year. In February 2004, the Company entered into an operating lease for an approximately 2,600 square foot office in Naperville, Illinois. This lease expires in February 2012 with increasing rentals at 3% per year.

Each of the operating leases for real estate has renewal options with terms and conditions similar to the original lease. Rent expense, including common area maintenance, totaled \$113,357, \$107,852 and \$102,589 for the years ended March 31, 2008, 2007 and 2006, respectively.

	2009	2010	2011	2012	Thereafter
Future minimum lease payments are as follows:	\$ 96,235	\$ 35,337	\$ 32,382	\$ 28,889	\$ 0

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NOTE G – INCOME TAXES

Universal Security Instruments, Inc. (“USI”) provides for Income Taxes in accordance with Statement of Financial Accounting Standards No. 109, “Accounting for Income Taxes.” Accordingly, deferred income tax assets and liabilities are computed and recognized for those differences that have future tax consequences and will result in net taxable or deductible amounts in future periods. Deferred tax expense or benefit is the result of changes in the net asset or liability for deferred taxes. The deferred tax liabilities and assets for USI result primarily from reserves, inventories, accrued liabilities and changes in the unremitted earnings of the Hong Kong Joint Venture.

The Company adopted the provisions of FIN 48 on April 1, 2007. As a result of the implementation of FIN 48, the Company recognized a \$86,000 increase in the liability for unrecognized tax benefits, which was accounted for as a reduction of the April 1, 2007 retained earnings balance. The total amount of unrecognized tax benefits as of the date of the adoption was approximately \$86,000 and includes both income taxes and tax penalties. In years prior to fiscal 2008, interest and penalties related to adjustments to income taxes as filed have not been significant. The Company intends to include such interest and penalties in its tax provision.

For the fiscal year ended March 31, 2008, the Company generated a net operating loss of approximately \$3,320,000 that the Company will elect to carryforward to offset future taxable income. In addition, the Company generated \$132,439 of foreign tax credits for the period. Accordingly, at March 31, 2008, the Company has \$388,744 of foreign tax credit carryforward available to offset future federal income taxes.

At March 31, 2007, the Company had foreign tax credit carryforwards of \$685,654 available as a result of foreign taxes paid on the repatriated earnings of the Hong Kong Joint Venture. In addition, the Company generated \$236,628 of foreign tax credits during the fiscal year ended March 31, 2007. Approximately \$534,084 of foreign tax credits were used to offset federal taxes at March 31, 2007, resulting in a remaining foreign tax credit carryforward available to offset future taxes of \$388,198.

The components of income tax expense (benefit) from continuing operations for the Company are as follows:

	2008	March 31, 2007	2006
Current expense (benefit)			
U.S. Federal	\$ 581,300	\$ 1,425,522	\$ 17,651
U.S. State	62,300	215,308	10,453
	643,600	1,640,830	28,104
Deferred expense (benefit)	(131,365)	(280,040)	(124,604)
Total income tax expense (benefit)	\$ 512,235	\$ 1,360,790	\$ (96,500)

Significant components of USI’s deferred tax assets and liabilities are as follows:

	2008	March 31, 2007
Deferred tax assets:		
Financial statement accruals and allowances	\$ 210,297	\$ 473,132
Inventory uniform capitalization	63,052	92,405
Stock option compensation	7,477	-
Net operating loss carryforward	1,245,112	-
Foreign tax credit carryforward	388,198	190,887
Net deferred tax asset	\$ 1,914,136	\$ 756,424

The reconciliation between the statutory federal income tax provision and the actual effective tax provision is as follows:

	Years ended March 31,		
	2008	2007	2006
Federal tax (benefit) expense at statutory rate (34%) before loss carryforward	\$ 1,134,575	\$ 2,534,402	\$ 1,577,074
Non-patriated earnings of Hong Kong Joint Venture	(282,251)	(635,549)	(356,143)
Employment expense of employee stock options	-	-	(224,592)
Foreign tax credit net of gross up for US portion of foreign taxes	(197,311)	(922,282)	(69,210)
Change in rates for deferreds	-	-	(264,630)
Reversal of Canadian net operating loss benefit	-	40,410	-
State income tax (benefit) expense, net of federal tax effect	62,568	195,852	10,453
Change in valuation allowance	-	-	(776,523)
Foreign rate difference	-	-	-
Permanent differences	13,419	14,543	10,108
Change in temporary differences	(218,765)	133,414	(3,037)
Provision for income tax expense (benefit)	\$ 512,235	\$ 1,360,790	\$ (96,500)

The Company files its income tax returns in the U.S. federal jurisdiction, and various state jurisdictions.

The Company adopted the provisions of FASB Interpretation No. 48, Accounting for Uncertainty in Income Taxes, on April 1, 2007. As a result of the implementation of Interpretation 48, the Company recognized approximately a \$86,000 increase in the liability for unrecognized tax benefits, which was accounted for as a reduction to the April 1, 2007, balance of retained earnings. A reconciliation of the beginning and ending amount of unrecognized tax benefits is as follows:

Balance at April 1, 2007	\$ 86,000
Additions based on tax positions related to the current year	150,000
Additions for tax positions of prior years	-
Reductions for tax positions of prior years	-
Settlements	-
Balance at March 31, 2008	\$ 236,000

The total liability for unrecognized tax benefits, as of March 31, 2008, was \$236,000. That amount, if ultimately recognized, would reduce the Company's annual effective tax rate.

The Company recognizes interest and penalties accrued related to unrecognized tax benefits as income tax expense. At March 31, 2008, the Company accrued and recognized approximately \$5,160 in interest and penalties.

NOTE H - SHAREHOLDERS' EQUITY

Common Stock - During the year ended March 31, 2008, the Company issued 12,255 shares of its common stock, all of which were issued on the exercise of employee stock options for total proceeds of \$126,678.

Stock Options - Under terms of the Company's 1978 Non-Qualified Stock Option Plan, as amended, 1,170,369 shares of common stock are reserved for the granting of stock options, of which 1,166,137 shares have been issued as of March 31, 2008, leaving 4,232 available for issuance upon exercise of options granted, or available for future grants to employees and directors. Under provisions of the Plan, a committee of the Board of Directors determines the option price and the dates exercisable. All options expire five years from the date of grant and have an exercise price at least equal to the market price at the date of grant. The options usually vest at 25% a year over four years. Share amounts have been retroactively adjusted to reflect the 4-for-3 stock dividend paid on October 16, 2006 to shareholders of record on September 25, 2007.

