

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31st March, 2003 (Amounts expressed in Hong Kong dollars)
截至二零零三年三月三十一日止年度 (金額以港元計算)

1. GROUP REORGANISATION AND BASIS OF PREPARATION OF THE CONSOLIDATED FINANCIAL STATEMENTS

The Company was incorporated and registered in the Cayman Islands on 23rd January, 2001 as an exempted company with limited liability under the Companies Law, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands. Honeylink Agents Limited, a company incorporated in the British Virgin Islands, has been the ultimate holding company of the Company since 16th May, 2002.

The Company is an investment holding company. The principal activities of the Group are the provision of financial services, including securities dealing and broking, futures and options broking, securities margin financing, corporate finance services, and brokerage of mutual funds and insurance-linked investment plans and products.

Pursuant to a group reorganisation (the “Reorganisation”) to rationalise the structure of the Group in preparation for the listing of the shares of the Company on the main board of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”), the Company became the holding company of the companies now comprising the Group formed after the completion of the Reorganisation on 16th May, 2002.

The Reorganisation principally involved the exchange of shares of the Company with all the issued share capital of Get Nice Incorporated and the details are set out in the prospectus dated 24th May, 2002 issued by the Company.

The shares of the Company have been listed on the Stock Exchange since 6th June, 2002.

1. 集團重組及綜合財務報表編製基準

本公司於二零零一年一月二十三日 在開曼群島根據開曼群島公司法第 22章 (一九六一年法例3, 經綜合及 修訂) 註冊成立為受豁免有限公 司。於英屬處女群島註冊成立之有 限公司Honeylink Agents Limited自 二零零二年五月十六日起成為本公 司之最終控股公司。

本公司為投資控股公司。本集團主 要業務為提供金融服務, 包括證券 買賣及經紀服務、期貨及期權經紀 服務、證券保證金融資、企業融資 服務, 以及互惠基金及保險相關投 資計劃及產品之經紀服務。

根據一項為重組本集團架構以籌備 本公司股份於香港聯合交易所有限 公司 (「聯交所」) 主板上市而進行之 集團重組 (「重組」), 本公司成為於 二零零二年五月十六日重組完成後 現時本集團各公司之控股公司。

重組主要涉及本公司股份交換Get Nice Incorporated全部已發行股本, 詳情載於本公司於二零零二年五月 二十四日刊發之招股章程內。

本公司之股份已於二零零二年六月 六日在聯交所上市。

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1. GROUP REORGANISATION AND BASIS OF PREPARATION OF THE CONSOLIDATED FINANCIAL STATEMENTS (continued)

The Group, excluding Get Nice Finance Company Limited and its subsidiary, Alex International Limited (collectively referred to as the “GNFCL Group”) resulting from the Reorganisation is regarded as a continuing entity. Accordingly, the consolidated financial statements have been prepared using the principle of merger accounting in accordance with Statement of Standard Accounting Practice (“SSAP”) 27 “Accounting for Group Reconstructions”. The GNFCL Group has been accounted for using the purchase method of accounting from the effective date of acquisition.

2. ADOPTION OF SSAPs

In the current year, the Group has adopted, for the first time, a number of new and revised SSAPs issued by the Hong Kong Society of Accountants. The adoption of these SSAPs has resulted in a change in the format of presentation of the cash flow statement and the inclusion of a statement of changes in equity but has had no material effect on the results for the current or prior accounting years.

Cash flow statement

In the current year, the Group has adopted SSAP 15 (Revised) “Cash Flow Statements”. Under SSAP 15 (Revised), cash flows are classified under three headings – operating, investing and financing, rather than the previous five headings. Interest paid, dividend received and dividends paid, which were previously presented under a separate headings, are classified as operating, investing and financing cash flows respectively. Cash flows arising from taxes on income are classified as operating activities, unless they can be separately identified with investing or financing activities. In addition, the amounts presented for cash and cash equivalents have been amended to exclude bank overdrafts that are financing in nature. The re-definition of cash and cash equivalents has resulted in a restatement of the comparative amounts shown in the cash flow statement.

1. 集團重組及綜合財務報表編製基準 (續)

因重組而產生之本集團 (不包括結好財務有限公司及其附屬公司, 藝業國際有限公司 (統稱「結好財務集團」)) 被視作持續實體。因此, 綜合財務報表乃根據香港會計實務準則 (「會計實務準則」) 第27號「集團重組之會計處理」以合併會計基準編製。結好財務集團則按收購會計法由收購生效日開始計算。

2. 所採用之會計實務準則

本集團於本年度首次採納由香港會計師公會頒佈之新增及經修訂會計實務準則 (「會計實務準則」)。因採納該等會計實務準則, 導致現金流動表之呈列方式有所變更及包含一個權益變動表, 但對本期間或過往期間之業績並無重大影響。

現金流動表

於本年度, 本集團採納會計實務準則第15號 (經修訂) 「現金流量表」。根據會計實務準則第15號, 現金流動由先前五個項目分為現時三個項目, 即經營、投資及融資。利息支出、已收股息及已付股息先前以一個獨立項目呈列, 現時分別歸納為經營、投資及融資業務之現金流動。除非涉及所得稅之現金流動可獨立確認為投資或融資業務項目, 否則將列作經營業務項目。此外, 呈列為現金及現金等值項目之數額已作修改, 以摒除性質屬融資的銀行透支。重新釋義現金及現金等值導致現金流動表所呈列之比較數字已經再重列。

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2. ADOPTION OF SSAPs (continued)

Employee benefits

In the current year, the Group has adopted SSAP 34 "Employee Benefits", which introduces measurement rules for employee benefits, including retirement benefits plans. Because the Group participates only in a defined contribution retirement benefits scheme, the adoption of SSAP 34 has not had any material impact on the financial statements.

3. SIGNIFICANT ACCOUNTING POLICIES

The financial statements have been prepared under the historical cost convention, as modified for the revaluation of property and investments in securities, and in accordance with accounting principles generally accepted in Hong Kong. The principal accounting policies adopted are set out below:

Basis of consolidation

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

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

All significant inter-company transactions and balances between group enterprises are eliminated on consolidation.

Investments in subsidiaries

Investments in subsidiaries are included in the Company's balance sheet at cost less any identified impairment loss.

2. 所採用之會計實務準則(續)

僱員福利

於本年度，本集團採納會計實務準則第34號「僱員福利」，守則引入量度僱員福利之尺度，包括退休福利計劃。因本集團只參予定額供款退休福利計劃，採納會計實務準則第34號對財務報表並無重大影響。

3. 主要會計政策

財務報表乃按歷史成本常規，並就重估物業及證券投資進行調整後根據香港普遍接納之會計原則編製。所採用主要會計政策如下：

綜合基準

綜合財務報表包括本公司及其附屬公司截至每年三月三十一日止年度之財務報表。

年內所收購或出售之附屬公司之業績乃分別由收購生效日期起計算或計算至直至出售生效日期止(選適用者)，列入綜合收益表。

所有集團內公司間交易及集團企業間結餘於綜合賬目時抵銷。

於附屬公司之投資

於附屬公司投資列入本公司之資產負債表乃按成本減任何已辨認之減值虧損。

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3. SIGNIFICANT ACCOUNTING POLICIES (continued)

Revenue recognition

All transactions in securities trading are recorded on a trade date basis.

Commission and brokerage income, clearing and handling fees income, advisory fee and management fee income are recognised when the services are rendered.

Interest income is accrued on a time basis, by reference to the principal outstanding and at the interest rate applicable.

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

Taxation

The charge for taxation is based on the results for the year as adjusted for items which are non-assessable or disallowed. Timing differences arise from the recognition for tax purposes of certain items of income and expense in a different accounting period from that in which they are recognised in the income statement. The tax effect of timing differences, computed using the liability method, is recognised as deferred taxation to the extent that it is probable that a liability or asset will crystallise in the foreseeable future.

Operating leases

Rentals payable under operating leases are charged to the income statement on a straight line basis over the terms of the relevant lease.

Retirement benefits scheme

Payments to the Mandatory Provident Fund Scheme are charged as an expense as they fall due.

3. 主要會計政策 (續)

收益確認

所有證券買賣交易按有關買賣日期記錄。

佣金及經紀佣金收入、結算及手續費收入、顧問費及管理費收入於提供服務後確認。

利息收入乃參照尚欠本金並以適用利率按時間基準應予累算。

投資項目股息收入於股東有權收取款項時確認。

稅項

稅項乃根據年內業績就毋須課稅或不獲減免項目作出調整後計算。時差乃若干收支項目在稅務於收益表上以不同會計期間確認而產生。時差於稅項上之影響乃按負債法計算，於可預見將來可能確定為稅項負債或資產者列為遞延稅項。

經營租約

應付經營租約之租金以直線基準按有關租約年期於收益表中扣除。

退休福利計劃

退休福利計劃之應付供款於到期繳付時支出扣除。

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3. SIGNIFICANT ACCOUNTING POLICIES (continued)

Intangible assets

Trading rights in the Stock Exchange and Hong Kong Futures Exchange Limited (the “Futures Exchange”) are stated at cost less amortisation and accumulated impairment losses. Amortisation is provided to write off the cost on a straight line basis over their estimated useful lives.

Allowance for bad and doubtful debts

Allowance is made for doubtful debts as and when they are considered necessary by the directors. Factors under consideration include the net realisable value of the securities pledged by the clients, the financial condition and repayment records of the clients and the general economic conditions. When the directors consider that the chances of debt recovery are remote, the outstanding debt will be written off.

Property and equipment

Property and equipment are stated at cost or valuation less depreciation and amortisation, and accumulated impairment losses.

Land and buildings are stated in the balance sheet at their revalued amount, being the fair value at the date of revaluation less any subsequent accumulated depreciation and amortisation and any subsequent impairment losses. Revaluations are performed with sufficient regularity such that the carrying amount does not differ materially from that which would be determined using fair values at the balance sheet date.

