



澳門祥泰地產集團有限公司

MACAU PRIME PROPERTIES HOLDINGS LIMITED

(Stock Code 股份代號：199)

Annual Report
2006-2007
年報

Mission

*Be Well-Positioned as to Location, Timing and Strategy
to Maximise Return for Company and Shareholders*

Discipline

Be Persistent in Excellent Development Design and Execution

洞燭先機，選點計策，把握盛期，嚴守理念，
為公司股東創富。

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CORPORATE INFORMATION

公司資料

BOARD OF DIRECTORS

Executive Directors

Mr. Cheung Hon Kit (*Chairman*)
Mr. Chan Fut Yan (*Managing Director*)
Mr. Wong Kam Cheong, Stanley (*Deputy Managing Director*)
Mr. Cheung Chi Kit
Mr. Lai Tsan Tung, David
Mr. Ma Chi Kong, Karl

Non-executive Directors

Mr. Ho Hau Chong, Norman (*Deputy Chairman*)
Mr. Lo Lin Shing, Simon

Independent Non-executive Directors

Mr. Wong Chi Keung, Alvin
Mr. Kwok Ka Lap, Alva
Mr. Chui Sai Cheong

COMMITTEES

Audit Committee

Mr. Wong Chi Keung, Alvin (*Chairman*)
Mr. Kwok Ka Lap, Alva
Mr. Chui Sai Cheong

Remuneration Committee

Mr. Wong Chi Keung, Alvin (*Chairman*)
Mr. Chan Fut Yan
Mr. Kwok Ka Lap, Alva

COMPANY SECRETARY

Ms. Yan Ha Hung, Loucia

QUALIFIED ACCOUNTANT

Mr. Cheung Chi Kit

AUTHORISED REPRESENTATIVES

Mr. Cheung Hon Kit
Mr. Wong Kam Cheong, Stanley (*Alternate to Mr. Cheung Hon Kit*)
Mr. Cheung Chi Kit
Ms. Yan Ha Hung, Loucia (*Alternate to Mr. Cheung Chi Kit*)

SOLICITORS

Conyers Dill & Pearman (*Bermuda*)
Iu, Lai & Li (*Hong Kong*)
Vincent T. K. Cheung, Yap & Co. (*Hong Kong*)
Leong Hon Man, Advogado (*Macau*)

AUDITORS

Deloitte Touche Tohmatsu

董事會

執行董事

張漢傑先生 (*主席*)
陳佛恩先生 (*董事總經理*)
黃錦昌先生 (*副董事總經理*)
張志傑先生
賴贊東先生
馬志剛先生

非執行董事

何厚鏘先生 (*副主席*)
魯連城先生

獨立非執行董事

王志強先生
郭嘉立先生
崔世昌先生

委員會

審核委員會

王志強先生 (*主席*)
郭嘉立先生
崔世昌先生

薪酬委員會

王志強先生 (*主席*)
陳佛恩先生
郭嘉立先生

公司秘書

忻霞虹小姐

合資格會計師

張志傑先生

法定代表

張漢傑先生
黃錦昌先生 (*張漢傑先生替任人*)
張志傑先生
忻霞虹小姐 (*張志傑先生替任人*)

律師

Conyers Dill & Pearman (*百慕達*)
姚黎李律師行 (*香港*)
張葉司徒陳律師事務所 (*香港*)
梁瀚民大律師 (*澳門*)

核數師

德勤•關黃陳方會計師行

CORPORATE INFORMATION

公司資料

PRINCIPAL BANKERS

Bank of China (Hong Kong) Limited
Industrial and Commercial Bank of China (Asia) Limited
The Bank of East Asia, Limited
Dah Sing Bank, Limited
Wing Hang Bank, Limited
BNP Paribas Hong Kong Branch
CITIC Ka Wah Bank Limited
UBS, AG Hong Kong Branch

REGISTERED OFFICE

Clarendon House
Church Street
Hamilton HM 11
Bermuda

PRINCIPAL PLACE OF BUSINESS IN HONG KONG

29/F., Paul Y. Centre
51 Hung To Road
Kwun Tong, Kowloon
Hong Kong

PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

The Bank of Bermuda Limited
6 Front Street
Hamilton HM 11
Bermuda

BRANCH SHARE REGISTRAR AND TRANSFER OFFICE IN HONG KONG

Secretaries Limited
26/F., Tesbury Centre
28 Queen's Road East
Wanchai, Hong Kong

WEBSITE

<http://www.macauprime.com>

STOCK CODE

Hong Kong Stock Exchange 199

主要往來銀行

中國銀行(香港)有限公司
中國工商銀行(亞洲)有限公司
東亞銀行有限公司
大新銀行有限公司
永亨銀行有限公司
法國巴黎銀行香港分行
中信嘉華銀行有限公司
瑞士銀行香港分行

註冊辦事處

Clarendon House
Church Street
Hamilton HM 11
Bermuda

香港主要營業地點

香港
九龍觀塘
鴻圖道51號
保華企業中心29樓

主要股份登記及轉名處

The Bank of Bermuda Limited
6 Front Street
Hamilton HM 11
Bermuda

股份登記及轉名香港分處

秘書商業服務有限公司
香港灣仔
皇后大道東28號
金鐘匯中心26樓

網址

<http://www.macauprime.com>

股份代號

香港聯交所 199

CHAIRMAN'S STATEMENT

主席報告書

BUSINESS REVIEW

The Group's turnover for the year ended 31st March, 2007 was approximately HK\$881.6 million, representing a growth of 4.7% as compared with last year of HK\$842.3 million. As a condition for the acquisition of Orient Town Limited ("Orient Town", and together with its subsidiaries the "Orient Town Group"), the Group has in aggregate advanced a shareholder's loan of HK\$978 million to Orient Town on which interest is charged at Hong Kong Prime Rate. Total loan financing income, including amount charged on shareholder's loan to Orient Town, of HK\$81.1 million was included in the Group's turnover for the year. Furthermore, there was additional turnover contribution from the newly acquired golf and leisure business of HK\$52.4 million which was partly offset by the decrease from securities investment due to less transactions during the year.

In addition to the acquisition of Orient Town, the Group has acquired another associate, More Profit International Limited ("More Profit"). Profit in aggregate of HK\$40.9 million was recognised through equity accounting of Orient Town and More Profit as included in share of results of associates for the year in which More Profit contributed a profit of HK\$92.1 million, mainly representing revaluation gain recognised. Since Concordia Land Development (as defined below) was still in its early stage of development, Orient Town Group incurred a loss during the year mainly as a result of interest charged on shareholders' loans and the loss attributable to the Group amounted to HK\$51.2 million. After taking into account the interest income from loan to Orient Town of HK\$56.2 million and the gain on cancellation of option for acquisition of additional 5% interest in Orient Town of HK\$23.4 million, there was a profit contribution of HK\$28.4 million from the investment in Orient Town.

The acquisition of the entire issued share capital of Donson (International) Development Limited ("Donson", and together with its subsidiaries the "Donson Group") was completed in stages from June 2006 to February 2007 and hence its financial results had been consolidated by the Group. As a result, there were overall increases in all expense items. Due to the additional issue of convertible notes, the related interest expenses, which are calculated with reference to the effective interest rate, increased to HK\$89.3 million for the year as compared with last year of HK\$33.4 million. The Group achieved a profit after tax and minority interests of HK\$79.1 million for the year as compared to a loss of HK\$73.0 million for last year.

業務回顧

本集團截至二零零七年三月三十一日止年度之營業額約為港幣881,600,000元，較去年同期港幣842,300,000元增長4.7%。作為收購華鎮有限公司（「華鎮」，連同其附屬公司「華鎮集團」）條件之一，本集團已向華鎮墊付一筆港幣978,000,000元按香港最優惠利率計息之股東貸款。總貸款融資收入（包括收取華鎮股東貸款之利息收入）為港幣81,100,000元已列入本集團年內營業額。此外，新收購高爾夫球及消閒業務額外貢獻之營業額港幣52,400,000元因年內證券投資交易減少被局部抵銷。

除收購華鎮外，本集團已收購另一聯營公司 More Profit International Limited（「More Profit」）。總溢利港幣40,900,000元乃透過華鎮及More Profit之權益會計計入年內應佔聯營公司業績，其中More Profit帶來港幣92,100,000元之溢利，主要代表已確認之重估收益。由於聯生土地發展（定義見下文）仍處於初步發展階段，故華鎮集團年內錄得虧損，主要來自股東貸款利息，而本集團應佔虧損為港幣51,200,000元。於計入向華鎮提供貸款之利息收入港幣56,200,000元及就收購華鎮之5%額外權益註銷購股權收益港幣23,400,000元後，年內於華鎮之投資帶來港幣28,400,000元之溢利。

收購東迅（國際）發展有限公司（「東迅」，連同其附屬公司「東迅集團」）之全部已發行股本已於二零零六年六月至二零零七年二月分階段完成，故其財務業績已自此綜合計入本集團。因此，所有開支項目均全面增加。由於額外發行可換股票據，參照實際利率計算之有關利息開支由去年港幣33,400,000元增至本年度之港幣89,300,000元。年內，本集團錄得除稅及少數股東權益後溢利港幣79,100,000元，去年則為虧損港幣73,000,000元。

CHAIRMAN'S STATEMENT

主席報告書

BUSINESS REVIEW (Cont'd)

Property Development and Investment

In June 2006, the Group acquired 40% of the issued share capital of Orient Town at their nominal value of HK\$280 and in March 2007, its shareholding in Orient Town was further increased to 45%. Orient Town's principal asset is its indirect interest, through its effective 59.5% shareholding interest in Empresa De Fomento Industrial E Comercial Concórdia, S.A. ("Concordia"), in 14 parcels of leased land situated in Estrada de Seac Pai Van, Macau ("Concordia Land Development"). In addition, the Group advanced in aggregate a shareholder's loan of HK\$978 million to Orient Town in order to partially finance its indirect investment in the land. The acquisition enables the Group to diversify into the property market in Macau and to have a significant interest in a quality residential development project of total gross floor area over 740,000 m². Orient Town becomes an associated company of the Group after the acquisition.

In January 2007, the Group acquired a 40% interest in More Profit which in turn owned 50% interest in Great China Company Limited ("Great China"). Great China is the owner of Grand Waldo Hotel in Macau which is destined as a five-star hotel complex comprised of four portions namely, the hotel block, the casino block, the leisure block and the car park. The hotel is leased to an operator for a fixed annual rental income of HK\$200 million for 5 years.

24 residential units and 1 commercial unit at Talon Tower on Connaught Road West remained unsold as at 31st March, 2007.

Development and Operation of Golf Resort and Hotel

In June 2006, the Group acquired an indirect effective 55.6% interest in, and certain loan owed to the vendors by, Donson for an aggregate consideration of HK\$140 million, which was satisfied as to HK\$80 million by cash and HK\$60 million by issue of convertible notes. In January and February 2007, the Group has further bought out all minority interests in Donson for about HK\$117 million. Donson Group is principally engaged in operation of golf-clubs, hotel, resorts and development and management of luxurious residential properties in Yalong Bay, Sanya, Hainan and Lotus Hill, Panyu, Guangdong.

Since acquisition by the Group, turnover and segment profit of Donson Group, represented by golf and leisure business, up to 31st March, 2007 were HK\$52.4 million and HK\$3.4 million respectively.

業務回顧 (續)

物業發展及投資

於二零零六年六月，本集團按面值港幣280元收購華鎮40%已發行股本，而其於華鎮之權益於二零零七年三月進一步增至45%。華鎮之主要資產為透過其於聯生發展股份有限公司（「聯生發展」）之59.5%實際持股權益間接持有位於澳門路環聯生填海區之十四幅租賃土地權益（「聯生土地發展」）。此外，本集團向華鎮墊支股東貸款港幣978,000,000元，為間接投資該土地提供部分資金。此項收購讓本集團可分散擴展至澳門物業市場，並於總建築面積超過740,000平方米之優質住宅發展項目中擁有重大權益。華鎮於收購後成為本集團之聯營公司。

於二零零七年一月，本集團收購More Profit之40%權益，而More Profit則擁有大中華有限公司（「大中華」）之50%權益。大中華是澳門金都酒店之持有人，該酒店為一個五星級酒店綜合樓群，分為四個部份，即酒店大樓、賭場大樓、消閒大樓及停車場。該酒店已出租予一家經營商，固定年租收入港幣200,000,000元，為期5年。

於二零零七年三月三十一日，干諾道西達隆名居有24個住宅單位及1個商用單位尚未售出。

發展及經營高爾夫球度假村及酒店

於二零零六年六月，本集團收購東迅55.6%之間接實際權益及東迅結欠賣方之若干貸款，總代價為港幣140,000,000元，以港幣80,000,000元現金及發行港幣60,000,000元可換股票據支付。於二零零七年一月及二月，本集團以約港幣117,000,000元進一步收購東迅全部少數股東權益。東迅集團主要於海南三亞龍灣及廣東番禺蓮花山經營高爾夫球會、酒店、度假村以及發展及管理豪華住宅物業。

自本集團收購以來，東迅集團截至二零零七年三月三十一日止之營業額及分部（呈列為高爾夫球及消閒業務）溢利分別為港幣52,400,000元及港幣3,400,000元。

CHAIRMAN'S STATEMENT

主席報告書

BUSINESS REVIEW (Cont'd)

Securities Investment

During the year, turnover and segment profit from securities investment were HK\$329.2 million (2006: HK\$503.5 million) and HK\$26.8 million (2006: a segment loss of HK\$3.4 million) respectively. At year end, the Group had available-for-sale investments and financial assets at fair value through profit or loss in an aggregate sum of HK\$196.8 million, mainly comprised of shares listed in Hong Kong, Japan, Singapore and USA.

Manufacture and Trading of Medicine and Health Food

In January 2007, the Group entered into an agreement to dispose of all its shareholding interest in, and shareholder's loan due from, Tung Fong Hung Investment Limited ("Tung Fong Hung") which was the Group's vehicle engaged in manufacture and trading of medicine and health food. The disposal is expected to be completed in the third quarter of 2007, after which the Group will cease to engage in any medicine and health food business.

Turnover and segment loss from Tung Fong Hung, as represented by the medicine and health food business, were HK\$400.6 million and HK\$0.1 million respectively. The profit contribution from Tung Fong Hung was approximately HK\$2.0 million. The total assets and net assets of Tung Fong Hung at 31st March, 2007 were HK\$252.3 million and HK\$129.4 million respectively. As compared with the Group's total assets and net assets at 31st March, 2007 of HK\$3,382.1 million and HK\$1,671.8 million respectively, the disposal will not have any material adverse financial impact on the Group.

Loan Financing Services

During the year, the Group had interest income from loans due from associates and other loan receivables of HK\$81.1 million which was included in turnover for the year. At year end, loans and interest due from associates and other loan receivables of the Group amounted to HK\$1,285.5 million and HK\$266.1 million respectively.

業務回顧 (續)

證券投資

年內，本集團之證券投資營業額及分部溢利分別為港幣329,200,000元（二零零六年：港幣503,500,000元）及港幣26,800,000元（二零零六年：分部虧損港幣3,400,000元）。年底，本集團持有可供出售投資及按公平值列賬及計入損益之金融資產合共港幣196,800,000元，主要為香港、日本、新加坡及美國上市股份。

製造及買賣醫藥及健康食品

於二零零七年一月，本集團訂立協議悉數出售其於Tung Fong Hung Investment Limited（「東方紅」）之持股權益及應收該公司之股東貸款，該公司為本集團旗下從事醫藥及健康食品製造及銷售之公司。預期該項出售交易將於二零零七年第三季完成，其後本集團將終止經營任何醫藥及健康食品業務。

來自東方紅、相等於醫藥及健康食品業務之營業額及分部虧損分別為港幣400,600,000元及港幣100,000元。來自東方紅之利潤貢獻約為港幣2,000,000元。於二零零七年三月三十一日，東方紅之總資產及淨資產分別為港幣252,300,000元及港幣129,400,000元。與本集團於二零零七年三月三十一日之總資產及淨資產分別為港幣3,382,100,000元及港幣1,671,800,000元比較，出售交易不會對本集團產生重大負面財務影響。

貸款融資服務

年內，本集團來自應收聯營公司貸款及其他應收貸款之利息收入為港幣81,100,000元，已列作年內營業額。年底，本集團來自應收聯營公司貸款及利息及其他應收貸款分別為港幣1,285,500,000元及港幣266,100,000元。

CHAIRMAN'S STATEMENT

主席報告書

FINANCIAL REVIEW

A total amount of HK\$1,060 million convertible notes was issued during the year under review. On 8th June, 2006, HK\$60 million unsecured zero coupon convertible notes due 2010 at an initial conversion price of HK\$0.44 per share due on 11th August, 2010 were issued as part of the consideration for acquisition of Donson Group. On 15th June, 2006, the Company had further issued 5-year unsecured 1% convertible notes in an aggregate principal amount of HK\$1,000 million, with an initial conversion price of HK\$0.70 per share and repayable before the fifth anniversary from the issue date. These newly-issued HK\$60 million and HK\$1,000 million convertible notes, unless they are previously converted prior to their maturity, will be redeemed at 108.3% and 110% of their principal amounts respectively.

During the year, convertible notes in an aggregate principal amount of HK\$394 million were converted into approximately 895.3 million shares of the Company and the outstanding principal amount of the convertible notes as at 31st March, 2007 was approximately HK\$1,642.1 million.

To further strengthen the Group's resources for expanding its activities in property investment, the Company had also placed 833,332,000 new ordinary shares at HK\$0.60 per share to raise approximately HK\$500 million (before expenses) in June 2006. Mainly due to the placement of new ordinary shares, issuance of new convertible notes, conversion of convertible notes and the profit of HK\$79.1 million for the year ended 31st March, 2007, the net asset value of the Group attributable to its shareholders was HK\$1,621.6 million as at 31st March, 2007, showing a substantial increase of HK\$1,176.6 million from the position at 31st March, 2006.

The Group adopts a prudent funding and treasury policy with regard to its overall business operations. In addition to the above convertible note payables, a variety of credit facilities is maintained so as to meet its working capital requirements.

財務回顧

本公司於回顧年度發行合共金額港幣1,060,000,000元之可換股票據。於二零零六年六月八日，本公司發行本金金額港幣60,000,000元，初步兌換價每股港幣0.44元於二零一零年八月十一日到期之二零一零年到期無抵押零息可換股票據，以作為收購東迅集團之部分代價。於二零零六年六月十五日，本公司進一步發行本金總額港幣1,000,000,000元之五年期無抵押1厘息可換股票據，初步兌換價為每股港幣0.70元，須於發行日期起計五週年前償還。除非於到期前已先行兌換，否則該等本金金額港幣60,000,000元及港幣1,000,000,000元之新發行可換股票據將分別按其本金金額之108.3%及110%贖回。

年內，本金總額港幣394,000,000元之可換股票據乃兌換為約895,300,000股本公司股份，而於二零零七年三月三十一日尚未兌換之可換股票據之本金金額則約為港幣1,642,100,000元。

為進一步加強本集團資源以擴展其物業投資業務，本公司亦於二零零六年六月按每股港幣0.60元配售833,332,000股新普通股，集資約港幣500,000,000元（未扣除開支）。主要由於配售新普通股、發行新可換股票據、兌換可換股票據及截至二零零七年三月三十一日止年度之溢利港幣79,100,000元，於二零零七年三月三十一日股東應佔本集團資產淨值為港幣1,621,600,000元，較二零零六年三月三十一日之水平大幅增加港幣1,176,600,000元。

本集團就其整體業務採納審慎融資及財務政策。除上述可換股票據應付款項外，本集團維持多項信貸融資，以應付其營運資金所需。

CHAIRMAN'S STATEMENT

主席報告書

FINANCIAL REVIEW (Cont'd)

As at 31st March, 2007, total borrowings from financial institutions amounted to HK\$119.5 million, of which HK\$8.0 million was repayable after one year. The borrowings from financial institutions included those of Donson Group at 31st March, 2007 as a result of the consolidation of its financial position since the acquisition during the year. The net gearing ratio of the Group, calculated with reference to the bank and other borrowings of HK\$125.7 million and the fair value of the debt component of convertible note payables of HK\$1,368.4 million, offsetting with the pledged bank deposits and the bank and cash balances of HK\$295.4 million, and the Group's shareholders' funds of HK\$1,621.6 million, was 0.74 as at 31st March, 2007 as compared with 0.39 at 31st March, 2006.

About HK\$33.3 million of the bank borrowings were interest-bearing with reference to Hong Kong inter-bank offer rate while interests of most of the remaining balances were calculated on fixed rates. The management believes that interest rate remained stable in the capital market and therefore no hedge was to be made against interest rate fluctuation. Most of the assets and liabilities of the Group were denominated in Hong Kong dollars and Renminbi, hence the Directors considered that the Group was not subject to any material adverse exchange rate exposure.

NUMBER OF EMPLOYEES, REMUNERATION POLICIES AND SHARE OPTION SCHEME

As at 31st March, 2007, the number of employees of the Group was 1,726 (2006: 583). Employees are remunerated according to their qualifications and experience, job nature and performance, under the pay scales aligned with market conditions. Other benefits to employees include medical, insurance cover and retirement schemes. On 15th August, 2006, the Company had granted share options with an exercise price of HK\$0.50 per share to certain directors and senior management of the Company pursuant to the terms and conditions of the share option scheme adopted by the Company on 26th August, 2002.

財務回顧 (續)

於二零零七年三月三十一日，金融機構借貸總額為港幣119,500,000元，當中港幣8,000,000元將於一年後償還。金融機構借貸包括東迅集團於二零零七年三月三十一日之金融機構借貸，此乃由於在年內收購東迅集團後綜合計入其財務狀況所致。於二零零七年三月三十一日，本集團之淨資產負債比率為0.74，比較二零零六年三月三十一日為0.39，當中已計及銀行及其他借貸港幣125,700,000元及可換股票據應付款項負債部分之公平值港幣1,368,400,000元，並抵銷已抵押銀行存款與銀行及現金結餘港幣295,400,000元以及本集團股東資金港幣1,621,600,000元。

約港幣33,300,000元之銀行借貸乃參照香港銀行同業拆息計算，而餘下的大部份結餘按固定利率計息。管理層相信，資本市場利率仍維持穩定，故毋須就息率波動作出對沖。本集團大部分資產及負債均以港幣及人民幣列值，故董事認為，本集團並無面對任何重大匯率風險。

僱員人數、薪酬政策及購股權計劃

於二零零七年三月三十一日，本集團之員工人數為1,726人（二零零六年：583人）。本集團按員工之資歷及經驗、工作性質及表現以及市場薪酬情況釐定薪酬待遇。其他僱員福利包括醫療、保險及退休計劃。於二零零六年八月十五日，本公司根據於二零零二年八月二十六日採納之購股權計劃之條款及條件，向若干董事及高級管理人員授出每股行使價港幣0.50元之購股權。

CHAIRMAN'S STATEMENT

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CORPORATE DEVELOPMENTS

In addition to the acquisitions of interests in (1) Orient Town Group, More Profit and Donson Group as mentioned in the previous paragraphs headed "Properties" and "Golf and Leisure"; (2) the issue of convertible notes and placing of shares as mentioned in the previous paragraphs headed "Financial Review" and the proposed disposal of Tung Fong Hung as mentioned in the previous paragraphs headed "Manufacture and Trading of Medicine and Health Food", there were other significant corporate developments from the beginning of the year under review as follows:

On 23rd May, 2006, the name of the Company was changed from Cheung Tai Hong Holdings Limited to Macau Prime Properties Holdings Limited so as to signify the Group's business strategy and focus.

On 19th June, 2006, the Group granted consent for the partial cancellation of call option to purchase additional 5% shareholding in Orient Town for an estimated compensation to the Group of approximately HK\$23.4 million.

On 11th November, 2006, the Group entered into a sale and purchase agreement for acquiring 44 residential units in a residential/office/commercial complex in Macau for a consideration of HK\$88.5 million which completion had taken place in April 2007. These properties are held for the purpose of resale or rental after major renovation and improvements.

On 25th January, 2007, the Group entered into an agreement to acquire an additional 8.7% interest in Concordia for a consideration of HK\$245.7 million, upon which completion the Group's effective interest in Concordia will increase from 26.8% to 35.5%.

On 9th May, 2007, the Group entered into sale and purchase agreements for acquiring 18 residential units and 18 car parking spaces in a newly completed residential building in Macau for a consideration of HK\$118.6 million which completion is expected to take place in around July 2007. These properties are intended to be held for resale purpose.

On 18th May, 2007, the Company entered into a placing and subscription agreement for the issue of 300,000,000 new shares at HK\$0.56 each which was completed in June 2007. The net proceeds of approximately HK\$162 million were retained as general working capital.

企業發展

除(1)上文「物業」及「高爾夫球及消閒業務」兩段所述收購華鎮集團、More Profit及東迅集團權益；(2)上文「財務回顧」一段所述發行可換股票據及配售股份以及「製造及買賣醫藥及健康食品」一段所述擬出售東方紅外，回顧年初起亦曾作出下列重大企業發展：

於二零零六年五月二十三日，本公司名稱由祥泰行集團有限公司更改為澳門祥泰地產集團有限公司，以顯示本集團之業務策略及重點。

於二零零六年六月十九日，本集團授出同意註銷可購買華鎮集團額外5%股權之部分認購期權，估計取得約港幣23,400,000元之賠償。

於二零零六年十一月十一日，本集團訂立買賣協議，以代價港幣88,500,000元，收購澳門一幢住宅／辦公室／商業綜合樓群之44個住宅單位，收購已於二零零七年四月完成。持有這些物業旨在進行大型翻新及改善工程後將其轉售或出租。

於二零零七年一月二十五日，本集團訂立協議，以代價港幣245,700,000元增持聯生發展之8.7%權益。收購完成後，本集團於聯生發展之實際權益將由26.8%增加至35.5%。

於二零零七年五月九日，本集團訂立買賣協議，收購澳門一幢新落成住宅大廈之18個住宅單位及18個泊車位，代價為港幣118,600,000元。預期收購將於二零零七年七月左右完成。該等物業乃計劃持作轉售用途。

於二零零七年五月十八日，本公司訂立配售及認購協議，按每股港幣0.56元發行300,000,000股新股。交易已於二零零七年六月完成。所得款項淨額約港幣162,000,000元保留作一般營運資金。

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OUTLOOK

Momentum of the economy of Macau is expected to continue in the years ahead. Booming development in gaming and tourism industries enables Macau to become a top leisure and entertainment destination in the region. Overall investment and business environment is improving, as exemplified by the influx of investors and expatriates. Macau citizens are enjoying enviable increases in their household income which accelerates their demand for better living conditions. As a result, the Macau property market has been strong in all sectors, including residential, shops, office and hotels.

In addition, subsequent to the year end, the Group acquired 44 residential units at Zhu Kuan Mansion, which is superbly located at the back of "Venetian Macau" (Sands), and 18 residential units together with car parking spaces at Pearl on the Lough on Taipa waterfront. These units are intended to be held for resale or rental purposes.

The property development of Donson Group is progressing well. Approval for the development of luxurious residential properties within the Lotus Hill Golf Resort in Guangzhou of gross floor area of about 23,000 m² has been obtained, which development is expected to complete in 2008. The contribution from the golf business is improving after opening of the club house at Sanya golf resort in December 2006. In addition, construction of another 9 holes in Sanya golf resort will be completed in around third quarter of 2007 such that there will be in total 27 holes in operation so as to capture more guests in the coming peak season. The Group is also actively reviewing and planning further property development within the golf resorts.

The Group has also acquired a development site on the waterfront of the Hengqin Island facing Macau side. This site has an area of approximately 26,500 m² and is capable of development into gross floor area of approximately 42,500 m² of residential and/or commercial uses.

In May 2007, the Company has further raised approximately HK\$162 million by issuing 300 million new shares through a top-up placing. After the disposal of Tung Fong Hung, the Group can concentrate all its resources on the development of properties in Macau and the PRC, golf and leisure businesses and relevant luxury low-density property development. The Group is actively and cautiously looking for further investment opportunities with primary focus on Macau and the PRC, with a view to expand its existing businesses. Barring unforeseeable circumstances, the Directors are optimistic about the Group's future prospects to take advantage of the excellent opportunities ahead.

展望

預期未來數年澳門經濟增長勢頭將會持續。博彩及旅遊業蓬勃發展，令澳門成為區內首屈一指的消閒及娛樂目的地。整體投資及業務環境向好，此從投資者及外籍僑民不斷湧入可見一斑。澳門市民家庭收入亦有可觀增長，加速其追求更優質居住條件。因此，澳門物業市場於住宅、商店辦公室及酒店等所有範疇均表現強勁。

此外，於結算日後，本集團收購座落於「澳門威尼斯人度假村」（金沙）背後之珠光大廈之44個住宅單位，以及位於氹仔海岸之海明灣畔之18個住宅單位連泊車位。這些單位擬持作轉售或出租之用。

東迅集團之物業發展進度良好。已取得發展位於廣州蓮花山高爾夫球度假村內、總面積約23,000平方米之豪華住宅物業之批文，預期該發展項目將於二零零八年竣工。三亞高爾夫球度假村會所於二零零六年十二月啟業後，高爾夫球業務之業績有所增長。此外，三亞高爾夫球度假村內另外9個球洞之建築工程將於二零零七年第三季左右完成，屆時將有合共27個球洞營業，可應付即將來臨之旺季更大之旅客需求。本集團亦積極研究及計劃在高爾夫球度假村內發展更多物業項目。

本集團亦已收購橫琴島面向澳門海岸上之一幅發展地皮，該地皮面積約26,500平方米，可發展為總樓面面積約42,500平方米之住宅及／或商業用途項目。

於二零零七年五月，本公司透過先舊後新配售發行300,000,000股新股，進一步集資約港幣162,000,000元。出售東方紅後，本集團可集中資源發展澳門及中國物業、高爾夫球及消閒業務以及相關豪華低密度物業發展項目。本集團正積極審慎地尋求其他投資機會，初步專注於澳門及中國，務求擴展其現有業務。在無不可預見情況下，董事對本集團把握日後各項良機之前景感到樂觀。

CHAIRMAN'S STATEMENT

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PLEDGE OF ASSETS

As at 31st March, 2007, the Group's properties held for sale in an aggregate value of approximately HK\$58.5 million, bank balances of HK\$40.8 million, prepaid lease payments of HK\$143.2 million, available-for-sale investments of approximately HK\$76.0 million and investments held-for-trading of approximately HK\$29.6 million had been pledged to banks and financial institutions to secure bank borrowings and general banking facilities granted to the Group.

CONTINGENT LIABILITIES

As at the year end, the Group had contingent liabilities in respect of a tax indemnity given upon disposal of a subsidiary in the previous year at HK\$60 million, and a guarantee in the amount of approximately HK\$250 million on a several basis in favour of a bank in relation to a loan granted to Great China to facilitate the completion of the subscription of the 40% equity interest in More Profit.

SECURITIES IN ISSUE

During the year, the Company had issued 895,340,902 ordinary shares upon conversion of convertible notes at the conversion price of HK\$0.44 per share. In addition, the Company had issued 833,332,000 new ordinary shares at HK\$0.60 per share by way of placement.

As at 31st March, 2007, there were 2,312,314,541 ordinary shares in issue and outstanding share options of 31,300,000 shares at an exercise price of HK\$0.50 per share.

PURCHASE, SALE OR REDEMPTION OF THE COMPANY'S LISTED SECURITIES

During the year, the Company had repurchased a total of 47,795,000 ordinary shares on the Stock Exchange for an aggregate consideration (excluding expenses) of HK\$20,041,500. The highest and lowest prices per share paid for such repurchases were HK\$0.465 and HK\$0.345 respectively. All these shares were cancelled upon repurchase. Save as disclosed above, neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company's listed securities during the year ended 31st March, 2007.

資產抵押

於二零零七年三月三十一日，本集團總值約港幣58,500,000元之待售物業、港幣40,800,000元之銀行結餘、港幣143,200,000元之預付租賃款項、約港幣76,000,000元之可供出售投資及約港幣29,600,000元之持作買賣投資，已抵押予多家銀行及財務機構，作為本集團獲授銀行借貸及一般銀行融資之抵押。

或然負債

於年底，本集團之或然負債包括就去年出售一家附屬公司所提供稅務彌償保證港幣60,000,000元，以及就授予大中華之一筆貸款向一家銀行出具之一份以個別基準為本為數約港幣250,000,000元之擔保，以促使完成認購More Profit之40%股權。

已發行證券

年內，本公司於可換股票據按換股價每股港幣0.44元獲兌換時發行895,340,902股普通股。此外，本公司以配售方式按每股港幣0.60元發行833,332,000股新普通股。

於二零零七年三月三十一日，已發行2,312,314,541股普通股，並有涉及31,300,000股股份而每股行使價為港幣0.50元之尚未行使購股權。

購入、出售或贖回本公司之上市證券

年內，本公司按價格總額（不包括開支）港幣20,041,500元於聯交所購回合共47,795,000股普通股。就是次購回支付之每股最高及最低股價分別為港幣0.465元及港幣0.345元。所有該等股份已於購回時註銷。除上文所披露者外，本公司或其任何附屬公司於截至二零零七年三月三十一日止年度內概無購買、出售或贖回本公司上市證券。

CHAIRMAN'S STATEMENT

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APPRECIATION

I would like to take this opportunity to express my appreciation to the shareholders for their support, to the management and staff for their dedicated efforts and to our client, consultants and partners for all their valuable assistance offered during this past year.

Cheung Hon Kit
Chairman

Hong Kong, 25th June, 2007

致謝

本人謹藉此機會就股東之鼎力支持、管理層及員工之竭誠服務以及客戶、顧問及業務夥伴於過去一年給予之寶貴協助致以衷心感謝。

主席
張漢傑

香港，二零零七年六月二十五日

BIOGRAPHIES OF DIRECTORS AND SENIOR MANAGEMENT 董事及高級管理人員履歷

DIRECTORS

Executive Directors

Mr. Cheung Hon Kit, aged 53, joined the Company as Chairman in April 2005 and a director of various subsidiaries of the Group. He graduated from the University of London with a bachelor of arts degree. Mr. Cheung has over 29 years of experience in real estate development, property investment and corporate finance, and has worked in key executive positions in various leading property development companies in Hong Kong. He is the managing director of Wing On Travel (Holdings) Limited (1189.HK), an executive director of ITC Corporation Limited (0372.HK), an independent non-executive director of International Entertainment Corporation (8118.HK) and Innovo Leisure Recreation Holdings Limited (0703.HK). Mr. Cheung previously held directorships as an executive director of PYI Corporation Limited (formerly known as Paul Y. - ITC Construction Holdings Limited) (0498.HK) (retired on 8th September, 2005) and Hanny Holdings Limited (0275.HK) (retired on 1st September, 2005) and an independent non-executive director of Panva Gas Holdings Limited (1083.HK) (resigned on 23rd May, 2007).

Mr. Chan Fut Yan, aged 53, joined the Company as Managing Director in April 2005 and a director of various subsidiaries of the Group. He is also a member of the Remuneration Committee of the Company. Mr. Chan has over 31 years of experience in the local construction field specialising in site supervision, planning of works and progress monitoring. He is an executive director of ITC Corporation Limited (0372.HK). Mr. Chan previously held directorship as an executive director of PYI Corporation Limited (formerly known as Paul Y. - ITC Construction Holdings Limited) (0498.HK) (retired on 8th September, 2005).

董事

執行董事

張漢傑先生，53歲，於二零零五年四月加入為本公司主席及本集團多家附屬公司之董事。彼畢業於倫敦大學，持有文學學士學位。張先生於地產發展、物業投資及企業融資方面積逾二十九年經驗。彼曾於香港多間具領導地位的物業發展公司擔任主要行政職務。彼為永安旅遊（控股）有限公司(1189.HK)之董事總經理、德祥企業集團有限公司(0372.HK)之執行董事、國際娛樂有限公司(8118.HK)及澤新遊樂控股有限公司(0703.HK)之獨立非執行董事。張先生曾為保華集團有限公司（前稱保華德祥建築集團有限公司）(0498.HK)（於二零零五年九月八日退任）及錦興集團有限公司(0275.HK)（於二零零五年九月一日退任）之執行董事及百江燃氣控股有限公司(1083.HK)（於二零零七年五月二十三日辭任）之獨立非執行董事。

陳佛恩先生，53歲，於二零零五年四月加入為本公司董事總經理及本集團多家附屬公司之董事。彼亦為本公司薪酬委員會之成員。陳先生於本地建築業積逾三十一年經驗，專注於地盤監督、工程策劃及施工進度監察工作。彼為德祥企業集團有限公司(0372.HK)之執行董事。陳先生曾為保華集團有限公司（前稱保華德祥建築集團有限公司）(0498.HK)（於二零零五年九月八日退任）之執行董事。

BIOGRAPHIES OF DIRECTORS AND SENIOR MANAGEMENT 董事及高級管理人員履歷

DIRECTORS (Cont'd)

Executive Directors (Cont'd)

Mr. Wong Kam Cheong, Stanley, aged 49, joined the Company in 2006 and is now the Deputy Managing Director and an Executive Director of the Company. Mr. Wong is responsible for overseeing the property development and investment of the Group. He is also a director of various subsidiaries of the Group. Mr. Wong holds an Honours Degree in civil engineering awarded by the University of Manchester, U.K. and a Master of Science degree in finance awarded by the Chinese University of Hong Kong. He is a member of the Hong Kong Institution of Engineers, a Registered Professional Engineer in Hong Kong, a Chartered Professional Engineer of Australia, a U.K. Chartered Civil and Structural Engineer and a Fellow Member of the Hong Kong Institution of Real Estate Administration. Mr. Wong is also a Registered Structural Engineer and Authorised Person (Engineer) registered under section 3 of the Buildings Ordinance (Chapter 123 of the Laws of Hong Kong). He has over 25 years of experience in the field of design, construction, project management, property development and management. Mr. Wong previously held directorship as an independent non-executive director of ITC Corporation Limited (0372.HK) (retired on 13th September, 2006).

Mr. Cheung Chi Kit, aged 41, joined the Company in 2005 and is now an Executive Director and the Qualified Accountant of the Company. Mr. Cheung is responsible for the finance and accounting functions of the Group. He is also a director of various subsidiaries of the Group. Mr. Cheung has over 19 years of experience in auditing, accounting and financial management. He holds a bachelor's degree in accounting. Mr. Cheung is a member of The Hong Kong Institute of Certified Public Accountants, The Hong Kong Institute of Chartered Secretaries and The Institute of Chartered Secretaries and Administrators.

Mr. Lai Tsan Tung, David, aged 53, joined the Company in 2006 and is now an Executive Director of the Company. Mr. Lai is also a director of various subsidiaries of the Group and he is responsible for the leisure and golf operations in the People's Republic of China. He graduated from the University of Birmingham with a bachelor's degree in civil engineering. Mr. Lai has over 28 years of experience in the construction field and has worked for several international construction companies at a senior managerial position.

董事 (續)

執行董事 (續)

黃錦昌先生，49歲，於二零零六年加入本公司，現為本公司副董事總經理兼執行董事。黃先生負責管理本集團之物業發展及投資。彼亦為本集團多家附屬公司之董事。黃先生持有英國曼徹斯特大學土木工程榮譽學位及香港中文大學財務理學碩士學位。彼為香港工程師學會會員、香港註冊專業工程師、澳洲特許專業工程師、英國特許土木工程及結構工程師及香港地產行政學會資深會員。黃先生亦為根據香港法例第123章建築物條例第3條註冊之結構工程師及認可人士(工程師)。彼於建築設計、建築營造、項目管理、物業發展及管理方面擁有逾二十五年經驗。黃先生曾擔任德祥企業集團有限公司(0372.HK) (於二零零六年九月十三日退任)之獨立非執行董事。

張志傑先生，41歲，於二零零五年加入本公司，現為本公司執行董事兼合資格會計師。張先生負責本集團之財務及會計工作。彼亦為本集團多家附屬公司之董事。張先生在審核、會計及財務管理方面積逾十九年經驗。彼持有會計學士學位。張先生為香港會計師公會、香港特許秘書公會及英國特許秘書及行政人員公會之會員。

賴贊東先生，53歲，於二零零六年加入本公司，現為本公司執行董事。賴先生亦為本集團多家附屬公司之董事，並負責本集團在中華人民共和國之消閒及高爾夫球業務。彼畢業於伯明翰大學，持有土木工程學士學位。賴先生在建築業積逾二十八年經驗，並曾擔任多間國際建築公司之高級管理職位。

BIOGRAPHIES OF DIRECTORS AND SENIOR MANAGEMENT 董事及高級管理人員履歷

DIRECTORS (Cont'd)

Executive Directors (Cont'd)

Mr. Ma Chi Kong, Karl, aged 36, joined the Company as an Executive Director in May 2007 and a director of various subsidiaries of the Group. He is responsible for its real estate acquisitions and property development in the People's Republic of China (the "PRC"). Mr. Ma holds a bachelor's degree in Business Administration and a Master's degree in Finance. He is also a holder of AIMR Certified Financial Analyst. Mr. Ma has over 14 years of experience in banking industry and property development in the PRC. Since 1998, he has been involved in SOE restructuring and acquisitions, projects financing and real estate investments in major cities of the PRC. He has successfully invested and managed several property deals for private investors including a villa project in Beijing, a vineyard property in Jiangsu Province and office developments in Guangdong Province. Mr. Ma is very active in the property sector in Beijing and is currently a standing member of Beijing Xicheng District China's People Consultative Committee.

Non-executive Directors

Mr. Ho Hau Chong, Norman, aged 51, joined the Company in December 2004 and is now the Deputy Chairman and a Non-executive Director of the Company. He holds a bachelor of arts degree from the University of Exeter, and is a member of the Institute of Chartered Accountants in England and Wales and a fellow member of The Hong Kong Institute of Certified Public Accountants. Mr. Ho has over 24 years of experience in finance, management and property development. He is an executive director of Miramar Hotel and Investment Company, Limited (0071.HK) and New World Mobile Holdings Limited (0862.HK) and a non-executive director of Taifook Securities Group Limited (formerly known as Tai Fook Securities Group Limited) (0665.HK). Mr. Ho is also an independent non-executive director of CITIC Pacific Limited (0267.HK), Hong Kong Ferry (Holdings) Company Limited (0050.HK), Lee Hing Development Limited (0068.HK), Shun Tak Holdings Limited (0242.HK) and Starlight International Holdings Limited (0485.HK).

董事 (續)

執行董事 (續)

馬志剛先生，36歲，於二零零七年五月加入為本公司執行董事，亦為本集團多家附屬公司之董事。彼負責中華人民共和國（「中國」）房地產收購及物業發展。馬先生持有工商管理學士學位及財務碩士學位。彼亦為投資管理研究協會之特許財務分析師。馬先生於銀行業及中國物業發展積逾十四年經驗。自一九九八年，彼於中國主要城市參與國有企業重組及收購、項目融資及房地產投資。彼成功地為私人投資者投資及管理多個物業買賣包括北京之別墅項目、江蘇省之葡萄園物業以及廣東省之商業樓宇發展。馬先生於北京之地產界非常活躍及現為北京市西城區政協常務委員。

非執行董事

何厚鏘先生，51歲，於二零零四年十二月加入本公司，現為本公司副主席兼非執行董事。彼持有University of Exeter文學士學位，為英格蘭及威爾斯特許會計師公會會員，並為香港會計師公會資深會員。何先生於金融、管理及物業發展方面積逾二十四年經驗。彼為美麗華酒店企業有限公司(0071.HK)及新世界移動控股有限公司(0862.HK)之執行董事，並為大福證券集團有限公司(0665.HK)之非執行董事。何先生亦為中信泰富有限公司(0267.HK)、香港小輪(集團)有限公司(0050.HK)、利興發展有限公司(0068.HK)、信德集團有限公司(0242.HK)及升岡國際有限公司(0485.HK)之獨立非執行董事。

BIOGRAPHIES OF DIRECTORS AND SENIOR MANAGEMENT 董事及高級管理人員履歷

DIRECTORS (Cont'd)

Non-executive Directors (Cont'd)

Mr. Lo Lin Shing, Simon, aged 51, joined the Company in December 2004 and is now a Non-executive Director of the Company. He possesses over 20 years of experience in the financial, securities and futures industries. Mr. Lo has been a member of the CME and IMM since 1986. He is the chairman of Mongolia Energy Corporation Limited (formerly known as New World CyberBase Limited) (0276.HK) and New World Mobile Holdings Limited (0862.HK). Mr Lo is also the deputy chairman of Taifook Securities Group Limited (0665.HK) and an executive director of International Entertainment Corporation (8118.HK).

Independent Non-executive Directors

Mr. Wong Chi Keung, Alvin, aged 44, joined the Company as an Independent Non-executive Director in May 2003. He is also the chairman of both the Audit Committee and the Remuneration Committee of the Company. Mr. Wong is a fellow member of The Hong Kong Institute of Certified Public Accountants and The Association of Chartered Certified Accountants and an associate member of The Chartered Institute of Management Accountants. He has over 20 years of experience in accounting and corporate finance gained in property development, construction and manufacturing companies. Mr. Wong is an executive director of CNT Group Limited (0701.HK).

Mr. Kwok Ka Lap, Alva, aged 59, joined the Company as an Independent Non-executive Director in October 2001. He is also a member of both the Audit Committee and the Remuneration Committee of the Company. Mr. Kwok has been a marketing manager in an international company engaging in the design of business administration system. He has over 24 years of experience in the insurance and investment business, principally in the senior managerial position leading a sizable sales team. Mr. Kwok is an executive director and the chief executive officer of China Strategic Holdings Limited (0235.HK) and an independent non-executive director of Hanny Holdings Limited (0275.HK) and Wing On Travel (Holdings) Limited (1189.HK).

董事 (續)

非執行董事 (續)

魯連城先生，51歲，於二零零四年十二月加入本公司，現為本公司非執行董事。彼於金融、證券及期貨業積逾二十年經驗。魯先生自一九八六年起為芝加哥商品交易所之會員，並持有國際貨幣市場之會籍。彼為蒙古能源有限公司（前稱新世界數碼基地有限公司）(0276.HK)及新世界移動控股有限公司(0862.HK)之主席，魯先生亦為大福證券集團有限公司(0665.HK)之副主席及國際娛樂有限公司(8118.HK)之執行董事。

獨立非執行董事

王志強先生，44歲，於二零零三年五月加入本公司為獨立非執行董事。彼亦為本公司審核委員會及薪酬委員會之主席。王先生為香港會計師公會資深會員、英國特許公認會計師公會資深會員及英國特許管理會計師公會會員。彼於物業發展、建築及製造公司方面積逾二十年會計及企業財務經驗。王先生為北海集團有限公司(0701.HK)之執行董事。

郭嘉立先生，59歲，於二零零一年十月加入本公司為獨立非執行董事。彼亦為本公司審核委員會及薪酬委員會之成員。郭先生曾出任一家從事設計商業行政系統之國際公司之市場經理。彼在保險及投資業務方面積逾二十四年經驗，且為高級管理人員，管理具規模之營業隊伍。郭先生為中策集團有限公司(0235.HK)之執行董事兼行政總裁及錦興集團有限公司(0275.HK)及永安旅遊(控股)有限公司(1189.HK)之獨立非執行董事。

BIOGRAPHIES OF DIRECTORS AND SENIOR MANAGEMENT 董事及高級管理人員履歷

DIRECTORS (Cont'd)

Independent Non-executive Directors (Cont'd)

Mr. Chui Sai Cheong, aged 53, joined the Company as an Independent Non-executive Director and a member of the Audit Committee of the Company in September 2005. He is a Certified Public Auditor in Macau, a fellow member of CPA Australia and a Civil Constructor by profession with a master's degree in business administration from Chaminade University of Honolulu, U.S.A. Mr. Chui is a member of several key governmental committees both in China and Macau SAR. They include the National Committee of the Chinese People's Political Consultative Conference, the Committee for the Basic Law of Macau SAR under the Standing Committee of the National People's Congress, the Executive Committee & Standing Committee of All-China Federation of Industry & Commerce, the Legislative Assembly of Macau SAR. He also holds several prominent positions in professional bodies including the Macau Chamber of Commerce (Vice President) and the Macau Management Association (President). Mr. Chui is also an independent non-executive director of Vodatel Networks Holdings Limited (8033.HK) and Innovo Leisure Recreation Holdings Limited (0703.HK). He previously held directorships as an independent non-executive director of AGTech Holdings Limited (formerly known as MegaInfo Holdings Limited) (8279.HK) (resigned on 19th July, 2006) and as a non-executive director of Honesty Treasure International Holdings Limited (formerly known as Pearl Oriental Enterprises Limited) (0600.HK) (resigned on 25th August, 2006).

SENIOR MANAGEMENT

Ms. Yan Ha Hung, Loucia, aged 37, is the Company Secretary of the Group. Ms. Yan holds a master's degree in business administration. She is an Associate Member (Practitioner's Endorsement) of both The Hong Kong Institute of Chartered Secretaries and The Institute of Chartered Secretaries and Administrators. Prior to joining the Group in July 2005, Ms. Yan was the company secretary of certain listed companies in Hong Kong. She has over 13 years of experience in company secretarial and legal affairs.

董事 (續)

獨立非執行董事 (續)

崔世昌先生，53歲，於二零零五年九月加入本公司為獨立非執行董事及本公司審核委員會之成員。彼為澳門註冊核數師及澳洲會計師公會資深會員，並為建築商，持有美國檀香山 Chaminade University 工商管理碩士學位。崔先生為中國及澳門特區多個主要政府委員會成員，計有全國政協委員會、全國人大常委會澳門特區基本法委員會、全國工商聯執行及常務委員會，另出任澳門特區立法會議員。彼並於不同專業團體出任要職，該些團體包括澳門中華總商會（副會長）及澳門管理專業協會（會長）。崔先生亦為愛達利網絡控股有限公司（8033.HK）及澤新遊樂控股有限公司（0703.HK）之獨立非執行董事。崔先生曾為亞博科技控股有限公司（前稱萬佳訊控股有限公司）（8279.HK）（於二零零六年七月十九日辭任）之獨立非執行董事及信寶國際控股有限公司（前稱東方明珠實業有限公司）（0600.HK）（於二零零六年八月二十五日辭任）之非執行董事。

高級管理人員

忻霞虹小姐，37歲，本集團之公司秘書。忻小姐持有工商管理碩士學位。彼為香港特許秘書公會及英國特許秘書及行政人員公會之會員（持有執業者認可證明）。於二零零五年七月加入本集團前，忻小姐曾為數間香港上市公司之公司秘書。彼於公司秘書及法律事務方面積逾十三年經驗。

DIRECTORS' REPORT

董事會報告書

The directors present their annual report and the audited consolidated financial statements of the Group for the year ended 31st March, 2007.

董事會謹此提呈本集團截至二零零七年三月三十一日止年度年報及經審核綜合財務報表，敬祈省覽。

PRINCIPAL ACTIVITIES

The Company is an investment holding company. The principal activities of the Group are property development and investment in Macau, the People's Republic of China (the "PRC") and Hong Kong, golf resort and hotel operations in the PRC, trading of motorcycles, securities investment, loan financing services and manufacture and trading of medicine and health products. The activities of its principal subsidiaries are set out in note 48 to the consolidated financial statements.

主要業務

本公司乃一投資控股公司。本集團之主要業務為於澳門、中華人民共和國（「中國」）及香港從事物業發展及投資，於中國經營高爾夫球度假村及酒店、買賣摩托車、證券投資、貸款融資服務及製造及買賣醫藥及健康產品，其主要附屬公司之業務載於綜合財務報表附註48。

RESULTS AND APPROPRIATION

The results of the Group for the year ended 31st March, 2007 are set out in the consolidated income statement on pages 59 and 60.

