

1. General

HyComm Wireless Limited (the "Company") was incorporated in Bermuda on 30 July 1997 as an exempted company with limited liability under the Companies Act 1981 of Bermuda (as amended). The shares of the Company are listed on The Stock Exchange of Hong Kong Limited (the "Stock Exchange").

The Company is an investment holding company. The activities of its principal subsidiaries are set out in note 38.

2. Basis of Preparation of Financial Statements

In preparing the financial statements, the directors have given due consideration to the future liquidity of the Group. While the Group reports a profit of approximately HK\$36 million, after taking into consideration the net effect of revaluation/impairment changes, the operating results are a loss of approximately HK\$7 million for the year ended 31 March 2006. Also, at the balance sheet date, the Group has a net current liability position of approximately HK\$44 million.

The directors consider that the Group will be able to meet its liabilities and financial obligations in full as they fall due for the foreseeable future because it is currently in the process of disposing of certain properties and arranging additional banking facilities in order to provide additional working capital for the Group. Accordingly, the financial statements have been prepared on a going concern basis.

1. 概覽

華脈無線通信有限公司(「本公司」)於一九九七年七月三十日根據百慕達一九八一年公司法(經修訂)在百慕達註冊成立為獲豁免有限公司。本公司股份在香港聯合交易所有限公司(「聯交所」)上市。

本公司為投資控股公司，其主要附屬公司之業務載於附註 38。

2. 財務報表之編製基準

在編製財務報表時，董事已詳細考慮本集團之未來流動資金。本集團錄得約港幣36,000,000元之溢利，而在計及重估／減值改變之淨影響後，截至二零零六年三月三十一日止年度的經營業績虧損約為港幣7,000,000元。還有，本集團於結算日的流動負債淨額約為港幣44,000,000元。

董事認為本集團可悉數履行將於可見未來到期之全部債務及財務承擔，原因是本集團現正出售若干物業及安排額外銀行融資，為本集團提供額外營運資金。因此，財務報表乃按持續經營基準編製。

3. Changes in Accounting Policies

(a) Adoption of new and revised Hong Kong Financial Reporting Standards

The financial statements have been prepared in accordance with all applicable Hong Kong Financial Reporting Standards (“HKFRSs”), which is a collective term that includes all applicable individual Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards (“HKAS”) and Interpretations issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”), accounting principles generally accepted in Hong Kong and the requirements of the Companies Ordinance.

The HKICPA has issued a number of new and revised HKFRSs that are effective or available for early adoption for accounting periods beginning on or after 1 January 2005.

The following sets out further information on the changes in accounting policies for the annual accounting period beginning on 1 April 2005 which have been reflected in the financial statements.

3. 會計政策變動

(a) 採納新訂及經修訂香港財務報告準則

該等財務報表已根據所有適用香港財務報告準則（「香港財務報告準則」，此統稱包括香港會計師公會（「香港會計師公會」）頒佈之所有適用之香港財務報告準則、香港會計準則（「香港會計準則」）及詮釋）、香港公認之會計原則及公司條例之規定編製而成。

香港會計師公會頒佈了多項於二零零五年一月一日或之後起計之會計期間生效或可提早採納的新增及經修訂的香港財務報告準則。

下文載列於二零零五年四月一日開始之年度會計期間已反映在該等財務報表內之會計政策變動之進一步資料。

3. Changes in Accounting Policies (Continued)**(a) Adoption of new and revised Hong Kong Financial Reporting Standards (Continued)**

- (i) *Amortisation of positive goodwill (HKFRS 3, Business combinations and HKAS 36, Impairment of assets)*

In prior years, positive goodwill which arose on or after 1 January 2001 was amortised on a straight-line basis over its useful life and was subject to impairment testing when there were indications of impairment.

With effect from 1 April 2005, in order to comply with HKFRS 3 and HKAS 36, the Group changed its accounting policy relating to goodwill. Under the new policy, the Group no longer amortises positive goodwill but tests it at least annually for any impairment. Further details of the new policy are set out in note 4(h).

The new policy in respect of the amortisation of positive goodwill has been applied prospectively in accordance with the transitional arrangements under HKFRS 3.

3. 會計政策變動 (續)**(a) 採納新訂及經修訂香港財務報告準則 (續)**

- (i) *正商譽之攤銷 (香港財務報告準則第3號－業務合併及香港會計準則第36號－資產減值)*

於過往年度，在二零零一年一月一日或之後產生之正商譽，乃按其可使用年期以直線法予以攤銷，倘有減值跡象，則須進行減值測試。

由二零零五年四月一日起，為符合香港財務報告準則第3號及香港會計準則第36號，本集團更改其有關商譽之會計政策。根據新政策，本集團不再攤銷正商譽，惟會至少每年進行一次減值測試。有關該等新政策之進一步詳情載於附註4(h)。

有關正商譽攤銷之新政策已按香港財務報告準則第3號之過渡性安排作前瞻性應用。

3. Changes in Accounting Policies (Continued)

(a) Adoption of new and revised Hong Kong Financial Reporting Standards (Continued)

(ii) Changes in presentation (HKAS 1, Presentation of financial statements)

In prior years, minority interests at the balance sheet date were presented in the consolidated balance sheet separately from liabilities and as a deduction from net assets. Minority interests in the results of the Group for the year were also separately presented in the consolidated income statement as a deduction before arriving at the profit/(loss) attributable to equity shareholders of the Company.

With effect from 1 April 2005, in order to comply with HKAS 1 and HKAS 27, the Group has changed its accounting policy relating to the presentation of minority interests. Under the new policy, minority interests are presented as part of equity, separately from interests attributable to the equity shareholders of the Company. These changes in presentation have been applied retrospectively with comparatives restated.

3. 會計政策變動 (續)

(a) 採納新訂及經修訂香港財務報告準則 (續)

(ii) 呈列方式之變動 (香港會計準則第 1 號 – 財務報表之呈列方式)

於過往年度，在結算日之少數股東權益乃於綜合資產負債表內與負債分開呈列，並作為淨資產扣減值處理。本集團年度業績內之少數股東權益，亦於達至本公司權益股東應佔溢利／（虧損）前，於綜合收益表內獨立呈列為扣減。

從二零零五年四月一日起，為符合香港會計準則第 1 號及香港會計準則第 27 號，本集團已變更有關少數股東權益呈報方式之會計政策。根據新政策，少數股東權益乃呈列為權益之一部分，並與本公司權益股東應佔權益分開呈列。該等呈報方式之變動已追溯應用，比較數字已予重列。

3. Changes in Accounting Policies (Continued)**(a) Adoption of new and revised Hong Kong Financial Reporting Standards (Continued)***(iii) Leasehold land and buildings (HKAS 17, Leases)***(a) Leasehold land and buildings held for own use**

In prior years, the Group's leasehold land and buildings held for own use were stated at revalued amounts less accumulated depreciation and accumulated impairment losses. Movement of revaluation surpluses or deficits were normally taken to the land and buildings revaluation reserve.

With effect from 1 April 2005, in order to comply with HKAS 17, the Group has adopted a new policy for leasehold land and buildings held for own use. Under the new policy, the leasehold interest in the land held for own use is accounted for as being held under an operating lease where the fair value of the interest in any buildings situated on the leasehold land could be measured separately from the fair value of the leasehold interest in the land at the time the lease was first entered into by the Group, or taken over from the previous lessee, or at the date of construction of those buildings, if later.

Further details of the new policy are set out in notes 4(j) and 4(r). Any buildings held for own use which are situated on such land leases continue to be presented as part of properties, plant and equipment.

3. 會計政策變動 (續)**(a) 採納新訂及經修訂香港財務報告準則 (續)***(iii) 租賃土地及樓宇 (香港會計準則第 17 號－租賃)***(a) 持作自用之租賃土地及樓宇**

於以往年度，持作自用之租賃土地及樓宇乃以重估數額減累計折舊及累計減值虧損入賬。重估盈餘或虧絀之變動，一般計入土地及樓宇重估儲備內。

由二零零五年四月一日起，為符合香港會計準則第 17 號，本集團採納一項有關持作自用租賃土地及樓宇之新政策。根據新政策，倘若位於租賃土地上之任何樓宇權益之公平值，可與本集團首次訂立租賃時，或從前度承租人接收時，或有關樓宇興建之日（以較遲者為準）之土地租賃權益之公平值分開計量，則持作自用之土地之租賃權益，乃作為根據一項經營租約而持有之權益處理。

有關該項新政策之進一步詳情載於附註 4(j) 及 4(r)。位於該等租賃土地上之任何持作自用樓宇，將繼續列作物業、廠房及設備之一部份。

3. Changes in Accounting Policies (Continued)

(a) Adoption of new and revised Hong Kong Financial Reporting Standards (Continued)

(iii) Leasehold land and buildings (HKAS 17, Leases) (Continued)

(b) Leasehold land held for redevelopment

In prior years leasehold land held for redevelopment for resale was stated at cost less any provision for impairment loss considered necessary by the directors.

With the adoption of HKAS 17 as from 1 April 2005, the Group has adopted a new policy for such land. Under the new policy, any prepaid land premiums for acquiring the land leases, or other lease payments, are amortised over the lease term. Further details of the new policy are set out in note 4(r).

All the above new accounting policies relating to leases have been adopted retrospectively.

3. 會計政策變動 (續)

(a) 採納新訂及經修訂香港財務報告準則 (續)

(iii) 租賃土地及樓宇 (香港會計準則第 17 號 – 租賃) (續)

(b) 持作待發展之租賃土地

於過往年度，持作待發展及待出售之租賃土地，乃按成本減董事認為必需之任何減值虧損撥備列賬。

從二零零五年四月一日採納香港會計準則第 17 號起，本集團已就該土地採納新政策。根據新政策，收購租賃土地之預付地價或其他租賃付款均按租賃年期予以攤銷。新政策之進一步詳情載於附註 4(r)。

有關租賃之所有上述新會計政策已追溯採納。

3. Changes in Accounting Policies (Continued)**(a) Adoption of new and revised Hong Kong Financial Reporting Standards** (Continued)*(iv) Investment properties (HKAS 40, Investment property)*

In prior years, investment properties were carried at their open market values based on independent professional valuations at the balance sheet date. Any surplus or deficit arising on revaluation of investment properties were credited or charged to investment property revaluation reserve unless the balance of the reserve was insufficient to cover a deficit, in which case the excess of the deficit over the balance of the investment property revaluation reserve was charged to the income statement. Where a deficit had previously been charged to the income statement and a revaluation surplus subsequently arose, this surplus was credited to the income statement to the extent of the deficit previously charged.

With effect from 1 April 2005, and in accordance with HKAS 40, investment properties are carried at fair value with the changes in fair value having recognised directly in the income statement.

The Group has applied the relevant transitional provisions of HKAS 40 as a result of which, the amount held in the investment property revaluation reserve at 1 April 2005 has been transferred to the deficit and the comparative figures are not required to be restated.

3. 會計政策變動 (續)**(a) 採納新訂及經修訂香港財務報告準則** (續)*(iv) 投資物業 (香港會計準則第 40 號 – 投資物業)*

於過往年度，投資物業按於結算日獨立專業估值所釐定之公開市值入賬。除非儲備結餘不足以抵償減值數額，否則投資物業重估所產生之任何增值或減值數額計入或扣除於投資物業重估儲備，而在此情況下減值超逾投資物業重估儲備結餘之差額於收益表中扣除。倘減值數額過往經已於收益表扣除並於其後產生重估增值，則該增值數額（以扣除以往之虧絀數額為限）計入收益表。

從二零零五年四月一日起，根據香港會計準則第 40 號，投資物業按公平值入賬，其公平值變動則於收益表直接確認。

本集團已應用香港會計準則第 40 號相關之過渡性條文，因此，投資物業重估儲備於二零零五年四月一日之金額經已轉撥至虧絀，比較數字無需重列。

3. Changes in Accounting Policies (Continued)

(a) Adoption of new and revised Hong Kong Financial Reporting Standards (Continued)

- (v) *Financial instruments (HKAS 32, Financial instruments: Disclosure and presentation and HKAS 39, Financial instruments: Recognition and measurement)*

With effect from 1 April 2005, in order to comply with HKAS 32 and HKAS 39, the Group has changed its accounting policies relating to financial instruments.

In prior years, equity investments held on a continuing basis for an identifiable long-term purpose were classified as investment securities and stated at cost less provision. Other investments in securities (including those held for trading and for non-trading purposes) were stated at fair value with changes in fair value recognised in the income statement.

With effect from 1 April 2005, and in accordance with HKAS 39, all investments, with the exception of securities held for trading purposes, dated debt securities being held to maturity and certain unquoted equity investments, are classified as available-for-sale financial assets and carried at fair value. Changes in the fair value of available-for-sale financial assets are recognised in equity, unless there is objective evidence that an individual investment has been impaired. Further details of the new policies are set out in note 4(q).

3. 會計政策變動 (續)

(a) 採納新訂及經修訂香港財務報告準則 (續)

- (v) 金融工具 (香港會計準則第 32 號—金融工具：披露與呈列及香港會計準則第 39 號—金融工具：確認與計量)

從二零零五年四月一日起，為符合香港會計準則第 32 號及香港會計準則第 39 號，本集團已改變有關金融工具之會計政策。

於過往年度，按持續基準作可識別長期目的持有之股本投資均分類為投資證券，並按成本減撥備列賬。於證券之其他投資（包括該等持作買賣及非買賣用途者）均按公平值列賬，並於收益表確認公平值之變動。

由二零零五年四月一日起，按照香港會計準則第 39 號，所有投資（持作買賣用途之證券、持至到期日之定期債務證券及若干非上市股本投資除外）均分類為可供銷售財務資產及按公平值列賬。可供銷售財務資產之公平值變動均於權益中予以確認，除非有客觀證據顯示個別投資已為減值。有關該等新政策之進一步詳情載於附註 4(q)。

3. Changes in Accounting Policies (Continued)**(a) Adoption of new and revised Hong Kong Financial Reporting Standards** (Continued)

- (v) *Financial instruments (HKAS 32, Financial instruments: Disclosure and presentation and HKAS 39, Financial instruments: Recognition and measurement)* (Continued)

On 1 April 2005, the Group re-designated “investments in securities” to “available-for-sale financial assets”. Comparative amount has not been restated as this is prohibited by the transitional arrangements in HKAS 39.