3. 主要會計政策 (續)

無形資產

於聯交所及香港期貨交易所有限公司(「期交所」)之交易權按成本值減攤銷及累計減值虧損列賬。攤銷以直線法按估計可用期內註銷成本計算。

呆壞賬撥備

董事若認為有需要時可作出呆壞賬撥備。考慮因素包括客戶抵押證券之可變現淨值、客戶之財務狀況及還款紀錄以及一般經濟狀況。董事若認為追討欠款機會渺茫，則將撇銷欠款。

物業及設備

物業及設備乃按成本值或估值減折舊及攤銷及累算減值虧損後列賬。

土地及樓宇按重估值(即於重估當日之公平值)減去任何累積折舊及攤銷以及任何日後減值虧損後於資產負債表列賬。重估乃定期進行，使有關賬面值與於結算日按公平值計算之價值不會有重大差異。

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3. SIGNIFICANT ACCOUNTING POLICIES (continued)

Any revaluation increase arising on revaluation of land and buildings is credited to the revaluation reserve, except to the extent that it reverses a revaluation decrease of the same asset previously recognised as an expense, in which case the increase is credited to the income statement to the extent of the decrease previously charged. A decrease in net carrying amount arising on revaluation of an asset is dealt with as an expense to the extent that it exceeds the balance, if any, on the revaluation reserve relating to a previous revaluation of that asset. On the subsequent sale or retirement of a revalued asset, the attributable revaluation surplus is transferred to retained profits.

Depreciation and amortisation is provided to write off the cost of property and equipment over their estimated useful lives and after taking into account their estimated residual value, using the straight line method, on the following rates per annum:

Leasehold land	Over the terms of the lease
Buildings	Over the shorter of the terms of the lease or 50 years
Leasehold improvements	20%
Motor vehicles	25%
Office equipment	20%
Furniture and fixtures	15%

The gain or loss arising on the disposal or retirement of an item of property and equipment is determined as the difference between the sale proceeds and the carrying amount of the asset and is recognised in the income statement.

3. 主要會計政策 (續)

土地及樓宇重估產生之增值撥入重估儲備，惟倘儲備中出現先前確認作支出之相同資產重估減值，在此情況下，計入收益表之重估增值則以先前扣除之減值為限。重估資產產生之賬面淨值減少如超出該項資產就先前重估之重估儲備結餘(如有)，則作為支出處理。於重估資產在日後出售或報廢時，乃將應佔重估盈餘轉撥至保留溢利。

物業及設備在其估計可使用年期內，經計及其估計餘值後，以直線法按下列年率註銷成本計算折舊及攤銷：

租賃土地	按租賃期計算
樓宇	按租賃期或50年(以較短時期為準)計算
租賃物業裝修	20%
汽車	25%
辦公室設備	20%
傢具及裝置	15%

物業及設備因出售或退廢而產生之收益或虧損乃按出售該項資產所得款額與其賬面值之差額釐定，並於收益表中確認。

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3. SIGNIFICANT ACCOUNTING POLICIES (continued)

Impairment

At each balance sheet date, the Group reviews the carrying amounts of its tangible and intangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If the recoverable amount of an asset is estimated to be less than its carrying amount, the carrying amount of the asset is reduced to its recoverable amount. Impairment loss is recognised as an expense immediately, unless the relevant asset is carried at a revalued amount under another SSAP, in which case the impairment loss is treated as a revaluation decrease under that SSAP.

Where an impairment loss subsequently reverses, the carrying amount of the asset is increased to the revised estimate of its recoverable amount, such that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset in prior years. A reversal of any impairment loss is recognised as income immediately, unless the relevant asset is carried at a revalued amount under another SSAP, in which case the reversal of the impairment loss is treated as a revaluation increase under that SSAP.

Investments in securities

Investments in securities are recognised on a trade date basis and are initially measured at cost.

All securities, other than held-to-maturity debt securities, are measured at fair value at subsequent reporting dates.

Where securities are held for trading purposes, unrealised gains and losses are included in net profit or loss for the year. For other securities, unrealised gains and losses are dealt with in equity, until the security is disposed of or is determined to be impaired, at which time the cumulative gain or loss previously recognised in equity is included in net profit or loss for the year.

3. 主要會計政策 (續)

減值

於各結算日，本集團審核其有形及無形資產之賬面值，以釐定該等資產是否有顯示錄得減值虧損。倘資產之估計可回收金額較其賬面值低，則資產之賬面值減至其可回收金額。除非有關資產按另一會計實務準則重估入賬，即減值虧損按該會計實務準則列作重估減值，否則減值虧損隨即確認為支出。

倘減值虧損其後撥回，資產之賬面值增加至經修訂之估計可收回金額，惟增幅不得超過往年度該資產並無已確認減值虧損下應已釐定之賬面值。除非有關資產按另一會計實務準則重估入賬，即減值虧損撥回按該會計實務準則列作重估升值，否則撥回之減值虧損隨即確認為收入。

證券投資

證券投資乃根據買賣日期基準確認，最初以成本值計算。

持至到期債務證券以外之所有證券於其後之呈報日以公平價值計算。

倘持有之證券用作買賣，未變現損益包括在年內淨損益中。至於其他證券，未變現損益於股本中處理，直至證券售出或確定為減損為止，屆時將累計損益 (之前於股本中確認) 包括在年內淨損益。

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3. SIGNIFICANT ACCOUNTING POLICIES (continued)

Club membership

Club membership is stated at cost less any identified impairment loss.

3. 主要會計政策 (續)

會所會籍

會所會籍乃按成本值減去任何已辨認之減值虧損後列賬。

4. TURNOVER

4. 營業額

		2003 二零零三年 \$'000 千元	2002 二零零二年 \$'000 千元
Commission and brokerage	佣金及經紀佣金	27,340	37,825
Underwriting and placing commission	包銷及配售佣金	2,577	6,745
Interest income from	利息收入來源		
– clients	– 客戶	24,837	26,237
– financial institutions	– 財務機構	402	515
– clearing house	– 結算公司	77	89
Clearing and handling fees income	結算及手續費收入	1,252	1,275
Advisory fee income	顧問費收入	601	3,316
		57,086	76,002

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5. BUSINESS AND GEOGRAPHICAL SEGMENTS

Business segments

For management purposes, the Group is currently organised into four operating divisions, namely, broking, securities margin financing, corporate finance and investments. These divisions are the basis on which the Group reports its primary segment information. The principal activities of these divisions are as follows:

Broking 經紀	– provision of stockbroking, futures and options broking, and mutual funds and insurance-linked investment plans and products broking 提供股票經紀、期貨及期權經紀，及互惠基金及保險相關投資計劃及產品經紀服務
Securities margin financing 證券保證金融資	– provision of securities margin financing 提供證券保證金融資
Corporate finance 企業融資	– provision of corporate advisory services 提供企業顧問服務
Investments 投資	– holding of investments 持有投資項目

Segment information about these businesses is presented below.

5. 業務及地域分類

業務分類

就管理目的，本集團現時分成四個經營部門，即經紀、證券保證金融資、企業融資及投資。該等部門是本集團匯報基本分類資料之基準。該等部門之主要業務如下：

此等業務之分類資料謹呈如下。

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5. BUSINESS AND GEOGRAPHICAL SEGMENTS (continued)

Income statement for the year ended 31st March, 2003

5. 業務及地域分類 (續)

截至二零零三年三月三十一日止年度
收益表

		Broking	Securities margin financing	Corporate finance	Investments	Consolidated
		經紀	證券保證 金融資	企業融資	投資	綜合
		\$'000	\$'000	\$'000	\$'000	\$'000
		千元	千元	千元	千元	千元
REVENUE	收入					
Turnover	營業額	31,718	24,610	758	–	57,086
RESULTS	業績					
Segment profit	分類溢利					
(loss)	(虧損)	72	15,223	(338)	(970)	13,987
Unallocated	未分配					
income and expenses	收入及費用					(207)
Profit before taxation	稅前溢利					13,780
Taxation	稅項					(3,398)
Net profit for the year	本年純利					10,382

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31st March, 2003 (Amounts expressed in Hong Kong dollars)
截至二零零三年三月三十一日止年度 (金額以港元計算)

5. BUSINESS AND GEOGRAPHICAL SEGMENTS (continued)

Balance sheet as at 31st March, 2003

5. 業務及地域分類 (續)

於二零零三年三月三十一日之資產負債表

		Broking	Securities margin financing	Corporate finance	Investments	Consolidated
		經紀	證券保證 金融資	企業融資	投資	綜合
		\$'000	\$'000	\$'000	\$'000	\$'000
		千元	千元	千元	千元	千元
ASSETS	資產					
Segment assets	分類資產	46,305	296,255	4,551	1,073	348,184
Unallocated corporate assets	未分配企業資產					5,600
Consolidated total assets	綜合資產總值					353,784
LIABILITIES	負債					
Segment liabilities	分類負債	17,128	74,786	66	–	91,980
Unallocated corporate liabilities	未分配企業負債					943
Consolidated total liabilities	綜合負債總額					92,923

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31st March, 2003 (Amounts expressed in Hong Kong dollars)
截至二零零三年三月三十一日止年度 (金額以港元計算)

5. BUSINESS AND GEOGRAPHICAL SEGMENTS (continued)

Other information for the year ended 31st March, 2003

5. 業務及地域分類 (續)