The following tables summarize the status of options under the Non-Qualified Stock Option Plan at March 31, 2008 and option transactions for the three years then ended:

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Status as of March 31, 2008	Number of Shares
Presently exercisable	86,420
Exercisable in future years	2,501
Total outstanding	88,921
Available for future grants	4,232
Shares of common stock reserved	93,153
Outstanding options:	
Number of holders	17
Average exercise price per share	\$ 12.93
Expiration dates	October 2008 to March 2011

Transactions for the Three Years Ended March 31, 2008:	Number of Shares	Weighted Average Exercise Price
Outstanding at April 1, 2005	340,661	
Granted	36,667	10.03
Canceled	0	0.00
Exercised	(54,000)	1.82
Outstanding at March 31, 2006	323,228	
Granted	0	0.00
Canceled	(3,684)	8.51
Exercised	(218,468)	2.61
Outstanding at March 31, 2007	101,176	
Granted	0	0.00
Canceled	0	0.00
Exercised	(12,255)	10.40
Outstanding at March 31, 2008	88,921	

The following table summarizes information about stock options outstanding at March 31, 2008:

Range of Exercise Price	Options Outstanding			Options Exercisable		
	Number of Shares	Weighted Average Exercise Price	Weighted Average Contract Life (Yrs)	Number of Shares	Weighted Average Exercise Price	
\$7.68 to \$9.99	5,166	8.43	1.22	3,165	8.69	
\$10.00 to \$12.99	49,995	11.26	1.99	49,495	11.26	
\$13.00 to \$16.09	33,760	16.09	3.00	33,760	16.09	
	88,921			86,420		

The fair value of each stock option is estimated on the date of grant using the Black-Scholes option-pricing model with the following weighted average assumptions in 2006; no annual dividends, expected volatility of 36%, risk-free

interest rate of 4.0% and expected lives of five years. The weighted-average fair value of the stock options granted in 2006 was \$8.29 per share.

The Black-Scholes option valuation model was developed for use in estimating the fair value of traded options that have no vesting restrictions and are fully transferable. In addition, option valuation models require the input of highly subjective assumptions including the expected stock price volatility. Because the Company's employee stock options have characteristics significantly different from those of normal publicly traded options, and because changes in the subjective input assumptions can materially affect the fair value estimate, in management's opinion, the existing models do not necessarily provide a reliable single measure of the fair value of its stock options.

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NOTE I - COMMITMENTS AND CONTINGENCIES

On June 11, 2003, Walter Kidde Portable Equipment, Inc. (“Kidde”) filed a civil suit against the Company in the United States District Court for the Middle District of North Carolina (Case No. 03cv00537), alleging that certain of the Company’s AC powered/battery backup smoke detectors infringe on a patent acquired by Kidde. Kidde is seeking injunctive relief and damages to be determined at trial. On March 31, 2006, following numerous procedural and substantive rulings which the Company believes were favorable to the Company, Kidde obtained dismissal, without prejudice, of its suit. On November 28, 2005, prior to the March 31, 2006 dismissal of the original suit, Kidde filed a second lawsuit in the same court (05cv1031 M.D.N.C.) based on virtually identical infringement allegations as the earlier case. Discovery is now closed in this second case. Although the asserted patent is now expired, prior to its expiration, the Company sought and has now successfully obtained re-examination of the asserted patent in the United States Patent and Trademark Office (USPTO) largely based on the references cited and analysis presented by the Company which correspond to defenses raised in the litigation. The fact that Reexamination was granted and is still pending before the USPTO supports the Company’s substantive position and its defenses to Kidde. The Company and its counsel believe that regardless of the Reexamination, the Company has significant defenses relating to the patent in suit. In the event of an unfavorable outcome, the amount of any potential loss to the Company is not yet determinable.

On August 16, 2007, Pass & Seymour, Inc. filed a complaint under section 337 of the Tariff Act of 1930, 19 U.S.C. § 1337, in the United States International Trade Commission against a number of respondents including the Company. Pass & Seymour asserted infringement of a number of different patents by the Respondents for certain ground fault circuit interrupter (GFCI) technologies. The allegations against the Company were limited to specific claims of only a few of the asserted patents. On September 18, 2007, the International Trade Commission instituted an investigation into the matter (Investigation 337-TA-615). On June 6, 2008, the Company and Pass and Seymour reached agreement to settle with no cost to the Company. That Agreement and an associated Consent Judgment dismissing the action as to the Company and binding both parties to the outcome of the Commission decision relating to the remaining manufacturing Respondents is being finalized. The Company will incur no liability apart from its legal costs to defend against the action.

From time to time, the Company is involved in various lawsuits and legal matters. Management has reserved \$401,592 in the aggregate to cover possible losses due to any unfavorable outcome in any of the actions in which it is involved. It is the opinion of management, based on the advice of legal counsel, that these matters will not otherwise have a material adverse effect on the Company’s financial statements.

NOTE J - MAJOR CUSTOMERS

The Company is primarily a distributor of safety products for use in home and business under both its tradenames and private labels for other companies. As described in Note C, the Company’s purchased a majority of its products from its 50% owned Hong Kong Joint Venture.

The Company has one customer, The Home Depot, which represented 37.0% and 11.09% of the Company’s product sales during the period ended March 31, 2008 and 2007 and no customers that represented in excess of 10% of the Company’s product sales for the year ended March 31, 2006.

NOTE K - QUARTERLY FINANCIAL DATA (UNAUDITED)

Quarterly Results of Operations (Unaudited):

The unaudited quarterly results of operations for fiscal years 2008 and 2007 are summarized as follows:

	Quarter Ended			
	June 30,	September 30,	December 31,	March 31,
2008				
Net sales	10,449,343	8,967,740	7,776,986	6,677,293
Gross profit	2,715,334	1,942,354	1,825,486	1,386,882
Income from continuing operations	1,204,844	802,107	780,207	(37,591)
Loss from discontinued operations	(413,842)	(483,977)	(2,415,996)	(5,079,848)
Income per share from continuing operations:				
Basic	0.49	0.32	0.31	0.02
Diluted	0.48	0.32	0.31	0.02
Loss per share from discontinued operations:				
Basic	(0.17)	(0.19)	(0.97)	(2.04)
Diluted	(0.17)	(0.19)	(0.97)	(2.04)
Net income (loss) – basic	0.32	0.13	(0.66)	(2.02)
Net income (loss) – diluted	0.31	0.13	(0.66)	(2.02)
2007				
Net sales	\$ 8,038,437	\$ 8,018,088	\$ 8,678,312	\$ 8,199,551
Gross profit	2,780,517	2,607,922	2,743,182	2,297,695
Income from continuing operations	1,577,468	1,416,204	1,760,269	1,339,425
Loss from discontinued operations	-	-	(71,078)	(489,030)
Income per share from continuing operations:				
Basic	0.68	0.59	0.72	0.56
Diluted	0.62	0.57	0.72	0.53
Loss per share from discontinued operations:				
Basic	-	-	(0.01)	(0.20)
Diluted	-	-	(0.01)	(0.19)
Net income – basic	0.68	0.59	0.71	0.35
Net income - diluted	0.62	0.57	0.71	0.34

NOTE L – RETIREMENT PLAN

The Company has a retirement savings plan under Section 401(k) of the Internal Revenue Code. All full-time employees who have completed 12 months of service are eligible to participate. Employees are permitted to contribute up to the amounts prescribed by law. The Company may provide contributions to the plan consisting of a matching amount equal to a percentage of the employee's contribution, not to exceed four percent (4%). Employer contributions were \$61,485 and \$54,689 for the year's ended March 31, 2008 and 2007.