- (vi) *Definition of related parties (HKAS 24, Related party disclosures)*

HKAS 24 provides additional guidance and clarity to the definition and disclosures of related parties and related party transactions. Upon the adoption of HKAS 24, the related note disclosures are now more extensive than previously required. These related party disclosures are presented in note 34 to the financial statements.

3. 會計政策變動 (續)**(a) 採納新訂及經修訂香港財務報告準則** (續)

- (v) 金融工具 (香港會計準則第 32 號 – 金融工具：披露與呈列及香港會計準則第 39 號 – 金融工具：確認與計量) (續)

於二零零五年四月一日，本集團將「證券投資」重新命名為「可供銷售財務資產」。由於受香港會計準則第 39 號之過渡性安排限制，比較數字並無予以重列。

- (vi) 關連人士之定義 (香港會計準則第 24 號 – 關連人士披露)

香港會計準則第 24 號就關連人士及關連人士交易之定義及披露事項提供更多指引及作清楚解釋。採納香港會計準則第 24 號後，有關之附註披露事項較以往所規定者更為廣泛。該等關連人士披露事項載於財務報表附註 34。

3. Changes in Accounting Policies (Continued)

(b) Summary of effect of changes in accounting policies

- (i) Estimated effect on the consolidated financial statements for the year ended 31 March 2005:

3. 會計政策變動 (續)

(b) 會計政策變動影響之概要

- (i) 截至二零零五年三月三十一日止年度綜合財務報表之估計影響：

		Increase/(decrease) 增加／(減少)		
		As reported HK\$'000	HKAS 17 HK\$'000	As restated HK\$'000
		呈報 港幣千元	香港 會計準則 第 17 號 港幣千元	按重列 港幣千元
Properties, plant and equipment	物業、廠房及設備	10,466	(1,693)	8,773
Interest in leasehold land held for own use under operating lease	經營租賃下 持作自用租賃土地 權益	–	27,293	27,293
Properties under development	發展中物業	8,000	(8,000)	–
		<u>18,466</u>	<u>17,600</u>	<u>36,066</u>
Operating costs	經營成本	(16,099)	43	(16,056)
Amortisation of prepaid lease payment	預付租賃支出 攤銷	–	(71)	(71)
Surplus arising on revaluation of properties, plant and equipment	物業、廠房及 設備重估 增值	508	(357)	151
Impairment loss reversed in respect of properties under development	發展中物業 回撥減值 虧損	2,000	(2,000)	–
		<u>(13,591)</u>	<u>(2,385)</u>	<u>(15,976)</u>
		Cents 港仙	Cents 港仙	Cents 港仙
Loss per share	每股虧損	<u>0.27</u>	<u>0.08</u>	<u>0.35</u>

3. Changes in Accounting Policies (Continued)**(b) Summary of effect of changes in accounting policies (Continued)**

(ii) Estimated effect on the consolidated financial statements for the year ended 31 March 2006:

		At 1	Increase/(decrease)		As
		April 2005	HKAS 17	HKAS 40	restated
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
			香港	香港	
		於二零零五年	會計準則	會計準則	按重列
		四月一日	第 17 號	第 40 號	港幣千元
		港幣千元	港幣千元	港幣千元	港幣千元
Investment properties	投資物業				
revaluation reserve	重估儲備	16,674	-	(16,674)	-
Deficit	虧絀	(1,003,210)	17,600	-	(985,610)

(c) Impact of Hong Kong Financial Reporting Standards issued but not yet effective

Up to the date of issue of these financial statements, the HKICPA has issued a number of HKFRSs which are not effective for the accounting period ended 31 March 2006 and which have not been adopted in these financial statements.

In addition, the Companies (Amendment) Ordinance 2005 came into effect on 1 December 2005 and will only be first applicable to the Group's financial statements for the period beginning 1 April 2006.

The Group is in the process of making an assessment of what the impact of these new standards, new interpretations and amendments may be in the period of initial application. So far, it has concluded that while the adoption of the standards may result in new or amended disclosures, they are unlikely to have a significant impact on the Group's results of operations and financial position.

3. 會計政策變動 (續)**(b) 會計政策變動影響之概要 (續)**

(ii) 截至二零零六年三月三十一日止年度綜合財務報表之估計影響：

		At 1	Increase/(decrease)		As
		April 2005	HKAS 17	HKAS 40	restated
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
			香港	香港	
		於二零零五年	會計準則	會計準則	按重列
		四月一日	第 17 號	第 40 號	港幣千元
		港幣千元	港幣千元	港幣千元	港幣千元
Investment properties	投資物業				
revaluation reserve	重估儲備	16,674	-	(16,674)	-
Deficit	虧絀	(1,003,210)	17,600	-	(985,610)

(c) 已頒佈但尚未生效之香港財務報告準則之影響

截至此等財務報表刊發日期，香港會計師公會已頒佈下列於截至二零零六年三月三十一日止會計期間尚未生效且尚未在此等財務報表內採納之多項香港財務報告準則。

此外，由二零零五年十二月一日起生效之二零零五年公司(修訂)條例，將僅先適用於本集團由二零零六年四月一日起開始之期間之財務報表。

本集團正對此等新準則、新詮釋及修訂可能對首次適用之期間之影響進行評估。迄今為止結論為因採納該等準則可能導致須予披露資料增加或有所修改，惟對本集團經營業績及財務狀況產生重大影響之可能性極微。

4. Significant Accounting Policies

The financial statements have been prepared in accordance with HKFRSs issued by the HKICPA, accounting principles generally accepted in Hong Kong and the disclosure requirements of the Hong Kong Companies Ordinance. They have been prepared under the historical cost convention as modified for the revaluation of investment properties, properties, plant and equipment, financial assets and financial liabilities at fair values through the income statement. The significant accounting policies adopted by the Group are set out below.

(a) Basis of consolidation

The consolidated financial statements include the financial statements of the Company and its subsidiaries (together referred to as the "Group") and the Group's interest in associates made up to 31 March each year.

(b) Subsidiaries

A subsidiary is a company in which the Group, directly or indirectly, holds more than half of the issued share capital or controls more than half of the voting power or controls the composition of the board of directors. Subsidiaries are considered to be controlled if the Company has the power, directly or indirectly, to govern the financial and operating policies so as to obtain benefits from their activities.

An investment in a controlled subsidiary is included in the consolidated financial statements from the date that control commences until the date that control ceases.

4. 主要會計政策

財務報表已根據香港會計師公會所頒佈之香港財務報告準則、香港公認會計原則及香港公司條例之披露規定編製。該等財務報表按歷史成本慣例編製，並已經對投資物業、物業、廠房及設備、以及按公平值列入收益表之財務資產及財務負債作修訂。本集團所採納之主要會計政策載列如下：

(a) 綜合基準

綜合財務報表已計入本公司及其附屬公司(統稱為「本集團」)截至每年三月三十一日之財務報表及本集團於聯營公司之權益。

(b) 附屬公司

附屬公司乃本集團直接或間接持有其過半數以上已發行股本，或控制其半數以上投票權，或控制其董事會組成之公司。倘本公司有權直接或間接監管其財務及營運政策以從其經營活動中獲取利益，則該等附屬公司被視為受控制。

於受控制附屬公司之投資自控制開始日期直至控制終止日期合併入綜合財務報表。

4. Significant Accounting Policies (Continued)**(b) Subsidiaries (Continued)**

Intra-group balances and transactions and any unrealised profits arising from intra-group transactions are eliminated in full in preparing the consolidated financial statements. Unrealised losses resulting from intra-group transactions are eliminated in the same way as unrealised gains but only to the extent that there is no evidence of impairment.

In the Company's balance sheet, an investment in subsidiary is stated at cost less impairment losses.

(c) Associates

An associate is an entity in which the Group or the Company has significance influence, but not control or joint control, over its management, including participation in the financial and operating policy decisions.

An investment in an associate is accounted for in the consolidated financial statements under the equity method and is initially recorded at cost and adjusted thereafter for the post acquisition changes in the Group's share of the associate's net assets. The consolidated income statement includes the Group's share of the post-acquisition, post-tax results of associates for the year, including any impairment losses on goodwill relating to the investments in associates recognised for the year.

When the Group's share of losses exceeds its interest in an associate, the Group's interest is reduced to nil and recognition of further losses is discontinued except to the extent that the Group has incurred legal or constructive obligations or made payments on behalf of the associate. For this purpose, the Group's interest in the associate is the carrying amount of the investment under the equity method together with the Group's long-term interests that in substance form part of the Group's net investment in the associate.

4. 主要會計政策 (續)**(b) 附屬公司 (續)**

集團內公司間之結餘及交易以及集團內公司間交易所產生之任何未變現溢利，均於編製綜合財務報表時全部抵銷。集團內公司間交易所產生之未變現虧損亦按照未變現收益之處理方法同樣予以抵銷，惟僅限於沒有減值跡象之情況下。

於本公司資產負債表內，於附屬公司之投資按成本扣減減值虧損列賬。

(c) 聯營公司

聯營公司指本集團或本公司對其有重大影響力，但無法控制或共同控制其管理決定，即包括參與財務及經營政策決定。

聯營公司之投資乃根據權益法在綜合財務報表中計算，初步按成本入賬及隨後按收購後本集團攤佔有關聯營公司資產淨值之變動而作出調整。綜合收益表包括本集團於該年度攤佔該聯營公司之收購後及除稅後業績，包括年內確認與於聯營公司之投資有關之商譽之任何減值虧損。

倘本集團攤佔之虧損超過其於聯營公司之權益，本集團之權益會撇減至零及不再確認進一步虧損，除非本集團已代表該聯營公司產生法律或推定之責任或須作出付款。就此而言，本集團於聯營公司之權益為根據權益法計算投資之賬面值連同實際上構成本集團於該聯營公司之本集團淨投資之長期權益部分。

4. Significant Accounting Policies (Continued)

(c) Associates (Continued)

Unrealised profits and losses resulting from transactions between the Group and its associates are eliminated to the extent of the Group's interest in the associate, except where unrealised losses provide evidence of an impairment of the asset transferred, in which case they are recognised immediately in the income statement.

(d) Trade and other receivables

Trade and other receivables are initially recognised at fair value and thereafter stated at amortised cost less impairment losses for bad and doubtful debts, except where the receivables are interest-free loans made to related parties without any fixed repayment terms or the effect of discounting would be immaterial. In such cases, the receivables are stated at cost less impairment losses for bad and doubtful debts.

(e) Interest-bearing borrowings

Interest-bearing borrowings are initially recognised at fair value less attributable transaction costs. Subsequent to initial recognition, interest-bearing borrowings are stated at amortised cost with any difference between cost and redemption value being recognised in income statement over the period of the borrowings using the effective interest method.

(f) Trade and other payables

Trade and other payables are initially recognised at fair value and thereafter stated at amortised cost unless the effect of discounting would be immaterial, in which case they are stated at cost.

4. 主要會計政策 (續)

(c) 聯營公司 (續)

本集團與其聯營公司進行交易產生之未變現溢利及虧損，均以本集團於有關聯營公司之權益為限進行抵銷，惟倘未變現虧損顯示所轉讓資產出現減值之證據，在該情況下，有關虧損則在收益表即時確認。

(d) 貿易及其他應收款項

貿易及其他應收款項最初按公平價值確認，其後按攤銷成本減呆壞賬之減值虧損列值，惟應收款項為向關連人士作出無固定還款期之免息貸款或折現之影響並不重大除外。在該等情況下，應收款項按成本減呆壞賬之減值虧損列值。

(e) 計息借貸

計息借貸初步按公平價值減應計之交易成本確認。初步確認後，計息借貸按攤銷成本列值，而成本與贖回值之間之任何差額使用實際利率法於借貸期間內在收益表內確認。

(f) 貿易及其他應付款項

貿易及其他應付款項最初按公平價值確認，其後按攤銷成本列值，除非折現之影響不重大，在此情況下則按成本列值。

4. Significant Accounting Policies (Continued)**(g) Foreign currencies**

Transactions in currencies other than Hong Kong dollars are translated into Hong Kong dollars at the rates ruling on the dates of the transactions. Monetary assets and liabilities denominated in currencies other than Hong Kong dollars are translated into Hong Kong dollars at the rates ruling on the balance sheet date. Gains and losses arising on exchange are dealt with in the income statement.

(h) Goodwill

Goodwill represents the excess of the cost of a business combination or an investment in an associate over the Group's interest in the net fair value of the acquiree's identifiable assets, liabilities and contingent liabilities.

Goodwill is stated at cost less accumulated impairment losses. Goodwill is allocated to cash-generating units and is tested annually for impairment. In respect of associates, the carrying amount of goodwill is included in the carrying amount of the interest in the associate.

Any excess of the Group's interest in the net fair value of the acquiree's identifiable assets, liabilities and contingent liabilities over the cost of a business combination or an investment in an associate is recognised immediately in income statement.

On disposal of a cash generating unit or an associate during the year, any attributable amount of purchased goodwill is included in the calculation of the profit or loss on disposal.

4. 主要會計政策 (續)**(g) 外幣**

外幣交易乃按交易日之匯率換算為港元，而以外幣計算之貨幣性資產及負債則按結算日之匯率換算為港元，而因外幣換算而引起之盈虧均撥入收益表內處理。

(h) 商譽

商譽是指企業在業務合併或於聯營公司之投資之成本超過本集團在被收購方之可辨別資產、負債及或然負債之公平價值淨額中所佔份額的部分。

商譽是按成本減累計減值虧損列賬。商譽會分配至現金產出單元，並且每年接受減值測試。就聯營公司來說，商譽之賬面值會計入所佔聯營公司權益之賬面值中。

本集團在被收購方之可辨別資產、負債及或然負債之公平價值淨額中所佔份額，超過業務合併或於聯營公司之投資之成本部份，會即時在收益表中確認。

於年內出售現金產出單元或聯營公司時，任何應佔購入商譽均包括在出售項目之損益內。

4. Significant Accounting Policies (Continued)

(i) Investment properties

Investment properties are land and/or buildings which are owned or held under a leasehold interest to earn rental income and/or for capital appreciation. These include land held for a currently undetermined future use.

Investment properties are stated in the balance sheet at fair value. Any gain or loss arising from a change in fair value or from the retirement or disposal of an investment property is recognised in income statement. Rental income from investment properties is accounted for as described in note 4(u).