業績及分派

本集團於截至二零零七年三月三十一日止年度之業績載於第59及60頁之綜合損益表。

No dividend was paid during the year. The directors do not recommend the payment of a dividend for the year ended 31st March, 2007.

本年度並無派發股息。董事不建議派付截至二零零七年三月三十一日止年度之股息。

PROPERTY, PLANT AND EQUIPMENT

Details of movements in the property, plant and equipment of the Group during the year are set out in note 13 to the consolidated financial statements.

物業、機械及設備

本集團於年內之物業、機械及設備變動詳情載於綜合財務報表附註13。

PRINCIPAL PROPERTIES

Particulars of the Group's principal properties at 31st March, 2007 are set out on pages 183 and 184.

主要物業

本集團於二零零七年三月三十一日之主要物業詳情載於第183及184頁。

DIRECTORS' REPORT 董事會報告書

SHARE CAPITAL

Details of movements during the year in the share capital of the Company are set out in note 37 to the consolidated financial statements.

During the year, the Company repurchased certain of its own shares through The Stock Exchange of Hong Kong Limited (the "Stock Exchange"), details of which are set out in note 37 to the consolidated financial statements. The directors, considered that, as the Company's shares were trading at a discount to the net asset value per share, the repurchases would increase the net asset value per share of the Company.

DISTRIBUTABLE RESERVES OF THE COMPANY

The Company's reserves available for distribution to shareholders as at 31st March, 2007 and 2006 were as follows:

Contributed surplus	繳入盈餘
Surplus (deficit)	盈餘(虧絀)

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

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

Pursuant to a resolution of the Directors passed on 29th September, 2006, the amount of contributed surplus was transferred to the deficit.

股本

本公司於年內之股本變動詳情載於綜合財務報表附註37。

年內，本公司於香港聯合交易所有限公司（「聯交所」）購回其若干股份，詳情載於綜合財務報表附註37。董事認為，由於本公司之股份以較每股資產淨值折讓之股價買賣，購回可增加本公司之每股資產淨值。

本公司可供分派儲備

本公司於二零零七年及二零零六年三月三十一日可供向股東分派之儲備如下：

2007 二零零七年 HK\$'000 港幣千元	2006 二零零六年 HK\$'000 港幣千元
–	206,177
28,938	(181,664)
28,938	24,513

根據百慕達一九八一年公司法（修訂本），本公司之繳入盈餘可供分派。然而，本公司於以下情況不得自繳入盈餘宣派或派付股息或作出分派：

- 倘本公司現時或於派付後將會無法償付其到期負債；或
- 倘本公司資產之可變現價值將因而減至低於其負債及已發行股本及股份溢價賬之總和。

根據董事於二零零六年九月二十九日通過之決議案，繳入盈餘金額轉撥至虧絀。

DIRECTORS' REPORT

董事會報告書

DIRECTORS AND DIRECTORS' SERVICE CONTRACTS

The directors of the Company during the year and up to the date of this report were:

Executive directors:

Mr. Cheung Hon Kit (*Chairman*)
Mr. Chan Fut Yan (*Managing Director*)
Mr. Wong Kam Cheong, Stanley (*Deputy Managing Director*)
(appointed on 11th December, 2006)
Mr. Cheung Chi Kit (appointed on 17th August, 2006)
Mr. Lai Tsan Tung, David (appointed on 17th August, 2006)
Mr. Ma Chi Kong, Karl (appointed on 30th May, 2007)

Non-executive directors:

Mr. Ho Hau Chong, Norman (*Deputy Chairman*)
Mr. Lo Lin Shing, Simon

Independent non-executive directors:

Mr. Wong Chi Keung, Alvin
Mr. Kwok Ka Lap, Alva
Mr. Chui Sai Cheong

Pursuant to Bye-law 86(2) of the Company's Bye-laws, Mr. Wong Kam Cheong, Stanley, Mr. Cheung Chi Kit, Mr. Lai Tsan Tung, David and Mr. Ma Chi Kong, Karl, executive directors, being appointed by the board of directors (the "Board") during the year and up to the date of this report, shall retire at the forthcoming annual general meeting (the "AGM"). Pursuant to Bye-law 87(1) and the Code on Corporate Governance Practices (the "Code"), Mr. Ho Hau Chong, Norman and Mr. Lo Lin Shing, Simon, non-executive directors, and Mr. Kwok Ka Lap, Alva, an independent non-executive director, will retire at the AGM by rotation. All retiring directors, being eligible, will offer themselves for re-election at the AGM except Mr. Ho Hau Chong, Norman and Mr. Lo Lin Shing, Simon, who will not offer themselves for re-election at the AGM. Mr. Cheung Hon Kit and Mr. Chan Fut Yan, executive directors, and Mr. Wong Chi Keung, Alvin and Mr. Chui Sai Cheong, independent non-executive directors, continue in office for the ensuing year.

None of the directors being proposed for re-election at the AGM has a service contract with the Company or any of its subsidiaries which is not determinable by the Group within one year without payment of compensation, other than statutory compensation.

The term of office of each non-executive director and independent non-executive director appointed from time to time is fixed with the terms of office in accordance with the requirements of code provision A.4.2 of the Code which states that all directors appointed to fill a casual vacancy should be subject to election by shareholders at the first general meeting after their appointment and every director, including those appointed for a specified term, should be subject to retirement by rotation at least once every three years, subject to the Company's Bye-laws.

董事及董事服務合約

於年內及截至本報告日期止，本公司之在任董事如下：

執行董事：

張漢傑先生 (主席)
陳佛恩先生 (董事總經理)
黃錦昌先生 (副董事總經理)
(於二零零六年十二月十一日獲委任)
張志傑先生 (於二零零六年八月十七日獲委任)
賴贊東先生 (於二零零六年八月十七日獲委任)
馬志剛先生 (於二零零七年五月三十日獲委任)

非執行董事：

何厚鏘先生 (副主席)
魯連城先生

獨立非執行董事：

王志強先生
郭嘉立先生
崔世昌先生

根據本公司之公司細則第86(2)條，年內及截至本報告日期止獲董事會（「董事會」）委任之執行董事黃錦昌先生、張志傑先生、賴贊東先生及馬志剛先生，將於應屆股東週年大會（「股東週年大會」）依章告退。根據公司細則第87(1)條及企業管治常規守則（「守則」），非執行董事何厚鏘先生及魯連城先生，及獨立非執行董事郭嘉立先生，將於股東週年大會輪值退任。除何厚鏘先生及魯連城先生將不會於股東週年大會上膺選連任外，所有退任董事均合資格並願意於股東週年大會膺選連任。執行董事張漢傑先生及陳佛恩先生，及獨立非執行董事王志強先生及崔世昌先生於來年繼續留任。

擬於股東週年大會膺選連任之董事，概無與本公司或其任何附屬公司訂有本集團不得於一年內毋須賠償（法定賠償除外）終止之服務合約。

各不時獲委任之非執行董事及獨立非執行董事之服務年期乃固定，而彼等之服務年期符合守則條文第A.4.2條之規定，該條訂明所有獲委任填補臨時空缺之董事均須於彼等獲委任後之首個股東大會接受股東選舉，各董事（包括以固定年期獲委任者）均須根據本公司之公司細則至少每三年輪值退任一次。

DIRECTORS' REPORT 董事會報告書

DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES AND CONVERTIBLE NOTES

As at 31st March, 2007, the interests and short positions of the directors and chief executive and/or their associates in the shares, underlying shares and convertible notes of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO"), which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they were taken or deemed to have under such provisions of the SFO), or which were required to be entered in the register maintained by the Company pursuant to section 352 of the SFO, or which were required to be notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code"), were as follows:

Long position

(i) *Interests in the ordinary shares of HK\$0.01 each of the Company*

Name of director 董事姓名	Capacity 身分
Mr. Cheung Hon Kit ("Mr. Cheung") 張漢傑先生(「張先生」)	Beneficial owner 實益擁有人
Mr. Ho Hau Chong, Norman ("Mr. Ho") 何厚鏘先生(「何先生」)	Interest of controlled corporation 受控法團權益

董事及主要行政人員於股份、相關股份及可換股票據之權益及淡倉

於二零零七年三月三十一日，董事及主要行政人員及／或彼等之聯繫人士於本公司或其任何相聯法團(定義見證券及期貨條例(「證券及期貨條例」)第XV部)之股份、相關股份及可換股票據中擁有須根據證券及期貨條例第XV部第7及8分部知會本公司及聯交所之權益及淡倉(包括彼等根據證券及期貨條例有關條文被視作或當作擁有之權益及淡倉)，或須記入本公司根據證券及期貨條例第352條存置之登記冊之權益及淡倉，或須根據上市發行人董事進行證券交易的標準守則(「標準守則」)知會本公司及聯交所之權益及淡倉如下：

好倉

(i) 於本公司每股面值港幣0.01元之普通股

Number of issued ordinary shares held 所持已發行 普通股數目	Approximate percentage of the issued share capital of the Company 佔本公司已發行 股本概約百分比 (%)
2,500,000	0.11
71,417,726 (Note 1) (附註1)	3.09

DIRECTORS' REPORT

董事會報告書

DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES AND CONVERTIBLE NOTES (Cont'd)

董事及主要行政人員於股份、相關股份及可換股票據之權益及淡倉 (續)

Long position (Cont'd)

(ii) Convertible notes of the Company

好倉 (續)

(ii) 本公司之可換股票據

Name of director 董事姓名	Capacity 身分	Amount of convertible notes 可換股票據數目 (HK\$) (港幣)	Number of underlying shares under convertible notes of the Company 本公司可換股票據項下之相關股份數目	Approximate percentage of the issued share capital of the Company 佔本公司已發行股本概約百分比 (%)
Mr. Ho 何先生	Interest of controlled corporation 受控法團權益	50,000,000	113,636,363 (Note 1) (附註1)	4.91
Mr. Lai Tsan Tung, David ("Mr. Lai") 賴贊東先生(「賴先生」)	Interest of controlled corporation 受控法團權益	39,272,307	89,255,243 (Note 2) (附註2)	3.86

Notes:

- Each of Mr. Ho, the deputy chairman and a non-executive director of the Company, and his brother, Mr. Ho Hau Hay, Hamilton, owns 50% interest in Kopola Investment Company Limited ("Kopola") which beneficially owns 71,417,726 shares of the Company and HK\$50,000,000 zero coupon convertible notes due 2010 issued by the Company on 11th August, 2005. During the conversion period as specified under convertible notes agreement, Kopola has an option to convert the convertible notes into 113,636,363 ordinary shares of the Company at a conversion price of HK\$0.44 per share specified in the convertible notes agreement.
- Mr. Lai, an executive director of the Company, beneficially owns 100% interest in the issued share capital of Green Label Investments Limited ("Green Label") which beneficially owns HK\$39,272,307 zero coupon convertible notes due 2010 issued by the Company on 8th June, 2006. During the conversion period as specified under convertible notes agreement, Green Label has an option to convert the convertible notes into 89,255,243 ordinary shares of the Company at a conversion price of HK\$0.44 per share specified in the convertible notes agreement.

附註:

- 本公司副主席兼非執行董事何先生與其胞兄何厚浣先生各自擁有Kopola Investment Company Limited (「Kopola」) 50%權益，而該公司實益擁有本公司71,417,726股股份及本公司於二零零五年八月十一日發行之港幣50,000,000元於二零一零年到期之零息可換股票據。於可換股票據協議所訂明兌換期內，Kopola可選擇按可換股票據協議所訂明換股價每股港幣0.44元將可換股票據兌換為本公司之113,636,363股普通股。
- 本公司執行董事賴先生實益擁有Green Label Investments Limited (「Green Label」) 全部已發行股本權益，Green Label實益擁有本公司於二零零六年六月八日發行之港幣39,272,307元於二零一零年到期之零息可換股票據。於可換股票據協議所訂明兌換期內，Green Label可選擇按可換股票據協議所訂明換股價每股港幣0.44元將可換股票據兌換為本公司89,255,243股普通股。

DIRECTORS' REPORT 董事會報告書

DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES AND CONVERTIBLE NOTES (Cont'd)

Long position (Cont'd)

(iii) Interests in the share options

董事及主要行政人員於股份、相關股份及可換股票據之權益及淡倉 (續)

好倉 (續)

(iii) 於購股權之權益

Name of director 董事姓名	Date of grant 授出日期	Exercisable period 可行使期間	Exercise price per share 每股行使價 (HK\$) (港幣)	Number of share options 購股權數目	Approximate percentage of the issued share capital of the Company 佔本公司已發行股本概約百分比 (%)
Mr. Cheung 張先生	15th August, 2006 二零零六年八月十五日	15th August, 2006 – 14th August, 2008 二零零六年八月十五日至 二零零八年八月十四日	0.50	10,000,000	0.43
Mr. Chan Fut Yan ("Mr. Chan") 陳佛恩先生 (「陳先生」)	15th August, 2006 二零零六年八月十五日	15th August, 2006 – 14th August, 2008 二零零六年八月十五日至 二零零八年八月十四日	0.50	6,000,000	0.26
Mr. Wong Kam Cheong, Stanley (Note) 黃錦昌先生 (附註)	15th August, 2006 二零零六年八月十五日	15th August, 2006 – 14th August, 2008 二零零六年八月十五日至 二零零八年八月十四日	0.50	2,000,000	0.09
Mr. Cheung Chi Kit (Note) 張志傑先生 (附註)	15th August, 2006 二零零六年八月十五日	15th August, 2006 – 14th August, 2008 二零零六年八月十五日至 二零零八年八月十四日	0.50	2,000,000	0.09
Mr. Ho 何先生	15th August, 2006 二零零六年八月十五日	15th August, 2006 – 14th August, 2008 二零零六年八月十五日至 二零零八年八月十四日	0.50	3,000,000	0.13
Mr. Lo Lin Shing, Simon ("Mr. Lo") 魯連城先生 (「魯先生」)	15th August, 2006 二零零六年八月十五日	15th August, 2006 – 14th August, 2008 二零零六年八月十五日至 二零零八年八月十四日	0.50	1,500,000	0.06
Mr. Wong Chi Keung, Alvin ("Mr. Wong") 王志強先生 (「王先生」)	15th August, 2006 二零零六年八月十五日	15th August, 2006 – 14th August, 2008 二零零六年八月十五日至 二零零八年八月十四日	0.50	1,500,000	0.06
Mr. Chui Sai Cheong 崔世昌先生	15th August, 2006 二零零六年八月十五日	15th August, 2006 – 14th August, 2008 二零零六年八月十五日至 二零零八年八月十四日	0.50	1,500,000	0.06
				27,500,000	

DIRECTORS' REPORT

董事會報告書

DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES AND CONVERTIBLE NOTES (Cont'd)

Long position (Cont'd)

(iii) Interests in the share options (Cont'd)

Note: Mr. Wong Kam Cheong, Stanley and Mr. Cheung Chi Kit were appointed as executive directors of the Company on 11th December, 2006 and 17th August, 2006 respectively. The share options were granted to them before their appointment as executive directors.

Other than as disclosed above, none of the directors or chief executive nor their associates had any interests or short positions in any shares, underlying shares or convertible notes of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which required the notification to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which any such director or chief executive is taken or deemed to have taken under such provisions of the SFO); or which were required pursuant to section 352 of the SFO to be entered into the register maintained by the Company; or which were required, pursuant to the Model Code contained in the Rules Governing the Listing of Securities on the Stock Exchange (the "Listing Rules"), to be notified to the Company or the Stock Exchange.

SHARE OPTIONS

There are two share option schemes adopted by the Company on 28th February, 1994 (the "1994 Scheme") and on 26th August, 2002 (the "2002 Scheme"). Pursuant to a resolution passed on 26th August, 2002, the 1994 Scheme was terminated.

Particulars of the Company's share option schemes are set out in note 38 to the consolidated financial statements.

董事及主要行政人員於股份、相關股份及可換股票據之權益及淡倉 (續)

好倉 (續)

(iii) 於購股權之權益 (續)

附註: 黃錦昌先生及張志傑先生分別於二零零六年十二月十一日及二零零六年八月十七日獲委任為本公司之執行董事。購股權於彼等獲委任為執行董事前授予彼等。

除上文披露者外，董事或主要行政人員或彼等之聯繫人士概無於本公司或其任何相聯法團（定義見證券及期貨條例第XV部）任何股份、相關股份或可換股票據中，擁有任何須根據證券及期貨條例第XV部第7及8分部知會本公司及聯交所之權益或淡倉（包括彼等根據證券及期貨條例有關條文被視作或當作擁有之權益及淡倉），或根據證券及期貨條例第352條須記入本公司存置之登記冊之權益或淡倉，或根據聯交所證券上市規則（「上市規則」）所載標準守則須知會本公司或聯交所之權益或淡倉。

購股權

本公司兩項購股權計劃分別在一九九四年二月二十八日（「1994計劃」）及二零零二年八月二十六日（「2002計劃」）採納。根據於二零零二年八月二十六日獲通過之決議案，1994計劃已終止。

本公司購股權計劃之詳情載於綜合財務報表附註38。

DIRECTORS' REPORT

董事會報告書

SHARE OPTIONS (Cont'd)

購股權 (續)

The following table discloses movements in the Company's share options during the year:

下表披露本公司購股權於年內之變動:

	Date of grant 授出日期	Exercisable period 可行使期間	Exercise price per share 每股行使價 (HK\$) (港幣)	Number of share options of the Company 本公司購股權數目				
				Outstanding at 1.4.2006 於二零零六年 四月一日 尚未行使	Granted during the year 年內 授出	Exercised during the year 年內 行使	Cancelled during the year 年內 註銷	Outstanding at 31.3.2007 於二零零七年 三月三十一日 尚未行使
2002 Scheme								
2002計劃								
Directors 董事	15.8.2006 二零零六年八月十五日	15.8.2006 to 14.8.2008 二零零六年八月十五日至 二零零八年八月十四日	0.50	-	27,500,000	-	-	27,500,000
Employee 僱員	15.8.2006 二零零六年八月十五日	15.8.2006 to 14.8.2008 二零零六年八月十五日至 二零零八年八月十四日	0.50	-	1,500,000	-	-	1,500,000
Other participant 其他參與者	15.8.2006 二零零六年八月十五日	15.8.2006 to 14.8.2008 二零零六年八月十五日至 二零零八年八月十四日	0.50	-	2,300,000	-	-	2,300,000
Total 合計				-	31,300,000	-	-	31,300,000

The closing price of the Company's shares immediately before 15th August, 2006, the date of grant of the options under the 2002 Scheme, was HK\$0.445.

緊接二零零六年八月十五日(根據2002計劃授出購股權日期)前,本公司股份之收市價為港幣0.445元。

DIRECTORS' REPORT

董事會報告書

DIRECTORS' INTERESTS IN COMPETING BUSINESSES 董事於競爭業務之權益

Interests of directors of the Company in competing businesses as at 31st March, 2007 required to be disclosed pursuant to Rule 8.10 of the Listing Rules were as follows:

於二零零七年三月三十一日，本公司董事於競爭業務中擁有須根據上市規則第8.10條披露之權益如下：

Name of director 董事姓名	Name of company 公司名稱	Nature of competing business 競爭業務性質	Nature of interest 權益性質
Mr. Cheung 張先生	Wing On Travel (Holdings) Limited and its subsidiaries 永安旅遊(控股)有限公司及其附屬公司	Property business and hotel operation in Hong Kong and the People's Republic of China (the "PRC") 香港及中華人民共和國(「中國」)物業業務及酒店經營	As the managing director 作為董事總經理
	Manwide Holdings Limited (a non wholly-owned subsidiary of Hanny Holdings Limited) (錦興集團有限公司之非全資附屬公司)	Property business in the PRC 中國物業業務	As a director 作為董事
	China Development Limited 中之傑發展有限公司	Property investment in Hong Kong 香港物業投資	As a director and shareholder 作為董事及股東
	Artnos Limited	Property investment in Hong Kong 香港物業投資	As a director and shareholder 作為董事及股東
	Co-Forward Development Ltd. 互勵發展有限公司	Property investment in Hong Kong 香港物業投資	As a director and shareholder 作為董事及股東
	Orient Centre Limited	Property investment in Hong Kong 香港物業投資	As a shareholder 作為股東
	Super Time Limited	Property investment in Hong Kong 香港物業投資	As a director and shareholder 作為董事及股東
	Asia City Holdings Ltd.	Property investment in Hong Kong 香港物業投資	As a director and shareholder 作為董事及股東
Mr. Ho 何先生	Supreme Best Ltd.	Property investment in Hong Kong 香港物業投資	As a shareholder 作為股東
	Miramar Hotel and Investment Company, Limited and its subsidiaries 美麗華酒店企業有限公司及其附屬公司	Property investment, property development and sales, and hotel operation 物業投資、發展及銷售及酒店經營	As a director 作為董事
	Shun Tak Holdings Limited 信德集團有限公司	Property investment in Macau 澳門物業投資	As an independent non-executive director 作為獨立非執行董事

DIRECTORS' REPORT 董事會報告書

DIRECTORS' INTERESTS IN COMPETING BUSINESSES (Cont'd) 董事於競爭業務之權益 (續)

Name of director 董事姓名	Name of company 公司名稱	Nature of competing business 競爭業務性質	Nature of interest 權益性質
Mr. Lo 魯先生	The Kwong Sang Hong International Limited and its subsidiaries 廣生行國際有限公司及其附屬公司	Property development, sales of properties and property leasing 物業發展、銷售及租賃	As a director 作為董事
	Mongolia Energy Corporation Limited (formerly known as New World CyberBase Limited) and its subsidiaries 蒙古能源有限公司 (前稱新世界數碼基地有限公司) 及其附屬公司	Property investment 物業投資	As the chairman and an executive director 作為主席及執行董事
Mr. Wong 王先生	CNT Group Limited and its subsidiaries 北海集團有限公司及其附屬公司	Property investment and development in Hong Kong and the PRC 香港及中國物業投資及發展	As an executive director 作為執行董事

Mr. Cheung is the Chairman of the Company who is principally responsible for the Group's strategic planning and management of the operations of the Board. His role is clearly separated from that of the Managing Director, Mr. Chan, who is principally responsible for the Group's operations and business development. Mr. Ho and Mr. Lo, being non-executive directors and Mr. Wong, being an independent non-executive director, do not participate in the daily management of the Group.

In addition, any significant business decision of the Group is to be determined by the Board. A director who has interest in the subject matter being resolved will abstain from voting. In view of the above, the Board considers that the interests of Mr. Cheung, Mr. Ho, Mr. Lo and Mr. Wong in other companies will not prejudice their capacity as directors nor compromise the interests of the Company and the shareholders of the Company.

Save as disclosed above, as at 31st March, 2007, none of the directors of the Company or their respective associates was interested in any business apart from the Group's businesses which competes or is likely to compete, either directly or indirectly, with the businesses of the Group.

張先生為本公司主席，主要負責本集團策略規劃及管理董事會運作。彼之職務與董事總經理陳先生之職務清晰劃分，陳先生則主要負責本集團營運及業務發展。非執行董事何先生及魯先生及獨立非執行董事王先生並無參與本集團日常管理。

此外，本集團任何重大業務決策須由董事會決定。倘董事於所議決事項擁有任何權益，彼將須放棄投票。基於上述各項，董事會認為，張先生、何先生、魯先生及王先生於其他公司之權益不會對彼等出任董事職務構成任何重大影響，亦不會犧牲本公司及本公司股東利益。

除上文披露者外，於二零零七年三月三十一日，本公司董事或彼等之聯繫人士概無於任何與本集團業務直接或間接構成或可能構成競爭之業務（本集團業務除外）中擁有權益。

DIRECTORS' REPORT

董事會報告書

DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURES

Save as disclosed above, at no time during the year was the Company or any of its subsidiaries a party to any arrangements to enable the directors of the Company to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate. In addition, none of the directors or their spouses or children under the age of 18 had any right to subscribe for securities of the Company or had exercised any such right during the year.

DIRECTORS' INTERESTS IN CONTRACTS OF SIGNIFICANCE

Other than as disclosed under the heading "Connected Transactions" as set out below and in note 45 to the consolidated financial statements, there were no other contract of significance, to which the Company or any of its subsidiaries was a party and in which a director of the Company had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year.

APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTORS

The Company has received, from each of the independent non-executive directors, an annual confirmation of his independence pursuant to Rule 3.13 of the Listing Rules. The Company considers all of the independent non-executive directors are independent.

董事購買股份或債券之權利

除上文披露者外，本公司或其任何附屬公司於年內任何時間概無訂立任何安排，致使本公司董事可透過購入本公司或任何其他法人團體之股份或債券而獲益。此外，概無董事或彼等之配偶或十八歲以下之子女擁有認購本公司證券之任何權利或已於年度行使有關權利。

董事之重大合約權益

除下文「關連交易」一段及綜合財務報表附註45所披露外，在年結日及於本年度任何時間內，本公司或其任何附屬公司並無簽訂本公司董事於當中直接或間接擁有重大權益之任何重大合約。

委任獨立非執行董事

本公司已根據上市規則第3.13條取得各獨立非執行董事就其獨立性作出之年度確認。本公司認為所有獨立非執行董事均為獨立人士。

DIRECTORS' REPORT

董事會報告書

CONNECTED TRANSACTIONS

Connected transactions undertaken by the Company during the year and up to date of this report are set out below:

- (a) As stated in the announcement on 28th April, 2006 and the circular dated 22nd May, 2006 (the "Circular"), on 27th April, 2006, the Company entered into seventeen conditional subscription agreements with different subscribers. On the same date, the Company entered into a placing agreement with a placing agent. Each of the subscription agreements and the placing agreement are not inter-conditional on each other.

Of the seventeen subscribers, four of them were fund subscribers who were funds managed by Stark Investments (Hong Kong) Limited, an investment manager of the fund subscribers (the "Stark Funds"), with the remaining thirteen subscribers being Hanny Holdings Limited ("Hanny"), ITC Corporation Limited ("ITC") and the eleven other note subscribers. Pursuant to the subscription agreements, the Stark Funds, Hanny, ITC and eleven other note subscribers had in aggregate conditionally agreed to subscribe by cash for an aggregate of HK\$1,000 million 1% convertible notes due 2011 at a conversion price of HK\$0.70 per share proposed to be issued by the Company pursuant to the subscription agreements (the "2011 Convertible Notes") with principal amount of HK\$123 million, HK\$270 million, HK\$30 million and HK\$577 million, respectively. ITC is a company incorporated in Bermuda with limited liability and its shares are listed on the Stock Exchange. ITC, through its subsidiary, held approximately 24.28% of the issued share capital of Hanny as at 18th May, 2006, the latest practicable date of the Circular. Hanny and the Stark Funds are connected persons of the Company pursuant to the Listing Rules by virtue of its approximately 20.71% and 17.26% interest in the total issued ordinary shares of HK\$0.01 each in the share capital of the Company, respectively, as at the date of the subscription agreements entered. Therefore, the subscription of the 2011 Convertible Notes by Hanny and Stark Funds constituted connected transactions of the Company under the Listing Rules.

Pursuant to the placing agreement, the placing agent would procure, on a best effort basis, no less than six places to subscribe by cash for up to 833,332,000 new ordinary shares of HK\$0.01 each in the share capital of the Company at HK\$0.60 per share (the "Placing"). The aggregate amount of the Placing would be approximately HK\$500 million before expenses. The subscription was approved by shareholders in a special general meeting held on 8th June, 2006 and was completed on 15th June, 2006.

關連交易

本公司於年內及截至本報告日期進行之關連交易如下:

- (a) 誠如於二零零六年四月二十八日之公佈及日期為二零零六年五月二十二日之通函(「通函」)所述,本公司於二零零六年四月二十七日與多名認購人訂立十七份有條件認購協議。同日,本公司與一名配售代理訂立一份配售協議。各認購協議及配售協議並非互為條件。

十七名認購人中,四名為由基金認購人之投資經理Stark Investments (Hong Kong) Limited管理的基金之基金認購人(「Stark基金」),其餘十三名認購人為錦興集團有限公司(「錦興」)、德祥企業集團有限公司(「德祥企業」)及十一名其他票據認購人。根據認購協議,Stark基金、錦興、德祥企業及十一名其他票據認購人合共有條件同意,以現金按每股港幣0.70元認購本公司擬根據認購協議發行總額為港幣1,000,000,000元之二零一年到期1厘息可換股票據(「二零一年可換股票據」),本金金額分別為港幣123,000,000元、港幣270,000,000元、港幣30,000,000元及港幣577,000,000元。德祥企業為於百慕達註冊成立之有限公司,其股份於聯交所上市。於通函之最後可行日期二零零六年五月十八日,德祥企業透過其附屬公司持有錦興已發行股本約24.28%。在認購協議訂立日期,錦興及Stark基金於本公司股本中每股面值港幣0.01元之全部已發行普通股分別擁有約20.71%及17.26%權益,因而根據上市規則屬本公司關連人士。因此,錦興及Stark基金認購二零一年可換股票據根據上市規則構成本公司關連交易。

根據配售協議,配售代理將盡最大努力,促使不少於六名承配人按每股港幣0.60元以現金認購最多833,332,000股本公司股本中每股面值港幣0.01元之新普通股(「配售」)。扣除開支前之配售總額約為港幣500,000,000元。認購已於二零零六年六月八日舉行之股東特別大會上經股東批准,並已於二零零六年六月十五日完成。

DIRECTORS' REPORT

董事會報告書

CONNECTED TRANSACTIONS (Cont'd)

- (b) As stated in the announcement on 17th August, 2006, the Company entered into a shareholders' agreement dated 8th June, 2006 (the "Shareholders' Agreement") with Everight Investment Limited ("Everight"), a wholly-owned subsidiary of the Company, Braniff Developments Limited ("Braniff"), Mr. Lai, Mr. Chan Jink Chou, Eric, Smart Sharp Investment Limited ("Smart Sharp") and the Company. Braniff was owned as to 43.55% by Mr. Lai, 23.45% by Mr. Chan Jink Chou, Eric and 33% by Mr. Chang Rong Wu and Smart Sharp was owned as to 63.03% by Everight and 36.97% by Braniff at that time.

Pursuant to the Shareholders' Agreement, Everight agreed to provide financing to Smart Sharp or its subsidiaries for working capital requirements for a period of two years commencing from the date of the Shareholders' Agreement up to a maximum amount of HK\$80 million. On the same date, Everight entered into a facility agreement with Donson (International) Development Limited ("Donson"), a subsidiary of Smart Sharp. Pursuant to the facility agreement, Everight agreed to provide a revolving loan facility of up to HK\$80 million to Donson during the period from date of the facility agreement to 8th June, 2008 (the "Facility"). The Facility was unsecured, interest bearing at Hong Kong Prime Rate from time to time quoted by The Hongkong and Shanghai Banking Corporation Limited and repayable on demand.

By virtue of Mr. Lai's 14.2% effective interest in Donson and upon his appointment as an executive director of the Company with effect from 17th August, 2006, the provision of the Facility has become a continuing connected transaction for the Company under Chapter 14A of the Listing Rules. On 28th February, 2007, Donson became a wholly-owned subsidiary of the Company and the provision of the Facility ceased to be a continuing connected transaction.

During the year ended 31st March, 2007, approximately HK\$73.2 million was drawn down under the Facility.

The independent non-executive directors confirm that the transactions have been entered into by the Company in the ordinary course of its business, on normal commercial terms or on terms no less favorable than terms available to independent third parties, and in accordance with the terms of the agreement governing such transactions that are fair and reasonable and in the interests of the shareholders of the Company as a whole.

關連交易 (續)

- (b) 誠如日期為二零零六年八月十七日之公告所載列，本公司於二零零六年六月八日與本公司之全資附屬公司永權投資有限公司（「永權」）、Braniff Developments Limited（「Braniff」）、賴先生、陳正秋先生、卓駿投資有限公司（「卓駿」）訂立股東協議。其時賴先生、陳正秋先生及張榮梧先生擁有Braniff之43.55%、23.45%及33%權益，而永權及Braniff擁有卓駿之63.03%及36.97%權益。

根據股東協議，永權同意由股東協議日期起計兩年期間，為卓駿及其附屬公司提供資金以滿足其營運資金需求，金額最多為港幣80,000,000元。同日，永權與卓駿之附屬公司東迅（國際）發展有限公司（「東迅」）訂立一項融資協議。根據融資協議，永權同意於自融資協議日期至二零零八年六月八日期間向東迅提供最多達港幣80,000,000元之循環信貸融資（「該融資」）。該融資乃無抵押，並按香港上海滙豐銀行有限公司不時所報之香港最優惠港元利率計息及須按要求償還。

基於賴先生擁有東迅14.2%之實際權益，根據上市規則第十四A章，在彼於二零零六年八月十七日獲委任為本公司之執行董事後，提供該融資已構成本公司之持續關連交易。於二零零七年二月二十八日，東迅成為本公司之全資附屬公司，而提供該融資終止為一項持續關連交易。

於截至二零零七年三月三十一日止年度已根據該融資提取約港幣73,200,000元。

獨立非執行董事確認，該等交易乃於本公司之日常業務過程中訂立，屬一般商業條款或不遜於向獨立第三方提供者之條款訂立，且符合規管該等交易屬公平合理之協議條款及符合股東之整體利益。

DIRECTORS' REPORT

董事會報告書

CONNECTED TRANSACTIONS (Cont'd)

- (c) As stated in the announcement on 5th January, 2007, Everight entered into an agreement with AIM Pacific Limited ("AIM") which was owned as to 65% by Mr. Lai and 35% by Mr. Chan Jink Chou, Eric. Pursuant to the agreement, Everight agreed to acquire the entire interest in Braniff which was owned as to 67% and 33% by AIM and Mr. Chang Rong Wu, respectively, and aggregate amount of shareholders' loans owing by Braniff to AIM and Mr. Chang Rong Wu and the interests accrued thereon up to the completion of the agreement for an aggregate consideration of approximately HK\$98 million (the "Acquisition"). The principal asset of Braniff was its indirect holding of 36.97% effective interest in the issued share capital of Donson and the guarantors of the Acquisition were Mr. Lai and Mr. Chan Jink Chou, Eric.

In addition, Everight should, immediately after the completion of the Acquisition, repay on behalf of Donson or procure Donson to repay loans due to Mr. Lai and L.F. Sam (HK) Ltd. of approximately HK\$1.3 million and HK\$1.6 million, respectively, and interest accrued thereon.

Mr. Chan Jink Chou, Eric and Mr. Chang Rong Wu were directors of certain subsidiaries of the Company. By virtue of Mr. Lai, Mr. Chan Jink Chou, Eric and Mr. Chang Rong Wu's interests in Braniff, the Acquisition constituted a connected transaction for the Company under Chapter 14A of the Listing Rules.

- (d) During the year ended 31st March, 2007, Kopola had converted HK\$100 million unsecured zero coupon convertible notes due 2010 into 227,272,727 ordinary shares of HK\$0.01 each in the capital of the Company at a conversion price of HK\$0.44 per share. Each of Mr. Ho and his brother, Mr. Ho Hau Hay, Hamilton, owns 50% interest in Kopola. As Mr. Ho was a connected person of the Company under Rule 14.11 of the Listing Rules, the conversion of the convertible notes constituted a connected transaction of the Company under the Listing Rules.

關連交易 (續)

- (c) 誠如日期為二零零七年一月五日之公告所載列，永權與AIM Pacific Limited (「AIM」)訂立一項協議，賴先生及陳正秋先生擁有AIM之65%及35%權益。根據該協議，永權同意以約港幣98,000,000元之總代價收購Braniff (AIM及張榮梧先生分別擁有Braniff之67%及33%權益)之全部權益，Braniff結欠AIM及張榮梧先生之股東貸款連同截至該協議完成為止累計利息之總和(「收購事項」)。Braniff之主要資產為其間接持有於東迅已發行股本之36.97%實際權益，而收購事項之擔保人為賴先生及陳正秋先生。

此外，永權須於緊隨收購事項完成後代表東迅償還或促使東迅償還分別結欠賴先生及聯豐生(香港)有限公司約港幣1,300,000元及港幣1,600,000元之貸款，連同其累計利息。

陳正秋先生及張榮梧先生為本公司若干附屬公司之董事。基於賴先生、陳正秋先生及張榮梧先生於Braniff之權益，根據上市規則第十四A章，收購事項構成本公司之關連交易。

- (d) 於截至二零零七年三月三十一日止年度內，Kopola已按每股港幣0.44元之換股價將港幣100,000,000元於二零一零年到期之無抵押零息可換股票據兌換為227,272,727股本公司股本中每股面值港幣0.01元之普通股。何先生及其胞兄何厚浣先生各擁有Kopola之50%權益。基於根據上市規則第14.11條，何先生為本公司之關連人士，根據上市規則，兌換可換股票據構成本公司之關連交易。

DIRECTORS' REPORT

董事會報告書

SUBSTANTIAL SHAREHOLDERS

As at 31st March, 2007, the interests and short positions of any substantial shareholders or other persons (not being directors or chief executive of the Company) in the shares and underlying shares of the Company which have been disclosed to the Company pursuant to the provisions of Divisions 2 and 3 of Part XV of the SFO and have been recorded in the register required to be kept by the Company pursuant to section 336 of Part XV of the SFO were as follows:

Long position

(i) *Interests in the ordinary shares of HK\$0.01 each of the Company*

主要股東

於二零零七年三月三十一日，主要股東或其他人士（並非本公司董事或主要行政人員）於本公司股份及相關股份中擁有已根據證券及期貨條例第XV部第2及3分部之條文向本公司披露及已記錄於本公司根據證券及期貨條例第XV部第336條規定存置之登記冊之權益及淡倉如下：

好倉

(i) 於本公司每股面值港幣0.01元之普通股之權益

Name of shareholder 股東名稱	Capacity 身分	Number of issued shares 已發行股份數目	Approximate percentage of the issued share capital of the Company 佔本公司已發行 股本概約百分比 (%)
Loyal Concept Limited ("Loyal Concept")	Beneficial owner 實益擁有人	356,137,272 (Note 2) (附註2)	15.40
Hanny Magnetics (B.V.I.) Limited ("Hanny Magnetics")	Interest of controlled corporation 受控法團權益	356,137,272 (Note 2) (附註2)	15.40
Hanny 錦興	Interest of controlled corporation 受控法團權益	356,137,272 (Note 2) (附註2)	15.40
Famex Investment Limited ("Famex")	Interest of controlled corporation 受控法團權益	356,137,272 (Note 2) (附註2)	15.40
Mankar Assets Limited ("Mankar")	Interest of controlled corporation 受控法團權益	356,137,272 (Note 2) (附註2)	15.40
ITC Investment Holdings Limited ("ITC Investment")	Interest of controlled corporations 受控法團權益	356,137,272 (Note 2) (附註2)	15.40
ITC 德祥企業	Interest of controlled corporations 受控法團權益	356,137,272 (Note 2) (附註2)	15.40

DIRECTORS' REPORT

董事會報告書

SUBSTANTIAL SHAREHOLDERS (Cont'd)

Long position (Cont'd)

(i) Interests in the ordinary shares of HK\$0.01 each of the Company (Cont'd)

Name of shareholder 股東名稱	Capacity 身分	Number of issued shares 已發行股份數目	Approximate percentage of the issued share capital of the Company 佔本公司已發行 股本概約百分比 (%)
Galaxyway Investments Limited ("Galaxyway")	Interest of controlled corporations 受控法團權益	356,137,272 (Note 2) (附註2)	15.40
Chinaview International Limited ("Chinaview")	Interest of controlled corporations 受控法團權益	356,137,272 (Note 2) (附註2)	15.40
Dr. Chan Kwok Keung, Charles ("Dr. Charles Chan") 陳國強博士(「陳博士」)	Interest of controlled corporations 受控法團權益	356,137,272 (Note 2) (附註2)	15.40
Ms. Ng Yuen Lan, Macy ("Ms. Ng") 伍婉蘭女士(「伍女士」)	Interest of spouse 配偶權益	356,137,272 (Note 2) (附註2)	15.40
Kopola	Beneficial owner 實益擁有人	71,417,726 (Note 3) (附註3)	3.09
Mr. Ho 何先生	Interest of controlled corporation 受控法團權益	71,417,726 (Note 3) (附註3)	3.09
Mr. Ho Hau Hay, Hamilton 何厚浚先生	Interest of controlled corporation 受控法團權益	71,417,726 (Note 3) (附註3)	3.09
Shepherd Investments International, Ltd. ("Shepherd")	Beneficial owner 實益擁有人	96,418,727 (Note 4) (附註4)	4.17

主要股東 (續)

好倉 (續)

(i) 於本公司每股面值港幣0.01元之普通股之權益 (續)

DIRECTORS' REPORT

董事會報告書

SUBSTANTIAL SHAREHOLDERS (Cont'd)

Long position (Cont'd)

(i) *Interests in the ordinary shares of HK\$0.01 each of the Company (Cont'd)*

Name of shareholder 股東名稱	Capacity 身分	Number of issued shares 已發行股份數目	Approximate percentage of the issued share capital of the Company 佔本公司已發行 股本概約百分比 (%)
Stark Asia Master Fund, Ltd. ("Stark Asia")	Beneficial owner 實益擁有人	57,847,636 (Note 4) (附註4)	2.50
Stark Master Fund, Ltd. ("Stark Master")	Beneficial owner 實益擁有人	134,978,817	5.84
Stark Investments (Hong Kong) Limited ("Stark HK")	Investment manager 投資經理	214,252,725 (Note 4) (附註4)	9.27
OZ Master Fund, Ltd. ("OZ Master")	Beneficial owner 實益擁有人	1,267,527 (Note 5) (附註5)	0.05
OZ Management, L.L.C. ("OZ Management")	Investment manager 投資經理	2,727,727 (Note 5) (附註5)	0.12
Highbridge Capital Management LLC ("Highbridge Capital")	Investment manager 投資經理	70,016,817 (Note 6) (附註6)	3.03
Highbridge GP, Ltd. ("Highbridge GP")	Interest of controlled corporation 受控法團權益	70,016,817 (Notes 5 and 7) (附註5及7)	3.03
Mr. Clive Harris Clive Harris先生	Interest of controlled corporation 受控法團權益	70,016,817 (Note 7) (附註7)	3.03

主要股東 (續)

好倉 (續)

(i) 於本公司每股面值港幣0.01元之普通股之權益 (續)

DIRECTORS' REPORT

董事會報告書

SUBSTANTIAL SHAREHOLDERS (Cont'd)

Long position (Cont'd)

(i) *Interests in the ordinary shares of HK\$0.01 each of the Company (Cont'd)*

Name of shareholder 股東名稱	Capacity 身分	Number of issued shares 已發行股份數目	Approximate percentage of the issued share capital of the Company 佔本公司已發行 股本概約百分比 (%)
Mr. Richard Crawshaw Richard Crawshaw先生	Interest of controlled corporation 受控法團權益	70,016,817 (Note 7) (附註7)	3.03
Gandhara Master Fund Limited ("Gandhara")	Investment manager 投資經理	195,000,000	8.43
Lone Cypress, Ltd.	Beneficial owner 實益擁有人	211,573,908	9.15
Lone Pine Capital LLC	Investment manager 投資經理	258,332,000	11.17
Evolution Master Fund, Ltd. SPC, Class "M" Shares ("Evolution Master")	Beneficial owner 實益擁有人	83,335,000	3.60
Evolution Capital Management, LLC ("Evolution Capital")	Investment manager 投資經理	83,335,000	3.60
Harmony Investment Fund Limited ("Harmony")	Beneficial owner 實益擁有人	51,205,000	2.21

主要股東 (續)

好倉 (續)

(i) 於本公司每股面值港幣0.01元之普通股之權益 (續)

DIRECTORS' REPORT

董事會報告書

SUBSTANTIAL SHAREHOLDERS (Cont'd)

Long position (Cont'd)

(ii) *Interests in the underlying shares under convertible notes of the Company (as defined in Part XV of the SFO)*

主要股東 (續)

好倉 (續)

(ii) 於本公司可換股票據項下之相關股份之權益 (定義見證券及期貨條例第XV部)

Name of shareholder 股東名稱	Capacity 身分	Number of underlying shares 相關股份數目 (Note 1) (附註1)	Approximate percentage of the issued share capital of the Company 佔本公司已發行 股本概約百分比 (%)
Loyal Concept	Beneficial owner 實益擁有人	1,135,714,285 (Note 2) (附註2)	49.12
Hanny Magnetics	Interest of controlled corporation 受控法團權益	1,135,714,285 (Note 2) (附註2)	49.12
Hanny 錦興	Interest of controlled corporation 受控法團權益	1,135,714,285 (Note 2) (附註2)	49.12
Famex	Interest of controlled corporation 受控法團權益	1,135,714,285 (Note 2) (附註2)	49.12
Mankar	Interest of controlled corporation 受控法團權益	1,135,714,285 (Note 2) (附註2)	49.12
ITC Investment	Interest of controlled corporations 受控法團權益	1,178,571,427 (Note 2) (附註2)	50.97
ITC 德祥企業	Interest of controlled corporations 受控法團權益	1,178,571,427 (Note 2) (附註2)	50.97

DIRECTORS' REPORT

董事會報告書

SUBSTANTIAL SHAREHOLDERS (Cont'd)

Long position (Cont'd)

(ii) *Interests in the underlying shares under convertible notes of the Company (as defined in Part XV of the SFO) (Cont'd)*

主要股東 (續)

好倉 (續)

(ii) 於本公司可換股票據項下之相關股份之權益 (定義見證券及期貨條例第XV部) (續)

Name of shareholder 股東名稱	Capacity 身分	Number of underlying shares 相關股份數目 (Note 1) (附註1)	Approximate percentage of the issued share capital of the Company 佔本公司已發行 股本概約百分比 (%)
Galaxyway	Interest of controlled corporations 受控法團權益	1,178,571,427 (Note 2) (附註2)	50.97
Chinaview	Interest of controlled corporations 受控法團權益	1,178,571,427 (Note 2) (附註2)	50.97
Dr. Charles Chan 陳博士	Interest of controlled corporations 受控法團權益	1,178,571,427 (Note 2) (附註2)	50.97
Ms. Ng 伍女士	Interest of spouse 配偶權益	1,178,571,427 (Note 2) (附註2)	50.97
Kopola	Beneficial owner 實益擁有人	113,636,363 (Note 3) (附註3)	4.91
Mr. Ho 何先生	Interest of controlled corporation 受控法團權益	113,636,363 (Note 3) (附註3)	4.91
Mr. Ho Hau Hay, Hamilton 何厚浚先生	Interest of controlled corporation 受控法團權益	113,636,363 (Note 3) (附註3)	4.91

DIRECTORS' REPORT

董事會報告書

SUBSTANTIAL SHAREHOLDERS (Cont'd)

Long position (Cont'd)

(ii) *Interests in the underlying shares under convertible notes of the Company (as defined in Part XV of the SFO) (Cont'd)*

主要股東 (續)

好倉 (續)

(ii) 於本公司可換股票據項下之相關股份之權益 (定義見證券及期貨條例第XV部) (續)

Name of shareholder 股東名稱	Capacity 身分	Number of underlying shares 相關股份數目 (Note 1) (附註1)	Approximate percentage of the issued share capital of the Company 佔本公司已發行 股本概約百分比 (%)
Shepherd	Beneficial owner 實益擁有人	200,016,234 (Note 4) (附註4)	8.65
Stark Asia	Beneficial owner 實益擁有人	76,152,597 (Note 4) (附註4)	3.29
Stark Master	Beneficial owner 實益擁有人	264,594,157	11.44
Stark HK	Investment manager 投資經理	391,623,377 (Note 4) (附註4)	16.94
OZ Master	Beneficial owner 實益擁有人	122,875,000 (Note 5) (附註5)	5.31
OZ Management	Investment manager 投資經理	152,386,364 (Note 5) (附註5)	6.59
Highbridge Capital	Investment manager 投資經理	147,012,987 (Note 6) (附註6)	6.36

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董事會報告書

SUBSTANTIAL SHAREHOLDERS (Cont'd)

Long position (Cont'd)

(ii) *Interests in the underlying shares under convertible notes of the Company (as defined in Part XV of the SFO) (Cont'd)*

主要股東 (續)

好倉 (續)

(ii) 於本公司可換股票據項下之相關股份之權益 (定義見證券及期貨條例第XV部) (續)

Name of shareholder 股東名稱	Capacity 身分	Number of underlying shares 相關股份數目 (Note 1) (附註1)	Approximate percentage of the issued share capital of the Company 佔本公司已發行 股本概約百分比 (%)
Highbridge GP	Interest of controlled corporation 受控法團權益	147,012,987 (Notes 6 and 7) (附註6及7)	6.36
Mr. Clive Harris Clive Harris先生	Interest of controlled corporation 受控法團權益	147,012,987 (Note 7) (附註7)	6.36
Mr. Richard Crawshaw Richard Crawshaw先生	Interest of controlled corporation 受控法團權益	147,012,987 (Note 7) (附註7)	6.36
Gandhara	Investment manager 投資經理	357,142,857	15.45
Evolution Master	Beneficial owner 實益擁有人	48,571,429	2.10
Evolution Capital	Investment manager 投資經理	48,571,429	2.10
Harmony	Beneficial owner 實益擁有人	114,285,714	4.94

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董事會報告書

SUBSTANTIAL SHAREHOLDERS (Cont'd)

Long position (Cont'd)

(ii) *Interests in the underlying shares under convertible notes of the Company (as defined in Part XV of the SFO) (Cont'd)*

Notes:

1. The underlying shares represent the new shares to be issued upon full conversion of HK\$1,000,000,000 unsecured zero coupon convertible notes due 2010 at a conversion price of HK\$0.44 per share issued by the Company on 11th August, 2005 (the "2010 Convertible Notes") and the 2011 Convertible Notes.
2. Hanny and Hanny Magnetics were taken to have an interest in 356,137,272 shares, HK\$330,000,000 2010 Convertible Notes and HK\$270,000,000 2011 Convertible Notes held by Loyal Concept since Loyal Concept is a wholly-owned subsidiary of Hanny Magnetics which, in turn, is a wholly-owned subsidiary of Hanny, the shares of which are listed on the Stock Exchange. Selective Choice Investments Limited ("Selective"), a wholly-owned subsidiary of ITC Investment, owns HK\$30,000,000 2011 Convertible Notes. Famex, a wholly-owned subsidiary of Mankar, is the controlling shareholder of Hanny. Mankar is a wholly-owned subsidiary of ITC Investment, which in turn is a wholly-owned subsidiary of ITC. Galaxyway, a wholly-owned subsidiary of Chinaview, is the controlling shareholder of ITC. Dr. Charles Chan owns the entire issued share capital of Chinaview. Ms. Ng is the spouse of Dr. Charles Chan. Famex and Mankar are deemed to be interested in HK\$356,137,272 shares, HK\$330,000,000 2010 Convertible Notes and HK\$270,000,000 2011 Convertible Notes held by Loyal Concept. ITC Investment, ITC, Galaxyway, Chinaview, Dr. Charles Chan and Ms. Ng are deemed to be interested in 356,137,272 shares and HK\$330,000,000 2010 Convertible Notes and HK\$270,000,000 2011 Convertible Notes held by Loyal Concept and HK\$30,000,000 2011 Convertible Notes held by Selective.