SCHEDULE II

UNIVERSAL SECURITY INSTRUMENTS, INC. AND SUBSIDIARIES
VALUATION AND QUALIFYING ACCOUNTS
YEARS ENDED MARCH 31, 2008, 2007 AND 2006

	Balance at beginning of year	Charged to cost and expenses	Deductions	Balance at end of year
Year ended March 31, 2008				
Allowance for doubtful accounts	\$ 15,000	\$ 0	\$ 0	\$ 15,000
Year ended March 31, 2007				
Allowance for doubtful accounts	\$ 15,000	\$ 0	\$ 0	\$ 15,000
Year ended March 31, 2006				
Allowance for doubtful accounts	\$ 10,000	\$ 5,000	\$ 0	\$ 15,000
Year ended March 31, 2008				
Allowance for inventory reserve	\$ 40,000	\$ 0	\$ 0	\$ 40,000
Year ended March 31, 2007				
Allowance for inventory reserve	\$ 40,000	\$ 0	\$ 0	\$ 40,000
Year ended March 31, 2006				
Allowance for inventory reserve	\$ 100,000	\$ 0	\$ 60,000	\$ 40,000

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Report and Financial Statements

Eyston Company Limited

For the year ended 31 March 2008

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Expressed in Hong Kong dollars ("HK\$")

Report of independent registered
public accounting firm

To the Board of Directors of Eyston Company Limited

We have audited the accompanying consolidated balance sheets of Eyston Company Limited and subsidiaries ("the Company"), as of March 31, 2008 and 2007, and the related consolidated statements of income, changes in equity, and cash flows for each of the three years in the period ended March 31, 2008. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the consolidated financial position of the Company as of March 31, 2008 and 2007, and the consolidated results of its income and its cash flows for each of the three years in the period ended March 31, 2008, in accordance with Hong Kong Financial Reporting Standards.

Grant Thornton
Certified Public Accountants
13th Floor, Gloucester Tower
The Landmark
15 Queen's Road Central
Hong Kong

25 June 2008

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Consolidated income statement
for the year ended 31 March 2008

	Notes	2008 HK\$	2007 HK\$	2006 HK\$
Turnover	5	235,060,421	320,142,022	192,697,968
Cost of sales		(176,141,949)	(213,147,126)	(125,843,197)
Gross profit		58,918,472	106,994,896	66,854,771
Other income	6	5,350,795	4,693,192	2,798,681
Administrative expenses		(34,379,717)	(37,260,187)	(33,160,250)
Profit from operations		29,889,550	74,427,901	36,493,202
Finance costs	7	(210,016)	(405,953)	(265,063)
Profit before income tax	8	29,679,534	74,021,948	36,228,139
Income tax expense	9	(4,173,251)	(8,848,735)	(3,912,698)
Profit for the year	10	25,506,283	65,173,213	32,315,441
Dividends	11	16,716,167	29,866,722	17,163,365

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Consolidated balance sheet
as at 31 March 2008

	Notes	2008 HK\$	2007 HK\$
ASSETS AND LIABILITIES			
Non-current assets			
Property, plant and equipment	12	59,767,941	55,170,184
Advanced lease payments	13	14,023,266	9,574,779
Available-for-sale financial assets	14	7,902,216	26,823,106
		81,693,423	91,568,069
Current assets			
Inventories	16	28,354,497	30,441,083
Available-for-sale financial assets	14	15,633,540	-
Trade and other receivables	17	5,674,634	9,209,513
Amount due from shareholder	21	9,392,116	20,344,847
Loan to a shareholder	19	-	1,950,000
Cash and cash equivalents	20	50,687,596	36,853,474
		109,742,383	98,798,917
Current liabilities			
Trade and other payables		21,499,786	22,686,174
Obligations under finance lease		21,000	21,000
Amount due to a related company	21	2,329,153	7,113,550
Dividend payable	22	11,700,000	11,700,000
Amount due to a director	23	-	200,000
Loans from shareholders	24	2,868,954	2,868,954
Collateralised bank advances	25	971,312	2,853,162
Provision for taxation		1,199,326	5,360,473
		40,589,531	52,803,313
Net current assets		69,152,852	45,995,604
Non-current liabilities			
Obligations under finance lease		52,700	73,700
Deferred tax liabilities	26	587,877	788,712
Net assets		150,205,698	136,701,261
EQUITY			
Share capital	27	200	200
Reserves	28	150,205,498	136,701,061
		150,205,698	136,701,261

Balance sheet
as at 31 March 2008

	Notes	2008 HK\$	2007 HK\$
ASSETS AND LIABILITIES			
Non-current assets			
Property, plant and equipment	12	10,169,509	13,465,746
Advanced lease payments	13	668,775	930,239
Available-for-sale financial assets	14	7,902,216	26,823,106
Interests in subsidiaries	15	94,990,967	77,807,152
		113,731,467	119,026,243
Current assets			
Inventories	16	28,354,497	30,441,083
Available-for-sale financial assets	14	15,633,540	-
Other receivables		1,033,057	1,665,784
Amounts due from subsidiaries	18	22,846,582	39,149,433
Tax prepaid		1,083,171	-
Cash and cash equivalents	20	31,612,771	11,643,897
		100,563,618	82,900,197
Current liabilities			
Trade and other payables		17,513,855	19,896,808
Obligations under finance lease		21,000	21,000
Amount due to a related company	21	2,329,153	7,113,550
Dividend payable	22	11,700,000	11,700,000
Loans from shareholders	24	2,868,954	2,868,954
Provision for taxation		-	3,527,182
		34,432,962	45,127,494
Net current assets		66,130,656	37,772,703
Non-current liabilities			
Obligations under finance lease		52,700	73,700
Deferred tax liabilities	26	587,877	788,712
Net assets		179,221,546	155,936,534
EQUITY			
Share capital	27	200	200
Reserves	28	179,221,346	155,936,334
		179,221,546	155,936,534

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Consolidated statement of changes in equity
for the year ended 31 March 2008

	Share capital HK\$	Exchange reserve HK\$	Fair value reserve HK\$	Retained profits HK\$	Total HK\$
Balance at 1 April 2005	200	34,233	(251,023)	83,512,804	83,296,214
Change in fair value of available-for-sale financial assets	-	-	(499,606)	-	(499,606)
Exchange differences arising on translation of a subsidiary	-	615,289	-	-	615,289
Profit for the year	-	-	-	32,315,441	32,315,441
Dividends	-	-	-	(17,163,365)	(17,163,365)
Balance at 31 March 2006	200	649,522	(750,629)	98,664,880	98,563,973
Change in fair value of available-for-sale financial assets	-	-	292,456	-	292,456
Exchange differences arising on translation of a subsidiary	-	2,538,341	-	-	2,538,341
Profit for the year	-	-	-	65,173,213	65,173,213
Dividends	-	-	-	(29,866,722)	(29,866,722)
Balance at 31 March 2007	200	3,187,863	(458,173)	133,971,371	136,701,261
Change in fair value of available-for-sale financial assets	-	-	577,549	-	577,549
Exchange differences arising on translation of a subsidiary	-	4,136,772	-	-	4,136,772
Profit for the year	-	-	-	25,506,283	25,506,283
Dividends	-	-	-	(16,716,167)	(16,716,167)
Balance at 31 March 2008	200	7,324,635	119,376	142,761,487	150,205,698