When the Group holds a property interest under an operating lease to earn rental income and/or for capital appreciation, the interest is classified and accounted for as an investment property. Any such property interest which has been classified as investment property is accounted for as if it were held under a finance lease, and the same accounting policies are applied to that interest as are applied to other investment properties leased under finance leases.

Property that is being constructed or developed for future use as investment property is classified as property, plant and equipment and stated at cost until construction or development is complete, at which time it is reclassified as investment property at fair value. Any difference between the fair value of the property at that date and its previous carrying amount is recognised in income statement.

4. 主要會計政策 (續)

(i) 投資物業

投資物業是指為賺取租金收入及／或為資本增值而以租賃權益擁有或持有的土地及／或樓宇，當中包括就目前尚未確定未來用途的持有土地。

投資物業按公平價值記入資產負債表中。由於投資物業公平價值之變動，或報廢或出售投資物業所產生之任何收益或虧損均在收益表中確認。投資物業之租金收入是按照附註 4(u) 所述方式入賬。

倘若本集團以經營租賃持有物業權益以賺取租金收入及／或為資本增值，有關之權益會作為投資物業分類及入賬。分類為投資物業之任何物業權益的入賬方式與以融資租賃持有之權益一樣，而其適用之會計政策也跟以融資租賃出租之其他投資物業相同。

正在建造或開發以供日後用作投資物業之物業被分類為物業、廠房和設備，並按成本列賬，直至建造或開發完成時，再按公平價值重新分類為投資物業。有關此等物業於當日之公平價值與以往賬面值之間之任何差異均在收益表中確認。

4. Significant Accounting Policies (Continued)**(j) Properties, plant and equipment**

Properties, plant and equipment other than buildings are stated at cost less accumulated depreciation and impairment losses. The cost of an asset comprises its purchase price and any directly attributable costs of bringing the asset to its working condition and location for its intended use. Expenditure incurred after properties, plant and equipment have been put into operation, such as repairs and maintenance, is normally charged to the income statement in the period in which it is incurred.

Buildings held for use in the production or supply of goods or services, or for administrative purposes, are stated in the balance sheet at their revalued amounts, being the fair values at the date of revaluation, less any subsequent accumulated depreciation and subsequent accumulated impairment losses. Revaluations are performed with sufficient regularity that the carrying amounts do not differ materially from those which would be determined using fair values at the balance sheet date.

Any revaluation increase arising on the revaluation of such buildings is credited to the properties revaluation reserve, except to the extent that it reverses a revaluation decrease for the same asset previously recognised in income statement, in which case the increase is credited to income statement to the extent of the decrease previously charged. A decrease in carrying amount arising on the revaluation of such buildings is charged to income statement to the extent that it exceeds the balance, if any, held in the properties revaluation reserve relating to a previous revaluation of that asset.

4. 主要會計政策 (續)**(j) 物業、廠房及設備**

除樓宇外，物業、廠房及設備乃按成本減累計折舊及減值虧損列賬。資產之成本包括其購買價以及將資產達至運作狀況及地點以供擬定用途之任何直接應佔成本。物業、廠房及設備投產後之開支，例如維修及保養，一般在產生期間在收益表中列支。

樓宇用作生產或提供產品或服務，或用作行政用途，乃按其重估值（於重估日期之公平價值減其後出現之任何累計折舊及任何其後之累計減值虧損）列於資產負債表。重估工作應充份定期進行，以令賬面值與其在結算日以公平價值釐定的價值不會有重大的偏離。

任何因樓宇之重估所產生之增值均撥入物業重估儲備內，除了該增值可沖回以往因減值時曾於收益表列支，則可貸入收益表中，惟金額不能超過以往曾於收益表列支的減值。因重估樓宇而致賬面值減少之數額於收益表扣除，惟以超出以往就重估物業而撥入物業重估儲備之餘額（如有）為限。

4. Significant Accounting Policies (Continued)**(j) Properties, plant and equipment** (Continued)

Depreciation on revalued buildings is charged to income statement. On the subsequent sale or retirement of a revalued property, the attributable revaluation surplus remaining in the properties revaluation reserve is transferred directly to retained earnings/deficit.

The gain or loss arising from the disposal or retirement of an item of properties, plant 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.

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

Buildings	2%
Furniture, fixtures and equipment	20-30%
Motor vehicles	20-30%

Both the useful life of an asset and its residual value, if any, are reviewed annually.

4. 主要會計政策 (續)**(j) 物業、廠房及設備** (續)

重估樓宇折舊撥入收益表內。在日後出售或報廢經重估後的樓宇時，物業重估儲備內剩餘之應計重估增值均直接轉撥至保留盈利或虧絀。

出售或報廢物業、廠房及設備項目之盈虧，根據出售所得款項以及資產之賬面值之差額釐定，並在收益表中確認。

折舊採用直線法按物業、廠房及設備之估計可用年期，按下列之年率攤銷其成本或估值：

樓宇	2%
傢俬、裝置及設備	20-30%
汽車	20-30%

資產之使用期限及殘值(如有)均於每年被審閱。

4. Significant Accounting Policies (Continued)**(k) Impairments**

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 these 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 losses are recognised as an expense immediately, unless the relevant asset is carried at a revalued amount, in which case the impairment loss is treated as a revaluation decrease.

Where an impairment loss subsequently reverses, the carrying amount of the asset is increased to the revised estimate of its recoverable amount but only to the extent 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 an impairment loss is recognised as income immediately, unless the relevant asset is carried at a revalued amount, in which case the reversal of the impairment loss is treated as a revaluation increase.

4. 主要會計政策 (續)**(k) 減值**

本集團會於每年結算日檢討有形及無形資產之賬面值，以確定該等資產有否出現減值虧損。倘估計資產之可收回數額降至低於其賬面值，則將該資產之賬面值調減至可收回數額，並會即時將減值虧損列作開支。惟倘有關資產按重估值入賬，則有關減值虧損將作重估減值。

倘減值虧損其後減少，則有關資產之賬面值將調升至重估之可收回數額，惟已增加之賬面值不得超過假設該資產於過往年度並無確認減值虧損而應有之賬面值。減值虧損之減少將即時列作收入，惟倘有關資產按重估值入賬，則有關減值虧損之減少則列作重估增值。

4. Significant Accounting Policies (Continued)

(I) Provisions and contingent liabilities

Provisions are recognised for liabilities of uncertain timing or amount when the Group or the Company has a legal or constructive obligation arising as a result of a past event, 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.

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 future events are also disclosed as contingent liabilities unless the probability of outflow of economic benefits is remote.

(m) Borrowing costs

Borrowing costs are expensed in income statement in the period in which they are incurred, except to the extent that they are capitalised as being directly attributable to the acquisition, construction or production of an asset which necessarily takes a substantial period of time to get ready for its intended use or sale.

The capitalisation of borrowings costs as part of the cost of a qualifying asset commences when expenditure of the asset is being incurred, borrowing costs are being incurred and activities that are necessary to prepare the asset for its intended use or sale are in progress. Capitalisation of borrowing costs is suspended or ceases when substantially all the activities necessary to prepare the qualifying asset for its intended use or sale are interrupted or completed.

4. 主要會計政策 (續)

(I) 撥備及或然負債

在本集團或本公司須就已發生之事件承擔法律或推定責任，而且履行責任可能涉及經濟效益之流出，並可作出可靠之估計，便會就尚未肯定時間或數額之負債確認準備。如果貨幣時間值重大，則按預計所需支出之現值計提準備。

倘若不大可能涉及經濟效益之流出，或是無法對有關數額作出可靠之估計，便會將責任披露為或然負債；但如流出經濟效益之可能性極低則除外。須視乎某宗或多宗未來事件是否發生才能確定存在與否之可能責任，亦會披露為或然負債；但如流出經濟效益之可能性極低則除外。

(m) 借貸成本

除收購或興建一項需要長時間準備方可作既定用途之資產直接產生之借貸成本而撥充資本外，借貸成本乃於其產生期內在收益表列支。

屬於合資格資產成本一部分的借貸成本在資產產生開支、借貸成本產生和使資產投入擬定用途或銷售所必須的準備工作進行期間開始資本化。在使合資格資產投入擬定用途或銷售所必須的絕大部分準備工作中止或完成時，借貸成本便會暫停或停止資本化。

4. Significant Accounting Policies (Continued)**(n) Inventories**

Inventories represent trading merchandise and are stated at the lower of cost and net realisable value. Cost is calculated using the first-in, first-out method. Net realisable value represents the estimated selling price in the ordinary course of business less the estimated costs necessary to make the sale.

(o) Taxation

Income tax for the year comprises current tax and movements in deferred tax assets and liabilities. Income tax is recognised in the income statement except to the extent that it relates to items recognised directly in equity, in which case it is recognised in equity.

Deferred tax is provided, using the liability method, on all temporary differences at the balance sheet date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes. Tax rates enacted or substantively enacted by the balance sheet date are used to determine deferred tax.

Deferred tax liabilities are provided in full on all taxable temporary differences while deferred tax assets are recognised to the extent that it is probable that future taxable profits will be available against which the temporary differences can be utilised.

A deferred tax asset is also recognised for the carryforward of unused tax losses to the extent that it is probable that taxable profits will be available against which the carryforward of the unused tax losses can be utilised.

4. 主要會計政策 (續)**(n) 存貨**

存貨包括買賣商品，按成本與可變現淨值之較低者入賬。成本乃按先進先出法計算，可變現淨值乃估計在日常業務之售價減估計出售所需之成本計算。

(o) 稅項

本年度之所得稅包括本年度稅項及遞延稅項資產及負債之變動。所得稅於收益表中確認，惟倘其涉及直接在股東權益中確認之項目，則在股東權益中確認。

遞延稅項按負債法就結算日資產及負債之稅基及其就財務呈報目的之賬面值之所有臨時差額作撥備。於結算日已生效或大致生效之稅率，將用於釐訂遞延稅項。

遞延稅項負債乃就所有應課稅臨時差額作悉數撥備，而遞延稅項資產則按可動用臨時差額以抵銷未來應課稅溢利之基準而確認。

就承前未動用之稅項虧損而言，遞延稅項資產亦作確認，惟限於該承前未動用之稅項虧損有可能用以沖減應課稅溢利。

4. Significant Accounting Policies (Continued)

(p) Employee benefits

Salaries, annual bonuses, paid annual leave, leave passage and the cost to the Group of non-monetary benefits are accrued in the year in which the associated services are rendered by employees of the Group. Where payment or settlement is deferred and the effect would be material, these amounts are stated at their present values.

The Group operates a defined contribution Mandatory Provident Fund retirement benefits scheme (the "MPF scheme") under the Mandatory Provident Fund Schemes Ordinance for those employees who are eligible to participate in the scheme. Contributions are made based on a percentage of employee basic salaries 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 Group in an independently administered fund. The Group's employer contributions vest fully with the employees when contributed into the MPF scheme.

4. 主要會計政策 (續)

(p) 僱員福利

薪酬、年度花紅、有薪年假、休假及本集團非貨幣福利之成本，在本集團僱員提供相關服務之年度累計。倘遞延支付或清償，而有關影響屬重大，則有關金額按其現值列賬。

本集團根據強制性公積金條例而為合資格參與計劃之僱員設立一項定額供款強制性公積金退休福利計劃（「強積金計劃」）。供款根據僱員之基本薪酬百分比計算，並於根據強積金計劃之規例到期供款時在收益表中支銷。強積金計劃之資產與本集團資產分開，由獨立管理之基金管理。本集團之僱主供款於向強積金計劃供款後悉數歸屬僱員。

4. Significant Accounting Policies (Continued)**(q) Other investments in debt and equity securities**

The Group's and the Company's policies for investments in debt and equity securities, other than investments in subsidiaries, associates and jointly controlled entities, are as follows:

Investments in securities held for trading are classified as current assets and are initially stated at fair value. At each balance sheet date the fair value is remeasured, with any resultant gain or loss being recognised in income statement.

Investments in equity securities that do not have a quoted market price in an active market and whose fair value cannot be reliably measured are recognised in the balance sheet at cost less impairment losses.

Other investments in securities are classified as available-for-sale financial assets and are initially recognised at fair value plus transaction costs. At each balance sheet date the fair value is remeasured, with any resultant gain or loss being recognised directly in equity, except for impairment losses and, in the case of monetary items such as debt securities, foreign exchange gains and losses which are recognised directly in income statement. Where these investments are interest-bearing, interest calculated using the effective interest method is recognised in income statement. When these investments are derecognised, the cumulative gain or loss previously recognised directly in equity is recognised in income statement.

Investments are recognised/derecognised on the date the Group and/or the Company commits to purchase/sell the investments or they expire.

4. 主要會計政策 (續)**(q) 債務及權益證券之其他投資**

除於附屬公司、聯營公司及共同控制實體所作的投資外，本集團及本公司有關債務及權益證券之投資政策如下：

持作買賣證券之投資分類為流動資產，並按公平價值初始列賬。本集團會在每個結算日重新計量公平價值，由此產生之任何收益或虧損均在收益表中確認。

當權益證券投資無法在活躍市場取得報價，而且不能可靠地計量其公平價值時，這些投資便會以成本減去減值虧損後在資產負債表確認。

其它證券投資分類為可供銷售財務資產，並以公平價值加上交易成本後初始確認。集團會在每個結算日重新計量公平價值，由此產生之任何收益或虧損均直接在權益中確認；但減值虧損和匯兌收益與虧損（如屬債務證券等貨幣項目）則直接在收益表中確認。如為計息投資，以有效利率法計算之利息會在收益表中確認。當終止確認這些投資時，以往直接在權益中確認之累計收益或虧損會在收益表中確認。

本集團及／或本公司在承諾購入／出售投資或投資到期當日時確認／終止確認有關之投資。

4. Significant Accounting Policies (Continued)

(r) Operating leases

Leases where substantially all the rewards and risks of ownership of assets remain with the lessor are accounting for as operating leases.

Where the Group is the lessor, assets leased by the Group under operating leases are included in non-current assets and rental receivable under the operating leases are credited to the income statement on the straight-line basis over the lease terms.

Where the Group is the lessee, rentals payable under the operating leases are charged to the income statement on the straight-line basis over the lease terms.

(s) Segment reporting

A segment is a distinguishable component of the Group that is engaged either in providing products or services (business segment), or in providing products or services within a particular economic environment (geographical segment), which is subject to risks and rewards that are different from those of other segments.