主要股東 (續)

好倉 (續)

(ii) 於本公司可換股票據項下之相關股份之權益 (定義見證券及期貨條例第XV部) (續)

附註:

1. 相關股份指按換股價每股港幣0.44元全面兌換本公司於二零零五年八月十一日發行港幣1,000,000,000元於二零一零年到期之無抵押零息可換股票據(「二零一零年可換股票據」)及二零一一年可換股票據將予發行之新股份。
2. Loyal Concept為Hanny Magnetics之全資附屬公司，而Hanny Magnetics為錦興(其股份於聯交所上市)之全資附屬公司，因此錦興及Hanny Magnetics被視為擁有Loyal Concept所持有356,137,272股股份、港幣330,000,000元之二零一零年可換股票據及港幣270,000,000元之二零一一年可換股票據之權益。ITC Investment之全資附屬公司Selective Choice Investments Limited(「Selective」)擁有港幣30,000,000元之二零一一年可換股票據。Mankar之全資附屬公司Famex為錦興之控股股東。Mankar為ITC Investment之全資附屬公司，而ITC Investment為德祥企業之全資附屬公司。Chinaview之全資附屬公司Galaxyway為德祥企業之控股股東。陳博士擁有Chinaview之全部已發行股本。伍女士為陳博士之配偶。Famex及Mankar被視為擁有Loyal Concept所持有356,137,272股股份、港幣330,000,000元之二零一零年可換股票據及港幣270,000,000元之二零一一年可換股票據之權益。ITC Investment、德祥企業、Galaxyway、Chinaview、陳博士及伍女士被視為擁有Loyal Concept所持有356,137,272股股份、港幣330,000,000元之二零一零年可換股票據及港幣270,000,000元之二零一一年可換股票據及Selective所持有港幣30,000,000元之二零一一年可換股票據之權益。

DIRECTORS' REPORT

董事會報告書

SUBSTANTIAL SHAREHOLDERS (Cont'd)

Long position (Cont'd)

(ii) *Interests in the underlying shares under convertible notes of the Company (as defined in Part XV of the SFO) (Cont'd)*

Notes: (Cont'd)

3. Each of Mr. Ho, the deputy chairman and a non-executive director of the Company, and his brother, Mr. Ho Hau Hay, Hamilton owns 50% interest in Kopola which beneficially owns 71,417,726 shares and HK\$50,000,000 2010 Convertible Notes.
4. Stark HK was taken to have an interest as an investment manager in 214,252,725 shares, HK\$95,000,000 of 2010 Convertible Notes and HK\$123,000,000 of 2011 Convertible Notes jointly held by Centar Investments (Asia) Ltd., Shepherd, Stark Asia and Stark International.
5. OZ Management was taken to have an interest as an investment manager in 2,727,727 shares and HK\$67,050,000 of 2010 Convertible Notes jointly held by OZ Asia Master Fund, Ltd. and OZ Master.
6. Highbridge GP was taken to have an interest in 70,016,817 shares, HK\$10,000,000 2010 Convertible Notes and HK\$87,000,000 of 2011 Convertible Notes held by Highbridge Master L.P. ("Highbridge Master"), and Highbridge Asia Opportunities Master L.P. ("Highbridge Asia"), since Highbridge Master and Highbridge Asia are the wholly-owned subsidiaries of Highbridge GP. Highbridge Capital is an investment manager of Highbridge Master and Highbridge Asia.
7. Each of Mr. Clive Harris and Mr. Richard Crawshaw owns 50% interest in Highbridge GP.

Other than as disclosed above, the Company has not been notified of any other relevant interests or short positions in the issued share capital of the Company as at 31st March, 2007.

主要股東 (續)

好倉 (續)

(ii) 於本公司可換股票據項下之相關股份之權益 (定義見證券及期貨條例第XV部) (續)

附註: (續)

3. 本公司副主席兼非執行董事何先生及其胞兄何厚浣先生各擁有Kopola之50%權益。Kopola實益擁有71,417,726股股份及港幣50,000,000元之二零一零年可換股票據。
4. Stark HK被視為以投資經理之身份擁有由Centar Investments (Asia) Ltd.、Shepherd、Stark Asia及Stark International共同持有之214,252,725股股份、港幣95,000,000元之二零一零年可換股票據及港幣123,000,000元之二零一一年可換股票據之權益。
5. OZ Management被視為以投資經理之身份擁有OZ Asia Master Fund, Ltd.及OZ Master共同持有之2,727,727股股份及港幣67,050,000元之二零一零年可換股票據之權益。
6. 由於Highbridge Master L.P. (「Highbridge Master」)及Highbridge Asia Opportunities Master L.P. (「Highbridge Asia」)為Highbridge GP之全資附屬公司，因此Highbridge GP被視為擁有Highbridge Master及Highbridge Asia持有之70,016,817股股份及港幣10,000,000元之二零一零年可換股票據及港幣87,000,000元之二零一一年可換股票據之權益。Highbridge Capital為Highbridge Master及Highbridge Asia之投資經理。
7. Clive Harris先生及Richard Crawshaw先生各自擁有Highbridge GP之50%權益。

除上文所披露者外，本公司並未獲悉任何其他於二零零七年三月三十一日於本公司已發行股本中之相關權益或淡倉。

DIRECTORS' REPORT

董事會報告書

MAJOR CUSTOMERS AND SUPPLIERS

For the year ended 31st March, 2007, the aggregate amount of turnover attributable to the Group's five largest customers were less than 30% of the Group's total turnover. The aggregate amount of purchases attributable to the Group's five largest suppliers accounted for approximately 45% of the Group's total purchases and the purchase attributable to the Group's largest supplier was approximately 20% of the Group's total purchases.

None of the directors, their associates or any shareholders (which to the knowledge of the directors owns more than 5% of the Company's issued share capital) has any interest in any of the Group's five largest suppliers.

PURCHASE, SALE OR REDEMPTION OF THE COMPANY'S LISTED SECURITIES

During the year ended 31st March, 2007, the Company had repurchased a total of 47,795,000 shares on the Stock Exchange at an aggregate consideration (excluding expenses) of HK\$20,415,000, representing an average price of approximately HK\$0.42 paid for each share repurchased. The highest and lowest prices per share paid for such repurchases were HK\$0.465 and HK\$0.345, respectively. All these shares were cancelled upon repurchases. Save as disclosed herein, neither the Company nor any of its subsidiaries has purchased, sold or redeemed any of the listed securities of the Company during the year ended 31st March, 2007.

主要客戶及供應商

截至二零零七年三月三十一日止年度，本集團五大客戶之營業總額佔本集團總營業額少於30%。本集團五大供應商之採購總額佔本集團總採購額約45%，而本集團最大供應商之採購額佔本集團總採購額約20%。

各董事、彼等之聯繫人士或據各董事所知擁有本公司已發行股本超過5%之任何股東概無於本集團五大供應商中擁有任何權益。

購入、出售或贖回本公司之上市證券

截至二零零七年三月三十一日止年度內，本公司以港幣20,415,000元之總代價(扣除開支)於聯交所購回合共47,795,000股股份，即平均就每股購回股份已付約港幣0.42元。就購回已付之每股最高及最低價格分別為港幣0.465元及港幣0.345元。所有該等股份均於購回時註銷。除本報告所披露者外，於截至二零零七年三月三十一日止年度內，本公司或其任何附屬公司概無購回、出售或購回本公司之任何上市證券。

DIRECTORS' REPORT

董事會報告書

CONTINUING OBLIGATIONS UNDER CHAPTER 13 OF THE LISTING RULES

The following disclosure is made by the Company pursuant to Rules 13.20 and 13.22 of the Listing Rules:

1. ADVANCES TO ENTITIES

In accordance with Rule 13.20 of the Listing Rules, details of the advances and guarantee to entities made by the Group as at 31st March, 2007, which individually exceeds 8% of the assets ratio as set out in the Rule 14.07 of the Listing Rules are as follows:

Entities 實體	Attributable interest held by the Group 本集團持有之應佔權益	Advances 墊款 HK\$'000 港幣千元	Interest receivable 應收利息 HK\$'000 港幣千元	Guarantee given 已給予擔保 HK\$'000 港幣千元	Total 合計 HK\$'000 港幣千元	Percentage of total assets 佔總資產 百分比 (Note 2) (附註2)
Orient Town Limited ("Orient Town") (Notes 1 and 3) 華鎮有限公司(「華鎮」)(附註1及3)						
	45%	978,000	56,182	-	1,034,182	30.6%
More Profit International Limited ("More Profit") and its affiliated company (Notes 1 and 4) (「More Profit」)及其聯屬公司 (附註1及4)						
	40%	247,908	3,106	250,000	501,014	14.8%
		<u>1,225,908</u>	<u>59,288</u>	<u>250,000</u>	<u>1,535,196</u>	<u>45.4%</u>

上市規則第十三章項下之持續責任

下文為本公司根據上市規則第13.20及13.22條作出之披露：

1. 向實體墊款

根據上市規則第13.20條，本集團於二零零七年三月三十一日向實體墊款及擔保（個別計算超過上市規則第14.07條所載列之資產比率之8%）之詳情如下：

DIRECTORS' REPORT

董事會報告書

CONTINUING OBLIGATIONS UNDER CHAPTER 13 OF THE LISTING RULES (Cont'd)

1. ADVANCES TO ENTITIES (Cont'd)

Notes:

- (1) The advances are unsecured, interest bearing at the best lending rate for Hong Kong dollars as quoted by The Hongkong and Shanghai Banking Corporation Limited from time to time and no demand for repayment will be made by the Group unless approved by the respective board of directors of Orient Town and More Profit.
- (2) "Total assets" mean the total assets value of the Group of HK\$3,382 million as at 31st March, 2007 according to the Group's audited consolidated balance sheet as at 31st March, 2007.
- (3) Pursuant to an acquisition agreement dated 29th March, 2006 for the Group to acquire 40% issued share capital of Orient Town, the Group undertook to advance to Orient Town by way of shareholder's loan in the amount of HK\$885 million (the "First Shareholder's Loan"). On 30th March, 2007, the Group has exercised the right to acquire further 5% issued share capital of Orient Town, as a condition of which an additional loan of HK\$93 million (the "Second Shareholder's Loan") was advanced to Orient Town. The shareholder loans were principally used for financing acquisition of indirect interest in 14 parcels of leased land situated in Estrada de Seac Pai Van, Macau and for repayment of shareholder's loan due by Orient Town to the vendor. The First Shareholder's Loan and the Second Shareholder's Loan have been approved in special general meetings of the Company held on 15th June, 2006 and 23rd March, 2007, respectively.
- (4) Pursuant to an acquisition agreement dated 6th October, 2006 for the Group to acquire 40% issued share capital of More Profit, the Group undertook to advance to More Profit by way of shareholder's loan up to HK\$500 million which was principally used for financing acquisition of 50% issued share capital of Great China Company Limited ("Great China") by More Profit. The guarantee was given to a bank in respect of banking facility granted to Great China in proportion to the Group's 20% effective shareholding interest in Great China on a several basis. Such facility had been fully utilized at the year end date. The acquisition agreement and the shareholder's loan have been approved in a special general meeting of the Company held on 5th January, 2007.

上市規則第十三章項下之持續 責任 (續)

1. 向實體墊款 (續)

附註:

- (1) 該等墊款乃無抵押，並按香港上海滙豐銀行有限公司不時所報之最優惠港元利率計息，除獲華鎮及More Profit各自之董事會批准，否則本集團將不會提出償還要求。
- (2) 「總資產」指根據本集團於二零零七年三月三十一日之經審核綜合資產負債表本集團於二零零七年三月三十一日港幣3,382,000,000元之總資產。
- (3) 根據日期為二零零六年三月二十九日，內容涉及本集團收購華鎮之40%已發行股本之一項收購協議，本集團承諾透過股東貸款之形式向華鎮墊款港幣885,000,000元（「第一次股東貸款」）。於二零零七年三月三十日，本集團已行使權利進一步收購華鎮5%之已發行股本，並以向華鎮額外提供港幣93,000,000元之貸款（「第二次股東貸款」）作為收購條款。股東貸款主要用作融資收購於澳門路環聯生填海區之十四幅土地之間接權益及償還華鎮結欠賣方之股東貸款。第一次股東貸款及第二次股東貸款已分別於二零零六年六月十五日及二零零七年三月二十三日舉行之本公司股東特別大會獲批准。
- (4) 根據日期為二零零六年十月六日，內容涉及本集團收購More Profit之40%已發行股本之一項收購協議，本集團承諾透過股東貸款之形式向More Profit墊款最多港幣500,000,000元，主要用作More Profit融資收購大中華有限公司（「大中華」）之50%已發行股本。擔保乃就向大中華提供之銀行信貸根據本集團於大中華之20%實際股東權益按個別基準向一間銀行提供。截至年結日，該信貸已被全面使用。收購協議及股東貸款已在本公司於二零零七年一月五日舉行之股東特別大會獲批准。

DIRECTORS' REPORT

董事會報告書

CONTINUING OBLIGATIONS UNDER CHAPTER 13 OF THE LISTING RULES (Cont'd)

2. FINANCIAL ASSISTANCE AND GUARANTEE TO AFFILIATED COMPANIES

Details as set out in the previous paragraph headed "ADVANCES TO ENTITIES", the Group had provided financial assistance to, and guarantee for, affiliated companies in the aggregate amount of HK\$1,535,196,000, which represented 45.4% of the Group's total asset value as at 31st March, 2007. In accordance with the requirement under Rule 13.22 of the Listing Rules, the proforma combined balance sheet of those affiliated companies and the Group's attributable interests in those affiliated companies based on their latest financial statements available are presented below:

Non-current assets	非流動資產
Current assets	流動資產
Current liabilities	流動負債
Non-current liabilities	非流動負債

上市規則第十三章項下之持續責任 (續)

2. 向聯屬公司提供之財務援助及擔保

詳情載列於上段標題為「向實體墊款」，本集團已向聯屬公司提供總額為港幣1,535,196,000元之財務援助及擔保，於二零零七年三月三十一日佔本集團資產總值之45.4%。根據上市規則第13.22條，以該等聯屬公司可供參閱之最新財務報表為基準，該等聯屬公司之備考合併資產負債表及本集團於該等聯屬公司之應佔權益呈列如下：

	Combined balance sheet 合併資產負債表 HK\$'000 港幣千元	Group's attributable interests 本集團應佔權益 HK\$'000 港幣千元
	124,625	1,048
	3,020,915	342,618
	(306,172)	(3,110)
	(2,745,475)	(248,378)
	<u>93,893</u>	<u>92,178</u>

DONATION

During the year, the Group made charitable and other donations of HK\$10,000.

捐款

年內，本集團作出慈善及其他捐款港幣10,000元。

DIRECTORS' REPORT

董事會報告書

EMOLUMENT POLICY

The emolument policy regarding the employees of the Group is set up by the Remuneration Committee on the basis of their merit, qualifications and competence.

The emolument of the directors of the Company is decided by the Remuneration Committee, having regard to the Company's operating results, individual performance and comparable market statistics.

The Company has adopted a share option scheme as an incentive to directors and eligible employees, details of the scheme are set out in note 38 to the consolidated financial statements.

PRE-EMPTIVE RIGHTS

There are no provisions for pre-emptive rights under the Company's Bye-laws or the laws in Bermuda, which would oblige the Company to offer new shares on a pro-rata basis to the existing shareholders.

SUFFICIENCY OF PUBLIC FLOAT

The Company has maintained a sufficient public float throughout the year ended 31st March, 2007.

CORPORATE GOVERNANCE

The Company is committed to maintaining a high standard of corporate governance. Information on the corporate governance practices adopted by the Company is set out in the Corporate Governance Report, which is on pages 48 to 56 of this annual report.

POST BALANCE SHEET EVENTS

Details of the significant post balance sheet events are set out in note 46 to the consolidated financial statements.

薪酬政策

就本集團僱員之薪酬政策乃由薪酬委員會按僱員之優點、資歷及能力訂定。

本公司董事之薪酬由薪酬委員會經考慮本公司經營業績、個別表現及可供比較市場統計數據後決定。

本公司已採納一項購股權計劃作為給予董事及合資格僱員之獎勵，有關詳情載於綜合財務報表附註38。

優先購買權

本公司之公司細則或百慕達法例並無優先購買權之條文，規定本公司須按比例向現有股東提呈發售新股。

足夠公眾持股量

本公司於截至二零零七年三月三十一日止年度一直維持足夠公眾持股量。

企業管治

本公司致力維持高水平企業管治。有關本公司所採納企業管治常規之資料載於本年報第48至56頁之企業管治報告書。

結算日後事項

結算日後重大事項詳情載於綜合財務報表附註46。

DIRECTORS' REPORT

董事會報告書

AUDITORS

A resolution will be submitted to the forthcoming annual general meeting of the Company to re-appoint Messrs. Deloitte Touche Tohmatsu as auditors of the Company.

On behalf of the Board

Cheung Hon Kit
Chairman

Hong Kong, 25th June, 2007

核數師

有關續聘德勤•關黃陳方會計師行為本公司核數師之決議案將於本公司即將召開之股東週年大會提呈。

代表董事會

主席
張漢傑

香港，二零零七年六月二十五日

CORPORATE GOVERNANCE REPORT

企業管治報告書

The Company is committed to maintaining a high standard of corporate governance practices and procedures and to complying with statutory and regulatory requirements with an aim to maximising the shareholders' values and interests as well as to enhancing the stakeholders' transparency and accountability.

本公司致力維持高水平企業管治常規及程序，以符合法定及監管規定，以為股東帶來最大回報及利益，並提高對股東之透明度及問責性為目標。

CORPORATE GOVERNANCE PRACTICES

Throughout the year ended 31st March, 2007, the Company has complied with the code provisions of the Code on Corporate Governance Practices (the "Code") as set out in Appendix 14 to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules").

企業管治常規

截至二零零七年三月三十一日止年度，本公司一直遵守香港聯合交易所有限公司證券上市規則（「上市規則」）附錄十四所載企業管治常規守則（「守則」）之守則條文。

DIRECTORS' SECURITIES TRANSACTIONS

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") as set out in Appendix 10 to the Listing Rules as its own code of conduct regarding securities transactions by the directors. Specific enquiry has been made with all directors of the Company and the directors have confirmed that they have complied with the required standard set out in the Model Code throughout the year ended 31st March, 2007. The Company has also adopted a code of conduct governing securities transactions by employees who may possess or have access to price-sensitive information.

董事進行證券交易

本公司已採納上市規則附錄十所載上市發行人董事進行證券交易的標準守則（「標準守則」）作為董事進行證券交易之操守準則。本公司已向本公司全體董事作出特定查詢，董事均確認，彼等於截至二零零七年三月三十一日止年度內一直遵守標準守則所載規定標準。本公司亦已採納有關可能擁有或取得股價敏感資料之僱員進行證券交易之操守準則。

BOARD OF DIRECTORS

Members of the Board are individually and collectively responsible for leadership and control, and for promoting the success, of the Company by operating and developing the Group's business operations and implementing the Company's business strategies. As at the date of this report, the Board consists of eleven directors which include six executive directors, two non-executive directors and three independent non-executive directors.

董事會

董事會成員個別及共同負責領導及控制本公司，並透過經營及發展本集團業務運作及推行本公司之業務策略，推動本公司邁向成功。於本報告日期，董事會由十一名董事組成，當中包括六名執行董事、兩名非執行董事及三名獨立非執行董事。

CORPORATE GOVERNANCE REPORT

企業管治報告書

BOARD OF DIRECTORS (Cont'd)

The Company has a balanced Board composition of executive and non-executive directors (including independent non-executive directors). With five Board members being non-executive directors possessing professional expertise and diverse range of experience, the Board can effectively exercise independent judgment and give advice to the management of the Company, and it can make decisions objectively in the interests of the Company and its shareholders as a whole. The biographical details of the directors are set out on pages 13 and 17 of this annual report. There is no financial, business, family or other material/relevant relationship among the members of the Board.

The Board has delegated the Executive Board or Committee with authority and responsibility for handling the management functions and operations of the day-to-day business of the Company while specifically reserving certain important matters and decisions for the approval by the Board such as annual and interim period financial reporting and control, equity fund raising, declaration of interim dividend, recommendation of final dividend or other distributions, decision regarding notifiable transactions under Chapter 14 and Chapter 14A of the Listing Rules and recommendation for capital reorganisation or scheme of arrangement of the Company.

Regular Board meetings are held at least four times a year with at least 14 days' notices being given to all directors. Additional meetings, if necessary, are arranged as and when required. Directors may attend Board meetings either in person or through electronic means of communication. A total of nine Board meetings (including four regular Board meetings) were held during the year ended 31st March, 2007.

The directors are provided with relevant information to enable them to make informed decisions, and appropriate arrangements are in place to ensure that they are given every opportunity to include matters in the agenda of the Board meetings. All directors have separate and independent access to the advice and services of the Group's senior management and consultants with a view to ensuring that Board procedures and all applicable rules and regulations are observed.

董事會 (續)

本公司董事會結構平衡，成員由執行及非執行董事（包括獨立非執行董事）組成，五名董事會成員為非執行董事，具備均衡組合之專業知識及廣泛經驗，董事會可有效作出獨立判斷，向本公司管理層作出建議，並客觀地作出符合本公司及全體股東整體利益之決定。董事履歷詳情載於本年報第13及17頁。董事會成員間概無財務、業務、家庭或其他重大／相關關係。

董事會已成立執行董事會或委員會，授予其行使管理職能及執行本公司日常業務運作之權力及責任，另特別保留若干重要事項及決定由董事會批准，如年度及中期財務報告及監控、籌集股本資金、宣派中期股息、建議派付末期股息或其他分派、根據上市規則第十四章及第十四A章須予公佈之交易之決定以及建議進行股本重組或本公司協議計劃。

本公司每年最少舉行四次例行董事會會議，全體董事將於例行董事會會議舉行最少14天前接獲通知，如有必要，本公司會於適當時候額外安排會議。董事可親身或以電子通訊方式出席董事會會議。截至二零零七年三月三十一日止年度，本公司合共舉行九次董事會會議，包括四次例行董事會會議。

董事獲提供相關資料，以便作出知情決定，另已作出適當安排，確保彼等有機會於董事會會議議程中加入事項。全體董事均可各自個別獲得本公司高級管理人員及顧問提供之意見及協助，以確保遵循董事會程序以及所有合適規則及規例。

CORPORATE GOVERNANCE REPORT

企業管治報告書

BOARD OF DIRECTORS (Cont'd)

The attendance record of each individual Board member at the meetings of the Board, Audit Committee and Remuneration Committee during the year under review, on a named basis, is as follows:

董事會 (續)

下表載列回顧年度本公司各個別董事會成員於董事會、審核委員會及薪酬委員會會議各自之出席率：

Name of Director 董事姓名	Meetings Attended/Eligible to Attend 已出席會議/合資格出席會議次數		
	Board 董事會	Audit Committee 審核委員會	Remuneration Committee 薪酬委員會
Executive directors:	執行董事：		
Mr. Cheung Hon Kit (<i>Chairman</i>)	張漢傑先生 (主席)	8/9	
Mr. Chan Fut Yan (<i>Managing Director</i>)	陳佛恩先生 (董事總經理)	9/9	3/3
Mr. Wong Kam Cheong, Stanley (<i>Deputy Managing Director</i>) (appointed on 11th December, 2006)	黃錦昌先生 (副董事總經理) (於二零零六年 十二月十一日獲委任)	4/4	
Mr. Cheung Chi Kit (appointed on 17th August, 2006)	張志傑先生 (於二零零六年 八月十七日獲委任)	6/6	
Mr. Lai Tsan Tung, David (appointed on 17th August, 2006)	賴贊東先生 (於二零零六年 八月十七日獲委任)	6/6	
Non-executive directors:	非執行董事：		
Mr. Ho Hau Chong, Norman (<i>Deputy Chairman</i>)	何厚鏘先生 (副主席)	5/9	
Mr. Lo Lin Shing, Simon	魯連城先生	0/9	
Independent non-executive directors:	獨立非執行董事：		
Mr. Wong Chi Keung, Alvin	王志強先生	9/9	3/3
Mr. Kwok Ka Lap, Alva	郭嘉立先生	9/9	3/3
Mr. Chui Sai Cheong	崔世昌先生	6/9	3/5

CORPORATE GOVERNANCE REPORT

企業管治報告書

BOARD OF DIRECTORS (Cont'd)

Chairman and Managing Director

The roles of the Chairman and the Managing Director, held by separate individuals, are clearly segregated with an aim to providing a balance of power and authority. The Chairman is principally responsible for the strategic planning of the Group and the management of the operations of the Board. The Managing Director is mainly responsible for the operations and business development of the Group.

Non-executive Directors

Pursuant to the bye-laws of the Company as amended by a special resolution passed at the annual general meeting of the Company held on 9th September, 2005 (the "Bye-laws"), every director is subject to re-election and retirement by rotation at least once every three years. Non-executive directors are subject to the aforesaid retirement requirements and are appointed for a specific terms of not more than three years.

At least one of the independent non-executive directors has appropriate professional qualifications or accounting or related financial management expertise under Rule 3.10 of the Listing Rules. The Company has received, from each of the independent non-executive directors, an annual confirmation of his independence pursuant to Rule 3.13 of the Listing Rules and considers them to be independent.

Nomination, Appointment and Re-election of Directors

The Board as a whole is responsible for the appointment of directors and the nomination of directors for re-election by shareholders at the annual general meeting of the Company. Pursuant to the Bye-laws, the directors shall have the power from time to time and at any time to appoint any person as director either to fill a casual vacancy on the Board or as an addition to the existing Board who is subject to retirement and re-election at the first general meeting or first annual general meeting respectively after his/her appointment. The Board should take into account of the candidate's qualification, ability and potential contribution to the Company. A candidate to be appointed as an independent non-executive director must satisfy the independence criteria set out in Rule 3.13 of the Listing Rules. During the year under review, no director has involved in fixing his own terms of appointment and no independent non-executive director has participated in assessing his own independence.

董事會 (續)

主席及董事總經理

主席及董事總經理由兩名個別人士出任，其職責清晰劃分，以維持權力及職權之平衡。主席主要負責本集團之策略規劃以及管理董事會之運作。董事總經理則主要負責管理本集團營運及業務發展。

非執行董事

根據以在本公司於二零零五年九月九日舉行之股東週年大會通過之特別決議案修訂之公司細則（「公司細則」），各董事須至少每三年膺選連任及輪值退任。非執行董事亦須遵守上述退任規守，並根據不超過三年的特定任期獲委任。

根據上市規則第3.10條，最少一名獨立非執行董事具備合適專業資格或會計或相關財務管理專業知識。本公司已接獲各獨立非執行董事各自根據上市規則第3.13條就獨立身分發出之年度確認書，並認為彼等均屬獨立人士。

提名、委任及重選董事

董事會整體負責委任董事及提名董事經由股東於本公司股東週年大會重選。根據公司細則，董事不時及隨時有權委任任何人士出任董事，以填補董事會之臨時空缺或作為現有董事會之新增成員，惟有關人士須分別於彼獲委任後首次股東大會或首次股東週年大會退任及膺選連任。董事會須計及被提名人士之資歷、才能及對本公司之潛在貢獻。獲委任為獨立非執行董事之被提名人士須符合上市規則第3.13條所載獨立身分標準。於回顧年度內，概無董事參與釐定本身之委任條款，亦無獨立非執行董事參與評估本身之獨立身分。

CORPORATE GOVERNANCE REPORT

企業管治報告書

BOARD OF DIRECTORS (Cont'd)

Nomination, Appointment and Re-election of Directors (Cont'd)

Under code provision A.4.2 of the Code, every director, including those appointed for a specific term, should be subject to retirement by rotation at least once every three years. At the annual general meeting of the Company held on 9th September, 2005, retirement of directors by rotation was governed by the previous Bye-laws which stipulate, inter alia, that one-third of the directors for the time being (or, if their number is not a multiple of three (3), the number nearest to but not greater than one-third) shall retire from office by rotation provided that notwithstanding anything therein, the Chairman and/or the Managing Director shall not, whilst holding such office, be subject to retirement by rotation or be taken into account in determining the number of directors to retire in each year. In order to comply with code provision A.4.2 of the Code, relevant amendments to the Bye-laws were proposed and approved by the shareholders at the same annual general meeting of the Company, pursuant to which every director, including those appointed for a specific term, shall be subject to retirement by rotation at least once every three years.

Throughout the year ended 31st March, 2007, the Company has complied with code provision A.4.2 of the Code by receiving confirmation in writing from each of the non-executive directors (including independent non-executive directors) in relation to their renewed term of office so that every director, including those appointed for a specific term, should be subject to retirement by rotation at least once every three years and pursuant to the Bye-laws, at each annual general meeting one-third of the directors of the Company for the time being shall retire from office by rotation such that each director shall be subject to retirement at least once every three years at the annual general meeting.

REMUNERATION COMMITTEE

The Board has established the Remuneration Committee with specific written terms of reference which clearly defined its role, authority and function. As at the date of this report, the members of the Remuneration Committee are Mr. Wong Chi Keung, Alvin (chairman of the Remuneration Committee), Mr. Chan Fut Yan and Mr. Kwok Ka Lap, Alva. With the exception of Mr. Chan Fut Yan who is an executive director, the other members of the Remuneration Committee are independent non-executive directors.

董事會 (續)

提名、委任及重選董事 (續)

根據守則之守則條文第A.4.2條，每名董事（包括該等按特定年期委任之董事）須最少每三年輪值退任一次。於本公司在二零零五年九月九日舉行之股東週年大會上，董事輪值退任受先前之公司細則規管，當中規定（其中包括）當時三分之一之董事（或倘董事人數並非三（3）之倍數，則最接近但不多於三分之一之董事人數）須輪值退任，惟主席及／或董事總經理於在任期間毋須輪值退任或計入決定每年退任董事人數內。遵照守則之守則條文第A.4.2條，公司細則之相關修訂已於本公司同一股東週年大會上提呈，並已獲股東批准，據此，每名董事（包括該等按特定年期委任之董事）須最少每三年輪值退任一次。

於截至二零零七年三月三十一日止整個年度，本公司已遵守守則之守則條文第A.4.2條，就非執行董事（包括獨立非執行董事）之更新任期接到彼等之書面確認，以使各董事（包括按特定任期獲委任者）須至少每三年輪值退任一次，而根據公司細則，於每次股東週年大會上，本公司其時三分之一之董事須輪值退任，以使各董事須至少每三年於股東週年大會輪值退任一次。

薪酬委員會

董事會已成立薪酬委員會，並書面訂明職權範圍，清楚界定其職責、職權及職能。於本報告日期，薪酬委員會成員為王志強先生（薪酬委員會主席）、陳佛恩先生及郭嘉立先生。除執行董事陳佛恩先生外，薪酬委員會成員均為獨立非執行董事。

CORPORATE GOVERNANCE REPORT

企業管治報告書

REMUNERATION COMMITTEE (Cont'd)

The main responsibilities of the Remuneration Committee include making recommendations to the Board on the Company's policy and structure for all remuneration of directors and senior management, establishing a formal and transparent procedure for developing policy on such remuneration and reviewing and determining the remuneration packages of the executive directors and senior management. The terms of reference of the Remuneration Committee, which follow closely with the requirements of the Code and have been adopted by the Board, are posted on the Company's website. The Remuneration Committee has been provided with sufficient resources to discharge its duties.

The Remuneration Committee convened three committee meetings during the year ended 31st March, 2007. The major issues discussed and resolved during these meetings included: considering and recommending the amount of directors' fees for the shareholders' approval at the Company's annual general meeting; reviewing and approving the remuneration packages of the executive directors of the Company and senior management of the Group; and making recommendation for the approval by the Board the grant of share options to the directors, employees and other participants of the Company.

Details of the remuneration of the directors are set out in note 11 to the financial statements. During the year under review, no director has involved in deciding his own remuneration.

AUDIT COMMITTEE

The Board has set up the Audit Committee with specific written terms of reference which clearly defined its role, authority and function. As at the date of this report, the members of the Audit Committee are the three independent non-executive directors, namely, Mr. Wong Chi Keung, Alvin (chairman of the Audit Committee), Mr. Kwok Ka Lap, Alva and Mr. Chui Sai Cheong. Mr. Wong Chi Keung, Alvin is a qualified accountant with extensive experience in financial reporting and controls as required by the Listing Rules.

薪酬委員會 (續)

薪酬委員會主要職責包括就本公司有關董事及高級管理人員所有薪酬之政策及結構，向董事會提供推薦意見；就有關薪酬制定政策及審閱並釐定執行董事與高級管理人員之薪酬待遇制定正式及具透明度之程序。薪酬委員會之職權範圍符合守則規定，已獲董事會採納，並載於本公司網站。薪酬委員會獲提供充裕資源履行其職責。

截至二零零七年三月三十一日止年度內，薪酬委員會曾召開三次委員會會議。於該等會議上討論及決定之主要事項包括：考慮及建議董事袍金以供股東於本公司股東週年大會批准；審閱及批准本公司執行董事與本集團高級管理人員之薪酬待遇以及就向本公司董事、僱員及其他參與者授予購股權提出推薦意見以便董事會批准。

董事薪酬詳情載於財務報表附註11。於回顧年度內，概無董事參與決定本身之酬金。

審核委員會

董事會已成立審核委員會，並書面訂明職權範圍，清楚界定其職責、職權及職能。於本報告日期，審核委員會成員為三名獨立非執行董事王志強先生（審核委員會主席）、郭嘉立先生及崔世昌先生。王志強先生為合資格會計師，於財務申報及監控方面具備上市規則所規定之豐富經驗。

CORPORATE GOVERNANCE REPORT

企業管治報告書

AUDIT COMMITTEE (Cont'd)

The principal duties of the Audit Committee include reviewing the Group's interim and final results prior to recommending them to the Board for its approval, appointing, and reviewing the relationship with, the external auditors of the Company and reviewing the Group's financial information and the Group's financial reporting system and internal control procedures. The terms of reference of the Audit Committee, which follow closely with the requirements of the Code and have been adopted by the Board, are posted on the Company's website. The Audit Committee has been provided with sufficient resources to discharge its duties.

During the year ended 31st March, 2007, the Audit Committee held five committee meetings. During these meetings, the Audit Committee had reviewed and made recommendation, for the Board's approval, the draft audited financial statements for the year ended 31st March, 2006 and the draft unaudited interim financial statements for the six months ended 30th September, 2006; had a discussion on the accounting policies and practices which may affect the Group with the management and the external auditors of the Company; made recommendation regarding the re-appointment of external auditors for the shareholders' approval at the Company's annual general meeting and reviewed the fees charged by the external auditors; and the internal control policy of the Company.

The Board and the Audit Committee did not have any differences of opinion during the year ended 31st March, 2007.

FINANCIAL REPORTING

The directors acknowledge their responsibility for preparing the financial statements for each financial period to give a true and fair view of the state of affairs of the Group and of the results and cash flows for that period. In preparing the financial statements for the year ended 31st March, 2007, the directors have selected suitable accounting policies and applied them consistently, made judgments and estimates that are prudent, fair and reasonable and prepared the financial statements on a going concern basis. The Board was not aware of any material uncertainties relating to events or conditions that might cause significant doubt upon the Group's ability to continue as a going concern. The statement of the external auditors of the Company regarding their reporting responsibilities on the financial statements of the Group is set out in the Auditors' Report, which is set out on pages 57 and 58 of this annual report.

審核委員會 (續)

審核委員會主要職責包括於建議董事會批准前審閱本集團之中期及末期業績、委聘外聘核數師及檢討與本公司外聘核數師之關係、審閱本集團之財務資料及本集團之財務申報制度與內部監控程序。審核委員會之職權範圍大致符合守則規定，已獲董事會採納，並載於本公司網站。審核委員會獲提供充裕資源履行其職責。

截至二零零七年三月三十一日止年度內，審核委員會曾舉行五次委員會會議。於該等會議上，審核委員會曾審閱截至二零零六年三月三十一日止年度之經審核財務報表初稿及截至二零零六年九月三十日止六個月之未經審核中期財務報表初稿，並就報表提供推薦意見以便董事會批准；與本公司管理人員及外聘核數師討論可能影響本集團之會計政策與慣例；就續聘外聘核數師提供推薦意見以供股東於本公司股東週年大會批准；檢討外聘核數師所收取費用；及本公司之內部監控政策。

截至二零零七年三月三十一日止年度，董事會與審核委員會並無任何意見分歧。

財務申報

董事知悉彼等就各個財務期間編製財務報表以真實公平地反映本集團之財務狀況及於該等期間之業績與現金流量之責任。於編製截至二零零七年三月三十一日止年度之財務報表時，董事已選定合適會計政策並已貫徹應用以及作出審慎、公平與合理之判斷及估計，並按持續基準編製財務報表。董事會並不知悉有關可能對本集團持續經營之能力構成重大疑問之事件或情況之任何重大不明朗因素。本公司外聘核數師對彼等就本集團財務報表之申報責任之聲明載於本年報第57及58頁。

CORPORATE GOVERNANCE REPORT

企業管治報告書

AUDITORS' REMUNERATION

Messrs. Deloitte Touche Tohmatsu ("Deloitte") were re-appointed by shareholders at the annual general meeting held on 8th September, 2006 as the Company's external auditors until the next annual general meeting. For the year ended 31st March, 2007, the total auditors' remuneration in respect of statutory audit and non-audit services provided by Deloitte is set out below:

Services rendered	所提供服務	Fees paid/payable 已付/應付費用 HK\$'000 港幣千元
Statutory audit fees	法定審核費用	3,676
Fees for non-audit services:	非審核服務費用：	
Ad hoc projects	特別項目	893
Review of interim results	審閱中期業績	533
Review of final results announcement	審閱末期業績公佈	30
Total auditors' remuneration for the year	年內核數師酬金總額	5,132

核數師酬金

德勤•關黃陳方會計師行(「德勤」)於二零零六年九月八日舉行之股東週年大會,獲股東續聘為本公司之外聘核數師,任期至下屆股東週年大會止。截至二零零七年三月三十一日止年度,就德勤所提供法定審核及非審核服務之核數師酬金總額載列如下:

INTERNAL CONTROLS

The Board has overall responsibility for maintaining a sound and effective system of internal control and for reviewing its effectiveness, particularly in respect of the controls on financial, operational, compliance and risk management, to achieve the Company's business strategies and the Group's business operations. The directors of the Company have adopted an internal control policy of the Group, which has been developed with a primary objective of providing general guidance and recommendations on a basic framework of internal control and risk management. The Company's internal control systems include a well-established organisational structure, comprehensive policies and standards, periodic reviews on the implementation of the internal control systems for newly acquired businesses and operational and financial controls on the acquired property investments in Macau and the People's Republic of China. Procedures have been designed to secure assets against unauthorised use or disposition, to ensure maintenance of proper accounting records for the provision of reliable financial information for internal use or for publication, and to ensure compliance with the Group's accounting policies, applicable laws, rules and regulations. The aim of the Group's internal control policy is to provide reasonable, but not absolute, assurance against material misstatement or loss rather than to eliminate risks of failure in operational systems and achievement of the objectives of the Group. The Audit Committee conducted period reviews on the internal audit checklists and reports prepared by the internal audit manager of the Company which are presented to the Board for its consideration and approval.

內部監控

董事會整體負責維持穩健及有效之內部監控制度,並檢討其效能,特別是有關財務、營運、守規及風險管理之監控,致令本公司之業務策略及本集團之業務營運均取得成功。本公司董事已採納本集團之內部監控政策,制定有關政策旨在就內部監控及風險管理提供一般指引及推薦意見。本公司之內部監控制度包括完善之組織架構及全面之政策與準則,定期審閱新收購業務之內部監控系統實施情況乃於澳門及中華人民共和國之已收購物業投資之營運及財務控制狀況,並已制定程序杜絕未經授權使用或棄置資產,並確保就提供可靠財務資料作內部或刊發用途維持完善會計記錄以及確保符合本集團之會計政策、適用法例與規例。本公司之內部監控政策旨在提供合理性並非絕對保證並無重大錯誤陳述或損失以及管理而非消除營運系統及達致本集團目標過程中之疏忽風險。審核委員會已就內部審核清單及由本公司內部審核經理編製之報告進行定期審閱,以提呈董事會供其考慮及批准。

CORPORATE GOVERNANCE REPORT

企業管治報告書

COMMUNICATION WITH SHAREHOLDERS

The Board always strives to maintain an ongoing and transparent communication with all the shareholders of the Company and, in particular, use general meetings as a means to communicate with its shareholders and encourage their participation in the Group's business. In respect of each distinctively separate issue put forward for consideration at a general meeting, a separate resolution is proposed by the Chairman of that meeting. The Chairman of the Board has attended the annual general meeting and was available to answer questions at the meeting. The Company communicates with its shareholders through the publication of annual and interim reports, press announcements, circulars and dissemination of additional information about the Group's activities, business strategies and developments. Such information is also available on the Company's website: <http://www.macauprime.com>. Details of the poll voting procedures complying with the Listing Rules and the By-laws are included in the Company's circulars sent to the shareholders of the Company and in the proceedings of the Company's general meetings. During the year ended 31st March, 2007, some resolutions put forward at the special general meetings had been conducted by way of poll and poll results were published in the newspapers and posted on the websites of the Company and the Stock Exchange in compliance with the requirements of the Listing Rules.

By order of the Board

Yan Ha Hung, Loucia
Company Secretary

Hong Kong, 25th June, 2007

與股東之溝通

董事會致力與本公司全體股東維持持續及高透明度之溝通，特別是透過股東大會與股東溝通，並鼓勵彼等參與本集團之業務。就各項須提呈股東大會考慮之特別個別事項而言，該會議之主席將提呈個別決議案。董事會主席已出席股東週年大會，並可於大會上回答提問。本公司採用各種渠道與股東溝通，包括透過刊發年度及中期報告、報章公佈、通函及有關本集團業務、業務策略及發展之其他資料，該等資料亦載於本公司網站：<http://www.macauprime.com>。遵照上市規則及公司細則規定按股數投票表決之程序詳情，載於本公司致本公司股東之通函及本公司股東大會之會議文件。於截至二零零七年三月三十一日止年度內，於股東特別大會提呈之若干決議案已根據按股數投票之方式投票，而本公司已根據上市規則之規定將投票結果刊載於報章及上載於本公司及聯交所之網站。

承董事會命

公司秘書
忻霞虹

香港，二零零七年六月二十五日

INDEPENDENT AUDITOR'S REPORT

核數師報告書

Deloitte.
德勤

TO THE MEMBERS OF MACAU PRIME PROPERTIES HOLDINGS LIMITED

(incorporated in Bermuda with limited liability)

We have audited the consolidated financial statements of Macau Prime Properties Holdings Limited (the “Company”) and its subsidiaries (collectively referred to as the “Group”) set out on pages 59 to 181, which comprise the consolidated balance sheet as at 31st March, 2007, and the consolidated income statement, the consolidated statement of changes in equity and the consolidated cash flow statement for the year then ended, and a summary of significant accounting policies and other explanatory notes.

DIRECTORS' RESPONSIBILITY FOR THE CONSOLIDATED FINANCIAL STATEMENTS

The directors of the Company are responsible for the preparation and the true and fair presentation of these consolidated financial statements in accordance with Hong Kong Financial Reporting Standards issued by the Hong Kong Institute of Certified Public Accountants and the disclosure requirements of the Hong Kong Companies Ordinance. This responsibility includes designing, implementing and maintaining internal control relevant to the preparation and the true and fair presentation of the consolidated financial statements that are free from material misstatement, whether due to fraud or error; selecting and applying appropriate accounting policies; and making accounting estimates that are reasonable in the circumstances.

**致澳門祥泰地產集團有限公司
列位股東**

(於百慕達註冊成立之有限公司)

本核數師行已完成審核第59至181頁所載澳門祥泰地產集團有限公司(「貴公司」)及其附屬公司(統稱「貴集團」)之綜合財務報表,其中包括於二零零七年三月三十一日之綜合資產負債表及截至該日期止年度之綜合損益表、綜合權益變動表及綜合現金流量表及主要會計政策概要及其他說明附註。

董事就綜合財務報表須承擔之責任

貴公司董事須負責根據香港會計師公會頒佈之香港財務報告準則及香港《公司條例》有關之披露規定編製及真實而公平地列報該等綜合財務報表。這責任包括設計、實施及維護與編製及真實而公平地列報綜合財務報表相關之內部控制,以使綜合財務報表不存在由於欺詐或錯誤而導致之重大錯誤陳述;選擇和應用適當之會計政策;及按情況下作出合理之會計估計。

INDEPENDENT AUDITOR'S REPORT

核數師報告書

AUDITOR'S RESPONSIBILITY

Our responsibility is to express an opinion on these consolidated financial statements based on our audit and to report our opinion solely to you, as a body, in accordance with section 90 of the Bermuda Companies Act, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report. We conducted our audit in accordance with Hong Kong Standards on Auditing issued by the Hong Kong Institute of Certified Public Accountants. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance as to whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and true and fair presentation of the consolidated financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by the directors, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

OPINION

In our opinion, the consolidated financial statements give a true and fair view of the state of affairs of the Group as at 31st March, 2007 and of the Group's profit and cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards and have been properly prepared in accordance with the disclosure requirements of Hong Kong Companies Ordinance.