Consolidated cash flow statement
for the year ended 31 March 2008

	2008 HK\$	2007 HK\$	2006 HK\$
Cash flows from operating activities			
Profit before income tax	29,679,534	74,021,948	36,228,139
Adjustments for :			
Amortisation of advanced lease payment	427,392	424,328	415,454
Depreciation of property, plant and equipment	10,166,942	5,752,971	4,414,388
Loss on disposal of available for sale financial assets	34,344	87,565	-
Gain on disposal of property, plant and equipment	(94)	(347,500)	9,985
Interest expense	210,016	405,953	265,063
Interest income	(2,384,538)	(2,289,039)	(1,761,425)
Operating profit before working capital changes	38,133,596	78,056,226	39,571,604
Decrease/(Increase) in amount due from a shareholder	8,427,746	(26,272,135)	(3,845,777)
Decrease/(Increase) in inventories	2,086,586	(11,518,178)	(624,869)
Decrease/(Increase) in trade and other receivables	3,534,879	(928,730)	1,300,430
Decrease in loan to a shareholder	1,950,000	1,950,000	-
(Decrease)/Increase in amount due to a related company	(953,842)	4,199,312	(698,628)
(Decrease)/Increase in obligations under finance lease	(21,000)	94,700	-
(Decrease)/Increase in amount due to director	(200,000)	200,000	-
Decrease in collateralised bank advances	(1,881,850)	(581,960)	3,435,122
(Decrease)/Increase in trade and other payables	(1,186,388)	1,841,637	1,836,405
Cash generated from operations	49,889,727	47,040,872	40,974,287
Interest received	2,384,538	2,289,039	1,761,425
Interest paid	(210,016)	(405,953)	(265,063)
Dividends paid	(14,191,182)	(24,349,341)	(13,158,676)
Hong Kong profits tax paid	(8,523,843)	(4,025,500)	(4,148,883)
Net cash generated from operating activities	29,349,224	20,549,117	25,163,090
Cash flows from investing activities			
Purchase of property, plant and equipment	(11,715,474)	(18,006,982)	(10,630,878)
Addition of land use right	(3,938,000)	(990,000)	-
Purchase of available-for-sale financial assets	-	-	(7,729,800)
Proceeds from disposal of available-for-sale financial assets	-	7,659,776	-
Proceeds from disposal of property, plant and equipment	36,500	363,865	5,919
Net cash used in investing activities	(15,616,974)	(10,973,341)	(18,354,759)
Net increase in cash and cash equivalents	13,732,250	9,575,776	6,808,331
Cash and cash equivalents at beginning of the year	36,853,474	26,322,005	19,468,905
Effect of foreign exchange rate changes, net	101,872	955,693	44,769
Cash and cash equivalents at end of the year	50,687,596	36,853,474	26,322,005

Notes to the financial statements
for the year ended 31 March 2008

1. GENERAL INFORMATION

The company is a limited liability company incorporated and domiciled in Hong Kong. The address of the company's registered office and principal place of business is B2, 3/F., Fortune Factory Building, 40 Lee Chung Street, Chai Wan, Hong Kong.

The principal activities of the company and its subsidiaries (the "group") are manufacturing and trading of consumer electronic products including smoke, fire and carbon monoxide alarms and other home safety products. Details of the company's subsidiaries are set out in note 15 to the financial statements.

The financial statements on pages 2 to 38 have been prepared in accordance with Hong Kong Financial Reporting Standards ("HKFRSs") which collective term includes all applicable individual Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards and Interpretations issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA") and the requirements of the Hong Kong Companies Ordinance. The years presented are in accordance with the requirements of U.S. Securities and Exchange Commission.

The financial statements for the year ended 31 March 2008 were approved for issue by the board of directors on 25 June 2008.

2. ADOPTION OF NEW AND AMENDED HKFRSs

2.1 Impact of new and revised HKFRSs which are effective during the year

In the current year, the group has applied, for the first time, the following new standards, amendment and interpretations issued by the HKICPA, which are relevant to and effective for the group's financial statements beginning on 1 April 2007.

HKAS 1 (Amendment)	Presentation of Financial Statements - Capital Disclosures
HKFRS 7	Financial Instruments : Disclosures
HK(IFRIC) - Int 8	Scope of HKFRS 2
HK(IFRIC) - Int 9	Reassessment of Embedded Derivatives
HK(IFRIC) - Int 10	Interim Financial Reporting and Impairment
HK(IFRIC) - Int 11	HKFRS 2: Group and Treasury Share Transactions

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2. ADOPTION OF NEW AND AMENDED HKFRSs (Continued)

2.1 Impact of new and revised HKFRSs which are effective during the year (Continued)

The adoption of these HKFRSs had no material effect on how the results and financial position for the current or prior periods have been prepared and presented but HKAS 1 (Amendment) and HKFRS 7 resulted in expanded disclosures on the group's capital management policies and, significance of financial instruments and the nature and extent of risk arising from financial instruments used. Accordingly, no prior period adjustment is required.

HKAS 1 (Amendment) - Capital Disclosures

In accordance with the HKAS 1 (Amendment) – Capital Disclosures, the group now reports on its capital management objectives, policies and procedures in each annual financial report. The new disclosures that become necessary due to this change in HKAS 1 are detailed in note 36.

HKFRS 7 - Financial Instruments : Disclosures

HKFRS 7 - Financial Instruments: Disclosures is mandatory for reporting periods beginning on 1 January 2007 or later. The new standard replaces and amends the disclosure requirements previously set out in HKAS 32 Financial Instruments: Presentation and Disclosures and has been adopted by the group in its consolidated financial statements for the year ended 31 March 2008. All disclosures relating to financial instruments including the comparative information have been updated to reflect the new requirements. In particular, the group's financial statements now feature:

- a sensitivity analysis explaining the group's market risk exposure in regard to its financial instruments, and
- a maturity analysis that shows the remaining contractual maturities of financial liabilities,

each as at the balance sheet date. The first-time application of HKFRS 7, however, has not resulted in any prior-period adjustments on cash flows, net income or balance sheet line items.

2.2 Impact of new and revised HKFRSs which are issued but not yet effective

The group has not early adopted the following standards or interpretations that have been issued but are not yet effective.

HKAS 1 (Revised)	Presentation of Financial Statements	1
HKAS 23 (Revised)	Borrowing Costs	1
HKAS 27 (Revised)	Consolidated and Separate Financial Statements	4
HKFRS 2 (Amendment)	Share-based Payment – Vesting Conditions and Cancellations	1
HKFRS 3 (Revised)	Business Combinations	4
HKFRS 8	Operating Segments	1
HK(IFRIC) – Int 12	Service Concession Arrangements	2
HK(IFRIC) – Int 13	Customer Loyalty Programmes	3
HK(IFRIC) – Int 14	HKAS 19 – The Limit on a Defined Benefit Asset, Minimum Funding Requirements and their Interaction	2

2. ADOPTION OF NEW AND AMENDED HKFRSs (Continued)
 2.2 Impact of new and revised HKFRSs which are issued but not yet effective (Continued)
 Note

1	Effective for annual periods beginning on or after 1 January 2009
2	Effective for annual periods beginning on or after 1 January 2008
3	Effective for annual periods beginning on or after 1 July 2008
4	Effective for annual periods beginning on or after 1 July 2009

Among these new standards and interpretations, HKAS 1 (Revised) is expected to be relevant to the group's financial statements.

Amendment to HKAS 1 Presentation of Financial Statements

This amendment affects the presentation of owner changes in equity and introduces a statement of comprehensive income. Preparers will have the option of presenting items of income and expenses and components of other comprehensive income either in a single statement of comprehensive income with subtotals, or in two separate statements (a separate income statement followed by a statement of other comprehensive income). This amendment does not affect the financial position or results of the group but will give rise to additional disclosures. Management is currently assessing the detailed impact of this amendment on the group's financial statements.

