

The financial year under review for the Group was still a difficult year which could be inferred from the shrinkage in the global market, especially following the occurrence of the "911" incident in the United States in 2001. The Group recorded a net loss from ordinary activities attributable to shareholders of HK\$212,168,000 for the year as compared to HK\$38,667,000 last year, although the Group recorded an approximately 35% increase in turnover from HK\$18,214,000 last year to HK\$24,500,000 for the year. The loss contributed mainly to (a) the amortisation and provision for impairment loss on the Group's goodwill arising from its acquisitions of the internet and electronic wireless headsets businesses in the previous year; (b) the impairment loss for the Group's investment in the flour mill in Liangyungang in the People's Republic of China ("PRC") and (c) the impairment loss for the investment in a property under development in Malaysia.

#### PROPERTY INVESTMENT

During the year, the Group did not have any acquisition and disposition of properties. There was no significant change in the value of the Group's properties in Hong Kong and provision for revaluation deficit of these properties amounted to approximately HK\$1,070,000. Annual rental yield for the Group's investment properties is approximately 7.3% showing a moderate decrease of 0.2% from 7.5% last year. The maintenance of a stable rental yield for the Group's investment properties under the continuing slowing down in the property market was the effort of the Group's efficient management in its investment properties. As for the Group's investment in a property under development in Malaysia, in light of the prevailing market conditions, an impairment loss of approximately HK\$37,390,000 was provided by the directors during the year.

#### INTERNET

An average of 68% growth in revenue from the portal sites operation as compared to that of last year, has reflected the wide-spread recognition by customers of the Group's provision of property information and credit risk analysis information services. During the year, the Group has been operating websites namely <http://www.landsearch.com.hk>, <http://www.ivaluer.com.hk>

回顧過去之財政年度，對本集團來說仍是一艱難的年度，原因是全球市場於二零零一年收縮，於美國發生「九一一」事件後情況尤其嚴重。本集團年內之股東應佔日常業務虧損淨額為212,168,000港元，而去年則為38,667,000港元，惟本集團之營業額由去年之18,214,000港元增至本年度之24,500,000港元，增幅約35%。而出現虧損之主因是：(a)本集團就其於去年收購之互聯網及無線耳筒業務產生之商譽作攤銷及減值虧損撥備；(b)本集團就在其設於中華人民共和國（「中國」）連雲港之麵粉廠之投資作減值虧損；及(c)就於馬來西亞之發展中物業之投資作減值虧損。

#### 物業投資

年內，本集團並無買賣任何物業。本集團在香港之物業價值並無重大變動，而此等物業之重估虧蝕撥備則約1,070,000港元。本集團投資物業之年租金回報率約7.3%，較去年之7.5%微降0.2%。由於本集團對投資物業管理得宜，故本集團之投資物業得以在持續放緩之物業市場中仍維持穩定之租金收益。至於本集團於馬來西亞發展中物業之投資，董事基於目前之市況，於年內就該物業作出約37,390,000港元之減值虧損撥備。

#### 互聯網

與去年比較，查冊網站業務之收入平均增長68%，由此可見本集團之物業資訊及信貸風險分析資訊服務深受客戶歡迎。年內，本集團透過其附屬公司經營三個網站，其網域名為<http://www.landsearch.com.hk>、<http://www.ivaluer.com.hk>及<http://www.ipropertyguard.com.hk>，另以其中一

[www.ivaluer.com.hk](http://www.ivaluer.com.hk) and <http://www.ipropertyguard.com.hk> by its subsidiaries and <http://www.legalsearch.com.hk> by one of its associates. Other than the traditional land search and valuation services for properties in Hong Kong, other value-added services including but not limited to the provision of enhanced email-alert services for movement of property encumbrance and litigation, comprehensive credit report and market analysis report were also available for its customers during the year. The directors are confident that the Group will increase its market share by continuing to provide high-quality and value-added services in a cost effective way in the forthcoming years. Moreover, the increasing requests in credit risk assessment and control by the society will definitely strengthen the position of the Group's role as a provider for property information and credit risk analysis information in the coming years. However, in view of the prevailing market conditions, an impairment loss on the goodwill arising from the acquisition of the portal sites business, of approximately HK\$70,383,000 was fully provided for during the year.