Deloitte Touche Tohmatsu
Certified Public Accountants
Hong Kong
25th June, 2007

核數師之責任

本行的責任是根據本行的審核對該等綜合財務報表作出意見，本行的報告僅為根據《百慕達公司法》第90節為股東（作為一個團體）而編製，並不為其他任何目的。本行並不就本報告之內容對任何其他人士承擔任何義務或接受任何責任。本行已根據香港會計師公會頒佈之香港審計準則進行審核。這些準則要求本行遵守道德規範，並規劃及執行審核，以合理確定綜合財務報表是否不存有任何重大錯誤陳述。

審核涉及執行程序以獲取有關綜合財務報表所載金額及披露資料之審核憑證。所選定之程序取決於核數師之判斷，包括評估由於欺詐或錯誤而導致綜合財務報表存有重大錯誤陳述之風險。在評估該等風險時，本行考慮與實體編製及真實而公平地列報綜合財務報表相關之內部控制，以設計適當之審核程序，但並非為對實體內部控制之效能發表意見。審核亦包括評價董事所採用之會計政策之合適性及所作出之會計估計之合理性，以及評價綜合財務報表之整體列報方式。

本行相信，本行所獲得之審核憑證是充足和適當地為我們的審核意見提供基礎。

意見

本行認為，該等綜合財務報表均已根據香港財務報告準則真實與公平地反映 貴集團於二零零七年三月三十一日之財政狀況及 貴集團於截至該日止年度之溢利和現金流量，並已按照香港《公司條例》有關之披露規定妥為編製。

德勤•關黃陳方會計師行
執業會計師
香港
二零零七年六月二十五日

CONSOLIDATED INCOME STATEMENT

綜合損益表

(For the year ended 31st March, 2007) (截至二零零七年三月三十一日止年度)

		NOTES 附註	2007 二零零七年 HK\$'000 港幣千元	2006 二零零六年 HK\$'000 港幣千元
Turnover	營業額	6	881,621	842,256
Property sale and rental income	物業銷售及租金收入		5,251	2,198
Golf and leisure income	高爾夫球及消閒收入		52,367	–
Sales of motorcycles	銷售摩托車		13,125	11,756
Sales of medicine and health products	銷售醫療及健康產品		400,638	324,800
			471,381	338,754
Cost of sales	銷售成本		(302,381)	(220,788)
Gross profit	毛利		169,000	117,966
Net income from loan financing	貸款融資淨收入		80,219	–
Net increase (decrease) in fair value of financial assets at fair value through profit or loss	按公平值列賬及計入損益之金融資產公平值增加(減少)淨額		28,623	(2,597)
Other income	其他收入	7	51,448	21,787
Distribution costs	分銷成本		(85,270)	(72,630)
Administrative expenses	行政費用		(121,756)	(50,363)
Other expenses	其他開支		(3,550)	(39)
Compensation for cancellation of call options for acquisition of additional interest in an associate	就註銷收購一間聯營公司額外權益認購期權之補償	19(i)	23,370	–
Impairment loss recognised in respect of goodwill arising from acquisition of subsidiaries	確認就收購附屬公司所產生之商譽減值虧損	17	–	(21,885)
Impairment loss of property, plant and equipment	物業、機械及設備之減值虧損	13	–	(25,851)
Share of results of associates	應佔聯營公司業績		40,916	(5)
Finance costs	財務費用	8	(98,844)	(36,818)
Profit (loss) before taxation	除稅前溢利(虧損)		84,156	(70,435)
Taxation	稅項	9	(10,055)	(2,657)
Profit (loss) for the year	本年度溢利(虧損)	10	74,101	(73,092)

CONSOLIDATED INCOME STATEMENT

綜合損益表

(For the year ended 31st March, 2007) (截至二零零七年三月三十一日止年度)

		NOTE	2007	2006
		附註	二零零七年	二零零六年
			HK\$'000	HK\$'000
			港幣千元	港幣千元
Attributable to:	下列人士應佔:			
Equity holders of the Company	本公司權益持有人		79,091	(72,960)
Minority interests	少數股東權益		(4,990)	(132)
			74,101	(73,092)
Earnings (loss) per share	每股盈利(虧損)	12		
– Basic (HK cents)	– 基本(港仙)		3.7	(17.2)
– Diluted (HK cents)	– 攤薄(港仙)		3.6	N/A不適用

CONSOLIDATED BALANCE SHEET

綜合資產負債表

(At 31st March, 2007) (於二零零七年三月三十一日)

		NOTES 附註	2007 二零零七年 HK\$'000 港幣千元	2006 二零零六年 HK\$'000 港幣千元
Non-current assets	非流動資產			
Property, plant and equipment	物業·機械及設備	13	279,956	38,627
Prepaid lease payments of leasehold land	租賃土地預付租賃 款項	14	96,772	1,375
Premium on prepaid lease payments of leasehold land	租賃土地預付租賃 款項之溢價	15	131,527	–
Intangible assets	無形資產	16	430	2,986
Available-for-sale investments	可供出售投資	18	130,036	–
Interests in associates	於聯營公司之權益	19	93,879	–
Unsecured loans and interest due from associates	聯營公司之無抵押 貸款及應付利息	20	1,234,443	–
Deposit and expenses paid for acquisition of a land use right	收購土地使用權 已付按金及開支	21	41,466	–
Deposits and expenses paid for acquisition of subsidiaries and associates	收購附屬公司及聯營 公司已付按金及 開支	22	90,675	253,964
Deposits and expenses paid for acquisition of investment properties	收購投資物業已付 按金及開支	23	27,125	–
Other loan receivables	其他應收貸款	24	9,634	4,635
			2,135,943	301,587
Current assets	流動資產			
Inventories	存貨	25	76,919	70,859
Properties held for sale	持作銷售物業		58,536	58,536
Properties under development	發展中物業	25	11,296	–
Financial assets at fair value through profit or loss	按公平值列賬及計入 損益之金融資產	26	66,725	9,043
Debtors, deposits and prepayments	應收賬款·按金及 預付款項	27	476,727	193,365
Other loan receivables	其他應收貸款	24	256,495	59,314
Prepaid lease payments of leasehold land	租賃土地預付租賃 款項	14	2,480	30
Amounts due from associates	應收聯營公司款項	20	68	–
Tax recoverable	可退回稅款		1,506	–
Pledged bank deposits	已抵押銀行存款	28	40,783	3,000
Bank balances and cash	銀行結餘及現金	28	254,622	705,480
			1,246,157	1,099,627

CONSOLIDATED BALANCE SHEET

綜合資產負債表

(At 31st March, 2007) (於二零零七年三月三十一日)

	NOTES 附註	2007 二零零七年 HK\$'000 港幣千元	2006 二零零六年 HK\$'000 港幣千元
Current liabilities	流動負債		
Creditors, deposits and accrued charges	應付賬款、按金及 應計開支	158,947	70,237
Tax payable	應繳稅項	12,340	1,273
Obligations under finance leases – due within one year	一年內到期之融資 租賃承擔	24	143
Convertible note payables	可換股票據應付款項	7,945	221
Amounts due to minority shareholders of subsidiaries	應付附屬公司少數 股東款項	1,884	–
Dividend payable to a minority shareholder of a subsidiary	應付一附屬公司 一少數股東股息	2,354	–
Bank borrowings – due within one year	一年內償還之銀行 借貸	111,439	45,170
Unsecured loans from minority shareholders of subsidiaries	附屬公司少數股東之 無抵押貸款	4,515	–
Unsecured loan from a related company	一間關連公司之 無抵押貸款	1,616	–
		301,064	117,044
Net current assets	淨流動資產	945,093	982,583
Total assets less current liabilities	總資產減流動負債	3,081,036	1,284,170
Non-current liabilities	非流動負債		
Obligations under finance leases – due after one year	一年後到期之融資 租賃承擔	71	96
Bank borrowings – due after one year	一年後償還之銀行 借貸	8,081	–
Convertible note payables	可換股票據應付款項	1,360,455	838,241
Deferred tax liabilities	遞延稅項負債	40,609	–
		1,409,216	838,337
		1,671,820	445,833

CONSOLIDATED BALANCE SHEET

綜合資產負債表

(At 31st March, 2007) (於二零零七年三月三十一日)

		NOTE 附註	2007 二零零七年 HK\$'000 港幣千元	2006 二零零六年 HK\$'000 港幣千元
Capital and reserves	股本及儲備			
Share capital	股本	37	23,123	6,314
Reserves	儲備		1,598,516	438,703
Equity attributable to the equity holders of the Company	本公司權益持有人應佔權益		1,621,639	445,017
Minority interests	少數股東權益		50,181	816
			1,671,820	445,833

The consolidated financial statements on pages 59 to 181 were approved and authorised for issue by the Board of Directors on 25th June, 2007 and are signed on its behalf by:

第59至181頁所載綜合財務報表已於二零零七年六月二十五日由董事會批准及授權刊發，並由下列董事代表簽署：

Cheung Hon Kit

張漢傑

Chairman

主席

Cheung Chi Kit

張志傑

Executive Director

執行董事

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

綜合權益變動表

(For the year ended 31st March, 2007) (截至二零零七年三月三十一日止年度)

		Attributable to equity holders of the Company 本公司權益持有人應佔部分													
		Convertible										Minority interests		Total	
		Share capital	Share premium	Capital redemption reserve	Convertible equity reserve	Share-based payment reserve	Available-for-sale investments	Other reserve	Special reserve	Revaluation reserve	Translation reserve	Accumulated profits	Total	少數股東權益	Total
		股本	股份溢價	股本贖回儲備	可換股票據股本儲備	股份付款儲備	可供出售投資儲備	其他儲備	特別儲備	重估儲備	換算儲備	累計溢利	總計	權益	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	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	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元
								(note i) (附註i)	(note ii) (附註ii)						
At 1st April, 2005, as restated	於二零零五年四月一日，重列	3,610	102,357	646	3,120	-	-	32,308	(8,908)	-	627	115,044	248,804	-	248,804
Exchange differences arising on translation of foreign operations and income recognised directly in equity	換算外國業務之匯兌差額及於股本權益直接確認之收入	-	-	-	-	-	-	-	-	-	1,669	-	1,669	24	1,693
Loss for the year	本年度虧損	-	-	-	-	-	-	-	-	-	-	(72,960)	(72,960)	(132)	(73,092)
Total recognised income and expenses for the year	本年度已確認收入及開支總額	-	-	-	-	-	-	-	-	-	1,669	(72,960)	(71,291)	(108)	(71,399)
Recognition of equity component of convertible notes	確認可換股票據之股本部分	-	-	-	160,914	-	-	-	-	-	-	-	160,914	-	160,914
Conversion of convertible notes	兌換可換股票據	2,704	110,867	-	(6,981)	-	-	-	-	-	-	-	106,590	-	106,590
Capital contribution of minority shareholders	少數股東注資	-	-	-	-	-	-	-	-	-	-	-	-	924	924
At 31st March, 2006	於二零零六年三月三十一日	6,314	213,224	646	157,053	-	-	32,308	(8,908)	-	2,296	42,084	445,017	816	445,833
Exchange differences arising on translation of foreign operations	換算外國業務之匯兌差額	-	-	-	-	-	-	-	-	-	8,068	-	8,068	5,077	13,145
Gain on fair value changes of available-for-sale investments	可供出售投資公平值變動收益	-	-	-	-	-	3,481	-	-	-	-	-	3,481	-	3,481
Income recognised directly in equity	於股本權益直接確認之收入	-	-	-	-	-	3,481	-	-	-	8,068	-	11,549	5,077	16,626
Profit for the year	本年度溢利	-	-	-	-	-	-	-	-	-	-	79,091	79,091	(4,990)	74,101

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

綜合權益變動表

(For the year ended 31st March, 2007) (截至二零零七年三月三十一日止年度)

		Attributable to equity holders of the Company 本公司權益持有人應佔部分													
		Convertible										Minority interests			
		Share capital	Share premium	Capital redemption reserve	Convertible loan notes equity reserve	Share-based payment reserve	Available-for-sale investments reserve	Other reserve	Special reserve	Revaluation reserve	Translation reserve	Accumulated profits	Total	Minority interests	Total
		股本	股份溢價	股本贖回儲備	可換股票據股本儲備	股份付款儲備	可供出售投資儲備	其他儲備	特別儲備	重估儲備	換算儲備	累計溢利	總計	少數股東權益	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	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	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元
								(note i) (附註i)	(note ii) (附註ii)						
Total recognised income and expenses for the year	本年度已確認收入及開支總額	-	-	-	-	-	3,481	-	-	-	8,068	79,091	90,640	87	90,727
Transfer (note i)	轉撥(附註i)	-	-	-	-	-	-	(32,308)	-	-	-	32,308	-	-	-
Recognition of equity component of convertible notes	確認可換股票據之股本部分	-	-	-	274,644	-	-	-	-	-	-	-	274,644	-	274,644
Conversion of convertible notes	兌換可換股票據	8,953	393,688	-	(63,393)	-	-	-	-	-	-	-	339,248	-	339,248
Issue of shares	發行股份	8,334	491,666	-	-	-	-	-	-	-	-	-	500,000	-	500,000
Expenses incurred in connection with issue of shares	發行股份產生之開支	-	(12,908)	-	-	-	-	-	-	-	-	-	(12,908)	-	(12,908)
Repurchase and cancellation of shares	購回及註銷股份	(478)	(19,615)	478	-	-	-	-	-	-	-	(478)	(20,093)	-	(20,093)
Recognition of equity-settled share-based payments	確認以股權結算以股份形式付款	-	-	-	-	3,296	-	-	-	-	-	-	3,296	-	3,296
Dividend payable to a minority shareholder	應付少數股東股息	-	-	-	-	-	-	-	-	-	-	-	-	(2,354)	(2,354)
Acquired on acquisition of subsidiaries (note 39)	於收購附屬公司時購入(附註39)	-	-	-	-	-	-	-	-	1,795	-	-	1,795	51,632	53,427
At 31st March, 2007	於二零零七年三月三十一日	23,123	1,066,055	1,124	368,304	3,296	3,481	-	(8,908)	1,795	10,364	153,005	1,621,639	50,181	1,671,820

Notes:

附註:

- | | |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------|
| <p>(i) Other reserve of the Group represents net balance from capital reduction, cancellation of share premium and set-off against the deficit pursuant to the capital reorganisation on 15th April, 2003. Pursuant to a resolution of the Directors passed on 29th September, 2006, the amount of other reserve was transferred to the accumulated profits.</p> | <p>(i) 本集團其他儲備為根據於二零零三年四月十五日之股本重組削減股本、註銷股份溢價及抵銷虧絀所得淨額。根據董事於二零零六年九月二十九日通過之決議案，其他儲備金額已轉撥至累計溢利。</p> |
| <p>(ii) Special reserve of the Group represents the difference between the nominal value of the share capital of the subsidiaries acquired and the nominal amount of the share capital of the Company issued as consideration under the group reorganisation in 1994.</p> | <p>(ii) 本集團特別儲備為本公司根據於一九九四年集團重組所收購附屬公司之股本面值與本公司發行作為代價之股本面值兩者之差額。</p> |

CONSOLIDATED CASH FLOW STATEMENT

綜合現金流量表

(For the year ended 31st March, 2007) (截至二零零七年三月三十一日止年度)

		2007 二零零七年 HK\$'000 港幣千元	2006 二零零六年 HK\$'000 港幣千元
OPERATING ACTIVITIES	經營業務		
Profit (loss) before taxation	除稅前溢利(虧損)	84,156	(70,435)
Adjustments for:	調整項目:		
Finance costs	財務費用	98,844	36,818
Share of results of associates	應佔聯營公司業績	(40,916)	5
Allowance for (reversal of) amounts due from associates	應收聯營公司款項撥備(回撥)	1	(3)
Amortisation of intangible assets	無形資產攤銷	225	171
Bank interest income	銀行利息收入	(33,942)	(19,323)
Depreciation of property, plant and equipment	物業、機械及設備折舊	20,797	10,246
Allowance for inventories	存貨撥備	10,870	5,964
Amortisation of prepaid lease payments of leasehold land	租賃土地預付租賃款項攤銷	1,984	30
Amortisation of premium on prepaid lease payments of leasehold land	租賃土地預付租賃款項溢價攤銷	2,502	-
Discount on acquisition of subsidiaries	收購附屬公司折讓	(4,207)	-
Dividend income received from an associate	已收一間聯營公司之股息收入	(7,452)	-
Compensation of cancellation of call options for acquisition of additional interest in an associate	就註銷收購一間聯營公司額外權益認購期權之補償	(23,370)	-
Equity-settled share-based payments expense	以股權結算以股份形式付款之開支	3,296	-
Impairment loss recognised in respect of goodwill arising from acquisition of subsidiaries	就收購附屬公司所產生商譽確認減值虧損	-	21,885
Impairment loss of property, plant and equipment	物業、機械及設備之減值虧損	-	25,851
Loss on disposal of property, plant and equipment	出售物業、機械及設備之虧損	235	544
Write-off of intangible assets	撇銷無形資產	2,550	299
Net (increase) decrease in fair value of financial assets at fair value through profit or loss	按公平值列賬及計入損益之金融資產公平值(增加)減少淨額	(28,623)	2,597

CONSOLIDATED CASH FLOW STATEMENT

綜合現金流量表

(For the year ended 31st March, 2007) (截至二零零七年三月三十一日止年度)

		2007 二零零七年 HK\$'000 港幣千元	2006 二零零六年 HK\$'000 港幣千元
Operating cash flows before movements in working capital	未計營運資金變動前之經營業務現金流量	86,950	14,649
Increase in unsecured loans to associates	向聯營公司提供無抵押貸款增加	(1,010,606)	-
Increase in other loan receivables	其他應收貸款增加	(202,180)	(32,449)
(Increase) decrease in amounts due from associates	應收聯營公司款項(增加)減少	(69)	3
Increase in inventories	存貨增加	(15,178)	(17,543)
Decrease in properties held for sale	持作銷售物業減少	213	-
Increase in properties under development	發展中物業增加	(5,696)	-
Increase in financial assets at fair value through profit or loss	按公平值列賬及計入損益之金融資產增加	(29,059)	(1,351)
Increase in debtors, deposits and prepayments	應收賬款·按金及預付款項增加	(18,440)	(341)
Increase in creditors, deposits and accrued charges	應付賬款·按金及應計開支增加	33,070	9,449
Cash used in operations	經營所用現金	(1,160,995)	(27,583)
Hong Kong Profits Tax paid	已繳香港利得稅	(34)	(5)
Overseas taxation paid	已繳海外稅項	(1,930)	(2,420)
Interest paid	已付利息	(9,744)	(6,686)
NET CASH USED IN OPERATING ACTIVITIES	經營業務所耗現金淨額	(1,172,703)	(36,694)

CONSOLIDATED CASH FLOW STATEMENT

綜合現金流量表

(For the year ended 31st March, 2007) (截至二零零七年三月三十一日止年度)

		NOTE 附註	2007 二零零七年 HK\$'000 港幣千元	2006 二零零六年 HK\$'000 港幣千元
INVESTING ACTIVITIES	投資業務			
Refundable earnest money received	已收可予退還誠意金		140,000	–
Interest received	已收利息		19,630	14,682
Proceeds from disposal of property, plant and equipment	出售物業、機械及設備 所得款項		135	1,146
Refundable earnest money paid	已付可予退還誠意金		(352,075)	(150,136)
Purchase of available-for-sale investments	收購可供出售投資		(126,555)	–
Acquisition of subsidiaries (net of cash and cash equivalents acquired)	收購附屬公司(扣除 所收購現金及 現金等值項目)	39	(120,315)	(1,297)
Deposits and expenses paid for acquisition of subsidiaries and associates	收購附屬公司及 聯營公司已付按金 及開支		(90,675)	(253,964)
Purchase of property, plant and equipment	購入物業、機械及設備		(44,019)	(10,172)
Deposit and expenses paid for acquisition of a land use right	收購一土地使用權已付 按金及開支		(41,466)	–
Increase in pledged bank deposits	已抵押銀行存款增加		(37,783)	–
Deposit and expenses paid for acquisition of investment properties	收購投資物業已付 按金及開支		(27,125)	–
Acquisition of associates	收購聯營公司		(4,942)	(5)
Development cost incurred	已產生開發成本		(219)	(1,441)
NET CASH USED IN INVESTING ACTIVITIES	投資業務所耗現金淨額		(685,409)	(401,187)

CONSOLIDATED CASH FLOW STATEMENT

綜合現金流量表

(For the year ended 31st March, 2007) (截至二零零七年三月三十一日止年度)

		2007 二零零七年 HK\$'000 港幣千元	2006 二零零六年 HK\$'000 港幣千元
FINANCING ACTIVITIES	融資業務		
Net proceeds from issue of convertible notes	發行可換股票據 所得款項淨額	981,730	988,867
Proceeds from issue of shares	發行股份所得款項	500,000	-
New bank borrowings raised	新增銀行借貸	37,815	264
Advance from minority shareholders of subsidiaries	附屬公司少數股東之 墊款	507	-
Unsecured loan from a related company	一間關連公司之無抵押貸款	67	-
Capital contribution of minority shareholders	少數股東注資	-	924
Repayment of unsecured other borrowings	償還其他無抵押借貸	(36,565)	-
Repayment of unsecured loan from a director	償還一名董事之無抵押貸款	(3,998)	-
Repayment of loans from minority shareholders of subsidiaries	償還附屬公司少數股東之 貸款	(30,386)	-
Share repurchase and cancellation	購回及註銷股份	(20,093)	-
Expenses paid in connection with issue of shares	發行股份已付之開支	(12,908)	-
Repayment of bank borrowings	償還銀行借貸	(10,939)	(22,865)
Repayment of obligations under finance leases	償還融資租賃承擔	(144)	(12)
Repayment of promissory notes	償還承兌票據	-	(13,000)
NET CASH FROM FINANCING ACTIVITIES	融資業務所得 現金淨額	1,405,086	954,178
NET (DECREASE) INCREASE IN CASH AND CASH EQUIVALENTS	現金及現金等值項目 (減少) 增加淨額	(453,026)	516,297
CASH AND CASH EQUIVALENTS AT 1ST APRIL	於四月一日之現金及 現金等值項目	705,480	187,980
EFFECT OF FOREIGN EXCHANGE RATE CHANGES	外匯變動之影響	2,168	1,203
CASH AND CASH EQUIVALENTS AT 31ST MARCH, representing bank balances and cash	於三月三十一日之現金 及現金等值項目， 指銀行結餘及現金	254,622	705,480

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

(For the year ended 31st March, 2007) (截至二零零七年三月三十一日止年度)

1. GENERAL

The Company is incorporated in Bermuda as an exempted company with limited liability and its shares are listed on The Stock Exchange of Hong Kong Limited (the "Stock Exchange"). The address of the registered office of the Company is Clarendon House, Church Street, Hamilton HM 11, Bermuda and the principal place of business of the Company is 29th Floor, Paul Y. Centre, 51 Hung To Road, Kwun Tong, Kowloon, Hong Kong.

The consolidated financial statements are prepared in Hong Kong dollars, which is the same as the functional currency of the Company.

The Company is an investment holding company. The principal activities of the Group are property development and investment in Macau, the People's Republic of China (the "PRC") and Hong Kong, development and operation of golf resort and hotel in the PRC, trading of motorcycles, securities investment, loan financing services and manufacture and trading of medicine and health products. The activities of its principal subsidiaries are set out in note 48.

2. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS

In the current year, the Group has applied, for the first time, a number of new standards, amendment and interpretations ("new HKFRSs") issued by the Hong Kong Institute of Certified Public Accountants (the "HKICPA"), which are effective for accounting periods beginning on or after 1st December, 2005, 1st January, 2006 or 1st March, 2006. The adoption of the new HKFRSs had no material effect on how the results and financial position for the current or prior accounting periods have been prepared and presented. Accordingly, no prior period adjustment has been required.

1. 一般資料

本公司為於百慕達註冊成立之獲豁免有限公司，其股份於香港聯合交易所有限公司（「聯交所」）上市。本公司之註冊辦事處地址為Clarendon House, Church Street, Hamilton HM 11, Bermuda，而本公司主要營業地點位於香港九龍觀塘鴻圖道51號保華企業中心29樓。

綜合財務報表乃以本公司功能貨幣港幣編製。

本公司為投資控股公司。本集團之主要業務為於澳門、中華人民共和國（「中國」）及香港從事物業發展及投資、於中國發展及經營高爾夫球度假村及酒店、買賣摩托車、證券投資、貸款融資服務、及製造及買賣醫藥及健康產品。其主要附屬公司之業務載於附註48。

2. 應用新訂及經修訂香港財務報告準則

於本年度，本集團首次應用多項由香港會計師公會（「香港會計師公會」）頒佈並於二零零五年十二月一日、二零零六年一月一日或二零零六年三月一日或之後開始之會計期間生效之若干新準則、修訂及詮釋（「新香港財務報告準則」）。採納新香港財務報告準則對已編製及呈列目前或過往會計期間之業績及財務狀況概無重大影響。因此，概不須作出過往期間調整。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

(For the year ended 31st March, 2007) (截至二零零七年三月三十一日止年度)

2. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (Cont'd)

The Group has not early applied the following new standards, amendment or interpretations that have been issued but are not yet effective. The Directors of the Company anticipate that the application of these new standards, amendment or interpretations will have no material impact on the results and the financial position of the Group.

Hong Kong Accounting Standard ("HKAS") 1 (Amendment)	Capital Disclosures ¹
HKFRS 7	Financial Instruments: Disclosures ¹
HKFRS 8	Operating Segments ²
HK(IFRIC) – INT 8	Scope of HKFRS 2 ³
HK(IFRIC) – INT 9	Reassessment of Embedded Derivatives ⁴
HK(IFRIC) – INT 10	Interim Financial Reporting and Impairment ⁵
HK(IFRIC) – INT 11	HKFRS 2: Group and Treasury Share Transactions ⁶
HK(IFRIC) – INT 12	Service Concession Arrangements ⁷

- ¹ Effective for annual periods beginning on or after 1st January, 2007
- ² Effective for annual periods beginning on or after 1st January, 2009
- ³ Effective for annual periods beginning on or after 1st May, 2006
- ⁴ Effective for annual periods beginning on or after 1st June, 2006
- ⁵ Effective for annual periods beginning on or after 1st November, 2006
- ⁶ Effective for annual periods beginning on or after 1st March, 2007
- ⁷ Effective for annual periods beginning on or after 1st January, 2008

2. 應用新訂及經修訂香港財務報告準則 (續)

本集團並未提早應用以下已頒佈但尚未生效之新準則、修訂或詮釋。本公司之董事預期，應用該等新準則、修訂或詮釋將不會對本集團之業績及財務狀況造成重大影響。

香港會計準則第1號 (「香港會計準則」) (經修訂)	資本披露 ¹
香港財務報告準則第7號	金融工具：披露 ¹
香港財務報告準則第8號	經營分部 ²
香港(國際財務報告詮釋委員會) – 詮釋第8號	香港財務報告準則第2號的範圍 ³
香港(國際財務報告詮釋委員會) – 詮釋第9號	重估嵌入式衍生工具 ⁴
香港(國際財務報告詮釋委員會) – 詮釋第10號	中期財務報告及減值 ⁵
香港(國際財務報告詮釋委員會) – 詮釋第11號	香港財務報告準則第2號：集團及庫存股份交易 ⁶
香港(國際財務報告詮釋委員會) – 詮釋第12號	服務經營權安排 ⁷

- ¹ 於二零零七年一月一日或以後開始之年度期間生效
- ² 於二零零九年一月一日或以後開始之年度期間生效
- ³ 於二零零六年五月一日或以後開始之年度期間生效
- ⁴ 於二零零六年六月一日或以後開始之年度期間生效
- ⁵ 於二零零六年十一月一日或以後開始之年度期間生效
- ⁶ 於二零零七年三月一日或以後開始之年度期間生效
- ⁷ 於二零零八年一月一日或以後開始之年度期間生效

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

(For the year ended 31st March, 2007) (截至二零零七年三月三十一日止年度)

3. SIGNIFICANT ACCOUNTING POLICIES

The consolidated financial statements have been prepared on the historical cost basis except for certain financial instruments, which are measured at fair values, as explained in the accounting policies set out below.

The consolidated financial statements have been prepared in accordance with Hong Kong Financial Reporting Standards issued by the HKICPA. In addition, the consolidated financial statements include applicable disclosures required by the Rules Governing the Listing of Securities on the Stock Exchange and by the Hong Kong Companies Ordinance.

Basis of consolidation

The consolidated financial statements incorporate the financial statements of the Company and entities controlled by the Company (its subsidiaries). Control is achieved where the Company has the power to govern the financial and operating policies of an entity so as to obtain benefits from its activities.

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

Where necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies in line with those used by other members of the Group.

All intra-group transactions, balances, income and expenses are eliminated on consolidation.

Minority interests in the net assets of consolidated subsidiaries are presented separately from the Group's equity therein. Minority interests in the net assets consist of the amount of those interests at the date of the original business combination and the minority's share of changes in equity since the date of the combination. Losses applicable to the minority in excess of the minority's interest in the subsidiary's equity are allocated against the interests of the Group except to the extent that the minority has a binding obligation and is able to make an additional investment to cover the losses.

3. 主要會計政策

除如下文所載會計政策所述若干金融工具按公平值計量外，綜合財務報表乃根據歷史成本法編製。

綜合財務報表乃按香港會計師公會頒佈之香港財務報告準則而編製。此外，綜合財務報表包括聯交所證券上市規則及公司條例規定之適當披露。

綜合基準

綜合財務報表合併本公司及本公司控制實體（其附屬公司）之財務報表。當本公司擁有決定一實體之財務及營運政策之權力，並從而透過其活動取得利益時即被視為取得控制權。

於年內收購或出售之附屬公司業績乃自收購生效日期起或直至出售生效日期止（視情況而定）計入綜合損益表。

倘有需要時將對附屬公司之財務報表作出調整，藉此令其會計政策與本集團其他成員公司所採用者相符。

集團內公司間之所有交易、結餘及收支均已於綜合賬目時對銷。

少數股東於綜合附屬公司資產淨值之權益與本集團於當中之權益分開呈列。少數股東於資產淨值之權益包括於原本業務合併日期之權益及少數股東自合併日期後應佔權益變動。少數股東應佔虧損超出少數股東於該附屬公司股本權益之差額乃分配至本集團權益，惟倘少數股東具有約束力責任及能夠作出額外投資彌償有關虧損則除外。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

(For the year ended 31st March, 2007) (截至二零零七年三月三十一日止年度)

3. SIGNIFICANT ACCOUNTING POLICIES 3. 主要會計政策 (續)

(Cont'd)

Business combinations

The acquisition of subsidiaries is accounted for using the purchase method. The cost of the acquisition is measured at the aggregate of the fair values, at the date of exchange, of assets given, liabilities incurred or assumed, and equity instruments issued by the Group in exchange for control of the acquiree, plus any costs directly attributable to the business combination. The acquiree's identifiable assets, liabilities and contingent liabilities that meet the conditions for recognition under HKFRS 3 "Business Combinations" are recognised at their fair values at the acquisition date.

Goodwill arising on acquisition is recognised as an asset and initially measured at cost, being the excess of the cost of the business combination over the Group's interest in the net fair value of the identifiable assets, liabilities and contingent liabilities recognised. If, after reassessment, the Group's interest in the net fair value of the acquiree's identifiable assets, liabilities and contingent liabilities exceeds the cost of the business combination, the excess is recognised immediately in profit or loss.

The interest of minority shareholders in the acquiree is initially measured at the minority's proportion of the net fair value of the assets, liabilities and contingent liabilities recognised.

Goodwill

Goodwill arising on acquisitions prior to 1st January, 2005

Goodwill arising on an acquisition of a subsidiary for which the agreement date is before 1st January, 2005 represents the excess of the cost of acquisition over the Group's interest in the fair value of the identifiable assets and liabilities of the relevant subsidiary at the date of acquisition.

For previously capitalised goodwill arising on acquisitions after 1st January, 2001, the Group has discontinued amortisation from 1st April, 2005 onwards, and such goodwill is tested for impairment annually, and whenever there is an indication that the cash generating unit to which the goodwill relates may be impaired.

業務合併

收購附屬公司乃以採購法入賬。收購成本以於交易日期本集團為交換被收購方之控制權所給予資產、所產生或承擔債項及所發行之股本工具之公平值之總和加上任何直接因業務合併產生之成本計量。符合香港財務報告準則第3號「業務合併」之確認條件之被收購方之可識別資產、負債及或然負債於收購日期以其公平值確認。

收購產生之商譽確認為資產及最初以成本計量，即業務合併成本超出本集團於已確認可識別資產、負債及或然負債之公平淨值之權益。倘於重估後，本集團於被收購方之可識別資產、負債及或然負債之公平淨值之權益超出業務合併之成本，則超出金額即時確認為損益。

於被收購方之少數股東權益最初以少數股東所佔已確認可識別資產、負債及或然負債之公平淨值比例計量。

商譽

於二零零五年一月一日前收購產生之商譽

協議日期為二零零五年一月一日前收購附屬公司產生之商譽乃指收購成本超出本集團於收購日期應佔有關附屬公司之可識別資產與負債公平值權益之數額。

就於二零零一年一月一日後之收購所產生先前已撥充資本之商譽，本集團已自二零零五年四月一日起終止攤銷，而該等商譽須每年檢測減值，並於有跡象顯示商譽相關現金產生單位可能減值時檢測減值。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

(For the year ended 31st March, 2007) (截至二零零七年三月三十一日止年度)

3. SIGNIFICANT ACCOUNTING POLICIES 3. 主要會計政策 (續)

(Cont'd)

Goodwill (Cont'd)

Goodwill arising on acquisitions on or after 1st January, 2005

Goodwill arising on the acquisition of a subsidiary for which the agreement date is on or after 1st January, 2005 represents the excess of the cost of acquisition over the Group's interests in the fair value of the identifiable assets, liabilities and contingent liabilities of the relevant subsidiary at the date of acquisition. Such goodwill is carried at cost less any accumulated impairment losses.

Goodwill arising on an acquisition of a subsidiary is presented separately in the consolidated balance sheet.

For the purposes of impairment testing, goodwill arising from an acquisition is allocated to each of the relevant cash-generating units, or groups of cash-generating units, that are expected to benefit from the synergies of the acquisition. A cash-generating unit to which goodwill has been allocated is tested for impairment annually, and whenever there is an indication that the unit may be impaired. For goodwill arising on an acquisition in a financial year, the cash-generating unit to which goodwill has been allocated is tested for impairment before the end of that financial year. When the recoverable amount of the cash-generating unit is less than the carrying amount of the unit, the impairment loss is allocated to reduce the carrying amount of any goodwill allocated to the unit first, and then to the other assets of the unit pro rata on the basis of the carrying amount of each asset in the unit. Any impairment loss for goodwill is recognised directly in the consolidated income statement. An impairment loss for goodwill is not reversed in subsequent periods.

On subsequent disposal of a subsidiary, the attributable amount of goodwill capitalised is included in the determination of the amount of profit or loss on disposal.

商譽 (續)

於二零零五年一月一日或之後收購產生之商譽

協議日期為二零零五年一月一日或之後收購附屬公司產生之商譽乃指收購成本超出本集團於收購日期應佔有關附屬公司之可識別資產、負債及或然負債公平價值權益之數額。有關商譽乃按成本減任何累計減值虧損列賬。

收購附屬公司產生之商譽於綜合資產負債表獨立呈列。

就減值檢測而言，因收購產生之商譽分配至預期受惠於自收購所產生協同效益之各有關現金產生單位或一組現金產生單位。經分配商譽之現金產生單位須每年檢測減值，並於有跡象顯示該單位可能減值時檢測減值。就於任何財政年度因收購產生之商譽而言，經分配商譽之現金產生單位須於該財政年度結束前檢測減值。倘現金產生單位之可收回數額少於該單位之賬面值，則減值虧損先用作減低任何分配至該單位之商譽賬面值，其後則按該單位內各項資產賬面值之比例分配至該單位之其他資產。商譽減值虧損直接於綜合損益表確認。商譽減值虧損不會於往後期間撥回。

倘其後出售附屬公司，就出售釐定損益金額時會計入已撥充資本之商譽應佔金額。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

(For the year ended 31st March, 2007) (截至二零零七年三月三十一日止年度)

3. SIGNIFICANT ACCOUNTING POLICIES 3. 主要會計政策 (續)

(Cont'd)

Interest in associates

An associate is an entity over which the investor has significant influence and that is neither a subsidiary nor an interest in a joint venture.

The results and assets and liabilities of associates are incorporated in these consolidated financial statements using the equity method of accounting. Under the equity method, investments in associates are carried in the consolidated balance sheet at cost as adjusted for post-acquisition changes in the Group's share of the net assets of the associate, less any identified impairment loss. When the Group's share of losses of an associate equals or exceeds its interest in that associate (which includes any long-term interests that, in substance, form part of the Group's net investment in the associate), the Group discontinues recognising its share of further losses. An additional share of losses is provided for and a liability is recognised only to the extent that the Group has incurred legal or constructive obligations or made payments on behalf of that associate.

Goodwill arising on acquisitions on or after 1st January, 2005

Any excess of the cost of acquisition over the Group's share of the net fair value of the identifiable assets, liabilities and contingent liabilities of the associate recognised at the date of acquisition is recognised as goodwill. The goodwill is included within the carrying amount of the investment and is assessed for impairment as part of the investment.

Any excess of the Group's share of the net fair value of the identifiable assets, liabilities and contingent liabilities over the cost of acquisition, after reassessment, is recognised immediately in profit or loss.

Where a group entity transacts with an associate of the Group, profits and losses are eliminated to the extent of the Group's interest in the relevant associate.

於聯營公司之權益

聯營公司為投資者具有重大影響而並非附屬公司或於合營企業之權益之實體。

聯營公司之業績及資產與負債以權益會計法計入此等綜合財務報表內。根據權益法，於聯營公司之投資乃按成本（並就本集團於收購後應佔聯營公司資產淨值扣除任何減值虧損作出調整）減任何已識別減值虧損計入綜合資產負債表。當本集團應佔聯營公司虧損相當於或超出其於該聯營公司之權益（包括任何本質上組成本集團於該聯營公司投資淨額部分之長期權益）時，本集團終止確認其應佔進一步虧損。本集團會就應佔額外虧損提供撥備，並僅就本集團代表該聯營公司所產生法定或推定責任或所作付款確認負債。

於二零零五年一月一日或之後收購產生之商譽

任何收購成本超出本集團應佔於收購日期確認之聯營公司可識別資產、負債及或然負債之公平淨值之金額確認為商譽。商譽計入投資之賬面值及作為投資一部份評估減值。

任何本集團應佔可識別資產、負債及或然負債之公平淨值超出收購成本經重估後即時確認為損益。

當集團實體與本集團聯營公司進行交易時，損益會與本集團於有關聯營公司之權益對銷。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

(For the year ended 31st March, 2007) (截至二零零七年三月三十一日止年度)

3. SIGNIFICANT ACCOUNTING POLICIES 3. 主要會計政策 (續)

(Cont'd)

Revenue recognition

Revenue is measured at the fair value of the consideration received or receivable and represents amounts receivable for goods sold and services provided in the normal course of business, net of discounts and sales related taxes.

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

Revenue in relation to hotel and golf club operations are recognised when the services are provided.

Golf club subscription fees are recognised on an accrual basis.

Golf club membership transfer fees are recognised upon approval of the transfer by the management committee of the golf operations.

Building management fee income is recognised over the relevant period in which the services are rendered.

Sales of securities investments are recognised when the related bought and sold notes are executed.

Sale of trading properties is recognised on the execution of a binding sales agreement.

Interest income from a financial asset is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts the estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount.

收益確認

收益乃按已收或應收代價之公平值計量，代表就於日常業務過程中提供之產品及服務應收及扣除貼現及銷售相關稅項之金額。

銷售貨物於貨物交付及擁有權轉讓時確認。

經營酒店及高爾夫球會之收益於提供服務時確認。

高爾夫球會會費按應計制確認。

高爾夫球會轉會費於高爾夫球業務之管理委員會批准轉會時確認。

樓宇管理費收入於提供服務之相關期間確認。

銷售證券投資於完成有關買入及賣出票據時確認。

待售物業之收入於簽訂具約束力銷售協議時確認。

金融資產之利息收入乃根據尚餘本金及適用實際利率按時間基準計量，實際利率乃將金融資產於預計年期內估計日後現金收入貼現至資產賬面淨值之比率。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

(For the year ended 31st March, 2007) (截至二零零七年三月三十一日止年度)

3. SIGNIFICANT ACCOUNTING POLICIES 3. 主要會計政策 (續)

(Cont'd)

Revenue recognition (Cont'd)

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

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

Property, plant and equipment

Property, plant and equipment (other than construction in progress) are stated at cost less subsequent accumulated depreciation and accumulated impairment losses.

Depreciation is provided to write off the cost of items of property, plant and equipment other than construction in progress, over their estimated useful lives and after taking into account of their estimated residual value, using the straight-line method.

Construction in progress represents property, plant and equipment in the course of construction for production or for its own use purposes. Construction in progress is carried at cost less any recognised impairment loss. Construction in progress is classified to the appropriate category of property, plant and equipment when completed and ready for intended use. Depreciation of these assets, on the same basis as other property assets, commences when the assets are ready for their intended use.

Assets held under finance leases are depreciated over their expected useful lives on the same basis as owned assets or, where shorter, the term of the relevant lease.

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the item) is included in the consolidated income statement in the year in which the item is derecognised.

收益確認 (續)

按營業租賃出租之物業所得租金收入，包括預先收取之租金，按有關租期以直線法確認。

投資之股息收入在本集團收取款項之權利確立時確認。

物業、機械及設備

物業、機械及設備（除在建工程外）以成本減其後累計折舊及累計減值虧損列賬。

物業、機械及設備（除在建工程外）之折舊乃根據估計可用年期，並考慮到其估計剩餘價值後以直線法將其成本撇銷計算。

在建工程包括物業、機器及設備，在工程分類上被定為用作生產或自用。在建工程以成本扣除已確認減值虧損列賬。當工程完成或準備自用時，在建工程須合適地分類為物業、機械及設備。當該資產可作既定用途時，其折舊開始計算並與其他物業資產折舊計算方法相同。

以融資租賃持有之資產按預計可使用年期按根據自置資產相同之基準或有關租期（以較短者為準）折舊。

物業、機械及設備項目於出售或當預期持續使用該資產將不會產生未來經濟利益時終止確認。終止確認該資產時所產生任何盈虧（以出售所得款項淨額與該項目賬面值間之差額計算）將計入終止確認該項目年度之綜合損益表內。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

(For the year ended 31st March, 2007) (截至二零零七年三月三十一日止年度)

3. SIGNIFICANT ACCOUNTING POLICIES 3. 主要會計政策 (續)

(Cont'd)

Prepaid lease payments of leasehold land

Prepaid lease payments of leasehold land, which represent up-front payments to acquire leasehold land interest, are stated at cost and released to profit or loss over the period of the lease on a straight-line basis.

Premium on prepaid lease payments of leasehold land

Premium on prepaid lease payments of leasehold land represents premium on acquisition of prepaid lease payments of land use rights as a result of acquisition of subsidiaries, which are stated at cost and released to profit or loss on the same basis as the related land use rights.

Intangible assets

Research and development expenditure

Expenditure on research activities is recognised as an expense in the period in which it is incurred.

An internally-generated intangible asset arising from development expenditure is recognised only if it is anticipated that the development costs incurred on a clearly-defined project will be recovered through future commercial activity. The amount initially recognised for internally-generated intangible asset is the sum of the expenditure incurred from the date when the intangible asset first meets the recognition criteria. The resultant asset is subsequently amortised on a straight-line basis over its useful life, and carried at cost less subsequent accumulated amortisation and any accumulated impairment losses.

Where no internally-generated intangible asset can be recognised, development expenditure is charged to profit or loss in the period in which it is incurred.

Inventories

Hotel inventories and other inventories are stated at the lower of cost and net realisable value. Cost is calculated using the weighted average method.

租賃土地預付租賃款項

預付租賃款項指購入租賃土地權益之預付款項，乃按成本列賬，並於租約期間在損益內按直線法攤銷。

租賃土地預付租賃款項之溢價

租賃土地預付租賃款項之溢價指因收購附屬公司而收購土地使用權預付租賃款項之溢價，乃按成本列賬，並按與相關土地使用權相同之基準在損益內攤銷。

無形資產

研究及開發費用

研究費用於產生期間確認為開支。

開發費用所產生內部形成無形資產，於預期已確定項目所產生開發成本，將可透過日後商業活動收回時方予確認。初步確認內部形成無形資產之金額為無形資產首次達到確認條件之日起產生之開支總和。所產生資產於可用年期，按直線法攤銷，並按成本減其後累計攤銷及任何累計減值虧損列賬。

倘並無內部形成無形資產可予確認，開發費用於產生期間計入損益。

存貨

酒店存貨及其他存貨乃按成本及可變現淨值之較低者入賬。成本以加權平均法計算。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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(For the year ended 31st March, 2007) (截至二零零七年三月三十一日止年度)

3. SIGNIFICANT ACCOUNTING POLICIES 3. 主要會計政策 (續)

(Cont'd)

Properties held for sale

Properties held for sale are stated at the lower of cost and net realisable value. Net realisable value is determined by reference to professional valuations or directors' estimates based on prevailing market conditions.

Properties under development

Properties under development for future sale in the ordinary course of business are included in current assets at the lower of cost and net realisable value. It comprises the costs of land use right and development expenditure directly attributable to the development of the properties.

Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets are capitalised as part of the cost of those assets. Capitalisation of such borrowing costs ceases when the assets are substantially ready for their intended use or sale. Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation.

All other borrowing costs are recognised in profit or loss in the period in which they are incurred.

Financial instruments

Financial assets and financial liabilities are recognised on the balance sheet when a group entity becomes a party to the contractual provisions of the instrument. Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in profit or loss.

持作銷售物業

持作銷售物業按成本及可變現淨值之較低者入賬。可變現淨值乃參考專業估值或董事按照現行市況估計釐定。

發展中物業

在日常業務過程中用作日後銷售用途之發展中物業按成本及可變現淨值之較低者計入流動資產。有關金額包括土地使用權成本及發展有關物業直接應佔之發展開支成本。

借貸成本

購買、建造或生產符合資格之資產之直接應佔借貸成本均將予以資本化，以作為該等資產之成本之一部分。當該等資產大致上可作其擬定用途或作出售時，有關借貸成本不再資本化。指定借貸用於合資格資產支出前之暫時投資所賺取之投資收入，乃於合資格資本化之借貸成本扣減。

所有其他借貸成本將在其產生期間在損益內確認為費用。

金融工具

倘集團實體成為工具合約條文之訂約方，則於資產負債表中確認金融資產及金融負債。金融資產及金融負債初步按公平值計算。因收購或發行金融資產及金融負債（按公平值列賬及計入損益之金融資產及金融負債除外）而直接產生之交易成本，於初步確認時加入金融資產或金融負債（按適用情況）之公平值或自金融資產或金融負債（按適用情況）之公平值扣除。因收購按公平值列賬及計入損益之金融資產或金融負債而直接產生之交易成本即時於損益確認。

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3. SIGNIFICANT ACCOUNTING POLICIES 3. 主要會計政策 (續)

(Cont'd)

Financial instruments (Cont'd)

Financial assets

The Group's financial assets are classified into one of the three categories, including financial assets at fair value through profit or loss, loans and receivables and available-for-sale financial assets. All regular way purchases or sales of financial assets are recognised and derecognised on a trade date basis. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the marketplace. The accounting policies adopted in respect of each category of financial assets are set out below.

Financial assets at fair value through profit or loss

Financial assets at fair value through profit or loss has two subcategories, including financial assets held-for-trading and those designated at fair value through profit or loss on initial recognition.

A financial asset other than a financial asset held-for-trading may be designated as at fair value through profit or loss upon initial recognition if:

- such designation eliminates or significantly reduces a measurement or recognition inconsistency that would otherwise arise; or
- the financial asset forms part of a group of financial assets or financial liabilities or both, which is managed and its performance is evaluated on a fair value basis, in accordance with the Group's documented risk management or investment strategy, and information about the grouping is provided internally on that basis; or
- it forms part of a contract containing one or more embedded derivatives, and HKAS 39 "Financial instruments: Recognition and Measurement" permits the entire combined contract (asset or liability) to be designated as at fair value through profit or loss.

At each balance sheet date subsequent to initial recognition, financial assets at fair value through profit or loss are measured at fair value, with changes in fair value recognised directly in profit or loss in the period in which they arise.

金融工具 (續)

金融資產

本集團之金融資產歸入下列三個類別其中一類：按公平值列賬及計入損益之金融資產、貸款及應收款項及可供出售金融資產。所有金融資產之一般買賣按交易日確認及終止確認。一般買賣指須根據市場規則或慣例訂定之時間內交付資產之金融資產買賣。就各類金融資產採納之會計政策載列如下。

按公平值列賬及計入損益之金融資產

按公平值列賬及計入損益之金融資產有兩個次類別，包括持作買賣之金融資產和在初始確認時指定按公平值列值計入損益之金融資產。

倘出現下列情況，則持作買賣之金融資產以外之金融資產，可於初始確認時被劃分為按公平值列賬及計入損益：

- 有關劃分撤銷或大幅減低計量或確認可能出現不一致之情況；或
- 金融資產組成金融資產或金融負債各組合或兩者之部分，並根據本集團既定風險管理或投資策略，按公平值基準管理及評估其表現，而分類資料則按該基準由內部提供；或
- 金融資產組成包含一種或以上嵌入式衍生工具之合約其中部分，而香港會計準則第39號「金融工具：確認及計量」允許將整份合併合約（資產或負債）劃分為按公平值計入損益之金融資產。

於初始確認後之各結算日，按公平值列賬及計入損益之金融資產以公平值計量，公平值變動在出現期間直接在損益確認。

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3. SIGNIFICANT ACCOUNTING POLICIES 3. 主要會計政策 (續)

(Cont'd)

Financial instruments (Cont'd)

Financial assets (Cont'd)

Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. At each balance sheet date subsequent to initial recognition, loans and receivables (including debtors and other receivables, other loan receivables, unsecured loans and interest due from associates, amounts due from associates, pledged bank deposits and bank balances) are carried at amortised cost using the effective interest method, less any identified impairment losses. An impairment loss is recognised in profit or loss when there is objective evidence that the asset is impaired, and is measured as the difference between the asset's carrying amount and the present value of the estimated future cash flows discounted at the original effective interest rate. Impairment losses are reversed in subsequent periods when an increase in the asset's recoverable amount can be related objectively to an event occurring after the impairment was recognised, subject to a restriction that the carrying amount of the asset at the date the impairment is reversed does not exceed what the amortised cost would have been had the impairment not been recognised.

Available-for-sale financial assets

Available-for-sale financial assets are non-derivatives that are either designated or not classified as financial assets at fair value through profit or loss, loans and receivables or held-to-maturity investments. At each balance sheet date subsequent to initial recognition, available-for-sale financial assets are measured at fair value. Changes in fair value are recognised in equity, until the financial asset is disposed of or is determined to be impaired, at which time, the cumulative gain or loss previously recognised in equity is removed from equity and recognised in profit or loss. Any impairment losses on available-for-sale financial assets are recognised in profit or loss. Impairment losses on available-for-sale equity investments will not reverse in profit or loss in subsequent periods. For available-for-sale debt investments, impairment losses are subsequently reversed to equity if an increase in the fair value of the investment can be objectively related to an event occurring after the recognition of the impairment loss.

金融工具 (續)

金融資產 (續)

貸款及應收款項

貸款及應收款項乃並無於活躍市場報價之固定或待定金額付款之非衍生金融資產。於初步確認後各結算日，貸款及應收款項（包括應收賬款及其他應收款項、其他應收貸款、應收聯營公司無抵押貸款及利息、已抵押銀行存款以及銀行結餘）均以實際利息法，按攤銷成本減任何已識別減值虧損入賬。減值虧損乃當有客觀證據顯示資產減值時於損益確認，並按該資產之賬面值與按原本實際利率貼現之估計未來現金流量之現值間之差額計量。倘資產之可收回數額增加可客觀地與確認減值後之事件相關，則減值虧損會於往後期間撥回，惟該資產於減值撥回當日之賬面值不得超過倘無確認減值之攤銷成本。

可供出售金融資產

可供出售金融資產乃指定或並未分類為按公平值列賬及計入損益之金融資產、貸款及應收款項或持有至到期日之投資之非衍生工具。於初始確認後之每個結算日，可供出售金融資產按公平值計算。公平值之變動於權益中確認，直至該金融資產被出售或決定出現減值，屆時過往於權益中確認之累計收益或虧損會自權益中剔除，並於損益賬確認。可供出售金融資產之任何減值虧損於損益賬確認。可供出售股本投資之減值虧損將不會於以後期間撥回。就可供出售債項投資而言，倘該投資公平值之增加可客觀地與確認減值虧損後之事件有關，則減值虧損將予撥回。

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3. SIGNIFICANT ACCOUNTING POLICIES 3. 主要會計政策 (續)

(Cont'd)

Financial instruments (Cont'd)

Financial liabilities and equity

Financial liabilities and equity instruments issued by a group entity are classified according to the substance of the contractual arrangements entered into and the definitions of a financial liability and an equity instrument.

An equity instrument is any contract that evidences a residual interest in the assets of the Group after deducting all of its liabilities. The accounting policies adopted in respect of financial liabilities and equity instruments are set out below.

Financial liabilities

Financial liabilities including creditors, dividend payable to a minority shareholder of a subsidiary, amounts due to minority shareholders of subsidiaries, bank borrowings, unsecured loans from minority shareholders of subsidiaries and unsecured loan from a related company are subsequently measured at amortised cost, using the effective interest method.

Convertible note payables

Convertible note payables issued by the Company that contain both the liability and conversion option components are classified separately into respective items on initial recognition. Conversion option will be settled by the exchange of a fixed amount of cash or another financial asset for a fixed number of the Company's own equity instruments is classified as an equity instrument.

On initial recognition, the fair value of the liability component is determined using the prevailing market interest of similar non-convertible debts. The difference between the proceeds of the issue of the convertible note payables and the fair value assigned to the liability component, representing the conversion option for the holder to convert the note payables into equity, is included in equity (convertible loan notes equity reserve).

Financial instruments (續)

金融負債及股本

由集團實體發行之金融負債及股本工具按所訂立合約安排之性質以及金融負債及股本工具之定義而分類。

股本工具為證明於本集團資產經扣除其所有負債後剩餘權益之任何合約。就金融負債及股本工具採納之會計政策載列如下。

金融負債

金融負債(包括應付賬款、應付一附屬公司一少數股東股息、應付附屬公司少數股東款項、銀行借貸、附屬公司少數股東之無抵押貸款及一間關連公司之無抵押貸款)其後之計量以實際利息法按攤銷成本計算。

可換股票據應付款項

本公司發行之可換股票據包括負債及兌換期權部分，乃於初步確認時獨立分類為負債及股本部分將以交換固定金額之現金或可兌換為本公司固定數目之股本工具之另一種金融資產結算之兌換期權歸類為股本工具。

於初步確認時，負債部分之公平值按同類不可換股債務之現行市場利息釐定。發行可換股貸款票據所得款項與轉往負債部分之公平值間之差額，即代表持有人可將貸款票據兌換為股本之認購期權，於權益內列賬(可換股貸款票據股本儲備)。

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3. SIGNIFICANT ACCOUNTING POLICIES 3. 主要會計政策 (續)

(Cont'd)

Financial instruments (Cont'd)

Financial liabilities and equity (Cont'd)

Convertible note payables (Cont'd)

In the subsequent periods, the liability component of the convertible note payables is carried at amortised cost using the effective interest method. The equity component, represented by the option to convert the liability component into ordinary shares of the Company, will remain in convertible loan notes equity reserve until the embedded option is exercised (in which case the balance stated in convertible loan notes equity reserve will be transferred to share premium). Where the option remains unexercised at the expiry date, the balance stated in convertible loan notes equity reserve will be released to accumulated profits. No gain or loss is recognised in profit or loss upon conversion or expiration of the option.

Transaction costs that relate to the issue of the convertible note payables are allocated to the liability and equity components in proportion to the allocation of the proceeds. Transaction costs relating to the equity component are charged directly to equity. Transaction costs relating to the liability components are included in the carrying amount of the liability portion and amortised over the period of the convertible loan notes using the effective interest method.

Equity instruments

Equity instruments issued by the Company are recorded at the proceeds received, net of direct issue costs.

Upon repurchase of the Company's own shares, the respective shares are subsequently cancelled upon repurchase and accordingly, the issued share capital of the Company is diminished by the nominal value thereof. The premium payable on repurchase was charged against the Company's share premium account. An amount equal to the nominal value of the shares repurchased is transferred from accumulated profits to capital redemption reserve.

Financial instruments (續)

金融負債及股本 (續)

可換股票據應付款項 (續)

於往後期間，可換股票據應付款項之負債部分乃採用實際利息法按攤銷成本列賬。股本部分即兌換負債部分為本公司普通股之期權，將保留於可換股票據股本儲備，直至內含期權獲行使為止。於此情況下，可換股票據股本儲備之結餘將轉撥至股份溢價。倘期權於到期日未獲行使，可換股票據股本儲備之結餘將撥回累計溢利。期權兌換或到期時不會於損益確認盈虧。

與發行可換股票據相關之交易成本乃按所得款項之劃分比例分配至負債及股本部分。與股本部分相關之交易成本乃直接計入股本內。與負債部分相關之交易成本乃計入負債部分之賬面值，並按可換股票據之年期採用實際利息法攤銷。

股本工具

本公司所發行股本工具按已收所得款項扣除直接發行成本後列賬。

於購回本公司本身之股份時，有關股份將於購回後予以註銷，本公司之已發行股本亦會按相關面值相應作出撇減。進行購回時應付之溢價於本公司之股份溢價賬內扣除。一筆相當於被購回股份面值之數額將由累計溢利轉撥至股本贖回儲備。

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3. SIGNIFICANT ACCOUNTING POLICIES 3. 主要會計政策 (續)

(Cont'd)

Financial instruments (Cont'd)

Derecognition

Financial assets are derecognised when the rights to receive cash flows from the assets expire or, the financial assets are transferred and the Group has transferred substantially all the risks and rewards of ownership of the financial assets. On derecognition of a financial asset, the difference between the asset's carrying amount and the sum of the consideration received and receivable and the cumulative gain or loss that had been recognised directly in equity is recognised in profit or loss.