The directors of the company are currently assessing the impact of the other new and revised HKFRSs but are not yet in a position to state whether they would have material financial impact on the group's financial statements.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

3.1 Basis of preparation

The significant accounting policies that have been used in the preparation of these consolidated financial statements are summarised below. These policies have been consistently applied to all the years presented unless otherwise stated.

The financial statements have been prepared on an historical cost basis except for the revaluation of certain financial assets and liabilities. The measurement bases are fully described in the accounting policies below.

It should be noted that accounting estimates and assumptions are used in preparation of the financial statements. Although these estimates are based on management's best knowledge and judgment of current events and actions, actual results may ultimately differ from those estimates. The areas involving a higher degree of judgment or complexity, or areas where assumptions and estimates are significant to the financial statements, are disclosed in note 4.

3.2 Basis of consolidation

The consolidated financial statements incorporate the financial statements of the company and its subsidiaries made up to 31 March each year.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

3.3 Subsidiaries

Subsidiaries are those entities (including special purpose entities) over which the group has the power to control the financial and operating policies so as to obtain benefits from their activities. The existence and effect of potential voting rights that are currently exercisable or convertible are considered when assessing whether the group controls another entity. Subsidiaries are fully consolidated from the date on which control is transferred to the group. They are excluded from consolidation from the date that control ceases.

Business combinations (other than for combining entities under common control) are accounted for by applying the purchase method. This involves the revaluation at fair value of all identifiable assets and liabilities, including contingent liabilities of the subsidiary, at the acquisition date, regardless of whether or not they were recorded in the financial statements of the subsidiary prior to acquisition. On initial recognition, the assets and liabilities of the subsidiary are included in the consolidated balance sheet at their fair values, which are also used as the bases for subsequent measurement in accordance with the group's accounting policies.

Intra-group transactions, balances and unrealised gains on transactions between group companies are eliminated in preparing the consolidated financial statements. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred.

In the company's balance sheet, subsidiaries are carried at cost less any impairment loss. The results of the subsidiaries are accounted for by the company on the basis of dividends received and receivable at the balance sheet date.

3.4 Property, plant and equipment

Property, plant and equipment are stated at acquisition cost less accumulated depreciation and impairment losses.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the group and company and the cost of the item can be measured reliably. All other repairs and maintenance are charged to the income statement during the period in which they are incurred.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

3.4 Property, plant and equipment (Continued)

Depreciation is provided to write off the cost of property, plant and equipment over their estimated useful lives, using the straight line method, at the following rates per annum :

Buildings	5% or where shorter over 16 - 19 years
Leasehold improvements	20%
Plant and machinery	20%
Furniture and fixtures	20%
Motor vehicles	20%
Computer equipment and software	50%

Construction in progress represents costs incurred in the construction of buildings. These costs are not depreciated until such time as the relevant assets are completed and put into use, at which time the relevant costs are transferred to the appropriate category of property, plant and equipment.

The assets' useful lives are reviewed, and adjusted if appropriate, at each balance sheet date.

The gain or loss arising on the retirement or disposal is determined as the difference between the sales proceeds and the carrying amount of the assets and is recognised in the consolidated income statement.

Subsequent costs are included in the assets' carrying amounts or recognized as separate assets, as appropriate, only when it is probable that future economic benefits associated with the items will flow to the group and the cost of the items can be measured reliably. All other costs, such as repairs and maintenance, are expensed in the consolidated income statement during the period in which they are incurred.

3.5 Inventories

Inventories are stated at the lower of cost and net realisable value. Cost comprises direct materials computed using first-in, first-out method and, where applicable, direct labour and those overheads that have been incurred in bringing the inventories to their present location and condition. Net realisable value is calculated as the actual or estimated selling price less all further costs of completion and estimated costs necessary to make the sale.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

3.6 Financial assets

The group's accounting policies for financial assets other than investments in subsidiaries and associates are set out below.

Classification of financial assets

Financial assets other than hedging instruments are classified into the following categories: (i) loans and receivables, and (ii) available-for-sale financial assets.

(i) Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. Loans and receivables are subsequently measured at amortised cost using the effective interest method, less any impairment losses. Amortised cost is calculated taking into account any discount or premium on acquisition and includes fee that are an integral part of the effective interest rate and transaction cost. Gains and losses are recognised in the income statement when the loans and receivables are derecognised or impaired, as well as through the amortisation process.

(ii) Available-for-sale financial assets

Available-for-sale financial assets include non-derivative financial assets that are either designated to this category or do not qualify for inclusion in any of the other categories of financial assets. All financial assets within this category are subsequently measured at fair value. Gain or loss arising from a change in the fair value is recognised directly in equity, except for impairment losses and foreign exchange gains and losses, until the financial asset is derecognised, at which time the cumulative gain or loss previously recognised in equity would be recognised in income statement. Upon disposal, the cumulative gain or loss previously recognised in equity is transferred to the income statement.

Management determines the classification of its financial assets at initial recognition depending on the purpose for which the financial assets were acquired and where allowed and appropriate, re-evaluates this designation at every reporting date.

Recognition and derecognition of financial assets

All financial assets are recognised when, and only when, the group becomes a party to the contractual provisions of the instrument. Regular way purchases of financial assets are recognised on trade date. When financial assets are recognised initially, they are measured at fair value, plus, in the case of investments not at fair value through profit or loss, directly attributable transaction costs.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

3.6 Financial assets (Continued)

Recognition and derecognition of financial assets (Continued)

Derecognition of financial assets occurs when the rights to receive cash flows from the financial assets expire or are transferred and substantially all of the risks and rewards of ownership have been transferred. At each balance sheet date, financial assets are reviewed to assess whether there is objective evidence of impairment. If any such evidence exists, impairment loss is determined and recognised based on the classification of the financial asset.

Impairment of financial assets

At each balance sheet date, financial assets other than at fair value through profit or loss are reviewed to determine whether there is any objective evidence of impairment. If any such evidence exists, the impairment loss is measured and recognised as follows:

(i) Loans and receivables

A provision for impairment on loans and receivables carried at amortised cost is established when there is objective evidence that the group will not be able to collect all amounts due according to the original terms of the loans and receivables. Significant financial difficulties of the debtor, probability that the debtor will enter bankruptcy or financial reorganisation, and default or delinquency in payments are considered indicators that the loans and receivables are impaired. If there is objective evidence that an impairment loss on loans and receivables carried at amortised cost has been incurred, the amount of the loss is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows (excluding future credit losses that have not been incurred) discounted at the financial asset's original effective interest rate (i.e. the effective interest rate computed at initial recognition). The carrying amount of the loans and receivables is reduced through the use of an allowance account, and the amount of the loss is recognised in the income statement of the period in which the impairment occurs.

If, in subsequent period, the amount of the impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment was recognised, the previously recognised impairment loss is reversed to the extent that it does not result in a carrying amount of the financial asset exceeding what the amortised cost would have been had the impairment not been recognised at the date the impairment is reversed. The amount of the reversal is recognised in income statement of the period in which the reversal occurs.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

3.6 Financial assets (Continued)

(ii) Available-for-sale financial assets

When a decline in the fair value of an available-for-sale financial asset has been recognised directly in equity and there is objective evidence that the asset is impaired, an amount is removed from equity and recognised in the income statement as impairment loss. That amount is measured as the difference between the asset's acquisition cost (net of any principal repayment and amortisation) and current fair value, less any impairment loss on that asset previously recognised in the income statement.