截至二零零三年三月三十一日止年度其他資料

		Securities margin financing 證券保證	Corporate finance 企業融資	Investments 投資	Consolidated 綜合	
	Broking 經紀	margin financing 證券保證	Corporate finance 企業融資	Investments 投資	Consolidated 綜合	
	\$'000 千元	\$'000 千元	\$'000 千元	\$'000 千元	\$'000 千元	
Allowance for loans to securities margin clients	證券保證金 客戶貸款 之撥備	-	800	-	-	800
Additions of property and equipment	增購物業 及設備	1,106	-	-	-	1,106
Amortisation of intangible assets	無形資產 之攤銷	125	-	-	-	125
Depreciation and amortisation of property and equipment	物業及 設備 之折舊 及攤銷	2,862	-	18	-	2,880
Loss on disposal of property and equipment	出售物業 及設備 之虧損	39	-	-	-	39

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31st March, 2003 (Amounts expressed in Hong Kong dollars)
截至二零零三年三月三十一日止年度 (金額以港元計算)

5. BUSINESS AND GEOGRAPHICAL SEGMENTS (continued)

Income statement for the year ended 31st March, 2002

5. 業務及地域分類 (續)

截至二零零二年三月三十一日止年度
度收益表

		Broking	Securities margin financing	Corporate finance	Investments	Consolidated
		經紀	證券保證 金融資	企業融資	投資	綜合
		\$'000	\$'000	\$'000	\$'000	\$'000
		千元	千元	千元	千元	千元
REVENUE	收入					
Turnover	營業額	46,254	26,025	3,723	–	76,002
RESULTS	業績					
Segment profit	分類溢利	7,625	16,073	2,329	3,357	29,384
Unallocated income and expenses	未分配收入 及費用					(3,053)
Profit before taxation	稅前溢利					26,331
Taxation	稅項					(4,637)
Net profit for the year	本年純利					21,694

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31st March, 2003 (Amounts expressed in Hong Kong dollars)
截至二零零三年三月三十一日止年度 (金額以港元計算)

5. BUSINESS AND GEOGRAPHICAL SEGMENTS (continued)

Balance sheet as at 31st March, 2002

5. 業務及地域分類 (續)

於二零零二年三月三十一日之資產
負債表

		Broking	Securities margin financing	Corporate finance	Investments	Consolidated
		經紀	證券保證 金融資	企業融資	投資	綜合
		\$'000	\$'000	\$'000	\$'000	\$'000
		千元	千元	千元	千元	千元
ASSETS	資產					
Segment assets	分類資產	51,911	260,386	5,695	43,229	361,221
Unallocated corporate assets	未分配 企業資產					22
Consolidated total assets	綜合資產 總值					361,243
LIABILITIES	負債					
Segment liabilities	分類負債	22,083	197,037	320	–	219,440
Unallocated corporate liabilities	未分配 企業負債					1,646
Consolidated total liabilities	綜合負債 總額					221,086

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31st March, 2003 (Amounts expressed in Hong Kong dollars)
截至二零零三年三月三十一日止年度 (金額以港元計算)

5. BUSINESS AND GEOGRAPHICAL SEGMENTS (continued)

Other information for the year ended 31st March, 2002

5. 業務及地域分類 (續)

截至二零零二年三月三十一日止年度其他資料

		Securities margin financing	Corporate finance	Investments	Consolidated	
	經紀	證券保證 金融資	企業融資	投資	綜合	
	\$'000	\$'000	\$'000	\$'000	\$'000	
	千元	千元	千元	千元	千元	
Additions of property and equipment	增購物業及設備	2,340	–	26	–	2,366
Amortisation of intangible assets	無形資產之攤銷	125	–	–	–	125
Depreciation and amortisation of property and equipment	物業及設備之折舊及攤銷	2,828	–	18	–	2,846
Revaluation deficit on land and buildings	土地及樓宇重估虧絀	4,653	–	–	–	4,653

Geographical segments

All of the activities of the Group are based in Hong Kong and all of the Group's turnover and profit before taxation are derived from Hong Kong. In addition, the Group's assets are located in Hong Kong.

地域分類

本集團全部業務以香港為根據地，而本集團全部營業額及稅前溢利來自香港。此外，本集團之資產均位於香港。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31st March, 2003 (Amounts expressed in Hong Kong dollars)
截至二零零三年三月三十一日止年度 (金額以港元計算)

6. OTHER OPERATING INCOME

6. 其他營運收入

		2003 二零零三年 \$'000 千元	2002 二零零二年 \$'000 千元
Dividend income	股息收入	545	414
Gain on disposal of property and equipment	出售物業及 設備收入	–	1,600
Net realised gain on other securities	其他證券之變現收益淨額	322	3,168
Sundry income	其他收入	333	49
		1,200	5,231

7. FINANCE COSTS

7. 融資成本

		2003 二零零三年 \$'000 千元	2002 二零零二年 \$'000 千元
Interest on:	利息：		
– bank loans and overdrafts wholly repayable within five years	– 須於五年內 悉數償還之 銀行貸款及透支	5,154	6,651
– subordinated loan wholly repayable within five years	– 須於五年內悉數 償還之後償貸款	375	–
Bank charges	銀行手續費	90	308
		5,619	6,959

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31st March, 2003 (Amounts expressed in Hong Kong dollars)

截至二零零三年三月三十一日止年度 (金額以港元計算)

8. STAFF COSTS

8. 員工成本

		2003 二零零三年 \$'000 千元	2002 二零零二年 \$'000 千元
Salaries and other benefits	薪金及其他福利	9,046	11,270
Contributions to retirement benefits scheme	退休福利計劃供款	283	401
		9,329	11,671

9. PROFIT BEFORE TAXATION

9. 稅前溢利

		2003 二零零三年 \$'000 千元	2002 二零零二年 \$'000 千元
Profit before taxation has been arrived at after charging (crediting):	稅前溢利經已扣除 (計入) 下列各項:		
Allowance for loans to securities margin clients	證券保證金客戶貸款撥備	800	-
Auditors' remuneration	核數師酬金	500	397
Loss on disposal of property and equipment	出售物業及設備之虧損	39	-
Operating lease rentals in respect of rented premises	租賃物業之經營租約租金	4,893	5,139
Realised and unrealised losses on trading securities	買賣證券之已變現及未變現虧損	237	225
Bad and doubtful loans to securities margin clients recovered	收回證券保證金客戶貸款之呆壞賬	(30)	-
Net gains on error trades	錯誤執行交易之收益淨額	(1)	(7)

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31st March, 2003 (Amounts expressed in Hong Kong dollars)
截至二零零三年三月三十一日止年度 (金額以港元計算)

10. DIRECTORS' AND EMPLOYEES' EMOLUMENTS

Directors' emoluments

		2003 二零零三年 \$'000 千元	2002 二零零二年 \$'000 千元
10. 董事及僱員酬金			
董事酬金			
Fees:			
Executive directors	袍金： 執行董事	-	-
Independent non-executive directors	獨立非執行董事	105	-
		105	-
Other emoluments (executive directors):			
Salaries and other benefits	其他酬金 (執行董事)： 薪金及其他福利	1,379	1,341
Commission received	已收佣金	822	1,001
Contributions to retirement benefits scheme	退休福利 計劃供款	58	53
		2,259	2,395
		2,364	2,395

The above emoluments included the emoluments received during the directorship by a director who had resigned during the year and remains as an employee of the Group. The aggregate emoluments of each of the directors were less than HK\$1,000,000.

During the year, the directors were entitled on a priority basis to the use of the Group's motor vehicles. The cost of these motor vehicles as at 31st March, 2003 was approximately HK\$2,110,000 (2002: HK\$1,554,000). The depreciation for the year was approximately HK\$944,000 (2002: HK\$390,000).

None of the directors has waived any emoluments during the year.

以上酬金包括一位已於年內辭任之董事但仍留任為本集團員工所收取之酬金。每位董事之總酬金少於1,000,000港元。

於年內，董事有權優先使用本集團之汽車。截至二零零三年三月三十一日，上述汽車成本約為2,110,000港元（二零零二年：1,554,000港元）。本年度之折舊支出約為944,000港元（二零零二年：390,000港元）。

於年內，概無董事放棄任何酬金。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31st March, 2003 (Amounts expressed in Hong Kong dollars)
截至二零零三年三月三十一日止年度 (金額以港元計算)

10. DIRECTORS' AND EMPLOYEES' EMOLUMENTS (continued)

Employees' emoluments

The five highest paid individuals of the Group included one director (2002: two directors), details of whose emoluments are set out above. The emoluments of the remaining four highest paid individuals included a director who resigned during the year and remains as an employee of the Group (2002: nil) following his resignation as a director of the Company. Details of the emoluments received by him during his directorship for the year are included above. The total amount received by him during the year together with the emoluments of the remaining three (2002: three) individual, are as follows:

		2003 二零零三年 \$'000 千元	2002 二零零二年 \$'000 千元
Salaries and other benefits	薪金及其他福利	1,740	1,196
Contributions to retirement benefits scheme	退休福利計劃供款	48	30
		1,788	1,226

The aggregate emoluments of the remaining four (2002: three) highest paid employees were less than HK\$1,000,000.

During the year, no emoluments were paid by the Group to the five highest paid individuals (including directors and employees) as an inducement to join or upon joining the Group or as compensation for loss of office.

10. 董事及僱員酬金 (續)

僱員酬金

本集團五位最高薪個別人士包括一位董事 (二零零二年：二位董事)，其薪金詳情載於上文。其餘四位最高薪個別人士之酬金包括一位已於年內辭任董事但於彼辭任董事後仍為本集團之員工 (二零零二年：無)。彼於年內作為董事之酬金詳情已包括於上述。彼於年內所收取之總金額，連同其餘三位個別人士 (二零零二年：三位) 之酬金如下：

已付予其餘四名 (二零零二年：三名) 最高薪員工之總酬金少於 1,000,000 港元。

於年內，本集團並無向五名最高薪酬個別人士 (包括董事及僱員) 支付任何酬金，作為彼等加盟本集團之誘金或入職獎金，或作為離職補償金。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31st March, 2003 (Amounts expressed in Hong Kong dollars)
截至二零零三年三月三十一日止年度 (金額以港元計算)

11. TAXATION

11. 稅項

		2003 二零零三年 \$'000 千元	2002 二零零二年 \$'000 千元
Hong Kong Profits Tax	香港利得稅		
Current year	本年度	2,580	5,047
Under (over) provision in prior year	往年度不足(超額)撥備	18	(410)
		2,598	4,637
Deferred taxation (note 24)	遞延稅項(附註24)	800	-
		3,398	4,637

Hong Kong Profits Tax is calculated at 16% (2002: 16%)
on the estimated assessable profit for the year.