Financial liabilities are derecognised when the obligation specified in the relevant contract is discharged, cancelled or expires. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable is recognised in profit or loss.

Leasing

Leases are classified as finance leases whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee. All other leases are classified as operating leases.

The Group as lessor

Rental income from operating leases is recognised in the consolidated income statement on a straight-line basis over the term of the relevant lease. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised as an expense on a straight-line basis over the lease term.

金融工具 (續)

終止確認

倘自資產收取現金流量之權利已屆滿，或金融資產已轉讓及本集團已將其於金融資產擁有權之絕大部分風險及回報轉移，則終止確認金融資產。於終止確認金融資產時，資產賬面值與已收或應收代價及已直接於權益確認之累計盈虧之總和之差額，將於損益確認。

至於金融負債，當於即有關合約訂明之特定責任獲履行、取消或屆滿時取消確認。終止確認之金融負債賬面值與已收或應收代價之差額乃於損益確認。

租賃

融資租賃指租約條款將擁有權之絕大部分風險及回報轉嫁予承租人之租約。所有其他租約均列為營業租賃。

本集團作為出租人

來自營業租賃之租金收入按有關租賃之租期以直線法確認。商議及安排經營租約產生之初期直接成本計入有關租賃資產之賬面值內，並按直線法於租期確認為開支。

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3. SIGNIFICANT ACCOUNTING POLICIES 3. 主要會計政策 (續)

(Cont'd)

Leasing (Cont'd)

The Group as lessee

Assets held under finance leases are recognised as assets of the Group at their fair value at the inception of the lease or, if lower, at the present value of the minimum lease payments. The corresponding liability to the lessor is included in the consolidated balance sheet as a finance lease obligation. Lease payments are apportioned between finance charges and reduction of the lease obligation so as to achieve a constant rate of interest on the remaining balance of the liability. Finance charges are charged directly to profit or loss unless they are directly attributable to qualifying assets, in which case they are capitalised in accordance with the Group's general policy on borrowing costs (see above).

Rentals payable under operating leases are charged to profit or loss on a straight-line basis over the term of the relevant lease. Benefits received and receivable as an incentive to enter into an operating lease are recognised as a reduction of rental expense over the lease on a straight-line basis.

Foreign currencies

In preparing the financial statements of each individual group entity, transactions in currencies other than the functional currency of that entity (foreign currencies) are recorded in the respective functional currency (i.e. the currency of the primary economic environment in which the entity operates) at the rates of exchanges prevailing on the dates of the transactions. At each balance sheet date, monetary items denominated in foreign currencies are retranslated at the rates prevailing on the balance sheet date. Non-monetary items carried at fair value was denominated in foreign currencies are retranslated at the rates prevailing on the date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

Exchange differences arising on the settlement of monetary items, and on the translation of monetary items, are recognised in profit or loss in the period in which they arise. Exchange differences arising on the retranslation of non-monetary items carried at fair value are included in profit or loss for the period except for differences arising on the retranslation of non-monetary items in respect of which gains and losses are recognised directly in equity, in which case, the exchange differences are also recognised directly in equity.

租賃 (續)

本集團作為承租人

按融資租賃持有之資產按租約開始時之公平值或最低租賃付款現值之較低者確認為本集團資產。出租人之相應負債於資產負債表列作融資租賃承擔。租約付款按比例於財務費用及租約承擔減少之間作出分配，從而就計算該等負債應付餘額得出固定息率。財務費用直接於損益扣除，除非該等費用直接屬於合資格資產，於此情況下，乃根據本集團處理借貸成本之一般政策予以資本化（請參閱上文）。

營運租賃之應付租金於有關租期按直線法於損益扣除。作為訂立營運租賃之優惠已收及應收利益亦按租期以直線法確認為租金開支減少。

外幣

編製各個別集團實體之財務報表時，以該實體功能貨幣以外貨幣（外幣）進行之交易乃以其功能貨幣（即實體經營之主要經濟環境之貨幣）按交易日期當時之匯率記錄。於各結算日，以外幣列值之貨幣項目以結算當日之匯率重新換算。以外幣列值並按公平值列賬之非貨幣項目以釐定公平值之日當時之匯率重新換算。以外幣過往成本計算之非貨幣項目不予重新換算。

結算貨幣項目及換算貨幣項目所產生匯兌差額會於產生期間於損益確認。重新換算以公平值列賬之非貨幣項目所產生匯兌差額於期內計入損益，惟重新換算損益直接於權益內認之非貨幣項目所產生匯兌差額除外，於此情況下，匯兌差額亦直接於綜合財務報表權益內確認。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

(For the year ended 31st March, 2007) (截至二零零七年三月三十一日止年度)

3. SIGNIFICANT ACCOUNTING POLICIES 3. 主要會計政策 (續)

(Cont'd)

Foreign currencies (Cont'd)

For the purposes of presenting the consolidated financial statements, the assets and liabilities of the Group's foreign operations are translated into the presentation currency of the Group (i.e. Hong Kong dollars) at the rate of exchange prevailing at the balance sheet date, and their income and expenses are translated at the average exchange rates for the year, unless exchange rates fluctuate significantly during the period, in which case, the exchange rates prevailing at the dates of transactions are used. Exchange differences arising, if any, are recognised as a separate component of equity (the translation reserve). Such exchange differences are recognised in profit or loss in the period in which the foreign operation is disposed of.

Taxation

Income tax expense represents the sum of the tax currently payable and deferred tax.

The tax currently payable is based on taxable profit for the year. Taxable profit differs from profit as reported in the consolidated income statement because it excludes items of income or expense that are taxable or deductible in other years and it further excludes items that are never taxable or deductible. The Group's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the balance sheet date.

Deferred tax is recognised on differences between the carrying amounts of assets and liabilities in the consolidated financial statements and the corresponding tax base used in the computation of taxable profit, and is accounted for using the balance sheet liability method. Deferred tax liabilities are generally recognised for all taxable temporary differences and deferred tax assets are recognised to the extent that it is probable that taxable profits will be available against which deductible temporary differences can be utilised. Such assets and liabilities are not recognised if the temporary difference arises from goodwill or from the initial recognition (other than in a business combination) of other assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

外幣 (續)

就呈列綜合財務報表而言，本集團海外業務之資產及負債均按結算當日匯率換算為本公司之呈列貨幣（即港幣），而收入及開支則按年內平均匯率換算，除非期內匯率出動重大波幅，於此情況下，則將採用交易當日之匯率。所產生匯兌差額（如有）確認為股本之獨立部分（換算儲備）。有關匯兌差額於該項海外業務出售期間在損益確認。

稅項

所得稅開支指現行應繳稅項及遞延稅項之總和。

現行應繳稅項乃按本年度應課稅溢利計算。應課稅溢利與綜合損益表所報溢利不同，乃由於前者不包括其他年度之應課稅或可扣稅收入或開支，並且不包括毋須課稅或不能扣稅之項目。本集團之現行稅項負債乃按結算日已頒佈或實際頒佈之稅率計算。

遞延稅項指就綜合財務報表內資產及負債賬面值與計算應課稅溢利所用相應稅基之差額確認，按資產負債表負債法列賬。遞延稅項負債一般會就所有應課稅暫時差額確認，而遞延稅項資產乃於可能出現可扣稅之暫時差額以抵銷應課稅溢利時確認。倘暫時差額源自商譽或初步確認不影響應課稅溢利或會計溢利之交易（業務合併除外）其他資產及負債，則不會確認該等資產及負債。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

(For the year ended 31st March, 2007) (截至二零零七年三月三十一日止年度)

3. SIGNIFICANT ACCOUNTING POLICIES 3. 主要會計政策 (續)

(Cont'd)

Taxation (Cont'd)

Deferred tax liabilities are recognised for taxable temporary differences arising on investments in subsidiaries and associates, except where the Group is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future.

The carrying amount of deferred tax assets is reviewed at each balance sheet date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the asset to be recovered.

Deferred tax is calculated at the tax rates that are expected to apply in the period when the liability is settled or the asset realised. Deferred tax is charged or credited to profit or loss, except when it relates to items charged or credited directly to equity, in which case the deferred tax is also dealt with in equity.

Retirement benefit costs

Payments to the Mandatory Provident Funds and state-managed retirement benefit schemes are charged as expenses when employees have rendered service entitling them to the contributions.

Share-based payment transactions

Equity-settled share-based payment transactions

Share options granted to employees before 7th November, 2002

The financial impact of share options granted is not recorded in the consolidated balance sheet until such time as the option are exercised, and no charge is recognised in the consolidated income statement in respect of the value of options granted in the year. Upon the exercise of the share options, the resulting shares issued are recorded by the Company as additional share capital at the nominal value of the shares, and the excess of the exercise price per share over the nominal value of the shares is recorded by the Company as share premium. Options which lapse or are cancelled prior to their exercise date are deleted from the register of outstanding options.

稅項 (續)

遞延稅項負債乃按於附屬公司及聯營公司之投資所產生應課稅暫時差額確認，惟若本集團可控制撥回暫時差額之時間及暫時差額有可能於可見將來不會撥回之情況除外。

遞延稅項資產之賬面值於各個結算日檢討，並於可能不再有足夠應課稅溢利恢復該項資產全部或部分之情況下調減。

遞延稅項乃按預期於償還負債或變現資產期間適用之稅率計算。遞延稅項於損益表扣除或計入，惟遞延稅項與直接扣除或計入權益之項目相關者除外，在此情況下，遞延稅項亦於權益中處理。

退休福利成本

本集團於僱員提供服務令其應享供款時將強制性公積金計劃及國家管理退休福利計劃應付供款列為開支。

以股份為基礎支付之交易

以股權結算以股份形式付款之交易

於二零零二年十一月七日前授予僱員之購股權

於購股權獲行使前，已授出購股權之財務影響不會計入綜合資產負債表，亦不會於綜合損益表內扣除年內授出之購股權價值。於購股權行使後，本公司按股份之面值將因此而授出之股份計入額外股本，而超出股份面值之每股股份行使價則計入股份溢價。於行使日前失效或註銷之購股權將自未行使購股權登記冊內剔除。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

(For the year ended 31st March, 2007) (截至二零零七年三月三十一日止年度)

3. SIGNIFICANT ACCOUNTING POLICIES 3. 主要會計政策 (續)

(Cont'd)

Share-based payment transactions (Cont'd)

Equity-settled share-based payment transactions (Cont'd)

Share options granted to employees after 1st April, 2005

The fair value of services received determined by reference to the fair value of share options granted at the grant date is expensed on a straight-line basis over the vesting period or is recognised as an expense in full at the grant date when the share options granted vest immediately, with a corresponding increase in equity (share-based payment reserve).

At each balance sheet date, the Group revises its estimates of the number of options that are expected to ultimately vest. The impact of the revision of the estimates, if any, is recognised in profit or loss with a corresponding adjustment to share-based payment reserve.

At the time when the share options are exercised, the amount previously recognised in share-based payment reserve will be transferred to share premium. When the share options are forfeited after the vesting date or are still not exercised at the expiry date, the amount previously recognised in share-based payment reserve will be transferred to accumulated profits.

Impairment losses (other than goodwill)

At each balance sheet date, the Group reviews the carrying amounts of its assets to determine whether there is any indication that those assets have suffered an impairment loss. If the recoverable amount of an asset is estimated to be less than its carrying amount, the carrying amount of the asset is reduced to its recoverable amount. An impairment loss is recognised as an expense immediately.

Where an impairment loss subsequently reverses, the carrying amount of the asset is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset in prior years. A reversal of an impairment loss is recognised as income immediately.

以股份為基礎支付之交易 (續)

以股權結算以股份形式付款之交易 (續)

於二零零五年四月一日後授予僱員之購股權

參考於授出日期已授出購股權之公平值而釐定之所獲取服務之公平值於歸屬期間以直線基準支銷，或倘授出之購股權立即歸屬，則於授出日期悉數支銷，而權益（以股份為基礎支付儲備）亦會相應增加。

於各結算日，本集團修訂其對預期將最終歸屬之購股權數目之估計。估計變動（如有）之影響於損益賬確認，並對以股份為基礎支付儲備作出相應調整。

於購股權獲行使時，過往於購股權儲備確認之金額將轉撥至股份溢價。當購股權於歸屬日後被沒收或於屆滿日期仍未行使，則過往於以股份為基礎支付儲備確認之金額將轉撥至累計溢利。

減值虧損（商譽除外）

於各結算日，本集團檢討其資產之賬面值，以確定有否跡象顯示該等資產出現減值虧損。倘某項資產之可收回金額估計低於其賬面值，該資產之賬面值將減至其可收回金額。減值虧損即時確認為開支。

倘減值虧損其後撥回，則資產賬面值將增至其經修訂之估計可收回金額，惟該增加之賬面值不得超出過往年度假設並無就資產確認任何減值虧損而釐定之賬面值。減值虧損撥回會即時確認為收入。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

(For the year ended 31st March, 2007) (截至二零零七年三月三十一日止年度)

4. KEY SOURCES OF ESTIMATION UNCERTAINTY

In the process of applying the Group's accounting policies, management makes the following estimate based on past experience, expectations of the future and other information. The key source of estimation uncertainty that can significantly affect the amounts recognised in the consolidated financial statements is disclosed below.

Allowance on other loan receivables

The Group performs ongoing credit evaluations of its borrowers and adjust credit limits based on payment history and the borrowers' current credit-worthiness, as determined by the review of their current credit information. The Group continuously monitors collections and payments from its borrowers and maintains an allowance for estimated credit losses based upon the present value of the estimated future cash flows discounted at the original effective interest rate. If the financial conditions of the borrowers of the Group were to deteriorate, resulting in an impairment of their ability to make payments, additional allowances may be reprised.

Income taxes

As at 31st March, 2007, a deferred tax asset of HK\$1,935,000 in relation to unused tax losses has been recognised. No deferred tax asset has been recognised on the tax losses of HK\$693,932,000 due to the unpredictability of future profit streams. The realisability of the deferred tax asset mainly depends on whether sufficient future profits or taxable temporary differences will be available in the future. In cases where the actual future profits generated are less than expected, a material reversal of deferred tax assets may arise, which would be recognised in the consolidated income statement for the period in which such a reversal takes place.

4. 估計不確定因素主要來源

應用本集團會計政策過程中，管理層須按過往經驗、對日後之預測及其他資料作出下列估計。可能對綜合財務報表內確認之款額構成重大影響之估計不確定因素主要來源披露如下。

其他應收貸款撥備

本集團持續評估其借款人之信譽，並按過往付款記錄以及審閱借款人現行信貸資料釐定其現時信譽調整信貸限額。本集團持續監察自借款人收款及付款狀況，並根據以原有實際利率貼現之估計未來現金流量現值就估計信貸虧損作出撥備。倘本集團借款人之財政狀況轉壞以致其之付款能力減弱，則或須作出額外撥備。

所得稅

於二零零七年三月三十一日，本集團就未動用稅項虧損確認港幣1,935,000元之遞延稅項資產。由於不能確定未來溢利趨勢，故並未就港幣693,932,000元稅項虧損確認遞延稅項資產。遞延稅項資產能否變現須視乎日後是否有足夠未來溢利或應課稅暫時性差額可供使用。倘實際產生之未來溢利未符預期，則可能須大幅撥回遞延稅項資產，並將於有關撥回產生期間內於綜合損益表內確認。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

(For the year ended 31st March, 2007) (截至二零零七年三月三十一日止年度)

5. FINANCIAL INSTRUMENTS

a. Financial risk management objectives and policies

The Group's major financial instruments include available-for-sale investments, financial assets at fair value through profit or loss, unsecured loans and interest due from associates, debtors, other loan receivables, amounts due from associates, pledged bank deposits, bank balances, creditors, bank borrowings and convertible note payables. Details of these financial instruments are disclosed in the respective notes. The risks associated with these financial instruments and the policies on how to mitigate these risks are set out below. The management manages and monitors these exposures to ensure appropriate measures are implemented on a timely and effective manner.

Market risk

(i) Currency risk

The Group has minimal currency exposure as the majority of the Group's transactions were denominated in the functional currency of the relevant group entities. The management conducted periodical review of exposure and requirements of various currencies, and will consider hedging significant foreign currency exposure should the need arises.

Certain bank balances and cash held by subsidiaries established in the PRC are denominated in Renminbi, the remittance of which outside the PRC is subject to foreign exchange control.

5. 金融工具

a. 財務風險管理目標及政策

本集團主要金融工具包括可供出售投資、按公平值列賬及計入損益之金融資產、聯營公司之無抵押貸款及應付利息、應收賬款、其他應收貸款、應收聯營公司款項、已抵押銀行存款、銀行結餘、應付賬款、銀行借貸及可換股票據應付款項。此等金融工具之詳情於相關附註披露。與此等金融工具相關之風險及就減輕此等風險之政策載於下文。管理層將管理及監察此等風險，以確保及時有效採取適當措施。

市場風險

(i) 貨幣風險

本集團大部分交易均以相關集團實體之功能貨幣列值，故貨幣風險輕微。管理層定期審視多種貨幣之風險及要求，並於有需要時考慮對沖重大外幣風險。

於中國成立之附屬公司所持有之若干銀行結餘及現金乃以人民幣列值，匯款須受限於外匯管制。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

(For the year ended 31st March, 2007) (截至二零零七年三月三十一日止年度)

5. FINANCIAL INSTRUMENTS (Cont'd)

a. Financial risk management objectives and policies (Cont'd)

Market risk (Cont'd)

(ii) Cash flow interest rate risk

The Group's cash flow interest rate risk relates primarily to variable-rate unsecured loans and interest due from associates, other loan receivables, bank balances, bank borrowings and unsecured loans from minority shareholders of subsidiaries (see notes 20, 24, 28, 33 and 34 for details). It is the Group's policy to keep its borrowings and loans at floating interest rate so as to minimise the fair value interest rate risk.

(iii) Fair value interest rate risk

The Group's fair value interest rate risk relates primarily to fixed-rate other loan receivables, convertible note payables, bank borrowings and unsecured loan from a related company (see notes 24, 31, 33 and 35 for details). Currently, the Group does not have an interest rate hedging policy. However, the management monitors interest rate exposures and will consider hedging significant interest rate exposure should the need arises.

(iv) Price risk

The Group is exposed to equity security price risk through available-for-sale investments and financial assets at fair value through profit or loss. The management manages this exposure by reviewing the investment portfolio regularly.

5. 金融工具 (續)

a. 財務風險管理目標及政策 (續)

市場風險 (續)

(ii) 現金流利率風險

本集團之現金流利率風險主要與按浮動利率計息之聯營公司之無抵押貸款及應付利息、其他應收貸款、銀行結餘、銀行借貸及附屬公司少數股東之無抵押貸款(有關詳情請參閱附註20、24、28、33及34)。本集團之政策是讓其借貸及貸款維持按浮動利率計息，從而減輕公平值利率風險。

(iii) 公平值利率風險

本集團之公平值利率風險主要與按固定利率計息之其他應收貸款、可換股票據應付款項、銀行借貸及一間關連公司之無抵押貸款(有關詳情請參閱附註24、31、33及35)。本集團現時並無利率對沖政策。然而，管理層將監察有關利率風險，並於需要時考慮對沖重大利率風險。

(iv) 價格風險

本集團因可供出售投資及按公平值列賬及計入損益之金融資產而面對股本證券價格風險。管理層透過定期審視其投資組合管理有關風險。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

(For the year ended 31st March, 2007) (截至二零零七年三月三十一日止年度)

5. FINANCIAL INSTRUMENTS (Cont'd)

a. Financial risk management objectives and policies (Cont'd)

Liquidity risk

In the management of the liquidity risk, the Group monitors and maintains a level of cash and cash equivalents deemed adequate by the management to finance the Group's operations and mitigate the effects of fluctuations in cash flows. The management monitors the utilisation of bank borrowings and ensures compliance with loan covenants.

The Group relies on bank borrowings and convertible notes as significant sources of liquidity. As at 31st March, 2007, the Group has available unutilised credit facilities from financial institutions of approximately HK\$240,227,000.

Credit risk

As at 31st March, 2007, the Group's maximum exposure to credit risk which will cause a financial loss to the Group due to failure to perform and discharge an obligation by the counterparties and financial guarantees, respectively, issued by the Group is arising from the carrying amount of the respective recognised financial assets as stated in the consolidated balance sheet and the amount of contingent liabilities as stated in note 40.

In order to minimise credit risk, the management of the Group has delegated a team responsible for the determination of credit limits, credit approvals and other monitoring procedures to ensure that follow-up action is taken to recover overdue debts. In addition, the Group reviews the recoverable amount of each individual trade debt and loan receivables at each balance sheet date to ensure that adequate impairment losses are made for irrecoverable amounts. In this regard, the directors of the Company consider that the Group's credit risk is significantly reduced.

5. 金融工具 (續)

a. 財務風險管理目標及政策 (續)

流動資金風險

就管理流動資金風險而言，本集團監察及維持其視為足以為本集團營運提供資金，以及減輕現金流量波動影響之現金及現金等值物水平。管理層監察銀行借貸之動用情況，並確保符合貸款契諾。

本集團依賴銀行借貸及可換股票據作為流動資金之重要來源。於二零零七年三月三十一日，本集團擁有可供使用但未動用財務機構信貸融資約港幣240,227,000元。

信貸風險

於二零零七年三月三十一日，本集團將導致本集團產生財務損失之最高信貸風險乃分別由交易對手無法履行及解除責任及本集團無法履行及解除其發行之財務擔保所致，最高風險為綜合資產負債表內所列金融資產之賬面值，以及附註40所述之或然負債金額。

就減低該等信貸風險而言，本集團管理層已委任一支隊伍，專責釐定信貸限額、信貸批核及其他監察程式，以確保採取收回逾期債務之跟進措施。此外，本集團管理層會定期審閱各個別貿易債務及貸款之可收回金額，以確保就無法收回債務確認足夠減值虧損。就此，管理層認為本集團之信貸風險已大大減少。

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5. FINANCIAL INSTRUMENTS (Cont'd)

a. Financial risk management objectives and policies (Cont'd)

With respect to trade debts and other loan receivables, the Group has no significant concentration of credit risk, with exposure spread over a number of counterparties and customers.

With respect to unsecured loans and interest due from associates and amounts due from associates, balances are due from two associates only. The management reviews the operations of those investments to ensure there were no irrecoverable debts. In this regards, management considers that the Group's credit risk on unsecured loans and interest due from associates and amounts due from associates are reduced.

The credit risk on liquid funds is limited because the counterparties are banks with good reputation.

The Group's concentration of credit risk by geographical locations is mainly in Hong Kong.

b. Fair value

The fair value of financial assets and financial liabilities are determined as follows:

- the fair value of financial assets and financial liabilities with standard terms and conditions and traded on active liquid markets are determined with reference to quoted market bid prices and ask prices, respectively; and
- the fair value of other financial assets and financial liabilities are determined in accordance with generally accepted pricing models based on discounted cash flow analysis or using prices from observable current market transactions.

The directors consider that the carrying amounts of financial assets and financial liabilities recorded at amortised cost in the consolidated financial statements approximate their fair values.

5. 金融工具 (續)

a. 財務風險管理目標及政策 (續)

至於貿易債務及其他應收貸款，由於有關風險分散於多名客戶，故本集團之信貸風險並不集中。

就聯營公司之無抵押貸款及應付利息及應收聯營公司款項而言，結餘僅由兩間聯營公司結欠。管理層審視該等投資之營運以確保不會出現無法收回債項。就此而言，管理層認為聯營公司之無抵押貸款及應付利息及應收聯營公司款項之信貸風險已經減少。

由於交易方均為信譽昭著之銀行，故流動資金之信貸風險有限。

本集團按地區劃分之信貸風險主要集中於香港。

b. 公平值

金融資產及金融負債之公平值乃以下列方式釐定：

- 擁有標準條款及條件且於活躍流動市場中買賣之金融資產及金融負債之公平值乃分別參考其市場所報賣出價及買入價而釐定；及
- 其他金融資產及金融負債之公平值乃按以現金流量貼現分析為基準之公認定價模型或採用可觀察現有市場交易之價格而釐定。

董事認為，綜合財務報表內所列金融資產及金融負債以攤銷成本計量之賬面值與其公平值相若。

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6. TURNOVER

Turnover represents the aggregate of the net amounts received and receivable from third parties, less returns and allowance and is summarised as follows:

6. 營業額

營業額指來自第三方扣除退貨及優惠後已收及應收淨額之總和，概述如下：

		2007 二零零七年 HK\$'000 港幣千元	2006 二零零六年 HK\$'000 港幣千元
Securities trading	證券買賣	328,693	502,914
Dividend income from investments held-for-trading (Note)	持作買賣投資之股息收入 (附註)	462	588
Sales of motorcycles	銷售摩托車	13,125	11,756
Sales of medicine and health products	銷售醫藥及健康產品	400,638	324,800
Sales of properties	銷售物業	1,275	-
Rental income	租金收入	2,658	2,198
Hotel operations	經營酒店	12,569	-
Golf club subscription fees and handling fees	高爾夫球會會費及手續費	9,093	-
Green fees, practice balls and car rental income	草坪費、練習球及汽車租金收入	29,179	-
Food and beverage sales	銷售食物及飲料	8,974	-
Pro shop sales	專賣店銷售	1,857	-
Property management fee income	物業管理費用收入	1,519	-
Loan interest income	貸款利息收入	81,085	-
Less: Sales and other tax	減：銷售及其他稅項	(9,506)	-
		881,621	842,256

The outgoings arising from rental income are negligible.

因租金收入而產生之費用均微不足道。

Note: Fair value changes on investments held-for-trading include dividend income.

附註：持作買賣投資之公平值變動包括股息收入。

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7. OTHER INCOME

7. 其他收入

		2007 二零零七年 HK\$'000 港幣千元	2006 二零零六年 HK\$'000 港幣千元
Bank interest income	銀行利息收入	33,942	19,323
Dividend income from an associate (Note)	來自一間聯營公司之股息收入 (附註)	7,452	—
Discount on acquisition of subsidiaries (note 39)	收購附屬公司折讓 (附註39)	4,207	—
Others	其他	5,847	2,464
		51,448	21,787

Note: The amount represents the excess of dividend income from an associate over the carrying amount of interest in that associate.

附註：有關金額指來自一間聯營公司之股息超出於該聯營公司之權益賬面值之差額。

8. FINANCE COSTS

8. 財務費用

		2007 二零零七年 HK\$'000 港幣千元	2006 二零零六年 HK\$'000 港幣千元
Interest on bank borrowings wholly repayable within five years	須於五年內悉數償還之銀行借貸之利息	7,017	3,428
Interest on unsecured loans from minority shareholders of subsidiaries	附屬公司少數股東無抵押貸款之利息	2,051	—
Interest on unsecured loans from related companies	關連公司無抵押貸款之利息	221	—
Interest on obligations under finance leases	融資租賃承擔之利息	12	18
Interest on an unsecured loan from a director	一名董事無抵押貸款之利息	222	—
Effective interest on convertible notes	可換股票據之實際利息	89,321	33,372
		98,844	36,818

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9. TAXATION

9. 稅項

		2007 二零零七年 HK\$'000 港幣千元	2006 二零零六年 HK\$'000 港幣千元
Current tax:	本年度稅項:		
Hong Kong Profits Tax	香港利得稅	37	33
Taxation in other jurisdictions	其他司法權區之稅項	297	2,624
		334	2,657
Deferred tax (note 36):	遞延稅項 (附註36):		
Current year	本年度	3,190	-
Attributable to a change in tax rate	稅率變動所導致	6,531	-
		9,721	-
		10,055	2,657

Hong Kong Profits Tax is calculated at 17.5% (2006: 17.5%) of the estimated assessable profit for the year.

香港利得稅乃就年內估計應課稅溢利按 17.5% (二零零六年: 17.5%) 稅率計算。

Taxation arising in other jurisdictions is calculated at rates prevailing in the relevant jurisdiction.

其他司法權區產生之稅項乃按有關司法權區之現行稅率計算。

Pursuant to the relevant law and regulations in the PRC, 黑龍江金保華農業有限公司 (“黑龍江金保華”) is entitled to full exemption from PRC Enterprise Income Tax for two years commencing from its first profit-making year of operation and thereafter, is entitled to a 50% relief from PRC Enterprise Income Tax for the following three years. The first profit-making year of 黑龍江金保華 commenced on 1st January, 2005.

根據中國之相關法例及規例，黑龍江金保華農業有限公司 (「黑龍江金保華」) 於其首個經營獲利年度起計兩年獲完全豁免繳納中國企業所得稅，並於其後三年享有 50% 中國企業所得稅寬免。黑龍江金保華之首個獲利期間於二零零五年一月一日開始。

Other than 黑龍江金保華, the provision for PRC Enterprise Income Tax for all other PRC subsidiaries is calculated at a range of 15% to 33% of the estimated assessable profits for the year determined in accordance with the relevant income tax rules and regulations in the PRC. The PRC Enterprise Income Tax will be changed to 25% with effect from 1st January, 2008. The effect of this change has been reflected in the calculation of deferred taxation at 31st March, 2007.

除黑龍江金保華外，所有其他中國附屬公司之中國企業所得稅撥備均以根據中國相關所得稅規則及法規釐定之年內估計應課稅溢利之 15% 至 33% 不等計算。自二零零八年一月一日起，中國企業所得稅稅率將改為 25%。有關變化之影響已反映於於二零零七年三月三十一日之遞延稅項計算之中。

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9. TAXATION (Cont'd)

Details of deferred taxation are set out in note 36.

The tax charge for the year can be reconciled to the profit (loss) per the consolidated income statement as follows:

9. 稅項 (續)

遞延稅項詳情載於附註36。

本年度稅項支出與綜合損益表所示溢利(虧損)之對賬如下:

		2007 二零零七年 HK\$'000 港幣千元	2006 二零零六年 HK\$'000 港幣千元
Profit (loss) before taxation	除稅前溢利(虧損)	84,156	(70,435)
Tax at the Hong Kong Profits Tax rate	按香港利得稅稅率計算之稅項	14,727	(12,326)
Tax effect of expenses not deductible for tax purpose	不可扣稅開支之稅務影響	20,247	9,998
Tax effect of income not taxable for tax purpose	毋須課稅收入之稅務影響	(23,112)	(1,675)
Tax effect of deductible temporary differences not recognised	未確認可扣稅暫時差額之稅務影響	7,465	7,093
Utilisation of deductible temporary differences previously not recognised	動用先前未確認之可扣稅暫時差額	(7,654)	(756)
Tax effect of share of results of associates	應佔聯營公司業績之稅務影響	(7,160)	1
Effect of tax exemptions granted to subsidiaries in the PRC	中國附屬公司獲授稅項豁免之影響	(73)	(511)
Effect of different tax rates of subsidiaries operating in other jurisdictions	於其他司法權區經營之附屬公司稅率不同之影響	(916)	833
Effect of change in tax rate	稅率變動之影響	6,531	-
Tax charge for the year	本年度稅項	10,055	2,657

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10. PROFIT (LOSS) FOR THE YEAR

10. 本年度溢利(虧損)

		2007 二零零七年 HK\$'000 港幣千元	2006 二零零六年 HK\$'000 港幣千元
Profit (loss) for the year has been arrived at after charging (crediting):	本年度溢利(虧損)已扣除(計入):		
Auditors' remuneration	核數師酬金		
– current year	– 本年度	3,359	2,659
– underprovision in previous years	– 過往年度撥備不足	317	379
		3,676	3,038
Directors' emoluments (note 11A)	董事酬金(附註11A)	13,699	3,990
Salaries and other benefits	薪金及其他福利	87,948	50,465
Equity-settled share-based payments expenses to employees	以股權結算以股份形式支付僱員之開支	702	–
Retirement benefits scheme contributions, net of forfeited contributions of HK\$251,000 (2006: HK\$288,000)	退休福利計劃供款·扣除已沒收供款港幣251,000元(二零零六年:港幣288,000元)	3,715	2,293
Total staff costs	員工成本總額	106,064	56,748
Less: Amount capitalised in intangible assets	減:於無形資產撥充資本之款項	(43)	(96)
		106,021	56,652
Cost of inventories recognised as an expense	存貨成本確認為開支	291,511	214,824
Depreciation of property, plant and equipment:	物業、機械及設備折舊:		
– assets owned by the Group	– 本集團自置資產	20,774	10,209
– assets held under finance leases	– 根據融資租賃持有之資產	23	37
Amortisation of prepaid lease payments of leasehold land	租賃土地預付租賃款項攤銷	1,984	30
Amortisation of premium on prepaid lease payments of leasehold land	租賃土地預付租賃款項之溢價攤銷	2,502	–
Amortisation of intangible assets	無形資產攤銷	225	171
Total depreciation and amortisation	折舊及攤銷總額	25,508	10,447
Allowance for inventories	存貨撥備	10,870	5,964
Research and development costs	研究及開發成本	304	261
Loss on disposal of property, plant and equipment	出售物業、機械及設備之虧損	235	544
Write-off of intangible assets	撤銷無形資產	2,550	299
Net exchange (gain) losses	匯兌(收益)虧損淨額	(2,767)	968
Allowance for (reversal of) amounts due from associates	應收聯營公司款項撥備(撥回)	1	(3)

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11. DIRECTORS' EMOLUMENTS AND HIGHEST PAID INDIVIDUALS 11. 董事酬金及最高薪酬人士

A. Directors' emoluments

The emoluments paid or payable to each of the ten (2006: ten) directors were as follows:

A. 董事酬金

已付或應付十名(二零零六年: 十名)董事各自之酬金如下:

		Fees 袍金 HK\$'000 港幣千元	Other emoluments 其他酬金			Total emoluments 酬金總額 HK\$'000 港幣千元
			Salaries and other benefits 薪金及 其他福利 HK\$'000 港幣千元	Equity-settled share-based payments expense 以股權結算 以股份形式 付款之開支 HK\$'000 港幣千元	Contributions to retirement benefits schemes 退休福利 計劃供款 HK\$'000 港幣千元	
2007	二零零七年					
Cheung Hon Kit	張漢傑	10	4,140	1,053	12	5,215
Chan Fut Yan	陳佛恩	10	3,400	632	240	4,282
Wong Kam Cheong, Stanley	黃錦昌	3	813	39	4	859
Cheung Chi Kit	張志傑	6	1,123	80	41	1,250
Lai Tsan Tung, David	賴贊東	150	766	-	7	923
Ho Hau Chong, Norman	何厚鏘	10	-	316	-	326
Lo Lin Shing, Simon	魯連城	10	-	158	-	168
Wong Chi Keung, Alvin	王志強	120	-	158	-	278
Kwok Ka Lap, Alva	郭嘉立	120	-	-	-	120
Chui Sai Cheong	崔世昌	120	-	158	-	278
		559	10,242	2,594	304	13,699

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11. DIRECTORS' EMOLUMENTS AND HIGHEST PAID INDIVIDUALS (Cont'd)

11. 董事酬金及最高薪酬人士 (續)

A. Directors' emoluments (Cont'd)

A. 董事酬金 (續)

		Other emoluments 其他酬金			Total emoluments 酬金總額 HK\$'000 港幣千元
		Fees 袍金 HK\$'000 港幣千元	Salaries and other benefits 薪金及 其他福利 HK\$'000 港幣千元	Contributions to retirement benefits schemes 退休福利 計劃供款 HK\$'000 港幣千元	
2006	二零零六年				
Cheung Hon Kit	張漢傑	9	2,200	10	2,219
Chan Fut Yan	陳佛恩	9	1,000	100	1,109
Tse Cho Tseung	謝祖翔	360	-	-	360
Cheung Sze Man	張詩敏	-	-	-	-
Ho Hau Chong, Norman	何厚鏘	10	-	-	10
Lo Lin Shing, Simon	魯連城	10	-	-	10
Wong Chi Keung, Alvin	王志強	94	-	-	94
Kwok Ka Lap, Alva	郭嘉立	94	-	-	94
Chui Sai Cheong	崔世昌	67	-	-	67
Zhang Shichen	張世臣	27	-	-	27
		680	3,200	110	3,990

No directors waived any emoluments during the years ended 31st March, 2007 and 2006.

截至二零零七年及二零零六年三月三十一日止年度，並無任何董事放棄酬金。

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11. DIRECTORS' EMOLUMENTS AND HIGHEST PAID INDIVIDUALS (Cont'd)

B. Highest paid individuals

Of the five individuals with the highest emoluments in the Group, all (2006: two) were directors of the Company whose emoluments are included in (A) above. Of these directors, three of them (2006: none) were appointed during the year. Their emoluments of HK\$2,278,000 for the period before their appointment as directors were excluded from the amounts disclosed in (A) above. Their emoluments before their appointment as directors (2006: the emoluments of the remaining three individuals) were as follows:

Salaries and other benefits	薪金及其他福利
Retirement benefits scheme contributions	退休福利計劃供款
Equity-settled shared-based payments expense	以股權結算以股份形式付款之開支

For the year ended 31st March, 2007, the emoluments of the above directors in their role as employees (2006: three employees) were below HK\$1,000,000.

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

11. 董事酬金及最高薪酬人士 (續)

B. 最高薪酬人士

本集團最高酬金之五名人士中全體(二零零六年:兩名)均為本公司董事,彼等之酬金載於上文(A)段。於此等董事中,三名(二零零六年:無)乃於年內委任。彼等期內獲委任為董事前之酬金港幣2,278,000元並未計入上文(A)段之金額中。彼等於獲委任為董事前之酬金(二零零六年:餘下三名人士之酬金)如下:

2007 二零零七年 HK\$'000 港幣千元	2006 二零零六年 HK\$'000 港幣千元
1,948	1,949
29	41
301	—
2,278	1,990

截至二零零七年三月三十一日止年度,上述董事(二零零六年:三名僱員)作為僱員之酬金少於港幣1,000,000元。

年內,本集團並無向五名最高薪酬人士(包括董事及僱員)支付酬金,作為鼓勵加入或加入本集團時之獎勵或作為離職補償。

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12. EARNINGS (LOSS) PER SHARE

The calculation of the basic and diluted earnings (loss) per share attributable to the ordinary equity holders of the Company is based on the following data:

12. 每股盈利(虧損)

本公司普通股權益持有人應佔每股基本及攤薄盈利(虧損)乃按照以下數據計算:

		2007 二零零七年 HK\$'000 港幣千元	2006 二零零六年 HK\$'000 港幣千元
Earnings:	盈利:		
Profit (loss) for the year attributable to equity holders of the Company and earnings (loss) for the purpose of basic earnings (loss) per share	本公司權益持有人應佔本年度溢利(虧損)及計算每股基本盈利(虧損)之盈利(虧損)	79,091	(72,960)
Effect of dilutive potential ordinary shares – interest on convertible note payables	潛在攤薄普通股之影響 — 可換股票據應付款項之利息	89,321	
Earnings for the purpose of diluted earnings per share	計算每股攤薄盈利之盈利	168,412	
Number of shares:	股份數目:		
Weighted average number of ordinary shares for the purpose of basic earnings (loss) per share	計算每股基本盈利(虧損)之普通股加權平均數	2,119,525,127	424,304,856
Effect of dilutive potential ordinary shares – convertible note payables	潛在攤薄普通股之影響 — 可換股票據應付款項	2,611,225,804	
Weighted average number of ordinary shares for the purpose of diluted earnings per share	計算每股攤薄盈利之普通股加權平均數	4,730,750,931	

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12. EARNINGS (LOSS) PER SHARE (Cont'd)

The effect of the outstanding share options of the Company has not been adjusted as the exercise price of the options was higher than the average market price for shares for the year ended 31st March, 2007.

No diluted loss per share was presented for the year ended 31st March, 2006 because assuming the exercise of the share options and the conversion of convertible notes would result in a decrease in the loss per share.

12. 每股盈利(虧損) (續)

本公司尚未行使購股權之影響未獲調整，此乃由於購股權之行使價較截至二零零七年三月三十一日止年度之市場平均股價為高。

由於假設行使購股權及兌換可換股票據會導致每股虧損減少，故截至二零零六年三月三十一日止年度並無呈列每股攤薄虧損。

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(For the year ended 31st March, 2007) (截至二零零七年三月三十一日止年度)

13. PROPERTY, PLANT AND EQUIPMENT 13. 物業、機械及設備

		Buildings	Leasehold improvements	Plant and machineries	Furniture, fixtures and equipment	Motor vehicles	Construction in progress	Total
		樓宇	租賃物業裝修	機械及設備	傢俬、裝置及設備	汽車	在建工程	總計
		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
COST	成本							
At 1st April, 2005	於二零零五年四月一日	2,764	47,138	14,415	5,317	2,025	-	71,659
Exchange adjustments	匯兌調整	84	469	-	101	59	-	713
Acquired on acquisition of a subsidiary	收購一家附屬公司時產生	-	-	-	-	1,264	-	1,264
Additions	添置	2,978	3,876	331	1,095	2,001	-	10,281
Disposals	出售	-	(1,440)	(379)	(1,641)	(1,053)	-	(4,513)
At 31st March, 2006 and 1st April, 2006	於二零零六年三月三十一日及二零零六年四月一日	5,826	50,043	14,367	4,872	4,296	-	79,404
Exchange adjustments	匯兌調整	6,957	695	1,641	234	323	1,170	11,020
Acquired on acquisition of subsidiaries (note 39)	收購附屬公司時產生 (附註39)	161,325	16	8,867	307	1,543	37,761	209,819
Additions	添置	288	1,920	3,927	1,662	2,193	34,029	44,019
Transfer	轉讓	33,892	-	-	1,245	-	(35,137)	-
Disposals	出售	(34)	(801)	(1,535)	(90)	(1,147)	-	(3,607)
At 31st March, 2007	於二零零七年三月三十一日	208,254	51,873	27,267	8,230	7,208	37,823	340,655
DEPRECIATION	折舊							
At 1st April, 2005	於二零零五年四月一日	58	4,823	764	1,532	129	-	7,306
Exchange adjustments	匯兌調整	5	95	-	56	41	-	197
Provided for the year	本年度撥備	124	7,257	964	1,317	584	-	10,246
Impairment loss recognised	減值虧損	-	17,478	8,373	-	-	-	25,851
Eliminated on disposals	出售時對銷	-	(1,001)	(26)	(1,524)	(272)	-	(2,823)
At 31st March, 2006 and 1st April, 2006	於二零零六年三月三十一日及二零零六年四月一日	187	28,652	10,075	1,381	482	-	40,777
Exchange adjustments	匯兌調整	402	224	1,302	193	241	-	2,362
Provided for the year	本年度撥備	8,766	7,439	1,946	1,492	1,154	-	20,797
Eliminated on disposals	出售時對銷	(2)	(673)	(1,450)	(76)	(1,036)	-	(3,237)
At 31st March, 2007	於二零零七年三月三十一日	9,353	35,642	11,873	2,990	841	-	60,699
CARRYING VALUES	賬面值							
At 31st March, 2007	於二零零七年三月三十一日	198,901	16,231	15,394	5,240	6,367	37,823	279,956
At 31st March, 2006	於二零零六年三月三十一日	5,639	21,391	4,292	3,491	3,814	-	38,627

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13. PROPERTY, PLANT AND EQUIPMENT 13. 物業、機械及設備 (續)

(Cont'd)

The above items of property, plant and equipment are depreciated on a straight-line basis at the following rates per annum:

Buildings	4% or over the remaining terms of the relevant lease, if shorter
Leasehold improvements	Over the terms of the leases
Plant and machineries	5% – 15%
Furniture, fixtures and equipment	10% – 33 ¹ / ₃ %
Motor vehicles	10% – 20%

At 31st March, 2006, the directors conducted a review of the recoverable amount of the Group's manufacturing assets and determined that a number of those assets were impaired. Accordingly, impairment losses of HK\$17,478,000 and HK\$8,373,000, respectively, had been recognised in respect of leasehold improvements and plant and machineries, which were used in the Group's medicine and health products segment.

The buildings of the Group were situated on land held under medium-term lease in the PRC.

At 31st March, 2007, the carrying values of property, plant and equipment of the Group included an amount of HK\$101,000 (2006: HK\$198,000) in respect of assets held under finance leases.

At 31st March, 2006, the property, plant and equipment of the Group amounting to HK\$2,902,000 were pledged to a bank to secure general banking facilities granted to the Group. The pledged property, plant and equipment was released upon the expiry of these general banking facilities during the year ended 31st March, 2007.

上述物業、機械及設備項目以直線法按下列年率折舊：

樓宇	4% 或按尚餘之有關租期 (取其較短者)
租賃物業裝修	按有關租期
機械及設備	5% – 15%
傢俬、裝置及設備	10% – 33 ¹ / ₃ %
汽車	10% – 20%

於二零零六年三月三十一日，董事審閱本集團製造資產之可收回金額，並確定若干資產已減值。因此，已分別就租賃物業裝修以及本集團醫藥及健康產品分部所用機械及設備確認減值虧損港幣17,478,000元及港幣8,373,000元。

本集團之樓宇位於中國根據中期租約持有之土地。

於二零零七年三月三十一日，本集團物業、機械及設備之賬面值包括就按融資租賃持有資產之款項港幣101,000元 (二零零六年：港幣198,000元)。

於二零零六年三月三十一日，本集團就其獲授之一般銀行融資向一家銀行抵押港幣2,902,000元之物業、機械及設備。於截至二零零七年三月三十一日止年度內，已抵押物業、機械及設備已於此等一般銀行融資屆滿後解除抵押。

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14. PREPAID LEASE PAYMENTS OF LEASEHOLD LAND 14. 租賃土地預付租賃款項

The Group's prepaid lease payments of leasehold land comprise:

本集團之租賃土地預付租賃款項包括：

		2007 二零零七年 HK\$'000 港幣千元	2006 二零零六年 HK\$'000 港幣千元
Land use rights in the PRC on medium-term lease	於中國根據中期租約持有之土地使用權	<u>99,252</u>	<u>1,405</u>
Analysed for reporting purposes as:	就申報分析為：		
Current asset	流動資產	2,480	30
Non-current asset	非流動資產	<u>96,772</u>	<u>1,375</u>
		<u>99,252</u>	<u>1,405</u>

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15. PREMIUM ON PREPAID LEASE PAYMENTS OF LEASEHOLD LAND 15. 租賃土地預付租賃款項之溢價

The amount represents the premium on acquisition of prepaid lease payments for the rights to use land situated in the PRC on medium-term lease as a result of acquisition of Everight Investment Limited (“Everight”) and its subsidiaries as set out in note 39, which is amortised on the same basis as the related prepaid lease payments of the relevant land use rights.

The movement of premium on prepaid lease payments is set out below:

該金額指因根據附註39所載收購永權投資有限公司(「永權」)及其附屬公司而收購位於中國按中期租賃持有之土地使用權預付租賃款項之溢價，乃按與相關土地使用權之有關預付租賃款項相同之基準攤銷。

預付租賃款項之溢價之變動如下：

		<i>HK\$'000</i> 港幣千元
COST	成本	
Acquired on acquisition of subsidiaries and balance at 31st March, 2007	於收購附屬公司時產生以及於二零零七年三月三十一日之結餘	134,029
AMORTISATION	攤銷	
Charge for the year and balance at 31st March, 2007	本年度扣除以及於二零零七年三月三十一日之結餘	2,502
CARRYING VALUE	賬面值	
At 31st March, 2007	於二零零七年三月三十一日	131,527

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16. INTANGIBLE ASSETS

16. 無形資產

		Development costs
		開發成本
		HK\$'000
		港幣千元
COST	成本	
At 1st April, 2005	於二零零五年四月一日	2,086
Additions	添置	1,441
Written-off	撤銷	(299)
		<hr/>
At 31st March, 2006 and 1st April, 2006	於二零零六年三月三十一日及 於二零零六年四月一日	3,228
Additions	添置	219
Written-off	撤銷	(2,927)
		<hr/>
At 31st March, 2007	於二零零七年三月三十一日	520
		<hr/>
AMORTISATION	攤銷	
At 1st April, 2005	於二零零五年四月一日	71
Provided for the year	本年度撥備	171
		<hr/>
At 31st March, 2006 and at 1st April, 2006	於二零零六年三月三十一日及 於二零零六年四月一日	242
Provided for the year	本年度撥備	225
Eliminated on written-off	撤銷時對銷	(377)
		<hr/>
At 31st March, 2007	於二零零七年三月三十一日	90
		<hr/>
CARRYING VALUES	賬面值	
At 31st March, 2007	於二零零七年三月三十一日	430
		<hr/>
At 31st March, 2006	於二零零六年三月三十一日	2,986
		<hr/>

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綜合財務報表附註

(For the year ended 31st March, 2007) (截至二零零七年三月三十一日止年度)

16. INTANGIBLE ASSETS (Cont'd)

The development costs of HK\$219,000 (2006: HK\$1,441,000) incurred on Chinese medicines and pharmaceutical products are internally generated. They have definite useful lives and amortised, using the straight-line method, over a period of five years from the date of commencement of commercial operation.

At 31st March, 2007, other than the amount of HK\$69,000 (2006: HK\$1,833,000) which related to products in the stage of development, the remaining intangible assets had been put into commercial use.

16. 無形資產 (續)

中藥及藥品產生之開發成本港幣219,000元(二零零六年:港幣1,441,000元)乃於內部產生,有具體可使用年期,並以直線法按商業營運開始日期起計五年期間攤銷。

於二零零七年三月三十一日,除有關開發中產品之款項港幣69,000元(二零零六年:港幣1,833,000元)外,其餘無形資產均已投入商業用途。

17. GOODWILL

17. 商譽

		HK\$'000 港幣千元
COST	成本	
At 31st March, 2006, 1st April, 2006 and 31st March, 2007	於二零零六年三月三十一日,二零零六年四月一日以及二零零七年三月三十一日	21,885
IMPAIRMENT	減值	
Impairment loss recognised for the year ended 31st March, 2006 and balance at 31st March, 2006, 1st April, 2006 and 31st March, 2007	截至二零零六年三月三十一日止年度已確認減值虧損及於二零零六年三月三十一日、二零零六年四月一日及二零零七年三月三十一日之結餘	21,885
CARRYING VALUE	賬面值	
At 31st March, 2007	於二零零七年三月三十一日	—
At 31st March, 2006	於二零零六年三月三十一日	—

At 31st March, 2006, the Group used business segment, as explained in note 49, as its primary segment for reporting segment information. For the purpose of impairment testing, goodwill which arose from the acquisition of Tung Fong Hung Investment Limited ("TFH"), had been allocated to a cash generating unit (the "CGU") of medicine and health food segment.

於二零零六年三月三十一日,誠如附註49所述,本集團以業務分部為其申報分部資料之主要分部。就減值檢測而言,源自收購Tung Fong Hung Investment Limited(「東方紅」)之商譽已分配至現金產生單位(「現金產生單位」)醫藥及健康食品分部。

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17. GOODWILL (Cont'd)

The recoverable amount of the CGU had been determined based on a value in use calculation. That calculation used cash flow projections for a 5-year period based on financial budgets approved by management covering a 1-year period and discount rate of 8%. The CGU's cash flows beyond the 1-year period were extrapolated using a steady 4% growth rate. This growth rate was based on the relevant industry growth rate forecasts. Other key assumptions for the value in use calculations were the terminal value at the end of the fifth year, which was determined based on the price earnings ratio by reference to the market, and the budgeted gross margin, which was determined based on the unit's past performance and management's expectations for the market development. Management believed that any reasonably possible change in any of these assumptions would not cause the aggregate carrying amount of the CGU to exceed the aggregate recoverable amount of the CGU.

Since the recoverable amount was lower than the carrying amount of the CGU, the Group recognised an impairment loss of HK\$21,885,000 on goodwill and HK\$25,851,000 on related property, plant and equipment for the year ended 31st March, 2006.