Reversals in respect of investment in equity instruments classified as available-for-sale are not recognised in the income statement. The subsequent increase in fair value is recognised directly in equity. Impairment losses in respect of debt securities are reversed if the subsequent increase in fair value can be objectively related to an event occurring after the impairment loss were recognised. Reversal of impairment losses in such circumstances are recognised in the income statement.

3.7 Cash and cash equivalents

Cash and cash equivalents include cash at bank and in hand, demand deposits with bank or financial institutions and short-terms highly liquid investments that are readily convertible into known amounts of cash and which are subject to an insignificant risk of change in value, having been within three months of maturity at acquisition.

3.8 Impairment of assets

The group's property, plant and equipment and the company's investments in subsidiaries are subject to impairment testing.

An impairment loss is recognised as an expense immediately for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of fair value, reflecting market conditions less costs to sell, and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects the current market assessment of the time value of money and the risk specific to the asset.

For the purposes of assessing impairment, where an asset does not generate cash inflows largely independent from those from other assets, the recoverable amount is determined for the smallest group of assets that generate cash inflow independently (i.e. cash-generating units). As a result, some assets are tested individually for impairment and some are tested at the cash-generating unit level.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

3.8 Impairment of assets (Continued)

Impairment losses is charged pro rata to the assets in the cash generating unit, except that the carrying value of an asset will not be reduced below its individual fair value less cost to sell, or value in use, if determinable.

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

3.9 Financial liabilities

The financial liabilities include trade and other payables, amounts due to group and related companies and borrowings.

Financial liabilities are recognised when the group or the company becomes a party to the contractual agreements of the instrument. All interest related charges are recognised as an expense in the income statement.

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires.

Where an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as a derecognition of the original liability and the recognition of a new liability, and the difference in the respective carrying amount is recognised in the income statement.

Finance lease liabilities

Finance lease liabilities are measured at initial value less the capital element of lease repayments (see note 3.14).

Borrowings

Borrowings are recognised initially at fair value, net of transaction costs incurred. Borrowings are subsequently stated at amortised cost; any difference between the proceeds (net of transaction costs) and the redemption value is recognised in the income statement over the period of the borrowings using the effective interest method. Borrowings are classified as current liabilities unless the group has an unconditional right to defer settlement of the liability for at least twelve months after the balance sheet date.

Trade and other payables

Trade and other payables are recognised initially at their fair value and subsequently measured at amortised cost, using the effective interest method.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

3.10

Employee benefits

Retirement benefits costs

The company operates a defined contribution Mandatory Provident Fund retirement benefits scheme (the "MPF Scheme") under the Mandatory Provident Fund Schemes Ordinance, for all of its employees in Hong Kong. The MPF Scheme became effective on 1 December 2000. Contributions are made based on a percentage of the employees' basic salaries, limited to a maximum of HK\$1,000 per month, and are charged to the income statement as they become payable in accordance with the rules of the MPF Scheme. The assets of the MPF Scheme are held separately from those of the company in an independently administered fund. The company's employer contributions vest fully with the employees when contributed into the MPF Scheme. The employees of the group's subsidiary which operates in Mainland China are required to participate in a central pension scheme operated by the local municipal government. The subsidiary is required to contribute certain percentage of its payroll costs to the central pension scheme. The contributions are charged to the income statement as they become payable in accordance with the rules of the central pension scheme.

Short-term employee benefits

Employee entitlements to annual leave are recognised when they accrue to employees. A provision is made for the estimated liability for annual leave as a result of services rendered by employees up to the balance sheet date. Non-accumulating compensated absences such as sick leave and maternity leave are not recognised until the time of leave.

3.11

Share capital

Ordinary shares are classified as equity. Share capital is determined using the nominal value of shares that have been issued.

The transaction costs of an equity transaction are accounted for as deduction from equity (net of any related income tax benefits) to the extent they are incremental cost directly attributable to the equity transaction that otherwise would have been avoided. The cost of an equity transaction that is abandoned are recognised as an expense.

3.12

Foreign currency translation

The consolidated financial statements are presented in Hong Kong Dollars (HK\$), which is also the functional currency of the company.

In the individual financial statements of the consolidated entities, foreign currency transactions are translated into the functional currency of the individual entity using the exchange rates prevailing at the dates of the transactions. At the balance sheet date, monetary assets and liabilities denominated in foreign currencies are translated at the foreign exchange rates ruling at the balance sheet date. Foreign exchange gains and losses resulting from the settlement of such transactions and from the balance sheet date retranslation of monetary assets and liabilities are recognised in the income statement.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

3.12 Foreign currency translation (Continued)

Non-monetary items are 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 and are reported as part of the fair value gain or loss. Non-monetary items that are measured in terms of historical cost in a foreign currency are not re-translated.

In the consolidated financial statements, all individual financial statements of foreign operations, originally presented in a currency different from the group's presentation currency, have been converted into Hong Kong dollars. Assets and liabilities have been translated into Hong Kong dollars at the closing rate at the balance sheet date. Income and expenses have been converted into Hong Kong dollars at the exchange rates ruling at the transaction dates, or at the average rates over the reporting period, provided that the exchange rates do not fluctuate significantly. Any differences arising from this procedure have been dealt with separately in the exchange reserve in equity.

Other exchange differences arising from the translation of the net investment in foreign entities and of borrowings are taken to shareholders' equity. When a foreign operation is sold, such exchange differences are recognized in the income statement as part of the gain or loss on the sale.

3.13 Accounting for income taxes

Income tax comprises current tax and deferred tax.

Current income tax assets and/or liabilities comprise those obligations to, or claims from, tax authorities relating to the current or prior reporting period, that are unpaid at the balance sheet date. They are calculated according to the tax rates and tax laws applicable to the periods to which they relate, based on the taxable profit for the year. All changes to current tax assets or liabilities are recognised as a component of income tax expense in the income statement.

Deferred tax is calculated using the liability method on temporary differences at the balance sheet date between the carrying amounts of assets and liabilities in the financial statements with their respective tax bases. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are recognised for all deductible temporary differences, tax losses available to be carried forward as well as other unused tax credits, to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, unused tax losses and unused tax credits can be utilised.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

3.13 Accounting for income taxes (Continued)

Deferred tax is calculated, without discounting, at tax rates that are expected to apply in the period the liability is settled or the asset realised, provided they are enacted or substantively enacted at the balance sheet date.

Changes in deferred tax assets or liabilities are recognised in the income statement, or in equity if they relate to items that are charged or credited directly to equity.

3.14 Leases

An arrangement, comprising a transaction or a series of transactions, is or contains a lease if the group determines that the arrangement conveys a right to use a specific asset or assets for an agreed period of time in return for a payment or a series of payments. Such a determination is made based on an evaluation of the substance of the arrangement and is regardless of whether the arrangement takes the legal form of a lease.

(i) Classification of assets leased to the group

Assets that are held by the group under leases which transfer to the group substantially all the risks and rewards of ownership are classified as being held under finance leases. Leases which do not transfer substantially all the risks and rewards of ownership to the group are classified as operating leases.