Despite the burst of the IT bubble in 2001, there is still a significant increase in the number of internet connections as a result of reducing internet connection costs and the emergence of internet appliances such as PDA and WebPhone. Information retrieval via internet is becoming more and more popular. The directors believe that the innovated information provision business via internet will surely enjoy an optimistic prospect.

## FILM PROCESSING

Up to the date of this report, the Group is operating four film processing and retail shops in Shenzhen, PRC, providing conventional film processing services and digital imaging services and products to its customers. Although, turnover from film processing business increased from HK\$2,981,000 last year to HK\$4,130,000 this year, its allocated loss from operating activities of HK\$8,559,000 was recorded for the year. The loss was mainly due to the closure of the Group's branches in the Shanghai region during the year and the keen competition in the film processing industry in the PRC resulting in the fixed costs could not be covered by the profit contribution from its sales.

家聯營公司運作網域名為 <http://www.legalsearch.com.hk> 之網站。除傳統之香港物業查冊及估值服務外，並於年內為其客戶提供其他增值服務，包括（但不限於）有關物業產權負擔及訴訟變動之電郵警示服務、全面信貸報告及市場分析報告。董事有信心，如能於往後年度繼續以具成本效益之方式提供優質增值服務，本集團之市場佔有率定可提高。此外，隨着社會各界對信貸風險評估及監控之需求日增，定可於往後年度鞏固本集團作為物業資訊及信貸風險分析資料供應商之地位。然而，基於目前之市況，因收購入門網站業務產生之商譽之減值虧損約 70,383,000 港元已於年內作全數撥備。

雖然資訊科技泡沫於二零零一年爆裂，惟由於上網費用下降及個人數碼助理及互聯網電話等互聯網工具興起，上網數字仍有可觀增長。透過互聯網查閱資訊已越見流行。董事相信，透過互聯網提供創新之資訊供應業務，定必有可觀的前景。

## 膠卷沖印

截至本報告刊發日期止，本集團在中國深圳經營四家膠卷沖印零售店，為客戶提供傳統之膠卷沖印服務及數碼影像服務及產品。膠卷沖印業務之營業額由去年之 2,981,000 港元增至本年度之 4,130,000 港元，惟於年內仍錄得 8,559,000 港元之經營業務虧損。出現虧損之主因是本集團於年內關閉上海之分店，再加上中國之膠卷沖印業競爭激烈，導致銷售帶來之溢利未能抵銷固定成本。

**ELECTRONIC PRODUCTS**

During the year, the Group has increased its equity interest in a jointly-controlled entity which involves in the manufacturing and trading of wireless headsets from 50% to 75%, as a result, the operational results of the investment have been consolidated to the Group's result since January 2002. In view of the ever-changing technology in the telecommunication products and the performance of the business for the past year, an impairment loss on the goodwill of HK\$18,750,000 was made, and resulting in the loss from the operation for the year of approximately HK\$19,901,000. During the year, a research and development department has been established in Shenzhen, PRC for product modification as well as the development of new products applying its technology. By enriching the product features and enlarging its distribution channels through strategic alliance with certain potential partners with whom the Group is currently undergoing active negotiation, the directors are of the view that such steps will be one of the determinant factors for the successful launching of new models in the coming years.

**SECURITIES TRADING**

During the year, the Group did not acquire any listed investments. Loss from the disposal of marketable securities held from the previous year together with the additional provision for the unrealised loss on the listed investments held as at the balance sheet date amounted to approximately HK\$4,465,000.

**FOOD MANUFACTURING**

During the year, the sino party had been in default of payment for the guaranteed profit of the flour mill in Lianyungang, PRC (the "Flour Mill") pursuant to the underwriting agreement entered into between the Group and the sino party on 13 July, 2000 whereby the management of the Flour Mill has been underwritten by the sino party. In view of the continuing loss-making business of the Flour Mill and the estimated realisable values of the assets therein, full impairment provision for the investment in the Flour Mill was made during the year, resulting in the loss contribution of approximately HK\$24,250,000.