On 27th February, 2007, the Company entered into a conditional agreement with a third party to dispose of the entire interest in TFH as set out in note 46(a).

17. 商譽 (續)

現金產生單位之可收回金額已按使用價值計算方法釐定。該計算方法按管理層批准涵蓋1年期間之財政預算及貼現率8%就5年期間進行現金流量預測。超過1年期間之現金產生單位之現金流量以穩定增長率4%推算。此增長率乃按相關行業增長率預測計算。使用價值計算方法之其他主要假設為於第五年結束時之末期價值，該價值乃按參考市場後之市盈率釐定，而預算毛利率乃按單位之過往表現及管理層對市場發展之預期釐定。管理層相信，任何此等假設之任何合理可能出現之變動將不會導致現金產生單位之賬面值總額超出現金產生單位之可收回總額。

由於現金產生單位之可收回金額低於其賬面值，故本集團於截至二零零六年三月三十一日止年度就港幣21,885,000元之商譽及就港幣25,851,000元之物業、機械及設備確認減值虧損。

誠如附註46(a)所載，於二零零七年二月二十七日，本公司與一名第三方訂立有條件協議，出售於東方紅之全部權益。

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18. AVAILABLE-FOR-SALE INVESTMENTS 18. 可供出售投資

Available-for-sale investments comprise:

可供出售投資包括：

Listed investments:	上市投資
– Equity securities listed in Hong Kong	– 於香港上市之股本證券
– Equity securities listed elsewhere	– 於其他地方上市之股本證券

2007 二零零七年 HK\$'000 港幣千元	2006 二零零六年 HK\$'000 港幣千元
54,066	–
75,970	–
130,036	–

19. INTERESTS IN ASSOCIATES

19. 於聯營公司之權益

Cost of investment in associates, unlisted	於聯營公司之投資成本·非上市
Share of post-acquisition profits (losses), net of dividend received	應佔收購後溢利(虧損)扣除已收股息

2007 二零零七年 HK\$'000 港幣千元	2006 二零零六年 HK\$'000 港幣千元
6,807	5
87,072	(5)
93,879	–

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19. INTERESTS IN ASSOCIATES (Cont'd)

Notes:

- (i) On 29th March, 2006, the Group entered into an acquisition agreement with Pacific Wish Limited (“Pacific Wish”) (the “Acquisition Agreement”), a company incorporated in the British Virgin Islands (“BVI”) in relation to the acquisition of 280 shares in Orient Town Limited (“Orient Town”), representing 40% of the issued share capital of Orient Town for a cash consideration of HK\$280, being the nominal value of the 280 shares of Orient Town (the “Orient Town Acquisition”). Orient Town is a company incorporated in Hong Kong and its principal asset is its indirect shareholding interest in a subsidiary, namely Empresa De Fomento Industrial E Comercial Concórdia, S.A. (聯生發展股份有限公司) (“Concordia”), a company incorporated in Macau, which previously held the leasehold interests of 14 parcels of land (the “Leasehold Interests”) situated in Estrada de Seac Pai Van, Macau (澳門路環聯生填海區). The lease of the Leasehold Interests was expired in 2000. Concordia is in the process of renewing the lease terms. Pursuant to the Orient Town Acquisition, the Group undertook to advance to Orient Town by way of shareholder’s loan in the amount of HK\$885,000,000, of which a deposit of HK\$240,000,000 was paid during the year ended 31st March, 2006, for financing part of the working capital requirement of Orient Town.

As further consideration for the Group agreeing to enter into the Acquisition Agreement, Pacific Wish had granted the Group an option to purchase all or any of the 70 shares of Orient Town (the “Option Shares”), representing 10% of the issued share capital of Orient Town held by Pacific Wish (the “Call Option”). Pursuant to the Call Option, the Group had the right to require Pacific Wish, from time to time within one year following the completion date of the Orient Town Acquisition (the “Exercise Period”), to sell all or any part of the Option Shares to the Group or its nominee(s) at the aggregate nominal value of the Option Shares. The Call Option was measured at cost less impairment because the range of reasonable fair value estimates was so significant that the directors of the Company were of the opinion that its fair value could not be measured reliably.

Pursuant to the Orient Town Acquisition, Pacific Wish undertook not to dispose of any shares in Orient Town held by it within the Exercise Period unless (a) the prior written consent of the Group had been obtained; and (b) Pacific Wish had undertaken to the Group to pay to the Group half of the consideration, less related expenses, on disposal of shares in Orient Town (the “Disposal”) to potential purchaser by Pacific Wish. In the event of the Disposal, the number of Option Shares would be reduced by half of the number of shares subject to the Disposal.

19. 於聯營公司之權益 (續)

附註:

- (i) 於二零零六年三月二十九日，本集團與於英屬處女群島註冊成立之公司 Pacific Wish Limited (「Pacific Wish」) 就以收購華鎮有限公司 (「華鎮」) 280 股股份 (相當於華鎮已發行股本 40%) 訂立收購協議 (「收購協議」)，現金作價港幣 280 元，相當於所收購 280 股華鎮股份之面值 (「華鎮收購」)。華鎮為於香港註冊成立之公司，其主要資產為於一間在澳門註冊成立之附屬公司聯生發展股份有限公司 (「聯生發展」) 之間接股權。聯生發展擁有位於澳門路環聯生填海區之十四幅租賃土地之租賃權益 (「租賃權益」)。該租賃權益之租約至二零零零年屆滿，而聯生發展現正為租賃權益續期。根據華鎮收購，本集團承諾以股東貸款方式向華鎮墊款港幣 885,000,000 元，而其中港幣 240,000,000 元訂金已於截至二零零六年三月三十一日止年度內支付，以撥支華鎮之部分營運資金需求。

作為本集團同意訂立收購協議之進一步代價，Pacific Wish 已向本集團授出購買全部及任何部分 Pacific Wish 持有之 70 股華鎮股份 (「認購期權股份」)，相當於華鎮已發行股本之 10% 之選擇權 (「認購期權」)。根據認購期權，本集團有權要求 Pacific Wish 於華鎮收購完成日期翌日起計一年內 (「行使期」) 不時按認購期權股份之總面值出售全部或任何部分認購期權股份予本集團或其代名人。由於合理預計公平值之範圍甚廣，本公司董事認為不能可靠計量其公平值，因此認購期權乃按成本值扣除減值計量。

根據華鎮收購，Pacific Wish 承諾不會於行使期內出售其持有之任何華鎮股份，除非 (a) 已取得本集團事先書面同意；及 (b) Pacific Wish 向本集團承諾，由 Pacific Wish 向本集團繳付向潛在買方出售華鎮股份 (「出售」) 之一半代價 (扣除相關費用後)。倘進行出售，認購期權股份之數目將減少出售股份總數之一半數目。

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19. INTERESTS IN ASSOCIATES (Cont'd)

Notes: (Cont'd)

After the completion of Orient Town Acquisition on 15th June, 2006, the Group granted a consent to Pacific Wish for disposal of 105 shares of Orient Town held by Pacific Wish to a purchaser, pursuant to which the purchaser had the right to require Pacific Wish to sell to the purchaser additional 70 shares in addition to the 105 shares of Orient Town. The Group agreed that the number of Option Shares were reduced by half and compensated by HK\$23,370,000, after deduction of transaction costs, was recognised in the consolidated income statement during the year.

During the year ended 31st March, 2007, the Group had exercised its right to purchase 35 Option Shares from Pacific Wish for a cash consideration of HK\$35, being the nominal value of the 35 shares of Orient Town. Upon the completion of exercise of the call option, the Group undertook to further advance to Orient Town by way of shareholder's loan in the amount of HK\$93,000,000, for financing partial repayment of shareholder's loan to Pacific Wish by Orient Town.

As stated in the announcement dated 14th June, 2007, offer for renewal of the lease terms of the Leasehold Interests by way of termination of the lease and grant of a new concession had been granted by the Government of Macau and accepted by Concordia in June 2007 at an additional land premium of approximately MOP578.4 million (equivalent to approximately HK\$561.6 million). The new concession is subject to official endorsement by the Government of Macau.

- (ii) On 6th October, 2006, the Group entered into a subscription agreement to subscribe for 4,000 new ordinary shares of US\$1 each in More Profit International Limited ("More Profit") for a cash consideration of US\$4,000 (equivalent to approximately HK\$32,000), representing 40% of the issued share capital of More Profit as enlarged by the subscription shares of 5,000 new shares at US\$1 each in More Profit, and to provide a shareholder's loan of HK\$248,000,000 to More Profit. More Profit is an investment holding company incorporated in the British Virgin Islands with limited liability. On the same date, More Profit entered into an acquisition agreement to acquire 50% interest in Great China Company Limited which is a company incorporated in Macau with limited liability and is the owner of a land situated in Su da Marina Taipa-Sul Junto a Rotunda do Dique-Oeste, Macau and a hotel complex erected on the land. The acquisition was completed on 1st February, 2007.

Included in the cost of interest in associates is goodwill of HK\$1,701,000 arising on acquisition of associates during the year ended 31st March, 2007 (2006: Nil).

19. 於聯營公司之權益 (續)

附註: (續)

於二零零六年六月十五日完成華鎮收購後，本集團同意Pacific Wish向一名買方出售Pacific Wish持有之105股華鎮股份，據此，買方有權要求Pacific Wish除該105股股份外，向買方出售多70股華鎮股份。本集團同意認購期權股份數目減少一半，以及獲補償港幣23,370,000元，於扣除交易成本後，已於期內綜合損益表確認。

於截至二零零七年三月三十一日止年度，本集團已行使其權利，向Pacific Wish收購35股認購期權股份現金代價為港幣35元，即該35股華鎮股份之面值。完成行使認購期權後，本集團承諾以股東貸款方式進一步向華鎮墊款港幣93,000,000元，以就華鎮向Pacific Wish償還部分股東貸款融資。

誠如日期為二零零七年六月十四日之公佈所述，澳門政府已提出以終止租約及重新批給新租約之形式而重續租期之要約，而聯生發展已於二零零七年六月接納有關要約，額外地價約為澳門幣578,400,000元（相等於約港幣561,600,000元），惟新租約須待澳門政府正式確認。

- (ii) 於二零零六年十月六日，本集團訂立認購協定，以認購More Profit International Limited (「More Profit」) 4,000股每股面值美金1元之新普通股，相當於More Profit經認購More Profit 5,000股每股面值美金1元之新股擴大後之已發行股本40%，現金代價為美金4,000元（相等於約港幣32,000元），以及向More Profit提供股東貸款港幣248,000,000元。More Profit為一間於英屬處女群島註冊成立之投資控股公司。同日，More Profit已訂立收購協議收購大中華有限公司50%權益，該公司於澳門註冊成立，為澳門一幅位於澳門氹仔南部遊艇碼頭毗鄰西堤圓形地之土地及其上所建酒店之擁有人。收購已於二零零七年二月一日完成。

於聯營公司之投資成本內包括由於在截至二零零七年三月三十一日止年度收購聯營公司而產生之商譽港幣1,701,000元（二零零六年：無）。

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19. INTERESTS IN ASSOCIATES (Cont'd)

At 31st March, 2007, the Group had interest in the following associates:

Name of associate 聯營公司名稱	Form of business structure 業務架構形式	Place of incorporation/ operation 註冊成立/ 經營地點	Class of shares held 所持 股份類別 (Note) (附註)	Nominal value of issued and fully paid share capital 已發行及繳足股本面值		Proportion of nominal value of issued share capital held by the Group 本公司持有之已發行股本面值比例		Principal activity 主要業務
				2007 二零零七年	2006 二零零六年	Directly 直接 %	Indirectly 間接 %	
Jean-Bon Pharmaceutical Technology Company Limited ("Jean-Bon") 正邦醫藥科技有限公司 〔正邦〕	Incorporated 註冊成立	Hong Kong 香港	Ordinary 普通股	HK\$10,000 港幣10,000元	HK\$10,000 港幣10,000元	-	50	Inactive 暫無業務
Orient Town 華鎮	Incorporated 註冊成立	Hong Kong 香港	Ordinary 普通股	HK\$700 港幣700元	-	-	45	Investment holding 投資控股
Best Profit Holdings Limited 佳富集團有限公司	Incorporated 註冊成立	Hong Kong 香港	Ordinary 普通股	HK\$1,000 港幣1,000元	-	-	31.5	Investment holding 投資控股
Concordia 聯生發展	Incorporated 註冊成立	Macau 澳門	Quota Capital 註冊資本	MOP100,000,000 澳門幣 100,000,000元	-	-	26.8	Property development 物業發展
Giant Energy Limited 浩勁有限公司	Incorporated 註冊成立	Hong Kong 香港	Ordinary 普通股	HK\$1 港幣1元	-	-	45	Investment holding 投資控股
Great China 大中華	Incorporated 註冊成立	Macau 澳門	Quota Capital 註冊資本	MOP100,000 澳門幣100,000元	-	-	20	Investment property holding 持有投資物業
Macau Properties Holdings Limited 澳門地產集團有限公司	Incorporated 註冊成立	Hong Kong 香港	Ordinary 普通股	HK\$1 港幣1元	-	-	45	Investment holding 投資控股
Orient Town Project Management Limited 華鎮項目管理有限公司	Incorporated 註冊成立	Macau 澳門	Quota Capital 註冊資本	MOP25,000 澳門幣25,000元	-	-	45	Property project management 物業項目管理
San Lun Mang Investimentos, Limitada 新聯盟投資有限公司	Incorporated 註冊成立	Macau 澳門	Quota Capital 註冊資本	MOP100,000 澳門幣100,000元	-	-	31.5	Investment holding 投資控股
More Profit	Incorporated 註冊成立	British Virgin Islands 英屬處女群島	Ordinary 普通股	US\$10,000 美金10,000元	-	-	40	Investment holding 投資控股

19. 於聯營公司之權益 (續)

於二零零七年三月三十一日，本集團於下列聯營公司擁有權益：

Note: Quota capital represents the Portuguese equivalence of registered capital as Portuguese is the official language of Macau.

附註：葡語中之Quota capital即註冊資本。葡語為澳門之官方語言。

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19. INTERESTS IN ASSOCIATES (Cont'd)

The summarised combined financial information in respect of the Group's associates is set out below:

19. 於聯營公司之權益 (續)

本集團聯營公司之合併財務資料概要載列如下:

		2007 二零零七年 HK\$'000 港幣千元	2006 二零零六年 HK\$'000 港幣千元
Total assets	資產總值	3,145,540	–
Total liabilities	負債總額	3,067,243	16
Net assets (liabilities)	資產淨值(負債)淨額	78,297	(16)
Group's share of net assets (liabilities) of associates	本集團應佔聯營公司資產淨值 (負債)淨額	92,178	(8)
Turnover	營業額	–	–
Profits (loss) for the year	本年度溢利(虧損)	99,569	(9)
Group's share of results of associates for the year	本集團應佔聯營公司 年內業績	40,916	(5)

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19. INTERESTS IN ASSOCIATES (Cont'd)

The Group has discontinued recognition of its share of losses of associates. The amounts of unrecognised share of losses of those associates, extracted from the relevant management accounts of the associates, both for the year and cumulatively, are as follows:

Unrecognised share of losses of associates for the year	本年度未確認應佔聯營公司虧損
Accumulated unrecognised share of losses of associates	累計未確認應佔聯營公司虧損

19. 於聯營公司之權益 (續)

本集團已終止確認其應佔聯營公司虧損。年內及累計未確認之應佔該等聯營公司虧損金額(摘錄自該等聯營公司之相關管理賬目)如下:

2007 二零零七年 HK\$'000 港幣千元	2006 二零零六年 HK\$'000 港幣千元
(1,353)	—
(1,353)	—

20. UNSECURED LOANS AND INTEREST DUE FROM ASSOCIATES/AMOUNTS DUE FROM ASSOCIATES

Unsecured loans and interest due from associates

Loans to associates	聯營公司貸款
Interest receivables	應收利息
Less: Loss allocated in excess of cost of investment	減: 超出投資成本之已分配虧損

20. 聯營公司之無抵押貸款及應付利息/應收聯營公司款項

聯營公司之無抵押貸款及應付利息

2007 二零零七年 HK\$'000 港幣千元	2006 二零零六年 HK\$'000 港幣千元
1,226,237	—
59,288	—
1,285,525	—
(51,082)	—
1,234,443	—

The loans to associates are unsecured, bear interest at Hong Kong Prime Rate and have no fixed repayment terms. The effective interest rate of the loans to associates are ranging from 7.75% to 8% per annum. In the opinion of the directors, the amounts will not be repaid within twelve months from the balance sheet date and the amount was therefore classified as non-current assets.

聯營公司貸款為無抵押, 按香港最優惠利率計息, 並無固定還款期。聯營公司貸款之實際年利率介乎7.75厘至8厘。董事認為, 有關款項不會於由結算日起計十二個月內獲得償還, 故歸類為非流動資產。

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20. UNSECURED LOANS AND INTEREST DUE FROM ASSOCIATES/AMOUNTS DUE FROM ASSOCIATES (Cont'd)

Amounts due from associates

Amounts due from associates	應收聯營公司款項
Less: Allowance	減：撥備

The amounts due from associates are unsecured, interest-free and repayable on demand.

21. DEPOSIT AND EXPENSES PAID FOR ACQUISITION OF A LAND USE RIGHT

On 22nd March, 2007, Wealthy First Investment Limited, an indirect wholly-owned subsidiary of the Company incorporated in Hong Kong, entered into an acquisition agreement with independent third parties in relation to the acquisition of a land use right in the PRC for a cash consideration of RMB50,964,000 (equivalent to HK\$51,479,000). The balance at 31st March, 2007 represents deposit paid for the acquisition.

20. 聯營公司之無抵押貸款及應付利息／應收聯營公司款項 (續)

應收聯營公司款項

2007 二零零七年 HK\$'000 港幣千元	2006 二零零六年 HK\$'000 港幣千元
83	14
(15)	(14)
68	-

應收聯營公司款項為無抵押、不計息及按要求償還。

21. 收購土地使用權已付按金及開支

於二零零七年三月二十二日，本公司於香港註冊成立之間接全資附屬公司富創投資有限公司與獨立第三方訂立收購協議，收購一項於中國之土地使用權，現金代價為人民幣50,964,000元（相等於港幣51,479,000元）。於二零零七年三月三十一日之結餘指就收購已付之按金。

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22. DEPOSITS AND EXPENSES PAID FOR ACQUISITION OF SUBSIDIARIES AND ASSOCIATES 22. 收購附屬公司及聯營公司已付按金及開支

			2007 二零零七年 HK\$'000 港幣千元	2006 二零零六年 HK\$'000 港幣千元
Deposits and expenses paid for acquisition of:	收購以下公司已付按金及開支:			
Subsidiaries	附屬公司	(i)	-	12,099
Associates	聯營公司	(ii)	90,675	241,865
			90,675	253,964

Notes:

- (i) As stated in the announcement on 7th February, 2006 and the circular dated 26th April, 2006, New Smarten Limited, an indirect wholly-owned subsidiary of the Company entered into an acquisition agreement dated 2nd February, 2006 with Green Label Investments Limited ("Green Label"), Concord Link Development Limited, Magnum Company Limited and Mr. Ku Yuet Kan, Tony (collectively referred to as the "Vendor") and Mr. Chan Jink Chou, Eric and Mr. Lai Tsan Tung, David ("Mr. Lai") (collectively referred to as the "Guarantors") in relation to the acquisition of the entire interest in Everight, a company incorporated in Hong Kong with limited liability, and the loan owed by Everight and its subsidiaries (the "Everight Group") to Green Label for an aggregate consideration of HK\$140,000,000 (the "Acquisition"), of which HK\$80,000,000 was satisfied by cash and HK\$60,000,000 by issue of zero coupon convertible notes due on 11th August, 2010.

The Everight Group was engaged in the development and operation of a golf resort and hotel and property development. Upon completion of the Acquisition, Everight became an indirect wholly-owned subsidiary of the Company. The Acquisition was approved by shareholders at a special general meeting held on 23rd May, 2006 and was completed on 8th June, 2006.

As at 31st March, 2006, the Group paid a deposit of HK\$5,000,000 for the Acquisition and the remaining balance of HK\$7,099,000 was paid as expenses incurred for the Acquisition. During the year ended 31st March, 2007, the Acquisition was completed and the deposit was transferred to cost of acquisition of subsidiaries as set out in note 39.

附註:

- (i) 誠如於二零零六年二月七日之公佈及日期為二零零六年四月二十六日之通函所述，本公司間接全資附屬公司新豐利有限公司與Green Label Investments Limited (「Green Label」)、浩力發展有限公司、Magnum Company Limited及顧悅勤先生(統稱為「賣方」)以及陳正秋先生與賴贊東先生(「賴先生」)(統稱為「擔保人」)就收購於香港註冊成立之有限公司永權全部權益以及永權與其附屬公司(「永權集團」)結欠Green Label之貸款訂立日期為二零零六年二月二日之收購協議(「收購」)，總代價為港幣140,000,000元，當中港幣80,000,000元以現金支付，另港幣60,000,000元則以發行於二零一零年八月十一日到期之零息可換股票據支付。

永權集團之業務為發展及經營高爾夫球度假村及酒店以及物業發展。收購完成後，永權成為本公司之間接全資附屬公司。收購已獲股東於二零零六年五月二十三日舉行之股東特別大會批准，並已於二零零六年六月八日完成。

於二零零六年三月三十一日，本集團就收購支付港幣5,000,000元按金，餘額港幣7,099,000元則支付作為收購產生之開支。於截至二零零七年三月三十一日止年度，收購已完成，有關按金已轉撥至附註39所載之收購附屬公司成本。

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22. DEPOSITS AND EXPENSES PAID FOR ACQUISITION OF SUBSIDIARIES AND ASSOCIATES (Cont'd)

Notes: (Cont'd)

- (ii) The amount at 31st March, 2006 represented deposits and certain expenses incurred for the acquisition of Orient Town as set out in note 19(i). During the year, the amounts of HK\$1,865,000 and HK\$240,000,000 were transferred to the cost of acquisition of associates and loans due from associates, as set out in notes 19(i) and 20, respectively, upon the completion of the Orient Town Acquisition.

As stated in the announcement on 1st February, 2007 and the circular dated 7th March, 2007, Top Century International Limited ("Top Century"), an indirect wholly-owned subsidiary of the Company incorporated in the British Virgin Islands, entered into an acquisition agreement dated 25th January, 2007 (the "Concordia Acquisition Agreement") with Forever Charm Group Limited ("Forever Charm"), an existing shareholder of Concordia holding 11.3% interest in Concordia, in relation to the acquisition of 8,700 shares in Concordia, representing 8.7% of the registered share capital of Concordia as at 2nd March, 2007 (the "Latest Practicable Date"), from Forever Charm and a shareholder's loan due by Concordia to Forever Charm in the principal sum of approximately MOP40,800,000 (equivalent to approximately HK\$39,600,000) together with all interests accrued thereon, which amounted to approximately MOP73,500,000 (equivalent to approximately HK\$71,400,000) as at the Latest Practicable Date, for a total cash consideration of approximately HK\$245,700,000 (the "Concordia Acquisition").

Pursuant to the Concordia Acquisition Agreement, Top Century further undertook to advance to Concordia a shareholder's loan of not more than HK\$70,000,000 after the completion of the Concordia Acquisition Agreement.

At the Latest Practicable Date, Top Century was effectively interested in 31.5% of the issued share capital of San Lun Mang Investimentos, Limitada ("XLM"), which in turn was the owner of 85% of the registered share capital of Concordia. Upon the completion of the Concordia Acquisition, the Company would have an effective interest in approximately 35.5% of the registered share capital of Concordia and Concordia will remain as an associate of the Group.

At 31st March, 2007, the Group paid approximately HK\$90,675,000 for the Concordia Acquisition, of which HK\$90,000,000 was used to satisfy the consideration of the Concordia Acquisition and the remaining balance of approximately HK\$675,000 was used as expenses incurred for the Concordia Acquisition. The Acquisition has not yet been completed at the date of this report.

22. 收購附屬公司及聯營公 司已付按金及開支 (續)

附註: (續)

- (ii) 於二零零六年三月三十一日之金額指附註19(i)所載收購華鎮所產生之按金及若干開支。於本年度，附註19(i)及20所載分別港幣1,865,000元及港幣240,000,000元之金額已於華鎮收購完成後轉撥至收購聯營公司成本及應收聯營公司貸款。

誠如於二零零七年二月一日之公佈及日期為二零零七年三月七日之通函所述，本公司於英屬處女群島註冊成立之間接全資附屬公司 Top Century International Limited (「Top Century」) 與持有聯生發展 11.3% 權益之聯生發展現有股東永美集團有限公司 (「永美」) 訂立日期為二零零七年一月二十五日之收購協議 (「聯生發展收購協議」)，以向永美收購聯生發展 8,700 股股份 (佔聯生發展於二零零七年三月二日 (「最後可行日期」) 之註冊股本 8.7%)，以及聯生發展結欠永美之股東貸款，本金總額約為澳門幣 40,800,000 元 (相等於約港幣 39,600,000 元) 以及一切有關累計利息，於最後可行日期之金額約為澳門幣 73,500,000 元 (相等於約港幣 71,400,000 元)，現金代價總額為港幣 245,700,000 元 (「聯生發展收購」)。

根據聯生發展收購協議，Top Century 進一步承諾於聯生發展收購協議完成後向聯生發展墊支最多港幣 70,000,000 元股東貸款。

於最後可行日期，Top Century 實益擁有新聯盟投資有限公司 (「新聯盟」) 已發行股本之 31.5% 權益，而新聯盟則為聯生發展 85% 註冊股本之擁有人。於聯生發展收購完成後，本公司實際擁有聯生發展註冊股本約 35.5% 之權益，聯生發展將仍為本集團之聯營公司。

於二零零七年三月三十一日，本集團已就聯生發展收購支付約港幣 90,675,000 元，其中港幣 90,000,000 元乃用於支付聯生發展收購之代價，餘額約港幣 675,000 元則用作聯生發展收購所產生之開支。於本報告日期，收購尚未完成。

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23. DEPOSITS AND EXPENSES PAID FOR ACQUISITION OF INVESTMENT PROPERTIES

As stated in the announcement dated 21st November, 2006 and the circular dated 18th December, 2006, the Company had accepted an offering letter (the "Offering Letter") from The First International Property Planning & Management Company Limited ("First International") in relation to the acquisition of 44 residential units in Macau at a consideration of approximately HK\$88,520,000. An amount of HK\$5,000,000 had been paid as initial deposit upon the acceptance of the Offering Letter.

Pursuant to the Offering Letter, Hayton Limited, an indirectly wholly-owned subsidiary of the Company, should enter into a sale and purchase agreement with First International in relation to the acquisition of the properties on 11th December, 2006. An additional amount of HK\$21,556,000 had been paid as further deposit upon signing of the sale and purchase agreement.

At 31st March, 2007, the amount represented deposits and certain expenses incurred for the acquisition. The acquisition was completed on 30th April, 2007. In the opinion of the directors of the Company, the properties will be held for rental purposes subsequent to the completion of the acquisition and therefore will be classified as investment properties.

23. 收購投資物業已付按金 及開支

誠如本公司日期為二零零六年十一月二十一日之公佈及日期為二零零六年十二月十八日之通函所述，本公司已接納第一國際物業策劃管理有限公司（「第一國際」）就本集團按代價港幣88,520,000元收購澳門44個住宅單位發出之要約函件（「要約函件」），並已於接納要約函件時支付港幣5,000,000元作為初步訂金。

根據要約函件之條款，於二零零六年十二月十一日，本公司間接全資附屬公司漢東有限公司就收購該物業與第一國際訂立買賣協議。於簽訂買賣協議時，已額外支付港幣21,556,000元作為進一步訂金。

於二零零七年三月三十一日，有關金額指按金及收購產生之若干開支。收購已於二零零七年四月三十日完成，本公司董事認為，於收購完成後，該等物業將持有作出租之用，故歸類為投資物業。

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24. OTHER LOAN RECEIVABLES

24. 其他應收貸款

		2007 二零零七年 HK\$'000 港幣千元	2006 二零零六年 HK\$'000 港幣千元
Fixed-rate loan receivables	定息應收貸款	9,634	4,635
Variable-rate loan receivables	浮息應收貸款	256,495	59,314
		266,129	63,949
Carrying amount analysed for reporting purposes:	就申報分析之賬面值：		
Current assets (receivable within 12 months from the balance sheet date)	流動資產(自結算日起計12個月內應收款項)	256,495	59,314
Non-current assets (receivable after 12 months from the balance sheet date)	非流動資產(自結算日起計12個月後應收款項)	9,634	4,635
		266,129	63,949

The Group's fixed-rate loan receivables are denominated in US dollars, which is not the functional currencies of the relevant group entities and carries interest from 3% to 8%. Amounts of HK\$4,635,000 and HK\$4,999,000 are repayable on 5th October, 2008 and 6th December, 2008, respectively. Included in the fixed-rate loan receivables is a loan receivable of HK\$4,999,000, which is secured by 25,000,000 shares of a private limited company incorporated in Malaysia, with a nominal value of RM0.25 per share. The remaining fixed-rate loan receivable is unsecured.

Except for a loan of HK\$20,000,000 which carries interest at the higher of Hong Kong Prime Rate or 4% per annum and is secured by the borrower's investment in convertible note with a principal amount of HK\$20,000,000 issued by a company whose shares are listed on the Stock Exchange and is repayable on 28th September, 2007, all remaining variable-rate loans are unsecured, carry interest at Hong Kong Prime Rate plus 2% per annum and are repayable on demand. The effective interest rates of other loan receivables are ranging from 7.75% to 10% per annum.

At 31st March, 2006, the Group's loan receivables of HK\$59,314,000 and HK\$4,635,000 were denominated in Hong Kong dollars and US dollars, respectively.

本集團之定息應收貸款以美金計值，並非相關集團實體之功能貨幣，並以3厘至8厘計息。為數港幣4,635,000元及港幣4,999,000元之款項應分別於二零零八年十月五日及二零零八年十二月六日償還。定息應收貸款內包括一筆為數港幣4,999,000元之應收貸款，乃以一間於馬來西亞註冊成立之私人有限公司之25,000,000股每股面值馬來西亞幣0.25元之股份作抵押。其餘定息貸款為無抵押。

除一筆按香港最優惠利率或年利率4厘之較高者計息之港幣20,000,000元貸款，以借貸方於一間聯交所上市公司發行、本金額為港幣20,000,000元之可換股票據的投資作為抵押，並須於二零零七年九月二十八日償還外，所有其他浮息貸款均為無抵押，按香港最優惠利率加年利率2厘計息及須按要求償還。其他應收貸款之實際利率介乎年利率7.75厘至10厘。

於二零零六年三月三十一日，本集團為數港幣59,314,000元及港幣4,635,000元之應收貸款分別以港幣及美金計值。

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25. INVENTORIES/PROPERTIES UNDER DEVELOPMENT 25. 存貨／發展中物業

Inventories

Raw materials	原料
Work in progress	在製品
Finished goods	製成品
Consumables	消耗品

存貨

2007 二零零七年 HK\$'000 港幣千元	2006 二零零六年 HK\$'000 港幣千元
20,185	20,423
829	1,018
54,559	49,418
1,346	—
76,919	70,859

Properties under development

Properties under development under current assets at 31st March, 2007 are expected to realise after twelve months from the balance sheet date.

發展中物業

於二零零七年三月三十一日，流動資產項下之發展中物業預期將於結算日起計12個月後變現。

26. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS 26. 按公平值列賬及計入損益之金融資產

Investments held-for-trading include: 持作買賣投資包括：

Listed securities:	上市證券：
– Equity securities listed in Hong Kong	– 於香港上市之股本證券
– Equity securities listed elsewhere	– 於其他地方上市之股本證券

2007 二零零七年 HK\$'000 港幣千元	2006 二零零六年 HK\$'000 港幣千元
44,369	9,043
12,720	—
57,089	9,043
9,636	—
66,725	9,043

Financial assets at fair value through profit or loss: 按公平值列賬及計入損益之金融資產：

Equity-linked notes 股本掛鈎票據

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26. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS (Cont'd)

At the balance sheet date, all financial assets at fair value through profit or loss are stated at fair value. The fair values of listed securities are determined based on the bid prices quoted in active markets and those of the equity-linked notes are based on fair values quoted by the respective issuing banks or financial institutions.

Equity linked notes are designated at fair value through profit or losses. During the year ended 31st March, 2007, the loss arising from the change in fair value of financial assets designated at fair value through profit or loss is recognised in the consolidated income statement of HK\$206,000 (2006: Nil).

27. DEBTORS, DEPOSITS AND PREPAYMENTS

The Group allows credit period ranging from 0 to 30 days to its trade customers. The following is an analysis of debtors, deposits and prepayments at the balance sheet date:

Trade debtors aged:	應收貿易賬款之賬齡:
0 – 60 days	零至六十日
61 – 90 days	六十一至九十日
Over 90 days	超過九十日
Refundable earnest money (Note)	可予退還誠意金 (附註)
Other receivable (note 39)	其他應收款項 (附註39)
Other debtors, deposits and prepayments	其他應收賬款、按金及預付款項

26. 按公平值列賬及計入損益之金融資產 (續)

於結算日，所有按公平值列賬及計入損益之金融資產均以公平值列賬。上市證券之公平值乃根據活躍市場所報之買入價而釐定，而股本掛鈎票據乃根據相關發行銀行或財務機構所報之公平值而釐定。

股本掛鈎票據乃指定按公平值列賬及計入損益。於二零零七年三月三十一日，指定按公平值列賬及計入損益之金融資產公平值變動所產生之虧損港幣206,000元(二零零六年：無)已於綜合損益表內確認。

27. 應收賬款、按金及預付款項

本集團給予其貿易客戶之信貸期由零至三十日不等。應收賬款、按金及預付款項於結算日之分析如下：

2007 二零零七年 HK\$'000 港幣千元	2006 二零零六年 HK\$'000 港幣千元
35,555	19,309
1,118	528
13,361	1,537
50,034	21,374
362,075	150,136
17,721	–
46,897	21,855
476,727	193,365

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27. DEBTORS, DEPOSITS AND PREPAYMENTS (Cont'd)

Note:

In June 2005, a wholly-owned subsidiary of the Company and an independent third party ("Vendor A") signed a non-binding letter of intent with a view of negotiating a possible acquisition from Vendor A of 50% of its ownership and interest in certain land located in Macau which was initially intended for redevelopment purposes, at an initial consideration of HK\$495,000,000. Upon signing of the letter of intent, an amount of HK\$10,000,000 was paid by the Group as refundable earnest money.

At 31st March, 2006, included in refundable earnest money was an amount of HK\$140,000,000, which was paid by the Group with a view of negotiating possible acquisition of ownership and interest in properties located in PRC and was fully refunded to the Group during the year ended 31st March, 2007.

In March 2007, a wholly-owned subsidiary of the Company and an independent third party ("Vendor B") signed a non-binding letter of intent with a view of negotiating a possible acquisition from Vendor B and a party as procured by Vendor B ("Vendor C") of their aggregate interests of 67.5% in a company which was established in the PRC and is engaged in development and operation of golf resort (the "PRC Company"), and of shareholders' loans due by the PRC Company to Vendor B and Vendor C of approximately US\$14,000,000 (equivalent to approximately HK\$109,200,000). Upon signing of the letter of intent, an amount of US\$2,800,000 (equivalent to approximately HK\$21,884,000) was paid by the Group as refundable earnest money.

On 28th December, 2006 and 21st March, 2007, further amounts of refundable earnest money of approximately HK\$170,000,000 and HK\$160,191,000, respectively, were paid by the Group with a view of negotiating possible acquisition of ownership and interest in properties located in the PRC.

No formal agreements in respect of the possible acquisitions have been entered into up to the date of this report. In the opinion of the directors of the Company, the possible acquisitions may or may not materialise and fully refundable, therefore, the refundable earnest money is classified as current asset accordingly.

27. 應收賬款、按金及預付款項 (續)

附註:

於二零零五年六月，本公司一間全資附屬公司與一名獨立第三方（「賣方甲」）簽訂無約束力意向書，以磋商可能以初步代價港幣495,000,000元，向賣方甲收購其位於澳門若干土地之50%擁有權及權益，有關土地初步擬作重建用途。於簽訂意向書後，本集團已支付港幣10,000,000元作為可予退還誠意金。

於二零零六年三月三十一日，本集團就磋商可能收購位於中國之物業之擁有權及權益，支付可予退還誠意金港幣140,000,000元。有關金額已於截至二零零七年三月三十一日止年度悉數退還予本集團。

於二零零七年三月，本公司一間全資附屬公司與一名獨立第三方（「賣方乙」）簽訂無約束力意向書，以磋商可能向賣方乙及賣方乙促使之一名人士（「賣方丙」）購彼等於一間在中國成立並從事發展及經營高爾夫球度假村之公司（「中國公司」）之67.5%權益，以及中國公司結欠賣方乙及賣方丙之股東貸款約美金14,000,000元（相等於約港幣109,200,000元）。於簽訂意向書後，本集團已支付美金2,800,000元（相等於約港幣21,884,000元）作為可予退還誠意金。

於二零零六年十二月二十八日及二零零七年三月二十一日，本集團就磋商可能收購位於中國之物業之擁有權及權益，分別進一步支付可予退還誠意金約港幣170,000,000元及港幣160,191,000元。

截至本報告日期為止，概無就可能進行之收購訂立任何正式協議。本公司董事認為，可能進行之收購未必落實且可予悉數退還，因此，可予退還誠意金分類為流動資產。

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28. PLEDGED BANK DEPOSITS/BANK BALANCES AND CASH

Pledged bank deposits

The amount represents deposits pledged to banks to secure general banking facilities granted to the Group. The deposits carry interest at 4.2% (2006: 3.15%) per annum.

Bank balances and cash

The bank balances carry interest at rates ranging from 2.5% to 5.1% (2006: ranging from 1.3% to 4.0%) per annum.

29. CREDITORS, DEPOSITS AND ACCRUED CHARGES

The following is an analysis of creditors, deposits and accrued charges at the balance sheet date:

Trade creditors aged:	應付貿易賬款之賬齡：
0 – 60 days	零至六十日
61 – 90 days	六十一至九十日
Over 90 days	超過九十日
Other creditors, deposits and accrued charges	其他應付賬款、按金及應計開支

28. 已抵押銀行存款／銀行結餘及現金

已抵押銀行存款

該金額指已抵押予銀行以取得本集團之一般銀行融資之存款。該存款之年利率為4.2厘（二零零六年：3.15厘）。

銀行結餘及現金

銀行結餘之年利率由2.5厘至5.1厘（二零零六年：1.3厘至4.0厘）不等。

29. 應付賬款、按金及應計開支

應付賬款、按金及應計開支於結算日之分析如下：

2007 二零零七年 HK\$'000 港幣千元	2006 二零零六年 HK\$'000 港幣千元
61,825	22,496
8,956	21,329
9,245	8,138
80,026	51,963
78,921	18,274
158,947	70,237

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30. OBLIGATIONS UNDER FINANCE LEASES 30. 融資租賃承擔

		Minimum lease payments 最低租金款項		Present value of minimum lease payments 最低租金款項現值	
		2007 二零零七年 HK\$'000 港幣千元	2006 二零零六年 HK\$'000 港幣千元	2007 二零零七年 HK\$'000 港幣千元	2006 二零零六年 HK\$'000 港幣千元
Amount payable under finance leases:	根據融資租賃應付款項				
Within one year	一年內	36	162	24	143
In the second to fifth year inclusive	第二至第五年(包括首尾兩年)	91	127	71	96
		<u>127</u>	<u>289</u>	<u>95</u>	<u>239</u>
Less: Future finance charges	減:日後融資費用	(32)	(50)	-	-
Present value of lease obligations	租賃承擔現值	<u>95</u>	<u>239</u>	<u>95</u>	<u>239</u>
Less: Amount due within one year shown under current liabilities	減:流動負債項下一年內到期之款項			(24)	(143)
Amount due after one year	一年後到期之款項			<u>71</u>	<u>96</u>

It is the Group's policy to lease certain motor vehicles and fixtures and equipment under finance leases. The average lease term is approximately four years. Interest rates underlying all obligations under finance leases are fixed at respective contract dates ranging from 7.5% to 9.2% (2006: ranging from 7.5% to 9.2%) per annum.

The Group's obligations under finance leases are secured by the lessors' charge over the leased assets.

本集團之政策為根據融資租賃租用若干汽車、裝置及設備。平均租期約為四年。所有融資租賃項下承擔之借貸率為7.5厘至9.2厘(二零零六年:7.5厘至9.2厘)不等。息率於各合約日期釐定。

本集團融資租賃承擔乃以出租人之出租資產作抵押。

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31. CONVERTIBLE NOTE PAYABLES

- (a) On 23rd February, 2005, the Company issued HK\$100 million 2% unsecured convertible notes due 2008 at conversion price of HK\$0.42 (subject to adjustments). The convertible note payables carried interest at 2% per annum, would mature on 23rd February, 2008 (or the next following business day if it was not a business day) and were transferable but might not be transferred to a connected person of the Company without prior written consent of the Company. The holders of the convertible note payables had the rights to convert the convertible notes into shares of HK\$0.01 each of the Company at any time during the period from 23rd February, 2005 to 23rd February, 2008. During the year ended 31st March, 2006, HK\$43.3 million and HK\$46.7 million 2% unsecured convertible notes due 2008 were converted into 103,197,616 and 112,698,063 ordinary shares of HK\$0.01 each in the capital of the Company at conversion prices of HK\$0.42 and HK\$0.414, respectively, as set out in note 37(1). As at 31st March, 2006, all the HK\$100 million 2% unsecured convertible notes due 2008 were fully converted.

- (b) On 8th April, 2005, the Company entered into seven subscription agreements with seven subscribers. On 20th April, 2005, the Company entered into another two subscription agreements and a placing agreement with two subscribers and a placing agent, respectively. Each of the subscription agreements and the placing agreement were not inter-conditional on each other.

31. 可換股票據應付款項

- (a) 於二零零五年二月二十三日，本公司按換股價港幣0.42元（可予調整），發行本金金額港幣100,000,000元於二零零八年到期之2厘息無抵押可換股票據。可換股票據應付款項按年利率2厘計息，將於二零零八年二月二十三日或如該日並非營業日，則於下一個營業日到期，並可予轉讓，惟在未經本公司事先書面同意前，不得轉讓予本公司關連人士。可換股票據應付款項持有人有權於二零零五年二月二十三日至二零零八年二月二十三日期間，隨時將可換股票據兌換為本公司每股面值港幣0.01元之股份。誠如附註37(1)所載，於截至二零零六年三月三十一日止年度，港幣43,300,000元及港幣46,700,000元於二零零八年到期之2厘息無抵押可換股票據已按換股價港幣0.42元及港幣0.414元，分別兌換為本公司股本103,197,616股及112,698,063股每股面值港幣0.01元之普通股。於二零零六年三月三十一日，港幣100,000,000元二零零八年到期之2厘息無抵押可換股票據已獲悉數兌換。

- (b) 於二零零五年四月八日，本公司與七名認購人訂立七份認購協議。於二零零五年四月二十日，本公司分別與兩名認購人以及一名配售代理訂立另外兩份認購協議及一份配售協議。各認購協議及配售協議並非互為條件。

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31. CONVERTIBLE NOTE PAYABLES (Cont'd)

(b) (Cont'd)

Of the nine subscribers, seven of them were subscribers who were funds managed by global asset management firms (the "Fund Subscribers"), with the remaining two subscribers being Loyal Concept Limited ("Loyal Concept") and Kopola Investment Company Limited ("Kopola"). Pursuant to the subscription agreements, the Fund Subscribers in aggregate, Loyal Concept and Kopola had agreed to subscribe by cash for HK\$956 million unsecured zero coupon convertible notes due 2010 issued by the Company pursuant to the subscription agreements (the "First 2010 Convertible Notes") with principal amounts of HK\$356 million, HK\$450 million and HK\$150 million, respectively (the "Subscription"). Loyal Concept is an indirect wholly-owned subsidiary of Hanny Holdings Limited ("Hanny"), a company incorporated in Bermuda with limited liability and the shares of which are listed on the Stock Exchange. Loyal Concept and Hanny were then not connected persons of the Company. Kopola was 50% held by each of Mr. Ho Hau Chong, Norman ("Mr. Ho"), the deputy chairman and non-executive director of the Company and his brother, Mr. Ho Hau Hay, Hamilton, and therefore an associate of Mr. Ho.

Pursuant to the placing agreement, the placing agent would procure not less than six places to subscribe by cash for HK\$44 million unsecured zero coupon convertible notes due 2010 proposed to be issued by the Company (the "Placing Convertible Notes") pursuant to the placing agreement with a principal amount of HK\$44 million (the "Placing"). The terms of the First 2010 Convertible Notes and Placing Convertible Notes were identical. None of the places would be the subscribers.

Upon full conversion of the First 2010 Convertible Notes at the initial conversion price of HK\$0.44 per ordinary share of HK\$0.01 each in the share capital of the Company (subject to anti-dilutive adjustments), a total of 2,172,727,272 new ordinary shares, which would fall to be issued by the Company upon the exercise of the conversion rights attached to the First 2010 Convertible Notes, would be issued.

31. 可換股票據應付款項 (續)

(b) (續)

九名認購人當中，七名為由環球資產管理公司管理之基金認購人（「基金認購人」），而餘下兩名認購人則為Loyal Concept Limited（「Loyal Concept」）及Kopola Investment Company Limited（「Kopola」）。根據認購協議，基金認購人、Loyal Concept及Kopola共同有條件同意，以現金認購本公司根據認購協議發行之港幣956,000,000元二零一零年到期無抵押零息可換股票據（「第一批二零一零年可換股票據」），本金金額分別為港幣356,000,000元、港幣450,000,000元及港幣150,000,000元（「認購」）。Loyal Concept為於百慕達註冊成立而股份於聯交所上市之公司錦興集團有限公司（「錦興」）之間接全資附屬公司。Loyal Concept及錦興並非本公司關連人士。Kopola由本公司副主席兼非執行董事何厚鏘先生（「何先生」）及其胞兄何厚滸先生各自持有50%，故屬何先生之聯繫人士。

根據配售協議，配售代理促使不少於六名承配人以現金認購本公司建議根據配售協議發行之港幣44,000,000元二零一零年到期無抵押零息可換股票據（「配售可換股票據」），本金金額為港幣44,000,000元（「配售」）。第一批二零一零年可換股票據與配售可換股票據之條款相同。概無承配人將為認購人。

倘第一批二零一零年可換股票據按本公司股本中每股面值港幣0.01元之普通股初步換股價每股港幣0.44元（可予反攤薄調整）全數兌換，則將發行合共2,172,727,272股新普通股。本公司須於第一批二零一零年可換股票據所附換股權獲行使時發行有關股份。

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31. CONVERTIBLE NOTE PAYABLES (Cont'd)

(b) (Cont'd)

Upon full conversion of the Placing Convertible Notes at the initial conversion price of HK\$0.44 per share (subject to anti-dilutive adjustments), a total of 100,000,000 new ordinary shares, which would fall to be issued by the Company upon the exercise of the conversion rights attached to the Placing Convertible Notes, would be issued.

The First 2010 Convertible Notes and the Placing Convertible Notes, unless converted prior to their maturity under the conditions specified in the relevant notes documents, will be redeemed at 110% of their principal amounts.

The Subscription and the Placing were completed on 11th August, 2005. The total gross proceeds from the Subscription and the Placing amounted to HK\$956 million and HK\$44 million, respectively. Therefore, the total gross proceeds from the Subscription and the Placing amounted to HK\$1,000 million. After deducting related expenses of approximately HK\$11 million, approximately HK\$989 million would be used to finance the expansion of the investment property portfolio of the Group.

During the year ended 31st March, 2007, HK\$354 million (2006: HK\$21.5 million) and HK\$40 million (2006: HK\$2.5 million) of the First 2010 Convertible Notes and the Placing Convertible Notes were converted, respectively, into 804,431,812 (2006: 48,863,636) and 90,909,090 (2006: 5,681,817) ordinary shares of HK\$0.01 each in the capital of the Company at the conversion price of HK\$0.44 as set out in note 37(2). The remaining HK\$580.5 million (2006: HK\$934.5 million) and HK\$1.5 million (2006: HK\$41.5 million) of the First 2010 Convertible Notes and Placing Convertible Notes were outstanding at 31st March, 2007.

31. 可換股票據應付款項 (續)

(b) (續)

倘配售可換股票據按初步換股價每股港幣0.44元(可予反攤薄調整)全數兌換,則將發行合共100,000,000股新普通股,本公司須於配售可換股票據所附換股權獲行使時發行有關股份。

除非第一批二零一零年可換股票據及配售可換股票據於到期日前按有關票據文件所註明之條件獲兌換,否則將按其本金額之110%被贖回。

認購及配售已於二零零五年八月十一日完成。認購及配售所得款項總額合共分別為港幣956,000,000元及港幣44,000,000元。因此,認購及配售所得款項總額合共為港幣1,000,000,000元。經扣除有關開支約港幣11,000,000元後,約港幣989,000,000元將撥作擴展本集團投資物業組合之用。

誠如附註37(2)所述,截至二零零七年三月三十一日止年度,港幣354,000,000元(二零零六年:港幣21,500,000元)之第一批二零一零年可換股票據及港幣40,000,000元(二零零六年:港幣2,500,000元)之配售可換股票據已按換股價港幣0.44元分別兌換為804,431,812股(二零零六年:48,863,636股)及90,909,090股(二零零六年:5,681,817股)本公司股本中每股面值港幣0.01元之普通股。於二零零七年三月三十一日,餘下港幣580,500,000元(二零零六年:港幣934,500,000元)及港幣1,500,000元(二零零六年:港幣41,500,000元)之第一批二零一零年可換股票據及配售可換股票據尚未兌換。

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31. CONVERTIBLE NOTE PAYABLES (Cont'd)

- (c) On 8th June, 2006, the Company issued HK\$60 million unsecured zero coupon convertible notes due 2010 (the "Second 2010 Convertible Notes") at an initial conversion price of HK\$0.44 (subject to anti-dilutive adjustments) for settlement of consideration on acquisition of Everright as set out in note 39. The Second 2010 Convertible Notes is non-interest bearing and will mature on 11th August, 2010. The holders of the convertible note payables have the right to convert the Second 2010 Convertible Notes into shares of HK\$0.01 each of the Company at any time during the period from 8th June, 2006 to 11th August, 2010.

Unless previously converted, the Company will redeem the convertible note payables on the maturity date at the redemption amount of 108.3% of the principal amount of the convertible notes then outstanding.

Upon full conversion of the Second 2010 Convertible Notes at the initial conversion price of HK\$0.44 per ordinary share of HK\$0.01 each in the share capital of the Company (subject to anti-dilutive adjustments), a total of 136,363,636 new ordinary shares, which would fall to be issued by the Company upon the exercise of the conversion rights attached to the Second 2010 Convertible Notes, would be issued.

During the year ended 31st March, 2007, none of the Second 2010 Convertible Notes were converted.