香港利得稅乃按本年度之估計應課
稅溢利以16%(二零零二年: 16%)
之稅率計算。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31st March, 2003 (Amounts expressed in Hong Kong dollars)
截至二零零三年三月三十一日止年度 (金額以港元計算)

12. DIVIDENDS

12. 股息

		2003 二零零三年 \$'000 千元	2002 二零零二年 \$'000 千元
Dividends paid by subsidiaries to their then shareholders prior to the Reorganisation	附屬公司於重組前向當時股東派付股息	–	20,600
The Company:	本公司：		
Interim, paid – HK1.7 cents (2002: nil) per share	已付，中期 – 每股1.7港仙 (二零零二年：無)	5,100	–
Final, proposed – HK1 cent (2002: HK3 cents) per share	擬派，末期 – 每股1港仙 (二零零二年：3港仙)	3,000	9,000
		8,100	29,600

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13. EARNINGS PER SHARE

The calculation of earnings per share for the year is based on the net profit for the year of approximately HK\$10,382,000 (2002: HK\$21,694,000) and on the weighted average of 286,438,356 (2002: 225,000,000) shares in issue during the year on the assumption that the Reorganisation had been completed on 1st April, 2001.

13. 每股盈利

本年度之每股盈利乃根據年內之純利約10,382,000港元(二零零二年：21,694,000港元)及在假設集團重組於二零零一年四月一日完成之情況下本公司於年內之已發行股份286,438,356股的加權平均數(二零零二年：225,000,000)計算。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31st March, 2003 (Amounts expressed in Hong Kong dollars)

截至二零零三年三月三十一日止年度 (金額以港元計算)

14. PROPERTY AND EQUIPMENT

14. 物業及設備

		Leasehold land and buildings 租賃土地 及樓宇	Leasehold improvements 租賃 物業裝修	Motor vehicles 汽車	Office equipment 辦公室 設備	Furniture and fixtures 傢具及 裝置	Total 合計
		\$'000 千元	\$'000 千元	\$'000 千元	\$'000 千元	\$'000 千元	\$'000 千元
The Group	本集團						
COST OR VALUATION	成本或估值						
At 1st April, 2002	於二零零二年 四月一日	7,500	6,525	1,554	8,354	1,091	25,024
Additions	增添	-	-	-	542	8	550
Acquisition of subsidiaries	收購附屬公司	-	-	556	-	-	556
Disposals	出售	-	-	-	(65)	-	(65)
At 31st March, 2003	於二零零三年 三月三十一日	7,500	6,525	2,110	8,831	1,099	26,065
Comprising:	包括:						
At cost	按成本	-	6,525	2,110	8,831	1,099	18,565
At valuation – 2002	按重估值 – 二零零二年	7,500	-	-	-	-	7,500
		7,500	6,525	2,110	8,831	1,099	26,065
DEPRECIATION AND AMORTISATION	折舊及攤銷						
At 1st April, 2002	於二零零二年 四月一日	-	5,279	1,166	3,437	1,086	10,968
Provided for the year	年度撥備	108	625	944	1,199	4	2,880
Eliminated on disposals	出售時抵銷	-	-	-	(26)	-	(26)
At 31st March, 2003	於二零零三年 三月三十一日	108	5,904	2,110	4,610	1,090	13,822
NET BOOK VALUES	賬面淨值						
At 31st March, 2003	於二零零三年 三月三十一日	7,392	621	-	4,221	9	12,243
At 31st March, 2002	於二零零二年 三月三十一日	7,500	1,246	388	4,917	5	14,056

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31st March, 2003 (Amounts expressed in Hong Kong dollars)

截至二零零三年三月三十一日止年度 (金額以港元計算)

14. PROPERTY AND EQUIPMENT
(continued)

14. 物業及設備 (續)

		2003 二零零三年 \$'000 千元	2002 二零零二年 \$'000 千元
The carrying amount of leasehold land and buildings comprises buildings situated on:	租賃土地及樓宇之賬面值為位於以下土地之樓宇之賬面值：		
– land in Hong Kong under long lease	– 在香港之長期租賃土地	6,510	6,600
– land in Hong Kong under medium-term lease	– 在香港之中期租賃土地	882	900
		7,392	7,500

At 31st March, 2003, the directors considered that the carrying amount of the Group's leasehold land and buildings did not differ significantly from their fair values.

If leasehold land and buildings had not been revalued, they would have been included in these financial statements at historical cost less accumulated depreciation approximately HK\$10,561,000 (2002: HK\$12,153,000).

於二零零三年三月三十一日，董事認為本集團租賃土地及樓宇之賬面值與其公平價值沒有重大差異。

倘租賃土地及樓宇重未予以重估，則原應按歷史成本減累積折舊約10,561,000港元（二零零二年：12,153,000港元）計入財務報表。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31st March, 2003 (Amounts expressed in Hong Kong dollars)
截至二零零三年三月三十一日止年度 (金額以港元計算)

15. INVESTMENTS IN SUBSIDIARIES

The Company

	2003 二零零三年 \$'000 千元	2002 二零零二年 \$'000 千元
Unlisted shares, at cost	194,749	-

The cost is based on the value of the underlying net tangible assets of the subsidiaries attributable to the Group as at the date on which the Company became the holding company of the Group under the Reorganisation, less dividends subsequently distributed from the pre-reorganisation reserve of a subsidiary.

Particulars of the wholly-owned subsidiaries of the Company at 31st March, 2003 are as follows:

15. 附屬公司之投資

本公司

成本仍按附屬公司於因重組而使本公司成為本集團之控股公司當日之有形資產淨值，減去隨後從附屬公司重組前之儲備所派發之股息。

於二零零三年三月三十一日，本公司之全資擁有附屬公司之詳情如下：

Name of company	Place of incorporation	Class of shares held	Issued and fully paid share capital	Principal activities
公司名稱	註冊成立地點	股份類別	已發行及繳足股本 (Note i) (附註i)	主要業務
Get Nice Incorporated	British Virgin Islands	Ordinary	US\$10,000 Ordinary shares	Investment holding
	英屬處女群島	普通股	10,000美元 普通股	投資控股

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31st March, 2003 (Amounts expressed in Hong Kong dollars)

截至二零零三年三月三十一日止年度 (金額以港元計算)

15. INVESTMENTS IN SUBSIDIARIES
(continued)

15. 附屬公司之投資 (續)

Name of company 公司名稱	Place of incorporation 註冊成立 地點	Class of shares held 股份類別	Issued and fully paid share capital 已發行及 繳足股本 (Note i) (附註i)	Principal activities 主要業務
Get Nice Investment Limited ("GNI")	Hong Kong	Ordinary	HK\$40,000,003 3 ordinary shares and 40,000,000 non-voting deferred shares (Note ii)	Securities dealing and broking and securities margin financing
結好投資有限公司 ("結好投資")	香港	普通股	40,000,003港元 3股普通股及 40,000,000股 無投票權 遞延股 (附註ii)	證券買賣及 經紀業務及 證券保證金 融資
Get Nice Futures Company Limited 結好期貨有限公司	Hong Kong 香港	Ordinary 普通股	HK\$10,000,000 Ordinary shares 10,000,000港元 普通股	Futures and options broking 期貨及期權 經紀業務
Get Nice Capital Limited 結好融資有限公司	Hong Kong 香港	Ordinary 普通股	HK\$10,000,000 Ordinary shares 10,000,000港元 普通股	Corporate finance services 企業融資服務
Get Nice Asset Management Limited 結好資產管理有限公司	Hong Kong 香港	Ordinary 普通股	HK\$2,000,000 Ordinary shares 2,000,000港元 普通股	Brokerage of mutual funds and insurance-linked investment plans and products 互惠基金及 保險相投資 計劃及產品之 經紀業務

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15. INVESTMENTS IN SUBSIDIARIES (continued)

15. 附屬公司之投資 (續)

Name of company 公司名稱	Place of incorporation 註冊成立 地點	Class of shares held 股份類別	Issued and fully paid share capital 已發行及 繳足股本 (Note i) (附註i)	Principal activities 主要業務
Quality Champion Limited 可權有限公司	Hong Kong 香港	Ordinary 普通股	HK\$9,000 Ordinary shares 9,000港元 普通股	Property holding 物業持有
Get Nice Finance Company Limited 結好財務有限公司	Hong Kong 香港	Ordinary 普通股	HK\$2 Ordinary shares 2港元 普通股	Investment holding 投資控股
Alex International Limited ("AIL") 藝業國際有限公司 〔「藝業」〕	Hong Kong 香港	Ordinary 普通股	HK\$10,000 Ordinary shares 10,000港元 普通股	Holding of a motor vehicle 持有汽車

Notes:

- (i) The Company directly holds the interest in Get Nice Incorporated. All other interests shown above are indirectly held by the Company. The principal place of operation of the companies within the Group is Hong Kong.

