

(Amounts expressed in Hong Kong dollars)  
(以港元計算)

NOTES TO THE FINANCIAL STATEMENTS  
財務報表附註



## 1. ORGANISATION AND OPERATION

The Company was incorporated in the Cayman Islands on 2nd January, 2001 as an exempted company with limited liability under the Companies Law (2000 Revision) of the Cayman Islands.

The Company is an investment holding company. During the period from 2nd January, 2001 (date of incorporation) to 31st March, 2001 (“the period”), the Company has remained inactive.

## 2. PRINCIPAL ACCOUNTING POLICIES

The financial statements have been prepared in accordance with Statements of Standard Accounting Practice issued by the Hong Kong Society of Accountants, accounting principles generally accepted in Hong Kong, the disclosure requirements of the Hong Kong Companies Ordinance and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited. The financial statements have been prepared on the historical cost basis.

## 3. AMOUNTS DUE FROM/TO RELATED COMPANIES

Parties are considered to be related if one party has the ability, directly or indirectly, to control or exercise significant influence over the other party in making financial and operating decisions. Parties are also considered to be related if they are subject to common control or common significant influence.

The amounts due from/to related companies are unsecured, non-interest bearing and have no pre-determined repayment terms.

## 4. LOSS ATTRIBUTABLE TO SHAREHOLDERS

Loss attributable to shareholders is determined after charging the following:

## 1. 組織及業務

本公司於二零零一年一月二日根據開曼群島公司法(二零零零年修訂本)於開曼群島註冊成立為受豁免有限公司。

本公司為投資控股公司，於二零零一年一月二日至二零零一年三月三十一日期間(「期間」)，本公司並無進行任何業務。

## 2. 主要會計政策

財務報表乃根據香港會計師公會頒佈之會計實務準則、香港普遍採納之會計準則、香港公司條例之披露規定及香港聯合交易所有限公司證券上市規則而編撰。財務報表乃按歷史成本編撰。

## 3. 應收／應付關連公司款項

關連人士指可直接或間接控制另一方，或在作出財務及營運決策時對另一方行使重大影響力之人士。共同受他人控制或受他人重大影響之人士亦視為關連人士。

應收／應付關連公司款項均為無抵押及免息，且無既定還款期。

## 4. 股東應佔虧損

股東應佔虧損已扣除下列各項：

二零零一年  
2001  
\$'000  
千元

Staff costs (including directors' emoluments)	員工成本 (包括董事酬金)	—
Auditors' remuneration	核數師酬金	120



## 5. SHARE CAPITAL

On 2nd January, 2001, the Company was incorporated with an authorised share capital of \$350,000, divided into 3,500,000 shares of \$0.1 each, one of which was allotted and issued for cash at par. The changes in share capital of the Company which took place subsequent to 31st March, 2001 and up to the date of approving these financial statements are described in Note 7.

## 6. SUBSEQUENT EVENTS

The following transactions took place subsequent to 31st March, 2001 and up to the date of this report:

### a. Group reorganisation

On 3rd April, 2001, the Group completed a reorganisation in preparation for a listing of shares of the Company on The Stock Exchange of Hong Kong Limited ("the Stock Exchange"). On 3rd May, 2001, the shares of the Company were listed on the Stock Exchange.

### b. Share capital and reserves

- (i) On 3rd April, 2001, the authorised share capital of the Company was increased from \$350,000 to \$100,000,000 by the creation of an additional 996,500,000 new shares of \$0.1 each, ranking pari passu with the existing share capital of the Company.
- (ii) On 3rd April, 2001, as part of the Group reorganisation, the Company allotted and issued 999 shares of \$0.1 each, credited as fully paid, in consideration for the acquisition of the entire issued share capital of Yew Sang Hong (BVI) Limited.
- (iii) On 3rd April, 2001, a total of 169,999,000 share of \$0.1 each were allotted as fully paid at par to the holders of the shares on the register of members of the Company, in proportion to their respective shareholdings as at the close of business on 10th April, 2001, by way of the capitalisation of the sum of \$16,999,900 standing to the credit of the share premium account of the Company, conditional on the share premium account being credited as a result of the issue of new shares to the public as detailed in (iv) and (v) below.

## 5. 股本

本公司於二零零一年一月二日註冊成立當時，法定股本為350,000元，分為3,500,000股每股面值0.1元之股份，其中一股已配發及發行以換取現金代價。二零零一年三月三十一日至本財務報表之批准日期期間之本公司股本變動載於附註7。