(ii) Assets acquired under finance leases

Where the group acquires the use of assets under finance leases, the amounts representing the fair value of the leased assets, or, if lower, the present value of the minimum lease payments, of such assets are included in property, plant and equipment and the corresponding liabilities, net of finance charges, are recorded as obligation under finance leases.

Subsequent accounting for assets held under finance lease agreements corresponds to those applied to comparable acquired assets. The corresponding finance lease liability is reduced by lease payments less finance charges.

Finance charges implicit in the lease payments are charged to income statement over the period of the leases so as to produce an approximately constant periodic rate of charge on the remaining balance of the obligations for each accounting period.

(iii) Operating lease charges as the lessee

Where the group has the use of assets held under operating leases, payments made under the leases are charged to the income statement on a straight-line basis over the lease terms except where an alternative basis is more representative of the pattern of benefits to be derived from the leased assets.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

3.15 Recognition of revenue

Revenue comprises the fair value for the sale of goods, rendering of services and the use by others of the group's assets yielding interest, net of rebates and discounts. Provided it is probable that the economic benefits will flow to the group and the revenue and costs, if applicable, can be measured reliably, revenue is recognised as follows :

Revenue from the sale of goods is recognised when the significant risks and rewards of ownership of the goods have been transferred to customers. This is usually taken as the time when the goods are delivered and the customer has accepted the goods.

Rental income from properties letting under operating leases is recognised on a straight line basis over the lease terms.

Interest income is recognised on a time proportion basis using the effective interest rate method.

3.16 Related parties

Parties are considered to be related to the group if :

- (i) directly, or indirectly through one or more intermediaries, the party :
 - controls, is controlled by, or is under common control with, the group;
 - has an interest in the group that gives it significant influence over the group;
 - has joint control over the group;
- (ii) the party is a jointly-controlled entity;
- (iii) the party is an associate;

(iv) the party is a member of the key management personnel of the group or its parent;

(v) the party is a close member of the family of any individual referred to in (i) or (iv);

(vi) the party is an entity that is controlled, jointly-controlled or significantly influenced by or for which significant voting power in such entity resides with, directly or indirectly, any individual referred to in (iv) or (v); or

(vii) the party is a post-employment benefit plan for the benefit of employees of the group, or of any entity that is a related party of the group.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

3.17 Provisions and contingent liabilities

Provisions are recognised when the group has a present obligation (legal or constructive) as a result of a past event, and it is probable that an outflow of economic benefits will be required to settle the obligation and a reliable estimate can be made. Where the time value of money is material, provisions are stated at the present value of the expenditure expected to settle the obligation. All provisions are reviewed at each balance sheet date and adjusted to reflect the current best estimate.

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

Contingent liabilities are recognised in the course of the allocation of purchase price to the assets and liabilities acquired in a business combination. They are initially measured at fair value at the date of acquisition unless the fair value cannot be measured reliably, and subsequently measured at the higher of the amount that would be recognised in a comparable provision as described above and the amount initially recognised less any accumulated amortisation, if appropriate.

4. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS

Estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

The group makes estimates and assumptions concerning the future. The resulting accounting estimates will, by definition, seldom equal the related actual results. The estimates and assumptions 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 :

Depreciation and amortisation

The group and company depreciated the property, plant and equipment on a straight-line basis over the estimated useful lives, starting from the date on which the assets are placed into productive use. The estimated useful lives reflect the directors' estimate of the periods that the group intends to derive future economic benefits from the use of the group's and company's property, plant and equipment.

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4. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS (Continued)

Impairment of receivables

The policy for the impairment of receivables of the group is based on the evaluation of collectibility and ageing analysis of accounts and on the management's judgement. A considerable amount of judgement is required in assessing the ultimate realisation of these receivables, including the current creditworthiness and the past collection history of each debtor.

Net realisable value of inventories

Net realisable value of inventories is the actual or estimated selling price in the ordinary course of business, less further costs of completion and the estimated costs necessary to make the sale. These estimates are based on the current market condition and the historical experience of selling products of similar nature. It could change significantly as a result of competitor actions in response to the changes in market condition. Management reassess these estimations at the balance sheet date.

Current taxation and deferred taxation

The group is subject to income taxes in Hong Kong and the People's Republic of China ("PRC"). Significant judgement is required in determining the amount of the provision of taxation and the timing of payment of the related taxations. There are many transactions and calculations for which the ultimate tax determination is uncertain during the ordinary course of business. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will impact the income tax and deferred tax provisions in the period in which such determination is made.

5. TURNOVER

Revenue, which is also the group's turnover, represents total invoiced value of goods supplied, less discounts and returns.

6. OTHER INCOME

	2008 HK\$	2007 HK\$	2006 HK\$
Gain on disposal of property, plant and equipment	94	347,500	150
Interest income	2,384,538	2,289,039	1,761,425
Rental income, less outgoings	268,800	268,800	268,800
Sundry income	2,697,363	1,787,853	768,306
	5,350,795	4,693,192	2,798,681

7. FINANCE COSTS

	2008 HK\$	2007 HK\$	2006 HK\$
Interest charges on :			
- Discounted bills	210,016	405,953	265,063

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8. PROFIT BEFORE INCOME TAX

	2008 HK\$	2007 HK\$	2006 HK\$
Profit before income tax is arrived at after charging :			
Amortisation of advanced lease payments	427,392	424,328	415,454
Auditors' remuneration	285,000	270,000	187,020
Cost of inventories recognised as expenses	176,141,949	213,147,126	125,843,197
Depreciation of property, plant and equipment	10,166,942	5,752,971	4,414,388
Exchange (gain)/loss, net	(203,865)	1,141,163	598,754
Loss on disposal of available for sale financial assets	34,344	87,565	9,178
Operating lease charges in respect of land and buildings	1,861,592	1,343,100	1,334,433
Retirement benefits scheme contributions	277,902	255,399	226,818
Staff costs (excluding retirement benefits scheme contributions)	23,882,056	23,430,733	14,213,294

9. INCOME TAX EXPENSE

	2008 HK\$	2007 HK\$	2006 HK\$
The tax charge comprises :			
Hong Kong profits tax			
- current year	3,908,368	6,480,183	3,922,325
- under/(over)provision in prior years	16,512	1,549	(71,627)
PRC Foreign Enterprise Income Tax			
- current year	459,206	1,100,442	-
- (over)/under provision in prior years	(10,000)	732,849	-
	4,374,086	8,315,023	3,850,698
Deferred tax (Note 26)			
- current year	(200,835)	533,712	62,000
Total income tax expense	4,173,251	8,848,735	3,912,698

Hong Kong profits tax has been provided at the rate of 17.5% (2007 : 17.5% and 2006 : 17.5%) on the group's estimated assessable profits arising in Hong Kong for the year.