附註：

- (i) 本公司直接持有 Get Nice Incorporated 之權益。上述所示之其他權益均由本公司間接持有。本集團內之公司的營業地方均為香港。

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15. INVESTMENTS IN SUBSIDIARIES (continued)

Notes: (continued)

- (ii) The non-voting deferred shares, which are held by two directors of the Company, carry practically no rights to dividends nor to receive notice of nor to attend or vote at any general meeting of GNI and on liquidation, the assets of GNI available for distribution among the holders of ordinary shares and the holders of non-voting deferred shares shall be applied first in paying to the holders of ordinary shares the sum of HK\$1,000,000,000,000 per ordinary share and secondly in repaying to the holders of non-voting deferred shares the nominal amount paid up or credited as paid up on such shares, and the balances of the GNI's assets shall belong to and be distributed among the holders of ordinary shares in proportion to the amount paid up or credited as paid up on such ordinary shares respectively.

15. 附屬公司之投資 (續)

附註：(續)

- (ii) 由本公司兩名董事持有之無投票權遞延股於實際上無權收取股息，亦無權接收結好投資任何股東大會通告或出席大會或於會上投票。於清盤時，結好投資可供分派予普通股持有人及無投票權遞延股持有人之資產應先用以支付每股普通股1,000,000,000,000港元之款項予普通股持有人，繼而用以償還有關股份之已繳足或入賬列為繳足面值予無投票權遞延股份持有人，而結好投資之資產餘額在屬於普通股持有人，並分別按彼等就有關普通股之繳足或入賬列為繳足股款之比例分派。

16. INTANGIBLE ASSETS

16. 無形資產

		\$'000 千元
The Group	本集團	
COST	成本	
At 1st April, 2002 and at 31st March, 2003	於二零零二年四月一日及 二零零三年三月三十一日	1,258
AMORTISATION	攤銷	
At 1st April, 2002	於二零零二年四月一日	251
Charged for the year	本年攤銷	125
At 31st March, 2003	於二零零三年三月三十一日	376
NET BOOK VALUES	賬面淨值	
At 31st March, 2003	於二零零三年三月三十一日	882
At 31st March, 2002	於二零零二年三月三十一日	1,007

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16. INTANGIBLE ASSETS (continued)

The intangible assets represent three trading rights in the Stock Exchange and one trading right in the Futures Exchange which are stated at cost less amortisation. They are amortised over a period of 10 years.

16. 無形資產 (續)

無形資產為於聯交所之三個交易權及期交所之一個交易權，均以成本減攤銷列賬，並按十年攤銷。

17. OTHER NON-CURRENT ASSETS**17. 其他非流動資產**

		The Group 本集團	
		2003 二零零三年 \$'000 千元	2002 二零零二年 \$'000 千元
Admission fee paid to	支付香港中央結算		
Hong Kong Securities Clearing	有限公司(「香港結算」)		
Company Limited ("HKSCC")	入會費用	150	150
Contribution in cash to compensation fund	賠償基金現金供款	400	400
Guarantee fund contributed to HKSCC	香港結算保證基金供款	150	150
Reserve fund contribution to	香港期貨結算有限公司		
HKFE Clearing Corporation	(「期貨結算」)		
Limited ("HKFECC")	儲備金供款	1,500	1,500
Club membership	會所會籍	5,100	-
		7,300	2,200

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18. TRADE DEBTORS

18. 應收貿易賬款

		The Group 本集團	
		2003 二零零三年	2002 二零零二年
		\$'000 千元	\$'000 千元
Accounts receivable arising from the business of dealing in securities:	證券買賣業務運作中產生之應收賬項：		
– Cash clients	– 現金客戶	8,256	9,536
– HKSCC	– 香港結算	–	1,366
Loans to securities margin clients:	證券保證金客戶貸款：		
– Directors and their associates	– 董事及其聯繫人士	43	6,015
– Other margin clients	– 其他保證金客戶	277,484	234,639
Accounts receivable from HKFECC arising from the business of dealing in futures contracts	期貨買賣合約業務中產生來自期貨結算之應收賬項	982	1,367
Commission receivable from brokerage of mutual funds and insurance-linked investment plans and products	來自互惠基金及保險相關投資計劃及產品之經紀服務之應收佣金	474	1,037
Amounts receivable arising from the business of providing corporate advisory services	提供企業顧問服務業務中產生之應收款項	–	1,475
		287,239	255,435

The settlement terms of accounts receivable from cash clients and HKSCC are two days after trade date, and from HKFECC is one day after trade date.

Except for the loans to securities margin clients and commission receivable from brokerage of mutual funds and insurance-linked investment plans and products as mentioned below, all the above balances aged within 30 days.

應收現金客戶及香港結算之賬項結算期為交易日後兩日，而期貨結算方面則為交易日後一日。

除下文所述借予證券保證金客戶之貸款及有關互惠基金經紀服務及保險相關投資計劃及產品之應收佣金外，以上結存之賬齡均不超過30日。

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18. TRADE DEBTORS (continued)

Loans to securities margin clients are secured by clients' pledged securities, repayable on demand and bear interest at commercial rates. No aged analysis is disclosed as in the opinion of directors, the aged analysis does not give additional value in view of the nature of business of securities margin financing.

Commission receivable from brokerage of mutual funds and insurance-linked investment plans and products are settled within 60 days after the Group has submitted the subscription application/policies to the fund managers/policy issuers. The age of this balance is within 60 days.

18. 應收貿易賬款(續)

借予證券保證金客戶之貸款均以客戶之抵押證券作抵押，按通知還款，以商業利率計息。鑑於證券保證金融資之業務性質，董事認為賬齡分析並無額外作用，因此並無披露任何賬齡分析。

有關互惠基金及保險相關投資計劃及產品經紀服務之應收佣金乃於本集團向基金經理／保單發行人提交認購申請／保單後60天內清償。此等結餘額之賬齡為60天以內。

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19. AMOUNTS DUE FROM RELATED COMPANIES

The Group

Details of the amounts due from related companies disclosed pursuant to section 161B of the Hong Kong Companies Ordinance are as follows:

Name of related entity	Terms	Maximum amount outstanding during the year		
		At 31.3.2003 二零零三年三月三十一日 \$'000 千元	At 1.4.2002 二零零二年四月一日 \$'000 千元	本年度最高未償還金額 \$'000 千元
AIL 藝業	Unsecured, repayable on demand and non-interest bearing 無抵押、須按通知償還及不須付利息	-	52	52
Get Nice Gold Company 結好金號	Unsecured, repayable on demand and non-interest bearing 無抵押、須按通知償還及不須付利息	-	19	19
		-	71	71

Messrs. Hung Hon Man and Shum Kin Wai, Frankie had beneficial interests in AIL and Mr. Hung Hon Man has a beneficial interest in Get Nice Gold Company. AIL became the wholly owned subsidiary of the Company after the Reorganisation. The amount due from Get Nice Gold Company was fully settled during the year.

洪漢文先生及岑建偉先生擁有藝業之實益權益，而洪漢文先生實益擁有結好金號。藝業於重組後已成為本公司之全資附屬公司。結好金號之欠款於本年內全數償還。

19. 關連公司欠款

本集團

根據香港《公司條例》第161B條披露之關連公司所欠款項之詳情如下：

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20. INVESTMENTS IN SECURITIES

20. 證券投資

		The Group 本集團	
		2003 二零零三年 \$'000 千元	2002 二零零二年 \$'000 千元
Current assets	流動資產		
Trading securities	買賣證券		
Listed equity securities	上市股本證券	1,073	151
Other securities	其他證券		
Unlisted equity securities (<i>Note</i>)	非上市股本證券 (<i>附註</i>)	–	43,078
		1,073	43,229
Market value of listed equity securities	上市股本證券市值	1,073	151

Note: Unlisted equity securities as at 31st March, 2002 was the Group's investment in DBS Diamond Holdings Limited, a company incorporated in Bermuda, with carrying amount of approximately HK\$43,078,000. These unlisted securities were disposed of during the year.

附註： 於二零零二年三月三十一日，非上市證券乃指本集團於一家百慕達註冊成立之有限公司 DBS Diamond Holdings Limited 之投資，其賬面值約 43,078,000 港元。此等非上市證券已於年內出售。

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21. TRADE CREDITORS

21. 應付貿易賬款

		The Group 本集團	
		2003 二零零三年 \$'000 千元	2002 二零零二年 \$'000 千元
Accounts payable arising from the business of dealing in securities:	於證券買賣業務日常運作中產生之應付賬項：		
– Cash clients	– 現金客戶	7,965	15,494
– HKSCC	– 香港結算	2,548	–
Accounts payable to clients arising from the business of dealing in futures contracts	於期貨合約買賣業務運作中產生之應付客戶賬項	3,578	2,467
Amounts due to securities margin clients	欠證券保證金客戶款項	18,299	11,886
Commission payable for brokerage of mutual funds and insurance-linked investment plans and products	有關互惠基金及保險相關投資計劃及產品經紀服務之應付佣金	473	633
		32,863	30,480

The settlement terms of accounts payable to cash clients and HKSCC are two days after trade date. The age of these balances is within 30 days.

應付現金客戶及香港結算之賬項結算期為交易日後兩日。該等結餘之賬齡均不超過30日。

Accounts payable to clients arising from the business of dealing in futures contracts are margin deposits received from clients for their trading of futures contracts on the Futures Exchange. The excesses of the outstanding amounts over the required initial margin deposits stipulated by the Futures Exchange are repayable to clients on demand. No aged analysis is disclosed as in the opinion of directors, the aged analysis does not give additional value in view of the nature of business of futures contract dealing.

於期貨合約買賣業務運作中產生之應付客戶賬項指向客戶收取以在期交所買賣期貨合約之保證金按金。超於期交所規定所需之初步保證金按金之尚未退還款額須於客戶要求時償還。鑑於期貨合約買賣業務性質，董事認為賬齡分析並無額外作用，因此並無披露賬齡分析。

Amounts due to securities margin clients are repayable on demand. No aged analysis is disclosed as in the opinion of directors, the aged analysis does not give additional value in view of the nature of business of securities margin financing.