In accordance with the Group's internal financial reporting system, the Group has chosen business segment information as the primary reporting format and geographical segment information as the secondary reporting format for the purposes of these financial statements.

4. 主要會計政策 (續)

(r) 經營租賃

凡擁有資產之絕大部分收益及風險由租賃公司保留之租約，均視作經營租賃處理。

倘本集團為出租人，本集團按經營租賃租賃之資產列為非流動資產，而按經營租賃應收之租金會按租期以直線法撥入收益表。

倘本集團為承租人，按經營租賃應付之租金按租期以直線法在收益表扣除。

(s) 分部匯報

分部乃指本集團屬下可明顯分類，並且負責提供產品或服務（業務分部），或在特定之經濟環境中提供產品或服務（地區分部）之組成部分。每個分部所承受之風險和所獲享之回報，均與其它分部有別。

就本財務報表而言，按照本集團之內部財務匯報系統，本集團選擇首先按業務分部作出資料匯報，其次才按地區分部作出資料匯報。

4. Significant Accounting Policies (Continued)**(s) Segment reporting (Continued)**

Segment revenue, expenses, results, assets and liabilities include items directly attributable to a segment. For example, segment assets may include inventories, trade receivables and properties, plant and equipment. Segment revenue, expenses, assets, and liabilities are determined before intra-group balances and intra-group transactions are eliminated as part of the consolidation process, except to the extent that such intra-group balances and transactions are between group entities within a single segment. Inter-segment pricing is based on similar terms as those available to other external parties.

Segment capital expenditure is the total cost incurred during the period to acquire segment assets (both tangible and intangible) that are expected to be used for more than one period.

Unallocated items mainly comprise financial and corporate assets, interest-bearing loans, borrowings, tax balances, corporate and financing expenses.

(t) Related parties

For the purpose of these financial statements, parties are considered to be related to the Group if the Group has the ability, directly or indirectly, to control the party or exercise significant influence over the party in making financial and operating decisions, or vice versa, or where the Group and the party are subject to common control or common significant influence. Related parties may be individuals (being members of key management personnel, significant shareholders and/or their close family members) or other entities and include entities which are under the significant influence of related parties of the Group where those parties are individuals, and post-employment benefit plans which are for the benefit of employees of the Group or of any entity that is a related party of the Group.

4. 主要會計政策 (續)**(s) 分部匯報 (續)**

分部之收入、開支、業績、資產及負債包括直接來自該分部之項目。如分部資產可包括存貨、應收賬款及物業、廠房及設備。分部之收入、開支、資產及負債均未扣除在綜合計算過程中抵銷之本集團公司間之結存及交易；但同屬一個分部的集團內公司間之結存及交易則除外。分部之間之定價基準與提供予其他外界人士之條款相若。

分部資本開支乃指在期內購入預計可於超過一個會計期使用之分部資產（包括有形和無形資產）所產生之成本總額。

未能作出分配之項目主要包括財務及企業資產、計息貸款、借貸、稅項結餘、企業及融資支出。

(t) 關連人士

就該等財務報表而言，關連人士乃指本集團能夠直接或間接控制（或能重大影響其財務及經營決策）之人士（反之亦然）。倘雙方均受另一方之控制或重大影響，彼等亦屬關連人士。關連人士可為個別人士（即主要管理層成員、主要股東及／或其直系親屬）或其他實體，並包括受本集團關連人士（倘為個人）重大影響的實體，以及為本集團或屬本集團關連人士的任何實體的僱員的利益而設的退休後福利計劃。

4. Significant Accounting Policies (Continued)**(u) Revenue recognition**

Sales of goods are recognised when goods are delivered and title has passed.

Rental income, including rentals invoiced in advance from properties let under operating leases, is recognised on the straight-line basis over the terms of the relevant leases.

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

Service fee income is recognised as revenue when the inter-operator short message services are rendered.

(v) Cash and cash equivalents

Cash and cash equivalents comprise cash at bank and on hand, demand deposits with banks and other financial institutions, and short-term, highly liquid investments that are readily convertible into known amounts of cash and which are subject to an insignificant risk of changes in value, having been within three months of maturity at acquisition. Bank overdrafts that are repayable on demand and form an integral part of the Group's cash management are also included as a component of cash and cash equivalents for the purpose of the cash flow statement.

5. Turnover and Segment Information

Turnover represents the amount received and receivable for rentals, goods sold to outside customers and Short Message Services ("SMS") provided for the year, and is analysed as follows:

Property rental income	物業租金收入
SMS	短訊服務
Sales of goods	貨物銷售

4. 主要會計政策 (續)**(u) 收益確認**

貨品之銷售會於貨品交收及物權轉移後確認。

根據經營租賃出租之物業所得租金收入(包括預先發出發票之租金)，以直線法按有關租約年期予以確認。

利息收入乃根據本金結餘，按時間比例以適用利率確認。

服務費收入於提供營運商之間之短訊服務時予以確認。

(v) 現金及等同現金項目

現金及等同現金項目包括銀行及手頭現金、存放於銀行及其他金融機構之活期存款及可輕易兌換為已知數額現金且價值變動風險不大之短期高流通量投資(購入至到期不足三個月)。就現金流量表而言，須於要求時償還並自成本集團現金管理整體組成部分之銀行透支亦計作現金及等同現金項目成分。

5. 營業額及分類資料

營業額指本年度租賃及對外客戶銷售貨物以及提供短訊服務(「短訊服務」)所收到及應收之款項，現分析如下：

2006 二零零六年 HK\$'000 港幣千元	2005 二零零五年 HK\$'000 港幣千元
7,359	6,312
5,256	3,314
58	48
12,673	9,674

5. Turnover and Segment Information (Continued)

5. 營業額及分類資料 (續)

Business segments

For management purposes, the Group is organised into four operating divisions – sale of properties, leasing of properties, SMS and sale of goods. These divisions are the basis on which the Group reports its primary segment information.

Segment information about these businesses is presented below.

Consolidated income statement for the year ended 31 March 2006

業務分類

就管理而言，本集團之業務分為四大項目—銷售物業、租賃物業、短訊服務及貨物銷售。本集團按上述分類呈報主要分類資料。

有關此等業務之分類資料呈列如下：

截至二零零六年三月三十一日止年度之綜合收益表

		Sale of properties	SMS	Leasing of properties	Sale of goods	Unallocated items	Consolidated
		銷售物業	短訊服務	租賃物業	貨物銷售	未分類項目	綜合
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元
TURNOVER	營業額						
External sales	外界銷售	-	5,256	7,359	58	-	12,673
Inter-segment sales	分類間銷售	-	-	-	-	-	-
Total turnover	總營業額	-	5,256	7,359	58	-	12,673
RESULT	業績						
Segment result	分類業績	-	1,702	2,203	(2,210)		1,695
Unallocated other income	未分類其他收入					113	113
Amortisation of prepaid land premium	預付土地溢價攤銷					(71)	(71)
Surplus arising on revaluation of investment properties	投資物業重估增值			45,250			45,250
Surplus arising on revaluation of properties, plant and equipment	物業、廠房及設備重估增值					21	21
Impairment loss recognised in respect of other assets	其他資產之已確認減值虧損					(505)	(505)
Impairment loss recognised in respect of goodwill	商譽之已確認減值虧損		(2,212)				(2,212)
Unallocated corporate expenses	未分類公司開支					(7,942)	(7,942)
Profit from operating activities	經營業務溢利						36,349

Notes to the Financial Statements 財務報表附註

Year ended 31 March 2006 截至二零零六年三月三十一日止年度

5. Turnover and Segment Information (Continued)

5. 營業額及分類資料 (續)

Business segments (Continued)

業務分類 (續)

		Sale of properties	SMS	Leasing of properties	Sale of goods	Unallocated items	Consolidated
		銷售物業	短訊服務	租賃物業	貨物銷售	未分類項目	綜合
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元
Profit on disposal of investment properties	出售投資物業溢利					5,793	5,793
Finance costs	財務成本						(6,321)
Share of results of associates	應佔聯營公司之業績						(13)
Profit before taxation	除稅前虧損						35,808
Taxation	稅項						245
Profit for the year	本年度溢利						<u>36,053</u>
Equity shareholders of the Company	本公司權益股東						35,377
Minority interests	少數股東權益						676
							<u>36,053</u>
OTHER INFORMATION	其他資料						
Depreciation and amortisation	折舊及攤銷		3,151	837	18	8	<u>4,014</u>
ASSETS	資產						
Segment assets	分類資產		3,438	202,529	603		206,570
Unallocated corporate assets	未分類公司資產					38,208	38,208
Consolidated total assets	綜合資產總值						<u>244,778</u>
LIABILITIES	負債						
Segment liabilities	分類負債		1,091	109,985	820		111,896
Unallocated corporate liabilities	未分類公司負債					21,102	21,102
Consolidated total liabilities	綜合負債總值						<u>132,998</u>

5. Turnover and Segment Information (Continued)

5. 營業額及分類資料 (續)

Business segments (Continued)

業務分類 (續)

Consolidated income statement for the year ended 31 March 2005 (Restated)

截至二零零五年三月三十一日止年度之綜合收益表 (重列)

		Sale of properties 銷售物業 HK\$'000 港幣千元	SMS 短訊服務 HK\$'000 港幣千元	Leasing of properties 租賃物業 HK\$'000 港幣千元	Sale of goods 貨物銷售 HK\$'000 港幣千元	Unallocated items 未分類項目 HK\$'000 港幣千元	Consolidated 綜合 HK\$'000 港幣千元
TURNOVER	營業額						
External sales	外界銷售	-	3,314	6,312	48	-	9,674
Inter-segment sales	分類間銷售	-	-	-	-	-	-
Total turnover	總營業額	-	3,314	6,312	48	-	9,674
RESULT	業績						
Segment result	分類業績	-	(961)	2,138	(1,622)		(445)
Unallocated other income	未分類其他收入					2,088	2,088
Amortisation of prepaid land premium	預付土地溢價攤銷					(71)	(71)
Amortisation of goodwill	商譽攤銷		(2,212)				(2,212)
Surplus arising on revaluation of investment properties	投資物業重估增值			12,067			12,067
Surplus arising on revaluation of properties, plant and equipment	物業、廠房及設備重估增值		151				151
Impairment loss recognised in respect of other assets	其他資產之已確認減值虧損					(3,614)	(3,614)
Impairment loss recognised in respect of investments in securities	證券投資之已確認減值虧損					(2,880)	(2,880)
Unallocated corporate expenses	未分類公司開支					(12,878)	(12,878)
Loss from operating activities	經營業務虧損						(7,794)

Notes to the Financial Statements 財務報表附註

Year ended 31 March 2006 截至二零零六年三月三十一日止年度

5. Turnover and Segment Information (Continued)

5. 營業額及分類資料 (續)

Business segments (Continued)

業務分類 (續)

		Sale of properties	SMS	Leasing of properties	Sale of goods	Unallocated items	Consolidated
		銷售物業	短訊服務	租賃物業	貨物銷售	未分類項目	綜合
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元
Finance costs	財務成本						(4,172)
Share of results of associates	應佔聯營公司之業績						(3)
Loss before taxation	除稅前虧損						(11,969)
Taxation	稅項						(99)
Loss for the year	本年度虧損						(12,068)
Equity shareholders of the Company	本公司權益股東						(10,418)
Minority interest	少數股東權益						(1,650)
							(12,068)
OTHER INFORMATION	其他資料						
Depreciation and amortisation	折舊及攤銷		3,151	818	365	14	4,348
ASSETS	資產						
Segment assets	分類資產		6,231	180,950	1,004		188,185
Unallocated corporate assets	未分類公司資產					30,688	30,688
Consolidated total assets	綜合資產總值						218,873
LIABILITIES	負債						
Segment liabilities	分類負債		5,573	124,228	337		130,138
Unallocated corporate liabilities	未分類公司負債					12,893	12,893
Consolidated total liabilities	綜合負債總值						143,031

Geographical segments

地區分類

Most of the activities of the Group are based in Hong Kong and most of the Group's turnover and the profit/(loss) before taxation are mainly derived from the PRC, including Hong Kong.

本集團大部分業務均以香港為基地，而本集團大部分營業額及除稅前溢利／（虧損）亦主要源自中國（包括香港）。

6. Other Operating Income

6. 其他經營收入

		2006 二零零六年 HK\$'000 港幣千元	2005 二零零五年 HK\$'000 港幣千元
Included in other operating income are: 其他經營收入包括以下項目：			
Profit on disposal of investments in securities	出售證券投資 之溢利	225	-
Sundry income	雜項收入	2,057	2,088
		2,282	2,088

7. Profit/(Loss) from Operating Activities

7. 經營業務溢利／（虧損）

		2006 二零零六年 HK\$'000 港幣千元	2005 二零零五年 (Restated) (重列) HK\$'000 港幣千元
Profit/(loss) from operating activities is arrived at after charging:	計算經營業務溢利／（虧損） 時已扣除：		
(a) Staff costs	(a) 員工成本		
Contributions to defined contribution plan	定額供款計劃 之供款	97	101
Long service payment	長期服務金	-	171
Salaries, bonus and awards (including directors' emoluments)	薪金、花紅 及獎金 (包括董事酬金)	6,545	6,667
Staff welfare	員工福利	5	2
		6,647	6,941
(b) Other items	(b) 其他項目		
Auditors' remuneration	核數師酬金	443	380
Depreciation	折舊	4,014	4,348
Operating lease charges in respect of rented premises	有關租賃房產支付 之經營租賃開支	1,130	1,080
and after crediting:	並已計入：		
Rent income, net of outgoings	租金收入（已扣除開支）	4,724	4,124

8. Finance Costs

8. 財務成本

		2006 二零零六年 HK\$'000 港幣千元	2005 二零零五年 HK\$'000 港幣千元
Finance costs comprise interest on:	財務成本包括下列各項之利息：		
Bank borrowings wholly repayable within five years	須於五年內全數償還之銀行借貸	646	2,945
Bank borrowings not wholly repayable within five years	毋須於五年內全數償還之銀行借貸	5,583	1,201
Other borrowings	其他借貸	92	26
		6,321	4,172

9. Directors' Emoluments and Highest Paid Individuals 9. 董事酬金及最高薪酬人士

Directors' emoluments

Directors' emoluments disclosed pursuant to Section 161 of the Hong Kong Companies Ordinance are as follows:

董事酬金

根據香港公司條例第 161 條披露之董事酬金如下：

	Directors fees		Salaries, allowance and benefits in kind		MPF		Total	
	2006	2005	2006	2005	2006	2005	2006	2005
	二零零六年	二零零五年	二零零六年	二零零五年	二零零六年	二零零五年	二零零六年	二零零五年
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元
Executive directors	執行董事							
Lai Yiu Keung	-	-	2,400	2,400	12	12	2,412	2,412
Chung Lai Ha	-	-	720	720	12	12	732	732
Kwok Chong, Anthony	-	-	600	600	12	12	612	612
Lai Chi Kin	-	-	50	600	1	12	51	612
Lai Man Kon	-	-	200	-	-	-	200	-
Koh Tat Lee	-	-	-	-	-	-	-	-
Non-executive directors	非執行董事							
Tsui Tack Kong	-	-	-	-	-	-	-	-
Sun Zheng Quan	-	-	-	-	-	-	-	-
Independent non-executive directors	獨立非執行董事							
Li Mow Ming, Sonny	200	-	-	-	-	-	200	-
Ng Wai Hung	100	-	-	-	-	-	100	-
Chan Kwok Kay	100	-	-	-	-	-	100	-
Ho John	30	180	-	-	-	-	30	180
Lo Chi Hang, Lonnie	10	30	-	-	-	-	10	30
Ling Kam Tong, Victor	30	180	-	-	-	-	30	180
	470	390	3,970	4,320	37	48	4,477	4,758

9. Directors' Emoluments and Highest Paid Individuals (Continued)

Directors' emoluments (Continued)

The remuneration of the directors is within the following band:

Up to HK\$1,000,000	港幣 1,000,000 元或以下
HK\$1,000,001 to HK\$2,500,000	港幣 1,000,001 元至 港幣 2,500,000 元

Highest paid individuals

The five highest paid individuals of the Group included three (2005: four) executive directors, details of whose emoluments are set out above. The emoluments of the remaining two (2005: one) highest paid individuals, other than directors of the Company, are as follows:

Salaries and allowances	薪金及補貼
Retirement benefit scheme contributions	退休福利 計劃供款
Salaries and other benefits	薪金及其他福利

The emoluments of each of the highest paid individuals who are not directors of the Company were within the band of HK\$ nil to HK\$1,000,000 in both years.

9. 董事酬金及最高薪酬人士 (續)

董事酬金 (續)

董事酬金介乎下列範圍：

2006 二零零六年 Number of directors 董事人數	2005 二零零五年 Number of directors 董事人數
10	9
<u>1</u>	<u>1</u>

最高薪酬人士

本集團之五位最高薪酬人士包括三名(二零零五年：四名)執行董事，其酬金詳情已載於上文。其餘兩名(二零零五年：一名)非本公司董事之最高薪酬人士之酬金如下：

2006 二零零六年 HK\$'000 港幣千元	2005 二零零五年 HK\$'000 港幣千元
1,191	481
<u>24</u>	<u>12</u>
<u>1,215</u>	<u>493</u>

每名非本公司董事之最高薪酬人士於兩個年度之酬金均介乎港幣零元至港幣 1,000,000 元之間。

10. Taxation

(a) Taxation in the consolidated income statement represents:

The (credit)/charge comprises:	稅項（撥回）／支出包括：
Hong Kong Profits Tax	香港利得稅
(Over)/under-provision	過往年度（超額撥備）／
in prior years	撥備不足
Deferred tax	遞延稅項
Origination and reversal of	暫時差異之
temporary differences	產生及撥回

The provision for Hong Kong Profits Tax is calculated at 17.5% of the estimated assessable profits for the year.

10. 稅項

(a) 於綜合收益表所列之稅項如下：

2006 二零零六年 HK\$'000 港幣千元	2005 二零零五年 HK\$'000 港幣千元
(407)	5
162	94
(245)	99

香港利得稅乃按本年度估計應課稅溢利以稅率百分之17.5計算。

Notes to the Financial Statements 財務報表附註

Year ended 31 March 2006 截至二零零六年三月三十一日止年度

10. Taxation (Continued)

(b) Reconciliation between taxation and profit/(loss) before taxation at applicable tax rates:

10. 稅項 (續)

(b) 按適用稅率計算之稅項與除稅前溢利／（虧損）對賬如下：

		2006 二零零六年		2005 二零零五年 (Restated) (重列)	
		HK\$'000 港幣千元	% 百分比	HK\$'000 港幣千元	% 百分比
Profit/(loss) before taxation	除稅前溢利／（虧損）	35,808		(11,969)	
Notional tax on profit/(loss) before taxation, calculated at the statutory rates of 17.5%	根據法定稅率 17.5% 計算之除稅前溢利／（虧損）之名義稅項	6,266	17.5	(2,094)	17.5
Tax effect of non-deductible expenses	不可扣稅支出之稅項影響	441	1.2	928	(7.8)
Tax effect of non-taxable revenue	無須課稅收入之稅項影響	(8,011)	(22.4)	-	-
Tax effect of unused tax losses not recognised	未確認之未動用稅項虧損之稅項影響	2,786	7.8	1,978	(16.5)
Tax effect of prior years' tax losses utilised this year	本年度動用往年稅項虧損之稅項影響	(842)	(2.4)	(170)	1.4
Tax effect of temporary differences not recognised	未確認暫時差異之稅項影響	(478)	(1.3)	(548)	4.6
(Over)/under-provision in prior years – profits tax	往年（超額撥備）／撥備不足－利得稅	(407)	(1.1)	5	-
Taxation for the year	本年度稅項	(245)	(0.7)	99	(0.8)

11. Earnings/(Loss) Per Share

The calculation of the basic earnings/(loss) per share is based on the profit for the year attributable to equity shareholders of the Company of approximately HK\$35,377,000 (2005 (restated): Loss of HK\$10,418,000) and on the weighted average number of 2,980,639,015 shares (2005: 2,980,639,015 shares) in issue during the year.

Diluted earnings/(loss) per share has not been presented as there was no dilutive potential ordinary share in existence during both years.

12. Investment Properties

The Group	本集團
Valuation	估值
At beginning of the year	年初
Disposal	出售
Reclassification from properties under development	自發展中物業重新分類
Surplus arising on revaluation	重估增值
At end of the year	年終

The investment properties are situated in Hong Kong and are held under long-term leases. They were revalued at 31 March 2006 by Savills Valuation and Professional Services Limited, an independent firm of professional valuers, on an open market value existing use basis. These valuations gave rise to a revaluation surplus of HK\$45,250,000 which has been credited to the income statement. The investment properties are leased out for rental purposes under operating leases.

11. 每股盈利／（虧損）

每股基本盈利／（虧損）乃按本公司權益股東應佔本年度溢利約港幣35,377,000元（二零零五年（重列）：虧損港幣10,418,000元）及於本年度內已發行股份之加權平均數2,980,639,015股（二零零五年：2,980,639,015股）計算。

由於兩個年度均無可攤薄潛在性之普通股，故並無呈列每股攤薄盈利／（虧損）。

12. 投資物業

2006 二零零六年 HK\$'000 港幣千元	2005 二零零五年 HK\$'000 港幣千元
173,500	126,500
(12,000)	—
—	18,259
45,250	28,741
206,750	173,500

投資物業位於香港，並以長期租約持有。投資物業於二零零六年三月三十一日經獨立專業估值師第一太平戴維斯估值及專業顧問有限公司按公開市值現有用途基準進行重估。是項估值產生重估增值港幣45,250,000元，並已計入收益表中。投資物業已根據經營租賃形式出租以賺取租金。

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Year ended 31 March 2006 截至二零零六年三月三十一日止年度

13. Properties, Plant and Equipment

13. 物業、廠房及設備

		Buildings 樓宇 HK\$'000 港幣千元	Furniture, fixtures and equipment 傢俬、裝置 及設備 HK\$'000 港幣千元	Motor vehicles 汽車 HK\$'000 港幣千元	Total 總計 HK\$'000 港幣千元
The Group	本集團				
Cost or Valuation	成本或估值				
At 1 April 2004 (restated)	於二零零四年四月一日 (重列)	601	15,724	1,866	18,191
Additions	添置	–	4,092	–	4,092
Surplus arising on revaluation	重估增值	151	–	–	151
Less: Elimination of accumulated depreciation	減：抵銷累計折舊	(15)	–	–	(15)
At 31 March 2005 (restated)	於二零零五年三月三十一日 (重列)	737	19,816	1,866	22,419
Comprising:	包括：				
At cost	成本	–	19,816	1,866	21,682
At valuation – 2005	估值—二零零五年	737	–	–	737
		737	19,816	1,866	22,419
Depreciation and Amortisation	折舊及攤銷				
At 1 April 2004	於二零零四年四月一日	–	7,447	1,866	9,313
Charge for the year	本年度支出	15	4,333	–	4,348
Eliminated on revaluation	重估時抵銷	(15)	–	–	(15)
At 31 March 2005	於二零零五年三月三十一日	–	11,780	1,866	13,646
Net Book Values	賬面淨值				
At 31 March 2005 (restated)	於二零零五年三月三十一日 (重列)	737	8,036	–	8,773
Cost or Valuation	成本或估值				
At 1 April 2005 (restated)	於二零零五年四月一日 (重列)	737	19,816	1,866	22,419
Additions	添置	–	164	–	164
Surplus arising on revaluation	重估增值	21	–	–	21
Less: Elimination of accumulated depreciation	減：抵銷累計折舊	(19)	–	–	(19)
At 31 March 2006	於二零零六年三月三十一日	739	19,980	1,866	22,585
Comprising:	包括：				
At cost	成本	–	19,980	1,866	21,846
At valuation – 2006	估值—二零零六年	739	–	–	739
		739	19,980	1,866	22,585
Depreciation and Amortisation	折舊及攤銷				
At 1 April 2005	於二零零五年四月一日	–	11,780	1,866	13,646
Charge for the year	本年度支出	19	3,995	–	4,014
Eliminated on revaluation	重估時抵銷	(19)	–	–	(19)
At 31 March 2006	於二零零六年三月三十一日	–	15,775	1,866	17,641
Net Book Values	賬面淨值				
At 31 March 2006	於二零零六年三月三十一日	739	4,205	–	4,944

13. Properties, Plant and Equipment (Continued)

The buildings were revalued as at 31 March 2006 by Savills Valuation and Professional Services Limited, an independent firm of professional valuers, on an open market value existing use basis.

At 31 March 2006, had the buildings of the Group not been revalued and been carried at historical cost less accumulated depreciation and amortisation, their carrying value would have been approximately HK\$1,100,000 (2005: HK\$1,130,000).

14. Interest in Leasehold Land Held for Own Use Under Operating Lease

At beginning of the year	年初
Amortisation of prepaid lease payment	預付租賃支出攤銷

The interest in leasehold land held for own use under operating lease are analysed as follows:

Land situated in Hong Kong held under long-term leases	根據長期租賃形式持有之香港土地
Land situated in Hong Kong held under medium-term leases	根據中期租賃形式持有之香港土地

13. 物業、廠房及設備 (續)

樓宇於二零零六年三月三十一日經獨立專業估值師第一太平戴維斯估值及專業顧問有限公司按公開市值現有用途基準進行估值。

於二零零六年三月三十一日，倘本集團之樓宇未有進行重估而按成本減累計折舊及攤銷列賬，其賬面值應約為港幣 1,100,000 元（二零零五年：港幣 1,130,000 元）。

14. 經營租賃下自用租賃土地權益

The Group 本集團	
2006 二零零六年	2005 二零零五年 (Restated) (重列)
HK\$'000 港幣千元	HK\$'000 港幣千元
27,293	27,364
(71)	(71)
27,222	27,293

經營租賃下自用租賃土地權益分析如下：

2006 二零零六年	2005 二零零五年 (Restated) (重列)
HK\$'000 港幣千元	HK\$'000 港幣千元
25,521	25,550
1,701	1,743
27,222	27,293

15. Interest in Subsidiaries

15. 附屬公司權益

Unlisted shares	非上市股份
Amounts due from subsidiaries	應收附屬公司款項
Impairment loss recognised	已確認減值虧損

The amount of the unlisted shares is based on the underlying net tangible assets of the subsidiaries at the time when they became members of the Group pursuant to the Group reorganisation in 1997.

The impairment loss recognised at 31 March 2006 is determined by the directors with reference to the carrying amount of the properties held by the subsidiaries.

Particulars of the subsidiaries as at 31 March 2006 are set out in note 38.

The Company	
本公司	
2006	2005
二零零六年	二零零五年
HK\$'000	HK\$'000
港幣千元	港幣千元
610,354	610,354
528,381	534,972
1,138,735	1,145,326
(1,024,556)	(1,084,458)
114,179	60,868

非上市股份之價值乃按附屬公司根據一九九七年之集團重組成為本集團成員公司時之相關有形資產淨值為計算基準。

二零零六年三月三十一日之已確認減值虧損由董事根據附屬公司所持物業之賬面值而釐定。

附屬公司於二零零六年三月三十一日之詳情載於附註 38。

16. Interest in Associates

Investment, at cost	投資，按成本
Share of results of associate	應佔聯營公司業績
Share of net assets	應佔資產淨值
Amount due from an associate	應收聯營公司款項
Amount due to an associate	應付聯營公司款項

Particulars of the associates as at 31 March 2006 are set out in note 39.