31. 可換股票據應付款項 (續)

- (c) 於二零零六年六月八日，本公司按初步換股價港幣0.44元（可予反攤薄調整），發行港幣60,000,000元於二零一零年到期之無抵押零息可換股票據（「第二批可換股票據」），以作為償付附註39所載之收購永權集團之代價。第二批可換股票據為免息，並將於二零一零年八月十一日到期。可換股票據持有人有權於二零零六年六月八日至二零一零年八月十一日期間，隨時將第二批可換股票據兌換為本公司每股面值港幣0.01元之股份。

除過往兌換者外，本公司將於到期日按尚未兌換之可換股票據本金額之108.3%贖回可換股票據應付款項。

倘第二批可換股票據按本公司股本中每股面值港幣0.01元之普通股初步換股價每股港幣0.44元（可予反攤薄調整）全數兌換，則將發行合共136,363,636股新普通股，本公司須於第二批可換股票據所附換股權獲行使時發行有關股份。

截至二零零七年三月三十一日止年度內，概無第二批可換股票據獲兌換。

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31. CONVERTIBLE NOTE PAYABLES (Cont'd)

- (d) On 15th June, 2006, the Company issued HK\$1,000 million unsecured 1% convertible notes due 2011 (the "2011 Convertible Notes") at an initial conversion price of HK\$0.70 (subject to anti-dilutive adjustments). The 2011 Convertible Notes bear interest at 1% per annum and will mature on 19th June, 2011. The holders of the convertible note payables have the right to convert the 2011 Convertible Notes into shares of HK\$0.01 each of the Company at any time during the period from 15th June, 2006 to 19th June, 2011.

Unless previously converted, the Company will redeem the convertible note payables on the maturity date at the redemption amount of 110% of the principal amount of the convertible notes then outstanding.

Upon full conversion of the 2011 Convertible Notes at the initial conversion price of HK\$0.70 per ordinary share of HK\$0.01 each in the share capital of the Company (subject to anti-dilutive adjustment), a total of 1,428,571,429 new ordinary shares, which would fall to be issued by the Company upon the exercise of the conversion rights attached to the 2011 Convertible Notes, would be issued.

During the year ended 31st March, 2007, none of the 2011 Convertible Notes were converted.

The convertible note payables contain two components, liability and equity elements. The equity element is presented in equity under the heading of "convertible loan notes equity reserve". The effective interest rates of the convertible note payables are ranging from 5.85% to 9.16% (2006: 4.18% to 5.85%) per annum.

31. 可換股票據應付款項 (續)

- (d) 於二零零六年六月十五日，本公司按初步換股價港幣0.70元（可予反攤薄調整），發行港幣1,000,000,000元於二零一一年到期之1厘息無抵押可換股票據（「二零一一年可換股票據」）。二零一一年可換股票據按年利率1厘計息，並將於二零一一年六月十九日到期。可換股票據持有人有權於二零零六年六月十五日至二零一一年六月十九日期間，隨時將二零一一年可換股票據兌換為本公司每股面值港幣0.01元之股份。

除過往兌換者外，本公司將於到期日按尚未兌換之可換股票據本金額之110%贖回可換股票據應付款項。

倘二零一一年可換股票據按本公司股本中每股面值港幣0.01元之普通股初步換股價每股港幣0.70元（可予反攤薄調整）全數兌換，則將發行合共1,428,571,429股新普通股。本公司須於二零一一年可換股票據所附換股權獲行使時發行有關股份。

截至二零零七年三月三十一日止年度內，概無二零一一年可換股票據獲兌換。

可換股票據應付款項包含兩部分：負債及股本部分。股本部分於「可換股票據股本儲備」項下呈列為股本。可換股票據應付款項之實際年利率則為5.85厘至9.16厘（二零零六年：4.18厘至5.85厘）不等。

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31. CONVERTIBLE NOTE PAYABLES (Cont'd)

The movement of the liability component of the convertible note payables for the year is set out below:

Liability component at the beginning of the year	年初之負債部分	
Issue of convertible notes	發行可換股票據	
Conversion during the year	年內兌換	
Interest charge (note 8)	利息開支 (附註8)	
Interest paid	已付利息	
Liability component at the end of the year	年終之負債部分	
Analysed for reporting purposes as:	就申報分析為:	
Current liability	流動負債	
Non-current liability	非流動負債	

31. 可換股票據應付款項 (續)

可換股票據應付款項負債部分年內變動如下:

2007 二零零七年 HK\$'000 港幣千元	2006 二零零六年 HK\$'000 港幣千元
838,462	84,983
780,086	827,953
(339,248)	(106,590)
89,321	33,372
(221)	(1,256)
1,368,400	838,462
7,945	221
1,360,455	838,241
1,368,400	838,462

32. AMOUNTS DUE TO MINORITY SHAREHOLDERS OF SUBSIDIARIES

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

32. 應付附屬公司少數股東款項

該款項為無抵押、免息及須按要求償還。

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33. BANK BORROWINGS

33. 銀行借貸

		2007 二零零七年 HK\$'000 港幣千元	2006 二零零六年 HK\$'000 港幣千元
Bank loans, secured	有抵押銀行貸款	93,902	30,125
Trust receipt and import loans, secured	有抵押信託收據及進口貸款	25,618	15,045
		119,520	45,170
The maturity profile of the above loans and borrowings is as follows:	上述貸款及借貸之到期日如下:		
Within one year or on demand	於一年內或按要求償還	111,439	45,170
More than one year, but not exceeding two years	一年以上但兩年內	4,040	-
More than two years, but not exceeding three years	兩年以上但三年內	2,021	-
More than three years but not exceeding four years	三年以上但四年內	2,020	-
		119,520	45,170
Less: Amount due within one year shown under current liabilities	減: 流動負債項下一年內到期之款項	(111,439)	(45,170)
Amount due after one year	一年後到期之款項	8,081	-

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33. BANK BORROWINGS (Cont'd)

33. 銀行借貸 (續)

Bank borrowings comprise 銀行借貸包括	Maturity date 到期日	Contractual interest rate 合約利率	Carrying amount 賬面值	
			2007 二零零七年 HK\$'000 港幣千元	2006 二零零六年 HK\$'000 港幣千元
Variable-rate borrowings: 浮息借貸:				
HIBOR plus 2% secured HK\$ bank loan (notes i and ii) 香港銀行同業拆息加2厘有抵押 港元銀行貸款 (附註i及ii)	10th December, 2006 二零零六年十二月十日	HIBOR + 2% 香港銀行同業 拆息加2厘	–	5,625
HIBOR plus 1.75% secured HK\$ bank loan (note ii) 香港銀行同業拆息加1.75厘 有抵押港元銀行貸款 (附註ii)	31st July, 2007 二零零七年七月三十一日	HIBOR + 1.75% 香港銀行同業 拆息加1.75厘	24,500	24,500
HIBOR plus 0.75% secured HK\$ bank loan (note ii) 香港銀行同業拆息加0.75厘 有抵押港元銀行貸款 (附註ii)	11th May, 2007 二零零七年五月十一日	HIBOR + 0.75% 香港銀行同業 拆息加0.75厘	3,787	–
HIBOR plus 1% secured HK\$ bank loan (note ii) 香港銀行同業拆息加1厘 有抵押港元銀行貸款 (附註ii)	Revolving 循環	HIBOR + 1% 香港銀行同業 拆息加1厘	5,009	–
Secured bank loan of RMB12,000,000 at prevailing market rate in the PRC (notes ii and iii) 按中國現行市場利率計息之人民幣 12,000,000元有抵押銀行貸款 (附註ii及iii)	31st October, 2010 二零一零年十月三十一日	Prevailing market rate in the PRC 中國現行市場利率	12,121	–
Secured bank loan of RMB18,000,000 at prevailing market rate in the PRC (note ii) 按中國現行市場利率計息之人民幣 18,000,000元有抵押銀行貸款 (附註ii)	10th September, 2007 二零零七年九月十日	Prevailing market rate in the PRC 中國現行市場利率	18,182	–
			63,599	30,125

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33. BANK BORROWINGS (Cont'd)

33. 銀行借貸 (續)

Bank borrowings comprise 銀行借貸包括	Maturity date 到期日	Contractual interest rate 合約利率	Carrying amount 賬面值	
			2007 二零零七年 HK\$'000 港幣千元	2006 二零零六年 HK\$'000 港幣千元
Fixed-rate borrowings: 定息借貸				
6.696% secured bank loan of RMB11,000,000 6.696厘之人民幣11,000,000元 有抵押銀行貸款	13th September, 2007 二零零七年九月十三日	6.696%	11,111	—
6.728% secured bank loan of RMB13,000,000 6.728厘之人民幣13,000,000元 有抵押銀行貸款	19th July, 2007 二零零七年七月十九日	6.728%	13,132	—
8.064% secured bank loan of RMB6,000,000 8.064厘之人民幣6,000,000元 有抵押銀行貸款	4th August, 2007 二零零七年八月四日	8.064%	6,060	—
			30,303	—
			93,902	30,125

Notes:

- (i) Repayable in three equal quarterly instalments of HK\$1,875,000 each commencing on 10th June, 2006 through 10th December, 2006.
- (ii) Interest will be repriced when HIBOR or prevailing market rate in the PRC is changed.
- (iii) Amounts of HK\$4,040,000, HK\$4,040,000, HK\$2,021,000 and HK\$2,020,000 will be repaid on 31st October, 2007, 31st October, 2008, 31st October, 2009 and 31st October, 2010, respectively.

附註:

- (i) 須自二零零六年六月十日起至二零零六年十二月十日之三期等額季度分期償還港幣1,875,000元。
- (ii) 利率將根據香港銀行同業拆息或中國現行市場利率變動而重訂。
- (iii) 金額為數港幣4,040,000元、港幣4,040,000元、港幣2,021,000元及港幣2,020,000元將分別於二零零七年十月三十一日、二零零八年十月三十一日、二零零九年十月三十一日及二零一零年十月三十一日償還。

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33. BANK BORROWINGS (Cont'd)

Secured trust receipts and import loans are repayable within one year from the balance sheet date and carry interest at rates ranging from HIBOR plus 1% per annum to HIBOR plus 1.75% per annum (2006: from HIBOR plus 1% per annum to HIBOR plus 1.75% per annum). Interest is repricing monthly or quarterly.

The effective interest rates of bank borrowings are ranging from 4.48% to 6.38% (2006: 4.10% to 6.32%) per annum.

34. UNSECURED LOANS FROM MINORITY SHAREHOLDERS OF SUBSIDIARIES

Except for a loan of HK\$3,535,000 which is unsecured, carries interest at prevailing market rate of 6.14% in the PRC and is repayable on demand, the remaining amount is unsecured, interest-free and repayable on demand.

35. UNSECURED LOAN FROM A RELATED COMPANY

The loan is borrowed from 番禺高爾夫球協會 in which Mr. Lai, an executive director of the Company, is the Chairman of this association. The loan is unsecured, carries interest at 6% per annum and is repayable on demand.

33. 銀行借貸 (續)

有抵押信託收據及進口貸款須於結算日起計一年內償還，按香港銀行同業拆息加1厘至1.75厘（二零零六年：香港銀行同業拆息加1厘至1.75厘）之年利率計息。利率每月或每季重訂。

銀行借貸之實際年利率為4.48厘至6.38厘（二零零六年：4.10厘至6.32厘）不等。

34. 附屬公司少數股東無抵押 貸款

除為數港幣3,535,000元之貸款為無抵押、按中國現行市場利率6.14厘計息及須按要求償還外，其餘金額為無抵押、免息及須按要求償還。

35. 一間關連公司無抵押貸款

該貸款乃由番禺高爾夫球協會借出，本公司執行董事賴先生乃該協會主席。該貸款為無抵押、按年利率6厘計息及須按要求償還。

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36. DEFERRED TAX LIABILITIES

The following is the major deferred tax liabilities (asset) recognised and movements thereon during the current and prior years:

36. 遞延稅項負債

以下為本年度及過往年度已確認之主要遞延稅項負債(資產)及有關變動:

		Accelerated tax depreciation	Deferred development costs	Tax losses	Total
		加速 稅項折舊	遞延 開發成本	稅項虧損	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 1st April, 2005	於二零零五年四月一日	2,533	353	(2,886)	-
(Credit) charge to income for the year	於年內收入(計入)扣除	(2,533)	187	2,346	-
At 31st March, 2006	於二零零六年三月三十一日	-	540	(540)	-
Charge (credit) to income for the year	於年內收入扣除(計入)	3,352	(465)	303	3,190
Effect of change in tax rate charged to income for the year	於年內收入扣除利率變動之影響	7,275	-	(744)	6,531
Arising on acquisition of subsidiaries (note 39)	收購附屬公司所產生(附註39)	31,842	-	(954)	30,888
At 31st March, 2007	於二零零七年三月三十一日	42,469	75	(1,935)	40,609

At 31st March, 2007, the Group has unused tax losses of HK\$702,486,000 (2006: HK\$682,993,000) available for offset against future profits. A deferred tax asset has been recognised in respect of HK\$8,554,000 (2006: HK\$3,086,000) of such losses. No deferred tax asset has been recognised in respect of the remaining unused tax losses of HK\$693,932,000 (2006: HK\$679,907,000). The Hong Kong tax losses of HK\$667,840,000 (2006: HK\$682,993,000) may be carried forward indefinitely under current tax regulation in Hong Kong and all other tax losses will expire from 2007 to 2011.

At 31st March, 2007, the Group has deductible temporary differences associated with property, plant and equipment of HK\$11,622,000 (2006: HK\$19,402,000). No deferred tax asset has been recognised in respect of such deductible temporary differences due to the unpredictability of future profit streams.

於二零零七年三月三十一日，本集團可用作抵銷未來溢利之未動用稅項虧損為港幣702,486,000元(二零零六年：港幣682,993,000元)。已就有關虧損確認遞延稅項資產港幣8,554,000元(二零零六年：港幣3,086,000元)，惟並無就餘下未動用稅項虧損港幣693,932,000元(二零零六年：港幣679,907,000元)，確認遞延稅項資產。根據香港現時稅務規例，香港稅務虧損港幣667,840,000元(二零零六年：港幣682,993,000元)可無限期結轉，而所有其他稅項虧損則將於二零零七年至二零一一年屆滿。

於二零零七年三月三十一日，本集團有關物業、機械及設備之可扣減暫時差額為港幣11,622,000元(二零零六年：港幣19,402,000元)。由於無法預計未來溢利來源，故並無就可扣減暫時差額確認遞延稅項資產。

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37. SHARE CAPITAL

37. 股本

		Number of shares 股份數目	Amount 金額 HK\$'000 港幣千元
<i>Authorised:</i>	法定:		
At 1st April, 2005, 31st March, 2006 and 31st March, 2007, at HK\$0.01 each	於二零零五年四月一日、 二零零六年三月三十一日及 二零零七年三月三十一日、 每股面值港幣0.01元	40,000,000,000	400,000
<i>Issued and fully paid:</i>	已發行及繳足:		
At 1st April, 2005, at HK\$0.01 each	於二零零五年四月一日、 每股面值港幣0.01元	360,995,507	3,610
Conversion of convertible notes (Note 1)	兌換可換股票據 (附註1)	270,441,132	2,704
At 31st March, 2006, at HK\$0.01 each	於二零零六年三月三十一日、 每股面值港幣0.01元	631,436,639	6,314
Conversion of convertible notes (Note 2)	兌換可換股票據 (附註2)	895,340,902	8,953
Placement of shares (Note 3)	配售股份 (附註3)	833,332,000	8,334
Repurchase and cancellation of shares (Note 4)	購回及註銷股份 (附註4)	(47,795,000)	(478)
At 31st March, 2007, at HK\$0.01 each	於二零零七年三月三十一日、 每股面值港幣0.01元	2,312,314,541	23,123

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37. SHARE CAPITAL (Cont'd)

Notes:

- (1) In April 2005, November 2005, February 2006 and March 2006, the HK\$20,000,000, HK\$6,623,000, HK\$16,720,000 and HK\$46,657,000 2% convertible notes due 2008 were converted into 47,619,046, 15,769,047, 39,809,523 and 112,698,063 ordinary shares of HK\$0.01 each in the capital of the Company at conversion prices of HK\$0.42, HK\$0.42, HK\$0.42 and HK\$0.414 per share, respectively. In February 2006 and March 2006, the HK\$2,500,000 and HK\$21,500,000 of the Placing Convertible Notes and the First 2010 Convertible Notes, respectively, were converted into 5,681,817 and 48,863,636 ordinary shares of HK\$0.01 each in the capital of the Company at the conversion price of HK\$0.44 per share. The new shares rank pari passu with all other shares in issue in all respects.
- (2) In April 2006 and May 2006, the First 2010 Convertible Notes and the Placing Convertible Notes with an aggregate principal amount of HK\$354,000,000 and HK\$40,000,000 were converted into 804,431,812 and 90,909,090 ordinary shares of HK\$0.01 each, respectively, in the Company at the conversion price of HK\$0.44 per share. The new shares rank pari passu with all the other shares in issue in all respects.
- (3) On 27th April, 2006, the Company entered into a share placing agreement with a placing agent for a placing of 833,332,000 new ordinary shares of HK\$0.01 each in the Company at an issue price of HK\$0.60 per share. The placement was approved by shareholders in a special general meeting held on 8th June, 2006. The net proceeds of approximately HK\$487 million would be used to finance the expansion of the property portfolio and the existing property development projects of the Group. The new shares rank pari passu with all the other shares in issue in all respects.
- (4) During the year, the Company repurchased a total of 47,795,000 ordinary shares of HK\$0.01 each in the Company at an aggregate consideration of approximately HK\$20 million, all of these shares were cancelled upon repurchase. The nominal value of the cancelled shares was credited to the capital redemption reserve and the aggregate consideration was paid out of the reserves of the Company.

37. 股本 (續)

附註:

- (1) 於二零零五年四月、二零零五年十一月、二零零六年二月及二零零六年三月，本金額港幣20,000,000元、港幣6,623,000元、港幣16,720,000元及港幣46,657,000元二零零八年到期2厘可換股票據，已分別按換股價每股港幣0.42元、港幣0.42元、港幣0.42元及港幣0.414元兌換為47,619,046股、15,769,047股、39,809,523股及112,698,063股本公司股本中每股面值港幣0.01元之普通股。於二零零六年二月及二零零六年三月，本金額港幣2,500,000元及港幣21,500,000元配售可換股票據及第一批二零一零年可換股票據，已按換股價每股港幣0.44元兌換為5,681,817股及48,863,636股本公司股本中每股面值港幣0.01元之普通股。新股份於各方面均與其他已發行股份享有同等權益。
- (2) 於二零零六年四月及二零零六年五月，本金總額港幣354,000,000元之第一批二零一零年可換股票據及港幣40,000,000元之配售可換股票據已按換股價港幣0.44元分別兌換為804,431,812股及90,909,090股本公司每股面值港幣0.01元之普通股。新股份於各方面均與其他已發行股份享有同等權益。
- (3) 於二零零六年四月二十七日，本公司與一名配售代理訂立股份配售協議，按發行價每股港幣0.60元配售833,332,000股本公司每股面值港幣0.01元之新普通股。配售已於二零零六年六月八日舉行之股東特別大會上獲股東批准。所得款項約港幣487,000,000元將撥作擴展本集團物業組合及現有物業發展項目之用。新股份於各方面均與其他已發行股份享有同等權益。
- (4) 年內，本公司以代價總額約港幣20,000,000元購回47,795,000股本公司每股面值港幣0.01元之普通股，該等股份全部已於購回時註銷。已註銷股份之面值已計入股本贖回儲備，而代價總額乃以本公司儲備支付。

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37. SHARE CAPITAL (Cont'd)

During the year, the Company repurchased its own shares through the Stock Exchange as follows:

Month of repurchase 購回月份	No. of ordinary shares of HK\$0.01 each 每股面值港幣0.01元 之普通股數目	Price per share 每股股份價格		Aggregate consideration paid 已付代價總額 HK\$'000 港幣千元
		Highest 最高價 HK\$ 港幣	Lowest 最低價 HK\$ 港幣	
July 2006 二零零六年七月	4,505,000	0.490	0.350	2,011
August 2006 二零零六年八月	26,425,000	0.465	0.390	11,795
September 2006 二零零六年九月	16,865,000	0.405	0.345	6,287
				20,093

37. 股本 (續)

年內，本公司已透過聯交所購回其本身股份如下：

None of the Company's subsidiaries purchased, sold and redeemed any of the Company's listed securities during the year.

年內，本公司附屬公司概無購買、出售及贖回任何本公司上市證券。

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38. SHARE - BASED PAYMENT TRANSACTIONS 38. 股份付款交易

Scheme adopted on 28th February, 1994 (the “1994 Scheme”)

The 1994 Scheme, having an original expiry date of 27th February, 2004, was adopted on 28th February, 1994 for the primary purpose of providing incentives to directors and eligible employees.

Pursuant to a resolution passed on 26th August, 2002, the 1994 Scheme was early terminated. After the termination of 1994 Scheme, no more share options can be granted under the scheme and the outstanding share options under it are remained exercisable until they expire.

At 31st March, 2006 and 2007, no option under the 1994 Scheme was outstanding.

Scheme adopted on 26th August, 2002 (the “2002 Scheme”)

Following the termination of the 1994 Scheme in August 2002, the 2002 Scheme was adopted pursuant to a resolution passed on 26th August, 2002 for the primary purpose of providing incentives to eligible persons and will expire on 25th August, 2012. Under the 2002 Scheme, the Directors of the Company may grant share options to the following eligible persons to subscribe for shares in the Company:

- (i) employees including executive directors of the Company, its subsidiaries and any companies in which the Company holds any equity interest; or
- (ii) non-executive directors of the Company, its subsidiaries and any companies in which the Company holds any equity interest; or
- (iii) suppliers or customers; or
- (iv) consultants, advisers or agents.

於一九九四年二月二十八日採納之計劃(「1994計劃」)

原定於二零零四年二月二十七日屆滿之1994計劃於一九九四年二月二十八日獲採納，主要目的為向董事及合資格員工提供獎勵。

根據於二零零二年八月二十六日通過之決議案，1994計劃已提早終止。1994計劃終止後，不得根據該計劃授出購股權，而據此尚未行使之購股權則於到期前仍可予行使。

於二零零六年及二零零七年三月三十一日，並無1994計劃項下之購股權尚未行使。

於二零零二年八月二十六日採納之計劃(「2002計劃」)

繼1994計劃於二零零二年八月終止後，本公司根據於二零零二年八月二十六日通過之決議案採納2002計劃，主要目的為向合資格人士提供獎勵，將於二零一二年八月二十五日屆滿。根據2002計劃，本公司董事會可向下列合資格人士授出可認購本公司股份之購股權：

- (i) 本公司、其附屬公司及本公司持有其任何股本權益之任何公司之僱員，包括執行董事；或
- (ii) 本公司、其附屬公司及本公司持有其任何股本權益之任何公司之非執行董事；或
- (iii) 供應商或客戶；或
- (iv) 諮詢顧問、顧問或代理人。

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38. SHARE - BASED PAYMENT TRANSACTIONS (Cont'd) 38. 股份付款交易 (續)

Scheme adopted on 26th August, 2002 (the "2002 Scheme") (Cont'd)

Share options granted should be accepted within 28 days of the date of grant, upon payment of HK\$1 per each grant of share options. The exercise price is determined at the highest of: (i) the closing price of the shares on the date of grant of the share option; or (ii) the average closing price of shares on the five trading days immediately preceding the date of grant or (iii) the nominal value of shares on the date of grant.

There is no specific requirement that an option must be held for any minimum period before it can be exercised but the Directors are empowered to impose at their discretion any such minimum period at the time of grant of any particular option. The period during which an option may be exercised will be determined by the Directors at their absolute discretion, save that no option may be exercised more than 10 years from the date of grant.

The maximum number of shares in respect of which share options under the 2002 Scheme may be granted when aggregated with the maximum number of shares in respect of which options may be granted under all the other schemes (the "Scheme Limit") is 10% of shares in issue on the adoption date of the 2002 Scheme. The Scheme Limit may be refreshed by a resolution in shareholders' meeting such that the total number of shares which may be issued upon exercise of all options to be granted under the 2002 Scheme and any other schemes shall not exceed 10% of the shares in issue as at the date of such shareholders' approval. However, the Scheme Limit and any increase in the Scheme Limit shall not result in the number of shares which may be issued upon exercise of all outstanding share options granted under the 2002 Scheme and other schemes exceed 30% of the shares in issue from time to time. No person shall be granted a share option, within 12-month period of the date of grant, exceeds 1% of the shares in issue as at the date of grant.

At 31st March, 2006, no option under the 2002 Scheme was granted or outstanding.

於二零零二年八月二十六日採納之計劃(「2002計劃」)(續)

所授出購股權須於授出日期起計二十八天內接納，屆時須就每份授出之購股權支付港幣1元代價。行使價按以下最高之價格釐定(i)股份於授出購股權日期之收市價；或(ii)股份於緊接授出購股權日期前五個交易日之平均收市價；或(iii)股份於授出日期之面值。

概無有關在購股權可予行使前之最短持有期之特別規定，惟董事有權於授出任何特定購股權之時酌情釐定任何該等最短持有期。購股權可予行使期間將由董事全權釐定，惟概無購股權可於授出日期起計十年後行使。

根據2002計劃可予授出購股權所涉及之股份總數，連同根據所有其他計劃可予授出購股權所涉及之股份總數(「計劃限額」)最多合共為2002計劃獲採納當日已發行股份之10%。計劃限額可通過股東大會決議案更新，惟根據2002計劃及任何其他計劃將予授出之購股權獲悉數行使時可發行之股份總數，不得超過於股東批准當日已發行股份之10%。然而，計劃限額及其任何增幅不得導致根據2002計劃及其他計劃授出之未行使購股權獲悉數行使時可予發行之股份數目，超出不時已發行股份之30%。概無任何人士可於授出購股權日期起計十二個月期間，獲授超出於授出日期已發行股份1%之購股權。

於二零零六年三月三十一日，並無2002計劃項下之購股權已授出或尚未行使。

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38. SHARE - BASED PAYMENT TRANSACTIONS (Cont'd)

Scheme adopted on 26th August, 2002 (the “2002 Scheme”) (Cont'd)

Details of options granted on 15th August, 2006 under the 2002 Scheme are as follows:

於二零零二年八月二十六日採納之計劃(「2002計劃」)(續)

於二零零六年八月十五日根據2002計劃授出之購股權詳情如下:

Share option granted 已授出購股權	Date of grant 授出日期	Vesting proportion 歸屬部份	Exercisable period 可行使期間	Exercise price 行使價 (HK\$) (港幣)
31,300,000	15th August, 2006 二零零六年八月十五日	50%	15th August, 2006 to 14th August, 2008 二零零六年八月十五日至 二零零八年八月十四日	0.50
		50%	15th August, 2007 to 14th August, 2008 二零零七年八月十五日至 二零零八年八月十四日	0.50

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38. SHARE - BASED PAYMENT TRANSACTIONS (Con'd) 38. 股份付款交易 (續)

The following table discloses details of the Company's share options held by directors, employee and other participant, and movements in such holdings during the current and prior years:

下表披露董事、僱員及其他參與者所持本公司購股權詳情及本年度及過往年度有關變動：

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Date of grant 授出日期 2002 Scheme 2002計劃	Exercisable period 可行使期間	Exercise price per share 每股行使價 HK\$ 港幣	Number of share options 購股權數目		
			Outstanding at 1.4.2006 於二零零六年 四月一日 尚未行使	Granted during the year 年內授出	Outstanding at 31.3.2007 於二零零七年 三月三十一日 尚未行使
<i>Employee and other participant:</i> 僱員及其他參與者：					
15th August, 2006 二零零六年八月十五日	15th August, 2006 to 14th August, 2008 二零零六年八月十五日至 二零零八年八月十四日	0.50	–	1,900,000	1,900,000
	15th August, 2007 to 14th August, 2008 二零零七年八月十五日至 二零零八年八月十四日	0.50	–	1,900,000	1,900,000
<i>Directors:</i> 董事：					
15th August, 2006 (Note) 二零零六年八月十五日 (附註)	15th August, 2006 to 14th August, 2008 二零零六年八月十五日至 二零零八年八月十四日	0.50	–	13,750,000	13,750,000
	15th August, 2007 to 14th August, 2008 二零零七年八月十五日至 二零零八年八月十四日	0.50	–	13,750,000	13,750,000
			–	31,300,000	31,300,000

Note: The share options included 4,000,000 options granted to two executive directors of the Company before their appointment as executive directors.

附註：購股權包括於委任兩名本公司執行董事前授予彼等之4,000,000份購股權。

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38. SHARE - BASED PAYMENT TRANSACTIONS (續) 38. 股份付款交易 (續)

For the year ended 31st March, 2006

截至二零零六年三月三十一日止年度

Date of grant 授出日期	Exercisable period 可行使期間	Exercise price 每股行使價 HK\$ 港幣	Number of share options 購股權數目		
			Outstanding at 1.4.2005 於二零零五年 四月一日 尚未行使	Cancelled/ lapsed during the year 年內註銷/ 失效	Outstanding at 31.3.2006 於二零零六年 三月三十一日 尚未行使
<i>Employees and other participants: 僱員及其他參與者:</i>					
19th June, 1997 一九九七年六月十九日	19th June, 1997 to 18th June, 2007 一九九七年六月十九日至 二零零七年六月十八日	21.84	4,800	(4,800)	-
2nd February, 1998 一九九八年二月二日	2nd February, 1998 to 1st February, 2008 一九九八年二月二日至 二零零八年二月一日	2.00	2,000	(2,000)	-
17th November, 1999 一九九九年十一月十七日	17th November, 1999 to 16th November, 2009 一九九九年十一月十七日至 二零零九年十一月十六日	2.34	10,500	(10,500)	-
14th March, 2000 二零零零年三月十四日	14th March, 2000 to 13th March, 2010 二零零零年三月十四日至 二零一零年三月十三日	6.60	10,000	(10,000)	-
			27,300	(27,300)	-

There were no share options held by directors during the year ended 31st March, 2006.

截至二零零六年三月三十一日止年度，概無董事持有購股權。

The closing price of the Company's shares immediately before 15th August, 2006, the date of grant of the options, was HK\$0.445. The estimated fair value of the options granted during the year ended 31st March, 2007 was approximately HK\$4,050,000 at the date of grant.

本公司股份於緊接購股權授出日期二零零六年八月十五日前之收市價為港幣0.445元。截至二零零七年三月三十一日止年度已授出購股權之估計公平值於授出日期約為港幣4,050,000元。

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38. SHARE - BASED PAYMENT TRANSACTIONS (Cont'd)

The fair values of the share options granted during the year ended 31st March, 2007 were calculated using the Binomial option pricing model. The inputs into the model were as follows:

Weighted average share price	HK\$0.4400
Weighted average exercise price	HK\$0.5000
Expected life of options	2 years
Expected volatility	56.21%
Expected dividend yield	Nil
Risk free rate	4.21%
Fair value per option	HK\$0.1294

The Binomial option pricing model has been used to estimate the fair value of the options. The variables and assumptions used in computing the fair value of the share options are based on the management's best estimate. The value of an option varies with different variables of certain subjective assumptions. Expected volatility was determined by using the historical volatility of the Company's share price over five years. The expected life used in the model has been estimated, based on management's best estimate, for the effects of non-transferability, exercise restrictions and behavioral considerations.

The Group recognised the total expense of HK\$3,296,000 for the year ended 31st March 2007 (2006: Nil) in relation to the share options granted by the Company, of which HK\$702,000 (2006: Nil) was related to options granted to the Group's employee which has been included in staff costs as set out in note 10, and the remaining balance of HK\$2,594,000 was related to options granted to directors which has been included in directors' remuneration as set out in note 11(A).

截至二零零七年三月三十一日止年度已授出購股權之公平值乃採用二項式期權定價模式計算。該模式之輸入項目如下：

加權平均股價	港幣0.4400元
加權平均行使價	港幣0.5000元
預計購股權年期	2年
預計波幅	56.21%
預計股息率	零
無風險利率	4.21厘
每股購股權公平值	港幣0.1294元

二項式期權定價模式乃用作估計購股權公平值。計算購股權公平值採用之變數及假設乃按董事之最佳估計作出。購股權價值基於若干主觀假設而有所不同。預計波幅乃採用本公司股價於過往五年之歷史波幅釐定。該模式採用之預計年期乃根據管理層經考慮不可轉讓性、行使限制及慣例後作出之最佳估計。

截至二零零七年三月三十一日止年度，本集團已就本公司授出之購股權確認港幣3,296,000元（二零零六年：無）；誠如附註10所載，其中港幣702,000元乃與計入員工成本之授予本集團僱員之購股權有關，而誠如附註11(A)所載，其餘結餘港幣2,594,000元乃與計入董事薪酬之授予董事之購股權有關。

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(For the year ended 31st March, 2007) (截至二零零七年三月三十一日止年度)

39. ACQUISITION OF SUBSIDIARIES

During the year ended 31st March, 2007:

- (a) The Group acquired the entire equity interest in Everight (the “First Acquisition”), a company engaged in the development and operation of golf resort and hotel and property management, for a consideration of HK\$141,993,000. Everight owned 63.03% interest in Smart Sharp Investment Limited (“Smart Sharp”) which owned 88.17% interest in Donson.
- (b) Everight acquired the remaining 11.83% interest in Donson (International) Development Limited (“Donson”) (“the Second Acquisition”) for a consideration of HK\$19,529,000. After the completion of the Second Acquisition, the Group owned 67.40% effective interest in Donson.
- (c) Everight acquired the remaining 36.97% interest of Smart Sharp through the acquisition of the entire interest in Braniff Developments Limited (“Braniff”) (the “Third Acquisition”) for a consideration of HK\$35,730,000. After the completion of the Third Acquisition, the Group owns the entire interest in Smart Sharp and Donson.

In September 2005 and October 2005, the Group acquired 100% of the issued share capital of Macau Prime Finance Limited (formerly known as China-HK International Finance Limited) and 100% of the issued share capital of Well Cycle Limited for cash consideration of HK\$35,000 and HK\$1,266,000, respectively.

The transactions had been accounted for using the purchase method accounting.

39. 收購附屬公司

於截至二零零七年三月三十一日止年度：

- (a) 本集團以代價港幣141,993,000元購入永權投資有限公司(「永權」)全部股本權益(「首次收購」)，該公司從事發展及經營高爾夫球度假村、酒店及物業管理。永權於卓駿投資有限公司(「卓駿」)擁有63.03%權益，而卓駿則於東迅擁有88.17%權益。
- (b) 永權以代價港幣19,529,000元購入於東迅(國際)發展有限公司(「東迅」)餘下11.83%權益(「第二次收購」)。於完成第二次收購後，本集團於東迅擁有67.40%實際權益。
- (c) 永權透過購入 Braniff Developments Limited (「Braniff」)全部權益，收購於卓駿餘下36.97%權益(「第三次收購」)，代價為港幣35,730,000元。於完成第三次收購後，本集團擁有卓駿及東迅全部權益。

於二零零五年九月及二零零五年十月，本集團分別以港幣35,000元及港幣1,266,000元現金代價收購澳門祥泰財務有限公司(前稱中港國際財務有限公司)全部已發行股本及志圖有限公司全部已發行股本。

該等交易已按收購會計法列賬。

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39. ACQUISITION OF SUBSIDIARIES (Cont'd) 39. 收購附屬公司 (續)

The net assets acquired in the acquisitions, and the discount on acquisition arising are as follows:

於收購購入之資產淨值及所產生之收購折讓如下:

		2007 二零零七年			2006 二零零六年
		Acquiree's carrying amount before combination 於合併前 被收購公司 之賬面值 HK\$'000 港幣千元	Adjustments 調整 HK\$'000 港幣千元	Fair values 公平值 HK\$'000 港幣千元	Acquiree's carrying amount and fair values 被收購公司 之賬面值及 公平值 HK\$'000 港幣千元
			Notes		
Net assets acquired:	購入淨資產				
Property, plant and equipment	物業、機械及設備	209,819	-	209,819	1,264
Prepaid lease payments of leasehold land	租賃土地預付租賃款項	101,139	-	101,139	-
Premium on prepaid lease payments of leasehold land	租賃土地預付租賃款項之溢價	-	134,029 (i)	134,029	-
Inventories	存貨	1,752	-	1,752	-
Properties held for sale	待售物業	213	-	213	-
Debtors, deposits and prepayments	應收賬款、按金及預付款項	19,985	-	19,985	33
Tax recoverable	可收回稅項	258	-	258	-
Bank balances and cash	銀行結餘及現金	9,559	-	9,559	4
Creditors, deposits, and accrued charges	應付賬款、按金及應計費用	(55,640)	-	(55,640)	-
Tax payable	應付稅項	(11,443)	-	(11,443)	-
Amounts due to minority shareholders of subsidiaries	應付附屬公司少數股東款項	(1,377)	-	(1,377)	-
Unsecured loans from minority shareholders of subsidiaries	附屬公司少數股東無抵押貸款	(34,901)	-	(34,901)	-
Unsecured loans from related parties	有關連人士無抵押貸款	(8,303)	-	(8,303)	-
Unsecured loan from a director	一名董事無抵押貸款	(16,427)	-	(16,427)	-
Unsecured other borrowings	無抵押其他借貸	(17,382)	-	(17,382)	-
Bank borrowings	銀行借貸	(45,507)	-	(45,507)	-
Deferred tax liabilities	遞延稅項負債	(7,119)	(23,769) (i)	(30,888)	-
		144,626	110,260	254,886	1,301
Minority interests	少數股東權益	(103,522)	51,890 (ii)	(51,632)	-
Revaluation reserve	重估儲備	-	(1,795)	(1,795)	-
		41,104	160,355	201,459	1,301
Discount on acquisition	收購折讓			(4,207)	-
				197,252	1,301

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39. ACQUISITION OF SUBSIDIARIES (Cont'd) 39. 收購附屬公司 (續)

Notes:

- (i) The amount represents fair value adjustment on acquisition of prepaid lease payments of leasehold land and the related deferred tax liabilities.
- (ii) The amount represents the fair values of net assets of HK\$100,812,000 acquired from minority shareholders in the Second Acquisition and Third Acquisition, net of share of fair value adjustment of HK\$48,922,000 by minority shareholders in relation to the premium on acquisition of prepaid lease payments of leasehold land and the related deferred tax liabilities.

附註：

- (i) 該金額指購入租賃土地預付租賃款項及相關遞延稅項負債之公平值調整。
- (ii) 該金額指扣除有關購入租賃土地預付租賃款項及相關遞延稅項負債溢價之少數股東分佔金額公平值調整港幣48,922,000元後，於第二次收購及第三次收購向少數股東購入資產淨值之公平值港幣100,812,000元。

		2007 二零零七年 HK\$'000 港幣千元	2006 二零零六年 HK\$'000 港幣千元
Satisfied by:	支付方式		
Deposit and expenses paid for acquisition of subsidiaries (note 22(i))	收購附屬公司已付按金及開支 (附註22(i))	12,099	—
Cash	現金	128,233	1,301
Issue of second 2010 Convertible Notes	發行第二批二零一零年可換股票據	73,000	—
Expenditure incurred for the acquisition of subsidiaries during the year	年內收購附屬公司所產生之開支	1,641	—
Other receivable (Note)	其他應收款項 (附註)	(17,721)	—
		<u>197,252</u>	<u>1,301</u>
Net cash outflow arising on acquisition:	收購產生現金流出淨額：		
Cash consideration	現金代價	(129,874)	(1,301)
Bank balances and cash acquired	購入銀行結餘及現金	9,559	4
		<u>(120,315)</u>	<u>(1,297)</u>

Note: The other receivable represents an amount due from the vendor in respect of tax indemnity given by the vendor pursuant to the sale and purchase agreement for acquisition of Everight. The amount is included in other receivable as set out in note 27.

附註：其他應收款項指根據收購永權之買賣協議就賣方作出之稅項彌償而應收賣方之金額。有關金額已計入附註27所載之其他應收款項。

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39. ACQUISITION OF SUBSIDIARIES (Cont'd)

The subsidiaries acquired during the year ended 31st March, 2007 contributed HK\$54,960,000 to the Group's turnover and had a loss of HK\$5,727,000 included in the Group's profit after taxation for the period between the date of acquisition and 31st March, 2007. Had the acquisition had been completed on 1st April, 2006, the Group's turnover for the period would have been HK\$890,230,000, and profit for the year would have been HK\$68,267,000.

The pro forma information is for illustrative purposes only and is not necessarily an indication of turnover and results of the Group that actually would have been achieved had the acquisition been completed on 1st April, 2006, nor is it intended to be a projection of future results.

The subsidiaries acquired during the year ended 31st March, 2006 did not make any significant contributions to the turnover or the results of the Group. Had the acquisitions been completed on 1st April, 2005, the contributions to the turnover and the results of the Group from these subsidiaries would also be insignificant.

40. CONTINGENT LIABILITIES

At 31st March, 2007 and 2006, the Group had given an indemnity to the purchaser relating to unrecorded taxation liabilities, if any, and warranties relating to the affairs and businesses of a subsidiary disposed of in the previous year. The maximum aggregate liability of the Group in respect of all claims for breach of the warranties shall, when taken together with the aggregate liability of the Group in respect of all claims under the indemnity, not exceed the sum of HK\$60,000,000. All related claims may be brought against the Group up to the expiry of 10 years from 31st March, 1998.

At 31st March, 2007, the financial guarantee given to a bank in respect of banking facilities utilised by an associate amounted to HK\$250,000,000 (2006: Nil).

39. 收購附屬公司 (續)

截至二零零七年三月三十一日止年度收購之附屬公司自收購日期至二零零七年三月三十一日期間為本集團帶來港幣54,960,000元之營業額及港幣5,727,000元之虧損，並已計入本集團之除稅後溢利。倘收購已於二零零六年四月一日完成，本集團期內營業額為港幣890,230,000元，而年內溢利則為港幣68,267,000元。

備考資料僅作說明用途，不一定顯示倘收購於二零零六年四月一日已完成情況下本集團實際錄得之營業額及業績，亦不擬作為未來業績之預測。

截至二零零六年三月三十一日止年度收購附屬公司並無為本集團營業額或業績帶來任何重大貢獻。倘收購於二零零五年四月一日完成，該等附屬公司亦不會對本集團營業額及業績帶來重大貢獻。

40. 或然負債

於二零零七年及二零零六年三月三十一日，本集團向買方就未記錄之稅務負債（如有）提供補償保證及就過往年度售出之一家附屬公司之事務及業務提供保證。本集團就違反保證之所有索償，連同本集團根據補償保證項下所有索償之合計負債，最多不超過港幣60,000,000元。所有有關索償可於一九九八年三月三十一日起計十年內向本集團提出。

於二零零七年三月三十一日，就一間聯營公司動用之銀行融資而向銀行提供之財務擔保達港幣250,000,000元（二零零六年：無）。

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41. CAPITAL AND OTHER COMMITMENTS 41. 資本及其他承擔

		2007 二零零七年 HK\$'000 港幣千元	2006 二零零六年 HK\$'000 港幣千元
Capital expenditure contracted for but not provided in the consolidated financial statements in respect of:	就以下各項之已訂約但未於綜合財務報表撥備之資本開支：		
– acquisition of property, plant and equipment	– 購置物業、機械及設備	35,080	612
– acquisition of investment properties (Note i)	– 收購投資物業 (附註i)	61,964	–
		<u>97,044</u>	<u>612</u>
Capital expenditure authorised but not contracted for in respect of:	就以下各項之已授權但未訂約之資本開支：		
– acquisition of property, plant and equipment	– 購置物業、機械及設備	–	194
Other commitments:	其他承擔：		
– acquisition of subsidiaries (Note ii)	– 收購附屬公司 (附註ii)	–	135,000
– acquisition of an associate (Note ii)	– 收購一間聯營公司 (附註ii)	155,700	–
– acquisition of a land use right (Note iii)	– 收購土地使用權 (附註iii)	10,013	–
– loan to a subsidiary to be acquired	– 向將予收購之附屬公司提供貸款	–	80,000
– loan to an associate to be acquired (Note ii)	– 向將予收購之一間聯營公司提供貸款 (附註ii)	70,000	645,000
		<u>235,713</u>	<u>860,000</u>
		<u>332,757</u>	<u>860,806</u>

Notes:

- (i) Details of acquisition of investment properties are set out in note 23.
- (ii) Details of the acquisitions of subsidiaries and associates are set out in note 22.
- (iii) Details of acquisition of a land use right are set out in note 21.

附註：

- (i) 收購投資物業詳情載於附註23。
- (ii) 收購附屬公司及聯營公司詳情載於附註22。
- (iii) 收購土地使用權詳情載於附註21。

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(For the year ended 31st March, 2007) (截至二零零七年三月三十一日止年度)

42. OPERATING LEASE COMMITMENTS

The Group as lessee

Property rentals paid by the Group during the year in respect of: 本集團年內就以下各項支付之物業租金：

Minimum lease payments 最低租金
Contingent rents 或然租金

42. 營業租賃承擔

本集團為承租人

	2007 二零零七年 HK\$'000 港幣千元	2006 二零零六年 HK\$'000 港幣千元
Minimum lease payments	30,407	23,799
Contingent rents	9,572	8,011
	39,979	31,810

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

於結算日，本集團根據不可撤銷營業租賃須於下列年期支付之未來最低租金承擔如下：

Within one year 一年內
In the second to fifth year inclusive 第二至第五年（包括首尾兩年）
Over five years 超過五年

	2007 二零零七年 HK\$'000 港幣千元	2006 二零零六年 HK\$'000 港幣千元
Within one year	27,492	29,697
In the second to fifth year inclusive	12,805	21,401
Over five years	-	16
	40,297	51,114

Operating lease payments represent rentals payable by the Group for certain of its office premises and outlets. Leases are negotiated for an average term of three years and rentals are either fixed or, in addition to the fixed rentals, determined based on a fixed percentage of the monthly gross turnover of the outlets, for an average term of three years.

應付營業租賃金額指本集團就其若干寫字樓及店舖應付之租金。租期平均議定為三年，租金按平均三年期議定，租金為固定租金，或除固定租金外另加按店舖每月總營業額固定百分比計算。

The Group as lessor

The property rental income earned during the year was HK\$2,658,000 (2006: HK\$2,198,000).

本集團為出租人

本年度賺取之物業租金收益為港幣2,658,000元（二零零六年：港幣2,198,000元）。

At 31st March, 2006 and 2007, the Group had no operating lease commitment.

於二零零六年及二零零七年三月三十一日，本集團並無任何營業租賃承擔。

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43. PLEDGE OF ASSETS

At 31st March, 2007, the Group's bank borrowings and credit facilities from financial institutions were secured by the following:

- (a) bank deposits of HK\$40,783,000 (2006: HK\$3,000,000);
- (b) legal charges over the Group's properties held for sale with a carrying value of HK\$58,536,000 (2006: HK\$58,536,000);
- (c) prepaid lease payments of leasehold land of HK\$143,211,000 (2006: Nil); and
- (d) investments held-for-trading of HK\$29,599,000 (2006: Nil) and available-for-sale investments of HK\$75,970,000 (2006: Nil).

Other than the above, the Group's bank borrowings at 31st March, 2006 were also secured by legal charges over the property, plant and equipment of Jean-Marie Pharmacal Company Limited, a subsidiary of the Company with a carrying value of HK\$2,902,000. The pledge was released during the year ended 31st March, 2007.

44. RETIREMENT BENEFITS SCHEMES

The Group operates a defined contribution retirement benefits scheme for eligible employees. The assets of the scheme are separately held in funds under the control of trustees.

The cost charged to the consolidated income statement represents contributions payable to the fund by the Group at rates specified in the rules of the scheme. Where there are employees who leave the scheme prior to vesting fully in the contributions, the contributions payable by the Group are reduced by the amount of forfeited contributions.

At the balance sheet dates, the Group had no significant forfeited contributions, which arose upon employees leaving the retirement benefits scheme and which are available to reduce the contributions payable by the Group in future years.

43. 資產抵押

於二零零七年三月三十一日，本集團之銀行借貸及由財務機構作出之信貸融資由下列項目作抵押：

- (a) 銀行存款港幣40,783,000元(二零零六年：港幣3,000,000元)；
- (b) 本集團賬面值為港幣58,536,000元(二零零六年：港幣58,536,000元)待售物業之法定抵押；
- (c) 租賃土地預付租賃款項為港幣143,211,000元(二零零六年：無)；及
- (d) 持作買賣投資為港幣29,599,000元(二零零六年：無)及可供出售投資為港幣75,970,000元(二零零六年：無)。

除上文所述者外，本集團於二零零六年三月三十一日之銀行借貸乃由本公司附屬公司正美藥品有限公司賬面值為港幣2,902,000元之物業、機械及設備之法定抵押擔保。有關抵押已於截至二零零七年三月三十一日止年度解除。

44. 退休福利計劃

本集團為合資格僱員推行定額供款退休福利計劃，該計劃之資產乃由受託人管理之基金分開持有。

在綜合損益表中扣除之費用，乃指本集團須按該計劃規定所註明特定比率向基金應付之供款。倘僱員在全數取得供款前退出該計劃，則沒收之供款可用以減低本集團應付之供款。

於結算日，本集團並無因僱員退出退休福利計劃而有可用作減低本集團往後年度應付供款之重大沒收供款。

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44. RETIREMENT BENEFITS SCHEMES (Cont'd)

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

Under the rule of the MPF Scheme, the employer and its employees are each required to make contributions to the scheme at rate specified in the rules. The only obligation of the Group with respect to the MPF Scheme is to make the required contributions under the scheme. The contributions to the MPF Scheme charged to the consolidated income statement represent contributions paid or payable to the funds by the Group at rates specified in the rules of the scheme. No forfeited contribution is available to reduce the contribution payable in future years.

The employees of the subsidiaries in the PRC are members of state-managed retirement benefits schemes operated by the PRC government. The subsidiaries are required to contribute a certain percentage of their payroll to the retirement benefits schemes to fund the benefits. The only obligation of the Group with respect to the retirement benefits schemes are to make the required contributions under the schemes.

The total cost charged to consolidated income statement of HK\$4,019,000 (2006: HK\$2,597,000) represents contributions paid or payable to the schemes by the Group during the year.

44. 退休福利計劃 (續)

由二零零零年十二月一日起，本集團亦為香港僱員參加強制性公積金計劃（「強積金計劃」）。強積金計劃已根據強制性公積金計劃條例向強制性公積金計劃管理局註冊。有關強積金計劃資產與本集團資產分開管理，並由一名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例所註明特定比率向計劃供款，本集團於強積金計劃之唯一責任為向該計劃作出所規定供款。於綜合損益表中扣除之強積金計劃供款，乃指本集團按計劃規例所註明特定比率已付或應付之供款，並無任何沒收供款可用作扣減日後應付供款。

中國附屬公司之僱員為中國政府運作之國家管理退休福利計劃之成員。附屬公司須按其工資某一百分比向退休福利計劃供款，撥作福利之資金。本集團對退休福利計劃之唯一責任為作出計劃項下規定供款。

於綜合損益表扣除之總成本為港幣4,019,000元（二零零六年：港幣2,597,000元）指年內本集團已付或應付予計劃之供款。

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45. RELATED PARTY TRANSACTIONS AND BALANCES 45. 有關連人士交易及結餘

(a) During the year, the Group had the following transactions with related parties:

(a) 年內，本集團曾與有關連人士訂立以下交易：

Related parties 有關連人士	Nature of transactions 交易性質	2007 二零零七年 HK\$'000 港幣千元	2006 二零零六年 HK\$'000 港幣千元
<i>Director:</i> 董事：			
Mr. Lai 賴先生	Interest expense 利息開支	222	—
<i>Minority shareholders of subsidiaries:</i> 附屬公司少數股東：			
Braniff	(i) Interest expense 利息開支	1,785	—
廣州市番禺旅遊總公司	(ii) Interest expense 利息開支	266	—
三亞博后經濟開發有限公司	(ii) Management fee paid 已付管理費	295	—
	(ii) Rental paid 已付租金	84	—
<i>Associates:</i> 聯營公司：			
Orient Town 華鎮	Interest income 利息收入	56,182	—
More Profit	Interest income 利息收入	3,106	—
<i>Other related parties:</i> 其他有關連人士：			
Mr. Chang Rong Wu 張榮梧先生	(iii) Interest expense 利息開支	11	—
番禺高爾夫球協會	(iv) Interest expense 利息開支	118	—
L.F. Sam (HK) Ltd. 聯豐生(香港)有限公司	(v) Interest expense 利息開支	92	—

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45. RELATED PARTY TRANSACTIONS AND BALANCES (Cont'd) 45. 有關連人士交易及結餘 (續)

- (a) During the year, the Group had the following transactions with related parties: (Cont'd)

Notes:

- (i) Minority shareholders of Smart Sharp which become a wholly-owned subsidiary of the Company on 28th February, 2007 as set out in (c) below.
- (ii) Minority shareholders of subsidiaries of Everight.
- (iii) A former director of a subsidiary of Everight.
- (iv) Mr. Lai, an executive director of the Company is the chairman of the association.
- (v) Mr. Chan Jink Chou, Eric, a former director of a subsidiary of Everight, is also a director and a shareholder of the related company.