欠證券保證金客戶款項須於要求時償還。鑑於證券保證金融資業務性質，董事認為賬齡分析並無額外作用，因此並無披露賬齡分析。

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21. TRADE CREDITORS (continued)

Commission payable for brokerage of mutual funds and insurance-linked investment plans and products are settled immediately upon the Group has received payments from fund managers/policy issuers. The age of this balance is within 60 days.

22. AMOUNT DUE TO A DIRECTOR**The Group**

The amount due to a director, Mr. Hung Hon Man, was unsecured, non-interest bearing and repayable on demand. The amount was fully repaid during the year.

23. BANK BORROWINGS**21. 應付貿易賬款 (續)**

有關互惠基金及保險相關投資計劃及產品經紀服務之應付佣金乃於本集團從基金經理／保單發行人收取款項後隨即清繳。此等結餘額之賬齡為60天以內。

22. 欠董事款項**本集團**

欠董事洪漢文先生之款項乃無抵押，不計利息及於通知時償還。此款項已於年內全數清還。

23. 銀行借貸**The Group****本集團**

		2003 二零零三年 \$'000 千元	2002 二零零二年 \$'000 千元
Bank overdrafts – secured	銀行透支 – 有抵押	37,188	86,190
Other bank loans – secured	其他銀行貸款 – 有抵押	19,300	38,960
		56,488	125,150

The maturity of the borrowings is on demand or within one year.

As at 31st March, 2003, bank overdrafts of approximately HK\$37,188,000 and bank loans of HK\$19,300,000 were secured by clients' pledged securities and corporate guarantees provided by the Company.

As at 31st March, 2002, bank overdrafts of approximately HK\$86,190,000 and bank loans of HK\$38,960,000 were secured by clients' pledged securities and certain investments in securities of the Group. In addition, the bank overdrafts of approximately HK\$86,190,000 and the bank loan of HK\$12,960,000 were also secured by a personal guarantee given by Mr. Hung Hon Man, and the bank loan of HK\$18,000,000 was also secured by personal guarantees given by Messrs. Hung Hon Man and Shum Kin Wai, Frankie.

該等借貸乃按通知時或於一年內到期。

於二零零三年三月三十一日之銀行透支約37,188,000港元及銀行貸款19,300,000港元以客戶之抵押證券及本公司之企業擔保作抵押。

於二零零二年三月三十一日之銀行透支約86,190,000港元及銀行貸款38,960,000港元以客戶之抵押證券及本集團若干證券投資作抵押。此外，銀行透支約86,190,000港元及銀行貸款12,960,000港元亦以洪漢文先生所提供之個人擔保作抵押，此外18,000,000港元之銀行貸款亦以洪漢文先生及岑建偉先生所提供之個人擔保作抵押。

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24. DEFERRED TAXATION

24. 遞延稅項

		The Group 本集團	
		2003 二零零三年 \$'000 千元	2002 二零零二年 \$'000 千元
Charged for the year and at the end of the year (note 11)	年內扣除及於本年終 (附註11)	800	-

The deferred taxation represents the tax effect of timing difference because of excess of tax allowances over depreciation.

遞延稅項指因稅務減免款額超出折舊下時差原因產生之稅務影響。

There was no significant unprovided deferred taxation for the year or at the balance sheet date.

於本年度或結算日並無任何重大遞延稅項未作撥備。

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25. SUBORDINATED LOAN**The Group**

The Group had obtained a subordinated loan from a director, Mr. Hung Hon Man. The loan was unsecured, bore interest at Hong Kong prime lending rate per annum and was repayable on 29th June, 2002. The subordinated loan was approved by the Securities and Futures Commission (the “SFC”) on 30th June, 2000 for the purposes of compliance by a subsidiary of the Company, GNI, with the Financial Resources Rules (“FRR”). In the event of GNI’s insolvency or GNI becoming unable to comply with the FRR, the rights of Mr. Hung Hon Man in respect of this subordinated loan and the interest payable thereon will be subordinated in all respect of the rights of GNI’s other creditors.

During the year ended 31st March, 2002, Mr. Hung Hon Man, with the consent from the SFC, agreed not to charge interest on the subordinated loan for the period from 1st April, 2001 to the date of listing of the shares of the Company on the Stock Exchange or 31st March, 2002, whichever is earlier.

On 15th May, 2002, the subordinated loan was repaid to Mr. Hung Hon Man and, concurrently, was taken up by Get Nice Incorporated. Get Nice Incorporated was funded by Mr. Hung Hon Man to take up the subordinated loan. This amount due from Get Nice Incorporated to Mr. Hung Hon Man was capitalised on 16th May, 2002 by the issue and allotment of 5,355 shares in Get Nice Incorporated to Honeylink Agents Limited (as directed by Mr. Hung Hon Man) credited as fully paid.

25. 後償貸款**本集團**

本集團向董事洪漢文先生取得一項後償貸款。該項貸款為無抵押貸款，利息每年按香港最優惠貸款利率計算，還款日為二零零二年六月二十九日。後償貸款已於二零零零年六月三十日獲證券及期貨事務監察委員會（「證監會」）批准，使本公司之附屬公司結好投資可遵守財政資源規則。倘結好投資無力償還債務或無法遵守財政資源規則，則洪漢文先生有關該後償貸款之權利及其中應付利息將於各方面次於結好投資其他債權人之權利。

於截至二零零二年三月三十一日止年度，在證監會同意下，洪漢文先生已同意不收取後償貸款由二零零一年四月一日至本公司股份在聯交所上市日期或二零零二年三月三十一日（以較早者為準）期間之利息。

於二零零二年五月十五日，後償貸款已償還予洪漢文先生並同時間由 Get Nice Incorporated 承受。Get Nice Incorporated 之融資由洪漢文先生提供借款。Get Nice Incorporated 欠洪漢文先生之款項已於二零零二年五月十六日藉著發行及配發 5,355 股 Get Nice Incorporated 股份予 Honeylink Agents Limited（按洪漢文先生之指示）而撥作資本，並已入賬列為繳足。

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26. SHARE CAPITAL

26. 股本

		No. of shares 股份數目 '000	\$'000 千元
Ordinary shares of HK\$0.1 each	普通股每股0.1港元		
<i>Authorised:</i>	法定：		
On incorporation and at 31st March, 2002	於成立日及二零零二年 三月三十一日	1,000	100
Increase during the year	於年內增加	1,999,000	199,900
At 31st March, 2003	於二零零三年三月三十一日	2,000,000	200,000
<i>Issued:</i>	已發行：		
1 share allotted and issued at par on 30th January, 2001	於二零零一年一月三十日 以面值配發及發行1股	—	—
999,999 shares allotted and issued nil paid on 30th January, 2001	於二零零一年一月三十日， 999,999股以未繳股款方式 配發及發行	1,000	—
At 31st March, 2002 and at 1st April, 2002	於二零零二年三月三十一日 及二零零二年四月一日	1,000	—
Issue of shares on the Reorganisation	於重組發行之股份	1,000	100
Credited as fully paid from special reserve	由特別儲備撥入 列作為繳足	—	100
Issue of shares by capitalisation of share premium account	透過資本化股份溢價賬 發行股份	223,000	22,300
Placing and public offer of shares	配售及公開發售股份	75,000	7,500
At 31st March, 2003	於二零零三年三月三十一日	300,000	30,000

The Company was incorporated in the Cayman Islands on 23rd January, 2001 with an authorised share capital of HK\$100,000 divided into 1,000,000 shares of HK\$0.1 each. On 30th January, 2001, 1 share of HK\$0.1 each was allotted and issued at par to the shareholder.

本公司於二零零一年一月二十三日於開曼群島註冊成立，其法定股本為100,000港元，分為1,000,000股每股0.1港元。於二零零一年一月三十日，1股每股面值0.1港元股份配發及發行予股東。

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26. SHARE CAPITAL (continued)

On 30th January, 2001, 999,999 shares of HK\$0.1 each were allotted and issued nil paid to the shareholders. All the nil paid shares were subsequently settled in the manner described as below.

Pursuant to the written resolutions passed by the shareholders of the Company on 16th May, 2002:

- (i) the authorised share capital of the Company was increased from HK\$100,000 to HK\$200,000 by the creation of an additional 1,000,000 shares of HK\$0.1 each, which were on that date issued and credited as fully paid to the shareholders;
- (ii) the authorised share capital of the Company was further increased from HK\$200,000 to HK\$200,000,000 by the creation of an additional 1,998,000,000 shares of HK\$0.1 each;
- (iii) the Company (a) allotted and issued, credited as fully paid, an aggregate of 1,000,000 new shares of HK\$0.1 each of the Company, as to 933,600 shares of HK\$0.1 each of the Company to Honeylink Agents Limited, 50,100 shares of HK\$0.1 each of the Company to Mr. Shum Kin Wai, Frankie and 16,300 shares of HK\$0.1 each of the Company to Chambray Resources Limited, and (b) credited as fully paid at par the 999,999 nil paid shares of HK\$0.1 each of the Company held and owned as to 948,799 shares of HK\$0.1 each of the Company by Honeylink Agents Limited, 44,500 shares of HK\$0.1 each of the Company by Mr. Shum Kin Wai, Frankie and 6,700 shares of HK\$0.1 each of the Company by Chambray Resources Limited for the acquisition of an aggregate of 10,000 shares of US\$1 each, being the entire issued share capital in Get Nice Incorporated pursuant to the Reorganisation;

26. 股本 (續)