17. Investments in Securities

Unlisted shares	非上市股份
Impairment loss recognised	已確認減值虧損
Listed shares in Hong Kong	香港上市股份
Fair value adjustment	公平值調整
Market value of listed shares	上市股份市值

16. 聯營公司權益

The Group
本集團

2006 二零零六年 HK\$'000 港幣千元	2005 二零零五年 HK\$'000 港幣千元
1	1
7	20
8	21
1,762	1,155
(1)	(1)
1,769	1,175

於二零零六年三月三十一日之聯營公司詳情載於附註 39。

17. 證券投資

The Group 本集團 2005 二零零五年 HK\$'000 港幣千元	The Company 本公司 2005 二零零五年 HK\$'000 港幣千元
355	–
(355)	–
–	–
216,814	161,010
(214,049)	(161,010)
2,765	–
2,765	–
2,765	–

18. Available-for-Sale Financial Assets

Listed shares in Hong Kong 香港上市股份
Fair value adjustment 公平值調整

Market value of listed shares 上市股份市值

Particulars of the principal available-for-sale financial assets of the Group as at 31 March 2006 are as follows:

18. 可供銷售財務資產

The Group 本集團 2006 二零零六年 HK\$'000 港幣千元	The Company 本公司 2006 二零零六年 HK\$'000 港幣千元
2,765	161,010
(115)	(161,010)
2,650	-
2,650	-

本集團於二零零六年三月三十一日之主要可供銷售財務資產之詳情如下：

Name of companies 公司名稱	Place of incorporation 註冊成立地點	Type of securities 證券類別	Proportion of nominal value of issued share capital held 所持已發行股本面值比例
Codebank Limited* 數碼庫有限公司*	Hong Kong 香港	Ordinary shares 普通股	10%
Inno-Tech Holdings Limited 匯創控股有限公司	Bermuda 百慕達	Ordinary shares 普通股	9%

* directly held by the Company

* 由本公司直接持有

The trading of the shares in Codebank Limited ("Codebank"), a company with its shares listed on the Growth Enterprise Market ("GEM") of the Stock Exchange on 21 December 2001, had been suspended since 14 May 2002. On 28 May 2002, the previous directors of Codebank informed its shareholders that certain recent events took place in Codebank were being investigated by them and since then trading of the shares remains suspended. Accordingly, the directors of the Company determined that the investments in Codebank were fully impaired as at 31 March 2002. The listing of Codebank was cancelled by the Stock Exchange in January 2005.

數碼庫有限公司（「數碼庫」）於二零零一年十二月二十一日在聯交所創業板（「創業板」）上市，其股份於二零零二年五月十四日起暫停買賣。於二零零二年五月二十八日，數碼庫前任董事通知其股東，表示彼等正調查近期發生之若干事項，而數碼庫之股份將繼續暫停買賣。故此，本公司董事已決定數碼庫之投資於二零零二年三月三十一日全數減值。聯交所已於二零零五年一月撤銷數碼庫之上市地位。

18. Available-for-Sale Financial Assets (Continued)

The amount stated in the available-for-sale financial assets represents the carrying value of the Group's investment in Inno-Tech Holdings Limited ("Inno-Tech"). The shares of Inno-Tech was listed on GEM on 12 August 2002 and it is the Group's plan to hold this investment on a long term basis.

19. Goodwill**Cost**

At 1 April 2004 and 31 March 2005

At 1 April 2005

Opening balance adjustment to eliminate accumulated amortisation

At 31 March 2006

Accumulated Amortisation

At 1 April 2004

Charge for the year

At 31 March 2005

At 1 April 2005

Eliminated against cost at 1 April 2005

Impairment loss

At 31 March 2006

Carrying Amount

At 31 March 2006

At 31 March 2005

成本於二零零四年四月一日及
二零零五年三月三十一日

於二零零五年四月一日

抵銷累計攤銷之
期初結餘調整

於二零零六年三月三十一日

累計攤銷

於二零零四年四月一日

本年度支出

於二零零五年三月三十一日

於二零零五年四月一日

於二零零五年四月一日抵銷成本

減值虧損

於二零零六年三月三十一日

賬面金額

於二零零六年三月三十一日

於二零零五年三月三十一日

18. 可供銷售財務資產 (續)

可供銷售財務資產所示金額乃指本集團於匯創控股有限公司(「匯創」)之投資之賬面值。匯創之股份於二零零二年八月十二日在創業板上市，本集團計劃長期持有此項投資。

19. 商譽**The Group**

本集團

HK\$'000

港幣千元

62,057

62,057

(59,845)

2,212

57,633

2,212

59,845

59,845

(59,845)

2,212

2,212

-

2,212

20. Inventories

The Group's inventories at 31 March 2006 and 31 March 2005 represented trading merchandise of communication products and were carried at cost less provision.

20. 存貨

本集團於二零零六年三月三十一日及二零零五年三月三十一日之存貨指通訊產品之買賣商品，按成本減撥備列賬。

21. Receivables, Deposits and Prepayments

Trade receivables	應收款項	(a)
Deposits and prepayments	按金及預付款項	(b)
Amount due from a related company	應收一關連公司款項	(c)

- (a) The Group maintains a defined credit policy. For sale of goods, the Group allows an average credit period of 30 days to its trade customers. Rentals receivable from tenants and service income receivable from customers are payable on presentation of invoices. The aging analysis of trade receivables is stated as follows:

Current	即期
One to three months overdue	逾期一至三個月
Over three months overdue	逾期超過三個月

- (b) Included in the deposits and prepayments are deposits paid to Plotio Property and Management Company Limited amounted to HK\$184,530 (2005: HK\$184,530) and Plotio Investment (HK) Limited amounted to HK\$124,000 (2005: HK\$100,000). Both companies are related companies in which Mr Lai Yiu Keung has beneficial interests.

21. 應收款項、按金及預付款項

2006 二零零六年 HK\$'000 港幣千元	2005 二零零五年 HK\$'000 港幣千元
128	82
984	654
49	—
1,161	736

- (a) 本集團素來訂有既定之除賬政策。對於貨物銷售而言，本集團向其貿易客戶提供平均30天之除賬期。向租客應收之租金及向客戶應收之服務收入於發出發票時應即繳付。應收款項之賬齡分析如下：

The Group
本集團

2006 二零零六年 HK\$'000 港幣千元	2005 二零零五年 HK\$'000 港幣千元
87	71
40	11
1	—
128	82

- (b) 按金及預付款項中包括已付百利好地產管業有限公司之按金港幣184,530元（二零零五年：港幣184,530元）及已付百利好投資（香港）有限公司之按金港幣124,000元（二零零五年：港幣100,000元）。兩家公司均為黎耀強先生於當中擁有實益權益之關連公司。

21. Receivables, Deposits and Prepayments*(Continued)*

- (c) Particulars of the amount due from a related company, disclosed pursuant to Section 161B of the Hong Kong Companies Ordinance, are as follows:

Name of related company	關連公司名稱	Balance at	Balance at	Maximum
		31 March 2006	31 March 2005	amount outstanding during the year
		於二零零六年 三月三十一日 結餘	於二零零五年 三月三十一日 結餘	年內未償還 款項上限
		HK\$'000	HK\$'000	HK\$'000
		港幣千元	港幣千元	港幣千元
Plotio Property and Management Company Limited	百利好地產管業有限公司	49	-	49

The amount due is unsecured, interest-free and repayable on demand.

21. 應收款項、按金及預付款項
(續)

- (c) 根據香港公司條例第 161B 條披露之應收一關連公司款項詳情如下：

該等款項為無抵押、免息及須於要求時償還。

22. Payables and Accrued Charges

Trade payables	應付款項
Accrued charges	應計費用

22. 應付款項及應計費用

The Group	
本集團	
2006	2005
二零零六年	二零零五年
HK\$'000	HK\$'000
港幣千元	港幣千元
4,978	9,997
11,502	9,502
16,480	19,499

22. Payables and Accrued Charges (Continued)

The aging analysis of trade payables is stated as follows:

Within one month	一個月內
Over one month but less than three months	超過一個月但少於三個月
Over three months	超過三個月

22. 應付款項及應計費用 (續)

應付賬款之賬齡分析如下：

The Group	
本集團	
2006	2005
二零零六年	二零零五年
HK\$'000	HK\$'000
港幣千元	港幣千元
-	-
-	-
4,978	9,997
4,978	9,997

23. Bank Borrowings

23. 銀行借貸

		The Group 本集團	
		2006 二零零六年 HK\$'000 港幣千元	2005 二零零五年 HK\$'000 港幣千元
Borrowings comprise:	借貸包括：		
Bank loans	銀行貸款	93,312	101,414
Bank overdrafts	銀行透支	10,953	8,613
		104,265	110,027
Analysed as:	分析如下：		
Secured	有抵押	104,265	110,027
Unsecured	無抵押	-	-
		104,265	110,027
The borrowings are repayable as follows:	該等借貸之還款期如下：		
Within one year or on demand	一年內或要求時償還	21,710	20,717
More than one year, but not exceeding two years	一年後，但不超過兩年	11,741	11,660
More than two years, but not exceeding five years	兩年後，但不超過五年	42,276	41,460
More than five years	五年後	28,538	36,190
		104,265	110,027
Less: Amount due within one year or on demand included in current liabilities	減：列於流動負債內於一年內到期或要求時償還之款項	(21,710)	(20,717)
Amount due after one year	一年後到期款額	82,555	89,310

24. Other Borrowings

24. 其他借貸

		The Group 本集團	
		2006 二零零六年 HK\$'000 港幣千元	2005 二零零五年 HK\$'000 港幣千元
The borrowings are repayable as follows:	該等借貸之還款期如下：		
Within one year or on demand	一年內或要求時償還	632	943
More than one year, but not exceeding two years	一年後，但不超過兩年	556	975
More than two years, but not exceeding five years	兩年後，但不超過五年	-	720
More than five years	五年後	-	-
		1,188	2,638
Less: Amount due within one year or on demand included in current liabilities	減：列於流動負債內於一年內到期或要求時償還之款項	(632)	(943)
Amount due after one year	一年後到期款項	556	1,695

25. Share Capital

25. 股本

		Number of shares 股數		Amount 款項	
		2006 二零零六年	2005 二零零五年	2006 二零零六年 HK\$'000 港幣千元	2005 二零零五年 HK\$'000 港幣千元
Shares of HK\$0.10 each	每股面值港幣 0.10 元股份				
Authorised:	法定：				
At beginning of the year	年初	6,000,000,000	3,000,000,000	600,000	300,000
Increase during the year	年內增加	-	3,000,000,000	-	300,000
At end of the year	年終	6,000,000,000	6,000,000,000	600,000	600,000
Issued and fully paid:	已發行及繳足：				
At beginning and end of the year	年初及年終	2,980,639,015	2,980,639,015	298,064	298,064

25. Share Capital (Continued)

Pursuant to an ordinary resolution passed at a special general meeting of the Company held on 18 February 2005, the authorised share capital of the Company was increased from HK\$300,000,000 to HK\$600,000,000 by the creation of 3,000,000,000 new shares of HK\$0.10 each in the share capital of the Company.

26. Share Options

The Company's share option scheme (the "old scheme") was adopted on 15 September 1997 for the primary purpose of providing incentives to the employees of the Group. Pursuant to a resolution passed at a special general meeting of the shareholders held on 15 July 2002, the Company terminated the old scheme and adopted the new share option scheme.

There were no outstanding options granted under the old or the new schemes at the beginning and end of the year. In addition, there were no options granted to, or exercised by, any eligible employees during the year.

25. 股本

根據本公司於二零零五年二月十八日舉行之股東特別大會上通過之一項普通決議案，本公司通過於本公司股本中增設 3,000,000,000 股每股面值港幣 0.10 元之新股份，將本公司之法定股本由港幣 300,000,000 元增至港幣 600,000,000 元。

26. 購股權

本公司於一九九七年九月十五日採納之購股權計劃（「舊計劃」），主要目的在於獎勵本集團僱員。根據股東於二零零二年七月十五日舉行之股東特別大會所通過之決議案，本公司已終止舊計劃，並採納新購股權計劃。

於年初及年終並無任何根據舊或新計劃授出而尚未行使之購股權。此外，年內亦無合資格僱員獲授或行使任何購股權。

Notes to the Financial Statements 財務報表附註

Year ended 31 March 2006 截至二零零六年三月三十一日止年度

27. Share Premium and Reserves

27. 股份溢價及儲備

		Share premium	Investment properties revaluation reserve	Surplus account	Fair value reserve	Deficit	Total
		股份溢價	投資物業 重估儲備	增值賬	公平值儲備	虧絀	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元
The Group	本集團						
At 1 April 2004	於二零零四年四月一日						
– as previously reported	– 按前呈報	491,426	–	255,025	–	(995,177)	(248,726)
– prior period adjustments in respect of changes in HKAS 17	– 過往期間就香港會計準則第 17 號變動作出調整	–	–	–	–	19,985	19,985
– as restated	– 按重列	491,426	–	255,025	–	(975,192)	(228,741)
Net loss for the year (restated)	本年度虧損淨額 (重列)	–	–	–	–	(10,418)	(10,418)
Surplus arising on revaluation	重估產生之盈餘	–	16,674	–	–	–	16,674
At 31 March 2005 (as restated)	於二零零五年 三月三十一日 (按重列)	491,426	16,674	255,025	–	(985,610)	(222,485)
At 1 April 2005	於二零零五年四月一日						
– as previously reported	– 按前呈報	491,426	16,674	255,025	–	(1,003,210)	(240,085)
– prior period adjustments in respect of changes in HKAS 17	– 過往期間就香港會計準則第 17 號變動作出調整	–	–	–	–	17,600	17,600
– as restated, before opening balance adjustments	– 按重列, 期初調整前	491,426	16,674	255,025	–	(985,610)	(222,485)
– opening balance adjustment in respect of HKAS 40	– 就香港會計準則第 40 號作出調整之期初結餘	–	(16,674)	–	–	16,674	–
At 1 April 2005 (as restated)	於二零零五年 四月一日 (按重列)	491,426	–	255,025	–	(968,936)	(222,485)
Changes in fair value of available-for-sale financial assets	可供銷售財務資產之公平值變動	–	–	–	(115)	–	(115)
Net profit for the year	本年度溢利淨額	–	–	–	–	35,377	35,377
At 31 March 2006	於二零零六年 三月三十一日	491,426	–	255,025	(115)	(933,559)	(187,223)

27. Share Premium and Reserves (Continued)

27. 股份溢價及儲備 (續)

		Share Contributed		Deficit	Total
		premium	surplus		
		股份溢價	繳入增值	虧絀	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		港幣千元	港幣千元	港幣千元	港幣千元
The Company	本公司				
At 1 April 2004	於二零零四年四月一日	491,426	555,303	(1,295,455)	(248,726)
Net profit for the year	本年度溢利淨額	—	—	8,641	8,641
At 31 March 2005	於二零零五年 三月三十一日	491,426	555,303	(1,286,814)	(240,085)
Net profit for the year	本年度溢利淨額	—	—	52,862	52,862
At 31 March 2006	於二零零六年 三月三十一日	<u>491,426</u>	<u>555,303</u>	<u>(1,233,952)</u>	<u>(187,223)</u>

Surplus account represents the difference between the nominal amount of the share capital issued by the Company and the aggregate of the nominal amount of the issued share capital and other reserve accounts of Plotio Limited, the subsidiary which was acquired by the Company pursuant to the Group reorganisation in 1997.