**電子產品**

年內，本集團將其於一家以生產及買賣無線耳筒為業務之共同控制機構之股本權益由50%增至75%，因此，該項投資之經營業績自二零零二年一月起已綜合於本集團之業績。基於電訊產品之科技日新月異及是項業務於過往期內之表現，而須作商譽減值虧損18,750,000港元，致使該業務於年內出現經營虧損約19,901,000港元。該業務之研究開發部已於年內在中國深圳成立，負責應用本身之科技改良產品及開發新產品。透過加強產品功能及與若干具潛力之合夥人（本集團現正就此作積極洽談）作策略性聯盟以壯大分銷渠道，董事認為，此舉將成為日後能否成功推出新型號之決定性因素之一。

**證券買賣**

年內，本集團並未購入任何上市證券。本集團因出售自去年一直持有之有價證券之虧損，連同就於結算日所持之上市投資之未變現虧損作出之額外撥備，約達4,465,000港元。

**食品生產**

年內，中方未能履行本集團與中方於二零零零年七月十三日訂立之承包協議（據此，中方承擔下述麵粉廠之管理工作），拖欠支付位於中國連雲港之麵粉廠（「麵粉廠」）之保證溢利。鑒於麵粉廠業務長期虧損及其資產之估計可變現價值，已於年內就於麵粉廠之權益作出全數減值撥備，因而導致有關之經營業務虧損約24,250,000港元。



## HOTEL INVESTMENT

The Group's investment in the hotel resort in Indonesia (the "Resort") of which the Group owns 50% equity interest recorded a stable increase in turnover to approximately HK\$14,700,000 during the year as compared to approximately HK\$4,700,000 for the six months' results last year. Pursuant to a shareholder agreement entered into between the Group and the other shareholder of the Resort on 2 April 2002, whereby the majority of the composition of board of directors of the Resort was conferred to the Group with effect from the agreement date thereon, the results of the Resort will therefore be consolidated to the Group's financial statements as a subsidiary starting from the coming financial year. The Group's share of loss of and the provision for amount due from the Resort aggregating to HK\$7,767,000 for the year resulted mainly from the maintenance cost incurred and the impairment loss provided for, the fixed assets of the Resort.

## CONTINGENT LIABILITIES

As at the balance sheet date, the Company had outstanding guarantees given to banks/financial institutions to secure general credit facilities granted to certain subsidiaries of the Group in the amount of HK\$63,000,000. Credit facilities in the aggregate amount of HK\$44,096,000 had been utilised by such subsidiaries in respect of these guarantees as at the balance sheet date.

## CHARGE ON GROUP'S ASSETS

As at 31 March 2002, certain of the Group's leasehold land and buildings and properties held for resale with carrying value of approximately HK\$130,229,000 were pledged to banks/financial institutions for the total interest-bearing loans granted to the Group of approximately HK\$51,208,000.

## LIQUIDITY AND FINANCIAL RESOURCES

As at 31 March 2002, the Group had a net current liabilities and net assets values of approximately HK\$34,450,000 and HK\$97,418,000 respectively. The total indebtedness of the Group (representing the aggregate amounts of loans from banks and loan providers) was approximately HK\$67,240,000 and charged

## 酒店投資

本集團投資於印尼之酒店渡假邨(本集團擁有其50%之股本權益) (「渡假邨」) 之營業額於年內穩定增長至大約14,700,000港元，而去年之六個月業績則約為4,700,000港元。根據本集團與渡假邨其他股東於二零零二年四月二日訂立之股東協議，由訂約日期開始，渡假邨董事會大部份成員均由本集團委聘，故渡假邨之業績由下個財政年度起在本公司之財務報表內綜合為附屬公司。本集團分佔渡假邨年內之虧損及就貸予渡假邨款項而作之減值撥備共約7,767,000港元，此虧損主要源自渡假邨內固定資產之維修保養及就此而作撥備之減值虧損。

## 或然負債

於結算日，本集團尚有向銀行／財務機構提供之未償還擔保63,000,000港元，乃作為本集團若干附屬公司獲批之一般信貸融資之抵押。於結算日，該等附屬公司已動用上述擔保涉及之信貸融資，總額為44,096,000港元。