於二零零一年一月三十日，999,999股每股0.1港元股份以未繳股款方式配發及發行給股東。所有以未繳股款股份之後以下列敘述的方式付清。

根據本公司股東於二零零二年五月十六日通過之書面決議案：

- (i) 本公司法定股本藉增設1,000,000股每股面值0.1港元之股份，由100,000港元增至200,000港元及已於當日發行及入賬列作繳足予股東；
- (ii) 本公司法定股本藉增設1,998,000,000股每股面值0.1港元之股份由200,000港元進一步增至200,000,000港元；
- (iii) 本公司(a)配發及發行合共1,000,000股每股面值0.1港元入賬列作繳足之新股份(其中933,600股每股面值0.1港元公司股份予Honeylink Agents Limited、50,100股每股面值0.1港元公司股份予岑建偉先生及16,300股每股面值0.1港元公司股份予Chambray Resources Limited)及(b)根據重組，Honeylink Agents Limited、岑建偉先生及Chambray Resources Limited分別所持及擁有之948,799股、44,500股及6,700股每股面值0.1港元未繳股款公司股份(合共999,999股)按面值入賬列作繳足以作為收購Get Nice Incorporated合共10,000股每股面值1美元之全部已發行股份；

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26. SHARE CAPITAL (continued)

- (iv) the issue of 75,000,000 new shares of HK\$0.10 each for cash at HK\$1 per share by way of placing and public offer was approved (the "Share Offer") and the directors were authorised to allot and issue these new shares; and
- (v) conditional on the share premium account being credited as a result of the Share Offer, the directors were authorised to capitalise HK\$22,300,000 standing to the credit of the share premium account of the Company by applying such sum in paying up in full at par 223,000,000 shares for allotment and issue to holders of shares of the Company whose name appeared on the register of members of the Company at the close of business on 16th May, 2002 in proportion to their then existing holdings in the Company.

On 6th June, 2002, by means of placing and public offer, the Company issued a total of 75,000,000 new ordinary shares of HK\$0.1 each at a price of HK\$1 per share.

All the shares which were issued during the year rank pari passu with the then existing shares in all respects.

The shares capital as at 31st March, 2002 represented the aggregate amount of the nominal values of the issued share capital of the companies comprising the Group other than the GNFC Group as at that date.

26. 股本(續)

- (iv) 批准75,000,000股每股面值0.10港元之新股份，按每股1港元之價格配售及公開發售(「股份發售」)，及董事已授權配發及發行此新股股份；及
- (v) 待股份溢價賬因股份發售而獲進賬後，董事獲授權將本公司股份溢價賬進賬額之22,300,000港元撥充資本，向於二零零二年五月十六日營業時間結束時名列本公司股東名冊上之股份持有人，按彼等當時於本公司之既有股權之比例以面值配發及發行223,000,000股股份。

於二零零二年六月六日，本公司透過配售及公開發售形式以每股1港元之價格發行總數75,000,000股每股面值0.1港元新普通股份。

於年內所有已發行股份已跟當時已存在之股份享有同等權益。

二零零二年三月三十一日之股本，指於當日組成本集團(結好財務集團除外)屬下各公司已發行股本之總面值。

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27. RESERVES

27. 儲備

	Share premium account	(Accumulated Special loss) reserve retained profit (累積虧損)	Total
	股份溢價賬	特別儲備 保留溢利	總額
	\$'000 千元	\$'000 千元	\$'000 千元
THE COMPANY	本公司		
Net loss for the period and at 31st March, 2002 and 1st April, 2002	本期淨虧損及 於二零零二年 三月三十一日及 二零零二年 四月一日	-	(305)
Shares issued at premium	股份以溢價發行	67,500	67,500
Capitalisation	資本化發行	(22,300)	(22,400)
Surplus arising from the Reorganisation	因重組而產生 之盈餘	-	204,649
Expenses in connection with the listing of the shares of the Company	有關本公司 股份上市 之費用	(12,106)	(12,106)
Net profit for the year	本年純利	-	4,835
Dividends paid	已付股息	-	(4,100)
At 31st March, 2003	於二零零三年 三月三十一日	33,094	194,549
		430	228,073

Under the Companies Law, Cap 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands, the share premium of the Company may be distributed subject to the provisions of the Company's Memorandum or Articles of Association and provided that immediately following the date on which the dividend is proposed to be distributed, the Company will be in a position to pay off its debts as and when they fall due in the ordinary course of business. This share premium account may also be distributed in the form of fully paid bonus shares.

The special reserve of the Company arose as a result of the Reorganisation and represents the excess of the then combined net assets of the subsidiaries acquired over the nominal value of the share capital of the Company issued in exchange thereof less dividends distributed from pre-organisation reserve of a subsidiary.

根據開曼群島公司法第22章(一九六一年法例3, 經綜合及修訂), 本公司之股份溢價可用作分派, 惟須按本公司章程大綱或章程細則之規定及如緊隨該股息被建議分派當日, 本公司將要處於可償還日常業務所產生的到期及應償還之債項狀況。此股份溢價賬亦可以繳足紅股方式派發。

本公司之特別儲備乃因重組而產生, 及指當時被收購之附屬公司之合併淨資產高出本公司為此換取所發行之股份面值款項, 減去從附屬公司重組前儲備分派之股息。

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27. RESERVES (continued)**The Group**

Movements in the reserves of the Group are set out in the consolidated statement of changes in equity.

The special reserve of the Group represents the difference between the nominal value of the shares of the subsidiaries together with the net book value of a subordinated loan capitalised at the date on which they were acquired by the Company and the nominal amount of the Company's shares issued for the acquisition at the time of the Reorganisation prior to the listing of the Company's shares, as well as the difference between the consolidated shareholders' funds of the acquired subsidiaries and the nominal value of the Get Nice Incorporated's shares issued for the acquisition at the time of the Reorganisation prior to the listing of the Company's shares.

28. SHARE OPTION SCHEME

The share option scheme (the "Option Scheme") of the Company was adopted by the Company on 6th June, 2002 pursuant to a resolution passed on 16th May, 2002. The major terms of the Option Scheme are summarised as follows:

- (i) The purpose of the Option Scheme is to provide incentives or rewards to selected participants for their contribution to the Group.

27. 儲備(續)**本集團**

本集團之儲備變動載於綜合權益變動表內。

本集團特別儲備指於被本公司收購當日的附屬公司股本面值及一筆資本化的後償貸款的賬面淨值，與本公司股份上市前重組時為此收購所發行的公司股份面值之差額，與及指於本公司股份上市前重組當時收購附屬公司的綜合股東資金與為此收購所發行的Get Nice Incorporated之股份賬面值之差額。

28. 購股權計劃

本公司根據一項於二零零二年五月十六日通過之決議案於二零零二年六月六日採納本公司之購股權計劃(「購股權計劃」)。購股權計劃之主要條款概述如下：

- (i) 購股權計劃旨在獎勵及報酬經篩選之參與者，以表揚彼等對本集團之貢獻。

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28. SHARE OPTION SCHEME

(continued)

- (ii) The participants of the Option Scheme include: (a) any employee or director (including executive director, non-executive director and independent non-executive director) of any member of the Group; (b) supplier or potential supplier of goods and services; (c) customer or potential customer; (d) person or entity that provides research, development or other technological support; (e) shareholder of any member of the Group; and (f) adviser or consultant to or any joint venture partner or business alliances of any member of the Group or any counterparty to any transaction of any member of the Group.
- (iii) The maximum number of shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the Option Scheme and any other share option scheme of the Group must not in aggregate exceed 30% of the relevant class of securities of the issued share capital of the Company from time to time.
- (iv) The total number of shares which may be issued upon exercise of all options to be granted under the Option Scheme and any other share option scheme of the Group must not in aggregate exceed 10% of the shares of the Company in issue.
- (v) The total number of shares issued and which may fall to be issued upon exercise of the options granted under the Option Scheme and any other share option scheme of the Group (including both exercised or outstanding options) to each participant in any twelve month period shall not exceed 1% of the issued share capital of the Company for the time being.

28. 購股權計劃 (續)

- (ii) 購股權計劃之參與者包括：(a) 本集團任何成員公司之任何僱員或董事 (包括執行董事、非執行董事及獨立非執行董事)；(b) 本集團之商品或服務供應商或潛在供應商；(c) 客戶或潛在客戶；(d) 提供研發或其他科技支援之人士或企業；(e) 本集團任何成員公司股東；及(f) 本集團任何成員公司之顧問或專家顧問，或任何合營夥伴或業務聯盟或本集團任何成員公司之任何交易對手。
- (iii) 因可能行使根據購股權計劃或本集團之任何其他購股權計劃所授出及尚未行使其所有任何購股權須予發行之股數上限合計不得超過本公司不時已發行股本中任何有關證券類別之30%。
- (iv) 因行使根據購股權計劃及本集團之任何其他購股權計劃所授出之所有購股權須予發行之股份總數合計不得超過本公司已發行股份之10%。
- (v) 於任何12個月期間因行使根據購股權計劃及本集團任何其他購股權計劃所授出之購股權而已向各參予者發行及須向各參與者發行之股份總數 (同時包括已行使或尚未行使購股權兩者) 不得超過本公司當時已發行股本1%。

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28. SHARE OPTION SCHEME

(continued)

(vi) There is no minimum period required for the holding of an option before it can be exercised.

(vii) An option may be exercised at any time during a period to be determined by the directors, which period may commence on a day after the date upon which the offer for the grant of options is made but shall not later than ten years from the date of grant of the option.

(viii) The acceptance of an option, if accepted, must be made within 21 days from the date of the offer of grant of the option.

(ix) The exercise price of an option must be the highest of:

(a) the closing price of the share of the Company as stated in the Stock Exchange's daily quotations on the date of the offer of the grant;

(b) the average closing price of the share of the Company as stated in the Stock Exchange's daily quotations for the five trading days immediately preceding the date of the offer of the grant; and

(c) the nominal value of the share of the Company.