The contributed surplus of the Company represents the difference between the consolidated shareholders' funds of Plotio Limited at the date on which the Group reorganisation became effective and the nominal amount of the share capital of the Company issued under the Group reorganisation in 1997.

增值賬即本公司發行之股本面額與 Plotio Limited 已發行股本面額及其他儲備賬總和之差額。Plotio Limited 為本公司根據一九九七年集團重組收購之附屬公司。

本公司之繳入增值即 Plotio Limited 於集團重組生效當日之綜合股東資金與根據一九九七年集團重組發行之本公司股本面額之差額。

27. Share Premium and Reserves (Continued)

Under the Companies Act 1981 of Bermuda (as amended), contributed surplus is also available for distribution to shareholders. However, a company cannot declare or pay a dividend, or make a distribution out of contributed surplus, if:

- (a) the company is, or would after the payment be, unable to pay its liabilities as they become due; or
- (b) the realisable value of the company's assets would thereby be less than the aggregate of its liabilities and its issued share capital and share premium accounts.

In the opinion of the directors, as at 31 March 2005 and 31 March 2006, the Company did not have any reserve available for distribution to shareholders.

28. Deferred Tax Liabilities

The components of deferred tax liabilities provided in the balance sheet and the movements during the year are as follows:

		Accelerated tax depreciation		PRC land appreciation	Total
		加速 稅務折舊	稅務虧損	中國 土地增值	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		港幣千元	港幣千元	港幣千元	港幣千元
At 1 April 2004	於二零零四年四月一日	2,059	(911)	3,000	4,148
Deferred tax charged to income statement (note 10(a))	自收益表扣除之 遞延稅項 (附註 10(a))	347	(253)	-	94
At 31 March 2005	於二零零五年 三月三十一日	<u>2,406</u>	<u>(1,164)</u>	<u>3,000</u>	<u>4,242</u>
At 1 April 2005	於二零零五年四月一日	2,406	(1,164)	3,000	4,242
Deferred tax charged to income statement (note 10(a))	自收益表扣除之 遞延稅項 (附註 10(a))	347	(185)	-	162
At 31 March 2006	於二零零六年 三月三十一日	<u>2,753</u>	<u>(1,349)</u>	<u>3,000</u>	<u>4,404</u>

27. 股份溢價及儲備 (續)

根據百慕達一九八一年公司法 (修訂本), 繳入增值亦可供分派予股東。然而, 在下列情況下, 公司不得宣派或派付股息或從繳入增值中作出分派:

- (a) 公司無法償還到期之負債, 或於作出派付後無法償還到期之負債; 或
- (b) 公司資產之可變現值會因作出派付而低於其負債、已發行股本及股份溢價賬之總額。

董事認為, 於二零零五年三月三十一日及二零零六年三月三十一日, 本公司並無可分派予股東之儲備。

28. 遞延稅項負債

於資產負債表內已撥備之遞延稅項負債之組成部份及於年內之變動如下:

29. Analysis of Changes in Financing During the Year 29. 年內融資變動之分析

		Bank borrowings	Other borrowings
		銀行借貸	其他借貸
		HK\$'000	HK\$'000
		港幣千元	港幣千元
Balance at 1 April 2004	於二零零四年四月一日之結餘	100,515	–
New loan raised	新增貸款	10,000	2,900
Repayment during the year	年內還款	(9,101)	(262)
Balance at 31 March 2005	於二零零五年三月三十一日之結餘	101,414	2,638
Repayment during the year	年內還款	(8,102)	(1,450)
Balance at 31 March 2006	於二零零六年三月三十一日之結餘	<u>93,312</u>	<u>1,188</u>

30. Retirement Benefit Scheme

With effect from 1 December 2000, the Group joined a Mandatory Provident Fund Scheme ("MPF Scheme") for all employees in Hong Kong. The MPF Scheme is registered with the Mandatory Provident Fund Scheme Authority under the Mandatory Provident Fund Schemes Ordinance. The assets of the MPF Scheme are held separately from those of the Group in funds under the control of independent trustees.

Under the rules of the MPF Scheme, the employer and its employees are each required to make contributions to the scheme at rates specified in the rules. The only obligation of the Group with respect of MPF scheme is to make the required contributions under the scheme. No forfeited contribution is available to reduce the contribution payable in the future years.

The retirement benefit scheme contribution arising from the MPF Scheme charged to the consolidated income statement represents contributions payable to the funds by the Group at rates specified in the rules of the MPF Scheme.

30. 退休福利計劃

由二零零零年十二月一日起，本集團為香港之全體僱員參與一項強制性公積金計劃（「強積金計劃」）。強積金計劃乃根據強制性公積金計劃條例於強制性公積金計劃管理局登記。強積金計劃之資產乃獨立於本集團之資產，由受獨立受託人控制之基金持有。

根據強積金計劃之規則，僱主及其僱員須各自按規則訂明之比率向該計劃作出供款。本集團就強積金計劃之唯一責任為根據該計劃作出規定之供款，並無已沒收之供款可供減少日後應付之供款。

強積金計劃之退休福利計劃供款乃自綜合收益表中扣除，款額相當於本集團按強積金計劃規則訂明之比率向該基金所作之供款。

30. Retirement Benefit Scheme (Continued)

During the year, the retirement benefit scheme contribution, net of forfeited contributions utilised, if any, amounted to approximately HK\$773,000 (2005: HK\$660,000).

At the balance sheet date, the Group had no significant forfeited contributions available to reduce the contributions payable by the Group in the future years.

31. Operating Lease Commitments

The Group as lessee

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

At 31 March 2006, the Group had outstanding commitments for future minimum lease payments under non-cancellable operating leases amounting to HK\$1,044,000 (2005: HK\$Nil) in respect of rented premises which fall due within one year.

30. 退休福利計劃 (續)

年內，退休福利計劃供款（已扣除已動用之沒收供款（如有））約達港幣 773,000 元（二零零五年：港幣 660,000 元）。

於結算日，本集團並無重大已沒收供款可供減少未來年度本集團應付之供款。

31. 經營租賃承擔

本集團為承租人

經營租賃之付款指本集團就一家附屬公司之辦公室應付之租金。租約經磋商訂立，平均為期兩年，而租金亦平均以兩年為期釐定。

於二零零六年三月三十一日，本集團根據不可撤銷經營租賃就租用於一年內到期之物業未來最低租金之未償還承擔為港幣 1,044,000 元（二零零五年：港幣零元）。

31. Operating Lease Commitments (Continued)**The Group as lessor**

Property rental income earned during the year was HK\$7,359,000 (2005: HK\$6,312,000). Certain of the properties held have committed tenants for the next two years. At the balance sheet date, the Group had contracted with tenants for the following future minimum lease payment under non-cancellable operating leases in respect of rented premises which fall due:

Within one year	一年內
After one year but within five years	一年後但於五年內

32. Contingent Liabilities

At 31 March 2006, the Company had outstanding unlimited guarantees and a corporate guarantee given in favour of banks amounting to approximately HK\$120,000,000 (2005: HK\$120,000,000) to secure general banking facilities granted to subsidiaries. The total amount of facilities utilised by the subsidiaries as at 31 March 2006 amounted to approximately HK\$104,265,000 (2005: HK\$110,027,000).

31. 經營租賃承擔 (續)**本集團作為出租人**

年內賺取之物業租金收入為港幣 7,359,000 元 (二零零五年：港幣 6,312,000 元)，而持有之若干物業於未來兩年已有租戶承租。於結算日，本集團與租戶根據下列不可撤銷經營租賃就租用物業商定未來最低租金，而付款限期如下：

The Group	
本集團	
2006	2005
二零零六年	二零零五年
HK\$'000	HK\$'000
港幣千元	港幣千元
1,598	5,641
208	733
1,806	6,374

32. 或然負債

於二零零六年三月三十一日，本公司之未償還無限額擔保及一項款額約港幣 120,000,000 元 (二零零五年：港幣 120,000,000 元) 向銀行作出之公司擔保，作為附屬公司所獲一般銀行信貸之抵押。該附屬公司於二零零六年三月三十一日已動用信貸總額約港幣 104,265,000 元 (二零零五年：港幣 110,027,000 元)。

33. Pledge of Assets

The Group

- (a) At 31 March 2006, the Group's borrowings were secured by the following:
- (i) first legal charges over the investment properties of HK\$182,750,000 (2005:HK\$137,000,000);
 - (ii) the interest in share capital of a subsidiary;
 - (iii) assignment of rental income generated from certain investment properties;
 - (iv) floating charges on all the existing and future assets undertakings of a subsidiary;
 - (v) assignments of the right, title, interest and benefits in and under all the existing and future building contracts in respect of certain of its interests in leasehold land held for own use under operating lease;
 - (vi) the benefit under all insurance policies of certain of its interests in leasehold land held for own use under operating lease;
 - (vii) assignment of sale proceeds from sales of investment properties; and
 - (viii) subordination of shareholders' loans of a subsidiary of the Company.
- (b) At 31 March 2006, the Group had pledged certain of its interests in leasehold land held for own use under operating lease amounted to approximately HK\$25,306,000 (2005: HK\$25,336,000) to banks to secure general banking facilities and credit facilities granted to certain former subsidiaries in which Mr Lai Yiu Keung has beneficial interests. The total amount of facilities utilised by these former subsidiaries amounted to approximately HK\$5,030,000 (2005: HK\$9,800,000).

33. 資產抵押

本集團

- (a) 於二零零六年三月三十一日，本集團之借貸以下列各項作為抵押：
- (i) 港幣 182,750,000 元（二零零五年：港幣 137,000,000 元）之投資物業之第一法定抵押；
 - (ii) 一間附屬公司之股本權益；
 - (iii) 轉讓若干投資物業所得租金收入；
 - (iv) 一間附屬公司之一切現有及日後資產權益之浮動抵押；
 - (v) 轉讓其若干根據經營租賃持作自用租賃土地權益所涉及之一切現有及日後樓宇合約之權利、業權、權益及利益；
 - (vi) 若干根據經營租賃持作自用租賃土地權益的所有保單訂明之利益；
 - (vii) 轉讓出售投資物業之出售所得款項；及
 - (viii) 本公司一間附屬公司股東貸款之後償付。
- (b) 於二零零六年三月三十一日，本集團向銀行抵押若干約值港幣 25,306,000 元（二零零五年：港幣 25,336,000 元）之根據經營租賃持作自用租賃土地權益，作為若干黎耀強先生實益擁有之前附屬公司所獲一般銀行貸款及銀行信貸之抵押。該等前附屬公司已動用之信貸總額約港幣 5,030,000 元（二零零五年：港幣 9,800,000 元）。

34. Related Party Transactions

(a) The Group entered into the following significant transactions with related parties during the year and has the following significant balances with related parties as at 31 March 2006:

(I) Transactions

34. 關連人士交易

(a) 本集團於年內與關連人士進行以下重大交易，而於二零零六年三月三十一日與關連人士間之重大往來結餘如下：

(I) 交易

	Note 附註	Rental income paid		Service fees paid		Architectural, structural, material and electrical service fees paid 已付建築、結構、物料及電工服務費		Insurance premiums paid 已付保險供款	
		已付租金收入		已付服務費					
		2006	2005	2006	2005	2006	2005	2006	2005
		二零零六年	二零零五年	二零零六年	二零零五年	二零零六年	二零零五年	二零零六年	二零零五年
Plotio Property and Management Company Limited	(i)	-	-	(2,253)	(1,788)	-	-	-	-
Plotio Investment (HK) Limited	(i)	(960)	(900)	-	-	-	-	-	-
Rammon Construction Limited	(i)	-	-	-	-	-	(3,242)	-	-
Plotio Property Consultants Limited	(i)	-	-	(593)	(405)	-	-	-	-
Lee Wai Engineering Company Limited	(i)	-	-	-	-	(4)	(199)	-	-
Keung Kee Cleaning Services Company Limited	(i)	-	-	(27)	(48)	-	-	-	-
Monchase Underwriters Limited	(i)	-	-	-	-	-	-	(62)	(57)
Plotio Development Consultants Limited	(i)	-	-	-	(50)	(265)	-	-	-

34. Related Party Transactions (Continued)

(II) Balances

Plotio Property and Management Company Limited 百利好地產管業有限公司

Mr Lai Yiu Keung 黎耀強先生

Notes:

- (i) Plotio Property and Management Company Limited, Plotio Investments (HK) Limited, Rammon Construction Limited, Plotio Property Consultants Limited, Lee Wai Engineering Company Limited, Keung Kee Cleaning Services Company Limited, Monchase Underwriters Limited and Plotio Development Consultants Limited are former subsidiaries of the Group in which Mr Lai Yiu Keung ("Mr Lai") has beneficial interests. The amount of service fees paid to Plotio Property and Management Company Limited for the year ended 31 March 2006 represented gross building management fees of which approximately HK\$340,000 (2005: HK\$341,000) was paid in respect of the building manager's remuneration.

The above transactions were carried out at prevailing market prices or, where no market prices were available, at terms agreed by the parties involved.

34. 關連人士交易 (續)

(II) 結餘

Notes	2006 HK\$'000 二零零六年 港幣千元	2005 HK\$'000 二零零五年 港幣千元
	Amount due from a related company	
	應收 — 關連公司款項	
(i) & (ii)	49	—
	Amount due to a director	
	應付一董事款項	
(iii)	416	—

附註:

- (i) 百利好地產管業有限公司、百利好投資(香港)有限公司、金安工程(香港)有限公司、百利好地產顧問有限公司、利維工程有限公司、強記清潔服務有限公司、滿航保險代理有限公司及百利好發展顧問有限公司均為本集團前附屬公司，由黎耀強先生(「黎先生」)實益擁有。截至二零零六年三月三十一日止年度，應付百利好地產管業有限公司之款項為已收樓宇管理費總額，當中約港幣340,000元(二零零五年：港幣341,000元)乃屬樓宇管理人公司酬金。

上述交易乃按當時通用之市價進行，或倘無市價可供參考，則按有關人士協定之條款進行。

34. Related Party Transactions (Continued)**(II) Balances** (Continued)

- (ii) The amount due from a related party is unsecured, interest-free and repayable on demand. The amount due is included in the balance of "Receivables, deposits and prepayments" in the consolidated balance sheet.
- (iii) The amount due is unsecured, interest-free and has no fixed terms of repayment.
- (b) At 31 March 2006, the Group had specific assets pledged, in favour of certain banks to secure general banking facilities granted to certain former subsidiaries which were disposed of to Mr Lai in previous years. Details of the assets pledged are set out in note 33.
- (c) At 31 March 2006, Mr Lai had an outstanding personal guarantee given in favour of a bank to secure general banking facilities granted to the Group amounting to approximately HK\$56,000,000. The facilities utilised at 31 March 2006 amounted to approximately HK\$50,000,000.