Details of the outstanding balances with related parties are set out in the consolidated balance sheet and in notes 20, 22, 32, 34 and 35.

- (a) 年內，本集團曾與有關連人士訂立以下交易：(續)

附註：

- (i) 卓駿(於二零零七年二月二十八日成為本公司全資附屬公司)之少數股東載於下文(c)。
- (ii) 永權之附屬公司少數股東。
- (iii) 永權之一間附屬公司前董事。
- (iv) 本公司執行董事賴先生為該協會主席。
- (v) 永權之一間附屬公司前董事陳正秋先生亦為有關連公司董事兼股東。

與有關連公司之尚未償還結餘詳情載於綜合資產負債表及附註20、22、32、34及35。

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45. RELATED PARTY TRANSACTIONS AND BALANCES (Cont'd)

- (b) As stated in the announcement on 28th April, 2006 and circular dated 22nd May, 2006, the Company entered into a total of seventeen conditional subscription agreements on 27th April, 2006 with Hanny Holdings Limited (“Hanny”), four fund subscribers who were funds managed by Stark Investments (Hong Kong) Limited, an investment manager of the fund subscribers (“Stark Funds”), ITC Corporation Limited (“ITC”), and the eleven other note subscribers which were funds managed by global asset management firms. Pursuant to the subscription agreements, Hanny, Stark Funds, ITC and the eleven other note subscribers had in aggregate conditionally agreed to subscribe for an aggregate of HK\$1,000 million 1% convertible notes due 2011 proposed to be issued by the Company pursuant to the subscription agreements with principal amount of HK\$270 million, HK\$123 million, HK\$30 million and HK\$577 million, respectively. Hanny and ITC are companies incorporated in Bermuda with limited liability and their shares are listed on the Stock Exchange. The 2011 Convertible Notes had been issued during the year as explained in note 31(d).

Hanny and Stark Funds hold 20.71% and 17.26% interest in the total issued ordinary shares of HK\$0.01 each in the share capital of the Company, respectively, as at the date of the note subscription agreements entered.

45. 有關連人士交易及結餘 (續)

- (b) 誠如於二零零六年四月二十八日之公佈及日期為二零零六年五月二十二日之通函所述，本公司於二零零六年四月二十七日與錦興集團有限公司（「錦興」）、四名基金認購人之投資經理 Stark Investments (Hong Kong) Limited 管理彼等基金之基金認購人（「Stark 基金」）、德祥企業集團有限公司（「德祥企業」）及十一名由全球資產管理公司管理之基金之其他票據認購人訂立合共十七份有條件認購協議。根據該等認購協議，錦興、Stark 基金、德祥企業及十一名其他票據認購人合共有條件同意，認購本公司擬根據認購協議發行之總額為港幣 1,000,000,000 元二零一一年到期 1 厘息可換股票據，本金金額分別為港幣 270,000,000 元、港幣 123,000,000 元、港幣 30,000,000 元及港幣 577,000,000 元。錦興及德祥企業為於百慕達註冊成立之有限公司，其股份於聯交所上市。誠如附註 31(d) 所述，二零一一年可換股票據已於年內發行。

錦興及 Stark 基金在票據認購協議訂立日期於本公司股本中每股面值港幣 0.01 元之全部已發行普通股分別擁有約 20.71% 及 17.26% 權益。

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45. RELATED PARTY TRANSACTIONS AND BALANCES (Cont'd)

- (c) As stated in the announcement on 5th January, 2007, Everight entered into an agreement with AIM Pacific Limited ("AIM") which was owned as to 65% by Mr. Lai and 35% by Mr. Chan Jink Chou, Eric. Pursuant to the agreement, Everight agreed to acquire the entire interest in Braniff which was owned as to 67% and 33% by AIM and Mr. Chang Rong Wu, respectively, and aggregate amount of shareholders' loans owing by Braniff to AIM and Mr. Chang Rong Wu and the interests accrued thereon up to the completion of the agreement for an aggregate consideration of approximately HK\$98 million (the "Braniff Acquisition"). The principal asset of Braniff was its indirect holding of 36.97% effective interest in the issued share capital of Donson and the guarantors of the Braniff Acquisition were Mr. Lai and Mr. Chan Jink Chou, Eric.

In addition, Everight should, immediately after the completion of the Braniff Acquisition, repay on behalf of Donson or procure Donson to repay loans due to Mr. Lai and L.F. Sam (HK) Ltd. of approximately HK\$1.3 million and HK\$1.6 million, respectively, and interest accrued thereon.

Mr. Lai, Mr. Chan Jink Chou, Eric and Mr. Chang Rong Wu are directors of certain subsidiaries of the Company and Mr. Lai is the executive director of the Company.

45. 有關連人士交易及結餘 (續)

- (c) 誠如於二零零七年一月五日之公佈所述，永權與分別由賴先生及陳正秋先生擁有65%及35%權益之AIM Pacific Limited (「AIM」) 訂立一份協議。根據該協議，永權同意購入Braniff全部權益，Braniff分別由AIM及張榮梧先生擁有67%及33%權益，以及Braniff結欠AIM及張榮梧先生之股東貸款連同其截至收購完成為止累計利息之總和，代價合共約為港幣98,000,000元 (「Braniff收購」)。Braniff之主要資產為間接持有東迅已發行股本36.97%實際權益，而Braniff收購之擔保人為賴先生及陳正秋先生。

此外，永權須於緊隨Braniff收購完成後代表東迅或促使東迅償還分別結欠賴先生及聯豐生(香港)有限公司約港幣1,300,000元及港幣1,600,000元之貸款，連同其累計利息。

賴先生、陳正秋先生及張榮梧先生均為本公司若干附屬公司之董事，而賴先生為本公司執行董事。

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45. RELATED PARTY TRANSACTIONS AND BALANCES (Cont'd)

- (d) As stated in the announcement on 20th April, 2005 and the circular dated 23rd May, 2005, on 8th April, 2005, the Company entered into seven subscription agreements with seven subscribers. On 20th April, 2005, the Company entered into another two subscription agreements and a placing agreement with two subscribers and a placing agent, respectively. The nine subscribers and the placing agent agreed to subscribe for or place the HK\$956 million and HK\$44 million unsecured zero coupon convertible notes due 2010, respectively. Each of the subscription agreements and the placing agreement were not inter-conditional on each other. Kopola, one of the subscribers, had subscribed HK\$150 million of the notes. Kopola was 50% held by each of Mr. Ho and his brother, Mr. Ho Hau Hay, Hamilton. Details are set out in note 31(b).

During the year ended 31st March, 2007, Kopola had converted HK\$100 million of the First 2010 Convertible Notes into 227,272,727 ordinary shares of HK\$0.01 each in the capital of the Company at a conversion price of HK\$0.44 per share.

45. 有關連人士交易及結餘 (續)

- (d) 根據於二零零五年四月二十日之公佈及日期為二零零五年五月二十三日之通函，本公司於二零零五年四月八日與七名認購人訂立七份認購協議。於二零零五年四月二十日，本公司與兩名認購人及一名配售代理分別訂立另外兩份認購協議及一份配售協議。九名認購人及配售代理同意認購或配售分別為港幣956,000,000元及港幣44,000,000元於二零一零年到期之無抵押零息可換股票據。各認購協議及配售協議並非互為條件。其中一名認購人，Kopola已認購港幣150,000,000元之票據。Kopola乃由何先生及其兄何厚浣先生各自持有50%權益詳情載於附註31(b)。

截至二零零七年三月三十一日止年度內，Kopola已將港幣100,000,000元之第一批二零一零年可換股票據按每股換股價港幣0.44元兌換為227,272,727股本公司股本中每股面值港幣0.01元之普通股。

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45. RELATED PARTY TRANSACTIONS AND BALANCES (Cont'd)

(e) Compensation of key management personnel

The remuneration of directors during the year was as follows:

Short-term benefits	短期利益
Share-based payments	股份付款

The remuneration of directors is determined by the remuneration committee having regard to the performance of individuals and market trends.

45. 有關連人士交易及結餘 (續)

(e) 主要管理人員報酬

年內董事之薪酬如下:

2007 二零零七年 HK\$'000 港幣千元	2006 二零零六年 HK\$'000 港幣千元
11,105	3,990
2,594	-
13,699	3,990

董事之薪酬乃由薪酬委員會經考慮個別表現及市場趨勢釐定。

46. POST BALANCE SHEET EVENTS

Subsequent to 31st March, 2007, the Group has the following significant post balance sheet events:

- (a) As stated in the announcement on 2nd March, 2007, on 27th February, 2007, Macau Prime (B.V.I.) Limited (formerly known as Cheung Tai Hong (B.V.I.) Limited) ("MPBVI"), a wholly-owned subsidiary of the Company, entered into an agreement (the "Disposal Agreement") with Master Journal Limited (the "Purchaser"), an investment holding company incorporated in BVI with limited liability and an independent third party to the Group, whereby the MPBVI conditionally agreed to sell and assign, and the Purchaser conditionally agreed to purchase 10,000 ordinary shares of US\$1 each of TFH, representing the entire issued share capital of TFH, and accept an assignment of outstanding loan owing from TFH to MPBVI as at completion of the disposal for a consideration of HK\$110,000,000, which would be settled by the Purchaser as to HK\$20,000,000 in cash and HK\$90,000,000 by way of issue of the loan note. The transaction has not yet been completed at the date of this report and is subject to shareholder's approval after balance sheet date.

46. 結算日後事項

於二零零七年三月三十一日後，本集團曾進行有下列結算日後重大事項：

- (a) 誠如於二零零七年三月二日之公佈所述，本公司之全資附屬公司Macau Prime (B.V.I.) Limited (前稱Cheung Tai Hong (B.V.I.) Limited) (「MPBVI」) 與Master Journal Limited (「買方」) 於二零零七年二月二十七日訂立一份協議，買方為於英屬處女群島註冊成立之有限責任投資控股公司且為本集團之獨立第三方，MPBVI有條件同意出售及出讓而買方有條件同意購買東方紅10,000股每股面值美金1元之普通股，即東方紅全部已發行股本，以及接納所出讓於完成出售時東方紅結欠MPBVI之尚未償還貸款，代價為港幣110,000,000元，買方將以港幣20,000,000元現金及發行港幣90,000,000元貸款票據之方式支付。於本報告刊發日期，該交易尚未完成，並於結算日後須獲股東批准，方告落實。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

(For the year ended 31st March, 2007) (截至二零零七年三月三十一日止年度)

46. POST BALANCE SHEET EVENTS (Cont'd)

- (b) As stated in the announcement on 9th May, 2007, Smarteam Limited, an indirect wholly-owned subsidiary of the Company, entered into a sale and purchase agreement dated 9th May, 2007 with six individual Macau residents in relation to the acquisition of properties in Macau, for an aggregate consideration of HK\$118,593,000. An amount of HK\$17,788,920 had been paid as an initial deposit upon signing of the sale and purchase agreement.
- (c) As stated in the announcement on 18th May, 2007, the Company entered into a placing and subscription agreement with Loyal Concept and Kingston Securities Limited ("Kingston"), a placing agent. Pursuant to the placing and subscription agreement, Loyal concept agreed to place, through Kingston, an aggregate of 300,000,000 existing ordinary shares of HK\$0.01 each in the share capital of the Company, on a fully underwritten basis, at a price of HK\$0.56 per placing share.

In addition, pursuant to the placing and subscription agreement, Loyal Concept conditionally agreed to subscribe for an aggregate of 300,000,000 new ordinary shares of HK\$0.01 each in the share capital of the Company at a price of HK\$0.56 per share.

46. 結算日後事項 (續)

- (b) 誠如於二零零七年五月九日之公佈所述，本公司之間接全資附屬公司萃添有限公司與六名個別澳門居民於二零零七年五月九日就收購位於澳門之物業訂立一份買賣協議，代價合共為港幣118,593,000元。於簽訂買賣協議時，已支付港幣17,788,920元作為初期訂金。
- (c) 誠如於二零零七年五月十八日之公佈所述，本公司與Loyal Concept及配售代理金利豐證券有限公司（「金利豐」）訂立一份配售及認購協議。根據該配售及認購協議，Loyal Concept同意透過金利豐以全數包銷方式，以每股配售股份港幣0.56元之價格，配售合共300,000,000股現有本公司股本中每股面值港幣0.01元之普通股。

此外，根據該配售及認購協議，Loyal Concept有條件同意按每股股份港幣0.56元之價格認購合共300,000,000股本公司股本中每股面值港幣0.01元之新普通股。

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綜合財務報表附註

(For the year ended 31st March, 2007) (截至二零零七年三月三十一日止年度)

47. BALANCE SHEET OF THE COMPANY

The balance sheet of the Company at 31st March, 2007 is as follows:

47. 本公司資產負債表

本公司於二零零七年三月三十一日之資產負債表如下：

		NOTE 附註	2007 二零零七年 HK\$'000 港幣千元	2006 二零零六年 HK\$'000 港幣千元
Non-current asset	非流動資產		1,189,481	–
Current assets	流動資產		1,657,490	1,241,594
Current liabilities	流動負債		8,676	1,603
Net current assets	流動資產淨值		1,648,814	1,239,991
Total assets less current liabilities	總資產減流動負債		2,838,295	1,239,991
Non-current liability	非流動負債		1,360,455	838,241
			1,477,840	401,750
Capital and reserves	股本及儲備			
Share capital	股本		23,123	6,314
Reserves	儲備	(a)	1,454,717	395,436
			1,477,840	401,750

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綜合財務報表附註

(For the year ended 31st March, 2007) (截至二零零七年三月三十一日止年度)

47. BALANCE SHEET OF THE COMPANY 47. 本公司資產負債表 (續)

(Cont'd)

Note:

附註:

(a) Reserves

(a) 儲備

		Share premium	Capital redemption reserve	Convertible loan notes equity reserve	Share-based payment reserve	Contributed surplus	(Deficit) surplus	Total
		股份溢價	股本贖回儲備	可換股票據股本儲備	股份付款儲備	繳入盈餘	(虧絀) 盈餘	總計
		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
THE COMPANY	本公司							
At 31st March, 2005	於二零零五年三月三十一日	102,357	646	3,120	-	206,177	(148,412)	163,888
Recognition of equity component of convertible notes	確認可換股票據之股本部分	-	-	160,914	-	-	-	160,914
Conversion of convertible notes	兌換可換股票據	110,867	-	(6,981)	-	-	-	103,886
Loss for the year	年內虧損	-	-	-	-	-	(33,252)	(33,252)
At 31st March, 2006	於二零零六年三月三十一日	213,224	646	157,053	-	206,177	(181,664)	395,436
Recognition of equity component of convertible notes	確認可換股票據之股本部分	-	-	261,644	-	-	-	261,644
Conversion of convertible notes	兌換可換股票據	393,688	-	(63,393)	-	-	-	330,295
Transfer	轉撥	-	-	-	-	(206,177)	206,177	-
Issue of shares	發行股份	491,666	-	-	-	-	-	491,666
Expenses incurred in connection with issue of shares	發行股份產生之開支	(12,908)	-	-	-	-	-	(12,908)
Repurchase and cancellation of shares	購回及註銷股份	(19,615)	478	-	-	-	(478)	(19,615)
Recognition of equity-settled share-based payments	確認股本結算股份付款	-	-	-	3,296	-	-	3,296
Profit for the year	年內溢利	-	-	-	-	-	4,903	4,903
At 31st March, 2007	於二零零七年三月三十一日	1,066,055	1,124	355,304	3,296	-	28,938	1,454,717

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綜合財務報表附註

(For the year ended 31st March, 2007) (截至二零零七年三月三十一日止年度)

47. BALANCE SHEET OF THE COMPANY 47. 本公司資產負債表 (續)

(Cont'd)

Note: (Cont'd)

(a) Reserves (Cont'd)

Note: The contributed surplus of the Company represents:

- (i) the difference between the underlying net assets of the subsidiaries acquired by the Company at the date of the group reorganisation in 1994 less any dividends distributed from the pre-reorganisation reserves and the nominal amount of the Company's share capital issued as consideration for the acquisition; and
- (ii) net balance from capital reduction, cancellation of share premium and set-off against the deficit pursuant to the capital reorganisation on 15th April, 2003.

Pursuant to a resolution of the Directors passed on 29th September, 2006, the amount of contributed surplus was transferred to the deficit.

附註: (續)

(a) 儲備 (續)

附註: 本公司之繳入盈餘指:

- (i) 本公司於一九九四年進行集團重組之日所收購附屬公司之相關資產淨值減自重組前儲備分派之任何股息與本公司就收購代價所發行股本之面值之差額; 及
- (ii) 根據二零零三年四月十五日之股本重組進行股本削減、註銷股份溢價及與虧絀對銷之淨結餘。

根據董事於二零零六年九月二十九日通過之決議案, 繳入盈餘金額已轉撥至虧絀。

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48. SUBSIDIARIES

Particulars of the Company's principal subsidiaries at 31st March, 2007 are as follows:

48. 附屬公司

本公司主要附屬公司於二零零七年三月三十一日之詳情如下：

Name of subsidiary 附屬公司名稱	Place of incorporation/ or registration/ operations 註冊成立 或註冊/ 經營地點	Issued and fully paid share/ registered capital 已發行及 繳足股份/ 註冊資本	Percentage of issued share/ registered capital held by the Company 本公司所持 已發行股份/ 註冊資本之百分比		Principal activities 主要業務
			Directly 直接	Indirectly 間接	
			%	%	
Advance Tech Limited 科進有限公司	Hong Kong 香港	HK\$1 ordinary share 港幣1元普通股	–	100	Securities investment 證券投資
Asia Progress Investments Limited	British Virgin Islands 英屬處女群島	US\$1 ordinary share 美金1元普通股	–	100	Investment holding 投資控股
Champion Palace Development Limited 冠堡發展有限公司	Hong Kong 香港	HK\$2 ordinary shares 港幣2元普通股	–	100	Properties holding in the PRC 中國物業持有
Cheung Tai Hong Holdings (Motor Vehicle) Limited 祥泰行集團(摩托車)有限公司	Hong Kong 香港	HK\$10,000 ordinary shares 港幣10,000元普通股	–	100	Trading of motorcycles and spare parts 摩托車及配件買賣
Donson (International) Development Limited 東迅(國際)發展有限公司	Hong Kong 香港	HK\$85,297,692 ordinary shares 港幣85,297,692元普通股	–	100	Investment holding 投資控股
Dragon Rainbow Limited	British Virgin Islands 英屬處女群島	US\$1 ordinary share 美金1元普通股	–	100	Investment holding 投資控股
Everight Investment Limited 永權投資有限公司	Hong Kong 香港	HK\$47,412,692 ordinary shares 港幣47,412,692元普通股	–	100	Investment holding 投資控股

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48. SUBSIDIARIES (Cont'd)

48. 附屬公司 (續)

Name of subsidiary 附屬公司名稱	Place of incorporation/ or registration/ operations 註冊成立 或註冊/ 經營地點	Issued and fully paid share/ registered capital 已發行及 繳足股份/ 註冊資本	Percentage of issued share/ registered capital held by the Company 本公司所持 已發行股份/ 註冊資本之百分比		Principal activities 主要業務
			Directly 直接 %	Indirectly 間接 %	
Exalt Investment Limited 顯揚投資有限公司	Hong Kong 香港	HK\$10,000 ordinary shares 港幣10,000元普通股	–	100	Investment holding 投資控股
Handsworth Investments Limited	British Virgin Islands 英屬處女群島	US\$1 ordinary share 美金1元普通股	–	100	Investment holding 投資控股
Hayton Limited 漢東有限公司	Hong Kong 香港	HK\$1 ordinary share 港幣1元普通股	–	100	Investment holding 投資控股
Jean-Marie Pharmacial Company Limited 正美藥品有限公司	Hong Kong 香港	HK\$812,600 ordinary shares 港幣812,600元普通股	–	100	Manufacture and sale of pharmaceutical products 藥品製造及銷售
Jean-Marie Pharmacial Management Limited 正美藥品管理有限公司	Hong Kong 香港	HK\$2 ordinary shares 港幣2元普通股	–	100	Investment holding 投資控股
Jumbo Ever Limited 金保華有限公司	Hong Kong 香港	HK\$2 ordinary shares 港幣2元普通股	–	100	Investment holding 投資控股
Macau Prime (B.V.I.) Limited (formerly known as Cheung Tai Hong (B.V.I.) Limited)	British Virgin Islands 英屬處女群島	US\$50,000 ordinary shares 美金50,000元普通股	100	–	Investment holding 投資控股

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(For the year ended 31st March, 2007) (截至二零零七年三月三十一日止年度)

48. SUBSIDIARIES (Cont'd)

48. 附屬公司 (續)

Name of subsidiary 附屬公司名稱	Place of incorporation/ or registration/ operations 註冊成立 或註冊/ 經營地點	Issued and fully paid share/ registered capital 已發行及 繳足股份/ 註冊資本	Percentage of issued share/ registered capital held by the Company 本公司所持 已發行股份/ 註冊資本之百分比		Principal activities 主要業務
			Directly 直接 %	Indirectly 間接 %	
Macau Prime Finance Limited 澳門祥泰財務有限公司 (formerly known as China-HK International Finance Limited) (前稱中港國際財務有限公司)	Hong Kong 香港	HK\$2 ordinary shares 港幣2元普通股	–	100	Money lending 貸款
Macau Prime Management Limited 澳門祥泰管理有限公司 (formerly known as Cheung Tai Hong, Limited) (前稱祥泰行有限公司)	Hong Kong 香港	HK\$2,000 ordinary shares 港幣2,000元普通股	–	100	Securities investment and investment holding 證券投資及投資控股
		HK\$500,000 non-voting deferred shares (Note 1) 港幣500,000元 無投票權遞延股 (附註1)	–	–	
Master Super Development Limited 泰瑞發展有限公司	Hong Kong 香港	HK\$100 ordinary shares 港幣100元普通股	–	100	Property holding and sale 物業持有及銷售
Million Orient Limited 東萬有限公司	Hong Kong 香港	HK\$1 ordinary share 港幣1元普通股	–	100	Investment holding 投資控股
New Smarten Limited 新豐利有限公司	Hong Kong 香港	HK\$1 ordinary share 港幣1元普通股	–	100	Investment holding 投資控股

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48. SUBSIDIARIES (Cont'd)

48. 附屬公司 (續)

Name of subsidiary 附屬公司名稱	Place of incorporation/ or registration/ operations 註冊成立 或註冊/ 經營地點	Issued and fully paid share/ registered capital 已發行及 繳足股份/ 註冊資本	Percentage of issued share/ registered capital held by the Company 本公司所持 已發行股份/ 註冊資本之百分比		Principal activities 主要業務
			Directly	Indirectly	
			直接 %	間接 %	
Pacific Essence Limited	British Virgin Islands 英屬處女群島	US\$1 ordinary share 美金1元普通股	–	100	Investment holding 投資控股
Pacific Wins Development Ltd.	British Virgin Islands 英屬處女群島	US\$1,000 ordinary shares 美金1,000元普通股	–	100	Investment holding 投資控股
Smart Sharp Investment Limited 卓駿投資有限公司	Hong Kong 香港	HK\$75,202,694 ordinary shares 港幣75,202,694元普通股	–	100	Investment holding 投資控股
Sound Advice Investments Limited	British Virgin Islands 英屬處女群島	US\$100 ordinary shares 美金100元普通股	–	100	Investment holding 投資控股
South Step Limited 南通興業有限公司	Hong Kong 香港	HK\$1 ordinary share 港幣1元普通股	–	100	Property investment and development 物業投資及發展
Teamate Limited	British Virgin Islands 英屬處女群島	US\$1 ordinary share 美金1元普通股	–	100	Investment holding 投資控股
Top Century International Limited	British Virgin Islands 英屬處女群島	US\$1 ordinary share 美金1元普通股	–	100	Investment holding 投資控股

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48. SUBSIDIARIES (Cont'd)

48. 附屬公司 (續)

Name of subsidiary 附屬公司名稱	Place of incorporation/ or registration/ operations 註冊成立 或註冊/ 經營地點	Issued and fully paid share/ registered capital 已發行及 繳足股份/ 註冊資本	Percentage of issued share/ registered capital held by the Company 本公司所持 已發行股份/ 註冊資本之百分比		Principal activities 主要業務
			Directly 直接 %	Indirectly 間接 %	
Total Pacific Limited 裕利泰有限公司	Hong Kong 香港	HK\$2 ordinary shares 港幣2元普通股	–	100	Investment holding 投資控股
Tung Fong Hung Investment Limited	British Virgin Islands 英屬處女群島	US\$10,000 ordinary shares 美金10,000元普通股	–	100	Investment holding 投資控股
Tung Fong Hung Nominees Limited	British Virgin Islands 英屬處女群島	US\$2 ordinary shares 美金2元普通股	–	100	Provision of nominee services 提供代理人服務
Tung Fong Hung (China) Limited 東方紅(中國)有限公司	Hong Kong 香港	HK\$2 ordinary shares 港幣2元普通股	–	100	Distribution of Chinese medicine and health products 中藥及健康產品分銷
Tung Fong Hung Foods Limited 東方紅食品有限公司	Hong Kong 香港	HK\$2 ordinary shares 港幣2元普通股	–	100	Distribution of health food 健康食品分銷
Tung Fong Hung Foods Company, B.C. Limited	Canada 加拿大	CAD360 common shares 加幣360元普通股	–	100	Retail of herbal products and dried seafood 草藥產品及海味零售
Tung Fong Hung Medicine (BVI) Limited	British Virgin Islands 英屬處女群島	HK\$0.2 ordinary share 港幣0.2元普通股	–	100	Investment holding 投資控股

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48. SUBSIDIARIES (Cont'd)

48. 附屬公司 (續)

Name of subsidiary 附屬公司名稱	Place of incorporation/ or registration/ operations 註冊成立 或註冊/ 經營地點	Issued and fully paid share/ registered capital 已發行及 繳足股份/ 註冊資本	Percentage of issued share/ registered capital held by the Company 本公司所持 已發行股份/ 註冊資本之百分比		Principal activities 主要業務
			Directly 直接 %	Indirectly 間接 %	
Tung Fong Hung Medicine Company, Limited 東方紅藥業有限公司	Hong Kong 香港	HK\$1,001 ordinary shares 港幣1,001元普通股	–	100	Retailing of Chinese medicine and foodstuffs 中藥及食品零售
Tung Fong Hung Medicine Company (Macau) Limited 東方紅藥業(澳門)有限公司	Macau 澳門	MOP100,000 quota capital 澳門幣100,000元註冊資本	–	100	Retailing of Chinese medicine and foodstuffs 中藥及食品零售
TFH Management Limited 東方紅管理有限公司	Hong Kong 香港	HK\$2 ordinary shares 港幣2元普通股	–	100	Provision of management services 提供管理服務
TFH Manufacturing Company Limited 東方紅製藥有限公司	Hong Kong 香港	HK\$2 ordinary shares 港幣2元普通股	–	100	Processing, packaging and distribution of Chinese medicine and foodstuffs 中藥及食品加工、包裝及分銷
TFH (China) Holdings Limited 東方紅(中國)控股有限公司	Hong Kong 香港	HK\$2 ordinary shares 港幣2元普通股	–	100	Investment holding 投資控股
Universal Focus Limited	British Virgin Islands 英屬處女群島	US\$1 ordinary share 美金1元普通股	–	100	Investment holding 投資控股
Well Cycle Limited 志圖有限公司	Hong Kong 香港	HK\$2 ordinary shares 港幣2元普通股	–	100	Letting of motor vehicles 汽車租賃

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48. SUBSIDIARIES (Cont'd)

48. 附屬公司 (續)

Name of subsidiary 附屬公司名稱	Place of incorporation/ or registration/ operations 註冊成立 或註冊/ 經營地點	Issued and fully paid share/ registered capital 已發行及 繳足股份/ 註冊資本	Percentage of issued share/ registered capital held by the Company 本公司所持 已發行股份/ 註冊資本之百分比		Principal activities 主要業務
			Directly	Indirectly	
			直接 %	間接 %	
Vintage Hotel Limited 偉迪斯酒店有限公司	British Virgin Islands 英屬處女群島	HK\$23,595,000 ordinary shares 港幣\$23,595,000元 普通股	–	100	Development and operation of hotel and golf resort 發展及經營酒店及高爾夫球 度假村
三亞亞龍灣風景高爾夫 文化公園有限公司	PRC (Note 4) 中國 (附註4)	RMB35,000,000 人民幣35,000,000元	–	80	Development and operation of hotel and golf resort 發展及經營酒店及高爾夫球 度假村
三亞亞龍灣紅峽谷 度假酒店有限公司	PRC (Note 4) 中國 (附註4)	HK\$30,000,000 港幣30,000,000元	–	100	Development and operation of hotel 發展及經營酒店
廣州番禺蓮花山高爾夫球 度假俱樂部	PRC (Note 4) 中國 (附註4)	RMB46,000,000 人民幣46,000,000元	–	65	Development of golf resort and property development 發展高爾夫球度假村及 物業發展
廣州市蓮翠房產物業 管理有限公司	PRC (Note 4) 中國 (附註4)	RMB500,000 人民幣500,000元	–	65	Property management 物業管理
廣州市東方紅保健品 有限公司	PRC (Note 2) 中國 (附註2)	HK\$2,500,000 港幣2,500,000元	–	100	Distribution of Chinese medicine and health food 中藥及健康食品分銷
深圳市東方紅保健品 有限公司	PRC (Note 3) 中國 (附註3)	RMB1,000,000 人民幣1,000,000元	–	100	Distribution of Chinese medicine and health food 中藥及健康食品分銷
深圳市東方聖恒貿易 有限公司	PRC (Note 4) 中國 (附註4)	RMB2,000,000 人民幣2,000,000元	–	51	Distribution of Chinese medicine and health food 中藥及健康食品分銷

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綜合財務報表附註

(For the year ended 31st March, 2007) (截至二零零七年三月三十一日止年度)

48. SUBSIDIARIES (Cont'd)

48. 附屬公司 (續)

Name of subsidiary 附屬公司名稱	Place of incorporation or registration/ operations 註冊成立 或註冊/ 經營地點	Issued and fully paid share/ registered capital 已發行及 繳足股份/ 註冊資本	Percentage of issued share/ registered capital held by the Company 本公司所持 已發行股份/ 註冊資本之百分比		Principal activities 主要業務
			Directly 直接	Indirectly 間接	
			%	%	
東方紅(中山)保健食品廠 有限公司	PRC (Note 2) 中國(附註2)	US\$1,000,000 美金1,000,000元	-	100	Processing and wholesaling of health food 健康食品加工及批發
黑龍江金保華農業 有限公司	PRC (Note 2) 中國(附註2)	HK\$14,000,000 港幣14,000,000元	-	100	Cultivation and sales of potatoes 馬鈴薯種植及銷售
哈爾濱東方綠種業 有限公司	PRC (Note 3) 中國(附註3)	RMB1,100,000 人民幣1,100,000元	-	100	Sales of potatoes seeds 馬鈴薯種子銷售

Notes:

- (1) The non-voting deferred shares, which are not held by the Group, practically carry no rights to dividends or to receive notice of or to attend or vote at any general meeting of the respective companies nor to participate in any distribution on winding up.
- (2) The subsidiaries are wholly-owned foreign enterprises.
- (3) The subsidiaries are wholly-owned domestic enterprises.
- (4) The subsidiaries were established in the PRC as a sino-foreign equity joint venture companies.

附註:

- (1) 並非本集團持有之無投票權遞延股，實質上並無附有權利可獲派股息或獲發有關公司任何股東大會之通告或出席股東大會或於會上投票或於清盤時獲取任何分派。
- (2) 該等附屬公司為全外資企業。
- (3) 該等附屬公司為全內資企業。
- (4) 該等附屬公司於中國成立為中外合資經營公司。

None of the subsidiaries had any debt securities outstanding at the balance sheet date or at any time during the year.

於結算日或本年度任何時間內，各附屬公司概無任何尚未償還之債務證券。

The above table lists the subsidiaries of the Company which, in the opinion of the directors, principally affected the results or assets of the Group. To give details of other subsidiaries would, in the opinion of the directors, result in particulars of excessive length.

上表載列董事認為對本集團業績或資產有重大影響之本公司附屬公司。董事認為，詳列其他附屬公司會令篇幅過於冗長。

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綜合財務報表附註

(For the year ended 31st March, 2007) (截至二零零七年三月三十一日止年度)

49. SEGMENT INFORMATION

Business segments

For management purposes, the Group is currently organised into six (2006: four) operating divisions. These divisions are the basis on which the Group reports its primary segment information.

Principal activities are as follows:

Property	–	property development and investment
Golf and leisure	–	development and operation of golf resort and hotel
Securities investment	–	trading of securities
Motorcycles	–	trading of motorcycles and spare parts
Finance	–	loan financing services
Medicine and health products	–	manufacture and trading of medicine and health products

During the year, the Group has two new business segments – golf and leisure and finance.

49. 分部資料

業務分部

就管理而言，本集團現時分為六個（二零零六年：四個）營運部門。該等部門為本集團報告其首要分部資料之基準。

主要業務如下：

物業	–	物業發展及投資
高爾夫球及消閒	–	高爾夫球度假村及酒店發展及營運
證券投資	–	證券買賣
摩托車	–	摩托車及配件買賣
融資	–	貸款融資服務
醫藥及健康食品	–	醫藥及健康食品製造及買賣

年內，本集團有兩項新增業務分部—高爾夫球及消閒與融資。

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綜合財務報表附註

(For the year ended 31st March, 2007) (截至二零零七年三月三十一日止年度)

49. SEGMENT INFORMATION (Cont'd)

Business segments (Cont'd)

Segment information about these businesses is presented below:

CONSOLIDATED INCOME STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2007

		Property 物業	Golf and leisure 高爾夫球 及消閒	Securities investment 證券投資	Motorcycles 摩托車	Finance 融資	Medicine and health food 醫藥及 健康食品	Total of all segments 所有 分部總計	Elimination/ adjustments 對銷/調整	Consolidated 綜合
		HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元
TURNOVER	營業額									
External sales	對外之銷售	5,251	52,367	329,155	13,125	81,085	400,638	881,621	-	881,621
Inter-segment sales*	分部之間之銷售*	-	-	-	-	37,702	-	37,702	(37,702)	-
Total	總計	5,251	52,367	329,155	13,125	118,787	400,638	919,323	(37,702)	881,621
SEGMENT RESULTS	分部業績	3,003	3,428	26,837	215	7,270	(95)	40,658	72,950	113,608
Unallocated corporate income	未分配企業收入									42,439
Unallocated corporate expenses	未分配企業費用									(41,540)
Discount on acquisition of subsidiaries	收購附屬公司折讓	-	4,207	-	-	-	-	4,207	-	4,207
Compensation for cancellation of call options for acquisition of additional interest in an associate	就註銷收購一間聯營公司額外權益認購期權之補償									23,370
Share of results of associates	應佔聯營公司業績	40,916	-	-	-	-	-	40,916	-	40,916
Finance costs	財務費用									(98,844)
Profit before taxation	除稅前溢利									84,156
Taxation	稅項									(10,055)
Profit for the year	本年度溢利									74,101

* Inter-segment sales were charged at terms determined and agreed between group companies.

49. 分部資料 (續)

業務分部 (續)

該等業務之分部資料呈列如下：

綜合損益表 截至二零零七年三月三十一日止年度

		Property 物業	Golf and leisure 高爾夫球 及消閒	Securities investment 證券投資	Motorcycles 摩托車	Finance 融資	Medicine and health food 醫藥及 健康食品	Total of all segments 所有 分部總計	Elimination/ adjustments 對銷/調整	Consolidated 綜合
		HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元
TURNOVER	營業額									
External sales	對外之銷售	5,251	52,367	329,155	13,125	81,085	400,638	881,621	-	881,621
Inter-segment sales*	分部之間之銷售*	-	-	-	-	37,702	-	37,702	(37,702)	-
Total	總計	5,251	52,367	329,155	13,125	118,787	400,638	919,323	(37,702)	881,621
SEGMENT RESULTS	分部業績	3,003	3,428	26,837	215	7,270	(95)	40,658	72,950	113,608
Unallocated corporate income	未分配企業收入									42,439
Unallocated corporate expenses	未分配企業費用									(41,540)
Discount on acquisition of subsidiaries	收購附屬公司折讓	-	4,207	-	-	-	-	4,207	-	4,207
Compensation for cancellation of call options for acquisition of additional interest in an associate	就註銷收購一間聯營公司額外權益認購期權之補償									23,370
Share of results of associates	應佔聯營公司業績	40,916	-	-	-	-	-	40,916	-	40,916
Finance costs	財務費用									(98,844)
Profit before taxation	除稅前溢利									84,156
Taxation	稅項									(10,055)
Profit for the year	本年度溢利									74,101

* 分部之間之銷售乃按集團公司之間釐定及同意之條款扣除。

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綜合財務報表附註

(For the year ended 31st March, 2007) (截至二零零七年三月三十一日止年度)

49. SEGMENT INFORMATION (Cont'd)

Business segments (Cont'd)
CONSOLIDATED BALANCE SHEET
AT 31ST MARCH, 2007

49. 分部資料 (續)

業務分部 (續)
綜合資產負債表
於二零零七年三月三十一日

		Property	Golf and leisure	Securities investment	Motorcycles	Finance	Medicine and health food	Total of all segments	Elimination/ adjustments	Consolidated
		物業	高爾夫球 及消閒	證券投資	摩托車	融資	醫藥及 健康食品	所有 分部總計	對銷/調整	綜合
		HK\$'000	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	港幣千元
ASSETS	資產									
Segment assets	分部資產	71,662	509,581	194,265	1,859	1,518,647	164,145	2,460,159	-	2,460,159
Interests in associates	於聯營公司之權益	93,879	-	-	-	-	-	93,879	-	93,879
Unallocated corporate assets	未分配企業資產									828,062
Consolidated total assets	綜合總資產									<u>3,382,100</u>
LIABILITIES	負債									
Segment liabilities	分部負債	13,600	41,248	720	50	1,318,822	94,874	1,469,314	(1,318,822)	150,492
Unallocated corporate liabilities	未分配企業負債									<u>1,559,788</u>
Consolidated total liabilities	綜合總負債									<u>1,710,280</u>

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

(For the year ended 31st March, 2007) (截至二零零七年三月三十一日止年度)

49. SEGMENT INFORMATION (Cont'd)

Business segments (Cont'd)

	Property 物業	Golf and leisure 高爾夫球 及消閒	Securities investment 證券投資	Motorcycles 摩托車	Finance 融資	Medicine and health food 醫藥及 健康食品	Total of all segments 所有 分部總計	Unallocated 未分配	Consolidated 綜合
	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元
OTHER INFORMATION									
OTHER INFORMATION		其他資料							
Depreciation of property, plant and equipment		物業、機械及設備 折舊							
	-	10,390	-	-	-	9,808	20,198	599	20,797
Amortisation of intangible assets		無形資產攤銷							
	-	-	-	-	-	225	225	-	225
Amortisation of prepaid lease payments		預付租賃款項攤銷							
	-	1,953	-	-	-	31	1,984	-	1,984
Amortisation of premium on prepaid lease payments		預付租賃款項溢價 攤銷							
	-	2,502	-	-	-	-	2,502	-	2,502
Increase in fair value of financial assets at fair value through profit or loss		按公平值列賬及計入 損益之金融資產 公平值增加							
	-	-	17,755	-	-	-	17,755	-	17,755
Write-off of intangible assets		無形資產撇銷							
	-	-	-	-	-	2,550	2,550	-	2,550
Capital additions		資本增加							
	-	247,373	-	-	-	5,609	252,982	856	253,838
Development cost incurred		所產生開發成本							
	-	-	-	-	-	219	219	-	219
Allowance for inventories		存貨撥備							
	-	-	-	-	-	10,870	10,870	-	10,870

49. 分部資料 (續)

業務分部 (續)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

(For the year ended 31st March, 2007) (截至二零零七年三月三十一日止年度)

49. SEGMENT INFORMATION (Cont'd)

Business segments (Cont'd)

CONSOLIDATED INCOME STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2006

49. 分部資料 (續)

業務分部 (續)

綜合損益表

截至二零零六年三月三十一日止年度

		Property 物業 HK\$'000 港幣千元	Securities investment 證券投資 HK\$'000 港幣千元	Motorcycles 摩托車 HK\$'000 港幣千元	Medicine and health food 醫藥及 健康食品 HK\$'000 港幣千元	Consolidated 綜合 HK\$'000 港幣千元
TURNOVER	營業額	2,198	503,502	11,756	324,800	842,256
SEGMENT RESULTS	分部業績	1,545	(3,440)	471	(30,527)	(31,951)
Unallocated corporate income	未分配企業收入					19,323
Unallocated corporate expenses	未分配企業費用					(20,984)
Share of results of associates	應佔聯營公司業績	—	—	—	(5)	(5)
Finance costs	財務費用					(36,818)
Loss before taxation	除稅前虧損					(70,435)
Taxation	稅項					(2,657)
Loss for the year	本年度虧損					(73,092)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

(For the year ended 31st March, 2007) (截至二零零七年三月三十一日止年度)

49. SEGMENT INFORMATION (Cont'd)

Business segments (Cont'd)
CONSOLIDATED BALANCE SHEET
AT 31ST MARCH, 2006

49. 分部資料 (續)

業務分部 (續)
綜合資產負債表
於二零零六年三月三十一日

		Property 物業 HK\$'000 港幣千元	Securities investment 證券投資 HK\$'000 港幣千元	Motorcycles 摩托車 HK\$'000 港幣千元	Medicine and health food 醫藥及 健康食品 HK\$'000 港幣千元	Consolidated 綜合 HK\$'000 港幣千元
ASSETS	資產					
Segment assets	分部資產	210,264	9,043	1,750	144,202	365,259
Unallocated corporate assets	未分配企業資產					1,035,955
Consolidated total assets	綜合總資產					<u>1,401,214</u>
LIABILITIES	負債					
Segment liabilities	分部負債	3,109	–	312	61,789	65,210
Unallocated corporate liabilities	未分配企業負債					890,171
Consolidated total liabilities	綜合總負債					<u>955,381</u>

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綜合財務報表附註

(For the year ended 31st March, 2007) (截至二零零七年三月三十一日止年度)

49. SEGMENT INFORMATION (Cont'd)

Business segments (Cont'd)

49. 分部資料 (續)

業務分部 (續)

		Property	Securities	Motorcycles	Medicine and health food	Unallocated	Consolidated
		物業	證券投資	摩托車	醫藥及 健康食品	未分配	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
OTHER INFORMATION	其他資料						
Depreciation of property, plant and equipment	物業、機械及設備 折舊	-	-	-	10,017	229	10,246
Amortisation of intangible assets	無形資產攤銷	-	-	-	171	-	171
Amortisation of prepaid lease payments	預付租賃款項 攤銷	-	-	-	30	-	30
Impairment recognised in respect of goodwill arising from acquisition of subsidiaries	就收購附屬公司 所產生商譽 確認減值	-	-	-	21,885	-	21,885
Impairment loss of property, plant and equipment	物業、機械及設備 減值虧損	-	-	-	25,851	-	25,851
Loss on disposal of property, plant and equipment	出售物業、機械及 設備之虧損	-	-	-	544	-	544
Decrease in fair value of financial assets at fair value through profit or loss	按公平值列賬及計入 損益之金融資產 公平值減少	-	6,046	-	-	-	6,046
Write-off of intangible assets	無形資產撇銷	-	-	-	299	-	299
Capital additions	資本增加	-	-	-	10,429	1,116	11,545
Development cost incurred	所產生開發成本	-	-	-	1,441	-	1,441
Reversal of amount due from an associate	應收一家聯營公司 款項撥回	-	-	-	-	(3)	(3)
Allowance for inventories	存貨撥備	-	-	-	5,964	-	5,964

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

(For the year ended 31st March, 2007) (截至二零零七年三月三十一日止年度)

49. SEGMENT INFORMATION (Cont'd)

Geographical segments

The Group's operations are principally located in Macau, Hong Kong, the PRC and other countries including Canada, Taiwan and Singapore. The Group's administrative functions are carried out in Macau, Hong Kong and the PRC.

The following table provides an analysis of the Group's sales by geographical market, irrespective of the origin of the goods:

Hong Kong	香港
PRC	中國
Other countries	其他國家

49. 分部資料 (續)

地區分部

本集團之業務主要位於澳門、香港、中國及其他國家，包括加拿大、台灣及新加坡。本集團之行政職能於澳門、香港及中國進行。

下表提供本集團按地區市場劃分之銷售分析（不論貨品來源地）：

Sales revenue by geographical market 按地區市場劃分之 銷售收益

2007 二零零七年 HK\$'000 港幣千元	2006 二零零六年 HK\$'000 港幣千元
653,789	754,026
136,306	59,818
91,526	28,412
881,621	842,256

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

(For the year ended 31st March, 2007) (截至二零零七年三月三十一日止年度)

49. SEGMENT INFORMATION (Cont'd)

Geographical segments (Cont'd)

The following is an analysis of the carrying amount of segment assets and additions to property, plant and equipment and intangible assets, analysed by the geographical area in which the assets are located:

49. 分部資料 (續)

地區分部 (續)

以下為按資產所在地區劃分之分部資產賬面值以及添置物業、機械及設備以及無形資產之分析：

		Carrying amount of segment assets		Additions to property, plant and equipment and intangible assets	
		分部資產賬面值	分部資產賬面值	添置物業、機械及設備以及無形資產	添置物業、機械及設備以及無形資產
		2007	2006	2007	2006
		二零零七年	二零零六年	二零零七年	二零零六年
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		港幣千元	港幣千元	港幣千元	港幣千元
Segment assets	分部資產				
Macau	澳門	1,335,896	18,923	-	-
Hong Kong	香港	646,703	108,380	4,954	5,898
PRC	中國	565,284	225,079	248,904	6,091
Other countries	其他國家	6,155	12,877	199	997
		2,554,038	365,259	254,057	12,896
Other assets	其他資產	828,062	1,035,955	-	-
		3,382,100	1,401,214	254,057	12,896

FINANCIAL SUMMARY

財務概要

		Year ended 31st March, 截至三月三十一日止年度					
		2003	2004	2005	2006	2007	
		二零零三年	二零零四年	二零零五年	二零零六年	二零零七年	
		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	
				(restated)			
				(重列)			
Turnover	營業額	41,276	63,514	379,396	842,256	881,621	
(Loss) profit before taxation	除稅前(虧損)溢利	(65,332)	(37,791)	14,085	(70,435)	84,156	
Taxation	稅項	–	–	(1,823)	(2,657)	(10,055)	
(Loss) profit for the year	本年度(虧損)溢利	<u>(65,332)</u>	<u>(37,791)</u>	<u>12,262</u>	<u>(73,092)</u>	74,101	
Attributable to:	下列人士應佔:						
Equity holders of the Company	本公司權益持有人	(51,556)	(29,612)	12,262	(72,960)	79,091	
Minority interests	少數股東權益	(13,776)	(8,179)	–	(132)	(4,990)	
		<u>(65,332)</u>	<u>(37,791)</u>	<u>12,262</u>	<u>(73,092)</u>	74,101	
		At 31st March, 於三月三十一日					
		2003	2004	2005	2006	2007	
		二零零三年	二零零四年	二零零五年	二零零六年	二零零七年	
		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	
				(restated)			
				(重列)			
Total assets	總資產	348,878	232,261	478,513	1,401,214	3,382,100	
Total liabilities	總負債	(193,078)	(102,085)	(229,709)	(955,381)	(1,710,280)	
		<u>155,800</u>	<u>130,176</u>	<u>248,804</u>	<u>445,833</u>	1,671,820	
Equity attributable to equity holders of the Company	本公司權益持有人應佔股本	153,988	130,176	248,804	445,017	1,621,639	
Minority interests	少數股東權益	1,812	–	–	816	50,181	
		<u>155,800</u>	<u>130,176</u>	<u>248,804</u>	<u>445,833</u>	1,671,820	

Note: The above financial summary prior to 2005 has not been adjusted to take into account the effect on the adoption of the new Hong Kong Financial Reporting Standard and Hong Kong Accounting Standards and Interpretation issued by the Hong Kong Institute of Certified Public Accountants since 2004.

附註: 以上二零零五年前之財務概要未有就採納香港會計師公會自二零零四年起所頒佈新香港財務報告準則以及香港會計準則及詮釋之影響作出調整。

SCHEDULE OF PRINCIPAL PROPERTIES

主要物業附表

PROPERTIES HELD FOR DEVELOPMENT AND/OR SALE

持作發展及／或銷售物業

Location 地點	Approximate area 概約面積	Use 用途	Stage of Completion 完成階段	Group's interest 本集團 之權益
First floor, Units 5A, 6B, 7A, 7B, 8B, 9B, 9C, 10B, 10C, 11B, 11C, 12B, 12C, 13B, 13C, 15B, 21A, 22B, 22C, 23C, 25B, 25C, 26B and 27B Talon Tower 38 Connaught Road West Hong Kong 香港 干諾道西38號 達隆名居 1樓、5A、6B、7A、7B、 8B、9B、9C、10B、10C、11B、11C、 12B、12C、13B、13C、15B、21A、 22B、22C、23C、25B、25C、26B 及27B單位	Gross floor area of approximately 20,843 sq. ft. 建築面積約 20,843平方呎	Commercial and residential 商業及住宅	Completed 已落成	100%
Guangzhou Lotus Hill Golf Resort Panyu District Guangzhou City Guangdong Province The PRC 中國 廣東省 廣州市 番禺 廣州蓮花山高爾夫球會	Site area of approximately 117,693 sq.m. and gross floor area of approximately 83,128 sq. m. 地盤建築面積約 117,693平方米 及建築面積約 83,128平方米	Residential and hotel 住宅及酒店	Development plans approved for gross floor area of approximately 23,000 sq. m. for residential development 已獲批准之住宅發展 計劃之建築面積約 23,000平方米	65%

SCHEDULE OF PRINCIPAL PROPERTIES

主要物業附表

PROPERTIES HELD FOR INVESTMENT

持作投資物業

Location 地點	Lease 租賃	Use 用途	Group's interest 本集團 之權益
Guangzhou Lotus Hill Golf Resort Panyu District Guangzhou City Guangdong Province The PRC 中國 廣東省 廣州市 番禺 廣州蓮花山高爾夫球會	Medium Term 中期	Golf course, club and hotel 高爾夫球場、會所及酒店	65%
Grand Waldo Hotel Complex Lot A1, Avenida Marginal floor de Lotus close to a Rotunda do Dique Oeste Cotai, Macau 金都酒店綜合大樓 澳門路氹蓮花海濱大馬路A1地段 毗鄰西堤圓形地	Medium Term 中期	Hotel/casino/ entertainment/car parks 酒店／賭場／娛樂／停車場	20%

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