9. INCOME TAX EXPENSE (Continued)

Reconciliation between tax expense and accounting profit at applicable tax rates :

	2008 HK\$	2007 HK\$	2006 HK\$
Profit before income tax	29,679,534	74,021,948	36,228,139
Notional tax on profit before income tax, calculated at the rates applicable to profits in the tax jurisdictions concerned	4,649,735	12,867,002	6,028,317
Tax effect of non-deductible expenses	324,620	440,037	1,105,380
Tax effect of non-taxable revenue	(4,110,784)	(6,390,922)	(4,248,502)
Tax effect on temporary differences not recognised	715,642	(160,409)	478,546
Tax effect on unrecognised tax losses	2,587,526	1,358,629	620,584
Underprovision in prior years	6,512	734,398	(71,627)
Actual tax expense	4,173,251	8,848,735	3,912,698

10. PROFIT FOR THE YEAR

Of the consolidated profit attributable to shareholders of HK\$25,506,283, HK\$65,173,213 and HK\$32,315,441 in 2008, 2007 and 2006 respectively, HK\$39,423,630, HK\$74,184,878 and HK\$39,334,216 in 2008, 2007 and 2006 respectively have been dealt with in the financial statements of the company.

11. DIVIDENDS

	2008 HK\$	2007 HK\$	2006 HK\$
Dividends attributable to the year :			
First interim dividend of HK\$2,524,985 (2007 : HK\$1,165,043 and 2006 : HK\$1,667,865) per share	5,049,970	2,330,086	3,335,730
Second interim dividend of HK\$5,833,098 (2007 : HK\$4,352,339 and 2006 : HK\$2,336,824) per share	11,666,197	8,704,677	4,673,649
Third interim dividend of Nil (2007 : HK\$4,421,894 and 2006 : HK\$2,014,406) per share	-	8,843,788	4,028,813
Fourth interim dividend of Nil (2007 : HK\$4,994,086 and 2006 : HK\$2,562,586) per share	-	9,988,171	5,125,173
	16,716,167	29,866,722	17,163,365

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12.
Group

PROPERTY, PLANT AND EQUIPMENT

	Buildings HK\$	Leasehold improvements HK\$	Construction in progress HK\$	Plant and machinery HK\$	Furniture and fixtures HK\$	Motor vehicles HK\$	Computer equipment and software HK\$	Total HK\$
At 1 April 2006								
Cost	36,754,228	10,822,209	-	33,801,485	4,976,520	5,016,736	1,896,641	93,267,819
Accumulated depreciation	(9,124,695)	(9,660,704)	-	(24,298,052)	(3,639,683)	(3,154,422)	(1,729,602)	(51,607,158)
Net book amount	27,629,533	1,161,505	-	9,503,433	1,336,837	1,862,314	167,039	41,660,661
Year ended 31 March 2007								
Opening net book amount	27,629,533	1,161,505	-	9,503,433	1,336,837	1,862,314	167,039	41,660,661
Additions	18,091	714,741	3,447,558	12,564,831	245,753	782,951	233,057	18,006,972
Disposals	-	-	-	-	(660)	(15,555)	(150)	(16,275)
Depreciation	(2,171,707)	(763,209)	-	(1,472,889)	(392,155)	(761,851)	(191,160)	(5,752,961)
Exchange differences	953,978	-	-	240,544	35,102	40,931	1,322	1,271,877
Reclassifications	957,159	-	(2,837,672)	1,880,513	-	-	-	-
Closing net book amount	27,387,054	1,113,037	609,886	22,716,432	1,224,877	1,908,790	210,108	55,170,086
At 31 March 2007								
Cost	38,684,246	10,630,874	609,886	48,310,888	5,204,128	5,589,456	2,130,013	111,159,481
Accumulated depreciation	(11,297,192)	(9,517,837)	-	(25,594,456)	(3,979,251)	(3,680,666)	(1,919,905)	(55,989,257)
Net book amount	27,387,054	1,113,037	609,886	22,716,432	1,224,877	1,908,790	210,108	55,170,224
Year ended 31 March 2008								
Opening net book amount	27,387,054	1,113,037	609,886	22,716,432	1,224,877	1,908,790	210,108	55,170,224
Additions	-	-	6,780,946	3,958,891	73,740	790,251	111,646	11,715,474
Disposals	-	-	-	(34,300)	-	(2,106)	-	(36,706)
Depreciation	(2,256,840)	(463,581)	-	(5,907,397)	(443,656)	(904,600)	(190,868)	(10,167,032)
Exchange differences	1,878,883	-	345,123	679,609	79,145	100,412	2,459	3,085,631
Reclassifications	427,081	-	(628,941)	194,000	7,860	-	-	-
Closing net book amount	27,436,178	649,456	7,107,014	21,607,235	941,966	1,892,747	133,345	59,767,935

At 31 March
2008

Cost	40,995,158	10,630,874	7,107,014	53,262,896	5,407,450	6,609,833	2,249,796	126,263
Accumulated depreciation	(13,558,980)	(9,981,418)	-	(31,655,661)	(4,465,484)	(4,717,086)	(2,116,451)	(66,495)
Net book amount	27,436,178	649,456	7,107,014	21,607,235	941,966	1,892,747	133,345	59,767

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12. PROPERTY, PLANT AND EQUIPMENT (Continued)
Company

	Buildings HK\$	Leasehold Improvements HK\$	Plant and machinery HK\$	Furniture and fixtures HK\$	Motor vehicles HK\$	Computer equipment and software HK\$	Total HK\$
At 1 April 2006							
Cost	2,829,732	2,790,737	3,802,180	1,593,416	1,944,233	1,125,032	14,085,330
Accumulated depreciation	(2,089,234)	(2,351,495)	(472,750)	(1,361,576)	(1,788,607)	(997,251)	(9,060,913)
Net book amount	740,498	439,242	3,329,430	231,840	155,626	127,781	5,024,417
Year ended 31 March 2007							
Opening net book amount	740,498	439,242	3,329,430	231,840	155,626	127,781	5,024,417
Additions	-	714,741	8,825,718	160,399	-	204,312	9,905,170
Disposals	-	-	-	(660)	-	(150)	(810)
Depreciation	(141,487)	(231,656)	(722,477)	(103,723)	(107,921)	(155,767)	(1,463,031)
Closing net book amount	599,011	922,327	11,432,671	287,856	47,705	176,176	13,465,746
At 31 March 2007							
Cost	2,829,732	2,599,402	12,627,898	1,689,183	1,944,233	1,324,164	23,014,612
Accumulated depreciation	(2,230,721)	(1,677,075)	(1,195,227)	(1,401,327)	(1,896,528)	(1,147,988)	(9,548,866)
Net book amount	599,011	922,327	11,432,671	287,856	47,705	176,176	13,465,746
Year ended 31 March 2008							
Opening net book amount	599,011	922,327	11,432,671	287,856	47,705	176,176	13,465,746
Additions	-	-	421,454	-	-	80,551	502,005
Disposals	-	-	(34,300)	-	-	-	(34,300)
Depreciation	(141,487)	(276,861)	(3,036,258)	(107,531)	(47,705)	(154,100)	(3,763,942)
Closing net book amount	457,524	645,466	8,783,567	180,325	-	102,627	10,169,509
At 31 March 2008							
Cost	2,829,732	2,599,402	13,015,052	1,689,183	1,944,233	1,399,675	23,477,277
	(2,372,208)	(1,953,936)	(4,231,485)	(1,508,858)	(1,944,233)	(1,297,048)	(13,307,768)

Accumulated depreciation							
Net book amount	457,524	645,466	8,783,567	180,325	-	102,627	10,169,509

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13.

ADVANCED LEASE PAYMENTS

	Group	Company
2008		