35. Post Balance Sheet Event

On 28 April 2006, Remy Investment Limited ("Remy"), an indirectly wholly owned subsidiary of the Company, and an independent third party (the "Purchaser") entered into an agreement for the disposal of the entire issued share capital of Goldfair Properties Limited ("Goldfair"), a directly wholly owned subsidiary of Remy, for a total cash consideration of HK\$8,500,000.

The above transaction was completed on 24 June 2006.

34. 關連人士交易 (續)**(II) 結餘** (續)

- (ii) 應收關連人士款項並無抵押、免息且須於要求時償還。應收之款項在資產負債表列作「應收款項、按金及預付款項」之結餘。
- (iii) 應收金額為無抵押、免息及無固定還款期。
- (b) 於二零零六年三月三十一日，本集團抵押若干資產予若干銀行作為過往年度向黎先生出售之若干前附屬公司所獲一般銀行信貸之擔保。該等已抵押資產詳情載於附註 33。
- (c) 於二零零六年三月三十一日，黎先生對一家銀行有未履行之個人擔保，作為本集團所獲約港幣56,000,000元一般銀行信貸之擔保。於二零零六年三月三十一日之已動用信貸約為港幣 50,000,000 元。

35. 結算日後事項

於二零零六年四月二十八日，本公司之間接全資附屬公司 R e m y Investment Limited (「Remy」) 與一名獨立第三者 (「買方」) 訂立協議，出售 Remy 之直接全資擁有附屬公司金暉置業有限公司 (「金暉」) 之全部已發行股本，總現金代價為港幣 8,500,000 元。

上述交易已於二零零六年六月二十四日完成。

36. Financial Instruments

Exposure to credit, liquidity and interest rate risks arises in the normal course of the Group's business. These risks are limited by the Group's financial management policies and practices described below.

(a) Credit risk

The carrying amount of receivables included in the balance sheet represents the Group's exposure to credit risk in relation to its financial assets. The Group's receivables are unsecured to the extent they are not covered by rental deposits. The Group believes that adequate provision for uncollectible receivables has been made.

(b) Liquidity risk

The Group's policy is to regularly monitor current and expected liquidity requirements and its compliance with lending covenants, to ensure that it maintains sufficient reserves of cash and demand deposits and adequate committed lines of funding from major financial institutions to meet its liquidity requirements in the short and longer term.

(c) Interest rate risk

Interest rate risk is the risk that future value and/or cash flow of a financial instrument will fluctuate because of changes in market interest rates. As the Group has no significant interest-bearing assets, the Group's income and operating cash flows are substantially independent from the changes in market interest rates.

For interest-bearing liabilities, the Group currently does not have an interest rate hedging policy. However, the management monitors interest rate exposure and will consider hedging significant interest rate exposure should the need arises.

36. 金融工具

信貸、流動資金及利率風險在本集團一般業務過程中產生。此等風險受下文所述本集團之財務管理政策及常規限制。

(a) 信貸風險

已計入資產負債表之應收款項賬面值指本集團所面對有關其財務資產之信貸風險。本集團之應收款項乃無抵押，惟以未受租金訂金保障者為限。本集團相信已就不可收回之應收款項作出足夠撥備。

(b) 流動資金風險

本集團之政策旨在定期監察目前及預期之流動資金要求及其遵守借款契約之情況，以確保其維持足夠現金儲備及活期存款以及來自主要金融機構之承諾資金，以滿足本集團之長期及短期流動資金需求。

(c) 利率風險

利率風險是一種金融工具之未來價值及／或現金流量將會因為市場利率變動而波動之風險。由於本集團並無任何重大之計息資產，故本集團之收入及經營現金流量大體上獨立於市場利率之變動。

就計息負債而言，本集團目前並無利率對沖政策。然而，管理層會監控利率風險，並於有需要時考慮對沖重大利率風險。

37. Critical Accounting Estimates and Judgments**37. 主要會計估計及判斷****Key sources of estimation uncertainty**

In the process of applying the Group's accounting policies, which are described in note 4, management had made the following estimations that have the most significant effect on the amounts recognised in the financial statements.

(a) Estimate of fair value of investment properties

Investment properties are carried in the consolidated balance sheet at 31 March 2006 at their fair value of approximately HK\$206,750,000. The fair value of investment properties has been determined with reference to independent valuations. The best evidence of fair value is the current price in an active market for similar lease and other contracts. The Group employed an independent firm of professional valuers to determine the open market values for the investment properties of the Group. These valuations require the use of judgement and estimates, and the use of different market assumptions and/or estimation methodologies may have a material effect on the estimated fair value amounts which would affect the financial results of the Group.

(b) Interest in leasehold land held for own use under operating lease

The interest in leasehold land held for own use under operating lease at the consolidated balance sheet at 31 March 2006 of approximately HK\$27,222,000 is stated at cost less accumulated amortisation and any identified impairment loss. They are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. The recoverable amount has been determined based on the higher of their fair value less costs and their value in use. These calculation and valuations require the use of judgments and estimations. Should the future economic benefits expected to be obtained from the further operation of properties for development is less than the carrying cost, an impairment loss will be recognised in the income statement.

估計不明朗因素之主要來源

在應用本集團於附註4所述之會計政策時，管理層作出以下對於財務報表確認之數額具最重大影響之估計。

(a) 投資物業之公平值估計

投資物業乃按其公平值約港幣206,750,000元於二零零六年三月三十一日綜合資產負債表中列示。投資物業之公平值乃經參考獨立估值後釐定。公平值之最佳憑證乃是類似租賃及其他合約在活躍市場上之現價。本集團已聘請獨立專業估值師行釐定本集團投資物業之公開市值。此等估值要求運用判斷及估計，而使用不同之市場假設及／或估計方法或會對影響本集團財務業績之估計公平值金額構成重大影響。

(b) 根據經營租賃持作自用之租賃土地權益

於二零零六年三月三十一日綜合資產負債表中列示的經營租賃下自用租賃土地權益約為港幣27,222,000元，並按成本減累計折舊攤銷及任何已辦別減值虧損後列示。倘有事件或情況變化顯示或不可收回賬面值，則會就減值進行檢討。該可收回金額乃根據其公平值減成本及其使用價值（以較高者為準）而釐定。有關計算及估值須運用判斷及估計。倘預期來自待發展物業之未來經濟利益將少於賬面成本，則會於收益表中確認減值虧損。

37. Critical Accounting Estimates and Judgments 37. 主要會計估計及判斷 (續)

(Continued)

Key sources of estimation uncertainty (Continued)

(c) Recognition of deferred tax assets

At 31 March 2006, no deferred tax asset in relation to tax losses have been recognised in the Group's consolidated balance sheet. Deferred tax assets in respect of tax losses carried forward are recognised and measured based on the expected manner of realisation or settlement of the carrying amount of the assets, using tax rates enacted or substantively enacted at the balance sheet date. In determining the carrying amounts of deferred tax assets, expected taxable profits are estimated which involves a number of assumptions relating to the operating environment of the Group and require significant level of judgement exercised by the directors. Any change in such assumptions and judgement would affect the carrying amounts of deferred tax assets to be recognised and hence the net profit in future years.

估計不明朗因素之主要來源 (續)

(c) 確認遞延稅項資產

於二零零六年三月三十一日，本集團之綜合資產負債表中並無確認關於稅項虧損之遞延稅項資產。關於結轉稅項虧損之遞延稅項資產乃根據預測可變現或結算的資產賬面值，並利用於結算日已頒佈或大致上頒佈之稅率確認及計量。釐定遞延稅項資產之賬面值時，預期應課稅溢利會予以估計，當中涉及多項有關本集團經營環境之假設，並須董事行使重大判斷。凡有關假設及判斷有任何變動，則會影響將予確認之遞延稅項資產賬面值，進而影響未來年度之溢利淨額。

38. Subsidiaries

38. 附屬公司

Particulars of the subsidiaries at 31 March 2006 are as follows:

於二零零六年三月三十一日之附屬公司詳情如下：

Wholly-owned subsidiaries

全資附屬公司

**Issued and paid up
share capital**

已發行及繳足股本

Name of subsidiary 附屬公司名稱	Issued and paid up share capital 已發行及繳足股本		Principal activities 主要業務
	Ordinary shares 普通股	Deferred shares* 遞延股*	
Wholly-owned subsidiaries incorporated and operating in Hong Kong:	在香港註冊成立及經營之全資附屬公司：		
Billtech Limited 必利達有限公司	HK\$100 港幣 100 元	HK\$10,000 港幣 10,000 元	Property investment 物業投資
Campoent Development Limited 金寶麟發展有限公司	HK\$10,000 港幣 10,000 元	–	Property investment 物業投資
Cheerwise Development Limited 金城發展有限公司	HK\$2 港幣 2 元	–	Inactive 暫無業務
City Friend Development Limited 智友發展有限公司	HK\$2 港幣 2 元	–	Property investment 物業投資
Goldfair Properties Limited 金暉置業有限公司	HK\$10,000 港幣 10,000 元	–	Property investment 物業投資
Jet Nice Investments Limited 凱進投資有限公司	HK\$10,000 港幣 10,000 元	–	Property development 物業發展
Joyful Interest Limited 裕錦有限公司	HK\$10,000 港幣 10,000 元	–	Property investment 物業投資
m499.com Limited	HK\$2 港幣 2 元	–	Trading of communication products 通訊產品貿易

38. Subsidiaries (Continued)

Wholly-owned subsidiaries (Continued)

38. 附屬公司 (續)

全資附屬公司 (續)

Name of subsidiary 附屬公司名稱	Issued and paid up share capital 已發行及繳足股本		Principal activities 主要業務
	Ordinary shares 普通股	Deferred shares* 遞延股*	
Ocean Tower Development Limited 海德發展有限公司	HK\$10,000 港幣 10,000 元	–	Inactive 暫無業務
Oriental Gain Properties Limited 東盈置業有限公司	HK\$100 港幣 100 元	HK\$5,300 港幣 5,300 元	Property investment 物業投資
Plotio Holdings (HK) Limited 百利好集團 (香港) 有限公司	HK\$10,000 港幣 10,000 元	–	Provision of treasury services 提供財務服務
Turbo Speed Investment Limited 高迅投資有限公司	HK\$10,000 港幣 10,000 元	–	Property investment 物業投資
Win's Properties Limited 永誠置業有限公司	HK\$100,000 港幣 100,000 元	–	Inactive 暫無業務
Cyberware Communications Limited 世華資訊科技有限公司	HK\$15,035,713 港幣 15,035,713 元	–	Inactive 暫無業務

38. Subsidiaries (Continued)**38. 附屬公司** (續)

Wholly-owned subsidiaries (Continued)

全資附屬公司 (續)

Wholly-owned subsidiaries incorporated in the British Virgin Islands and operating in Hong Kong:

在英屬處女群島註冊成立而在香港經營之全資附屬公司：

Name of subsidiary 附屬公司名稱	Issued and paid up share capital 已發行及繳足股本		Principal activities 主要業務
	Ordinary shares 普通股	Deferred shares* 遞延股*	
** Election International Limited	US\$1 1 美元	–	Investment holding 投資控股
** Immediate Effect Limited	US\$1 1 美元	–	Investment holding 投資控股
** MobiData Incorporated	US\$1 1 美元	–	Investment holding 投資控股
** Plotio Limited	US\$1,000,000 1,000,000 美元	–	Investment holding 投資控股
** Rexy Investment Limited	US\$1 1 美元	–	Investment holding 投資控股
** Uni-tech Properties Limited	US\$1 1 美元	–	Investment holding 投資控股

* The deferred shares practically carry no rights to dividends or to receive notices of or to attend or vote at any general meetings of the respective companies or to participate in any distributions on winding up.

* 遞延股實際上並無附有權利收取股息或各有關公司之任何股東大會通告，亦無權出席該等公司之大會或在會上投票，於公司清盤時亦不會獲得任何分派。

38. Subsidiaries (Continued)

Non-wholly owned subsidiaries

Name of subsidiary	Place of incorporation	Issued and paid up ordinary share capital	Proportion of nominal value of issued capital held by the Company	Principal activities
			本公司持有已發行股本面值比例	
附屬公司名稱	註冊成立地點	已發行及繳足普通股股本		主要業務
**Mobidog Inc.	Cayman Islands 開曼群島	US\$1,010,000 1,010,000 美元	57%	Investment holding 投資控股
Global Edge Technology Limited	British Virgin Islands 英屬處女群島	US\$833,334 833,334 美元	60%	SMS provider 短訊服務供應商
**Redstone Resources Limited	British Virgin Islands 英屬處女群島	US\$2 2 美元	60%	Investment holding 投資控股

Other than Plotio Limited, which is held directly by the Company, all subsidiaries are held by the Company indirectly.

除Plotio Limited由本公司直接持有外，所有附屬公司均由本公司間接持有。

None of the subsidiaries had any debt securities subsisting at 31 March 2006 or at any time during the year.

各附屬公司於二零零六年三月三十一日或年內任何時間概無任何存續之債務證券。

** Companies not audited by Kennic L. H. Lui & Co. Ltd.

** 並非由呂禮恒會計師事務所有限公司審核之公司

38. 附屬公司 (續)

非全資附屬公司

39. Associates

Particulars of the associates as at 31 March 2006 are as follows:

39. 聯營公司

於二零零六年三月三十一日之聯營公司詳情如下：

Name of company	Place of incorporation	Proportion of nominal value of issued capital held by the Group	Principal activity
公司名稱	註冊成立地點	本集團所持已發行之股本面值比例	主要業務
HyComm Technology Incorporated	British Virgin Islands 英屬處女群島	26%	Investment holding 投資控股
Megacom Holdings Limited 美格集團有限公司	Hong Kong 香港	20%	Investment holding 投資控股
Tekson International Telecom Limited 香港泰信國際網絡有限公司	Hong Kong 香港	37%	Investment holding 投資控股
GIN International Limited	Hong Kong 香港	49%	SMS provider 短訊服務供應商