## 本集團資產抵押

於二零零二年三月三十一日，本集團將賬面值約130,229,000港元之本集團若干租賃土地及樓宇及持作轉售物業押予銀行／財務機構，而獲取共約51,208,000港元之計息貸款。

## 流動資金及財政資源

於二零零二年三月三十一日，本集團之淨流動負債及資產淨值分別約34,450,000港元及97,418,000港元。本集團之總負債項(相當於來自銀行及貸款提供者之債項總額)約67,240,000港元(均按浮動息率計息)，其中約43,768,000港元須於一年內償還，其餘約

at floating interest rate, among which approximately HK\$43,768,000 will be repayable within one year and the majority of the remaining HK\$23,472,000 will be repayable within the second to fifth years. Moreover, except for approximately HK\$7,113,000 of the total indebtedness was denominated in Malaysian Ringitt, all the other indebtedness were denominated in Hong Kong dollars. The ratio of total indebtedness to shareholders' equity was about 0.7 times.

The Group's cash on hand as at 31 March 2002 was approximately HK\$4,443,000. Subsequent to the balance sheet date, pursuant to a subscription agreement dated 9 April 2002, net cash proceeds of approximately HK\$19,450,000 was received by the Group on 22 April 2002 by issuing 80,000,000 shares of HK\$0.01 each in the Company for the reduction of the Group's borrowings and its working capital requirements. The Group will continue to seek for long-term equity finance should suitable opportunity arise.

As at the balance sheet date, there was no other significant capital commitment which would require a substantial use of the Group's present cash resources or external funding, except for the commitment of approximately HK\$64,712,000 in respect of the property under development in Malaysia as mentioned under the section heading "Property Investment" above.

## HUMAN RESOURCES

As at 31 March 2002, the Group employed a total of 128 full-time staff, among which 65 staff were based in Hong Kong and 63 in the PRC. In addition to competitive remuneration package offered to the employees, share options of the Company may be granted by the Group in order to attract and retain talented employees. During the year, no share option has been granted.

23,472,000港元大部份須於第二至第五年內償還。此外，總負債項內除其中約7,113,000港元以馬來西亞幣值為結算單位外，所有其他負債項均以港元為結算單位。總負債項與股東權益之比率約為0.7倍。

本集團於二零零二年三月三十一日之手頭現金約4,443,000港元。於結算日後，按一項於二零零二年四月九日訂立之認購協議，本集團於二零零二年四月二十二日透過發行本公司股本中每股面值0.01港元股份80,000,000股而收取約19,450,000港元之淨現金收益，有關款項乃用以償還本集團之部份借款及作為本集團所需之營運資金。如機會合適，本集團將繼續物色長期之股本資金。

於結算日，除載於上文「物業投資」一節所述有關馬來西亞發展中物業約64,712,000港元之合約承擔外，概無任何其他須動用本集團大量現有現金資源或外來資金之重大資本承擔。

## 人力資源

於二零零二年三月三十一日，本集團之全職僱員總數有128人，其中65人駐於香港，另外63人則在中國。除為僱員提供吸引之薪酬組合外，本集團會授出本公司之購股權以吸引及挽留高質素之僱員。於本年度概無授出任何購股權。

## PROSPECTS

To summarise, the Group is currently at its final stage of the consolidation process with the objective of minimising losses arising from the unsound investments and strengthening its investments with stable revenue generating power. The Group will continue to provide high-quality services and products to its customers and invite potential strategic partners and investors to the Group when suitable opportunity arises, in order to strengthen its profitability as well as to enlarge its capital base.

**NG Eng Leng**  
*Chairman*

Hong Kong, 26 July 2002

## 前景

簡而言之，本集團現正處於最後整固階段，以達至把不良投資帶來之損失減至最少及加強能為本集團帶來穩定收入之投資項目。本集團將繼續以提供優質之服務及產品予其客戶為宗旨，並於適當時機邀請策略性夥伴及投資者加入本集團從而鞏固本集團之盈利能力及擴大其資本基礎。

主席  
黃應麟

香港，二零零二年七月二十六日