## 6. 結算日後事項

下列交易於二零零一年三月三十一日至本報告日期期間進行：

### a. 集團重組

於二零零一年四月三日，本集團完成為準備本公司股份於香港聯合交易所（「聯交所」）上市之重組。於二零零一年五月三日，本公司股份在聯交所上市。

### b. 股本及儲備

- (i) 於二零零一年四月三日，本公司藉增設996,500,000股每股面值0.1元之新股（與本公司現有股本享有同等權益），將法定股本由350,000元增至100,000,000元。
- (ii) 於二零零一年四月三日，根據本集團重組，本公司配發及發行999股每股面值0.1元之入賬列作繳足股份，作為收購Yew Sang Hong (BVI) Limited全部已發行股本之代價。
- (iii) 於二零零一年四月三日，本公司將本公司股份溢價賬之進賬16,999,900元撥充資本（須待本公司股份溢價賬因下文(iv)及(v)所詳述向公眾人士發行新股而出現進賬後方可作實），按面值向二零零一年四月十日辦公時間結束時名列本公司股東名冊之股份持有人就當時彼等各自之持股比例配發169,999,000股每股面值0.1元之繳足股份。

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6. SUBSEQUENT EVENTS (Continued)

b. Share capital and reserves (Continued)

- (iv) On 25th April, 2001, a total of 10,000,000 shares of \$0.1 each were issued to the public at \$1 each for a total cash consideration, before expenses, of \$10,000,000.
- (v) On 25th April, 2001, a total of 20,000,000 share of \$0.1 each were issued under private placement at \$1 each for a total cash consideration, before expenses, of \$20,000,000.

A summary of the above movements in the issued share capital of the Company is as follows:

6. 結算日後事項 (續)

b. 股本及儲備 (續)

- (iv) 於二零零一年四月二十五日，本公司按每股1元之價格向公眾人士發行合共10,000,000股每股面值0.1元之股份，總現金代價為10,000,000元(未扣除有關開支)。
- (v) 於二零零一年四月二十五日，本公司根據私人配售按每股1元之價格發行合共20,000,000股每股面值0.1元之股份，總現金代價為20,000,000元(未扣除有關開支)。

本公司之已發行股本變動之概要如下：

		Number of shares issued 已發行股份 數目	Nominal value of shares issued 已發行股份 面值
	Note 註	'000 千股	\$'000 千元
Shares allotted and issued for cash on incorporation and as at 31st March, 2001	於註冊當時及二零零一年三月三十一日配發及發行股份以換取現金代價	—	—
Shares issued as consideration for the acquisition of the entire issued share capital of Yew Sang Hong (BVI) Limited	為支付收購Yew Sang Hong (BVI) Limited全部已發行股本之代價而發行股份 (ii)	1	—
Capitalisation of the share premium account	將股份溢價賬撥充資本 (iii)	169,999	17,000
New issue on public listing	根據公開上市發行新股 (iv)	10,000	1,000
New issue on private placing	根據私人配售發行新股 (v)	20,000	2,000
		200,000	20,000



## 6. SUBSEQUENT EVENTS (Continued)

### c. Share option scheme

Under the terms of the Company's share option scheme adopted on 3rd April, 2001, the directors of the Company may, at their discretion, grant options to the employees, including executive directors of the Company and its subsidiaries to subscribe for shares of the Company. A nominal consideration of \$1 is payable on acceptance of the grant of an option and will entitle the holders to subscribe for shares during such periods, in any event not later than 5 years from the date of grant of the option, as may be determined by the directors of the Company at a price not less than the higher of (i) the nominal value of the shares, and (ii) 80% of the average of the closing price of the shares on the Stock Exchange for the five trading days immediately preceding the date of the grant of the option. The maximum number of shares in respect of which options may be granted under the share option scheme shall not exceed, in nominal amount, 10% of the share capital of the Company in issue from time to time, or the maximum number of shares in respect of which options may be granted to any employee may not exceed 25% of the maximum number of shares in respect of which options may be granted under the share option scheme. Any shares allotted and issued on the exercise of option will rank pari passu with the other shares in issue at the date of exercise of the relevant option.

Up to the date of this report, no share options have been granted pursuant to the share option scheme.

## 7. APPROVAL OF THE FINANCIAL STATEMENTS

The financial statements were approved by the board of directors on 27th July, 2001.

## 6. 結算日後事項 (續)

### c. 購股權計劃

根據本公司於二零零一年四月三日採納之購股權計劃，本公司董事可酌情向本公司及其附屬公司之僱員（包括執行董事）授出可認購本公司股份之購股權。接納每份購股權須支付1元之象徵式代價，持有人可於本公司董事指定之期間（無論如何不遲於授出購股權日期起計五年）認購股份。認購價不得少於(i)股份之面值或(ii)授出購股權當日前五個交易日股份於聯交所之平均收市價之80%（以較高者為準）。根據購計劃授出之購股權可認購之股份總數不得超過本公司當時已發行股本10%，而任何僱員獲授之購股權所涉及之股份總數不得超過根據購股權計劃授出之購股權可認購之股份總數25%。因行使購股權而配發及發行之股份與行使有關購股權當日其他已發行股份享有同等之權益。

截至本報告結算日期，本公司並無根據購股權計劃授出任何購股權。

## 7. 財務報表之批准

財務報表已於二零零一年七月二十七日獲董事會批准。