(x) The Option Scheme will expire on 5th June, 2012.

(xi) At the date of this report, the total number of shares available for issue under the Option Scheme was 30,000,000, representing 10% of the shares of the Company in issue at that date.

(xii) There has been no option granted since the adoption of the Option Scheme.

28. 購股權計劃 (續)

(vi) 購股權計劃並無規定在行使前所需持有購股權之最短期限。

(vii) 購股權可於董事會釐定之期間內隨時行使，該期間須由授出購股權建議日期後之日起計，至授出購股權日期後10年內屆滿。

(viii) 參與者須於授出購股權建議日期起計21天內接納購股權。

(ix) 購股權之行使價須為：

(a) 授出購股權建議日期在聯交所之每日報價表所示之本公司股份收市價；

(b) 緊接授出購股權建議日期前五個交易日在聯交所之每日報價表所示之本公司股份平均收市價；及

(c) 本公司股份面值三者中之最高者。

(x) 購股權計劃將於二零一二年六月五日期滿。

(xi) 於本報告刊發日期，根據購股權計劃可供發行之股份總數為30,000,000股，佔本公司於該日之已發行股份10%。

(xii) 自採納購股權計劃以來，概無授出購股權。

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29. ACQUISITION OF SUBSIDIARIES

During the year, the Group, through a number of the reorganisation procedures as detailed in the section headed "Group reorganisation" in appendix VII of the prospectus dated 24th May, 2002 issued by the Company, acquired all the issued capital of the GNFCL Group in consideration of the allotment and issue of 22 shares of US\$1 each of Get Nice Incorporated. This transaction has been accounted for by use of the purchase method of accounting.

29. 收購附屬公司

於年內，本集團透過一連串的重組程序 (詳情刊於本公司二零零二年五月二十四日刊發之招股書附錄七「集團重組」內)，以配發及發行Get Nice Incorporated 22股每股面值1美元股份作為收購結好財務集團全部已發行股份之代價。此項交易乃按收購會計法入賬。

		2003 二零零三年 \$'000 千元	2002 二零零二年 \$'000 千元
Net assets acquired:	所收購之淨資產：		
Property and equipment	物業及設備	556	-
Prepayments and deposits	預付款項及按金	221	-
Amount due from a director	一名董事欠款	1,138	-
Bank balances and cash	銀行結餘及現金	215	-
Trade creditors	應付貿易賬款	(170)	-
Accrued charges and other accounts payable	應計費用及其他應付賬項	(364)	-
Taxation payable	應付稅項	(68)	-
		1,528	-
Special reserve arising from acquisition of subsidiaries	因收購附屬公司而產生特別儲備	(1,528)	-
Total consideration	總代價	-	-
Satisfied by:	支付方式：		
Allotment of shares in a subsidiary, at nominal value	一家附屬公司按賬面值配發股份	-	-
Net inflow of cash and cash equivalents in respect of the purchase of subsidiaries:	有關收購附屬公司所產生之現金及現金等值流入淨額：		
Bank balances and cash acquired	所收購之銀行結餘及現金	215	-

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29. ACQUISITION OF SUBSIDIARIES (continued)

The subsidiaries acquired during the year contributed approximately HK\$137,000 to the Group's turnover, and a loss of approximately HK\$497,000 to the Group's profit from operations.

30. MAJOR NON-CASH TRANSACTION

On 15th May, 2002, the subordinated loan in principal sum of HK\$60,000,000 originally advanced by Mr. Hung Hon Man was taken up by Get Nice Incorporated. Get Nice Incorporated was funded by Mr. Hung Hon Man to take up the subordinated loan. This amount due from Get Nice Incorporated to Mr. Hung Hon Man was capitalised by the issue and allotment of 5,355 shares in Get Nice Incorporated to Honeylink Agents Limited (as directed by Mr. Hung Hon Man) credited as fully paid.

In addition, during the year, the Group acquired all the issued capital of GNFCL Group in consideration of the allotment and issue of 22 shares of US\$1 each of Get Nice Incorporated. Details of this transaction are set out in note 29.

31. RETIREMENT BENEFITS SCHEME

The Group has operated a pension scheme under the rules and regulations of the Mandatory Provident Fund Schemes Ordinance ("MPF Scheme") for all qualifying employees in Hong Kong. The assets of the MPF Scheme are held separately in an independently managed fund. The Group has followed the minimum statutory contribution requirements of 5% of eligible employees' relevant aggregate income. The contributions are charged to the income statement as incurred.

29. 收購附屬公司 (續)

所收購附屬公司於年內貢獻137,000港元於本集團之營業額及虧損約497,000港元於本集團經營溢利。

30. 主要非現金交易

於二零零二年五月十五日，該筆原來由洪漢文先生借出本金為60,000,000港元之後償貸款由Get Nice Incorporated承受。Get Nice Incorporated承受之後償貸款由洪漢文先生提供融資。Get Nice Incorporated欠洪漢文先生之款項藉着發行及配發5,355股Get Nice Incorporated股份予Honeylink Agents Limited (按洪漢文先生指示) 而撥作資本，並已入賬列為繳足。

此外，於年內本集團透過配發及發行22股每股面值1美元Get Nice Incorporated股份作為收購結好財務集團之全數已發行股份之代價。該交易之詳情載於附註29。

31. 退休福利計劃

本集團已根據強制性公積金計劃條例之規則及規例為香港所有合資格僱員制定退休福利計劃 (「強制金計劃」)。強制金計劃之資產由一個獨立管理基金所持有。本集團已根據最低法定供款規定，即合資格僱員每月有關收入之5%供款。供款時於收益表扣除。

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32. LEASE COMMITMENTS

At balance sheet date, the Group had commitments for future minimum lease payments under non-cancellable operating leases in respect of land and buildings which fall due as follows:

		2003 二零零三年 \$'000 千元	2002 二零零二年 \$'000 千元
Within one year	一年內	892	5,127
In the second to fifth year inclusive	第二年至第五年	260	616
		1,152	5,743

Operating lease payments represent rentals payable by the Group for its office premises. Leases are mainly negotiated for an average term of two years and rentals are fixed for an average of two years.

32. 租約承擔

於結算日，本集團就不可撤銷之土地及樓宇經營租約將來最少租賃付款之到期日如下：

經營租約付款指本集團就其辦公室物業須支付之租金。租約之平均年期大多定為兩年，而租金亦平均維持兩年不變。

33. CONTINGENT LIABILITIES

The Group had no material contingent liabilities at 31st March, 2003.

The Company has given guarantees to banks in respect of general facilities granted to its subsidiaries. The extent of such facilities utilised by the subsidiaries at 31st March, 2003 amounted to approximately HK\$56,488,000 (2002: nil).

33. 或然負債

本集團於二零零三年三月三十一日沒有重大或然負債。

本公司為銀行給予其附屬公司一般信貸作出擔保。於二零零三年三月三十一日，附屬公司已使用之信貸額為約56,488,000港元(二零零二年：無)。

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34. RELATED PARTY TRANSACTIONS

Apart from the amounts due from and to related parties and directors as disclosed in notes 19 and 22 and the subordinated loan as disclosed in note 25, during the year, the Group had the following related party transactions:

Name of related party 有關連人士名稱	Nature of transaction 交易性質	2003 二零零三年 \$'000 千元	2002 二零零二年 \$'000 千元
Fullink Developments Limited 富協發展有限公司	Rental expense (Note i) 租金支出 (附註i)	1,800	1,800
Messrs. Shum Kin Wai, Frankie, Cham Wai Ho, Anthony, Cheng Wai Ho, and their associates 岑建偉先生、 湛威豪先生、鄭偉浩先生 以及彼等之聯繫人士	Commission income (Note ii) 佣金收入 (附註ii) Interest income (Note iii) 利息收入 (附註iii)	32 114	192 288
Mr. Hung Hon Man 洪漢文先生	Interest expense (Note iv) 利息支出 (附註iv)	375	—

Notes:

- (i) This transaction was transacted at a price agreed between the parties and in accordance with the agreement governing the transaction.
- (ii) Commission was charged at 0.25% on the value of transactions. The rate was similar to rates offered to other clients of the Group.
- (iii) Interest was charged at 8% to 14.5% per annum.
- (iv) Interest was calculated at Hong Kong prime lending rate per annum according to the agreement entered into between the parties.

34. 有關連人士交易

除附註19及22，所披露於內有關連人士及董事應付及應收之款項及於附註25所披露的後償貸款外，本集團與有關連人士進行了以下交易：

2003 二零零三年 \$'000 千元	2002 二零零二年 \$'000 千元
1,800	1,800
32 114	192 288
375	—

附註：

- (i) 此交易按雙方議定之價格進行，並按規限有關交易之協議進行。
- (ii) 佣金按交易價值之0.25%收取，此佣金率與收取本集團其他客戶之佣金率相若。
- (iii) 利息按年利率8%至14.5%收取。
- (iv) 利息根據雙方訂立之協議每年按香港最優惠貸款利率計算。

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34. RELATED PARTY TRANSACTIONS (continued)

Messrs. Hung Hon Man and Cham Wai Ho, Anthony, directors of the Company, have a beneficial interest in Fullink Developments Limited.

In addition, during the year, Messrs. Hung Hon Man and Shum Kin Wai, Frankie provided personal guarantees to banks to secure banking facilities granted to certain subsidiaries of the Group. No charge was made by them. The guarantees were replaced by corporate guarantees from the Company during the year.

34. 有關連人士交易 (續)

本公司董事洪漢文先生及湛威豪先生於富協發展有限公司中實益擁有權益。

此外，年內洪漢文先生及岑建偉先生提供個人擔保予銀行，以就本集團某些附屬公司獲批之銀行信貸作出擔保。彼等並無就此作出支銷。此等擔保於年內已被本公司之企業擔保取代。